

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 17.

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 Central Executive Committee (hereinafter referred to as "CEC") 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 CEC, where possible, or otherwise decided by the CEC using electronic means (such as their online forums or a discussion via email exchange when it may relate to a serving member of the CEC 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 CEC 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 CEC, where possible, or otherwise decided by the CEC using electronic means (such as their online forums or a discussion via email exchange when it may relate to a serving member of the CEC 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 Association Officer, 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 Administration
- 3.7. Role descriptions for Officer Trustee positions will be drawn up by the Association CEC and ratified by the Board of Trustees.
- 3.8. Officer and Student Trustees will be elected in accordance with the procedures set out in Section 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 Association Officers as agreed by the

CEC. Student Trustees who need to be replaced within a year of their term commencing may be replaced in their duties through a by-election. Student Trustees requiring replacement more than a year after the commencement of their term of office may be replaced in their duties by other eligible members as agreed by the CEC. Any such change in Trustees must be ratified by the Board of Trustees.

- 3.12. Officer and Student Trustees may be disciplined by the Association following the procedures set out in Section 12.
- 3.13. Officer or Student Trustees must not hold any paid position within the Association except as provided for by the Articles of Association
- 3.14. Should any Student Trustee be elected as President, Deputy President or Vice President Administration, then they must immediately resign their position as a Student Trustee on taking office

External Trustees

- 3.15. 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.
- 3.16. 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 Association Officers may not be External Trustees until five years after their term of office has ended.
- 3.17. 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.
- 3.18. One of the External Trustees will normally be appointed as Chair of Trustees.

4. The Central Executive Committee (CEC)

4.1. The CEC 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 CEC'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 CEC will consist of the following:

4.2.1. The President and Deputy President of the Students Association.

4.2.2. The elected Vice Presidents who are Vice President Administration; Vice President Community and Engagement; Vice President Student Voice; Vice President Student Representation; ; Vice President Equality, Diversity and Inclusion (EDI); Vice President Student Welfare.

4.2.3. 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.

4.2.4. 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 CEC determines otherwise. Any such decision of the CEC must be verified by the Board of Trustees.

4.2.5. If the Deputy President is unwilling or unable to take on the role of President in circumstances at 4.2.3 or 4.2.4, the CEC will consult with the Trustees and seek to find a replacement from within the CEC. Any such decision of the CEC must be ratified by the Board of Trustees.

4.2.6. A by-election will be held to replace Association Officers other than the President if the post falls vacant in the first year of office.

4.2.7. Elected representatives, other than the President, requiring replacement more than a year after the commencement of their term of office may be replaced in their duties by the co-option of other eligible members as agreed by the CEC on a time-limited basis. Any such decision must be ratified by the Board of Trustees.

4.2.8. Co-opted representatives will have full voting rights and access to CEC forums for the duration of their co-option.

4.2.9. One Area Representative (ARs) for each of the following: England, Scotland, Wales, Ireland, and International.

4.2.10. The member elected to represent the Association on the University Council.

4.2.11. Faculty Representatives (FRs) elected by the general membership; one representative for each of the faculties (STEM, FASS, WELS and FBL) plus a Faculty Representative to cover Access modules and the Open Degree. Representatives must be studying or registered on a module within the respective Faculty at the time of election (see Section 10).

4.2.12. One Black Asian and Minority Ethnic Representative and one Sustainability Representative.

- 4.2.13. Any elected representative may appoint, with the agreement of the President, an eligible member to deputise for them at an individual or series of meetings or at an event.
- 4.2.14. A deputy will have full voting rights at CEC meetings. The elected representative may delegate to the deputy a proxy vote to be exercised by the deputy at meetings they attend on behalf of the elected representative.
- 4.2.15. Co-option is best suited for commitments of a longer duration such as (but not limited to) cases where a vacancy arises outside of by-election windows or cover for part or full duties for a period of extended absence.
- 4.2.16. Deputising is best suited to one-off commitments, such as a meeting or event or possibly a short series of commitments.
- 4.3. The following rules shall apply regarding eligibility for the role of CEC member:
- 4.3.1. 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 CEC, or to act as a Deputy.
- 4.3.2. No person other than the President or Deputy President may simultaneously hold elected membership of the CEC and paid employment with the Association save for casual employment in exceptional circumstances at the discretion of the CEC 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.
- 4.3.3. No person may simultaneously hold more than one elected position on the CEC.
- 4.3.4. All Student Members of the Association wishing to stand for election or co-option to the CEC must declare as part of their nomination:
- i) any unspent convictions other than traffic convictions resulting in a Fixed Penalty Notice or equivalent.
- ii) if they are subject to any reason which would bar them from a Trustee role. These are defined by the Charity Commission and include having an unspent conviction for one or more of the offences listed here¹:
- having an IVA, debt relief order and/or bankruptcy

