

LIST OF SCHEDULES to the CONSTITUTION of the AIT-LIT Consortium STUDENTS' UNION

Schedule A - Terms of Reference of Standing Committees & Working Groups of the Union - **Page 2**

Schedule B - Electoral Regulations Manual - **Page 5**

Schedule C - Standing Orders for the Council, the Executive and other meetings - **Page 9**

Schedule D - Terms of Reference of the Nominations Committee - **Page 18**

Schedule E - Constitution of the AIT-LIT Consortium SU Company Limited by Guarantee - **Page 20**

Schedule A - **Terms of Reference of Standing Committees and Working Groups of the Union**

1 In accordance with Article 7.7.1 of the Constitution the Council shall establish Standing Committees and may also establish Working Groups to advance the interests of the Union in its representational role and to provide support and services to its members.

The Council shall establish the following Standing Committees

- 1) Education Committee
- 2) Welfare and Equality Committee
- 3) Student Experience Committee
- 4) Lifelong Learning Committee
- 5) Postgraduate Student Committee
- 6) International Student Committee

2 Standing Committees

2.1 Standing Committees shall be established to deal with topics which are central to the ongoing experiences of students. Standing Committees will be permanent committees of the Union operating from year to year to look into the details of issues beyond the capacity of the Council which shall agree each Committees Terms of Reference from time to time and to which each Committee will report on an ongoing basis

2.2 Standing Committees shall be made up of not less than five and not more than nine members including at least one Sabbatical Officer nominated by the Executive and Part-time Officers whose portfolios relate to the work of a Standing Committee together with up to three members of the Student Council who are not elected officers.

2.3 Remaining members should be chosen because of the specific skills and experience they have in relation to the Terms of Reference of the Committee. These members need not be limited to members of the Council or Executive and may include up to two members who are not members of the Union. The Council, on the advice of the Executive will nominate the Chairperson of each Committee

2.4 The quorum for a meeting shall be three including a Sabbatical Officer nominee of the Executive for each of at least three meetings in each academic year

2.5 The term of membership of each Standing Committee is one year and no member of a standing committee shall serve more than three years on that committee either consecutively or cumulatively.

3 Working Groups

3.1 Working Groups may be established by the Council for a prescribed period of time to undertake one-off tasks as defined in the Terms of Reference approved by the Student Council.

3.2 Each working group will include two nominees of the Executive, up to three members of the Student Council who are not members elected officers and up to two members who are not members of the Union chosen because of the particular skills and experience they have in relation to the Terms of Reference of the Group. The Council will agree the Chairperson of each Working Group.

3.3 Should the work of a Working Group continue beyond the end of the Academic year in which it was established the Executive and Council members will only continue provided they are registered students or members of the Executive in the following year. If any Executive or Council member is not in a registered student or a member of the Executive in a following year they will be replaced by the Executive and Council respectively.

4 Terms of Reference of Standing Committees.

1) Education Committee

Will advise and support the Union, primarily working through the Education Vice-Presidents, in the developing its policy positions on all matters relating to the quality of the education being experienced by all of the students in the University.

2) Welfare and Equality Committee

Will lead the Unions policy and service delivery its members, primarily through the Welfare Vice-Presidents, on all aspects for their welfare, needs and ambitions outside of their academic work.

3) Student Experience Committee

Will promote and deliver activities to support a vibrant and inclusive social life for all students in conjunction with clubs and societies and other ad hoc groupings which emerge. It will work to support the work of the Student Experience Officers

4) Lifelong Learning Committee

Will lead the Unions policy and service delivery its all students who are pursuing mature, part-time, apprentice and other types of non-full-time courses. Its members will supportthe work of the Lifelong Learning Officers

5) Postgraduate Student Committee

With a growing emphasis on postgraduate studies in the University this Standing Committee will advise and support the Union in developing its policies and positions on all matters relating to the quality of the education being experienced by all students who are pursuing a Level 9 or 10 qualification, whether part- time or full-time.

6) International Student Committee

Will engage in a pro-active way with international students to support them in all aspectsof their being students in the University and in their broader lives as they live in the wider community. It will develop the Union's policy and service delivery for international stu- dents and shall support the work of the International Student Officers

Schedule B - **Electoral Regulations Manual**

In addition to the matters relating to the holding of elections in the Constitution the following Regulations shall apply to the holding of elections for positions within the Union.

Election of Officers

- 1 Eligibility to be a candidate and to vote in all elections of the Union shall be limited to those registered students who are on the register on the date of the holding of an election and it will be a requirement to produce a valid current student card or other proof of current student registration in order to accept a nomination to any elected position and to vote.

