

**CONSTITUTION  
OF  
UNIVERSITY OF LIMERICK STUDENTS' UNION  
COMPANY LIMITED BY GUARANTEE**

**MEMORANDUM OF ASSOCIATION**

1. The name of the Company is: **AONTAS NA MAC LÉINN, OLLSCOIL LUIMNIGH** and in English **UNIVERSITY OF LIMERICK STUDENTS' UNION COMPANY LIMITED BY GUARANTEE**, hereinafter referred to as the Company or the Union
2. The Company is a Company limited by guarantee, registered under *Part 18* of the *Companies Act 2014*
3. The objects for which the Company is established are:
  - a. to advance the education of its members and of the University of Limerick as a whole;
  - b. to promote and actively pursue the betterment of the interests of its members;
  - c. to represent the interest of its members and act as a channel of communication in dealing with the University and other bodies;
  - d. to promote, encourage and facilitate student Clubs and Societies equally; and
  - e. These aims and objects shall be practiced without discrimination on the grounds of age, sex, race, religion, creed, sexual orientation, disability or medical condition, except that action may be taken to promote equality of opportunity.
  - f. The Company shall practice the above aims and objectives independent of any political party or religious organisation;
4. The powers of the Company for the achievement of the objects for which the Company is established are:-
  - a. To purchase, take on lease or in exchange, hire or otherwise acquire and hold real, chattel real and personal property of all kinds and in particular lands, tenements and hereditaments of any tenure whether subject or not to any charges or encumbrances.

- b. To hold, sell, let, alienate, mortgage, charge or otherwise deal with any of the real and personal property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular (without prejudice to the generality of the foregoing) for shares, debentures or securities of any other Company whether or not having objects altogether or in part similar to those of this Company.
- c. To construct, erect, enlarge, alter and maintain buildings, houses, flats, shops and all other works, erections and things of any description whatsoever either upon the lands acquired by the Company or upon other lands and to hold, retain as investments or to sell, let, alienate, mortgage, charge or deal with all or any of the same and generally to alter, develop and improve the lands, and other property of the Company.
- d. To apply for, purchase, or by other means acquire and protect, prolong and renew, any patents, patent rights, brevets d'invention, licences, trade marks, registered designs, protections and concessions or other rights which may appear likely to be advantageous or useful to the Company.
- e. To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall consider to be preliminary thereto and to issue shares as fully or in part paid up, and to pay out of the funds of the Company all brokerage and charges incidental thereto.
- f. To invest and deal with the monies of the Company not immediately required in such manner as from time to time may be determined.
- g. To draw, make, accept, endorse, discount, negotiate, and issue bills of exchange, promissory notes, bills of lading and other negotiable or transferable instruments.
- h. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular to issue debentures, debenture stock, bonds, obligations and securities of all kinds, either perpetual or terminable and either redeemable or otherwise, and to charge and secure the same by trust deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future, of the Company (including if thought fit, its uncalled capital) or otherwise howsoever.

- i. To hold in trust as trustees or as nominees and to deal with, manage and turn to account any real or personal property of any kind and in particular shares, stocks, debentures, securities, policies, book debts, claims and choses in action, lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, annuities, patents, licenses and any interest in real or personal property and any claims against such property or against any person or Company.
- j. To acquire, deal with, manage and turn to account policies of life assurance and any other real or personal property of any kind.
- k. To guarantee, support or secure whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of the obligations of and the repayment or payment of the principal amounts of and premiums, interest and dividends on any securities of any person, firm or Company, and in particular (without prejudice to the generality of the foregoing) give (with or without consideration) security for any debts, obligations or liabilities of any Company which is for the time being the holding Company or a subsidiary (both as defined by Section 155 of the Companies Act, 1963) of the Company or other subsidiary as defined by the said Section of the Company's holding Company or otherwise associated with the Company in business.
- l. To lend in advance money or give credit to such persons or companies and on such terms as may seem expedient.
- m. To establish, promote and otherwise assist any Company or companies or associations for the purpose of acquiring all or any of the properties or liabilities of this Company or for furthering the objects of the Company or for the purpose of prosecuting or executing any undertaking, works, projects or enterprises of any description.
- n. To establish agencies and branches and appoint agents and others to assist in the conduct or extension of the Company's business and to regulate and discontinue the same.
- o. To form, constitute or promote or to concur in the formation, constitution or promotion of Irish or foreign companies, syndicates, associations and

undertakings of all kinds to secure by indemnity or otherwise the subscription of all or any part of the capital of any such Company, syndicate, association or undertaking, and to pay any commission, brokerage, or other remuneration in connection therewith, and to employ experts to investigate and examine into the conditions, proposals, value, character and circumstances of any business concerns and undertakings, and generally of any assets, property or rights.