¹ 1. an offence involving dishonesty or deception (for example theft or fraud)
 2. specified terrorism offences as defined by the Terrorism Act 2000, the Counter Terrorism Act 2008 or the Serious Crimes Act 2007
 3. a specified money laundering offence as defined by the Proceeds of Crime Act 2002
 4. specified bribery offences as defined by the Bribery Act 2010
 5. the offence of contravening a Charity Commission Order or Direction
 6. offences of misconduct in public office, perjury, or perverting the course of justice
 7. aiding attempting or abetting the above offences

- having been removed as a trustee in England, Scotland or Wales (by the Charity Commission or Office of the Scottish Charity Regulator)
- having been removed from being in the management or control of anybody in Scotland (under relevant legislation)
- having been disqualified by the Charity Commission
- being a disqualified company director
- being a designated person for the purposes of antiterrorism legislation
- being on the sex offenders' register
- having been found in contempt of court for making (or causing to be made) a false statement
- having been found guilty of disobedience to an order or direction of the Charity Commission

4.3.5. The following posts will be subject to a Standard Disclosure and Barring Services check²

- President
- Deputy President
- Vice President Administration
- Vice President Equality, Diversity and Inclusion
- Vice President Student Welfare

4.3.6. In addition to the roles specified at 4.3.5, any postholder engaged in regulated activity will be required to undergo an Enhanced DBS check.

4.3.7. Any convictions declared or disclosed in accordance with clauses 4.3.4 to 4.3.6 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 Terms of Reference.

4.4. The CEC will hold at least four meetings per year.

4.5. The Association President and Chief Executive will be responsible for organising all CEC meetings.

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

² The Standard DBS 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 DBS – 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

- 4.7. The Association President will chair meetings of the CEC. In their absence, the Deputy President will chair the meeting unless unavailable in which case the CEC will elect another of their members to chair the meeting.
- 4.8. The Association's 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.
- 4.9. The quorum for any CEC meeting is 50% of the filled places of the Committee. Non-quorate meetings may discuss issues and pass recommendations to the Board of Trustees.
- 4.10. Following election and upon taking office, the CEC 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 CEC. The programme of work will be reviewed at least annually.
- 4.11. The CEC 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.
- 4.12. 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 Central Executive Committee, 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. Steering Committee will have overall responsibility for organising the Association's Conference.
- 5.2. The membership of steering committee shall be:
 - 5.2.1. the President;
 - 5.2.2. Vice President Administration who shall co-chair the Committee with the President
 - 5.2.3. two further Vice Presidents;
 - 5.2.4. five full members of the Association who shall not be current members of the CEC;
 - 5.2.5. the Chair of Societies or their nominee from the Societies Committee;
 - 5.2.6. members of the Association's staff management team in an advisory capacity;

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

5.3. The responsibilities of Steering Committee will include:

5.3.1. the preparation and management of all formal business;

5.3.2. supporting and advising the Chief Executive in relation to the administrative and organisational arrangements for Conference;

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

5.4. The Steering Committee shall be accountable to the Board of Trustees and CEC.

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 CEC members or from a petition signed by 150 members in a form acceptable to the Trustees.

6.2. Trustees and CEC 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 CEC 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 Association 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 CEC 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 CEC members. Incoming Trustees and CEC 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 CEC 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 CEC in line with the Articles. The Association currently recognises England, Scotland, Wales, Ireland and International (representing members in Europe as well as the Rest of the World) as representative areas with direct representation on the CEC.

