Bye-Laws

of

The Open University Students Association

(A Company Limited by Guarantee)

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Bye-Laws of The Open University Students Association

1. Introduction

1.1. These Bye-Laws should be read in conjunction with the Articles of Association (the Articles) of The Open University Students Association (the Association). Together, these documents form the basis for the operation of the Association. Unless words are otherwise defined in this document, the same definitions from the Articles shall apply.

1.2. Should there be any conflict or contradiction between the Articles and Bye-Laws, then the former shall take precedence.

1.3. If any dispute arises in relation to the interpretation of the Articles, or any of these Bye-Laws, or if any conflict or contradiction between Bye-Laws exists, it shall be resolved by the Board of Trustees. This decision shall be final.

1.4. The meanings of any defined terms used in these Bye-Laws are set out in Clause 16.

2. Membership

2.1. In accordance with Article 11.1.5, there exist the following types of honorary membership:

2.2. Honorary Life Members

2.2.1. In recognition of services rendered to the Association, the Student Leadership Team (hereinafter referred to as “SLT”) may elect Honorary Life Members.

2.2.2. A nomination proposed by six full members of the Association and including a short citation shall be addressed in writing to the President.

2.2.3. Upon the receipt of a nomination for Honorary Life Membership it shall be conducted under Presidents Business of the agenda for the next meeting of the SLT, where possible, or otherwise decided by the SLT using electronic means (such as their online forums or a discussion via email exchange when it may relate to a serving member of the SLT or member of staff).

2.3. Honorary Vice Presidents

2.3.1. In recognition of services rendered to the Association and in anticipation of a continued, active relationship with the Association, the SLT may elect up to five Honorary Vice Presidents.

2.3.2. A nomination proposed by six full members of the Association and including a short citation shall be addressed in writing to the President.

2.3.3. Upon the receipt of a nomination for Honorary Vice President it shall be conducted under Presidents Business of the agenda for the next meeting of the SLT, where possible, or otherwise decided by the SLT using electronic means (such as their online forums or a discussion via email exchange when it may relate to a serving member of the SLT or member of staff).

2.3.4. Honorary Vice Presidents shall hold that position for a period of four years and shall not be eligible for re-appointment. On completion of their term an outgoing Honorary Vice President shall be offered Honorary Life Membership of the Association.

2.3.5. Holders of Honorary positions shall not be entitled to vote in any proceeding of Association Business.

2.4. Nominations for Honorary positions will be open to scrutiny of the Board of Trustees, and potential refusal, where there are any concerns for the reputation of the Association or other such concern, in accordance with Articles.

2.5. Honorary membership status may be removed in the event of an upheld complaint or misconduct.

3. Board of Trustees

3.1. The Association Board of Trustees (composed of the same individuals as the Association's Company Law Members) has the ultimate responsibility for directing the affairs of the Association. This includes ensuring that the Association is solvent, well governed and delivers the objectives for which it was established.

3.2. Specifically, but not exclusively, the Board of Trustees will:

3.2.1. ensure that the Association is run in accordance with its Articles of Association, charity law and all other applicable laws and regulations;

3.2.2. ensure that the Association's assets and resources are used only for the agreed purposes and are properly secured and insured;

3.2.3. approve the annual budget, any submission to the University concerning the subvention and the Association's annual financial statements;

3.2.4. approve and monitor the financial procedures of the Association;

3.2.5. approve the Association's strategic plans and annual reports;

3.2.6. appoint the Association's bankers, accountants, legal advisors, human resource consultants and auditors and receive any reports from such;

3.2.7. approve all amendments to the Association Articles of Association for submission to a vote of Conference;

3.2.8. appoint, establish the job description, agree the remuneration and annually appraise the performance of the Association's Chief Executive;

3.2.9. agree the remuneration and undertake through the Chair, the annual appraisal of the President and Deputy President.

3.3. The Board of Trustees may veto, overturn or return to the originating body for reconsideration the decision of any Student Leadership Team member, Committee, meeting or employee which would either prejudice the legal, financial or charitable objectives of the Association, or affect the Trustees ability to discharge any of their responsibilities referred to in the Association Articles of Association.

3.4. The Association shall appoint a Secretary to the Board of Trustees from time to time as required.

3.5. The Board of Trustees may request attendance and report of any person who, in the view of the Trustees, may provide the Board of Trustees with pertinent or useful information or opinion to facilitate the discharge of its duties.

Officer and Student Trustees

3.6. There will be three elected Officer Trustees, who work Association wide, as follows:

3.6.1. The President

3.6.2. Deputy President

3.6.3. Vice President Finance and Membership

3.7. Role descriptions for Officer Trustee positions will be drawn up by the Association SLT and ratified by the Board of Trustees.

3.8. Officer and Student Trustees will be elected in accordance with the procedures set out in clause 10.

3.9. The term of office for all Officer and Student Trustees will be from 1st August of the year in which the biennial elections are held to 31st July two years after that election.

3.10. An Officer or Student Trustee wishing to resign must do so in writing to the President and Chief Executive, with notice to the Chair of the Board of Trustees. They must give two weeks' notice in which they will produce a handover document.

3.11. In their continued absence from duties, for any reason, Officer Trustees may be replaced in their duties by other Student Leadership Team members as agreed by the SLT.

3.12. Where a Student Trustee vacancy arises after the relevant term of office has begun, the SLT may fill the vacancy by co-opting an individual who is eligible to hold office as a Student Trustee, following such process as the SLT and Board of Trustees consider appropriate in the circumstances. Any such co-option shall be subject to the approval of the Board of Trustees and shall not take effect unless and until such approval has been obtained. A co-opted Student Trustee shall hold office until the earlier of (a) the next election or by-election for Student Trustees; or (b) the end of the term of office that would have applied to the vacant Student Trustee position. For the duration of their appointment, a co-opted Student Trustee shall have the same voting rights as an elected Student Trustee holding the equivalent office. Any vacancy arising in respect of an Officer Trustee shall be filled in accordance with the provisions set out in clauses 4.5 to 4.11.