- p. To constitute any trusts with a view to the issue of preferred and deferred or other special stocks or securities based on or representing any shares, stock and other assets specifically appropriated for the purposes of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts and to issue, dispose of or hold any such preferred, deferred or other special stocks or securities.
- q. To transact or carry on all or any kinds of agency business and in particular in relation to the investment of money, the sale of property and the collection and receipt of money.
- r. To procure the Company to be registered or recognised in any place outside Ireland.
- s. To do all or any of the matters hereby authorised in any place outside Ireland, either alone or in conjunction with or as trustees or agent for any other Company or person or by or through any factors, trustees or agents.
- t. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or Company carrying on or proposing to carry on any of the business which the Company is authorised to carry on as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or Company.
- u. To enter into and carry into effect any arrangement for joint working in business or for sharing of profits or for amalgamation with any other Company or association or any partnership or person carrying on any business or proposing to carry on any business within the objects of the Company.
- v. To enter into any arrangement with any government or local or other authority that may seem conducive to the Company's objects or any of them and to obtain from any such government or authority any rights,

privileges and concessions which the Company may think it desirable to obtain and to carry out and to exercise and comply with the same.

- w. To provide for the welfare of persons in the employment of or holding office under or formerly in the employment of or holding office under the Company or directors or ex-directors of the Company and the wives, widows and families, dependants or connections of such persons by grants of money, pensions or other payments and by forming and contributing to pension, provident or benefit funds or profit-sharing or co-partnership schemes for the benefit of such persons and to form, subscribe to or otherwise aid charitable, benevolent, religious, scientific, national or other institutions, exhibitions or objects which shall have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.
  - x. To remunerate by cash payment or otherwise any person or Company for services rendered or to be rendered to the Company.
  - y. To accept stock or shares in or debentures, mortgages or securities of any other Company in payment or part payment for any services rendered or for any sale made to or debt owing from any such Company whether such shares shall be wholly or only partly paid up.
  - z. To do all such other things as the Company may consider incidental or conducive to the attainment of the above objects or as are usually carried on in connection therewith.
  - aa. To transact or carry on any other business which may seem to be capable of being conveniently carried on in connection with any of these objects or calculated directly or indirectly to enhance the value of or facilitate the realisation of or render profitable any of the Company's property or rights.
5. If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members. Members of

the Company shall select the relevant institution or institutions at or before the time of dissolution. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

6. The liability of the members is limited.
  
7. Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for—
  - a. the payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
  - b. the adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding €1.

## ARTICLES OF ASSOCIATION

The following Regulations shall apply to the Company:

1. Save insofar as they are amended hereunder, the provisions of the *Companies Act 2014* are adopted.

### 2. Definitions

2. In these Articles, unless there is something in the subject or context inconsistent herewith:

The "Act" means the Companies Act, 2014.

The "Company" means the above named Company.

The "Directors" means the members for the time being of the board of directors of the Company and "Director" shall be construed accordingly.

The "Secretary" means any person appointed to perform the duties of the Secretary of the Company.

The "Seal" means the Common Seal of the Company.

The "Union" means the Company

Expressions referring to writing shall, unless the contrary intention appears, be construed as including reference to printing, lithography, photography and any other modes of representing or reproducing words in visible form.

### 3. Members

- 3.1 The number of members with which the Company proposes to be registered is 10, but the Directors may from time to time register an increase in members.
- 3.2 The members of the Company shall be (i) the subscribers to the Memorandum of Association and (ii) such other persons as the Directors shall from time to time admit to membership and as shall sign a written consent to become a member.

### 4. General Meetings

- 4.1 The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual

general meeting and that so long as the Company holds its first annual general meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.