- 2 (a) All elected Officers, sabbatical and part-time, shall hold office for a term of one year from the 1st July to the 30th June in the following calendar year, even where a person enters into the office after July 1st through the filling of a vacancy. All officers shall relinquish their office on the 30th June, unless before the expiration of that period they cease to be able to perform the functions of the office for reasons of health, resignation or are removed from office.
(b) Should a person elected to office cease to be a registered student they automatically cease to hold the position to which they were elected

- 3 At the time of taking up office, all part-time elected officers must be a registered student of the University. Should any part-officer cease to be a registered student of the University they shall immediately cease to be an officer of the Union. No person shall be eligible to hold any part-time officer position having previously held a sabbatical position.

- 4 Any candidate seeking to be elected as a Postgraduate Officer must be a current registered student studying at level 9 or above in the University.

- 5 Every candidate seeking election to an Officer position must be nominated by not less than 100 members President, Deputy Presidents of the Union for Sabbatical posts and 50 members of the Union for Part-Time officer positions of the Union (from the relevant campus or the whole of the University, as appropriate) in accordance with the Electoral Regulations Manual

- 6 In the case of all elections, a “re-open nominations” option will be on the ballot paper together with the name(s) of the nominated candidate(s).

7 All candidates seeking election to a Sabbatical or Part-Time Officer position shall put in the hands of the Electoral and Constitutional Commission a manifesto which the Electoral and Constitutional Commission shall circulate generally to members. The Electoral and Constitutional Commission shall prescribe the format of the manifesto.

8 Sabbatical Officers shall hold no other elected office in the Union save those provided for by the terms of this Constitution, nor shall they hold any elected office in a recognised club or society of the University or in any informal grouping organised in the University.

9 Part-time Officers shall hold no other elected office in the Union save those provided for by the terms of this Constitution but may be a member of a recognised club or society of the University or in any informal grouping organised in the University.

10 Officers shall conduct themselves independently of any party-political affiliation and not support any political issue that is contrary to the provisions of this Constitution.

11 The Sabbatical and Part-time Officers shall enter upon their office on 1st July except where if there is a vacancy in the position to which they have been elected they may, on the recommendation of the Electoral and Constitutional Commission and the approval of two-thirds of the Student Council, take up the post on a date prior to 1st July and serve until 30th June of the following year.

12 Sabbatical and Part-Time Officers, following the taking and subscribing publicly in the presence of the members of the Student Council and the members of the Electoral and Constitutional Commission, shall declare the following oath of office, which shall be attested by the Chairperson of the Council and the Chairperson of the Electoral and Constitutional Commission:

"I do solemnly and sincerely promise and declare that I (N) will uphold the Constitution of the AIT-LIT Consortium Technological University Students Union and upholds its provisions, that I will fulfil my duties faithfully and diligently in accordance with the Constitution and I will dedicate my abilities to the service and welfare of the membership of the Union".

Removal of Officers and Representatives

13 Should any Sabbatical or Part-Time Officer act outside of the Constitution, their job description, or should any student submit a complaint to the Student Council in respect of the conduct or performance of any officer, the Student Council shall direct the President to investigate the matter. In the case of a complaint against the President's conductor performance, the Chairperson of Student Council may investigate the matter.

13.1 A proposal to remove any **Sabbatical or Part-Time Officer** under this section shall not be accepted for consideration unless a notice of motion in writing is signed by not less than half of the total membership of the Student Council, after which then it must await the outcome of an investigation.

13.2 The President, or Chairperson of Student Council, where appropriate, can ask AIT-LIT Consortium SU CLG to investigate the complaint, in accordance with law.

13.3 Where president AIT-LIT Consortium SU CLG deems it necessary to suspend or otherwise subject a Sabbatical or Part-Time officer to a disciplinary process, the officers shall desist from styling themselves as being that officer and shall cease to perform any functions of the office of the Union, until such time as investigations (if necessary) have been completed, and all disciplinary procedures, have been adhered to.

13.4 Where AIT-LIT Consortium SU CLG deems it necessary to suspend or otherwise subject a Sabbatical or Part-time Officer to a disciplinary process, AIT-LIT Consortium SU CLG shall notify the affected officer, the President and the Chairperson of Student Council.

13.5 AIT-LIT Consortium SU CLG shall inform Student Council if it considers it necessary to remove a Sabbatical or Part-time officer from their position. Such a proposal shall require a vote of 50% + 1 of the total membership of the Council.

14 A proposal to remove a **Class Representative** shall be made by not less than 25% of the students from the class from where they were elected. Such a proposal shall be considered at a meeting of the class convened by an Officer decided by the Executive. Seven working days' notice will be given to the Representative concerned. The Representative will be given an opportunity to address the meeting and to respond to the contents of the proposal. The meeting shall vote on the proposal which shall be decided by a simple majority of those voting.

