



Prifysgol Cymru
Y Drindod Dewi Sant
University of Wales
Trinity Saint David

**ORDINANCES OF
THE UNIVERSITY OF WALES: TRINITY SAINT DAVID**

January 2020

**ORDINANCES OF THE UNIVERSITY OF WALES: TRINITY SAINT DAVID
("THE UNIVERSITY")**

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Preamble

In accordance with Articles IV, V, and XXI of its Supplemental Charter of 2012, the Council of the University of Wales: Trinity Saint David shall have the authority to make, amend, add to or repeal Ordinances to direct and regulate the University and its members.

Ordinances shall not be interpreted in a manner that is contrary to the Charter and Statutes. If any doubt arises over the interpretation of an Ordinance, the matter shall be referred to the Chair of the Council or the Vice-Chairs or another person designated by the Chair of the Council. The decision of the Chair of the Council, who will seek advice from the Vice-Chancellor and Clerk to the Council, shall be final.

All the words in the Ordinances bear the same meaning as in the Charter and Statutes unless specifically stated otherwise.

Ordinances will be made, ratified, amended or revoked by the Council in accordance with Ordinance II.1 and shall be reviewed at least once every 5 (five) years.

Ordinance I: Definitions and Interpretations

1. Definitions

“Alumni Association” means an organised association of Graduates of the University.

“Budget-holder” means an officer of the University with accountability for a defined function and/or area of operational activity and who receives delegated authority from the Vice-Chancellor for the management of an agreed budget consistent with the statutory instruments of the University.

“Charter” refers to the Supplemental Charter of 2012.

“Council” means the Council and supreme governing body of the University. University Council is a key component of the University’s governance structure responsible for strategy and strategic oversight of academic character and mission, financial viability and probity and a balanced approach to risk management. It critiques, debates and ratifies the key decisions that shape the future of the University.

“Emeritus Professor” means a member of the Academic Staff of the University on whom the honorary title of Emeritus Professor has been conferred, on or after his or her retirement.

“Graduate” means a person upon whom a Degree, Diploma or Certificate of the University has been conferred.

“Laws of the University” are the Charter, Statutes, Ordinances, Regulations and all Codes of Practice.

“Independent Member” means any person appointed or elected to a University committee or board who is neither a Registered Student nor a member of Staff of the University. **“Co-opted Member”** means any person external to the University who is appointed to the Council or a Standing Committee of Council but is not an independent member.

“Member of the University” means a member of the University as defined in the Statutes.

“Office” means a particular role or responsibility in or on behalf of the University and **“Officer”** means the individual undertaking that role or responsibility.

“Ordinary Resolution” means a resolution passed at one meeting of the Council by a simple majority of those present and voting.

“Postgraduate Registered Student” means any person currently registered for the receipt of instruction on a postgraduate programme in the University.

“President of the Students’ Union” means the sabbatical officer duly elected by the Student Body to lead the Students’ Union, as established by Article XIV of the Charter.

“Principal Academic Unit” means a unit or other organising structure within an Institute as defined in the Ordinances.

“Principal Regulator” means the Higher Education Funding Council for Wales or such other body that may be determined by the National Assembly for Wales or as is prescribed as principal regulator for the University by regulations made pursuant to the Charities Act 2011.

“Redundancy” shall have the same meaning as in section 139 of the Employment Rights Act 1996.

“Reserved item” means an item presented to Council and/or its standing committees which is confidential to the independent and co-opted members, normally because it is a matter concerning an individual member of staff or an individual student.

“Restricted item” means an item presented to Council and /or its standing committees which is confidential to members.

“Registered Student” means any person currently registered for the receipt of instruction in the University.

“Senate” means the Senate of the University, which is the supreme academic authority for the institution.

“Special Resolution” means a resolution of the Council passed and confirmed in accordance with Article XIX of the Charter. A resolution is normally considered to be ‘special’ when it relates to a significant or substantial change such as altering the constitution of the corporate entity, a proposal to merge with another corporation or the dissolution or winding up of the corporation. A special resolution must not hinder or otherwise impede the responsiveness of the institution, i.e. it may be necessary to pass an ordinary resolution which may need to be reaffirmed as a special resolution at a subsequent meeting of the Council.

“Staff” means all persons employed in the service of the University. **“Academic Staff”** means those employed on the University’s conditions of employment for Academic Teaching Staff, including Academic Staff who currently hold an appointment as Professor, Associate Professor, Reader, Senior Lecturer, Lecturer in the University, Director of Student Services or such other appointment as the Council may from time to time determine by Ordinance.

“Statutory bodies” refers to the Council, the Senate and the Institutes of the University of Wales: Trinity Saint David.

“University” means the University of Wales: Trinity Saint David.

“University Executive Management Board” means the executive board and senior directorate of the University.

“University Session” means the period of learning, teaching and assessment specified by the Council and as defined in the Academic Quality Handbook.

2. Interpretations

These Ordinances shall be interpreted in such a manner as not to conflict with the Charter or Statutes.

Words defined in these Ordinances shall have the same meaning as in the Charter, the Statutes and the Regulations unless specifically stated otherwise.

The Interpretation Act 1978 shall apply for the interpretation of University Legislation as it applies for the interpretation of an Act of Parliament or an Act of the National Assembly for Wales.

Words importing the singular shall include the plural and vice versa.

References to specific posts may reflect current job titles but such references are to the function and not a current or future role, which is subject to change, as determined by the Vice-Chancellor from time to time.

The Charter, Statutes, Ordinances, Regulations and all Codes of Practice of the University shall apply to all members of the University, as defined in Statute V.

Ordinance II: Governance

1. General Provisions and Procedure for Making Ordinances

- (i) Ordinances may be made, ratified, amended or revoked, as provided for under Statute XII, at a quorate meeting of the Council, as provided for under Statute V, provided that 14 (fourteen) days' written notice of the proposal has been given and provided that the Resolution is passed by a majority of not less than three-quarters of those present and voting.

2. Membership of the University

- (i) In accordance with Article V of its Supplemental Charter of 2012, the Council of the University of Wales: Trinity Saint David shall have the authority to set out who shall be members of the University.
- (ii) The following shall be members of the University:
 - The Patron;
 - The President;
 - The Officers, namely the Vice-Chancellor, Deputy Vice-Chancellors, Pro Vice-Chancellors, and the holders of such other posts as the Council may from time to time determine;
 - the Members of the Council;
 - the Staff who were formerly members of the staff of the University of Wales, Lampeter; Trinity College Carmarthen; Trinity University College; or Swansea Metropolitan University;
 - Honorary Fellows and others granted honorary fellowships in the University of Wales, Lampeter (and its antecedents); Trinity College Carmarthen; Trinity University College; and Swansea Metropolitan University (and its antecedents);
 - Honorary Professors and others granted honorary titles in University of Wales, Lampeter (and its antecedents); Trinity College Carmarthen; Trinity University College; and Swansea Metropolitan University (and its antecedents);
 - all persons holding a written contract of employment with University of Wales: Trinity Saint David; Trinity University College; or Swansea Metropolitan University;
 - the Graduates of the University of Wales: Trinity Saint David;
 - the Graduates of the University of Wales who were formerly members of the University of Wales, Lampeter (and its antecedents); Trinity College Carmarthen; Trinity University College; or Swansea Metropolitan University (and its antecedents); and
 - the Students pursuing courses of study within the University of Wales: Trinity Saint David.
- (iii) Membership of the University of Wales: Trinity Saint David shall continue for individual members as long as at least 1 (one) of the above conditions shall be met.
- (iv) In addition to those categories of person designated as Members of the University, the Council may grant membership of the University to other persons or categories of persons.

- (v) Proposals for such additional membership may be made to the Council provided that:
 - a) Any such proposal is made in writing with supporting justification to the Clerk to the Council; and
 - b) The Clerk to the Council seeks the views of the Senate and the Executive Management Board, as appropriate, before presenting the proposal to the Nominations and Governance Committee for its consideration and recommendation to the Council.
- (vi) The Clerk to the Council shall maintain a formal record of all decisions of the Council on such proposals for the conferment of the status of Membership of the University.
- (vii) The Council shall have power, at the request of a member, to release that person from membership of the University, subject to the agreement of that person to continue to observe the Charter, Statutes, Ordinances and Regulations of the University.
- (viii) Membership of the University of Wales: Trinity Saint David has no legal significance and conveys no rights, privileges or obligations save as are set out in the Charter and the Statutes.

3. The Patron

- (i) There shall be a Patron of the University appointed by the Council under such procedures as may be determined by the Council from time to time.
- (ii) The Patron may officiate at any ceremonial gathering of the University. The Patron's main responsibilities are to:
 - a) Act as an Ambassador for the University;
 - b) Provide advice and direction on key strategic initiatives of national significance; and
 - c) Facilitate, as appropriate, the development of strategic alliances that support and contribute to the development and delivery of the University's mission.

4. Appointment and Primary Responsibilities of the President

- (i) There shall normally be a President of the University appointed by the Council under such procedures as may be determined by the Council from time to time.
- (ii) The primary responsibilities of the President shall be determined by the Council.

5. Appointment of the Chair of the Council (Vice-President), Vice-Chairs of the Council and Chairs of the Council Committees

- a) **Appointment of the Chair of the Council (Vice-President)**

- (i) There shall be a Chair of the Council who shall also be Vice-President of the University. The Chair shall be appointed by the Council.
- (ii) The Chair will normally hold office for a period of not more than 4 (four) years, and will normally be eligible for re-appointment for normally 1 (one) further period.
- (iii) The selection of persons considered suitable for the office of Chair and Vice-President shall be made by a committee of the Council: the Nominations and Governance and Committee.
- (iv) Nominations may be made in writing to the Council through the Clerk to the Council. In addition, the Nominations and Governance Committee shall consider other persons who apply following public advertisement of the vacant office.
- (v) The Nominations and Governance Committee shall consider all the candidates arising from the above provisions and it shall present a report to the Council recommending 1 (one) person for appointment by the Council.

b) Appointment of the Vice-Chairs of the Council

- (i) The Clerk to the Council shall seek nominations for the role of Vice-Chairs of the Council from amongst the independent members of the Council.
- (ii) Where there are only 2 (two) candidates for the role, the proposal must be seconded by another member, who is not a member of staff or a student of the University. If there is more than 2 (two) candidates an appointment will be made by a secret ballot of members of the Council. In the event of a tied vote, the Chair of the Council will determine the outcome.
- (iii) The Vice-Chairs will normally hold office for a period of not more than 4 (four) years and will normally be eligible for reappointment for normally 1 (one) further period.
- (iv) The Vice-Chairs will deputise for the Chair of the Council.

c) Appointment of Chairs of the Council Committees

- (i) The Council will consider and approve the names of those members who are eligible and recommended by the Nominations and Governance Committee for the roles of Chairs of the Standing Committees of Council.
- (ii) An independent member of the Council may be considered for the role of Chair for more than 1 (one) Standing Committee, subject to the following:
 - The Chair of Council shall not be the Chair of the Remuneration Committee.
 - The Chair of the Council shall not be a member of the Audit and Risk Committee.
 - The Chair of the Audit and Risk Committee may not act as Chair of any other Standing Committee and nor as a member of the Resources and Performance Committee.

- (iii) In the interests of continuity a Chair of a Standing Committee of the Council will be expected to continue in that role for a minimum of 3 (three) years, but the maximum period in office shall not normally exceed 6 (six) years, excluding any period of less than a year during which the office was vacant due to the death, indisposition or resignation of the previous post holder.
- (iv) The Vice-Chancellor, staff Council members and student Council members shall be ineligible for election as Chair or Vice-Chairs of the Council, but they are eligible to vote in any such election.
- (v) The Chair or a Vice-Chair of the Council may be removed from office by Special Resolution of the Council provided that notice of that resolution, signed by at least five members of the Council, is included with the notice of the meeting and that this is issued not less than 14 (fourteen) days before the date of the meeting, as set out in Article XIX of the Charter. The Resolution to remove a Chair or Vice-Chair of the Council must be passed by a majority of not less than three-quarters of those present and voting.
- (vi) If the Chair or a Vice-Chair of the Council or the Chair of a Standing Committee resigns that position, or ceases to be a member, or is removed from office, a new Chair or Vice-Chair of the Council or Chair of a Standing Committee shall be appointed to serve for the remainder of that period of office further to a recommendation that shall be made by the Nominations and Governance Committee.
- (vii) For the avoidance of any doubt, the Chair and Vice-Chairs of the Council and the Chairs of Standing Committees shall remain in office until the end of their respective terms and until successors have been appointed in accordance with the aforesaid process.

6. The Visitor

- (i) The Visitor of the University shall be the Right Reverend Father in God, the Lord Bishop for the time being of Saint David's or such member of the House of Lords or member or former member of the judiciary as the Lord Bishop may nominate.
- (ii) The Visitor no longer has any jurisdiction with regard to student complaints, the responsibility for which was transferred to the Office of the Independent Adjudicator for Higher Education through the Higher Education Act of 2004.
- (iii) The Visitor may, at the request of the Council (or Chair of the Council, or Vice-Chair of the Council acting under delegated powers), provide advice in order to clarify matters pertaining to Article III.1.c of the Charter and the Anglican heritage of the University.

7. The Council

a) Statement of Primary Responsibilities of the Council

The powers of the Council are conferred by Article IV of the Charter and Statute VI.

The primary responsibilities are:

- (i) The determination of the educational character and mission of the University and for oversight of its activities;
- (ii) The effective and efficient use of its resources, the solvency of the institution and the safeguarding of its assets;
- (iii) Approving annual estimates of income and expenditure;
- (iv) The appointment of, grading, suspension, dismissal and determination of the pay and conditions of service of the Vice-Chancellor and the Clerk to the Council, and approving the appointment of the Deputy Vice-Chancellors and the Pro Vice-Chancellors;
- (v) Setting a framework of pay and conditions for all other staff;
- (vi) The appointment of external and internal auditors following recommendation from the Audit and Risk Committee.

b) Size and Composition of the Council

The Council of the University shall consist of the following members:

- The Chair of the Council who shall also be the Vice-President of the University;
- The Vice-Chancellor;
- Not more than 2 (two) student representatives nominated by the Student Body;
- Not more than 4 (four) members of the Academic Staff elected by the academic staff;
- Not more than 2 (two) members of non-Academic Staff elected by the non-academic staff;
- Not more than 16 (sixteen) members or such number not being employees, students or members of the University.

The total number of the Council members shall not exceed 26 (twenty-six).

In accordance with the Deed made between the University and the University of Wales on 18 August 2017, the Councils of both Universities, and their Committees shall comprise a common core of governors, consistent only with the requirement under charities law to be able to hold valid and quorate meetings of the committees with unconflicted quora.

c) Nomination, Election and Co-option of Members of the Council

- (i) Nominations to fill any vacancies for independent members of the Council shall be based on the deliberations of the Council with regard to requisite skills, experience and constituency, as well as the timing of any appointments, not least to ensure that there is overlap between appointments such that new skills and experience are available to support the Council in line with recommended best practice.
- (ii) The process for making any new appointments will be managed by the Clerk to the Council consistent with the process for managing any vacancy. Nominations and applications received will be considered by the Nominations

and Governance Committee which will submit recommendations for approval to the Council.

- (iii) In addition, individuals, either through nomination or a process of application (as appropriate to the requirement), may be co-opted on to Standing Committees. Co-opted members will be appointed based on their particular experience and/or expertise further to a need identified by the Council (or Chair or Vice-Chair acting under delegated powers) and/or a recommendation from the Vice-Chancellor, which shall be supported by the Chair and endorsed by the Council, as appropriate.
- (iv) Any person who is employed at the University (whether or not as an academic) or who is a student at the University is not eligible for appointment as an independent member of the Council.
- (v) Where a vacancy for an independent member of the Council will occur within a 12 (twelve) month period, the Council will either reappoint the current incumbent or appoint a new member of the Council, normally at least 2 (two) months but no more than 8 (eight) months before the expiry of the term of office of the current member of the Council.
- (vi) Where a vacancy arises other than due to the expiry of the term of office of a Council member, the Council shall normally approve the appointment of a successor within 4 (four) months of the vacancy occurring.
- (vii) It shall be for the Council to determine any question as to whether any person is qualified in accordance with the provisions of these Ordinances for appointment as a member of the Council of any description or category.

d) Election of Staff Members of the Council

- (i) In accordance with Statute IV, the Vice-Chancellor shall invite nominations to the Council for not more than 4 (four) members from the academic body and for not more than 2 (two) members from the non-academic body. When inviting nominations when vacancies arise, the Vice-Chancellor may, subject to the approval of the Nominations and Governance Committee, specify that nominees are based at specified campuses or learning centres.
- (ii) Academic members of the Council will be nominated by the University's academic members of staff.
- (iii) An electronic communication will be sent to all members of academic staff inviting nominations for election to the Council.
- (iv) A ballot form, with names of all persons wishing to be considered, will be sent electronically to all members of academic staff asking for one vote to be cast in favour of one of the nominations.
- (v) Staff with no access to a computer will be written to by letter and appropriate facilities put in place for them to vote.
- (vi) There will only be one vote per person with only academic members of staff eligible to vote.

- (vii) Once a ballot has taken place, the Academic Staff member elected will be presented and ratified by the Council at the earliest opportunity.
- (viii) Non-Academic members of Council will be nominated by the University's Non-Academic members of staff.
- (ix) An electronic communication will be sent to all members of non-academic staff inviting nominations for election to the Council.
- (x) A ballot form, with names of all persons wishing to be considered, will be sent electronically to all members of non-academic staff and asking for one vote to be cast in favour of one of the nominations.
- (xi) Staff with no access to computer will be written to by letter and appropriate facilities put in place for them to vote.
- (xii) There will only be one vote per person with only non-academic members of staff eligible to vote.
- (xiii) Once a ballot has taken place, the non-academic staff member elected will be presented and ratified by the Council at the earliest opportunity.
- (xiv) The Clerk shall ensure that staff members are provided with an appropriate induction briefing.
- (xv) Staff members shall serve for 4 (four) years, with effect from the start of the University session immediately following their appointment and shall not normally be eligible for re-appointment.

e) Terms of Office of the Council and the Council Committee Members

- (i) Unless otherwise determined by the Council on appointment or reappointment, and apart from the initial Council appointed as outlined above, members shall be appointed for a term of 4 (four) years and may subsequently be reappointed for a further term of 4 (four) years. Council may approve by Special Resolution a recommendation from the Nominations and Governance Committee that, as a special case, a member of Council who has served for two consecutive terms may continue to serve as a member of Council for a period to be specified by the Council, providing always that the grounds for making an exception to the normal requirements are recorded in the minutes of the meeting of the Council at which the recommendation is approved.
- (ii) The Vice-Chancellor shall remain an ex-officio member of the Council for the duration of his or her tenure in office.
- (iii) Any student member of the Council shall serve a term of 1 (one) year and this may subsequently be extended up to a period of 4 (four) years, or for as long as the student continues to be a member of the University.

f) Termination of Membership of the Council

- (i) Members of the Council may at any time by notice in writing to the Clerk to the Council resign from their membership or office, which will thereupon become vacant from the date of receipt of the notice or date of resignation specified therein whichever shall be the later.