- 4.2 All general meetings other than annual general meetings shall be known as extraordinary general meetings.
- 4.3 Directors may, whenever they think fit, convene an extraordinary general meeting.
- 4.4 If, at any time, there are not sufficient directors capable of acting to form a quorum, any Director of the Company or any member of it may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
- 4.5 The Directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.
- 4.6 The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
- 4.7 If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
- 4.8 Any reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.
- 4.9 For the purposes of Articles 4.3-4.10, the Directors shall, in the case of a



meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.

- 4.10 A meeting convened under Articles 4.7 or 4.9 shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by directors.
- 4.11 The chairperson of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
- 4.12 If at any meeting no director is willing to act as chairperson or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
- 4.13 The chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 4.14 Unless a poll is demanded in accordance with Article 8.5, at any general meeting:
  - 4.14.1 a resolution put to the vote of the meeting shall be decided on a show of hands; and
  - 4.14.2 a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 4.15 Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

### **5. Notice of General Meetings**

- 5.1 A meeting of the Company, other than an adjourned meeting, shall be called:
- (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
  - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.
- 5.2 A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 5.1, be deemed to have been duly called if it is so agreed by:
- (a) all the members entitled to attend and vote at the meeting; and
  - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.
- 5.3 Notice may be sent by email. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.
- 5.4 In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
- 5.5 The notice of a meeting shall specify:
- (a) the place, date and time of the meeting; which for the avoidance of doubt may be held virtually
  - (b) the general nature of the business to be transacted at the meeting;
  - (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
  - (d) with reasonable prominence a statement that:
    - (i) a member entitled to attend and vote is entitled to appoint a

proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;

- (ii) a proxy need not be a member;
- (iii) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

5.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

## **6. Votes of Members**

- 6.1 Where a matter is being decided (whether on a show of hands or on a poll), every member present in person and every proxy shall have one vote, but so that no individual member shall have more than one vote.
- 6.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.
- 6.3 Votes may be given either personally or by proxy. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

## **7. Proxies**

- 7.1 A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
- 7.2 The instrument appointing a proxy (the "**Instrument of Proxy**") shall be in writing –
- (a) under the hand of the appointer or of his or her attorney duly authorised

in writing; or

- (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.

7.3 The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time:-

- (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll, 48 hours before the time appointed for the taking of the poll.

7.4 The depositing of the Instrument of Proxy may, rather than its being effected by sending or delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.

7.5 An instrument appointing a proxy shall be in the following form or a form as near to it as circumstances permit

[*Name of Company*] (the “**Company**”)

[Name of member] (the “**Member**”) of [*Address of Member*] being a member of the Company hereby appoint/s [*name and address of proxy*] or failing him or her [*name and address of alternative proxy*] as the proxy of the Member to attend, speak and vote for the Member on behalf of the Member at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the [*date of meeting*] and at any adjournment of the meeting.

The proxy is to vote as follows:-

Voting instructions to proxy  
(Choice to be marked with an “X”)

Number or description of resolution:	In Favour	Abstain	Against
1.			
2.			
3.			

Unless otherwise instructed, the proxy will vote as he or she thinks fit.

Signature of Member.....

Dated [date] .....

### **8. Voting on a Poll**

- 8.1 At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
- 8.2 A demand for a poll may be made by:
  - (a) the chairperson of the meeting;
  - (b) at least three members present in person or by proxy;
  - (c) any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.
- 8.3 A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 8.6, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
- 8.4 A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.
  - 8.4.1 A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.
- 8.5 The instrument appointing a proxy to vote at a meeting of the Company shall

be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 37 and 38, a demand by a person as proxy for a member shall be the same as a demand by the member.

- 8.6 On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes:-
- (a) use all his or her votes; or
  - (b) cast all the votes he or she uses in the same way.

## **9. Student Council**

- 9.1 (a) The purpose of Student Council is to:
- i. Represent the voice of University of Limerick students
  - ii. Identify issues that are of concern to students and ensure they are raised with the Student Life senior management team or governing body of the University
  - iii. Oversee the work of Executive
- (b) The function of Student Council is to:
- i. Decide the policy of the Union in relation to political, social, welfare and academic issues, subject to any relevant referenda and Article 11.5 of the Constitution
  - ii. Inform and advise on the development of internal organisational Union policy
  - iii. Instruct and hold the Executive to account
  - iv. Monitor and discuss the events and decisions of the University's decision-making bodies and raise the concerns of members with the Executive members on Student Council and Student Life senior management team.
  - v. Contribute to the development of the strategic plan of the Union and propose any amendments to the plan to the Board of Directors
  - vi. Make recommendations to the Board of Directors in relation to Student Officer pay
  - vii. Receive reports from the Board of Directors
  - viii. Make, repeal or amend Bye Laws jointly with the Board of Directors, in line with Article 25 of the Constitution

- ix. Establish committees of Student Council as necessary, with the Executive Oversight Committee as a standing committee.
- 9.2 The composition and proceedings of the Student Council shall be set out in the Bye-Laws.