15 A proposal to remove a **Departmental or Faculty Representative** shall be made by not less than 25% of the Class Representatives from the class where they were elected. Such proposal shall be considered at a meeting of the class representatives convened with seven working days' notice by an Officer nominated by the Executive. Seven working days' notice will be given to the Representative concerned. The Representative will be given an opportunity to address the meeting and to respond to the contents of the proposal. The meeting shall vote on the proposal which shall be decided by a simple majority.

16 A proposal to remove a **member of the Student Council** who is not an officer of the Union shall be made by not less than 25% of the Class Representatives from that

campus and such proposal shall be considered at the next Class Representative meeting provided seven working days' notice has been given to the member concerned. The Member will be given an opportunity to address the meeting and to respond to the contents of the proposal. The meeting shall vote on the proposal which shall be decided by a simple majority of those voting.

Schedule C - **Standing Orders for the Regulation of Meetings of the Council, the Executive and other meetings.**

Guiding Principles

1 In the conduct of its business, all meetings of the Union will always operate to safeguard the standing of the Union among its members and other parties.

2 All members will be afforded the opportunity to fully contribute to meeting deliberations and where necessary, provide constructive challenge. At the same time, the Chair and members will guard against attempts by a member/s to exert excessive influence over decision making.

3 The Chairperson will foster a culture which supports openness and debate and facilitates effective contributions from members and others invited to participate in any part of any meeting.

1 Overview .

1.1 These Standing Orders are adopted to set out the approach that the Students' Union aspires to in planning for and conducting all its meetings. The spirit – and as far as possible the letter, of these Standing Orders will inform the procedures to be adopted before, during and after all meetings, except for meetings of the Student Council, which must comply with the totality of these Standing Orders.

1.2 These Standing Orders are also binding on the Executive except as otherwise set out in Appendix One below, where some specific modifications are recognised, given the frequency of its meetings and the numbers of its members.

1.3 The dates and times of meetings of the Council and Executive shall, in accordance with the Constitution, be agreed by the Executive before the end of August each year and meetings shall not be postponed unless it is known in advance that any specific meeting will be inquorate and therefore will be unable to conduct any business or where the Chairperson for the Council only, and President agree it would be impractical or not safe to convene a meeting.

2 Notice of Meetings and Agenda

2.1 The Chairperson, following consultation with the members, may require the convening of an additional unscheduled meeting.

2.2 An unscheduled/short notice meeting may, at any reasonable time, be convened by the Chairperson, or on request from at least 20% of those entitled to attend. Where such a meeting is validly held the minutes will be laid before the next scheduled Meeting.

- 2.3 All documentation to be circulated for meetings must be submitted to the Secretary no later than seven (7) working days in advance of the meeting.
- 2.4 At least five (5) working days before any meeting, every member entitled to attend shall be issued with an electronic copy of:
- 2.4.1 A notice convening the meeting giving time and place,
- 2.4.2 A draft Agenda (which shall only be issued with the prior agreement of the Chairperson)
- 2.4.3 All reports and other documents referred to in, or to be read in conjunction with the Agenda.
- 2.5 If there are any reports or other documents, copies of which cannot for good reason be circulated with the Agenda, these may, at the Chairperson's discretion, be tabled at the meeting and will subsequently be circulated in electronic form to all members. Verbal reports should not be accepted as normal practice especially at meetings of the Council and Executive.
- 2.6 Failure to receive notice of a meeting will not invalidate a meeting or any business transacted at that meeting, provided proof of its being sent is available.
- 2.7 Any matter or business not set out in the Agenda may be raised at the meeting and may be discussed or decided, provided the consent of the Chairperson is sought in advance of the meeting and if agreed by the majority of members present at the time of the adoption of the Agenda for the meeting.
- 2.8 The Secretary will normally make all necessary arrangements for meetings, will inform the Chairperson in advance of all such arrangements, will collate all of the documentation and will record the decisions as minutes of the meeting.
- 2.9 A majority of those present, provided that number constitutes a quorum, may adjourn any meeting to any other time or place.

3 Quorum

3.1 Except where it is specifically set out in the Constitution the quorum for each type of meeting will be 25% plus one person of the total number of people entitled to attend that meeting. No decisions can be made on any matter if a quorum is not present.

4 Proceedings at Meetings

At a meeting:

- 4.1 The Chairperson shall, if present, be chairperson of the meeting.
- 4.2 If the Chairperson is not present, or the office of the Chairperson is vacant, the meeting shall elect a chairperson solely for the purpose of the specific meeting but s/he cannot be a sabbatical officer of the Union. Any power or duty assigned to the Chairperson under these Standing Orders in relation to the conduct of a meeting may be exercised by the person presiding at such a meeting.
- 4.3 Where any member present at a meeting has a material interest in a matter for discussion they shall:
- 4.3.1 Disclose such interest no later than under the standard item on the agenda, 'Declaration of Conflict(s) of Interest'.