- (ii) If at any time the Council are satisfied that any member of the Council:
- has been absent from meetings of the Council for a period of 12 (twelve) months without the permission of the Council or
 - is otherwise unable or unfit to discharge the functions of a member,
- the Council may by notice in writing to that member remove him or her from office and thereupon the office shall become vacant.
- (iii) Where a member of the Council is also a member of staff or a student of the University and ceases to be employed or registered with the University before the expiry of their term of office as a member of the Council, the position will become vacant and subject to reappointment in accordance with these Ordinances.

g) Delegation of Powers of the Council

The Council and Standing Committees of the University conduct business in accordance with the University's:

- Charter;
- Statutes;
- Ordinances;
- Approved Committee Structure;
- Approved Academic and Financial Regulations; and
- Memorandum of Assurance and Accountability and Audit Code of Practice with the Principal Regulator

The aforementioned documents provide a clear framework within which the Council and its Committees will carry out their respective responsibilities. Such documents provide much detailed guidance as to the manner in which the Council and its Committees will function.

The Council of the University may delegate functions and authority providing that:

- (i) The delegation shall not be repugnant to the terms of the Charter, Statutes, Ordinances and Regulations of the University;
- (ii) The terms of the delegated authority shall be clearly set out in writing to the delegate;
- (iii) In the case of delegation to a Standing Committee, the delegated authority shall be set out in the terms of reference of that Committee, as approved by the relevant body, or by resolution on the part of the delegating body.

The Council may not delegate any of the powers and functions specified in Article XI of the Charter.

8. Meetings of the Council

a) Frequency of Meetings

- (i) The Council shall meet at least three times a year on such fixed date as the Council shall determine in advance and if no such date has been so determined on such date as to allow not less than 7 (seven) clear days' notice in writing.
- (ii) A special meeting of the Council must be convened by the Clerk to the Council within 7 (seven) clear days of receipt of a written request from the Chair of the Council, or 5 (five) members of the Council, or Internal and/or External Audit, to transact only the business specified in the request.
- (iii) Any meeting at which a Special Resolution is to be considered is subject to at least 14 (fourteen) days' notice of the resolution prior to the meeting, as set out in Article XIX of the Charter.

b) Quorum for Meetings of the Council and its Committees

- (i) The quorum for meetings of the Council shall normally be 10 (ten) members, provided that there shall always be present and entitled to vote a majority of independent members, who are neither employees nor students of the University.
- (ii) In the absence of a quorum, the Chair of the Council will close the meeting and may convene a special meeting to deal with the business fixed for the original meeting, as permitted under Statute V.
- (iii) The quorum for meetings of any Committee of the Council shall be according to the Committee's Terms of Reference with a majority being independent members of Council.

c) Convening of Meetings and Order of Business for Meetings of the Council and its Committees

- (i) Every meeting shall be summoned by notice in writing to each member of the Council or each member of a Committee, as appropriate, stating the place, day and hour of the meeting and the business to be transacted. Such notice shall be despatched 7 (seven) clear days before the date of the meeting unless in the opinion of the Chair the circumstances are such that the meeting must be called at shorter notice.
- (ii) The convening of and proceedings of the Council or any Committee of the Council shall not be invalidated by any vacancy in the number of the Council members or by any defect then unknown in the election, appointment or qualifications of any Council members or by any accidental want of service of a notice of a meeting, or the non-receipt of a notice of a meeting, by any Council member.
- (iii) The Clerk to the Council shall place upon every Agenda notice of all business to be conducted, except that in exceptional circumstances the Chair may propose that urgent business be brought before the Council or Committee and the Council or Committee may agree to consider such business.

- (iv) Any member of the Council may request in writing to the Clerk that an item be included on the Agenda of the forthcoming meeting of the Council. Likewise, a member of a Committee of the Council may request in writing to the Clerk an item be included on the Agenda of the forthcoming meeting of the Committee.
- (v) All matters for inclusion on the Agenda must normally be received by the Clerk not less than 10 (ten) clear days before the scheduled date of a meeting.
- (vi) The Agenda for a meeting, the minutes of the previous meeting and as many of the papers as practicable shall be despatched to each member by the Clerk not less than 7 (seven) clear days before the meeting. Only in exceptional circumstances, and subject to the agreement of the meeting, shall a paper be tabled.
- (vii) With the exception of urgent business brought before a meeting by agreement of the Chair and members, no business shall be transacted at a meeting other than that specified on the Agenda.
- (viii) Except where the Council varies the order of business, the order of business at ordinary meetings shall normally be:
 - To choose a member to take the Chair if the Chair and Vice-Chairs are absent;
 - To note any conflicts of interest;
 - To deal with any matters relating to the membership of the Council;
 - To approve as a correct record the minutes of previous ordinary meeting of the Council and of any subsequent special meeting;
 - To deal with any matters arising from the minutes of the previous meeting(s);
 - To receive any report of the Chair of the Council;
 - To consider any specific recommendations from any of the Committees of the Council (except items of reserved business);
 - To receive any report from the Vice-Chancellor;
 - To receive any report from the Clerk to the Council;
 - To receive the reports of the Committees of the Council (except items of reserved business);
 - Any other business specified in the Agenda;
 - To review the proceedings to this point and consider if there are any conflicts of interest;
 - To consider any restricted items of business; and
 - To consider any reserved items of business, from which staff and student Council members are excluded.
- (ix) A notice of motion submitted in writing to the Clerk at least 14 (fourteen) days before the date of the meeting of the Council and signed by 2 (two) members of the Council (the proposer and seconder respectively) will be placed on the appropriate Agenda for the Council meeting.

- (x) No Resolution of the Council or any of its Committees may be rescinded or varied at a subsequent meeting unless consideration of the rescission or variation is a specific item of business on the agenda for that meeting.
- (xi) No Special Resolution of the Council may be presented or considered unless this is conducted in accordance with Article XIX of the Charter.
- (xii) Minutes shall be kept of the proceedings of all meetings of the Council and its Committees by the Clerk and shall be signed at the same, or next ordinary meeting of the Council, or the Committee, as the case may be, by the person presiding thereat, and shall then be conclusive evidence of the matters stated therein.
- (xiii) The Internal Auditors and/or the External Auditors may request a meeting of the Audit and Risk Committee by writing to the Clerk who shall convene the meeting within 7 (seven) clear days of receiving such written notice.

d) Rules of Debate for Meetings of the Council and its Committees

- (i) All discussions at any meeting shall be conducted through the Chair.
- (ii) Members shall direct their comments to the question under discussion, to a point of information or to a point of order. The Chair shall if necessary rule on the relevance or appropriateness of any contribution to a debate.
- (iii) A motion or amendment shall not be discussed unless it has been proposed and seconded either before or at the meeting.
- (iv) The proposer of a motion may, with the consent of its seconder and of the meeting, alter the motion if the alteration is one which could have been moved as an amendment thereto.
- (v) A motion or amendment may be withdrawn by the proposer with the agreement of the seconder and of the meeting and thereafter no member may speak upon it.
- (vi) An amendment shall be relevant to, and a modification of, the motion and shall not have the effect of introducing a materially new issue or of negating the motion.
- (vii) No member shall move or second more than 1 (one) amendment to a motion.
- (viii) No second or subsequent amendment to a motion shall be moved until the first amendment has been disposed of; but notice of any number of amendments may be given, provided that such notice is given before the commencement of the reply to the debate on the first amendment to an original motion.
- (ix) Wherever an amendment to a motion is carried, the motion shall be displaced by the amended motion which shall itself become the substantive motion to which further amendment may be moved. If no further amendment is moved, the question shall be put upon the substantive motion.
- (x) When any motion or amendment has been duly put and carried, it shall be the amendment which, if carried, would substantially contradict, override or repeat

the former one, or would reproduce a motion or amendment previously rejected.

- (xi) A member may, at the conclusion of a speech by another member, move without comment “that the question is now put” or “that the meeting proceed to the next business” or “that the Council now adjourn”. If seconded and carried, the action sought by the motion shall take place.
- (xii) Any member may at any time during a debate address the Chair on any point of order arising out of the debate. The ruling of the Chair, after advice has been sought from the Clerk to the Council, shall be binding and shall not be open to further discussion.

e) Voting at Meetings of the Council and its Committees

- (i) Every question to be decided at a meeting of the Council and any of its Committees shall be determined by the majority of the members of the Council or the members of a given Committee as the case may be who are present and voting on the question.
- (ii) Where there is an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- (iii) In all matters voting shall be by a show of hands, unless the members of the Council or the members of a Committee decide otherwise for a specific matter under consideration.
- (iv) The names of those voting for, or against, any motion shall not normally be recorded, but members of the Council or of any of its Committees may request to have their vote recorded.
- (v) At the request of any member of the Council or of any of its Committees made before a vote is taken, or immediately after the Chair has declared the result, the number voting for and against any motion shall be recorded in the minutes.

f) Chair’s Action

- (i) The Chair of the Council (or the Vice-Chairs of the Council), with respect to any matter which falls to the Council or any of its Committees to determine, shall be empowered to consider any matter which in his or her opinion:
 - requires immediate attention; and
 - does not justify holding a special meeting of the Council or any of its Committees which would ordinarily consider the matter; or
 - is of such urgency that calling a meeting is impractical.
- (ii) Before exercising these powers, the Chair of the Council should consult with the Vice-Chairs of the Council, the relevant Committee Chair and the Vice-Chancellor.
- (iii) Any action taken by the Chair of the Council (or, in the Chair’s absence, by the Vice-Chairs of the Council) shall be reported to the next meeting of the Council.

g) Attendance of Officers at Meetings of the Council and its Committees

- (i) The membership of all committees shall be determined by the Council but the following officers shall be entitled to attend all meetings of the Council:
 - Vice-Chancellor
 - Deputy Vice-Chancellors
 - Clerk to the Council.
- (ii) The Council shall have discretion to invite Deans of the Institutes and other officers to attend meetings.
- (iii) If an item concerning his or her own position is under consideration, then the officer concerned shall withdraw from the meeting.
- (iv) In the absence of the Clerk from any meeting of the Council or its Committees, the Chair of the Council or the Chair of the relevant Committee will ensure that the duties of the Clerk are undertaken by an appropriate officer.

h) Withdrawal of Student and Staff Members from the Meetings of the Council and its Committees

- (i) Staff and student Council members shall withdraw from meetings where any matter related to a named member of staff or student, or prospective member of staff or student, or any matter related to salaries, is being considered.
- (ii) The Vice-Chancellor shall withdraw from any meeting or part thereof where his or her position is under discussion.

9. Sabbatical Leave of Staff

Anyone who has been granted sabbatical leave for a period of time will not undertake any of the duties associated with his/her substantive post within the University during the period of such sabbatical leave, unless required to do so as directed by the Vice-Chancellor.

10. The Code of Practice and Declaration of Members' Interests

- (i) On appointment Council members will be asked to sign up to a Code of Practice approved by Council and to confirm their continuing acceptance of its terms on an annual basis. The Code sets out, amongst other matters, procedures in respect of the declaration of members' interests.
- (ii) If any member of the Council or any of its Committees has any pecuniary, family or other personal interest, direct or indirect, in any contract, proposed contract or other matter and is present at the meeting of the Council or any of its Committees at which the contract, proposed contract or other matter is the subject of consideration, the member shall, at the meeting and as soon as practical after commencement, disclose the fact and, unless otherwise agreed by resolution of the meeting, withdraw from the meeting before consideration of that item, not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

- (iii) Council or Standing Committee members shall not be treated as having a pecuniary interest in any matter by reason only of their (or a close relative, i.e. parent, sibling or child) being a member of staff or a student of the Institution. The exception to this is set out in Statute XI where a benefit is conferred on a member of the Council.
- (iv) Each member of the Council will be required to complete a Declaration of Interests Form, which will be recorded on the central register of interests on an annual basis.
- (v) The Clerk to the Council will routinely check whether there is a conflict of interest for any member of the Council and will report the findings to the Nominations and Governance Committee and the Council as necessary.
- (vi) The Register of Interests will be published and will be available for inspection by the Principal Regulator.

11. Custody and Use of the Common Seal

- (i) In accordance with Article XI of the Charter, the Council shall have the custody and sole use of the Common Seal of the University.
- (ii) The Clerk to the Council shall be responsible to the Council for the security of the Common Seal.
- (iii) The Common Seal shall be used only to seal documents upon which the Seal is required by law or by accepted custom and usage. Within these terms, the following uses of the Common Seal are authorised:
 - a) Degree, Diploma and Other Certificates;
 - b) Legal Contracts; and
 - c) Conveyances.
- (iv) The Clerk may authorise the affixing of the Common Seal to these documents. Otherwise, the Seal shall be affixed only pursuant to a resolution of the Council or of the Senate or by authority of the Chair of the Council.
- (v) Every instrument to which the Common Seal is affixed shall only be signed by:
 - The Vice-Chancellor; or
 - A Deputy Vice-Chancellor acting on behalf of the Vice-Chancellor

with 1 (one) other signature, at the same time, from:

- The Chair of the Council (or the Vice-Chairs of the Council acting on behalf of the Chair);
- A Deputy Vice-Chancellor
- A Pro Vice-Chancellor; or
- The Clerk to the Council.

- (vi) A Sealing Register shall be kept by the Clerk, in which shall be entered the date of each occasion on which the Common Seal of the University is affixed, the nature of the instrument and the names of the members of the Council or other University Officers who sign the instrument.
- (vii) The Common Seal shall be that approved by the Council of the University.
- (viii) Normally, the sealing and approval of a document shall take place as soon as circumstances demand, but exceptional circumstances, to be determined by the Clerk may warrant the authorisation of the sealing to take place at a Council meeting.

12. The Senate: Constitution and Powers

- (i) Subject to the provisions of the Charter and Statutes, the Senate is responsible for advising the Vice-Chancellor, as the Chief Executive of the University, on all academic matters pertaining to the work and mission of the University. The Senate is chaired by the Vice-Chancellor, or the Vice-Chancellor's nominated deputy, normally meets at least 3 (three) times each academic year and reports to the University Council.

a) Powers of the Senate

- (i) Senate is the primary academic decision-making body within the University. As such, it is responsible for ensuring the good standing of the University and for maintaining and enhancing the standard of provision made at the University and in collaboration with partner institutions, both in the UK and overseas. It is responsible for advising the Vice-Chancellor on all academic matters pertaining to the work and mission of the University.
- (ii) The terms of reference are detailed annually in the University's Academic Quality Handbook

13. Standing Committees of the Council

- (i) The Council will establish the following Standing Committees:
 - a) Academic Committee;
 - b) Audit and Risk Committee;
 - c) Group Scrutiny Committee;
 - d) Nominations and Governance Committee;
 - e) Remuneration Committee; and
 - f) Resources and Performance Committee.
- (ii) The Council may establish, from time to time, such other Standing or ad hoc Committees, or Sub-Committees of its Standing Committees, as it deems fit.
- (iii) The Council shall approve the initial terms of reference for each Committee, which will be considered and amended, if necessary, by the Committee at its inaugural meeting, or any subsequent meeting where an amendment is considered advisable. All amendments to the terms of reference of Committees will be considered by the

Nominations and Governance Committee before a recommendation for approval is made to the Council.

- (iv) The Committees will consider and make recommendations to the Council with regard to policies of relevance to their specific remits. Committees will be responsible for maintaining oversight of these policies and for supporting decisions associated with the implementation of these policies.
- (v) Any Committee of the Council may have co-opted members who are not members of the Council of University.
- (vi) The Audit and Risk Committee will normally consist of the Council members with no executive responsibility for the management of the University. A staff or student member of the Council may not be a member of the Audit and Risk Committee.
- (vii) Common membership of the Audit and Risk and the Resources and Performance Committees is not permitted, other than in exceptional circumstances, which will only be confirmed following approval of the Chair of the Council in consultation with the Vice-Chancellor and the Clerk to the Council.
- (viii) The members of each Standing Committee shall be appointed annually by the Council on the recommendation of the Nominations and Governance Committee and such appointments shall take effect immediately. In the interests of continuity, the normal expectation is that a member of the Council will serve for 3 (three) years on a Standing Committee. Co-opted members shall normally serve for four years or such shorter period as the Nominations and Governance Committee may decide.
- (ix) Where a Standing Committee is established during a financial year, the requisite appointments to membership of such a Committee can occur either at the Council meeting at which the Standing Committee is established or at the next meeting of the Council.
- (x) Where a vacancy occurs in the membership of any Standing Committee, the necessary appointment(s) will be made at the next meeting of the Council.
- (xi) With respect to ad hoc Committees, the Chair of a specific ad hoc Committee, in consultation with the Clerk to the Council, will request available Council members to become members of the ad hoc Committee on a given occasion taking account of any members of the Council who are not able to be members of that ad hoc Committee at that time. In doing so, as far as is practicable, every attempt will be made to vary the membership of such ad hoc Committees on a rotational basis.
- (xii) The Chair of the Council, the Vice-Chairs of the Council and the Vice-Chancellor may be invited to attend any of the Standing Committees of the Council of which they are not members. Each shall be entitled to speak at such Standing Committee meetings, but not vote.
- (xiii) The terms of reference, membership, quorum, frequency of meetings, officer attendance and reporting requirements of each Standing Committee shall be set out in a supplement to these Ordinances. The supplement may be amended from time to time with the approval of Council.

14. Procedures for the Council, the Senate and their Standing Committees

a) Committee Scheduling

- (i) The dates of meetings of the Council and the Senate for the year ahead shall be published prior to the commencement of the academic year on the University's website.
- (ii) In every instance it shall be the responsibility of the Clerk/Secretary of each committee to inform members of the dates, times and venues of meetings.
- (iii) Notification of the date, time and venue of each meeting and the agenda and papers for each meeting of a committee shall be sent by the Clerk/Secretary of the committee to every member not less than 7 (seven) days before each meeting.
- (iv) Except where otherwise stipulated, a special meeting of a committee may be convened by the Chair of that committee, or by the Clerk/Secretary on receipt of a written request signed by no less than one-third of the members of the committee. The meeting shall be held within a minimum of 10 (ten) days and a maximum of 21 (twenty-one) days from the date of receipt of the request by the Clerk/Secretary. The Clerk/Secretary shall notify all members of the date, time and venue of any special meeting. No business shall be transacted at a special meeting of any committee except that for which it has been convened.
- (v) Agendas and papers for any meeting relating to reserved items of business shall be circulated only to those members of the meeting entitled to receive them. Such matters shall be recorded separately in a reserved minute.

b) Attendance at Meetings

- (i) Only duly appointed members are entitled to attend meetings. Substitutes will not normally be permitted. In exceptional circumstances and with the prior agreement of the Committee's Chair a substitute may be permitted to attend a meeting, but will not be permitted to vote and may only contribute to a committee's deliberations when invited to do so by the Chair.
- (ii) A committee's terms of reference may provide for University Officers to attend meetings. The Chair may also permit other officers to attend individual meetings where they are required to provide advice or guidance to the Committee. Officers in attendance will not be permitted to vote and may only contribute to a committee's deliberations when invited to do so by the Chair.
- (iii) Any member who is absent from committee meetings for 12 (twelve) consecutive calendar months shall cease to be a member of that Committee unless the Committee decide otherwise.

c) Order and Conduct of Debate

- (i) Any formal proposal or recommendation which appears on the agenda or in a paper submitted to the meeting shall be put to the meeting for resolution.
- (ii) No proposal or motion proposed during the course of a meeting shall be put to the meeting for resolution without the approval of the Chair.

d) Minutes

- (i) Minutes of every meeting shall be kept by the Clerk/Secretary, who shall be responsible for maintaining a master file of all minutes and papers and subsequently archiving them.
- (ii) The Clerk/Secretary shall circulate the unconfirmed minutes to all members as soon as reasonably practical after each meeting.
- (iii) The minutes of each meeting shall, after confirmation, be signed by the Chair at the succeeding meeting.