3.13. Officer and Student Trustees may be disciplined by the Association following the procedures set out in clause 11.

3.14. Officer or Student Trustees must not hold any paid position within the Association except as provided for by the Articles of Association.

3.15. Should any Student Trustee be elected as President, Deputy President or Vice President Finance and Membership, then they must immediately resign their position as a Student Trustee on taking office.

External Trustees

3.16. Unless their appointment is terminated in accordance with the Association Articles of Association, External Trustees shall serve two-year terms up to a maximum of four such terms, commencing either directly after the completion of the term of office of their predecessor or immediately after their appointment if the position is vacant.

3.17. External Trustees must not be a member of the Association, hold any elected or paid position within the Association, or the University, nor be a member of the University Council. Former Student Leadership Team members may not be External Trustees until five years after their term of office has ended.

3.18. External Trustee vacancies will be advertised publicly following an analysis of any skills gaps on the Board of Trustees e.g. financial, legal, HR, EDI, IT etc.

3.19. One of the External Trustees will normally be appointed as Chair of Trustees.

4. The Student Leadership Team (SLT)

4.1. The SLT will:

4.1.1. Ensure the effective and democratic representation of OU students both within the University and the wider world of Higher Education;

4.1.2. Provide guidance to Staff, Student Representatives and Volunteers.

4.1.3. Be asked to input on, review and agree, as appropriate, any changes to policies and procedures within the SLT's remit.

4.1.4. Work to widen the democratic nature of the Association's decision making.

4.1.5. Provide a forum for students to raise and discuss issues that concern them.

4.1.6. Develop the Association policy in line with the Association Bye-Laws.

4.2. The SLT will consist of the following:

4.2.1. The President and Deputy President, who will also represent the Association on the University Council.

4.2.2. The elected Vice Presidents who are Vice President Finance and Membership; Vice President Belonging and Opportunities; Vice President Equity, Diversity and Inclusion (EDI) and Vice President Welfare.

4.2.3. One representative for each of the Nations and an International Representative. Each Nation and International Representative must be registered with the Open University in the Nation or region for which they are nominated.

4.2.4. Faculty Representatives elected by the general membership. This includes one representative for each of the faculties (STEM, FASS, WELS and FBL). Faculty Representatives must be studying or registered on a module within the respective Faculty at the time of election.

4.2.5. One Sustainability Representative, with a defined remit as agreed by the SLT from time to time.

4.2.6. Between three and five representatives who support underrepresented students, with defined remits as agreed by the SLT from time to time.

4.3. A member of the SLT may, with the agreement of the President, appoint an eligible member of the SLT to deputise for them at an individual meeting, a series of meetings, or an event. Deputising under this clause is intended to provide temporary cover for attendance or participation and does not fill, or operate as a co-option to, a vacant SLT position.

4.4. A deputy appointed under clause 4.3 may attend and participate in the relevant meeting, series of meetings or event in place of the appointing SLT member. The appointing SLT member may delegate to the deputy their vote for the relevant meeting or meetings, provided that the delegation is notified to the President in advance. A deputy shall not otherwise acquire the rights, responsibilities or status of the appointing SLT member.

4.5. Should the President need to be replaced within a year of their term commencing, the Deputy President shall assume the role on a temporary basis until a by-election has been held and a replacement elected.

4.6. In the event of the President needing to be replaced more than a year after the commencement of their term then the Deputy President shall automatically fill the role until the end of the term unless the SLT determines otherwise. Any such

decision of the SLT must be verified by the Board of Trustees.

4.7. If the Deputy President is unwilling or unable to take on the role of President in circumstances at 4.2.11 or 4.2.12, the SLT will consult with the Trustees and seek to find a replacement from within the SLT. Any such decision of the SLT must be ratified by the Board of Trustees.

4.8. Other than the offices of President and Deputy President, where an SLT office becomes vacant after the relevant term of office has begun, then the SLT may fill the vacancy by co-opting an individual who is eligible to hold the relevant SLT office ("Co-opted SLT Members"). The SLT may decide not to fill a vacancy, having regard to relevant circumstances such as any requirements to fill the SLT office and the time remaining until the end of the existing term for the relevant SLT office or until the next election or by-election for that SLT office.

4.9. The SLT shall determine an appropriate process for identifying and selecting Co-opted SLT Members, provided that the process is fair, transparent and open to eligible members so far as reasonably practicable.

4.10. Co-opted SLT Members shall hold office until the earlier of (a) the next election or by-election for the SLT office for which they have been co-opted; or (b) the end of the term of office that would have applied to the vacant SLT office.

4.11. The appointment of Co-opted SLT Members under clause 4.8 shall be subject to ratification by the Board of Trustees, and shall cease to have effect if ratification is not given.

4.12. For the duration of their appointment, Co-opted SLT Members shall have the same voting rights, access to SLT forums and entitlement to attend SLT events as elected SLT members holding the equivalent office.

4.13. The following rules shall apply regarding eligibility for the role of SLT member:

4.13.1. Only full members of the Association as defined by the Articles of Association may nominate themselves as candidates for election or proposed for co-option to the SLT, or to act as a Deputy.

4.13.2. No person other than the President or Deputy President may simultaneously hold elected membership of the SLT and paid employment with the Association save for casual employment in exceptional circumstances at the discretion of the SLT and Trustees. The President and Deputy President will not be permitted to engage in any other paid employment with the Association beyond that due to their elected position.

4.13.3. No person may simultaneously hold more than one elected position on the SLT.

4.13.4. At the time of nomination for election, undergraduate candidates must not be on 'restricted status' with The Open University. Postgraduate taught candidates must not have failed, or failed to complete, three or more consecutive modules.