- 4.3.2 Neither influence nor seek to influence a decision to be made in relation to the matter
- 4.3.3 Absent themselves from the meeting when the matter is being discussed.
- 4.3.4 Take no part in relevant deliberations.
- 4.3.5 Refrain from voting on any relevant matters.
- 4.3.6 Not count for quorum purposes for that item only.
- 4.3.7 Relevant disclosures shall be recorded in the minutes of the meeting(s) concerned.

4.4 The Chairperson of the shall ensure fair and orderly conduct of a meeting. They shall seek a speaker on each item who shall have a maximum three minutes to speak. Speakers taking an alternative position shall then alter with each other to debate any mat-ter and this may be interspersed with questions seeking clarity provided these are not contributions either for or against the position of the initial speaker on the item. The Chair may also facilitate contributions from members who are neither for nor against any item, but who wish to make a contribution.

4.5 Only members entitled to attend may speak at a meeting. Non-members may only speak with the express permission of a majority of the members present. Where meetings are on-line no such facility will be afforded to non-members those specifically invited to attend in advance by the Chairperson

5 Order of Business

- 5.1 The Order of Business at meetings will include:
 - 5.1.1 Quorum
 - 5.1.2 To choose a person to chair the meeting if the Deputy/Chairperson is absent
 - 5.1.3 Adoption of the Agenda.
 - 5.1.4 To approve as a correct record and sign the minutes of the last meeting and any short notice meeting which may have been held since the last scheduled meeting
 - 5.1.5 Matters arising from the minutes not on the agenda, for information only and notfor discussion.
 - 5.1.6 Items for discussion and decision
 - 5.1.7 Reports for Part-Time Officers
 - 5.1.8 Reports from sabbatical Officers and others assigned tasks at previous meetings
 - 5.1.9 Reports from appropriate other bodies within the Union, the University and any body to which the Union is affiliated/is a member
- 5.2 The above order of business may be varied by the Chairperson with the consent of the meeting.
- 5.3 At a short notice/unscheduled meeting of any meeting of the Union only business specified in the notice convening that meeting will be transacted at that meeting.

6 Decision making Processes

- 6.1 Every motion, policy, amendment to a motion/policy must be in a written format and be proposed and seconded in writing to the Secretary. The motion or policy will be put forward once the proposer has concluded their opening speech. The proposer has the right to reply immediately before a vote is taken.
- 6.2 Councillors may not ask clarifying questions when a motion/policy is being proposed or debated except at the discretion of the Chairperson.
- 6.3 All questions for part-time officers or other communications including those prescribed by the Constitution, shall be submitted to the Secretary by 12 noon on the day of the scheduled meeting. The Chairperson may allow questions for part-time officers at the meeting at their absolute discretion. Emergency motions not on the Agenda will be accepted at the discretion of the Chairperson.
- 6.4 All 'matters arising' will remain on the agenda until completed to the satisfaction of the meeting.
- 6.5 Any matters not included when the agenda is circulated, which a member wishes to have on the agenda, must be submitted to the Chairperson prior to the meeting. The Chairperson will decide whether to include this in the agenda, at their sole discretion but in general it shall be disallowed unless the Chairperson believes it is a matter which cannot wait until the next scheduled meeting.
- 6.6 Any amendment to a motion or policy must be accepted by the proposer and seconder of the motion/policy. If the proposed amendment is not accepted, the motion/policy shall stand in its original format. A member is within their rights to challenge the motion/policy, either in its original or amended format, under standard procedural motions 9a – 9f below.
- 6.7 If an amendment is passed, the original motion/policy/report with the amendment will become the substantive motion/policy, and further amendments can be made.
- 6.8 Only one motion/policy or report, or any amendments to a motion, policy or report may be put before the meeting at any one time.
- 6.9 Each Sabbatical or Part-time Officer must be available for questions on their written Officer Report. They can make verbal additions to their Report at the discretion of the Chairperson.
- 6.10 If at any time there is no discussion, the Chairperson may ask whether there is any discussion, opposition or amendment and if not, shall declare the matter to be approved.
- 6.11 Should disorder arise, the Chairperson at their discretion is entitled to adjourn the meeting and quit the chair. On doing so, the meeting shall be immediately adjourned. The Chairperson shall give their reason for doing so at the following meeting, where there shall be no discussion thereon.
- 6.12 No member shall use any offensive expression to any member of the meeting.
- 6.13 No member shall conduct themselves in a way that is against the maintenance of order. Any member who has been disruptive to the meeting will get a warning from the Chair, and this will be minuted. After the 2nd warning, the member will be suspended from the meeting with the approval of the majority of the members present.

6.14 The use of mobile phones, laptops and other electronic devices may be allowed where it is the view of the Chairperson that their use contributes to the proceedings.