15. Appointment of the Clerk to the Council

- (i) The Council shall appoint a Clerk to the Council on such terms and conditions as it shall determine. The Clerk will not be a member of the Council or any of its committees. The Clerk's statutory duties include the provision of secretarial services to the Council and its committees. The Clerk will be accountable to the Council, working closely with the Chair of the Council, the Vice-Chancellor and other members of the Council on identified tasks.
- (ii) The Clerk may be removed from this role by resolution of the Council, except in the case where the Clerk is also an employee of the University when removal will be for good cause.

16. Duties and Responsibilities of the Clerk to the Council

- (i) The Clerk to the Council reports directly to the Chair of the Council. If the Clerk has other duties of the University he or she shall be responsible solely to the Council on constitutional and procedural matters irrespective of any other duties or responsibilities that may be held.
- (ii) The Clerk shall ensure that the Council is provided with authoritative guidance on its responsibilities under the Charter, Statutes, Ordinances, Regulations, policies and procedures of the University.
- (iii) The Clerk must observe confidentiality on all issues at all times and advise the Chair of the Council of any real or potential conflict of interest.
- (iv) When necessary, the Clerk may seek legal or other specialist advice on behalf of the Council.
- (v) The Clerk shall ensure that all documentation provided to the members of the Council is appropriate to enable the Council to exercise its powers and responsibilities.
- (vi) The Clerk shall alert the Council if it appears that any proposed action would exceed the powers of the Council or be contrary to legislation or to the Memorandum of Assurance and Accountability with the Principal Regulator.
- (vii) The Clerk shall advise the Council if it appears that any proposed action would result in the Council or any of its members becoming overly involved in the executive, management, or operational functions of the University, other than as permitted under the Ordinances and Regulations.

- (viii) The Clerk will advise the Council and individual members as required on procedural issues, as well as on any matters relating to an individual's obligations and duties as a member of the Council.
- (ix) The Clerk shall facilitate appropriate opportunities for members to consider strategic matters and shall also co-ordinate the provision of appropriate induction, mentoring, training, and advisory and other guidance materials and programmes for members of the Council.
- (x) The Clerk shall facilitate communication on Council matters between the Chair of the Council (or Vice-Chairs), the Vice-Chancellor and senior staff of the University, as appropriate and/or as required.
- (xi) The Clerk shall ensure that statutory policies are in place and that a file is kept in the University of Policies and other University documents approved by the Council.
- (xii) The Clerk is responsible for the security and use of the Common Seal and for maintaining the Sealing Register of the University.
- (xiii) The Clerk shall maintain records of Council correspondence and shall be the conduit and primary point of contact for all correspondence between members and staff and between staff and members of the Council.

Ordinance III: Academic

1. The Institutes and Academic Units

- (i) Under the provisions of Articles IX and XI of the Charter and Statutes VI and XII the Vice-Chancellor is empowered to determine the overall organisational structure of the University.
- (ii) The organisational structure shall comprise:
 - Institutes, which shall contain the Principal Academic Units of the University; Research Institutes and specialist centres, which may operate within or across Institutes; and collaborate externally. Such institutes shall include those that were historically part of the University of Wales, such as the Centre for Advanced Welsh and Celtic Studies; and
 - Non-academic functions, which shall operate across the campuses of the University.
- (iii) The overall management of the University will be overseen by the Executive Management Board (refer to Ordinance II.14).
- (iv) Each Institute shall consist of:
 - The Vice-Chancellor;
 - The Deputy Vice-Chancellor(s);
 - The Dean of the Institute;
 - Heads of the Principal Academic Units;
 - Other full-time and part-time members of the academic staff engaged in teaching and/or assessment of undergraduate or taught postgraduate students within the Institute; and
 - Full-time or part-time registered students of the Institute.
- (v) Each Institute will be managed through a Institute Board, which shall be chaired by the Dean of that Institute. The Institute Board will comprise the Heads of the Principal Academic Units and student representatives appointed via the Students' Union, the number of which shall be agreed annually by the Institute and the Students' Union. The Students' Union shall ensure that the student representatives shall be reasonably representative of the subjects taught within the Institute and of the various years of study. Such other persons as the Senate may from time to time determine shall also attend the Institute Board.
- (vi) The Deans of the Institutes shall monitor and ensure maintenance of academic quality and standards and present to the Senate and other University bodies the views of their Institute on matters of academic quality and standards.
- (vii) Subject to the provisions of the Charter and Statutes, each Institute shall have the powers and functions determined by the Senate and set out annually in the University's Academic Quality Handbook.

- (viii) Subject to the approval of the Senate, Institutes, Research Institutes and specialist centres shall be empowered to establish stakeholder and other appropriate groups to support them in their work

a) Duties and Responsibilities of the Heads of the Institutes and Schools

(i) Deans of the Institutes

- The Deans of the Institutes will be appointed in accordance with University procedures and shall be permanent appointments.
- The Deans of the Institutes will chair Institute Board Meetings, which will be held termly.
- The Deans of the Institutes will perform such duties and have such powers as shall be delegated to them by the Vice-Chancellor.
- Assistant Deans may be appointed to provide assistance in the fulfilment of the duties of Deans of the Institutes. Where appointed, Assistant Deans will be members of the Institute Board.

2. Degrees and Other Awards Granted by the University

- (i) Article IV of the Charter of the University confers the power to award degrees and other awards of the University. The processes of assessment and award are described in the University's Academic Quality Handbook, which is updated annually.

3. Honorary Degrees and Fellowships of the University

- (i) The Council may confer any degree of the University on any person *honoris causa* (hereinafter referred to as 'honorary degrees') and may elect as Fellows persons of distinction and persons who have, in the opinion of the Council, rendered significant services to the University or community. The Council may also award the University of Wales: Trinity Saint David Medal to such persons or organisations that have, in the opinion of the Council, rendered exceptional service to the University.
- (ii) Election as a Fellow of the University is intended to recognise persons who are of outstanding distinction in their own fields and have rendered exceptional service to the University. The Fellowship of the University of Wales: Trinity Saint David may be awarded:
- a) To members or former members of the Council, or to former members of the Governing Body of any predecessor institution, or to members or former members of the Governing Body of a constituent College, or to former members of staff or former students of the University and its predecessor institutions, who have achieved distinction in appropriate fields or have rendered exceptional services to the University or community;
 - b) To other persons not members of the University who are of outstanding distinction in appropriate fields or have rendered exceptional services in areas of interest to the University or its community.

- (iii) An honorary degree may be conferred on persons of conspicuous merit, who are outstanding in their field. Such persons will normally have made a major and sustained academic contribution in a field relevant to the University or have been recognised at national or international level for their outstanding achievements.
- (iv) An honorary degree shall not, save in exceptional circumstances, be conferred in absentia.
- (v) An honorary degree shall not be conferred posthumously. However, where the Council has formally resolved to confer an honorary degree on a person, and the death of that person occurs before the conferment takes place, the honorary degree shall be deemed to have been conferred, the date of the conferment being deemed to be the day preceding the date of death.
- (vi) An honorary degree conferred by the University shall be cited in the following form: Title of degree (UWTSD) *honoris causa*, e.g. DD (UWTSD) *honoris causa*.
- (vii) The Council shall prescribe the form of the diploma for those upon whom an honorary degree has been conferred and shall determine the procedures for inviting and considering nominations and the arrangements for conferring the degrees. It may also develop the criteria for the conferment of honorary degrees more fully, if it sees fit.
- (viii) The University of Wales: Trinity Saint David Medal may be awarded to such persons or organisations, whether members of the University or not, as may be deemed eligible by reason of their having rendered exceptional or outstanding service to the University or having otherwise acted over a period of time to enhance its reputation, mission and/or objectives.
- (ix) All Honorary Degrees, Honorary Fellowships and other Honorary Awards shall be made on the recommendation of the Council, following consideration by the Nominations and Governance Committee.
- (x) Honorary Degrees, Honorary Fellowships and Honorary Awards shall be conferred at the Degree Congregations and other Awards Ceremonies of the University and may, with the approval of the Vice-Chancellor, also be conferred on other occasions.
- (xi) Exceptionally, and for good cause (and subject to the rules of natural justice and the right of appeal to the Vice-Chancellor), Honorary Degrees, Honorary Fellowships and other Honorary Awards may be removed on the joint recommendation of the Council and the Senate.
- (xii) "Good cause" for the purpose of this Ordinance shall mean conduct of an illegal, immoral, scandalous or disgraceful nature and as deemed by the Council and the Senate as incompatible with the holding of an Honorary Award of the University and as defined in Statute II.

4. Congregations

- (i) Congregations of the University shall be held at least annually to confer degrees, at such time and place as the Council shall determine. The Vice-Chancellor shall preside, or in the absence of the Vice-Chancellor, a Deputy Vice-Chancellor.

- (ii) Recipients of Honorary Degrees shall be presented for admission by the Patron or the President or a person appointed by the Vice-Chancellor.

Ordinance IV: Finance

1. Financial Matters

- (i) Under the terms of the Memorandum of Assurance and Accountability with the Principal Regulator, the University is required to have a sound system of internal financial management and control.
- (ii) Pursuant to Statutes III (Audit), VI 2(vi - xi) (Powers), and XI (Benefits), the Council is responsible for ensuring that there is adequate provision for the proper control of the financial business of the University. The Ordinance applies to the conduct of all financial business of the Trinity Saint David University Group, including the Trinity College Charitable Scheme, the Students' Union and all Subsidiary Companies. It applies irrespective of the source of funding.
- (iii) This Ordinance sets out key responsibilities for financial matters within the Trinity Saint David University Group. Anyone who deals with financial matters must observe it.
- (iv) Breach of this Ordinance may result in disciplinary action being taken against the person concerned under the terms of their employment contract with the University or a Subsidiary Company or, in the case of students, under the University's Disciplinary Procedure for Students.
- (v) It is the duty of the Deputy Vice-Chancellor (Finance and Planning) and the Clerk to the Council to ensure that this Ordinance is reviewed periodically and modified where necessary to reflect organisational or other changes within the University.
- (vi) The University's Executive Management Board is empowered by this Ordinance to devise Financial Regulations to ensure the efficient management and good conduct of all of the University's finances and to comply with the requirements of the Principal Regulator. The system of internal control contained in the University's Financial Regulations will be considered by the Audit and Risk Committee, further to an appropriate recommendation from the Vice-Chancellor, for approval by the Council.
- (vii) The Trinity College Charitable Scheme Board is expected to adopt the University's Financial Regulations, subject to any necessary amendments required pursuant to the Charities Act 2011.
- (viii) The President of the Students' Union and the Directors of each Subsidiary Company are required to adopt the University's Financial Regulations, subject to any specific requirements to suit the needs of their parts of the Trinity Saint David University Group, such amendments to be approved by the Audit and Risk Committee further to an appropriate recommendation from the Vice-Chancellor.
- (ix) In the event of conflict between this Ordinance and any such subordinate Regulations this Ordinance shall prevail.

2. Risk Management

- (i) The University acknowledges the risks inherent in its business, and is committed to managing those risks that pose a significant threat to the achievement of its business objectives and financial health. The University publishes detailed guidance on the

management of risk in a policy document with which all Members of the University are required to comply.

3. Delegation of Powers and Responsibilities

The following principles apply to all delegated authorities within the University:

- (i) Authority may be delegated downwards, but on the understanding that adequate controls are to be put in place by delegators to ensure that delegates fully understand their obligations. The main elements of the matters delegated must be recorded in writing, for the avoidance of doubt between delegators and delegates. Although the responsibility for carrying out certain duties may be delegated, together with the authority and resources to carry them out, the person making the delegation is not absolved by this from his overarching responsibility and the delegator continues to bear managerial responsibility.
- (ii) Where Members of the University delegate their powers to third parties, it is the duty of delegators to ensure continuing compliance with this Ordinance.

4. Financial Planning

- (i) The Council has overall responsibility for long and short-term planning and allocation of resources to all parts of the University Group and for producing plans in accordance with the Principal Regulator's requirements. This responsibility is delegated to the Vice-Chancellor as Chief Accounting Officer.
- (ii) The Vice-Chancellor is responsible for advising the Council on all aspects of the University's Strategic Plan and its implications for the University's financial well-being, as is the Chair of the Trinity College Charitable Scheme on behalf of the Charitable Scheme and the President of the Students' Union for the Students' Union.

5. Financial Reporting, Accounting Records and Information

- (i) University officers shall produce, in accordance with the Memorandum of Assurance and Accountability agreed with the Principal Regulator and no later than 6 (six) months after the end of the University's financial year, group accounts for that year, which shall be presented to the Council after review by the Resources and Performance Committee and confirmation by the Audit and Risk Committee.
- (ii) University officers shall also provide the Council and Resources and Performance Committee with management accounts, trading accounts and such other information relating to the financial affairs of the University as they may from time to time require.
- (iii) University officers shall establish and document accounting policies for the Trinity Saint David University Group to be agreed by the Audit and Risk Committee. All accounting systems and records within the Trinity Saint David University Group shall be maintained in accordance with the requirements of the Financial Regulations. The Accounting Policies shall comply with, and will be amended as required in line with changes in, generally accepted accounting principles for the UK ("UK GAAP") and any relevant Statement of Recommended Practice ("SORP").

6. Budgets and Allocation of Resources

- (i) The Council shall determine the Budget for the University once a year, before the commencement of the financial year. It is the duty of the Vice-Chancellor to report to the Council and the Resources and Performance Committee any material variations to the expected outcome which come to their notice during the course of the year. The appropriate action for dealing with any material variation is set out in the Financial Regulations.
- (ii) The Council delegates responsibility for the allocation of budgets to the Vice-Chancellor. Anyone to whom budgetary responsibility is delegated is known, for the purposes of this Ordinance, as a "Budget Holder". In every case, Budget Holders are answerable to their line managers for financial control of their budgets, in accordance with directions given from time to time.

7. Response to Allegations of Fraud, Bribery and associated Irregularities

- (i) The University derives much of its income from public funds and is a registered charitable organisation, so has a particular responsibility to ensure that income and resources are used solely for the purposes intended.
- (ii) For the purposes of this Ordinance, "fraud" is as defined in the Fraud Act 2006 and "bribery" is as defined in the Bribery Act 2010. "Associated Irregularities" refers to those offences currently defined by the Proceeds of Crime Act 2002 and Money Laundering Regulations 2007.
- (iii) Fraud and corruption are a serious matter and the University is committed to investigating all cases of suspected fraud or corruption. Any member of staff, regardless of their position or seniority, against whom prima facie evidence of fraud or corruption is found, will be subject to disciplinary procedures that may result in dismissal. The University will normally involve the police and may seek redress via civil proceedings. This Ordinance will apply to all members of the University.
- (iv) The processes to be followed and associated actions are detailed in the University's Fraud/Bribery Response Procedure, which is contained in the University's Financial Regulations.
- (v) The Audit Code of Practice of the Principal Regulator includes a requirement that universities must notify the Principal Regulator of any attempted, suspected or actual fraud or irregularity where:
 - The sums involved are, or potentially are, in excess of £20,000;
 - The particulars of the fraud are novel, unusual or complex; and/or
 - There is likely to be public interest because of the nature of the fraud or the people involved.
- (vi) Any attempted, suspected or actual fraud or irregularity matching the criteria in the Audit Code of Practice of the Principal Regulator will be reported to the Chair of the Council, the Chair of the Audit and Risk Committee and the External Audit Partner.

- (vii) Any request for a reference for a member of staff or a student who has been disciplined or prosecuted for fraud or other financial irregularities must be referred to the Vice-Chancellor for advice.
- (viii) This Ordinance will be reviewed annually for fitness of purpose. Any recommended change will be reported to the Audit and Risk Committee for consideration and to the Council for approval.

8. Group Treasury Management

- (i) The University and its Subsidiary Companies may 'pool' or share their financial working capital resources, on a short-term basis, to assist good Group treasury management and to make best use of such resources between Group members on a day to day basis.
- (ii) Authority for the approval of such pooling rests with the University Council and the Board of Directors of the relevant Subsidiary Company. Requests for the short-term transfer of funds shall be put to the relevant bodies for approval. In the interests of planning and to expediate processing, it is expected that notification of a forthcoming request will be put to the relevant body as soon as anticipated, together with details of the approximate and maximum amount. Where appropriate, the relevant body will authorise officers to draw down the specified amount when the request is formally received.
- (iii) If, exceptionally, notification of a forthcoming request for transfer of funds has not been given, and where no meeting of the relevant body is scheduled to take place, an extraordinary meeting shall normally be called in accordance with the provisions of the relevant statutory documents.
- (iv) No transfer of funds will be extant at the financial year end of either the University or the Subsidiary Company.
- (v) No interest will be charged on such transfers of funds but the transferor may request the transferee to meet any costs incurred by the transferor in making the transfer (including loss of interest otherwise earned). The transferee will meet all such costs that are reasonably incurred by the transferor.
- (vi) Requests for such transfers of funds will be made in writing by the Vice-Chancellor or nominee (in the case of the University) or by the Chief Executive/Managing Director/Principal (in the case of the Subsidiary Company) and will specify:
 - i. amount of the transfer;
 - ii. purpose of the transfer;
 - iii. requested date of transfer; and
 - iv. proposed date of repayment.
- (vii) The arrangements above apply to short term treasury management transfers only. Any other transfer in the form of loans between the University and its Subsidiary Companies or vice versa will be appropriately documented in a formal loan agreement subject to the approval of University Council and the Board of the Subsidiary Company and in line with relevant regulator guidance / bank facility agreements.

Ordinance V: Staff

1. University Officers

a) Vice-Chancellor

The Vice-Chancellor is designated as the Chief Executive, Chief Accounting Officer and Principal Academic and Administrative Officer and shall have the power to confer degree awards and other academic distinctions of the University of Wales: Trinity Saint David. The Vice-Chancellor will also be the Chief Executive of the Trinity Saint David University Group. The Vice-Chancellor has delegated responsibility from the Council for: the development of all strategic and operational plans; the stewardship of all financial resources, capital and revenue, within limits prescribed by Ordinance; and the organisation and management of all staff resources. The Vice-Chancellor is appointed by the Council.

b) Deputy Vice-Chancellors

The Deputy Vice-Chancellors are appointed by the Council. They are responsible for the following areas of the University's activities: corporate, strategic and academic matters; finance and resources; and research, innovation, skills and engagement with communities.

c) Pro Vice-Chancellors

The Pro Vice-Chancellors are appointed by the Council.

d) Deans of the Institutes

The Deans of the Institutes are appointed primarily to establish and lead the academic Institutes. The Deans are appointed in accordance with University procedures.

e) Campus Provosts

The Campus Provosts are to be regarded as 'ambassadors' for the cultural identities of each campus community. They will work with the Vice-Chancellor to develop a strong student and collegiate identity.

f) Appointment of the Vice-Chancellor

- (i) The Vice-Chancellor will be appointed by the Council and will hold office until retirement or completion of contract as determined by the Council, or resignation or removal, as described in the Annex to Statute X.
- (ii) The Council will agree the appointment process and procedure for the Vice-Chancellor and will establish an Appointment Committee.
- (iii) The Appointment Committee will take such steps as it thinks fit to make known the vacancy by advertisement and any other means. It will have the power to confirm a job description for the post, select a short list of candidates and interview them. It may also invite any person to become a candidate.
- (iv) The Appointment Committee may consult any other person about the appointment and may, at its discretion, co-opt not more than 2 (two) persons to act as external assessors who will not be eligible to vote.