4.13.5. All Student Members wishing to stand for election or co-option to

the SLT must declare as part of their nomination:

4.13.5.1. any unspent convictions other than traffic convictions resulting in a Fixed Penalty Notice or equivalent;

4.13.5.2. if they are subject to any reason which would bar them from a Trustee role. These are defined by the Charity Commission and include:

4.13.5.3. having an unspent conviction for one or more of the offences listed on the 'disqualifications reasons table', which can be accessed via the link below[1];

4.13.5.4. having an IVA, debt relief order and/or bankruptcy;

4.13.5.5. having been removed as a trustee in England, Scotland or Wales (by the Charity Commission or Office of the Scottish Charity Regulator);

4.13.5.6. having been removed from being in the management or control of anybody in Scotland (under relevant legislation);

4.13.5.7. having been disqualified by the Charity Commission;

4.13.5.8. being a disqualified company director;

4.13.5.9. being a designated person for the purposes of antiterrorism legislation;

4.13.5.10. being on the sex offenders' register;

4.13.5.11. having been found in contempt of court for making (or causing to be made) a false statement; and/or

4.13.5.12. having been found to be in breach of an order or direction of the Charity Commission.

4.13.6. The following posts will be subject to a Standard Disclosure and Barring Services check[2]

4.13.6.1. President

4.13.6.2. Deputy President

4.13.6.3. Vice President Finance and Membership

[1] Disqualification_Reasons_Table_v3.odt or aiding and abetting any of the listed offences

[2] The Standard D B S check will show all cautions and convictions spent or unspent unless they have been filtered. Cautions are filtered after 6 years (2 years if the offence was committed by someone under the age of 18). Eligible convictions are filtered after 11 years (5.5 years if the offence was committed by someone under the age of 18). The following are never filtered.
Offences listed by the D B S – typically these involve violence, safeguarding, sexual offences and supply of drugs. Any conviction leading to a custodial sentence. This includes suspended sentences
More than one conviction is on record

4.13.6.4. Vice President Equity, Diversity and Inclusion

4.13.6.5. Vice President Belonging and Opportunities

4.13.6.6. Vice President Welfare

4.13.6.7. Any SLT member identified as requiring a DBS check in accordance with our safeguarding policy.

4.13.7. In addition to the roles specified at 4.13.6, any postholder engaged in regulated activity will be required to undergo an Enhanced DBS check.

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4.13.8. Any convictions declared or disclosed in accordance with clause 4.13.5 will not automatically exclude a member from acting. The declaration or disclosure will be referred to the Safeguarding Panel who will determine each case in accordance with their respective terms of reference.

4.14. The SLT will hold at least three meetings per year.

4.15. The President and Chief Executive will be responsible for organising all SLT meetings.

4.16. Normally 14 clear days' notice will be given of all SLT meetings. Posting on the SLT electronic notice board shall be a sufficient method.

4.17. The President will chair meetings of the SLT. In their absence, the Deputy President will chair the meeting unless unavailable in which case the SLT will elect another of their members to chair the meeting.

4.18. The Chief Executive will appoint a secretary for the meetings. They will take minutes and ensure that they are published within four weeks of the meeting.

4.19. The quorum for any SLT meeting is 50% of the filled places of the Committee. Non-quorate meetings may discuss issues and pass recommendations to the Board of Trustees.

4.20. Following election and upon taking office, the SLT will produce a programme of work derived from the Association strategy and student feedback to provide the focus for and drive the work of the SLT. The programme of work will be reviewed at least annually.

4.21. The SLT may decide from time to time the name by which they would like to be known to students, as long as no name would suggest that they are Trustees of the Association.

4.22. For the avoidance of doubt, irrespective of any name by which the group wish to be known publicly, the group shall continue to be referred to within the Articles of Association and official documents as the Student Leadership Team, until such time as Student Members vote to make a change to their Articles in accordance with Article 9.

5. Conference Steering Committee

5.1. The membership of steering committee for the Association Conference (the "Conference Steering Committee") shall be:

5.1.1. the President;

5.1.2. Vice President Finance and Membership;

5.1.3. two further Vice Presidents;

5.1.4. five full members of the Association who shall not be current members of the SLT;

5.1.5. the Chair of Societies or their nominee from the Societies Committee; and

5.1.6. members of the Association's staff management team in an advisory capacity.

5.2. The co-chairs of the Conference Steering Committee shall be the President and the Vice President Finance and Membership.

5.3. In the event the membership of the Conference Steering Committee does not include a member with accessibility requirements, appropriate advice on accessibility will be sought.

5.4. The responsibilities of the Conference Steering Committee shall include:

5.4.1. setting the programme and content for each Association Conference, including the identification of suitable speakers, session topics and themes; and

5.4.2. supporting and advising the President in relation to the non-business content of the Association Conference.

5.5. The practical organisation and delivery of the Association Conference shall be the responsibility of the Association's staff management team, in collaboration with the President in their position as Chair of the Conference Steering Committee.

5.6. The Conference Steering Committee shall be accountable to the Board of Trustees and the SLT.

6. OU Students Association Conference

6.1. An Association Conference shall be held every two years in accordance with the Articles of Association. In addition, the Trustees may call an extraordinary Association Conference at any time and may also call such a meeting on receiving a requisition from the SLT members or from a petition signed by 150 members in a form acceptable to the Trustees.

6.2. Trustees and SLT members will be answerable to an Association Conference for decisions and actions they have taken.

6.3. At an Association Conference, members shall be able to ask that proposals or reports are referred back to the Trustees or SLT members.

6.4. A Rules Revision Convention shall be held every four years commencing in 2013 and be widely publicised to provide all members with the opportunity to participate in the review of the Articles of Association. The timing of the Rules Revision Convention shall allow sufficient time for the preparation of proposed changes for submission to the next Association Conference for affirmation.

6.5. Subject to the Articles, the manner in which each Association Conference shall be held shall be determined by the Trustees and if the Trustees consider it appropriate, they may specify a period in advance of the Association Conference at which topics for consideration may be discussed and voted on in advance by members.

6.6. Written notice of each Conference shall be given to every member and shall

be openly advertised.