6.15 There should be a break during every meeting, exercised at the discretion of the Chairperson, where the meeting runs over two hours.

7 Points of Order

7.1 A Point of Order shall be related only to the conduct of the meeting and not the subject of the debate. Points of Order shall have priority over all other business except the acts of voting (unless they refer to the conduct of the vote) and they will not be discussed. Any member may raise a Point of Order, providing that they do so immediately and state that they rise on a 'Point of Order'.

7.2 A Point of Order is a matter raised during the debate of a motion or policy concerning the rules of procedure as set out in the Constitution these Standing Orders or other policy of the Union. A Point of Order may be raised if the rules appear to have been broken. This may interrupt a speaker during debate, or anything else if the breach of the rules warrants it. The Point is to be resolved before business continues. The Point of Order calls on the Chairperson to make a ruling. It is not allowed to use a Point of Order to ask a question of information or procedure. The Chairperson may rule on the Point of Order or submit it to the judgment of the meeting.

8 Points of Information

8.1. Points of Information may be raised in the same way as Points of Order, but only if allowed by the speaking member. They shall consist of relevant information offered to or asked of that member.

9 Procedural Motions

9.1 Procedural motions are used to assist the chair in moving debate along. Procedural motions empower members to take control of the debate and ensure it is moving in an appropriate direction. The procedural motions are:

- a) A motion that the question be now put forward
- b) A motion that the question not be put forward
- c) A motion that the question be taken in specific parts
- d) A motion to refer the matter to a specified later time, date, meeting, officer or committee
- e) A challenge to the Chairperson's ruling
- f) A motion of no confidence in the Chairperson for the remainder of the meeting

9.2 Procedural motions must have a seconder. They may not be proposed while any member is speaking on a Point of Order, Point of Information or during the act of voting.

9.3 The Chairperson may refuse to accept a procedural motion which is similar or related to the same subject which was defeated in the previous 15 minutes. The Chair may also decline or accept a Procedural Motion 9a or 9b, prior to two speakers speaking for and against.

9.4 Procedural motions 9(a-f) shall be voted on without discussion. The proposer may speak for 2 minutes followed by a speaker against for 2 minutes. It shall then go to a vote.

9.5 In the event of procedural motion 9a being passed the Chairperson shall allow the proposer of the original motion to summate before the vote.

9.6 Once a procedural motion 9c has been called, the Council shall firstly vote on whether to take the motion/policy in parts. If this is not passed, the motion/policy shall proceed in its original format.

9.7 If the procedural motion 9c passes, the motion/policy shall be broken down into parts, and each part shall be voted on separately. If a part falls, it shall be removed from the substantive motion/policy. Council then returns to the overall motion/policy as amended, and votes on the final amended motion/policy.

9.8 In the event of a procedural motion 9e being called, the Chairperson shall have priority in speaking against the motion and shall leave the chair until a vote is taken. In proposing a 9e the proposer must state where the Chairperson's ruling has not followed points of order and procedure either within the Constitution or these Standing Orders.

9.9 If a 9e passes that might directly contradict either the Constitution or these Standing Orders, the Chairperson must refer the matter to the Appeals Tribunal for a ruling. If the Chairperson's ruling is not accepted by a member of the Council, a written request must be submitted to the Appeals Tribunal stating the grounds for the challenge to that ruling. The decision of the Tribunal is binding.

9.10 For a procedural motion 9f to proceed, a motion must be put before the meeting and must receive the support of two thirds of those in attendance at that meeting. The Chairperson has priority speaking against the motion and will leave the chair until a vote is taken.

9.11 In the event of a procedural motion 9f being passed, the Deputy Chairperson shall preside over the remainder of the meeting.

9.12 No procedural motion shall be called whilst another procedural motion is being discussed unless a 9e or 9f is called.

10 Student Visitors and External Guests

10.1 Students who are not members of the meeting are welcome to attend the Student Council meeting as visitors. On arrival they should identify themselves to the Chairperson. They will be invited to sit at the back of the room and must remain seated at all times. If they wish to speak on any matter before the meeting they must inform the Chairperson before the meeting commences, so that an appropriate opportunity, at the Chairperson's discretion, can be found for them to do so or with the express permission of a majority of the members present.

10.2 Visitors cannot speak while a formal motion or policy is being put to the meeting, and at all other times should only contribute to the meeting, with the consent of the meeting by simple majority. A Student Councillor can opt to allow a visitor to speak for them during a motion or policy, if they receive the consent of Council by simple majority.

10.3 External guests may be invited by to attend meetings, or apply to present to the Council, through the Secretary at least seven (7) working days prior to the meeting. Their attendance will be decided on by the Chairperson with the approval of the meeting.