### **10. Executive Committee**

- 10.1 (a) The Executive Committee's responsibility shall not include duties of the board of directors set out in Article 11 but shall include representation and campaigning work and the implementation of Union policy save in so far as these responsibilities have not been delegated to another committee.
- (b) The function of Executive is to:
- i. Carry out the decisions made by students through referenda, Student Council, Clubs and Societies Council where relevant, and act in accordance with the Bye Laws and any relevant legislation.
  - ii. Act in the absence of Student Council at times outside of the academic year.
  - iii. Act as a channel of communication between students, the University management and governing body and any other organisations
  - iv. Establish working groups, where relevant, and receive any reports from sub committees
  - v. Liaise with and provide relevant updates to the Students Forum and any other forum for students
  - vi. Initiate policy and present it to Student Council for discussion and final approval by the Board of Directors
  - vii. Fulfil the specific responsibilities for each office in the job descriptions outlined in the Bye Laws.
- 10.2 The proceedings and meetings of the Executive Committee shall be in accordance with the Bye Laws

### **11. The Board of Directors**

- 11.1 Any purported appointment of a Director without that Director's consent shall be void.

- 11.2 The first Directors of the Company were appointed in accordance with Section 144(2) of the Act. Thereafter the Directors of the Company shall be appointed in accordance with these Articles.
- 11.3 The board of directors shall comprise of the following
  - 11.3.1 Four Sabbatical Officers as elected from time to time in accordance with the Election Bye Laws
  - 11.3.2 The Chair of the Student Council as appointed from time to time in accordance with the Bye Laws
  - 11.3.3 The Faculty Officer as appointed from time to time in accordance with the Bye Laws
  - 11.3.4 Four external directors to be appointed in accordance with the Bye Laws
- 11.4 The role of the Board of Directors shall be to:
  - 11.4.1 Ensure that the Union finances operate efficiently and effectively
  - 11.4.2 Act prudently to protect the assets and property of the Union
  - 11.4.3 Approve the Union budget in consultation with the Student Council and to ensure that financial reports are made available to Student Council on request
  - 11.4.4 Approve the Union's annual report detailing the activities of the Union, the Union finances, including any donations made to external organisations, and any other information required under the Companies Act.
  - 11.4.5 Submit the Union budget, annual report, audited accounts and any other information annually to the UL Finance Department as it is a prerequisite of the University's Governing Authority before funding will be transferred. The Board of Directors must also ensure full participation in audits carried out by the University's Governing Authority Audit Committee
  - 11.4.6 To ensure the Union acts as a responsible employer
  - 11.4.7 Monitor the performance of the General Manager
  - 11.4.8 Monitor and evaluate the progress of the Union Strategic Plan and create the Strategic Planning Framework
  - 11.4.9 Create the Strategic Planning Framework and monitor and evaluate the progress of the Union Strategic Plan, which agrees the direction and



priorities of the work of the Union but does not constrain the priorities of Executive or the Student Officers.

11.4.10 Review the risks to which the Union is subject; take action to mitigate these risks and ensure sound risk management.

11.4.11 Initiate a review of the Constitution and Bye Laws every five years.

11.5 The Board of Directors may override any decision or Policy made by Referenda or the Student Council which the Directors consider (in their absolute discretion):

11.5.1 has or may have any financial implications for the Union;

11.5.2 is or may be in breach of, contrary to or otherwise inconsistent with any legal requirements (including ultra vires);

11.5.3 is not or may not be in the best interests of the Union or all or any of its objects; or

11.5.4 will or may otherwise affect the discharge of any or all of the responsibilities of the Board of Directors

## **12. Proceedings of Directors**

12.1 The chairperson shall be elected by the Board from amongst the External Directors.

12.2 The Quorum for a meeting of the Board of Directors shall be five directors of whom two shall be external directors appointed under Article 11.3.4 and three shall be student directors appointed pursuant to Article 11.3.1-11.3.3

12.3 The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided in accordance with the Bye Laws

12.4 A Director may, and on the request of a Director the Secretary shall, at any time, summon a meeting of the Directors by notice served upon the several Directors.