- (v) The Appointment Committee will propose 1 (one) candidate for appointment by the Council. The details of the qualifications of the candidate selected by the Committee will be provided to the members of the Council, which may, at its discretion, invite the candidate to attend for a further interview before confirming the appointment.
- (vi) If the Appointment Committee fails to agree on 1 (one) candidate and submits more than 1 (one) such candidate, then the Council will make the appointment in such manner as it may determine, being cognisant of legal requirements.

g) The Role of the Vice-Chancellor

The Vice-Chancellor is the Chief Accounting Officer of the University.

The Vice-Chancellor, as the Chief Executive Officer of the University, shall be responsible to the Council for the efficient and effective functioning of the University. The key functions of the role are as follows:

- (i) The Vice-Chancellor shall have the power to confer degrees of any rank and other academic distinctions of the University of Wales: Trinity Saint David.
- (ii) The Vice-Chancellor shall chair the Senate.
- (iii) The Vice-Chancellor shall be an ex-officio member of the statutory bodies of the University and of all University committees with the exception of the Audit and Risk Committee and the Remuneration Committee. The Vice-Chancellor may attend the Remuneration Committee by invitation but will withdraw when any matter relating to his or her own terms and conditions is discussed.
- (iv) Subject to the provisions of the Regulations, the Vice-Chancellor may refuse to admit or may suspend or may withdraw any student from their studies and may exclude any student from any part of the University.
- (v) Subject to the provisions of the Statutes, the Ordinances and the Regulations, the Vice-Chancellor may suspend on full pay, dismiss or remove from office any member of the staff.

The Vice-Chancellor may delegate any of the functions listed above in clauses (ii), (iii) and (iv) to a Deputy Vice-Chancellor or a Pro Vice-Chancellor.

h) Appointment of the Deputy Vice-Chancellors

- (i) The Deputy Vice-Chancellors will be appointed by the Council.
- (ii) The length and nature of the contract of the Deputy Vice-Chancellors shall be determined by the Council.
- (iii) The duties and functions of the Deputy Vice-Chancellors will be prescribed by the Council and shall be exercised as determined by the Vice-Chancellor, including responsibility to the Vice-Chancellor for the supervision of the requirements of the Ordinances and Regulations on Discipline.

- (iv) In the absence of the Vice-Chancellor, the Deputy Vice-Chancellors shall be responsible for the efficient and effective functioning of the University.
- (v) A Deputy Vice-Chancellor will act as Deputy Chair of the Senate and of those committees of which the Vice-Chancellor is an ex-officio member and shall preside at those bodies in the absence of the Vice-Chancellor.
- (vi) The Deputy Vice-Chancellors shall be entitled to attend all committees established by the Council.

i) Pro Vice-Chancellors

- (i) The Pro Vice-Chancellors shall be appointed by the Council.
- (ii) The Pro Vice-Chancellors shall be permanent appointments.
- (iii) The duties and functions of the Pro Vice-Chancellors will be prescribed to them by the Council and shall be exercised by them as determined by the Vice-Chancellor, including responsibility to the Vice-Chancellor for the supervision of the requirements of the Ordinances and Regulations on Discipline.

2. Staff of the University

- (i) Appointment of staff other than the Vice-Chancellor, Deputy Vice-Chancellors, Pro Vice-Chancellors and the Clerk to the Council is made according to the Recruitment and Selection Policy and Procedure of the University as confirmed by the Council.
- (ii) Provisions for the Dismissal of staff are made in Statute X and Ordinance V (6).
- (iii) Except as provided by Statute, all the functions of the Council in relation to the appointment and promotion of staff of the University shall be exercised by committees established for this purpose by the Vice-Chancellor.
- (iv) The committees shall have power to delegate, upon such conditions as the Council may determine, any of their functions to committees or sub-committees formed from their own number or otherwise appointed by them, or to persons within the University.
- (v) The duties of a Dean, Campus Provost, Director, or Head of an Institute, Department, Division, Centre or other unit, and for the direction and administration of such entities, shall be determined by the Vice-Chancellor.
- (vi) The University aims to provide a well-planned and executed recruitment and selection process that is timely and merit based, that results in the appointment of high quality staff who meet the needs of the post and that supports the strategic direction of the University.
- (vii) The University is committed to a comprehensive policy of Equality of Opportunity in Employment consistent with Article V.1 of the Charter and in which all individuals are treated on the basis of their relevant merits and abilities. The University seeks to promote good and fair recruitment and selection practices.

- (viii) All who are involved in the recruitment and selection of staff are expected to observe the University's Recruitment and Selection policy and procedures and to ensure that their actions are consistent with the principles of these procedures. All members of each Selection Panel, as appropriate to the post and consistent with the policy, must have undertaken training in recruitment and selection.

3. Probationary Period

- (i) It will be normal practice for all new appointees to be required to serve a probationary period in respect of employment with the University. In most cases the successful completion of a probationary period will be a condition of employment. The University approaches the probationary period as a positive measure designed to assist new appointees to make an effective transition into a new job in as smooth a manner as possible.
- (ii) The aims and purpose of a probationary period are to:
- Monitor, assess and regulate where necessary the conduct and performance of an employee;
 - Ensure that employees have the maximum opportunity to adapt to the duties commensurate with the post or role to which they have been appointed; and
 - Enable an employee and the University to determine mutual compatibility within the workplace context.
- (iii) The procedure to be followed during and at the end of the probationary period is set out in the Probation Policy, as amended from time to time.
- (iv) The provisions of Statute X and this Ordinance are without prejudice to the legislation relating to the protection of employees.

4. Professors, Associate Professors and Readers

- (i) The University is able to award the titles of Professor, Associate Professor and Reader to members of staff of the University of Wales: Trinity Saint David who can demonstrate outstanding achievement in the advancement of knowledge, advancement of learning, through professional recognition and standing or through academic leadership and management. The full process and selection criteria for the award of these titles are laid down in Appendix 5.
- (ii) The title of Emeritus Professor may be awarded to former members of staff providing they meet the criteria that shall be determined by the Senate and the Council.

5. General Principles of Construction and Application

- (i) Any Ordinances or Regulations shall be applied and construed to give effect to the guiding principles set out in Statute X, clause 2. Where a member of staff invokes Statute X, clause 2, that claim shall be considered by the person or persons dealing with the matter.

- (ii) The University will have regard to sections VI and VII of the Recommendation concerning the Status of Higher-Education Teaching Personnel adopted by the General Conference of the United Nations Educational Scientific and Cultural Organisation (UNESCO) in Paris on 11 November 1997.

6. Dismissal, Grievance Procedures and Related Matters (Statute X, Part I)

a) Dismissal for Good Cause

- (i) Dismissal of members of staff shall be for good cause, as defined in Statute II, and consistent with section 98 of the Employment Rights Act 1996.
- (ii) The procedure governing the dismissal of members of staff, with the exception of the Vice-Chancellor and of staff within their probationary period, is set out in the Disciplinary Policy, as amended from time to time.
- (iii) Statute X – Annex: Provisions as to the Vice-Chancellor, sets out the procedure for the removal from office of the Vice-Chancellor.

b) Dismissal within Probationary Period

The procedure for the dismissal of staff within their probationary period is set out in the Probation Policy, as amended from time to time.

c) Dismissal through Redundancy (Statute X, Part II)

- (i) The University wishes to avoid, wherever possible, the necessity of dismissing staff by reason of redundancy. In the event that redundancy is unavoidable the University will ensure that it warns and consults affected employees, adopts a fair selection procedure and considers alternative employment as a means of avoiding dismissals. Dismissal by reason of redundancy – Statute X, 1, Part II (other than the non-renewal of a fixed-term contract) shall be handled in accordance of the procedures set out in the University's Change Management Policy, as amended from time to time.
- (ii) Redundancy shall have the same meaning as in section 139 of the Employment Rights Act 1996.
- (iii) The University will consult with appropriate representatives in accordance with and to the extent required by section 188 of the Trade Union and Labour Relations (Consolidation) Act 1992 and discussion with the staff concerned.
- (iv) The power to dismiss, and the procedures prescribed, under this Part shall not apply to those staff defined in sub-sections (3) to (6) of section 204 of the Education Reform Act 1988 (staff appointed prior to, and not promoted after, 20 November 1987), who shall for this purpose continue to be subject to such powers, if any, as applied to them prior to the introduction of the Statute made by the University Commissioners in the exercise of their powers under sections 203 and 204 of the Education Reform Act 1988.
- (v) This Part shall not apply to the non-renewal of a fixed-term contract, which shall be dealt with under clause 6.f below.

- (vi) An employee subject to dismissal by reason of redundancy shall have the right to appeal to an appeals subcommittee of the University Council. The appeals subcommittee shall be entitled to review all aspects of the matter. The procedure for appointing the appeals subcommittee of the University Council is detailed in an appendix to the Change Management Policy.

d) Dismissal on Grounds of Disciplinary Action (Statute X, Part III)

- (i) It is fully acknowledged that employees of the University generally behave in an appropriate and reasonable manner. However, it is essential for the conduct of the University's affairs and for the safety and well-being of all its employees that appropriate procedures are in place for the discipline of members of staff on grounds of misconduct and unsatisfactory performance.
- (ii) The Disciplinary Policy, as amended from time to time, applies to all staff, with the exception of staff within their probationary period.

e) Dismissal on Grounds of Health or Incapability (Statute X, Part IV)

- (i) The University seeks to ensure that all employees are able to perform their contracted duties effectively within the workplace and to receive appropriate support where there are any issues with performance.
- (ii) The procedure applied by the University to all staff, with the exception of staff within their probationary period, is set out in the Capability Policy, as amended from time to time.
- (iii) Incapability as defined in Statute X refers to skill, aptitude, health (whether physical or mental) or any other physical or mental quality and is consistent with section 98 of the Employment Rights Act 1996.
- (iv) The Sickness Absence Management Policy, as amended from time to time, supports the Capability Policy by setting out procedures for dealing with both short term and long term sickness absence. The Policy is applicable to all staff, with the exception of staff within their probationary period.
- (v) No member of staff may be dismissed where that dismissal would contravene the Equality Act 2010.
- (vi) Provision for removal of the Vice-Chancellor for incapacity on medical grounds follows the procedure set out in the Sickness Absence Management Policy subject to the modifications set out in Statute X – Annex: Provisions as to the Vice-Chancellor.

f) Dismissal on any other Grounds (Statute X, Part V)

- (i) Section 98 of the Employment Rights Act 1996 sets out the fair reasons for dismissal.
- (ii) The Change Management Policy, as amended from time to time, in addition to the procedures to be followed in relation to potential redundancies, also sets out procedures which the University will follow in relation to other dismissals. The

procedure for the termination of a fixed-term contract is set out in a specific policy. The provisions of this Ordinance will have regard to the Fixed-Term Regulations (Prevention of Less Favourable Treatment) Regulations 2002 ("the Fixed-Term Regulations").

7. Disciplinary and Grievance Procedures

a) Code of Practice

In drawing up Disciplinary and Grievance policies and procedures the University has had regard to section 1 and section 2 of the Code of Practice on Disciplinary and Grievance Procedures (as may be amended or replaced from time to time) issued by the Advisory Conciliation and Arbitration Service (ACAS), issued under section 199 of the Trade Union and Labour Relations (Consolidation) Act 1992 and which came into effect by order of the Secretary of State on 6 April 2009.

b) Disciplinary Policy

- (i) The University Disciplinary Policy, as amended from time to time, offers informal and formal procedures relative to the allegations being made. Staff are afforded the right to be accompanied as clarified within the policy.
- (ii) If appropriate, the member of staff may be suspended while the matter is being considered. The reason or reasons for suspension and requirements during the suspension should be discussed at a meeting with the member of staff. The arrangements will be confirmed in writing. If it is not possible to meet with the member of staff, written notification will be sent to the member of staff and a meeting date will be set up to discuss the reasons for the suspension and arrangements during the period of suspension.
- (iii) The member of staff will have the right of appeal as stipulated in the Disciplinary Policy.

c) Investigations into Allegations of Research Misconduct

- (i) Investigations into allegations of research misconduct will be undertaken according to University procedures, as amended from time to time.
- (ii) Allegations of research misconduct may be brought to the attention of the University internally or externally by an individual or by an organisation. Whatever the source of the allegation, the University will endeavour to ensure that justice is done, and also is seen to be done, to both the complaining and the accused parties. Bona fide complaints will be pursued with integrity and confidentiality and every attempt made to ensure that the investigation proceeds without detriment to the complainant or the accused. Staff are entitled to expect that their research work will be regarded as being honest, until shown to be otherwise, and that they will be protected against ill-founded, frivolous, mischievous or malicious complaints; this principle will guide the University's procedures.
- (iii) The University will ensure that, as far as possible, the proceedings of any investigation are treated as confidential. However, where there is a conflict

between the need for confidentiality and the need to seek the truth, the latter must prevail.

d) Grievance Policy (Statute X, Part VI)

- (i) The University aims to provide a positive and supportive work environment, but recognises that issues may arise between colleagues or with work requirements, or with regard to the expectations of employees.
- (ii) The University seeks to promptly resolve any individual grievances raised by members of staff informally wherever this is possible but recognises that certain grievances will require a more formal approach. The Grievance Policy, as amended from time to time, sets out the procedures for resolution and redress of grievances. The Policy is applicable to all staff.

8. Public Interest Disclosures

- (i) The University is committed to the highest standards of openness, probity and accountability. It seeks to conduct its affairs in a responsible manner, taking into account the requirements of the funding bodies and the standards in public life set out in the reports of the Committee on Standards in Public Life. The University's policy and procedure for Public Interest Disclosure or 'Whistle Blowing' constitutes part of the Financial Regulations of the University.

Ordinance VI: Students

1. Students of the University

a) Matriculation

- (i) Matriculation is the formal enrolment of a student in the University to pursue a course of study leading to a named award.
- (ii) Candidates for matriculation shall be, for an initial degree, at least 17 (seventeen) years of age on the first day of October in the first year of their candidature and shall have passed an examination approved by the Senate as a qualification for matriculation or been exempted therefrom by the Senate under conditions prescribed by Regulation. The Vice-Chancellor shall have the power to relax the condition as to age in exceptional cases.
- (iii) Students upon matriculation with the University shall pay the fee prescribed by Regulation and provide the University with all personal data necessary to comply with the statutory requirements of the funding bodies and other government agencies, including their date of birth. Use of this data is governed by the terms of the University's registration under the Data Protection Act.
- (iv) Matriculation shall confer the privileges of student membership of the University as appropriate to the respective classes of student and shall carry the obligation to conform to the rules of the University and to submit to the jurisdiction of the Senate.

b) Registered Students

- (i) The registration as a student of any student who fails to satisfy the examiners in any examination prescribed in the Academic Regulations or by the Senate for the course of study being pursued may be terminated.
- (ii) Termination of registration as a student on academic grounds other than failure in any examination shall be in accordance with a procedure laid down by the Senate which shall provide an opportunity for the student to make representations.
- (iii) The Vice-Chancellor, acting in accordance with Academic Regulations approved by the Senate, may suspend or terminate the registration as a student, or not confer the award of a degree, diploma or certificate and withhold the certificate in respect of that award from any student who is in debt to the University.
- (iv) The Senate shall establish procedures to confer or revoke any degree, diploma, certificate or other award, qualification, prize or distinction granted by the University and all privileges connected therewith, if at any time it shall be discovered and proved to the satisfaction of the Senate that there was any material irregularity in the events or circumstances leading to the grant of the degree, diploma, certificate or other award, qualification, prize or distinction.

2. The Students' Union

- (i) The University's Supplemental Charter provides for a Students' Union. The Students' Union shall determine its identity in accordance with its Constitution.
- (ii) The constitution of the Students' Union shall be subject to approval by the University Council at intervals of not less than 5 years.
- (iii) The object of the Students' Union is the advancement of education of students at University of Wales: Trinity Saint David for the public benefit by:
 - a) Promoting the interests and welfare of students at University of Wales: Trinity Saint David during their course of study and representing, supporting and advising students;
 - b) Being the recognised representative channel between students and University of Wales: Trinity Saint David and any other external bodies; and
 - c) Providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

3. Code of Student Discipline

- (i) Article IV of the Charter of the University conveys the power of the University to prescribe disciplinary provisions to which students of the University or other persons using any facilities of the University shall be subject.
- (ii) For disciplinary purposes, there are six jurisdictional areas or activities:
 - a) Students' Union premises and Students' Union activities, whether on or off University premises;
 - b) The residences and residence activities whether on or off University premises;
 - c) Departmental buildings and departmental activities including field trips;
 - d) Other University areas;
 - e) Misconduct of a nature which is likely to affect the good name and standing of the University with any of its stakeholders and/or the wider community; and
 - f) Misuse of computer facilities or activities.
- (iii) The procedure relating to the discipline of students is published on the University's website.

4. Procedure for Dealing with Complaints by Students

- (i) The University aims to provide the highest standards of teaching and to provide the fullest experience of University life; furthermore the University strives to achieve a standard of overall administrative performance, in terms of service quality and operating efficiency, which complements and reinforces the excellence of its teaching and research. The University recognises, however, that if students consider they have

grounds for complaint about either academic or administrative services, a clear, consistent procedure should be available through which these complaints can be investigated and considered.

- (ii) The procedure for dealing with complaints by students is set out in the Academic Quality Handbook.
- (iii) This Ordinance does not cover:
 - a) Academic Appeals;
 - b) Public Interest Disclosure; or
 - c) Complaints about the admissions process.

Procedures for dealing with these matters are prescribed in the Academic Quality Handbook or the University's website.

- (iv) Once a student has completed the University's internal complaints procedures, the University will issue a Completion of Procedures Letter. If the student is still dissatisfied, he or she may submit a complaint to the Office of the Independent Adjudicator for Higher Education, subject to the timescales and in accordance with the procedures specified by that Office.
- (v) The University reserves the right to reject a complaint when it is submitted:
 - a) more than three (3) months after a student has completed, withdrawn from or been withdrawn from his or her programme of study; and / or
 - b) more than three (3) years after the substantive event(s) to which the complaint refers.