8. Position Statement Reviews

- 8.1. The CEC 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 CEC 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 CEC will be obliged to find time in their work programme for its consideration.
- 8.5. The CEC will publish its conclusions in a coherent form as an Association Position Statement.
- 8.6. Position Statements will be appended to the CEC 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. If deemed necessary, there will be a Student Panel convened online by the President to consider facilitation requests that require very specialised resources or significant costs for assistance at centrally organised Students Association events. All requests will remain confidential. The Panel will include Vice President Administration and the chair will be appointed by the President.

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

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

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

9.3.6. 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 Central Executive Committee 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 Vice President Administration. 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 Vice President Administration.
- 10.3. The elections for the CEC 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. A further by-election window in September of a non-Conference year may be used if required to fill any remaining vacancies which have occurred before mid-term.
- 10.5. Any by-elections outside of these periods will need the approval of the CEC and Board of Trustees.
- 10.6. There is a general requirement in relation to all elections in the Students Association that those standing are required to provide certain, prescribed information about their study profile and general 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. Each candidate for Area Association Representative must be registered with the University within the Nation or one of the Regions for which they are nominated.
- 10.10. Each candidate for Faculty Association Representative must either be enrolled for a module or registered for a qualification within the appropriate Faculty or, in the case of the Open and Access Programme Representative, either be currently studying or have recently studied an Access module or be currently studying an Open degree and be able to demonstrate a broad understanding of the Open and Access programmes.

- 10.11. 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.
- 10.12. 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.
- 10.13. The Returning Officer will not reveal details of any nominations prior to the close of nominations.
- 10.14. 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. Expenses and Payments

- 11.1. When incurring expenses on behalf of the Association all expenditure must be reasonable. Claimants must ensure, before incurring expenses, that the Association has an agreed budget for covering expensed activities. The relevant staff in the Association's Finance and Resources team can advise before incurring the expenditure.
- 11.2. Claims for reimbursement may only be made in accordance with the [Association's Travel and Subsistence Policy](#). All claims must be submitted on the appropriate form together with all receipts and received by the staff team within four weeks of the event. Failure to submit a claim within this time frame requires a written explanation for the delay. The VP Finance and Administration will make final decisions regarding payment.
- 11.3. Claim forms are available either for electronic completion or manual submission.
- 11.4. Advances on expenses to be incurred are available. Completed Advance Claim Forms must be received by the staff team a minimum of 10 working days prior to the event.
- 11.5. All claims supported by receipts must be made within four weeks of the expenditure. An advance also requires a claim to be submitted, together with receipts where appropriate, detailing the expenditure of the advance received.
- 11.6. Reimbursement will be by bank transfer.

12. Complaints and Misconduct Procedure

12.1. Complaints against members:

12.1.1. 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.

12.1.2. 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.

12.2. Complaints against the Association:

12.2.1. 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.

12.3. Vote of No Confidence in Trustees or members of the Central Executive Committee

12.3.1. Please note these are additional to the disciplinary process as defined in section 12.1 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.

12.3.2. Trustees:

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

These are:

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

12.3.2.2. a motion of no confidence in the Trustee is passed by a simple majority of the CEC provided that at least two-thirds of the CEC 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

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

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

12.3.3. Members of the Central Executive Committee:

12.3.3.1. Complaints about the performance of an elected member, outside of issues that can be addressed under section 12.1 of these Bye-Laws, should be made by petition to the Chief Executive, Director of Membership Services or an appropriate member of the CEC and supported by 100 Student Members of the Association.

12.3.3.2. 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 CEC 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.

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

12.3.3.4. A CEC member may be automatically resigned from their post by the Board of Trustees, on recommendation from the Chief Executive and President, if there is significant non engagement in the role which is unexplained. Non engagement could be demonstrated by:

- Failure to attend two or more CEC meetings within one committee year without prior agreement.
- Prolonged (more than 3 months) non engagement in online CEC working spaces.
- Prolonged (more than 3 months) non engagement with other requirements of the role.

12.3.4. Appointed Members:

12.3.4.1. 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.

12.3.4.2. 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.

12.4. Association Forums

- 12.4.1. Complaints related to activity in any Association provided online forums for students will be dealt with in accordance with our Resolving and Settling Differences Policy (see 12.1).
- 12.4.2. The forums are run in line with the Comprehensive Guide to the Association Forums, and the Code of Conduct for forums which outlines the role of moderators and expected behaviour of users.