6.7. The written notice shall confirm:

6.7.1. the manner in which the Association Conference shall be held, including relevant details for online attendance, dates, times and locations, where applicable;

6.7.2. details of the business, including items to be voted on, at the Association Conference; and

6.7.3. details of how members can vote on the items of business listed.

6.8. Members shall be provided with a period of time in advance of each Association Conference to vote on any items of business, as listed in the notice referred to in clause 6.7. All members (including eligible Trustees and SLT members) shall have only one vote on each item of business to be voted on.

6.9. Every member who votes in advance on one or more items of business (in accordance with the procedure prescribed in the notice referred to in clause 6.7) shall receive an invitation to attend the Association Conference and shall be a registered delegate for the purposes of the Articles and these Bye-Laws. External Trustees will be invited as guests to the Association Conference but will not be able to vote.

6.10. Subject to clause 6.5, the Association Conference will normally consist of:

6.10.1. a “face to face” component, which may be attended by the Trustees and SLT members. Incoming Trustees and SLT members may additionally attend where the Association Conference is held after elections and before the incoming teams have been appointed; and

6.10.2. an “online” component, which shall be open to all registered delegates, Trustees and SLT members who do not attend the Association Conference in person. Those individuals attending online will be able to observe the face-to-face element of the Association Conference and participate in discussion, where deemed appropriate by the Chair of the Association Conference. Votes cast in advance shall be counted as part of the online component.

6.11. If the Chair deems it is necessary to hold a vote at an Association Conference, the vote shall occur in the way the Chair specifies.

6.12. The results of votes cast by members shall be declared by the Chair (or such other person as they appoint for this purpose) at the meeting, whose declaration on these and the results of all votes shall be final.

6.13. For the purposes of Article 15.7, members who cast votes in advance will be deemed to be participating in a relevant decision and present for the purposes of the quorum.

6.14. Any matter not specified or requiring clarification concerning the interpretation of these Bye-Laws and the Articles in connection with an Association Conference shall be decided by the Chair, whose decision shall be final.

7. Nations and Regions

7.1. The Association's recognised nations and regions will be agreed from time to time by the SLT in line with the Articles. There are currently representatives on the SLT for each of the Nations (as defined) and an International Representative (representing members in Europe as well as the Rest of the World).

8. Position Statement Reviews

8.1. The SLT shall be able to initiate position statement reviews. It will also be open to individual members or groups of members to initiate a position statement review on relevant topics, subject to the support of a minimum of 50 members in order to justify the use of Students Association resources e.g. the capacity of SLT members and staff.

8.2. The position statement review shall have a timetable and staff support to ensure that a formal report is produced.

8.3. There shall be consultation with the membership on position statement reviews. Such consultation shall be widely publicised, include invitations to comment and discuss and where appropriate employ available technologies for such purposes as surveys, polls and referendums. The results of consultations shall be published and considered as part of the position statement review.

8.4. The SLT will be obliged to find time in their work programme for its consideration.

8.5. The SLT will publish its conclusions in a coherent form as an Association Position Statement.

8.6. Position Statements will be appended to the SLT Report to Conference for information.

9. Equality, Diversity and Inclusion

9.1. This Association is open to all members without discrimination by means of any protected characteristic as defined under the Equality Act 2010 and subsequent amendments. The Association will therefore make continued effort to ensure that wherever practically possible:

9.2. Communication

9.2.1. All written communications from the Association to members shall be in accessible formats when requested with, for example, alternatives for tables and written descriptions of pictures.

9.2.2. All websites used by the Association shall be presented so that the format can easily be adapted by screen readers and those with visual limitations including subtitles for video recordings.

9.2.3. Individual forums within the Association's suite of on-line forums shall all include Guidelines for Accessibility. Moderators shall be directed to help participants be made aware of and adhere to these Guidelines.

9.2.4. Any other on-line groups or forums set up in the name of the Association, for example Facebook groups, should be encouraged to adhere to these Guidelines for Accessibility.

9.3. Meetings and events

9.3.1. Any meeting or event organised or funded by the Association shall normally be held in an accessible venue. Consideration shall be given, amongst others, to mobility, access, noise and light levels, dietary requirements, public transport access, time and day of venue. All reasonable efforts should be made to accommodate an individual member's requirements provided adequate notice is given.

9.3.2. Remote attendance of meetings shall be considered whenever requested and shall be supported if reasonable.

9.3.3. A hearing loop shall be provided if reasonably requested.

9.3.4. Meeting papers shall be provided in an alternative format if requested.

9.3.5. Members shall be entitled to register for attendance at the Biennial Conference which will take place either face to face or on-line. Participation in elections, voting and debates shall be equally accessible at both elements of Conference.

9.4. General

9.4.1. The Association will strive to adopt best practice in matters of equality, diversity and inclusion.

9.5. Equality, Diversity and Inclusion within the OU

9.5.1. The Association will continue to raise awareness of equality, diversity and inclusion issues with the University whenever and wherever relevant.

10. Election of Student Leadership Team Members and Student Trustees

10.1. The Association's Chief Executive will act as Returning Officer for all elections under this Bye-Law. They will be responsible for the drafting and

implementation of elections rules, in consultation with an External Trustee . Decisions regarding the election rules and regulations are made at the Returning Officer's discretion.

10.2. The Returning Officer may appoint Deputy Returning Officers from among the Association's senior staff where appropriate and delegate to them responsibility for elections as appropriate, in consultation with an External Trustee.

10.3. The elections for the SLT and Board of Trustees will normally take place in the lead-up to the biennial Conference. Elections will be held online with provision for accessible alternatives where practicable. Election results will be announced and published on the Association website as soon as possible afterwards. Should positions remain unfilled or if a post holder resigns, then a by-election will take place in February of the following year.

10.4. If a successful candidate does not subsequently take up an SLT position, then the Returning Officer may, in accordance with the election rules in this clause 10, re-run the election for that relevant position.