11 Suspension of Standing Orders

11.1 These Standing Orders may be suspended when a motion to that effect is passed by a 2/3 majority of those in attendance at any meeting. Such motions will require a proposer and a seconder and shall state why Standing Orders should be suspended. The motion will be put to a vote without discussion. Such a motion may not be proposed during a Point of Order/Information or during the act of voting.

11.2 Only the business for which Standing Orders has been suspended, may be discussed during the suspension of Standing Orders but no decision can be made until standing orders.

12 Minutes of Meetings

12.1 Minutes of all meetings will be kept by the Secretary and a draft will be circulated within seven (7) working days to each member who should raise any matters of clarification or accuracy within 7 days of having received the draft.

12.2 The minutes of each meeting shall be laid before the following meeting and, as confirmed or amended, shall be authenticated by the signature of the Chairperson of that meeting.

12.3 The names of members present shall be recorded in the attendance list and a register shall be kept showing details of the meetings attended by members and a record of attendance shall be published on the Union's website after every meeting. Where a member has notified the Secretary, in writing, in advance of the meeting that they will not be present, the record shall show that the member sent apologies. Where no such notification is received in advance of the meeting, the record shall show that the member was absent.

12.4 When minutes of proceedings have been adopted and confirmed by a subsequent meeting it will not be in order for any member to question their accuracy nor seek their amendment at subsequent meetings. Questions will only be permitted on matters arising out of the minutes.

12.5 The Secretary shall be responsible for the safe keeping of the minutes of meetings.

13 Attendance at Meetings

13.1 If any member misses two meetings in a row, without sending apologies in advance (or without due cause) it shall be accepted that they have vacated their membership in that meeting.

13.2 If a member misses two meetings in a row, without sending apologies (or without due cause) they shall automatically cease to be a member of that committee/Council.

14 Amendments to Standing Orders

14.1 The Chairperson or any member may submit a proposal for any new Standing Order or alteration of any existing Standing Order which may seem to be required to ensure the more effective operating of a meeting. Such amendments will be considered in the manner of the amending of Schedules to the Constitution as set out in Article 15.

15 Continuance

15.1 These Standing Orders shall remain in force until altered as set out in 14.1 above and the Secretary shall ensure that the altered version shall be on the Union website.

Appendix One

Exceptional Standing Orders relating to Meetings of the Executive

E. 1 The Executive shall schedule two meetings in all months September to May inclusive and at least once a month for June to August.

E. 2 All documentation to be circulated for meetings must be submitted to the President no later than three (3) working days in advance of the meeting.

E. 3 At least two (2) working days before any meeting, every member entitled to attend shall be issued, an electronic copy of:

E. 4 A notice convening the meeting giving time and place

An Agenda (which shall only be issued with the prior agreement of the President)

All reports and other documents referred to in, or to be read with, the Agenda.

E. 5 Minutes of all meetings will be kept by the President and a draft will be circulated within five (5) working days to each member who should raise any matters of clarification or accuracy within 5 days of having received the draft.

E. 6 While it is desirable that members make every effort to attend an Executive meeting in person, where this is not possible, remote attendance via telephone/video link is acceptable for meetings, where it can provide reasonable levels of engagement between those physically present and the member at any remote location. Participation in any meeting via remote connection will be regarded as full attendance for all purposes, including the quorum, provided that 80% of the quorum are at all times physically present at the meeting. This may only be done three times a year by any member.

E. 7 It is critical that any member attending remotely can hear and speak to all members involved in the meeting. Should any issue arise in this regard, they should immediately indicate there is a problem. The Chairperson should specifically ask for agreement or otherwise of any remote participant on any decision being made at the meeting.

E.8 If a minimum of 3 of those present indicate their inability to fully hear the remote participant, the Chairperson shall hold a vote to ascertain if the remote participation

E. 9 should continue. Remote participation may be terminated by a simple majority of those attending, including those at any remote location, voting to terminate the link, cognisant of the effect such a vote may have on the ability of the meeting to continue with a quorum.

E. 10 Order of Business

The Order of Business at meetings will include:

- 1 Confirmation that a Quorum is present and apologies received
- 2 To choose a person to chair the meeting if the Chairperson and Deputy Chairperson are absent
- 3 Adoption of the Agenda
- 4 To approve as a correct record and sign the minutes of the last meeting and any short notice meeting which may have been held since the last scheduled meeting.
- 5 Matters arising from the minutes not on the agenda for information only, no discussion.
- 6 Correspondence
- 7 Motions and Policies
- 8 Nominations and Elections
- 9 Technological University
- 10 USI

The above order of business may be varied as agreed at any meeting.

E. 11 Every motion, policy, amendment to a motion/policy proposed by a member of the Executive must be seconded by the Executive before being put forward to the Student Council. Any member of the Executive seeking to be seconder on any motion or policy must inform the Executive in writing.