5. Associations of Former Students

- (i) The name of the Association of former students of the University shall be Prifysgol Cymru: Y Drindod Dewi Sant Cymdeithas Cyn-fyfyrrwyr / University of Wales: Trinity Saint David Alumni Association. There shall be dedicated alumni links that shall have regard to the historical association with the Lampeter Society, the alumni of Trinity College Carmarthen, Trinity University College and the alumni of Swansea Metropolitan University.
- (ii) Under the umbrella of the University of Wales: Trinity Saint David Alumni Association and for the foreseeable future, there shall be 3 (three) campus-based alumni associations to reflect the history and traditions of each campus.
- (iii) The objectives of the Association are:
 - a) to promote a beneficial relationship between the University, alumni and other stakeholders;
 - b) to promote and support alumni groups and their activities;
 - c) to promote the interests and reputation of the University;
 - d) to represent the views of alumni and advise the University;

- e) to encourage and assist with effective communications between the University, alumni groups and individual alumnus; and
 - f) to help the University raise funding from alumni and others.
- (iv) Members of the Alumni Association shall be:
- Members of the Lampeter Society;
 - Members of the alumni of Trinity College Carmarthen;
 - Members of the alumni of Trinity University College;
 - Members of the alumni of Swansea Metropolitan University
 - Former students of the University who have completed a recognised course or a period of study;
 - Current and former staff of the University and its antecedent colleges, including visiting staff and fellows;
 - Current and former members of the University Council;
 - Honorary graduates; and
 - Individuals as determined by the Alumni Association Board.
- (v) The Constitution of the Organisation of the Alumni Association shall be subject to approval by the University Council at intervals of not less than 5 (five) years.

Appendices

1. Process for the Appointment of Professors, Associate Professors and Readers

An Appointment Committee will be established to consider applications for these awards. All recommendations made by this Committee will be reported to the Senate and Council for confirmation.

a) Process: Professors and Associate Professors

(i) Stage one

Members of staff who wish to submit an application for the conferment of the title of Professor or Associate Professor shall first consult the Vice-Chancellor. The first step will be the submission of a letter of application supported by curriculum vitae.

The Vice-Chancellor shall determine whether there is a prima facie case for submission of the application to an Appointment Committee.

If the Vice-Chancellor considers that a prima facie case has not been established the applicant shall be informed of the reasons. There will be an opportunity for further feedback on the applicant's personal development.

If an applicant is aggrieved at a decision by the Vice-Chancellor not to submit the application to an Appointment Committee, he or she may request the Vice-Chancellor to obtain an independent report from an external assessor and to give the application further consideration. Any decision reached after external independent review shall be final.

Applicants may nominate 5 (five) referees.

(ii) Stage two

An Appointment Committee will be established.

b) Award Criteria

(i) For the Title of "Professor"

The title of Professor may be awarded to staff of the University who may be considered outstanding in at least 1 (one) of the following categories and have a high level of achievement in at least 1 (one) other:

1. Significant contribution to the advancement of knowledge through research, scholarship, publication, knowledge transfer or professional practice which would be expected to be international in its scope.
2. Significant contribution to the advancement of learning by the leadership of teaching and curriculum development.
3. Professional recognition and standing amongst peers.
4. Strategic academic leadership and management.

(ii) For the Title of “Associate Professor”

The title of Associate Professor may be awarded to staff of the University who may be considered outstanding in at least 1 (one) of the following categories and have a high level of achievement in at least 1 (one) other:

1. Contribution to the advancement of knowledge through research, scholarship, publication, knowledge transfer or professional practice which would be expected to be national in its scope.
2. Contribution to the advancement of learning by the leadership of teaching and curriculum development.
3. Professional recognition and standing amongst peers.
4. Academic leadership and management.

c) Appointment Process

The Appointment Committee will consist of:

- Vice-Chancellor (Chair);
- Deputy Vice-Chancellors
- 1 (one) Professor, external to the University of Wales: Trinity Saint David, to act as a permanent member (nominated by the Vice-Chancellor and, if possible, to be an external member of the Research Committee). This member may be requested to provide judgment by correspondence; and
- 3 (three) external persons, nominated by the Chair, who shall be persons of appropriate standing who possess expert knowledge of the subject in question or a cognate subject, 1 (one) of whom shall normally be a member of the professorial staff at another institution. These external persons may be nominated from the list provided by the candidate but would not include those whose references were taken up in Stage I. This second set of external persons will be requested to provide judgment on the candidates by correspondence and if the candidates are interviewed at least 1 (one) of the external persons (nominated by the Vice-Chancellor) will join the interviewing panel.

A clerk will be appointed to support the work of the Appointment Committee. He or she shall provide all members of the Committee with copies of all the available evidence:

1. Statement from the candidate in support of the application;
2. Curriculum vitae of the candidate;
3. List of publications;
4. Referees' reports;

The Committee may also consider applications for a Readership or Personal Chair by correspondence, although a formal meeting may be arranged at the discretion of the Vice-Chancellor or at the request of any other member of the Committee.

The criteria to be used by the Committee when considering applicants are set out in the Academic Quality Handbook. The balance of these criteria may vary in individual cases, particularly in the case of outstanding scholars and researchers.

The Committee should agree, either unanimously or by an overall majority, that an application should be approved. The recommendation shall then be submitted to the Senate and the Council for confirmation.

If the Committee agrees, either unanimously or by a majority, that an application should not be approved, the Vice-Chancellor shall talk to the applicant and give the Committee's reasons and comments.

If an applicant is aggrieved at a decision of the Committee not to recommend promotion, he or she may ask the Vice-Chancellor to obtain further independent assessments. In this event, the Vice-Chancellor shall refer the additional evidence to the Committee for further consideration. The Committee's decision shall then be final.

An applicant who has unsuccessfully submitted an application for the conferment of the title of Reader may not submit a further application within a period of 24 (twenty-four) months from the date of the decision made about the earlier application.

d) Evidence Relating to Student Learning and Teaching

Evidence of competence or excellence in one's own teaching could include a number of the following:

- Feedback from students;
- Peer observations by other colleagues;
- Reports of external examiners;
- Development of teaching materials;
- Introduction of innovative teaching and assessment methods (with a demonstration of their success);
- Successful supervision of a number of research students;
- Consistently carrying a heavier than average teaching load (both in volume and in breadth);
- Availability to students beyond formal contact hours and office hours;
- Self-evaluation; or
- Participation in staff development activities.

Evidence of involvement or leadership in the departmental development of learning and teaching could include:

- Acting as a co-ordinator for a module involving a number of teachers;
- Acting as a programme director or co-ordinator;
- Introducing a new module or modules or significantly revising an existing module;

- Introducing a new programme or programmes or significantly revising an existing programme;
- Introducing innovative teaching methods which are adopted by colleagues;
- Developing and promoting innovative teaching materials;
- Acting as a mentor for newly appointed colleagues; or
- Playing an active role in a departmental committee concerned with learning and teaching.

Evidence of involvement or leadership in the development of learning and teaching across the University could include:

- Leading seminars on teaching and learning or assessment;
- Organising University activities likely to enhance learning and teaching or assessment;
- Serving on the EPSC or the Senate;
- Speaking on learning and teaching developments at other institutions;
- Acting as an external examiner;
- Publishing a student textbook, teaching materials or teaching aids; or
- Involvement with the Academy for Higher Education, the QAA or other appropriate external bodies concerned with learning and teaching.

2. List of University Regulations

- a) Academic Quality Handbook (including any extract or summary of these regulations included in supplementary documents, e.g. University Student Guides, forms or published procedures);
- b) Financial Regulations.

**Memorandum
and
Articles of Association
of
Trinity Saint David Students' Union**

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The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of Trinity Saint David Students' Union

Each subscriber to this Memorandum of Association wishes to form a company under the Companies Act 2006 and agrees to become a Company Law Member of the company.

Name of each subscriber

Authentication by each subscriber

Mrs Susan Virginia Isaac

Mr Luke Ryan Jones

Dated: 25 June 2014

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Articles of Association of Trinity Saint David Students' Union

BACKGROUND

- A. Trinity Saint David Students' Union (the "Union") is a students' union within the meaning of the Education Act 1994. The Union is devoted to the educational interests and welfare of its Student Members.
- B. The Union will seek at all times to:
- (i) ensure that the diversity of its Student Membership is recognised and that equal access is available to all Student Members of whatever origin or orientation;
 - (ii) pursue its aims and objectives independent of any political party or religious group; and
 - (iii) pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society.
- C. These Articles have been structured to give the Board of Trustees reasonable authority to manage the affairs of the Union in a professional manner. The Student Members enjoy the right, which must be exercised in accordance with charity law, to elect a proportion of the Trustees and to dismiss all of the Trustees. The Board of Trustees will give the utmost consideration to the views of Student Members.
- D. Under the Education Act 1994, the University of Wales Trinity Saint David has a statutory duty to ensure that the Union operates in a fair and democratic manner and is held to proper account for its finances. The Union therefore works alongside University of Wales Trinity Saint David in ensuring that the affairs of the Union are properly conducted and that the educational and welfare needs of the Union's Student Members are met.
- E. The University of Wales Trinity Saint David is a single Higher Education institution with multiple student communities and two affiliated colleges - Coleg Sir Gar and Coleg Ceredigion. The Board of Trustees will structure the Union's affairs so as to allow, as far as is practicable, each student community to pursue its interests by the establishment and support of Student Chapters and such other representative forums and committees as are permitted by these Articles.

PART 1

KEY CONSTITUTIONAL PROVISIONS

1. Definitions and Interpretation

The meanings of any defined terms used in these Articles are set out in Article 60. If any dispute arises in relation to the interpretation of these Articles or any of the Bye- Laws, it shall be resolved by the Board of Trustees.

2. Name

The name of the company is Trinity Saint David Students' Union. In these Articles it is called "the Union".

3. Registered office

The registered office of the Union is situated in England and Wales/Wales.

4. Objects

The Union's objects are the advancement of education of Students at the University of Wales Trinity Saint David for the public benefit by:

- 41 promoting the interests and welfare of Students at the University of Wales Trinity Saint David during their course of study and representing, supporting and advising Students;
- 42 being the recognised representative channel between Students and the University of Wales Trinity Saint David and any other external bodies; and
- 43 providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

5. Powers

To further its objects, but not to further any other purpose, the Union may:

- 51 provide services and facilities for Student Members and associate members, if any;
- 52 establish, support, promote and operate a network of student activities for Student Members and associate members, if any;
- 53 support any "Raising and Giving" (RAG) or similar fundraising activities carried out by its Student Members for charitable causes, including the provision of administrative support, banking facilities and acting as a holding trustee of any funds raised;
- 54 alone or with other organisations:
 - (a) carry out campaigning activities;

- (b) seek to influence public opinion; and
- (c) make representations to and seek to influence governmental and other bodies and institutions

regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to the activities which an English and Welsh charity may properly undertake and provided that the Union complies with the Education Act and any guidance published by the Charity Commission;

- 55 write, make, commission, print, publish or distribute materials or information or assist in these activities;
- 56 promote, initiate, develop or carry out education and training and arrange, provide or assist with exhibitions, lectures, meetings, seminars, displays or classes;
- 57 promote, encourage, carry out or commission research, surveys, studies or other work and publish the useful results;
- 58 provide or appoint others to provide advice, guidance, representation and advocacy;
- 59 co-operate with other charities and bodies and exchange information and advice with them;
- 5.10 become a member, affiliate or associate of other charities and bodies;
- 5.11 support, set up or amalgamate with other charities with objects identical or similar to the Union's objects, and act as or appoint trustees, agents, nominees or delegates to control and manage such charities (including without limitation to act as trustee of any charitable trust of permanent endowment property held for any of the charitable purposes included in the Union's objects);
- 5.12 purchase or acquire all or any of the property, assets, liabilities and engagements of any charity with objects similar to the Union's objects;
- 5.13 pay out of the funds of the Union the costs of forming and registering the Union;
- 5.14 raise funds and invite and receive contributions from any person provided that the Union shall not carry out any taxable trading activities in raising funds;
- 5.15 borrow and raise money on such terms and security as the Union may think suitable including for the purposes of investment or of raising funds (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 5.16 purchase, lease, hire or receive property of any kind including land, buildings and equipment and maintain and equip it for use;
- 5.17 sell, manage, lease, mortgage, exchange, dispose of or deal with all or any of its property (but only in accordance with the restrictions imposed by the Charities Act 2011);

- 5.18 make grants or loans of money and give guarantees;
- 5.19 set aside funds for special purposes or as reserves against future expenditure;
- 5.20 invest and deal with the Union's money not immediately required for its objects in or upon any investments, securities, or property;
- 5.21 delegate the management of investments to an appropriately experienced and qualified financial expert provided that:
- (a) the investment policy is set down in writing for the financial expert by the Trustees;
 - (b) every transaction is reported promptly to the Trustees;
 - (c) the performance of the investments is reviewed regularly by the Trustees;
 - (d) the Trustees are entitled to cancel the delegation at any time;
 - (e) the investment policy and the delegation arrangements are reviewed at least once a year;
 - (f) all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - (g) the financial expert may not do anything outside the powers of the Trustees;
- 5.22 arrange for investments or other property of the Union to be held in the name of a nominee (being a company or a limited liability partnership registered or having an established place of business in England and Wales) under the control of the Trustees or a financial expert acting under their instructions and to pay any reasonable fee required;
- 5.23 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 5.24 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute negotiable instruments such as promissory notes or bills of exchange;
- 5.25 trade in the course of carrying out any of its objects and carry on any other trade which is not expected to give rise to taxable profits;
- 5.26 establish or acquire subsidiary companies to carry on any trade;
- 5.27 subject to Article 6 (Limitation on private benefits), employ and pay employees and professionals or other advisors;
- 5.28 grant pensions and retirement benefits to employees of the Union and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of the Union and their dependants;

529 pay out of the funds of the Union the cost of any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Union, including without limitation any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that no such insurance shall extend to:

- (a) any claim arising from any liability incurred by the Trustees to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
- (b) any liability incurred by the Trustees in defending any criminal proceedings in which the Trustees are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct;
- (c) any liability incurred by the Trustees to the Union that arises out of any conduct which the Trustees knew (or must reasonably be assumed to have known) was not in the interests of the Union or in the case of which they did not care whether it was in the best interests of the Union or not; or
- (d) in relation to any liability to make a contribution to the Union's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Union (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Union would avoid going into insolvent liquidation; and

530 do all such other lawful things as shall further the Union's objects.

6. Limitation on private benefits

61 The income and property of the Union shall be applied solely towards the promotion of its objects.

62 Except as provided below no part of the income and property of the Union may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Union. This shall not prevent any payment in good faith by the Union of:

621 any payments made to any Member in their capacity as a beneficiary of the Union;

622 reasonable and proper remuneration to any Member for any goods or services supplied to the Union provided that if such Member is a Trustee Article 6.3 shall apply;

623 interest on money lent by any Member to the Union at a reasonable and proper rate; and

624 any reasonable and proper rent for premises let by any Member to the Union.

- 6.3 Except as provided below no Trustee may sell goods, services or any interest in land to the Union; be employed by, or receive any remuneration from, the Union; or receive any other financial benefit from the Union. This shall not prevent any payment in good faith by the Union of:
- 631 any payments made to any Trustee or Connected Person in their capacity as a beneficiary of the Union;
 - 632 reasonable and proper out of pocket expenses of the Trustees;
 - 633 reasonable and proper remuneration to any Sabbatical Trustee or Connected Person for any goods or services supplied to the Union on the instructions of the Trustees provided that:
 - (a) for the avoidance of doubt, the authorisation under this provision shall extend to the remuneration of Sabbatical Trustees and Connected Persons under contracts of employment with the Union;
 - (b) subject to Article 6.3.3(a), the authorisation under this provision shall not extend to the service of acting as Trustee;
 - (c) if the person being remunerated is a Trustee the procedure described in Article 49 (Conflicts of Interest) must be followed in considering the appointment of the Trustee and in relation to any other decisions regarding the remuneration authorised by this provision;
 - (d) if the person being remunerated is a Connected Person the procedure described in Article 49 (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person;
 - (e) subject to Article 6.6, this provision may not apply to more than half of the Trustees in any financial year (and for these purposes such provision shall be treated as applying to a Trustee if it applies to a person who is a Connected Person in relation to that Trustee); and
 - (f) at all times the provisions of the Education Act are complied with;
 - 634 interest on money lent by any Trustee or Connected Person to the Union at a reasonable and proper rate;
 - 635 any reasonable and proper rent for premises let by any Trustee or Connected Person to the Union;
 - 636 reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5.29;
 - 637 any payments made to any Trustee or officer under the indemnity provisions set out at Article 59; and
 - 638 any payments authorised in writing by the Charity Commission.

Subsidiary Companies

- 6.4 A Trustee may receive the following benefits from any Subsidiary Company:
- 641 a Trustee or a person who is Connected with a Trustee may receive a benefit from any Subsidiary Company in their capacity as a beneficiary of the Union or of any Subsidiary Company;
 - 642 a Trustee or a person who is Connected with a Trustee may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable expenses properly incurred by them when acting on behalf of any Subsidiary Company;
 - 643 a Trustee or a person who is Connected with a Trustee may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services supplied to any Subsidiary Company, with the prior approval of the Trustees, (including services performed under a contract of employment with any Subsidiary Company or otherwise) provided that this provision and Article 6.3.3 may not apply to more than half of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is Connected with that Trustee);
 - 644 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;
 - 645 a Trustee or a person who is Connected with a Trustee may, with the prior approval of the Trustees, receive reasonable and proper rent for premises let to any Subsidiary Company;
 - 646 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and
 - 647 a Trustee or a person who is Connected with a Trustee may receive payment under an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company;

provided that the affected Trustee may not take part in any decision of the Trustees to approve a benefit under Articles 6.4.3, 6.4.4 or 6.4.5.

- 6.5 For any transaction authorised by Article 6.3 or Article 6.4, the Trustee's duty (arising under the Companies Act 2006) to avoid a conflict of interest with the Union shall be disapplied provided the relevant provisions of Article 6.3 or Article 6.4 have been complied with.
- 6.6 Where a vacancy arises on the Board of Trustees with the result that Article 6.3.3 applies to more than half of the Trustees, the Union may continue to pay remuneration to its Sabbatical Trustees and any Connected Persons receiving remuneration in accordance with Article 6.3.3 provided that the Union uses all reasonable endeavours to fill the vacancy as soon as possible.

7. Liability of Company Law Members

The liability of each Company Law Member is limited to £1, being the amount that each Company Law Member undertakes to contribute to the assets of the Union in the event of its being wound up while he or she is a Company Law Member or within one year after he or she ceases to be a Company Law Member, for:

- 7.1 payment of the Union's debts and liabilities contracted before he or she ceases to be a Company Law Member;
- 7.2 payment of the costs, charges and expenses of winding up; and
- 7.3 adjustment of the rights of the contributories among themselves.

8. Dissolution

If any property remains after the Union has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members of the Union. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Union and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as these Articles impose upon the Union. The institution or institutions which are to benefit shall be chosen by the Trustees of the Union at or before the time of winding up or dissolution.