10.5. Any by-elections outside of these periods will need the approval of the SLT and Board of Trustees.

10.6. There is a general requirement in relation to all elections in the Association that those standing are required to provide certain, prescribed information about their study profile and general Students location so that the electorate can be aware of such issues in exercising their votes. The nomination form will include a section covering these details which must be completed.

10.7. The Returning Officer will publish information about all aspects of the elections and the requirements for candidates and voters, prior to opening the call for nominations.

10.8. All candidates for all elections are able to self-nominate and must supply the nomination form, a manifesto and any other requirements set out in the Election Rules to the Returning Officer before the close of nominations.

10.9. Upon nominating themselves for a role, each candidate will need to declare any unspent criminal convictions. All successful candidates who will be specifically working with vulnerable adults or children under the age of 18 will be required to undertake a DBS check upon election to that role.

10.10. Upon submitting the completed nomination form the candidates are bound by the terms and conditions of the election rules and regulations as noted in the

election rules, the Association Articles of Association, and Bye-Laws. The Returning Officer's decision is final.

10.11. The Returning Officer will not reveal details of any nominations prior to the close of nominations.

10.12. If a Hustings (questions to Candidates) procedure takes place, it will be chaired by the Returning Officer or their Deputy. Questions will be taken from full members of the Association and the Chair will regulate the number and length of time taken over questions.

11. Complaints and Misconduct Procedure

11.1. Complaints against members:

11.1.1. Our Complaints and Misconduct process for complaints against members can be found within our Resolving and Settling Differences Procedure. Our initial approach to reported issues will be to seek resolution with an informal and personal approach, before escalating issues to an official complaint if required.

11.1.2. Any staff member can receive and act on an informal complaint, and this process details the different stages of our process, and what you can expect at each stage.

11.2. Complaints against the Association:

11.2.1. Complaints against the Association will be processed using our Resolving and Settling Differences Procedure. Our initial approach to reported issues will be to seek resolution with an informal and personal approach, before escalating issues to an official complaint if required.

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11.3. Vote of No Confidence in Trustees or members of the Student Leadership Team

11.3.1. Please note these are additional to the disciplinary process as defined in clause 11.1 which will take precedence. They cover situations which may not be disciplinary in nature, but which may cause doubt regarding the position of the post holder.

11.3.2. Trustees:

11.3.2.1. These are subject to confidence votes as detailed in the Articles of Association.

These are:

a) Article 22.2 The Office of Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees.
b) Article 22.3 The Office of Trustee shall be vacated if a majority resolution of no confidence is passed by the SLT. For the avoidance of doubt:

11.3.2.2. a motion of no confidence in the Trustee is passed by a simple majority of the SLT provided that at least two- thirds of the SLT in office at the time cast a vote. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 100 Student Members

11.3.2.3. a motion of no confidence in the Trustee is passed by a 66% majority in a vote of the SLT.

11.3.2.4. A Trustee will have a right to appeal against a no confidence vote as defined in the Articles.

11.3.3. Members of the Student Leadership Team:

11.3.3.1. Complaints about the performance of an elected member, outside of issues that can be addressed under clause 11.1 of these Byelaws, should be made by petition to the Chief Executive, or an appropriate member of the SLT and supported by 100 Student Members of the Association.

11.3.3.2. The President/Deputy President will investigate the matter, providing every opportunity for the Respondent to answer the issues raised. Complaints of this nature will be considered at an extraordinary meeting of the SLT who will decide, either by consensus or majority vote, if the complaint is upheld and, if so, the nature of any sanction to be applied.

11.3.3.3. For the avoidance of doubt if a post holder has an *ex officio* role on both the Board and SLT, removal from one position means removal from both (and any other *ex officio* roles held).

11.3.3.4. A SLT member may be removed from their post by the Board of Trustees, following a recommendation from the Chief Executive and/or the President, if there is sustained non engagement with their role without satisfactory explanation. Examples of non engagement may include:

a) failure to attend SLT meetings without prior agreement.
b) consistent lack of attendance or participation in activities outlined in the role description.
c) Failure to engage in essential interactions, for example, with Association staff or fellow SLT members, that are required to fulfil the responsibilities of the role effectively.

11.3.4. Appointed Members:

11.3.4.1. An appointing body may de-select a post-holder at any time, following review of performance or having received a complaint which is upheld. The body must give notice of its intention and reasons and provide the member concerned with the opportunity to

put their case to the appointing body before any decision is made. In the case of any representative to the University who is de-selected, the University shall be notified that the Association has had occasion to review that person's position and formally request that the Association be allowed to appoint a replacement to that post.

11.3.4.2. The Office will keep a record of all post holders deselected on file for information. It will not, in itself, be grounds for non-selection in the future but may be taken into consideration by any future selection panel.

12. Representatives' Appointments to Open University Committees

12.1. OU Academic Governance Committees

12.1.1. The Association appoints representatives as student members of the Open University's Academic Governance Committees in accordance with the respective terms of reference for those committees (as approved by the Open University's Senate). These are known as "Student Representatives".

12.1.2. Student Representatives must be full members of the Association as defined by the Articles at the time of appointment.

12.1.3. The term of appointment for Student Representatives is one or two years (at the member's choice) from 1 September – 31 August.

12.1.4. Representatives with ex officio roles will be members only as long as they are still in post.

12.2. Appointments Committee

12.2.1. There shall be an appointments committee with responsibility for scrutinizing the appointments process for appointed student voice roles (the "Appointments Committee").

12.2.2. The Appointments Committee has the authority to appoint Student Representatives to Open University Academic Governance Committees, the Student Senate Reference Group (including the three non-ex-officio members of Senate) and to the Open University's Central Disciplinary Committee.

12.2.3. The Appointments Committee is governed by terms of reference which are approved annually by the Board of Trustees.