12.5 The Chairperson shall be entitled to preside at all meetings of the Directors at which he/she shall be present but if there be no such chairperson for the time being or if at any meeting the chairperson be not present within five minutes after the time appointed for holding the meeting the Directors present shall choose one of their number to be chairperson of the meeting.

- 12.6 The Directors may delegate any of their powers to committees consisting of such persons (whether or not Directors of the Union) as the Directors think fit. Any committee so formed shall conform to any regulations imposed on it by the Directors and shall be subject at all times to the control of the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors as aforesaid.
- 12.7 All acts bona fide done by any meeting of the Directors or of any committee set up by the Directors, or by any person acting as a Director of any committee, shall notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed to be a member of the Directors or of the committee.
- 12.8 A resolution in writing signed by all the voting members for the time being of the Board of Directors or of any committee set up by the Directors who are duly entitled to receive notice of a meeting of the Board of Directors or of such committee shall be valid and effectual as if it had been passed at a meeting of the Directors or of such committee respectively duly convened.

### **13. Rotation of Directors**

- 13.1 At the time of the adoptions of these Regulations, those Directors in office at the time of the adoption of these Regulations shall remain as Directors of the Company ("the Existing Directors"). The Existing external Directors shall remain in office for a period of three years from the date of the adoption of these Articles or until they cease to be a Director of the Company in accordance with Article 14.
- 13.2 The term of office of an external Director shall be for a period of three (3) years and a Director may be reappointed for two further consecutive terms of three (3) years. No person shall be entitled to be appointed as an external Director for more than nine (9) years in succession.
- 13.3 Notwithstanding the provisions of Articles 13.1 and 13.2, in exceptional circumstances, an external Director may remain on the Board for one further

year if the Board of Directors determines that his/her skills and expertise are required.

#### **14. Removal of Directors**

- 14.1 The Union may by ordinary resolution remove any Director before the expiration of his period of office.
- 14.2 The office of Director shall be vacated :
- 14.2.1 If he becomes bankrupt or insolvent or compounds with his creditors.
  - 14.2.2 If he becomes restricted or disqualified pursuant to an Order made under the provisions of the Companies Act 2014.
  - 14.2.3 If he becomes incapable by reason of mental disorder, illness or injury of managing or administering his property and affairs or be found lunatic.
  - 14.2.4 If he is convicted of an indictable offence (other than an offence under the Road Traffic Act 1961, or any act amending same) unless the directors otherwise determine.
  - 14.2.5 If he fails to attend three consecutive board meetings without special leave from the Chairperson
  - 14.2.6 If he gives the directors one calendar month's notice in writing that he resigns his office.
- 14.3 Any Director who is also a student of the University who has been expelled from the University as a result of a breach of the University's Code of Conduct shall be deemed automatically resigned from office upon such expulsion coming into effect.
- 14.4 But any act done in good faith by a Director whose office is vacated as aforesaid shall be valid unless, prior to the doing of such act, written notice shall have been served upon the Directors or an entry shall have been made in the Director's Minute Book stating that such Director has ceased to be a Director of the Union.

#### **15. The Secretary**

- 15.1 The Secretary shall be appointed by the Directors for such term and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.

- 15.2 A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

### **16. The Seal**

- 16.1 The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Director for that purpose.

### **17. Union Finance**

- 17.1 The Board of Directors, shall be empowered, in pursuit of its aims and objectives, to open bank accounts in the name of the Union, lend monies, invest monies, borrow monies, offer its material assets as security and do all other such things as are necessary for the prudent conduct of its financial affairs. The Board of Directors in exercising these rights shall be subject to no other restrictions except those contained in the finance regulations in force from time to time.
- 17.2 The Board of Directors shall supervise all Union finances and ensure that proper books of account are maintained and that these books shall be audited annually by a person qualified to undertake audited accounting.
- 17.3 A copy of the Union's budget and the audited accounts shall be given promptly to the finance department of the University each financial year and be made available to all students.
- 17.4 The organisation of the Union's finances and systems of control shall be contained the Finance Regulations in force from time to time.