9. Reviewing and Amending the Articles

- 9.1 The University of Wales Trinity Saint David shall be required to review the provisions of the Union's Articles of Association at intervals of not more than five years.
- 9.2 Any amendment to the Union's Articles of Association shall require the following:
 - 9.2.1 The circulation by the Board of Trustees of a proposal to amend the Articles to the Student Chapters Leadership Committees (the "Proposal");
 - 9.2.2 A period of time (as set out in the Bye-Laws) during which the Student Chapter Leadership Committees shall consult with the Student Chapters and any amendments to the Proposal may be submitted to the Board of Trustees;
 - 9.2.3 The circulation by the Board of Trustees to all the Student Chapter Leadership Committees of a resolution to approve either the Proposal or a revised Proposal incorporating these amendments submitted in accordance with Article 9.2.2 which the Board of Trustees in their absolute discretion have accepted;
 - 9.2.4 A resolution passed by each Student Chapter Leadership Committee by a two thirds majority vote approving the Proposal or the amended Proposal (as the case may be);
 - 9.2.5 a special resolution of the Company Law Members making the amendments to the Articles that have been approved by resolution of the Student Chapter Leadership Committees in accordance with Article 9.2.4; and

9.2.6 The approval of the University of Wales Trinity Saint David.

PART 2
MEMBERS

10. Members of the Union

10.1 The Members of the Union shall be as follows:

10.1.1 Student Members; and

10.1.2 Company Law Members.

10.2 The Union may also have associate members in accordance with Article 15.

BECOMING AND CEASING TO BE A STUDENT MEMBER

11. Student Members

11.1 The Student Members of the Union shall be as follows:

11.1.1 each and every Student who has not opted out by notifying University of Wales Trinity Saint David or the Union of his or her wish not to be a Student Member of the Union; and

11.1.2 the Sabbatical Officers of the Union.

11.2 Student Members of the Union shall be entitled to the benefits set out in the Code of Practice.

12. Termination of Student Membership

Student Membership shall not be transferable and shall cease on death. A Student Member shall cease to be a Student Member of the Union if:

12.1 he or she ceases to be a Student. For the avoidance of doubt, this will include the situation where a Student Member's Student status with University of Wales Trinity Saint David is revoked by University of Wales Trinity Saint David;

12.2 he or she ceases to be a Sabbatical Officer;

12.3 he or she opts out of Student Membership by giving written notice to the Union in accordance with the Bye-Laws; or

12.4 a decision is made to remove him or her from Student Membership of the Union in accordance with the Union's code of conduct.

BECOMING AND CEASING TO BE A COMPANY LAW MEMBER

13. Trustees as Company Law Members

- 13.1 Until and including the Effective Date, the subscribers to the Memorandum shall be the Company Law Members of the Union. Thereafter, the Trustees from time to time shall be the only Company Law Members of the Union.
- 13.2 A Trustee shall become a Company Law Member on becoming a Trustee.
- 13.3 The names of the Company Law Members of the Union shall be entered in the register of Company Law Members.

14. Termination of Company Law Membership

- 14.1 A Company Law Member shall cease to be a Company Law Member if he or she ceases to be a Trustee.
- 14.2 Company Law Membership is not transferable and shall cease on death.

15. Associate members

The Trustees may establish such classes of associate membership with such description and with such rights and obligations as they think fit and may admit and remove such associate members in accordance with the Bye-Laws provided that no such associate members shall be Members of the Union for the purposes of the Articles or the Companies Acts.

16. Code of Conduct

- 16.1 The Board of Trustees will establish and monitor a “code of conduct” that all Student Members shall be required to adhere to, including when Student Members are involved in activities or at events that are administered or organised by the Union.
- 16.2 The code of conduct may include a range of sanctions for breach of the code of conduct by a Student Member, including the suspension or removal of any or all of the rights and privileges of Student Membership, including the holding of office.

STUDENT CHAPTERS AND MULTI-STUDENT CHAPTER FORUMS

17. Student Chapters

- 17.1 The Trustees shall establish and recognise Student Chapters and ensure that all Student Members have a Student Chapter in which to participate in accordance with the Bye-Laws.
- 17.2 Each Student Chapter shall be supported by the Trustees to further the interests of Student Members of that Student Chapter, as far as is practicable.
- 17.3 Student Members of the Student Chapter shall be entitled to participate in the governance of the Student Chapter by:

- 17.3.1 standing for election to the Leadership Committee;
 - 17.3.2 standing for election as a Sabbatical Officer to represent the relevant Student Chapter in accordance with the Bye-Laws; or
 - 17.3.3 standing for election as a Student Trustee to represent the relevant Student Chapter in accordance with Article 23.2.
- 17.4 Subject to the provisions of the Articles and the Bye-Laws, the rules governing each Student Chapter shall be determined by the Student Members of the Student Chapter, provided:
- 17.4.1 each Student Chapter shall have a Leadership Committee;
 - 17.4.2 Student Member of the Student Chapter may stand for election to the relevant Leadership Committee and may vote in the Leadership Committee elections; and
 - 17.4.3 such Leadership Committees shall provide for the Student Members of the Student Chapter to be consulted as to the work of the Leadership Committee.

18. Student Chapter Leadership Committees' authority

- 18.1 The Student Chapter Leadership Committees shall have the authority to:
- 18.1.1 represent the voice of the Student Chapters;
 - 18.1.2 subject to Article 34.3, jointly set the Policy of the Union and refer Policy to Referenda of the Student Members or to the Student Members at an annual Student Members' meeting or a Student Members' meeting (in accordance with the Bye-Laws);
 - 18.1.3 receive a quarterly report from the Trustees.

19. Multi-Student Chapter Forums

The Board of Trustees may constitute such for a or forums as they think fit with power to advise the Trustees in relation to matters of interest across multiple Student Chapters. The Trustees shall determine the composition, proceedings and remit of any such panel.

REFERENDA

20. Referenda

- 20.1 A Referendum may be called on any issue by:
- 20.1.1 a resolution of the Trustees; or
 - 20.1.2 a Secure Petition signed by at least 200 Student Members.

- 20.2 Subject to Articles 28 and 32.2, a resolution may only be passed by Referendum if at least 5% of Student Members in each Student Chapter cast a vote in the Referendum and a majority of the votes cast are in favour of the resolution.
- 20.3 Referenda shall be conducted in accordance with these Articles and the Bye-Laws.
- 20.4 Subject to Article 34.3, the Student Members may set Policy by Referenda. Policy set by Referenda may overturn Policy set by the Student Chapter Leadership Committees in accordance with Article 18 and Policy set by the Student Members at a Student Members' meeting or an annual Student Members' meeting.

STUDENT MEMBERS' MEETINGS

21. Student Members' meetings

- 21.1 The Union may hold Student Members'. Such meetings shall be called and held in accordance with the Bye-Laws.
- 21.2 For the avoidance of doubt, any Student Members' meeting held under this Article 21 shall not be a Company Law Meeting of the Union for the purposes of the Companies Acts.

COMPANY LAW MEETINGS

22. Company Law Meetings

- 22.1 The Trustees may call a Company Law Meeting at any time.
- 22.2 Such meetings must be held in accordance with the provisions regarding such meetings in the Companies Acts.
- 22.3 A Company Law Meeting will only be required where the Union wishes to pass a company law resolution (other than by way of written resolution) in accordance with the Articles and/or the Companies Acts, for example a resolution to amend the Union's Articles of Association.

WRITTEN RESOLUTIONS

23. Written Resolutions

- 23.1 Subject to this Article 23, a written resolution agreed by:
- 23.1.1 Company Law Members representing a simple majority; or
 - 23.1.2 (in the case of a special resolution) Company Law Members representing not less than 75%;
- of the total voting rights of eligible Company Law Members shall be effective.
- 23.2 On a written resolution each Company Law Member shall have one vote.
- 23.3 A written resolution is not a special resolution unless it stated that it was proposed as

a special resolution.

Circulation

- 23.4 A copy of the proposed written resolution must be sent to every eligible Company Law Member together with a statement informing the Company Law Member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.
- 23.5 In relation to a resolution proposed as a written resolution of the Union the eligible Company Law Members are the Company Law Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 23.6 The required majority of eligible Company Law Members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 23.7 Communications in relation to written resolutions must be sent to the Union's auditors in accordance with the Companies Acts.

Signifying agreement

- 23.8 A Company Law Member signifies his or her agreement to a proposed written resolution when the Union receives from him or her (or from someone acting on his or her behalf) an authenticated document:
 - 23.8.1 identifying the resolution to which it relates; and
 - 23.8.2 indicating the Company Law Member's agreement to the resolution.
- 23.9 For the purposes of Article 23.8:
 - 23.9.1 a document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
 - 23.9.2 a document sent or supplied in Electronic Form is sufficiently authenticated if:
 - (a) the identity of the sender is confirmed in a manner specified by the Union; or
 - (b) where no such manner has been specified by the Union, if the communication contains or is accompanied by a statement of the identity of the sender and the Union has no reason to doubt the truth of that statement.
- 23.10 If the Union gives an electronic address in any document containing or accompanying a written resolution, it will be deemed to have agreed that any document or information relating to that resolution may be sent by Electronic Means to that address (subject to any conditions or limitations specified in the document).

PART 3
TRUSTEES

APPOINTMENT AND RETIREMENT OF TRUSTEES

24. Appointment of Trustees

Those persons notified to the Registrar of Companies as the first directors of the Union shall be the first Trustees until and including the Effective Date. Thereafter, the Trustees shall be made up of the following persons:

- 24.1 the Multi-Campus Sabbatical Trustee elected in accordance with Article 24.2;
- 24.2 not more than one Sabbatical Trustee from each Student Chapter, elected in accordance with Article 25;
- 24.3 not more than one Student Trustee from each Student Chapter, elected in accordance with Article 26;
- 24.4 not more than four External Trustees and Alumni Trustees in total, appointed in accordance with Article 27 and Article 28.

25. Sabbatical Trustees and Officers

- 25.1 The Sabbatical Officers shall be elected by secret ballot by the Student Members of the Union at an election to be held in accordance with the Bye-Laws.
- 25.2 One Sabbatical Officer shall be elected to represent all Members of the Union.
- 25.3 Up to four Sabbatical Officers, including the Multi-Campus Sabbatical Trustee, shall be elected in accordance with Article 25.1 to posts specified in the Bye-Laws and each of these Sabbatical Officers shall also hold office as a Sabbatical Trustee until he or she ceases to be a Sabbatical Officer in accordance with Article 32 or ceases to be a Sabbatical Trustee in accordance with Articles 29 or 30. Except where otherwise indicated, references in these Articles to "Sabbatical Trustees" are to individuals acting solely in their capacity as Sabbatical Trustees. Other Sabbatical Officers may be elected in accordance with Article 25.1 to such other posts as may be specified in the Bye-Laws from time to time but such Sabbatical Officers will not also hold office as Sabbatical Trustees.
- 25.4 The Sabbatical Officers shall remain in office for a term of one year commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with an alteration of the year start or end. Subject to a transitional change in the year of office, a Sabbatical Officer may be re-elected for a maximum further term of one year by the Student Members of the Union at an election to be held in accordance with the Bye-Laws. For the avoidance of doubt, a Sabbatical Officer's terms of office may be either consecutive or non-consecutive.
- 25.5 Each Sabbatical Officer must be a Student or a Sabbatical Officer at the time of his or her election. In accordance with Article 11, each Sabbatical Officer shall become a Student Member of the Union on commencement of his or her appointment or re-

appointment as a Sabbatical Officer. Such Student Membership shall cease when the Sabbatical Officer ceases to be a Sabbatical Officer.

25.6 The Sabbatical Officers shall be deemed to be “major union office holders” for the purposes of Section 22 of the Education Act.

25.7 At the same time as commencing the term of office as a Sabbatical Officer, the Sabbatical Officer will enter into a contract of employment with the Union for a term to be determined by the Bye-Laws. The duties and method of remuneration of each Sabbatical Trustee shall be as set out in the Bye-Laws.

26. Student Trustees

26.1 Subject to Article 26.2 below, up to one Student Trustee for each Student Chapter shall be elected by secret ballot by all the Student Members at an election to be held in accordance with the Bye-Laws.

26.2 Each Student Trustee must be a Student at the time of his or her election (and shall continue to be a Student for the duration of his or her term as a Student Trustee).

26.3 Student Trustees shall remain in office for a term of two years commencing in accordance with the Bye-Laws. The term of office may be shorter or longer on a transitional basis to coincide with the alteration of the year start or end.

26.4 A Student Trustee may serve a maximum of one term.

27. Alumni Trustees

27.1 Alumni Trustees shall be appointed by a simple majority vote of the Trustees.

27.2 Unless their appointment is terminated in accordance with Articles 29, 30 or 31, Alumni Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.

27.3 Alumni Trustees may serve for a maximum of two terms which may be either consecutive or non-consecutive.

28. External Trustees

28.1 External Trustees shall be appointed by a simple majority vote of the Trustees.

28.2 Unless their appointment is terminated in accordance with Articles 29, 30 or 31, External Trustees shall remain in office for a term of up to four years commencing in accordance with the Bye-Laws.

28.3 External Trustees may serve for a maximum of two terms which may either be consecutive or non-consecutive.

29. Disqualification, Resignation and Removal of Trustees

The office of a Trustee shall be vacated if:

- 29.1 that person ceases to be a Trustee by virtue of any provision of the Companies Act 2006 or is prohibited from being a company director by law;
- 29.2 he or she becomes prohibited by law from being a charity trustee;
- 29.3 in the case of a Sabbatical Trustee, he or she ceases to be a Sabbatical Officer or resigns an employee of the Union;
- 29.4 in the case of a Student Trustee, he or she ceases to be a Student;
- 29.5 in the case of a Sabbatical Trustee or a Student Trustee, he or she is removed from Student Membership of the Union in accordance with the Union's code of conduct;
- 29.6 he or she resigns by notice to the Union (but only if at least four Trustees will remain in office when the notice of resignation is to take effect);
- 29.7 the Trustees reasonably believe he or she is suffering from mental or physical disorder and is incapable of acting as a trustee and they resolve that he or she be removed from office;
- 29.8 he or she fails to attend three consecutive meetings of the Trustees and in the opinion of the Trustees there are no mitigating circumstances for that failure and the Trustees therefore resolve that he or she be removed for this reason; or
- 29.9 he or she is removed from office under Article 30 or 31.

30. Removal of Trustees by the Student Members

30.1 The office of a Trustee shall be vacated if a motion of no confidence in the Trustee is passed by a simple majority of the Student Members voting in a Referendum, provided that at least 5% of Student Members in each Student Chapter cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 200 Student Members.

30.2 If a Trustee who is a Sabbatical Officer is removed, he or she will be automatically removed as an Officer.

31. Removal of Trustees by the Board

The office of Alumni Trustee or External Trustee shall be vacated if a majority resolution of no confidence is passed by the Trustees. For the avoidance of doubt, the Trustee concerned and any Trustee who has a conflict of interest in relation to the matter shall not vote on this resolution and the quorum shall be adjusted accordingly in accordance with Article 45.

32. Removal of Sabbatical Officers

An Sabbatical Officer shall be removed from office if he or she:

- 321 resigns or dies;
- 322 is removed from office as an Elected Officer by a motion of no confidence in the Elected Officer passed by a simple majority of the Student Members voting in a Referendum, provided that at least 5% of Student Members in each Student Chapter cast a vote in the Referendum. Such a motion shall only be triggered by a Secure Petition of no confidence signed by at least 200 Student Members. Provided that, in the case of a Sabbatical Officer, such removal shall be subject to the Union having first carried out any steps it is required to take under the Sabbatical Officer's contract of employment and/or the applicable disciplinary procedure and otherwise in accordance with good employment practice.

33. Replacement of Trustees

- 331 If a Sabbatical Trustee resigns, is disqualified or is removed from office at any time , the vacancy that results on the Board of Trustees shall be filled in accordance with the Bye-Laws.

Any person elected under this Article may be required to assume the responsibilities of the Sabbatical Trustee.

- 332 If a Student Trustee resigns, is disqualified or is removed from office, a Student Trustee may be elected to the vacancy in accordance with Article 26.1.
- 333 If an Alumni Trustee or an External Trustee resigns, is disqualified or is removed from office, an Alumni Trustee or an External Trustee (as appropriate) shall be appointed to the vacancy in accordance with Article 27.1 or 28.1 respectively.

TRUSTEES' POWERS AND RESPONSIBILITIES

34. Trustees' general authority

- 34.1 The Board of Trustees shall be responsible for the management and administration of the Union and (subject to the Education Act, these Articles and the Bye-Laws) may exercise all the powers of the Union.
- 34.2 The Board's powers under Article 34.1 shall include but not be limited to responsibility for:
 - 34.2.1 the governance of the Union;
 - 34.2.2 the budget of the Union; and
 - 34.2.3 the strategy of the Union.
- 34.3 The Board of Trustees may override any decision or Policy made by the Student Members at an annual Student Members' meeting or at a Student Members' meeting or by Referendum or by the Student Chapter Leadership Committees which the Trustees consider (in their absolute discretion):
 - 34.3.1 has or may have any financial implications for the Union;

- 34.3.2 is or may be in breach of, contrary to or otherwise inconsistent with charity or education law or any other legal requirements (including ultra vires);
 - 34.3.3 is not or may not be in the best interests of the Union or all or any of its charitable objects; or
 - 34.3.4 will or may otherwise affect the discharge of any or all of the responsibilities referred to in Article 34.2.
- 34.4 No alteration of these Articles or the Bye-Laws shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
- 34.5 All acts done by a meeting of Trustees, or of a committee of the Trustees, shall be valid, even if it is later discovered that any Trustee who participated in the vote:
- 34.5.1 was not properly appointed;
 - 34.5.2 was disqualified from holding office;
 - 34.5.3 had vacated office; or
 - 34.5.4 was not entitled to vote.
- 35. Trustees may delegate**
- 35.1 Subject to the Articles, the Trustees may delegate any of the powers which are conferred on them under the Articles:
- 35.1.1 to such person or committee;
 - 35.1.2 by such means (including by power of attorney);
 - 35.1.3 to such an extent;
 - 35.1.4 in relation to such matters or territories; and
 - 35.1.5 on such terms and conditions
- as they think fit.
- 35.2 If the Trustees so specify, any such delegation may authorise further delegation of the Trustees' powers by any person to whom they are delegated.
- 35.3 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
- 36. Committees**
- 36.1 In the case of delegation to committees:
- 36.1.1 the resolution making the delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);

- 36.1.2 subject to Article 36.2, the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
- 36.1.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary;
- 36.1.4 no committee shall knowingly incur expenditure or liability on behalf of the Union except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
- 36.2 For the avoidance of doubt, the Trustees may (in accordance with Articles 35 and 36.1) delegate all financial matters to any committee provided that such committee shall include at least one Trustee. The Trustees may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit provided that the signature of at least one Trustee shall be required for cheques above a certain amount as set out in the Bye-Laws and provided always that no committee shall incur expenditure on behalf of the Union except in accordance with a budget which has been approved by the Trustees.
- 36.3 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any Bye-Laws.

37. Delegation of day-to-day management powers to the Chief Executive

In the case of delegation of the day-to-day management of the Union to the Chief Executive:

- 37.1 the delegated power shall be to manage the Union by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
- 37.2 the Trustees shall provide the Chief Executive with a description of his or her role and the extent of his or her authority;
- 37.3 the Chief Executive shall report regularly to the Trustees on the activities undertaken in managing the Union and provide them regularly with management accounts sufficient to explain the financial position of the Union; and
- 37.4 the Trustees shall provide the Chief Executive with a performance management structure to aid his or her work plan and development.