12.3. Removal of Student Representatives

12.3.1. The student voice team may remove any Student Representative from any committee to which they have been appointed if:

12.3.1.1. in the reasonable opinion of the student voice team they have

demonstrated sustained non-engagement with their role without prior agreement;

12.3.1.2. their conduct while acting as a Student Representative has been investigated and deemed to be unacceptable; or

12.3.1.3. they have been removed from their role in accordance with the process outlined for appointed posts in the Association's Resolving and Settling Differences Procedure.

12.3.2. Any decision of the student voice team to remove a Student Representative under clause 12.3.1 shall be subject to approval by the Appointments Committee. The Board of Trustees may review any such decision upon referral by the Appointments Committee or at its discretion.

12.4. Student Senate Reference Group

12.4.1. The membership of the Association's Student Senate Reference Group shall be as laid out in the respective terms of reference for the group and approved by the Appointments Committee in consultation with the Senate of the Open University.

12.4.2. Where the terms of reference include Student Representatives who are not ex officio from other roles these are to be selected by a process approved by the Appointments Committee to meet membership requirements for a diverse group.

12.4.3. The term of appointment for Student Senate Reference Group Student Representatives is one or two years (at the representative's choice) from 1 September - 31 August. Representatives with ex officio roles will be members only as long as they are still in post.

13. Official Association Groups

13.1. The Association establishes Groups to act as consultative groups on issues affecting their members and to raise, where appropriate these issues with the University.

13.2. The Official Association Groups are represented by a Vice President supported by other SLT members as required.

13.3. Whilst the Groups will be run autonomously in accordance with the Groups Operational Guidelines, they shall comply with the Association Articles of Association and be accountable to the SLT.

13.4. All Student Members of the Association wishing to stand for election as Chair of an Official Association Group Committee must declare as part of their nomination:

13.4.1. any unspent convictions other than traffic convictions resulting in a Fixed Penalty Notice or equivalent.

13.4.2. if they are subject to any reason which would bar them from such a role (see clause 4.13.3).

13.5. All Student Members of the Association elected to the Committee of an Official Association Group working specifically with vulnerable groups who administer or moderate any Association online spaces will be subject to a Standard Disclosure and Barring Service check.

14. Societies

14.1. A group of members combining together to form a Society may apply to the SLT for the status of an Affiliated Society of the Association. The SLT shall be responsible for granting, maintaining affiliation status in accordance with rules approved by the SLT and Board of Trustees.

14.2. The SLT shall appoint a member of that Committee who will be responsible for liaising with and advising the Society at all stages of its application for affiliation. The Chair of the Societies committee will be kept informed of developments.

14.3. Procedures for Affiliation

14.3.1. The Society's formal request to affiliate must be accompanied by a copy of its constitution.

14.3.2. The constitution will be reviewed by the Vice President Finance and Membership to ensure that it does not contain any clause in conflict with the criteria set out below.

14.3.3. Where a Society constitution is amended, the revised version must conform to the criteria and must be forwarded to the Association Chief Executive within four weeks of its approval by the Society.

14.3.4. The Societies Committee (or its Chair acting on behalf of the Committee) will be asked to comment on any overlap of aims between the applicant Society and societies which are already affiliated.

14.3.5. If the application is straightforward the Vice President Finance and Membership will advise the SLT that the officers of the Society should be invited to sign an agreement accepting the terms of the affiliation and acknowledging the grounds for disaffiliation.

14.3.6. If there are problems which cannot be resolved by the Vice President Finance and Membership following liaison with the nominated contact of the proposed Society the application will be submitted for consideration by SLT.

14.3.7. A Society which has been refused affiliation shall, within 28 working days of the decision of SLT being reached, be furnished with written notice setting out the reasons for such refusal.

14.3.8. A Society which has been refused affiliation by SLT may, within 28 working days of the notice being received, request that the decision be reconsidered by the Board of Trustees.

14.4. Criteria for Affiliation

14.4.1. The aims of the Society stated in its constitution must not be inconsistent with any of the objectives of the Association and must adequately define the scope of the Society's activities.

14.4.2. Membership of a Society must normally be open to all members of the Association, although provision may be made in its constitution for the exclusion of those who are overtly unsympathetic to its aims.

14.4.3. A Society must have a minimum of 10 members in order to commence affiliation and must achieve and maintain at least 25 members within a

year of affiliation and 40 members within two years of affiliation in order to remain affiliated.

14.4.4. At least 50% of the full or voting membership of the Society must be made up of the following categories: full members of the Association; past full members of the Association; members of staff of the University.

14.4.5. In order to remain affiliated a Society must supply a signed statement with relevant documents (bank statements, audited accounts) according to size and structure as defined in the Society Guidelines and Accounts Return Guidance) certifying that the Society fulfils the membership requirements as contained elsewhere in these Bye-Laws.

14.4.6. Neither the University's nor the Association's logos may be used in any way by Affiliated Societies. The "OU Students Association Societies" logo can be used by Affiliated Societies only on their website or in official publications.

14.4.7. The Society's constitution must specify that Office and Committee members will be elected. The method of such election must be made clear to the Society's membership.

14.4.8. The Society must inform the Association's Chief Executive or nominee of the names of the elected officers.

14.4.9. The opportunity to represent the Society on the Societies Committee must be open to all of the Society's members. All Society members who are also members of the Association must also be given the opportunity to represent their Society at the Association Conference. The methods of appointment, which must be acceptable to the Chief Executive and the Vice President Finance and Membership, must be made known to the membership of the Society.

14.4.10. Any Society specifically set up for vulnerable adults or children under 18 must show how they will safeguard their members and be willing to DBS check any members engaged in regulated activity.

14.5. Financial Arrangements and Annual Report

14.5.1. All Societies must provide audited annual accounts or an Annual Accounts Declaration to the Association as set out in the Societies Guidelines and Accounts Return Guidance, by the specified deadlines.

14.5.2. The exact annual return requirements will be detailed in the Accounts Return Guidance and will depend on the size of the Society, based on their anticipated annual income, and whether the Society operates its own bank account or holds its funds in the Association's bank account (a Central Unit Banking Scheme – "CUBS" – account).