### **18. Referendum**

- 18.1 The purpose of a referendum is to decide on Union policy in relation to political, social, welfare or academic issues and any projects impacting on the student experience, provided it is not in conflict with the aims and objectives of the Union or Article 48 of the Constitution.

- 18.2 Levies can only be introduced or extended if passed by referendum. The decision to affiliate to the Union of Students in Ireland must be passed by referendum.
- 18.3 A referendum will be called on any political, social, welfare or academic issue if
- i. Student Council decides by a two thirds majority to call a referendum or
  - ii. A petition of at least 200 students calls for a referendum
- 18.4 Student Council is responsible for approving the terms of referendums on the recommendation of the Executive.
- 18.5 Referendums are run in accordance with the rules in the Bye Laws.
- 18.6 The result of a referendum will take priority over any existing Union policy on the same issue. If the referendum involves an amendment to the Bye Laws, the Bye Laws will be updated accordingly once the referendum is passed.

### **19. Class Representatives and Class Representatives Forum**

- 19.1 Class Representatives shall be directly elected by students and a Class Representatives Forum created, as outlined in Bye Law: Representatives.

### **20. Electoral and Referenda Board**

- 20.1 There shall be an Electoral and Referenda Board as outlined in Bye Law: Elections.

### **21. Clubs and Societies**

- 21.1 The Union shall facilitate the establishment of clubs and societies. For a club or society to be recognised by the Union, the club or society must satisfy the conditions set out in the Clubs and Societies Rulebook.
- 21.2 The relationships between the Union, clubs and societies, Clubs and Societies Council and Clubs and Societies Executive are set down in Bye Law: Clubs and Societies.

### **22. Postgraduate Representative and the Postgraduate Students' Union**

- 22.1 The Union recognises the Postgraduate Students' Union (formerly known as the Postgraduate Students' Association), hereafter known as the PSU, as the

representative body for all postgraduate students in the University on all postgraduate issues and the common aims of representation shared between the Union and the PSU.

- 22.2 The PSU is fully autonomous and is governed by the Postgraduate Student's Union Constitution.
- 22.3 There should be a PSU Executive Nominee on the Executive Committee. A representative of the Union shall be a member of the PSUs' Executive or equivalent.
- 22.4 The Memorandum of Understanding is in place between the Postgraduate Students' Union and the Union. This memorandum describes the working relationship and financial agreement between the PSU and the Union. Any amendments to the memorandum of understanding have to be approved by Student Council.

### **23. Students Forum**

- 23.1 The purpose of the Students Forum is to provide opportunities for students to raise issues of concern, have input into the formation of Union policy and to receive information about the running of the Union.
- 23.2 The function of the Students Forum is to:
- i. Identify issues of concern to students
  - ii. Discuss policy proposals to be put to Student Council
  - iii. Discuss proposed policies from Student Council
  - iv. Receive updates from full-time Student Officers
  - v. Receive updates from Executive Committee
  - vi. Receive updates on the Union's Strategic plan
  - vii. Receive updates on the finances of the Union
- 23.3 The Students Forum is conducted according to the rules in the Bye Laws

### **24. Minutes**

- 24.1 At all board meetings and general meetings of the Company minutes shall be taken which shall be circulated and any necessary corrections made, at the next appropriate meeting.

### **25. Bye Laws**

25.1 The Board of Directors and the Student Council shall have the power from time to time to jointly make, repeal or amend Bye Laws as to the management of the Union and its working practices provided that such Bye Laws shall not be inconsistent with these articles.

**26. Amendments to this Constitution**

26.1 Amendments to this Constitution shall be by special resolution in accordance with the provisions of the Act

**27. Indemnity**

27.1 Every Director and person approved to make decisions of behalf of the Union shall be entitled to be indemnified out of the assets of the Union against all losses or liability which she/he may incur in or about the execution of his or her office or otherwise in relation thereto; and no officer, appointee or member of staff shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Union in the execution of the duties of his or her office or in relation thereto; provided that nothing in this clause shall affect their liability for the consequences of any negligent or unlawful act on their part.

We, the several persons whose names and addresses are subscribed, wish to be formed into a Union in pursuance of this constitution.

Name, Address and Description of Subscribers
1.
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08.04.21

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