DECISION-MAKING BY TRUSTEES

38. Directors to take decisions collectively

Any decision of the Trustees must be either a majority decision at a meeting or a decision taken in accordance with Article 48 (Decisions without a meeting).

39. Trustees' meetings

- 39.1 The Trustees shall hold a minimum of four meetings in any Academic Year.
- 39.2 Guests or observers can attend meetings of the Trustees at the discretion of the chair of the meeting.

40. Calling a Trustees' meeting

Two Trustees may, and the Chief Executive at the request of two Trustees shall, call a Trustees' meeting.

41. Length of Notice

A Trustees' meeting shall be called by at least seven clear days' notice unless either:

- 41.1 all the Trustees agree; or
- 41.2 urgent circumstances require shorter notice.

42. Contents of Notice

Every notice calling a Trustees' meeting shall specify:

- 42.1 the place, day and time of the meeting;
- 42.2 the general particulars of all business to be considered at such meeting; and
- 42.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

43. Service of Notice

Notice of Trustees' meetings shall be given to each Trustee, but need not be in writing. Notice of Trustees' meeting may be sent by Electronic Means to an address provided by the Trustee for the purpose.

44. Participation in Trustees' meetings

- 44.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
 - (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 44.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

443 If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

45. Quorum for Trustees' meetings

45.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

45.2 The quorum for Trustees' meetings until and including the Effective Date shall be two. Thereafter, the quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than five. Unless otherwise fixed, the quorum shall be five and such quorum must include at least two Sabbatical Trustees. Where the resolution or issue under discussion concerns a matter in respect of which some or all of the Trustees have a conflict of interest, the quorum shall be five.

45.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to increase the number of Trustees including by calling an election so as to enable the Student Members to elect further Trustees.

46. Chair and Deputy Chair

46.1 The Multi-Campus Sabbatical Trustee from time to time shall be the Chair of the Trustees. In the event that there is no Multi-Campus Sabbatical Trustee in office, the Trustees shall another Sabbatical Trustee to be Chair of the Trustees and may at any time remove him or her from office.

46.2 The Trustees shall appoint an Alumni Trustee or an External Trustee to be Deputy Chair of the Trustees and may at any time remove him or her from office. The role of the Deputy Chair will be to support the Chair.

46.3 In the absence of the Chair and the Deputy Chair, another Trustee appointed by the Trustees present shall preside as chair of the meeting.

47. Casting vote

Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

48. Decisions without a meeting

48.1 The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.

48.2 A decision which is made in accordance with Article 48.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

- 48.2.1 approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary (“the Recipient”), which person may, for the avoidance of doubt, be one of the Trustees;
- 48.2.2 following receipt of responses from all of the Trustees, the Recipient shall communicate to all of the Trustees by any means whether the resolution has been formally approved by the Trustees in accordance with this Article;
- 48.2.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
- 48.2.4 the Recipient must prepare a minute of the decision in accordance with Article 54.

49. Trustee interests and management of conflicts of interest

Declaration of interests

- 49.1 Unless Article 49.2 applies, a Trustee must declare the nature and extent of:
 - 49.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Union; and
 - 49.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Union or his or her duties to the Union.
- 49.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 49.3 If a Trustee’s interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Union, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee’s interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
- 49.4 If a Trustee’s interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Union, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
 - 49.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:
 - (a) any benefit received in his, her or its capacity as a beneficiary of the Union (as permitted under Article 6.3.1) and which is available generally to the beneficiaries of the Union;

- (b) the payment of premiums in respect of indemnity insurance effected in accordance with Article 5.29;
- (c) payment under the indemnity set out at Article 59; and
- (d) reimbursement of expenses in accordance with Article 6.3.2; or

49.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary;

in which case he or she must comply with Article 49.5.

49.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 49.5, he or she must:

49.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;

49.5.2 not be counted in the quorum for that part of the process ; and

49.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Union

49.6 Where a Trustee has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:

49.6.1 the Trustee shall not be in breach of his or her duties to the Union by withholding confidential information from the Union if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and

49.6.2 the Trustee shall not be accountable to the Union for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

50. Register of Trustees' interests

The Trustees shall cause a register of Trustees' interests to be kept.

PART 4

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS PROVISIONS

51. Bye-Laws

The Trustees shall have the power from time to time to jointly make, repeal or amend Bye-Laws as to the management of the Union and its working practices provided that such Bye-Laws shall not be inconsistent with these Articles.

52. Communications by and to the Union

Methods of communication

52.1 Subject to the Articles and the Companies Acts, any document or information (including any notice, report or accounts) sent or supplied by the Union under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Union, including without limitation:

52.1.1 in Hard Copy Form;

52.1.2 in Electronic Form; or

52.1.3 by making it available on a website.

52.2 Where a document or information which is required or authorised to be sent or supplied by the Union under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.

52.3 Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

Deemed delivery

52.4 A Member present in person or by proxy at a meeting of the Union shall be deemed to have received notice of the meeting and the purposes for which it was called.

52.5 Where any document or information is sent or supplied by the Union to the Members:

52.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;

52.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;

52.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:

- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

- 52.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Company Law Member) may agree with the Union that notices or documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 52.7 Where any document or information has been sent or supplied by the Union by Electronic Means and the Union receives notice that the message is undeliverable:

52.7.1 if the document or information has been sent to a Company Law Member and is notice of a Company Law Meeting of the Union, the Union is under no obligation to send a Hard Copy of the document or information to the Company Law Member's postal address as shown in the Union's register of Company Law Members, but may in its discretion choose to do so;

52.7.2 in all other cases, the Union shall send a Hard Copy of the document or information to the Member's postal address as shown in the Union's register of Members (if any), or in the case of a recipient who is not a Member, to the last known postal address for that person (if any); and

52.7.3 the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 52.8 Copies of the Union's annual accounts and reports need not be sent to a person for whom the Union does not have a current address.

- 52.9 Notices of Company Law Meetings need not be sent to a Member who does not register an address with the Union, or who registers only a postal address outside the United Kingdom, or to a Company Law Member for whom the Union does not have a current address.

Communications to the Union

- 52.10 The provisions of the Companies Acts shall apply to communications to the Union.

53. Secretary

- 53.1 A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

53.1.1 anything authorised or required to be given or sent to, or served on, the Union by being sent to its Secretary may be given or sent to, or served on, the Union itself, and if addressed to the Secretary shall be treated as addressed to the Union; and

53.12 anything else required or authorised to be done by or to the Secretary of the Union may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

54. Minutes

54.1 The Trustees shall cause minutes to be made in books kept for the purpose:

54.1.1 of all appointments of officers made by the Trustees;

54.1.2 of all resolutions of the Union and of the Trustees; and

54.1.3 of all proceedings at meetings of the Union and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Student Member or Trustee of the Union, be sufficient evidence of the proceedings.

54.2 The minutes referred to in Article 54.1 above must be kept for at least ten years from the date of the meeting, resolution or decision.

54.3 The minutes of the meetings referred to in Article 54.1 above shall normally be considered open and shall be available to the Student Members on the Union's website, except where those minutes relate to any reserved or confidential matters, including without limitation staff-related or disciplinary matters. Copies of the minutes shall also be kept in the Union's offices

55. Records and accounts

55.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a Company Law Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

55.1.1 annual reports;

55.1.2 annual returns; and

55.1.3 annual statements of account.

55.2 The Student Members of the Union have the right to ask the Trustees questions in writing about the content of any documents referred to in Article 55.1.

56. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or

any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

57. Patrons

The Trustees may appoint and remove any individual(s) as patron(s) of the Union and on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any Student Members' meeting as if a Student Member and shall also have the right to receive accounts of the Union when available to Student Members.

58. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

TRUSTEES' INDEMNITY

59. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee shall and every other officer or auditor of the Union may be indemnified out of the assets of the Union against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Union, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

DEFINITIONS AND INTERPRETATION

60. Defined terms

60.1 In these Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
60.1.1 “ Academic Year ”	the period between 1 September in one year to 31 August in the next year determined by the Union as the period during which Students are required to be registered with University of Wales trinity Saint David. Each Academic Year is for the time being divided into two semesters;
60.1.2 “ address ”	includes a postal or physical address and a number or address used for the purpose of sending or receiving documents by Electronic

	Means;	
60.1.3 “ Alumni Trustee ”	a Trustee appointed in accordance with Article 27.1 who must have graduated from University of Wales Trinity Saint David for a period of at least five years and for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;	
60.1.4 “ Articles ”	these articles of association of the Union;	
60.1.5 “ Board of Trustees ” or “ Board ”	the board of Trustees of the Union;	
60.1.6 “ Bye-Laws ”	the Bye-Laws setting out the working practices of the Union made from time to time in accordance with Article 52;	
60.1.7 “ Chair ”	the chair of the Board of Trustees, who shall be the Multi-Campus Sabbatical Trustee in accordance with Article 46.1;	
60.1.8 “ chair of the meeting ”	in the case of Trustees’ meetings means the person chairing the meeting in accordance with Article 46;	
60.1.9 “ Chief Executive ”	the chief executive of the Union who is appointed by the Board of Trustees;	
60.1.10 “ Circulation Date ”	in relation to a written resolution, has the meaning given to it in the Companies Acts;	
60.1.11 “ 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;	
60.1.12 “ Code of Practice ”	the code of practice relating to University of Wales Trinity Saint David’s obligations under Section 22 of the Education Act;	
60.1.13 “ Companies Acts ”	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Union;	
60.1.14 “ Company Law Meeting ”	a general meeting of the Company Law Members of the Union for the purposes of the Companies Acts;	
60.1.15 “ Company Members ”	members of the Union for the purposes of the Companies Acts, as defined in Article 13;	Law
60.1.16 “ Connected Person ”	any person falling within one of the following categories and where payment to that person	

might result in the 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 person living with a Trustee or his or her partner; 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;

- 60.1.17 **“Deputy Chair”** the deputy chair of the Board of Trustees, who shall be appointed in accordance with Article 46.2;
- 60.1.18 **“document”** includes summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 60.1.19 **“Education Act”** the Education Act 1994;
- 60.1.20
- 60.1.21 **“Effective Date”** the date on which the undertaking previously carried on by the unincorporated charity known as Trinity Saint David Students’ Union is transferred to the Union;
- 60.1.22 **“Electronic Form” and “Electronic Means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- 60.1.23
- 60.1.24 **“External Trustee”** a Trustee appointed in accordance with Article 28.1 who for the avoidance of doubt shall not be deemed to be either a major union office holder or a sabbatical union office holder for the purposes of Section 22 of the Education Act;
- 60.1.25 **“financial expert”** an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 60.1.26 **“Hard Copy” and “Hard Copy Form”** have the meanings respectively given to them in the Companies Act 2006;
- 60.1.27 **“Leadership Committee”** a committee established to represent Student Members of a particular Student Chapter in accordance with Article 17.4;
- 60.1.28 **“Members”** the Student Members and the Company Law

60.1.29 “Multi-Campus Sabbatical Trustee”	Members; a Sabbatical Trustee who is appointed in accordance with Article 24.2;
60.1.30 “NUS”	National Union of Students;
60.1.31	
60.1.32 “Policy”	representative and campaigning policy set by Referenda or the Student Chapter Leadership Committees in accordance with Article 20 and Article Error! Reference source not found. respectively or by the Student Members at an annual Student Members’ meeting or a Student Members’ meeting;
60.1.33 “RAG”	the raise and give society which develops students by providing them with an opportunity to raise funds for charitable causes;
60.1.34 “Referendum”	a ballot in which all Student Members of the Union are entitled to cast a vote, the protocol for which shall be set out in the Bye-Laws;
60.1.35 “Sabbatical Officers”	the individuals elected in accordance with Article 25 (each of whom is a “major union office holder” for the purposes of section 22 of the Education Act);
60.1.36 “Sabbatical Trustee”	a Trustee elected in accordance with Article 25;
60.1.37 “Secure Petition”	a written request to the Union which shall be fixed in a pre-arranged place or places or held securely on-line;
60.1.38 “Student”	any individual who is formally registered for an approved programme of study provided by University of Wales Trinity Saint David. For the avoidance of doubt, University of Wales Trinity Saint David shall determine whether or not an individual has student status;
60.1.39 “Student Chapter”	a body of Student Members as determined by the Trustees in accordance with these Articles and the Bye-Laws of the Union;
60.1.40 “ Student Chapter Leadership Committee”	the Student body elected by and from each Student Chapter constituted in accordance with these Articles and the Bye-Laws of the Union;
60.1.41 “Student Members”	student members of the Union as defined in Article 11 and being from the Effective Date Students at University of Wales Trinity Saint David as further defined in Article 11.1.1 and the

Sabbatical Officers;

- 60.1.42 **“Student Trustee”** a Trustee elected in accordance with Article 26.1 who is a Student and who, for the avoidance of doubt, shall not be a major union office holder for the purposes of Section 22 of the Education Act;
- 60.1.43 **“Subsidiary Company”** any company in which the Union holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company; the directors of the Union as defined in Article 24 and being from the Effective Date the Sabbatical
- 60.1.44 **“Trustee”** **and** Trustees, the Student Trustees, the Alumni Trustees **“Trustees”** and the External Trustees;
- 60.1.45 **“Union”** Trinity Saint David Students’ Union;
- 60.1.46 **“writing”** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise; and
- 60.1.47 **“University of Wales Trinity Saint David”** University of Wales Trinity Saint David incorporated by Royal Charter (RC000537).

- 60.2 Words importing the singular shall include the plural and vice versa and words importing the masculine shall include the feminine and vice versa.
- 60.3 Subject to Article 60.4, any reference in these Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
- 60.4 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Union



Student Charter

Transforming Education; Transforming Lives

Putting learners first is key strategic priority one of the University. This Student Charter explains the mutual expectations of the University and its students.

The charter also describes the role and responsibilities of Trinity Saint David Students' Union within the UWTSD Group and the responsibilities of all collaborative partner institutions in relation to student representation, support, and engagement.

The Student Charter is reviewed annually by all parties involved and is endorsed by University Council.

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1. The university will...

Foster a culture where staff and students work together in partnership and provide an inclusive, supportive and safe learning environment where all students and staff can flourish and are able to fulfil their personal potential.

Recognise and celebrate the diversity of the student population and provide an excellent student experience that supports all students to fully take part in university life and taking measures to support removing barriers to participation.

Commit to developing an environment where the health and wellbeing of its staff and students is central and all are treated with dignity and respect. The University is committed to student wellbeing, including mental health, and the well-being goals of the Well-Being of Future Generations (Wales) Act and meets its statutory responsibilities regarding equality, diversity, safeguard and protected characteristics.

To support this culture, the University has:

- a [Student Code of Conduct](#)
- a [set of One-Page Student Guides](#)
- [A Student Health and Wellbeing Strategy](#)
- a suite of [Student-facing policies](#) which includes a [Harassment and Bullying Policy](#)
- a [Safeguarding Policy](#)
- a [Professional Relationship Policy](#)

Student Engagement & Representation

Recognise the [Students' Union](#) as the voice of UWTSD Group students.

Support effective student representation for all its students:

- Ensure that the student voice is heard at all levels of decision making;
- Be open and transparent about decisions made at all levels as appropriate.

Ensure regular formal and informal feedback opportunities for all students on all aspects of their experience:

- Work with students to respond to their feedback on their experience;
- Let students know what has been done with their feedback;
- Use feedback to continually enhance the student experience.

Learning & Teaching

Offer a high quality learning experience, by

- working in close partnership with students;
- providing high quality, useful feedback on written work;
- offering a well-designed student-centred curriculum which focuses on four key principles (collaborative, inclusive, personalised, and professionally focused) and delivers distinctive graduate attributes;
- Supporting students appropriately academically through its personal tutor framework.

Provide appropriate environments and facilities for learning and teaching and ensure that students are supported to fully access their learning.

Provide high standards of teaching, enhanced by a range of opportunities, including

- study through the [medium of Welsh and/or bilingually](#);
- [study abroad](#);
- continuing personal and professional development, and lifelong learning

Student support

Ensure that high quality support systems are in place so that all students, including those with declared disabilities, are enabled to achieve positive outcomes, academically and professionally.

Provide proactive support for students in relation to student facilities and services through its [Student Hwb](#).

Ensure that staff supporting students are appropriately trained (e.g. through Mental Health First Aid training) so that they are able to proactively identify issues, support students effectively and appropriately, and are able to signpost where necessary.

Provide pastoral care through personal tutors and supervisors.

Ensure that all students have opportunities to develop skills that enable their academic, personal and professional development.

Provide an appropriate support framework to students experiencing mental health differences.

Ensure that a transparent and consistent framework is in place to provide students with the opportunity to apply for targeted financial support in case of financial hardship and to enhance their study opportunities.

Welsh Language & Bilingualism

Through our [Welsh Language Standards](#), seek to promote the understanding and use of the Welsh language.

Offer students the right to communicate with and receive services from the University in Welsh or English. This includes where appropriate providing opportunities for assessing student performance in Welsh, regardless of the language of tuition.

Offer students the opportunity to learn or enhance their [Welsh language skills](#).

Work closely with the [Coleg Cymraeg Cenedlaethol](#) to provide wider study opportunities for Welsh medium students and develop resources to support their studies.

Provision of Opportunities

Provide appropriate support, resource and facilities to the [Students' Union](#) for UWTSD Group students to ensure the provision of a range of student-led activities that will enhance student experience.

Provide and promote a range of opportunities to enhance the overall student experience, employability and sustainability skills, including:

- the [Life Design](#) initiative
- sustainability focused opportunities (e.g. Green Impact week, green internships)
- [enterprise focused activities](#)
- [study abroad exchanges](#)
- [work taster, work placement and other employment focused activities](#)
- [volunteering](#)
- [careers information and advice](#)
- [further study opportunities](#)

Use research and scholarship to enhance and enrich the student experience, strengthen student engagement, and deliver graduate skills through direct links with industry.

Information & compliance

Provide accessible and understandable information via the University website on all [University regulations](#) and [policies](#), on [complaints](#) procedures (including to the right to refer a complaint to the [Office of the Independent Adjudicator](#) and on the support available in relation to these).

Provide clear, accurate and accessible information in relation to key processes, such as enrolment, payment of tuition fees, collection of debt, and the setting up of payment plans.

Comply with the [Consumer Protection Act 1987](#) as set out by the [Competition and Markets Authority](#):

- Provide clear details of on the full cost of study, including additional course costs to all students.
- Provide [information](#) on changes to courses at the earliest possible opportunity, using relevant communication channels.
- Adhere to the courses' terms and conditions.

Service its contractual obligations to students and comply with its commitments under consumer law as outlined by the [Competition and Markets Authority](#). In doing so, universities will work to protect the student interest when responding to circumstances such as significant changes to how a course is delivered or course closure. The university has in place procedures to respond to these circumstances which will mitigate the potential impact on students and which recognise the different needs of its diverse student body.