13. Representatives' Appointments to Open University Committees

13.1. OU Academic Governance Committees

- 13.1.1. The Association appoints representatives as student members of OU Academic Governance Committees in accordance with the Terms of Reference for those committees (as approved by the OU's Senate). These are known as Student Representatives.
- 13.1.2. Student Representatives must be full members of the Association as defined by the Articles at the time of appointment.
- 13.1.3. The term of appointment for Student Representatives is one or two years (at the member's choice) from 1 September – 31 August.
- 13.1.4. Representatives with ex officio roles will be members only as long as they are still in post.

13.2. Appointments Committee

- 13.2.1. There shall be an Appointments Committee with responsibility for considering applications from candidates for appointment.
- 13.2.2. The Appointments Committee has the authority to appoint Student Representatives to OU Academic Governance Committees, Senate Reference Group (SRG) (including the three non ex-officio members of Senate) and to the OU's Central Disciplinary Committee (CDC).
- 13.2.3. The Appointments Committee are governed by a Terms of Reference and Processes and Principles of appointment which are approved annually by the Board of Trustees.

13.3. Removal of Student Representatives

- 13.3.1. A Student Representative may be removed by the Board of Trustees, on recommendation from the Appointments Committee, from any committee to which they have been appointed if:

- 13.3.2. They have failed to attend two or more meetings within one committee year without prior agreement;
- 13.3.3. Their conduct while acting as a Student Representative r has been investigated and deemed to be unacceptable.
- 13.3.4. Any investigation necessary will be conducted in accordance with the process outlined for appointed posts in the Association's Resolving and Settling Differences Procedure

13.4. Senate Reference Group

- 13.4.1. The membership of the Association's Senate Reference Group shall be as laid out in the constitution of that group and approved by the Senate of the Open University.
- 13.4.2. Where that constitution includes representatives, who are not ex officio from other roles, these are to be selected by a process approved by the Senate Reference Group to meet membership requirements for a diverse group.
- 13.4.3. The term of appointment for Senate Reference Group Student Representatives is one or two years (at the representative's choice) from 1 August - 31 July. Representatives with ex officio roles will be members only as long as they are still in post.

14. Official Association Groups

- 14.1. The Association establishes Groups to act as consultative groups on issues affecting their members and to raise, where appropriate these issues with the University.
- 14.2. The Official Association Groups are represented by a Vice President supported by other CEC members as required.
- 14.3. 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 CEC.
- 14.4. 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:
 - i) any unspent convictions other than traffic convictions resulting in a Fixed Penalty Notice or equivalent.
 - ii) if they are subject to any reason which would bar them from such a role (see clause 4.3.4).
- 14.5. 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.

15. Societies

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

15.3. Procedures for Affiliation

- 15.3.1. The Society's formal request to affiliate must be accompanied by a copy of its constitution.
- 15.3.2. The constitution will be reviewed by the Vice President Administration to ensure that it does not contain any clause in conflict with the criteria set out below.
- 15.3.3. 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.
- 15.3.4. 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.
- 15.3.5. If the application is straightforward the Vice President Administration will advise the CEC 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.
- 15.3.6. If there are problems which cannot be resolved by the Vice President Administration following liaison with the nominated contact of the proposed Society the application will be submitted for consideration by CEC.
- 15.3.7. A Society which has been refused affiliation shall, within 28 working days of the decision of CEC being reached, be furnished with written notice setting out the reasons for such refusal.
- 15.3.8. A Society which has been refused affiliation by CEC may, within 28 working days of the notice being received, request that the decision be reconsidered by the Board of Trustees.

15.4. Criteria for Affiliation

- 15.4.1. 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.
- 15.4.2. 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.
- 15.4.3. 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.
- 15.4.4. 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.
- 15.4.5. 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.
- 15.4.6. 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.
- 15.4.7. 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.
- 15.4.8. The Society must inform the Association's Chief Executive or nominee of the names of the elected officers.
- 15.4.9. 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 Administration, must be made known to the membership of the Society.
- 15.4.10. 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.

15.5. Financial Arrangements and Annual Report

- 15.5.1. 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.
- 15.5.2. 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).
- 15.5.3. 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).
- 15.5.4. 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.