14.5.3. Failure to submit annual accounts/an annual accounts declaration in accordance with these Bye-Laws may result in the Society's affiliation being suspended until compliance is restored (see 15.6.8).

14.5.4. On-going failure to submit annual accounts/an annual accounts

declaration in accordance with these Bye-Laws may lead to the disaffiliation by the Association of the Society.

14.6. Handling Concerns about a Society

14.6.1. If concerns are raised by members of a Society, members of the SLT or Association staff regarding the operations and/or compliance with the affiliation requirements, informal resolution will be sought by Association Staff in liaison with Society Officers.

14.6.2. A concern is defined as one or more of the following:

14.6.2.1. failure to continue to meet one or more of the criteria for affiliation;

14.6.2.2. failure to prioritise or meet the required safeguarding requirement;

14.6.2.3. failure of the Society to conform to the requirements and limitations of its own constitution;

14.6.2.4. serious mismanagement affecting either the financial or general operation of the Society;

14.6.2.5. conduct of activities which, in the opinion of the SLT or Board of Trustees, are likely to bring the Association into disrepute.

14.6.3. If the concern(s) are not resolved by informal means, the Head of Student Community will convene a Society Compliance Panel to formally investigate the concerns raised.

14.6.4. The Compliance Panel will usually be comprised of:

14.6.4.1. Vice President Finance and Membership or another Trustee

14.6.4.2. Vice President Belonging and Opportunities

14.6.4.3. Vice President Equity, Diversity and Inclusion (in relevant cases)

14.6.4.4. Chair of the Society Committee

14.6.4.5. Head of EDI and Belonging (advisory capacity)

14.6.5. The Compliance Panel will take statements and/or interview complainant(s), officers and other members of the Society, and other witnesses, as necessary to determine the facts.

14.6.6. The Compliance Panel will provide a written report of their findings and recommendations.

14.6.7. A copy of the committee's report must be sent to the officers of the Society and to all members of the SLT, and Board of Trustees.

14.6.8. If the concern is upheld by the panel the recommendation, must be one of the following;

14.6.8.1. the Society offered support to resolve the issues within a fixed time period (not exceeding three months) and to prevent recurrence;

14.6.8.2. the Society be suspended for a fixed time (not exceeding six months) to put its affairs in order and failing that be disaffiliated. During this time, the Society will not be considered for any Association grant funding or be able to claim reimbursement of expenses in relation to Association activities. Any attendance at Association events or meetings during this time will be at the Society's own expense.

14.6.8.3. the Society be immediately disaffiliated.

14.6.9. If the concern is not upheld by the Society Compliance Panel the matter shall be considered closed.

14.6.10. If the Panel has recommended immediate disaffiliation, then the SLT must review the findings and decide whether to confirm that disaffiliation or substitute a lighter penalty. The Society shall have the right to send up to two of its members to the relevant SLT meeting in order to put its case against disaffiliation. The decision of the SLT shall be final.

14.7. Voluntary Disaffiliation from the Association

14.7.1. A Society may disaffiliate by the notification to the Association Chief Executive of a resolution to disaffiliate that has been carried by a properly constituted General Meeting of the Society.

14.7.2. An Affiliated Society that has been wound up or dissolved by a properly constituted General Meeting, or if a quorum for such a meeting cannot be obtained by any other procedure approved by the Board of Trustees, shall be deemed to be disaffiliated.

14.8. Societies Committee

14.8.1. Relationships with Affiliated Societies will be managed by a sub-committee of the Board of Trustees called the Societies Committee.

14.8.2. Membership will comprise:

14.8.2.1. The Societies Committee Chair

14.8.2.2. The President

14.8.2.3. Vice President Finance and Membership and Vice President Belonging and Opportunities.

14.8.2.4. One delegate from each Affiliated Society, appointed in accordance with the rules for affiliation as approved by the SLT.

14.9. Observers

14.9.1. An Affiliated Society may, at its own expense, send observers to meetings of the Societies Committee. Such observers shall be entitled to speak with the permission of the Societies Committee but shall not be entitled to vote.

14.10. Meetings and Business

14.10.1. The Societies Committee shall hold an Annual General Meeting in June/July of each year which shall include an online element.

14.10.2. The Societies Committee shall meet on such other occasions as it shall determine in its absolute discretion.

14.10.3. Meetings of the Societies Committee shall be conducted in accordance with Standing Orders.

14.10.4. The Societies Committee shall receive an Annual grant from the Association. Such grant shall be determined by the Board of Trustees. The grant shall be allocated in such manner as the Societies Committee shall determine, subject to the approval of the Board of Trustees, to finance the Societies Committee's operation and to assist the Affiliated Societies in their operations. In all circumstances, the grants provided by the Association will be such that the monies must only be used to support activities or projects or for expenditure that furthers the Association’s charitable objects.

14.10.5. The Societies Committee shall undertake such actions as it shall determine to assist the Affiliated Societies in their operations subject to the approval of the Board of Trustees for any actions that include contact with individuals or organisations outside the Association. It will also act as a conduit for the representation of Society views to the Association.

14.10.6. The Societies Committee shall elect its own Chair.

14.10.7. The Election of the Societies Committee Chair shall be conducted by the voting members at the Committee's Annual General Meeting.

14.10.8. In the event of an emergency occurring between meetings of the Societies Committee, the Chair of the Committee, the President and the Association Chief Executive shall consult together and act on behalf, and in place, of the Societies Committee.

15. Students Association Clubs

15.1. Students Association Clubs may be established for the following purposes:

15.1.1. to facilitate social interaction between students;

15.1.2. to facilitate informal networking and support between students;

15.1.3. to provide for special-interest groups.

15.2. Clubs may also be asked to provide feedback or information to the SLT. They may also be invited to form temporary networks of several Clubs for this purpose.

15.3. Membership of each club will be determined by the Club's own membership, with the expectation that they will abide by certain fundamental principles e.g. being open to all students with that interest/in that area etc.