Comply with relevant [data protection legislation](#) (e.g. through the student privacy notice)

Comply with guidelines in relation to:

- inclusive teaching
- VLE baseline standards
- feedback turn-around times
- what has been done in response to feedback
- rescheduled, postponed and cancelled classes
- personal tutors
- timetables

Concerns, appeals, and complaints

Commit to the [OIA](#) and [QAA guiding principles](#) in relation to concerns, appeals, and complaints.

Ensure that concerns and issues are addressed and solved swiftly and, where possible, informally.

Ensure that all students raising a concern, complaint or appeal are treated with dignity and respect and with regard to their wellbeing.

2. Students will...

As part of the University Community

Recognise the important of equality and diversity by treating all members of the university community with respect both in person and on other channels such as social media.

Make a positive contribution to the university community and the local communities that the University is based in and students live in.

Participate in student feedback and representative processes to enhance the student experience of all.

Commitment to Study

Make a positive contribution to their learning community and participate constructively in group work.

Engage fully with their studies:

- attend scheduled classes and proactively seek support if needed;
- prepare for classes as required;
- attempt every assessment component of each of their modules;
- engage proactively with feedback from tutors to improve academic work.

Use the facilities and resources of the University with respect and consideration.

Support

Proactively seek support when needed, whether this is generic academic support from a personal tutor, financial support, specialist support related to a disability, counselling support, or support in relation to a facility.

Work in partnership with the supporting member of staff to solve and address any issues.

Work together with other students as part of the community of staff and students.

Administration & compliance

Enrol on an annual basis and make arrangements for the payment of academic-related fees owed to the University on time or as agreed with the University.

Provide accurate and up to date personal information and contact details.

Access their University student email account and Moodle at least twice weekly, recognising these are the platforms that will be used to communicate urgent and important information.

Familiarise themselves with and follow [University Regulations](#). Comply with all relevant policies, including the [IT and Acceptable Usage Policy](#), the [Harassment and Bullying Policy](#), and a [Student Code of Conduct](#).

For UWTSD Group students: respect and abide by the constitution and policies of the Students' Union.

3. The Students' Union will...

We are your Students' Union and we are here to enable you to make the most of your education and your time at University.

Our Strategic Plan lays out how THE STUDENTS' UNION WILL...

1. Strengthen student influence over decisions that affect you
2. Ensure that students understand their rights and have help when required
3. Invest in activities and opportunities to enable our students to develop their skills
4. Campaign for a fairer and more inclusive society
5. Make it easy for our students to direct our work and resources

In doing so the Trustees of the Union will ensure that the policies and rules of TSDSU are adhered to at all times.

Student representation & engagement

Represent, empower and support all Higher Education students within the UWTSD group to ensure that they receive fair treatment and are aware of their rights and responsibilities.

Engage with student representative bodies throughout the UWTSD group.

Represent the interests of students at local and national level and campaign on issues relevant and important to students at the University.

Ensure a consistent process for the election, training and support for all student representatives, (including part-time, distance learning and postgraduate students) across all courses and on all campuses.

Represent the views of students to the University and other relevant stakeholders.

Student support

Assist students with appropriate signposting and referral for academic and welfare issues.

Provide informed and timely academic advice and guidance to students as required.

Work in partnership with the University to ensure that students are able to access information, support and guidance across all elements of student life.

Student Activities / opportunities & Employability

Promote and enable student participation in all Students' Union activities, ensuring that all Students' Union projects, events and services are accessible.

Enable students to run a range of sports clubs, societies and other activities to enhance personal development and employability, meet other students and develop hobbies and interests.

Offer a number of opportunities for students to gain valuable experience through Students' Union activities including volunteering.

Bilingualism

Reflect the importance and status of the Welsh language in its communication and create opportunities to support those students who wish to work and socialise through Welsh whilst at the University.

4. Collaborative Partnership

Institutions will ensure that...

They follow the [principles](#) outlined in the [Academic Quality Handbook](#) in relation to student representation, student engagement and student support.

Where possible student representatives are democratically elected by their peers.

All student representatives have access to appropriate training and support.

Elected student representatives be considered a representative voice for the student body.

Students have the opportunity to feed-in at all levels of decision making.

Students are a full member of any committees they attend.

Student representatives are provided with time to meet with students on their course privately Course-level staff-student meetings follow similar procedures to other University meetings and:

1. Be well publicised and accessible
2. Have a formal agenda
3. Have minutes taken, with action-points circulated following the meeting
4. Students should be able to add items to the agenda

Staff-Student committees, as a matter of course, review student feedback including but not limited to module feedback forms, survey responses and programme reviews.

Course level meetings report into higher decision-making bodies.

Effort is made to illustrate to students the impact of their ideas and feedback (closing the feedback loop).



Prifysgol Cymru
Y Drindod Dewi Sant
University of Wales
Trinity Saint David



Relationship Agreement

between

University of Wales
Trinity Saint David

and

Trinity Saint David
Students' Union

2019/2020

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1. Introduction

This Relationship Agreement, dated 1 October 2019, between the University of Wales Trinity Saint David (UWTSD) and Trinity Saint David Students' Union (the SU) exists to provide a clear understanding of the importance of the strategic relationship between the two organisations.

1.1 Background

- 1.1.1 Following a project undertaken by the National Union of Students (the Good Governance and Good Relationships survey) eight key principles have been identified that underpin excellent working relationships between students' unions and higher education institutions. The principles now form the basis for a model Relationship Agreement endorsed by the CUC, Universities UK and GuildHE.
- 1.1.2 This document is published in line with the requirements of HEFCW circular W14/06HE, the Education Act 1994 and the underpinning principles of WISE Wales.
- 1.1.3 This document may be accessed on the websites of the University and the SU and may also be requested in an alternative format.

1.2 The University of Wales Trinity Saint David

- 1.2.1 The University of Wales Trinity Saint David was created in November 2010 by supplemental Royal Charter, through the merger of Trinity University College Carmarthen and the University of Wales Lampeter. In 2012 a further merger took place between the University and Swansea Metropolitan University. Two Further Education providers, Coleg Sir Gâr (2013) and Coleg Ceredigion (2014) have also joined the University of Wales Trinity Saint David Group.
- 1.2.2 The student body of the University is diverse and widespread. The University currently teaches across a range of campuses, learning centres and learning sites located in South and West Wales as well as London and Birmingham. The University recognises the invaluable and central role that has been, and will be, played by the SU and by Student Representatives across the campuses to celebrate distinctiveness and to integrate the student body.

1.3 The Trinity Saint David Students' Union

- 1.3.1 The SU was incorporated on 1 August 2014, establishing a new charitable body whose objects are the advancement of education of Students at the University of Wales Trinity Saint David for the public benefit by:
- i. promoting the interests and welfare of Students at the University of Wales Trinity Saint David during their course of study and representing, supporting and advising Students;
 - ii. being the recognised representative channel between Students and the University of Wales Trinity Saint David and any other external bodies; and

- iii. providing social, cultural, sporting and recreational activities and forums for discussions and debate for the personal development of its Students.

1.4 Principles of the Agreement

1.4.1 The University is committed to the appropriate resourcing of the SU to allow it to undertake its core functions effectively, fulfil its mission and support students in being full partners in their learning.

University funding for the SU is contingent on the adherence to the following principles:

- (i) The SU will have a published mission and constitution, which sets out its roles, responsibilities and aims;
- (ii) The SU will be an independent, autonomous, transparent, professionally run and democratically led organisation;
- (iii) The SU will act with integrity, and in accordance with the Nolan principles of conduct in public life, to assure its stakeholders that the SU and its officers adhere to high standards of conduct and work in the interests of its members;
- (iv) The SU will represent the full and diverse range of its student members;
- (v) The SU will be financially transparent and will undertake effective and ongoing evaluation to enable it to account for the funding it receives to a range of stakeholders.

2. Relationship Agreement

2.1 Strategic Partnership

2.1.1 The University of Wales Trinity Saint David has a tradition of positive student engagement in its decision-making processes at all levels of the institution.

2.1.2 The sabbatical officers of the SU have two full voting seats on the University's Council – the body responsible for the governance and strategic direction of the institution. One of these seats will be occupied by the SU Group President. In addition, the Chief Executive of the SU sits on Council as an observer. The SU also has agreed representation on the University Senate - the sovereign academic body of the institution. Through the sabbatical officers and other student representatives, the student body is represented on Senate and its relevant standing committees. Systems are in place in both the University and SU to ensure that SU representatives are supported appropriately so that they can contribute fully and effectively in their representative roles.

2.1.3 Senior engagement with the SU is primarily facilitated through the Associate Pro Vice-Chancellor (Academic Experience) with other senior officers of the University and the Group President and the Chief Executive of the SU.

- 2.1.4 Regular meetings are held between senior University officers and the sabbatical officers of the SU. This engagement is a valuable mechanism for sharing and addressing issues as they arise.
- 2.1.5 The Student Charter has been created in partnership between the University of Wales Trinity Saint David and Trinity Saint David SU. It explains clearly the mutual expectations of the University, the SU, and its students, and recognises that providing an excellent and equitable experience for every student, including those HE students at Coleg Sir Gâr and Coleg Ceredigion, is a key strategic priority for the University and the SU.
- 2.1.6 The Student Charter is underpinned by the principle of an excellent student experience and has due regard to the UK Quality Code for Higher Education and its Advice and Guidance documents, which describe best practice in relation to student engagement, provision of information and the educational experience, and HEFCW Guidelines in relation to Student Charters. The publication of the Charter is a clear demonstration of the University's commitment to the continuous improvement of the quality of its services, in the recognition of the centrality of students within the University and in the positive contribution made by the SU.
- 2.1.7 The Charter and this agreement also reflects the requirements of the governing body and the SU as set out in Paragraph 22, Part II of the Education Act 1994.

2.2 Student-centred

- 2.2.1 The University and the SU have a firm commitment to improving the educational experience of all students, enhancing the wellbeing of all students, and developing their extra and co-curricular activities whilst studying at the University. Both the University and the SU recognise the centrality of student voice and extensive mechanisms exist to ensure that students have the opportunity to effect change at the University and participate as partners in their learning.
- 2.2.2 The University and Trinity Saint David SU are committed to the ongoing development and improvement of the student experience. The student voice is a driver for the implementation of new systems and initiatives and student feedback is used to inform decisions affecting the student community. Current systems for the gathering of student feedback include:
- Student feedback through module questionnaires that feed into Faculty Boards /Annual Programme Reviews ;
 - The National Student Survey (NSS) and other relevant student surveys such as the UKES, PTES and PRES;
 - Focus groups or feedback exercises on specific issues organised by the SU and/or the Associate Pro Vice-Chancellor (Academic Experience) and Academic Office;

- External research into the experiences and expectations of the University's students;
- SU online feedback platforms;
- The SU's annual 'Academic Quality Report' developed in line with QAA guidance.

2.2.3 As part of its commitment to providing a quality student experience and to demonstrate its commitment to enhancing the employability of its graduates and their commitment to a sustainable future, the University has established schemes to promote extra-curricular and co-curricular personal and skills development activities that lead to a range of key graduate attributes, including promoting learning and social responsibility that supports "development that meets the needs of the present without compromising the ability of future generations to meet their own needs" (Brundtland Commission, 1987). This includes collaboration between the University and the SU to promote an active programme of personal development for all students including the Life Design initiative, volunteering, internships and work placements, part-time and vacation work and involvement in running clubs and societies.

2.3 Student Voice

2.3.1 The University and the SU work together to secure a strong and vibrant student voice and consider student engagement and representation to be of vital importance. Both parties recognise the importance of student representation at all levels of the University to strengthen their partnership. They seek to continuously improve their close partnership and engagement with the SU to ensure the student voice is heard and acted upon at all levels within the institution with due regard to the expectations, practices, guiding principles, and advice as outlined in the UK Quality Code for Higher Education: Advice and Guidance: Student Engagement.

2.3.2 The University and the SU work in partnership to provide and promote a wide range of opportunities and channels through which students can engage with and contribute to the enhancement of their learning experiences and their broader experience of university life. Feedback is considered a vital part of this process and both parties work in partnership to develop and promote feedback mechanisms.

2.3.4 The SU is also committed to delivering an annual Academic Quality Report (AQR) on an aspect of students' academic experience and to investigate additional opportunities to expand and consolidate student participation in academic quality and programme design processes. The AQR will be submitted to the University's Council for consideration and the University will produce an annual response.

2.4 Diversity and Equality

2.4.1 Both the University and the SU are committed to principles of diversity and inclusion within the University's community and its activities.

2.4.2 The University has published its Strategic Equality Plan which describes the commitment of the University to equality of opportunity and how it will promote equality in all aspects of its activities as an employer, a provider of Higher Education and in its interaction with the wider community, in order to provide a working and learning environment which is free from discrimination in accordance with the Equality Act (2010).

2.4.3 The University works closely with the SU in relation to equality and diversity focused initiatives such as training sessions or networks set up for a specific protected characteristic.

2.4.4 The SU Constitution includes the following commitments which underpins all of their work and guides the approach of all staff and officers:

The Union will seek at all times to:

- (i) ensure that the diversity of its membership is recognised and that equal access is available to all Members of whatever origin or orientation;
- (ii) pursue its aims and objectives independent of any political party or religious group; and
- (iii) pursue equal opportunities by taking positive action within the law to facilitate participation of groups discriminated against by society.

2.5 Respect and understanding

2.5.1 The University and SU recognise the critical contribution that each makes to maintaining and building upon a thriving, safe and inclusive environment in which all students are able to live, work, learn and fulfil their potential. This is reflected in the consultative and decision-making processes that exist to ensure the continuing success of the close relationship, and in the number of collaborative and partnership projects in existence to enhance the student experience.

2.5.2 Both the University and SU are committed to maintaining a culture of mutual understanding and respect.

2.5.3 Both the University and the SU commit to maintaining a constructive, respectful and professional working partnership where consultation is timely and meaningful and feedback is evidence-based.

2.6 Openness and Trust

2.6.1 The University and the SU work together in a transparent and open manner to ensure that institutional decisions can be made with a full understanding of the potential impact and effect upon the student body and other key stakeholders. Student consultation and contribution to the creation and development of the

University's Fee Plan, TEF submission, and other key strategy, policy, or regulatory documents are practical examples of this commitment.

- 2.6.2 The University will continue to engage and support the SU as it seeks to respond to new challenges and adapt to meet the ever-changing needs of the student body.
- 2.6.3 The Associate Pro Vice-Chancellor (Academic Experience) and other senior officers of the University, work closely with the Chief Executive of the SU and elected Union officers to provide a critical link between the University Council, Senior Officers of the University and the SU.
- 2.6.4 Where possible, and always in compliance with Data Protection regulations, this openness and trust extends to sharing relevant membership data and access to critical information and systems (e.g. student data for elections).

2.7 Mutual support and commitment

- 2.7.1 The University and the SU are committed to the enhancement of their excellent consultative and working relationship. In addition to the student engagement measures described above, the University seeks to ensure that the University Community is kept aware of developments through the circulation of Student Bulletins and Staff Bulletins and is provided with clear channels to respond to proposals or to offer views.
- 2.7.2 The University offers support and commitment to the development of individuals as well as the SU by encouraging and supporting student representatives to attend relevant external workshops and conferences and to share and collaborate as appropriate in relation to training opportunities. Both commit to ensuring that student representatives have the tools, skills and understanding to make a considered and effective contribution. The SU commits to ensuring that there is a professional and robust student representative system.
- 2.7.3 The University will ensure that it signposts students to the Students' Union for support, guidance and advice as appropriate, particularly in relation to students involved with its student-facing policies' framework. The SU will ensure that students seeking support will be obtain high quality and impartial support.
- 2.7.4 Both the University and SU commit to understand each other's strategic goals and work to identify areas of mutual benefit, opportunities for effective partnership and efficient delivery in order to maximise the impact and sustainability of resources.

2.8 Independence

- 2.8.1 The SU is an independent organisation that works in close partnership with the University. It is led by democratically elected officers and is responsible for its own budgeting, management and staffing arrangements. It is independently registered with the Charity Commission and Companies House and has its own Board of Trustees who are responsible for the proper running of the SU.
- 2.8.2 Both parties recognise the value of a strong and independent SU and understand the challenges faced by the University associated with balancing the interests of a range of stakeholders within an increasingly challenging external context.
- 2.8.3 The University and SU proactively engage and review the relationship, including the funding arrangements, on an annual basis.

2.9 Accountability

- 2.9.1 The Council of the University recognises the SU as the representative of the University's student body.
- 2.9.2 The Trustee Board of the SU recognise the Council of the University as a regulatory body of the SU in accordance with the Education Act (1994).
- 2.9.3 In accordance with Paragraph 22, Part II of the Education Act (1994) University Council has a duty to ensure the SU fulfils its responsibilities. These responsibilities are set out in the University Council and SU Code of Practice.
- 2.9.4 The Student Charter applies to all students and staff at the University. It sets out the responsibilities which the University will fulfil to its students; the responsibilities which students should fulfil whilst studying at the University; and the responsibilities of the SU to the University and its students.

2.10 Funding

- 2.10.1 The University is committed to funding the SU to deliver core activity as defined by the HEFCW circular on 'good practice in funding of effective, democratic student unions, and student representation' (W14/06HE, January 2014).

This includes the following (as a minimum expectation):

- i. Ensure the democratic election of officers to deliver the mission of the SU in line with its constitution.
- ii. Support, represent and advise students.
- iii. Promote and protect the interests and welfare of students at the institution during their course of study, in partnership with the institution.
- iv. Provide and support for an effective system of student representation in order to achieve its object of being the recognised representative

channel between students and the institution, and any other external bodies.

- v. Provide and support for an effective system of student representation in order to achieve its object of being the recognised representative channel between students and the institution, and any other external bodies.
- vi. Write and review the Student Charter jointly with the institution.
- vii. Produce an Annual Student Report, to form the basis of dialogue with the institution, report to students, and inform the development of the student submission for the institutional review. This document is TSDSU's Annual Quality Report.
- viii. Provide trained advisors to give independent advice on academic and welfare issues, which link effectively with the services of the institution, and is underpinned by an agreement between the SU and the institution.
- ix. Promote student participation in surveys and other forms of feedback, including the National Student Survey, as appropriate.
- x. Provide or support social, cultural, sporting and recreational activities and fora for discussions and debate for the personal development of its students.
- xi. Ensure its advice and services, and access to these, meet the needs of the diverse student body.

2.10.2 The University and SU have developed a three year rolling budget and a transparent mechanism for review of funding on an annual basis which requires the identification of core and additional activities (for example, special projects to add value to the student experience) for the forthcoming sessions. The funding for the coming year is approved in line with the University Council and SU Code of Practice.

3. Review Process

3.1.1 This agreement will be jointly reviewed each year, in conjunction with the annual review of the Student Charter and quinquennially in conjunction with the review of the SU Memorandum and Articles of Association.

3.1.2 Although outgoing SU officers may be involved in the annual review of the Relationship Agreement, responsibility for sign off rests with the incoming SU officers. The relationship agreement will be presented to University Council annually and will normally be published by start of each academic year.

4. Endorsement

4.1 Endorsement of the University Council

Signed:

Date:

The Venerable Randolph Thomas

Chair of University Council

4.2 Endorsement of the Students' Union

Signed:

Date:

Ms Becky Ricketts

Group President of the Students' Union 2018/19

October 2019