15.6. Handling Concerns about a Society

- 15.6.1. If concerns are raised by members of a Society, members of the CEC 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.
- 15.6.2. A concern is defined as one or more of the following:
 - failure to continue to meet one or more of the criteria for affiliation;
 - failure to prioritise or meet the required safeguarding requirement;
 - failure of the Society to conform to the requirements and limitations of its own constitution;
 - serious mismanagement affecting either the financial or general operation of the Society;
 - conduct of activities which, in the opinion of the CEC or Board of Trustees, are likely to bring the Association into disrepute.
- 15.6.3. 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.
- 15.6.4. The Compliance Panel will usually be comprised of:
 - VP Administration or another Trustee
 - VP Community and Engagement
 - VP Equality Diversity and Inclusion (in relevant cases)
 - Chair of the Society Committee
 - Head of Student Community (advisory capacity)

- 15.6.5. 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.
- 15.6.6. The Compliance Panel will provide a written report of their findings and recommendations.
- 15.6.7. A copy of the committee's report must be sent to the officers of the Society and to all members of the CEC, and Board of Trustees.
- 15.6.8. If the concern is upheld by the panel the recommendation, must be one of the following;
- the Society offered support to resolve the issues within a fixed time period (not exceeding three months) and to prevent recurrence;
 - 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.
 - the Society be immediately disaffiliated.
- 15.6.9. If the concern is not upheld by the Society Compliance Panel the matter shall be considered closed.
- 15.6.10. If the Panel has recommended immediate disaffiliation, then the CEC 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 CEC meeting in order to put its case against disaffiliation. The decision of the CEC shall be final.

15.7. Voluntary Disaffiliation from the Association

- 15.7.1. 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.
- 15.7.2. 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.

15.8. Societies Committee

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

15.8.2. Membership will comprise:

- The Societies Committee Chair
- The President
- Vice President Administration and Vice President Community and Engagement.
- One delegate from each Affiliated Society, appointed in accordance with the rules for affiliation as approved by the CEC.

15.9. Observers

15.9.1. 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.

15.10. Meetings and Business

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

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

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

15.10.4. 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.

15.10.5. 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.

- 15.10.6. The Societies Committee shall elect its own Chair.
- 15.10.7. The Election of the Societies Committee Chair shall be conducted by the voting members at the Committee's Annual General Meeting.
- 15.10.8. 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.

16. Students Association Clubs

- 16.1. Students Association Clubs may be established for the following purposes:
 - to facilitate social interaction between students;
 - to facilitate informal networking and support between students;
 - to provide for special-interest groups.
- 16.2. Clubs may also be asked to provide feedback or information to the CEC. They may also be invited to form temporary networks of several Clubs for this purpose.
- 16.3. 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.
- 16.4. The Association will not support discriminatory practices or find itself providing resources and support to a closed group of friends.
- 16.5. 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 CEC.
- 16.6. 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.
- 16.7. A central register of all Clubs will be maintained by the Association staff team.
- 16.8. The CEC will approve or remove access to Association facilities for all clubs.
- 16.9. Officially registered Clubs will be able to:
 - 16.9.1. Send out an initial recruitment advert to all potential Club members with annual reminders;
 - 16.9.2. 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;

- 16.9.3. have a centrally provided online forum;
 - 16.9.4. advertise in newsletters etc;
 - 16.9.5. promote their events and activities through the Association's networks and social media;
 - 16.9.6. access, once trained, the Association's Adobe Connect Club Room to run sessions for their members;
 - 16.9.7. send a Club lead to participate in either on-line or in-person networking sessions run by the Association;
 - 16.9.8. participate in Association events aimed at promoting academic, social and support services to OU students.
- 16.10. Officially registered Clubs will be required to:
- 16.10.1. be open to all students who meet their membership criteria;
 - 16.10.2. support the Association's principles of equality, openness, diversity and be non-discriminatory;
 - 16.10.3. operate within our legally defined objectives;
 - 16.10.4. not bring the Association or the University into disrepute.

17. 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.
“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 Association Representative”	There will be one 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), Faculty of Wellbeing, English and Language Studies (WELS) and for members on Open and Access programmes.
“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”	The four constituent nations of the United Kingdom plus 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 Central Executive Committee (CEC).
“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.
"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.