15.4. The Association will not support discriminatory practices or find itself providing resources and support to a closed group of friends.

15.5. Restricted membership may be acceptable in certain circumstances, e.g. to exclude those fundamentally opposed to the aims and beliefs of the club or in compliance with the Equality Act 2010 but will require the approval of the SLT.

15.6. Individual clubs will decide how to run themselves. However, in order to have access to Association resources e.g. the ability to send out newsletters/messages through centrally issued emails, they will need to be registered as an Open University Students Association Club.

15.7. A central register of all Clubs will be maintained by the Association staff team.

15.8. The SLT will approve or remove access to Association facilities for all clubs.

15.9. Officially registered Clubs will be able to:

15.9.1. Send out an initial recruitment advert to all potential Club members with annual reminders;

15.9.2. use the OU and OU Students Association name but not the OU's or the Association's branding and logo as these are subject to copyright;

15.9.3. have a centrally provided online forum;

15.9.4. advertise in newsletters etc;

15.9.5. promote their events and activities through the Association's networks and social media;

15.9.6. access, once trained, the Association's Adobe Connect Club Room to run sessions for their members;

15.9.7. send a Club lead to participate in either on-line or in-person networking sessions run by the Association;

15.9.8. participate in Association events aimed at promoting academic, social and support services to OU students.

15.10. Officially registered Clubs will be required to:

15.10.1. be open to all students who meet their membership criteria;

15.10.2. support the Association's principles of equality, openness, diversity and be non-discriminatory;

15.10.3. operate within our legally defined objectives;

15.10.4. not bring the Association or the University into disrepute.

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16. Definitions and Interpretations

In these Bye-Laws, the following terms shall have the following meanings:

Term	Meaning
“Academic Year”	The period between 1st August in one Year to 31st July in the next Year.
“Appointments Committee”	The committee set up in accordance with the Bye-Laws.
“Articles of Association” or “Articles”	The Articles of Association of the Association.
“the Association”	The Open University Students Association
“Association Conference”	The biennial conference or an extraordinary conference of the Association’s members and members voting in advance and attending an Association Conference shall be deemed to be “delegates” as specified in these Bye-Laws.
“Board of Trustees” or “Board”	The Board of Trustees of the Association.
“Bye-Laws”	The Bye-Laws setting out the working practices of the Association made from time to time in accordance with the Association Articles of Association.
“Central Executive Committee”	The body of Students constituted in accordance with the Articles of Association and the Bye-Laws of the Association.
“Chair”	The chair of the Board of Trustees. Similarly, the chair of any committee relevant to the described section of the Articles of Association or Bye-Laws.
“Chief Executive”	The Chief Executive of the Association who is appointed by the Board of Trustees as the senior manager of the organisation.
“Clear Days”	In relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“Code of Practice”	The code of practice relating to the Open Universities obligations under Section 22 of the Education Act.
“Connected Person”	Any person falling within one of the following categories and where payment to that person might result in the relevant Trustee obtaining benefit: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a); or (c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (d) any company or LLP or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital.
“Deputy President”	The Deputy President of the Association, as elected by the Members in accordance with the Bye-Laws.
“Education Act”	The Education Act 1994, as amended from time to time.
“England”	For the purposes of representation, England shall include the Isle of Man and the Channel Islands
“Europe”	Students registered with the Open University resident in the European Economic Area (excepting the United Kingdom and the Republic of Ireland) as well as Switzerland, Monaco, Andorra, San Marino, Vatican City and Gibraltar. Any overseas territories of a European nation outside Europe shall be considered part of the Rest of the World.
“External Trustee”	A Trustee who for the avoidance of doubt shall not be deemed to be either an Association office holder or a Central Executive Committee member for the purposes of section 22 of the Education Act.
“Faculty Representative”	There will be on Representative for each of the Faculty of Arts and Social Sciences (FASS), Faculty of Business and Law (FBL), Faculty of Science, Technology, Engineering and Mathematics (STEM) and Faculty of Wellbeing, English and Language Studies (WELS).

“International Representative”	An SLT representative representing Student Members in Europe as well as the Rest of the World.
“In Writing”	Written, printed or transmitted writing including by electronic communication.
“members”	Means the Student Members as defined in the Association’s Articles of Association, unless otherwise defined.
“Nations”	England, Scotland, Wales and Ireland (with Ireland covering both Northern Ireland and the Republic of Ireland).
"Observer"	Person entitled to attend and speak at a meeting but not vote.
“Open University”	The Open University
“Position Statement”	Representative and campaigning policy set by Student Leadership Team (SLT).
“President”	The President of the Association, as elected by the Members in accordance with the Bye-Laws.
“Regulated activity”	Regulated activity is work that a barred person must not do. It is defined in the Safeguarding Vulnerable Groups Act 2006 (SVGA) which has been amended by the Protection of Freedoms Act 2012 (PoFA). Regulated activity determines eligibility for **DBS** checks.
“Rest of the World”	Students Registered with the Open University registered outside the United Kingdom, Republic of Ireland and Europe (as defined above). For the avoidance of doubt those Départments of France outside Europe are to be considered in this category.
“Returning Officer”	The member of the Association staff responsible for the administration of the Association elections.
“Secure Petition”	A written request to the Association which shall be held securely online.
“Student”	Any individual who is formally registered for an approved programme of study provided by the Open University For the avoidance of doubt, the Open University shall determine whether or not an individual has student status.
“Student Trustee”	A Trustee elected who is a Student
“Trustee” and “Trustees”	The Officer Trustees, the Student Trustees and the External Trustees.

“University Council”	The governing body of the Open University;
"visitor"	Person entitled to attend a meeting but not speak except by permission of the Chair. A visitor may not vote at that meeting

Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.

Any reference to a statute, statutory provision or subordinate legislation (“legislation”) shall (except where the context otherwise requires) be construed as referring to such legislation as amended and in force from time to time and to any legislation which (either with or without modification) re-enacts, consolidates or enacts in rewritten form any such legislation.