E. 12 Any person who is not a member of the Executive seeking to attend a meeting must send the request in writing to the Chairperson. In the case of part-time officers, they have the right to speak on any matter before the meeting but may not vote on any motion or policy that is being put to the meeting.

E. 13 External guests and staff of the Union may be invited by the Executive to attend (part(s) of) meetings. They may speak on any matter before the meeting with the express permission of a majority of the members present.

Schedule D -

Terms of Reference of the Nominations Committee

1 The Constitutions of the Union and of the Union owned Company Limited by Guarantee include the provisions for the appointment of ' independent' individuals who are not members of the Union, to certain positions within the Union and the Company. This Schedule sets out the processes which the Union will adhere to in order to select and appoint:

1.1 An independent Chairperson to the Student Council of the Union Constitution

1.2 An independent Chairperson and members of the Electoral & Constitution Commission (ECC)

1.3 An independent Chairperson and members of the Board of Directors of AIT-LIT Consortium Students Union Company Limited by Guarantee (the CLG) , as in Article 6 of the Union Constitution.

2 The Council will establish a Nominations Committee (the Committee) which will be responsible for undertaking the process as set out in this Schedule. Membership of the Committee will be The President, the Deputy Presidents, the Independent Chairperson of the Council, the independent Chairperson of the ECP and the Chairperson of the CLG. Meetings shall be chaired by the President who shall have the casting vote in the event of any tied vote on a matter.

3 The Secretary of the Council will keep a register of all independent appointments and will inform the Executive no later than twelve months before any vacancy is to fall due .

4 The Committee will agree the description of the roles and responsibilities appropriate to each position to be filled and will set the schedule and process by which expressions of interest must be received. All positions will be for a period of three years after which any individual may be nominated to serve for a maximum of one further three year term.

5 The process to identify all individuals to fill any of the positions at 1 above will be undertaken by the simultaneous placing of notices seeking expressions of interest from eligible individuals on, but not limited to, the Union's and University (Alumni) websites. The Committee may also use other means of promoting the vacancy including volunteer recruitment organisations and representative bodies of the for the work backgrounds from which members might be drawn.

6 Where no, or an insufficient number of, expressions to fill the projected vacancies are received the Committee members will have permission to approach potential members

directly provided such an approach is presented as not being a guarantee of and offer of a position after the formal process has been completed.

7 Individuals expressing interest whether through the process at 5 or 6 above will be met by a Selection Panel consisting of the President of the Union or their nominee, and the current Chairpersons of the Student Council, with a nominee of either the Electoral and Constitution Commission or the Board of the CLG depending on where the vacancy is occurring and any other person that the Committee might choose.

8 The Selection Panel will make a judgement as to the motivation, experience, availability and general suitability of any person before recommending to the Student Council who should be nominated to whatever vacancy/ies may be envisaged in the following twelve months.

9 In all selection processes the Selection Panel should list suitable candidates in the order of their preference, so to have reserve names to allow for future known term-completions and casual vacancies

10 Only the names of those being recommended for immediate vacancies will be submitted to the Student Council meeting for consideration.

11 The Student Council shall make the decision to accept or reject any recommendation of the Panel, subject to the Constitution.

**For the first filling of the above positions those of Chairpersons of the Council and of the Electoral and Constitution Panel will be dealt with first by an interim Nominations Committee consisting of the President (Elect), the Deputy Presidents (Elect) and an external consultant with relevant experience in not-for-profit governance will oversee the process. When these two posts have been filled they will become members of the Nominations Committee replacing the external consultant and will then proceed to fill the remaining positions in a sequence agreed among them.*

Schedule E - **Constitution of AIT-LIT Consortium** **TECHNO-LOGICAL UNIVERSITY** **STUDENTS UNION CLG**

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

CONSTITUTION

-of-

AIT-LIT Consortium TECHNOLOGICAL UNIVERSITY STUDENTS UNION CLG

MEMORANDUM OF ASSOCIATION

1. Name

The name of the Company is AIT-LIT Consortium TECHNOLOGICAL UNIVERSITY STUDENTS UNION company limited by guarantee.

2. Company type

The Company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

3. Main Object

The main object for which the Company is established is to provide administrative, management, secretarial, research, promotion, professional and commercial support to the members AIT-LIT Consortium Technological University Students Union and its elected officers and representatives in advancing the Aims and Objects, Mission, Vision and Values of the Union as set out in its Constitution

4. Powers

The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the Main Object and which powers may only be exercised in promoting the Main Object. Any income generated by the exercise of these powers is to be applied to the promotion of the Main Object:

- 4.1. To solicit and procure by any lawful means and to accept and receive any donation of property of any nature and any devise, legacy or annuity, subscription, gift, contribution or fund, including by means of payroll giving or other similar arrangements, and including (but so as not to restrict the generality of the foregoing) the holding of lotteries in accordance with the law for the purpose of promoting the Main Object, and to apply to such purpose the capital as well as the income of any such legacy, donation or fund.
- 4.2. To undertake, accept, execute and administer, without remuneration, any charitable trusts.
- 4.3. To establish and support or aid in the establishment and support of any charitable association or institution, trust or fund, and to subscribe or guarantee money for any charitable purpose which the Company shall consider calculated to promote its Main Object.
- 4.4. To collect and to receive voluntary contributions, donations or bequests or money for any of the purposes aforesaid.
- 4.5. To make application on behalf of the Company to any authority, whether governmental, local, philanthropic or otherwise, for financial funding of any kind.
- 4.6. To apply, petition for or promote any Act of the Oireachtas or other legislation relating directly to the advancement of the Main Object.
- 4.7. Subject to clause 6, to employ such staff, and on such terms, as are necessary or desirable for the proper promotion of the Main Object.
- 4.8. To grant pensions, gratuities, allowances or charitable aid to any person who may have served the Company as an employee, or to the wives, husbands, children or other dependents of such person provided that such pensions, gratuities, allowances or charitable aid shall be no more than that provided by a pension scheme covered by Part 30 of the Taxes Consolidation Act 1997 and provided that such pension scheme has been operated by the company and the beneficiary of the pensions, gratuities, allowances or charitable aid, or their spouse or parent, has been a member of the pension scheme while employed by the Company; and to make payments towards insurance and to form and contribute to provident and benefit funds for the benefit of any persons employed by the Company and to subscribe or guarantee money for charitable objects.

- 4.9. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, patents, copyrights, licences, rights and privileges or any estate or

interest whatsoever and any rights, privileges and easements over or in respect of any property which may be considered necessary for the purposes of the Company and to develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and conveniences and by planting, paving, draining, farming, cultivating, letting or building leases or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.

- 4.10. To acquire, hold, sell, manage, lease, mortgage, exchange or dispose of all or any part of the property of the Company with a view to the promotion, protection or encouragement of its Main Object and to vary investments.
- 4.11. To co-operate with any other society or institution in carrying out any investments hereby authorised in furtherance of the Main Object.
- 4.12. To borrow and raise money in such manner as may be considered expedient, and to issue debentures, debenture stock and other securities, and for the purpose of securing any debt or other obligation of the Company to mortgage or charge all or any part of the property of the Company, present or future, and collaterally or further to secure any securities of the Company by a trust deed or other assurance subject to the written approval of the Head of Finance of the University.
- 4.13. To invest and deal with monies and property of the Company not immediately required in such manner as will most effectively provide funds for the advancement and promotion of the purposes aforesaid and this power shall include power from time to time to vary any investments made thereunder.
- 4.14. To invest in such ways as shall seem desirable to the Directors any moneys of the Company not immediately required for the use in connection with its Main Object and to place any such moneys on deposit with bankers and others; subject nevertheless as regards the making of investments to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; prior permission to be obtained from the Revenue Commissioners where the Company intends to accumulate funds over a period in excess of two years for any purposes.
- 4.15. To guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) of the Company, or all such methods, the performance of the obligations of and the repayment or payment of the principal amounts and interest of any person, firm or company or the dividends or interest of any securities, including (without prejudice to the generality of the foregoing) any company which is the Company's holding company or a subsidiary or

associated company.

- 4.16. To draw, accept, make, endorse, discount, execute, issue and negotiate bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- 4.17. To insure the property of the Company against any foreseeable risk in its full value and take out other insurance policies to protect the Company when required.
- 4.18. To insure any or all of the Directors against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, provided he or she acted in good faith and in the performance of his or her functions as charity trustee (as defined in the Charities Act, 2009).
- 4.19. To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
- 4.20. To adopt such means of making known the products and/or services of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and via the internet and by granting prizes, rewards and donations.
- 4.21. To maintain, improve or provide public amenities including recreational facilities, childcare, public health, home, welfare and youth facilities generally.
- 4.22. To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Main Object and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.23. To enter into a partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, company, society, trust or other partnership whose objects are solely charitable, carrying on or engaged in, or are about to carry on or engage in, any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and which prohibits the distribution of income and assets to at least as great a degree as the Company by virtue of Clause 6 hereof and to guarantee the contracts of, otherwise assist any such person, company, society, trust or other partnership, and to take over or otherwise acquire shares, stock, debentures, or debenture stock and securities of any such person, company, society, trust or other partnership, and

to sell, hold, reissue with or without guarantee or otherwise deal with same.

- 4.24. To procure the registration or incorporation of the Company in or under the laws of any place outside Ireland.

- 4.25. To pay all expenses of and incidental to the incorporation and establishment of the Company.
- 4.26. To carry on alone or in conjunction with others any other trade of business which may in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company in pursuance of the Main Object.
- 4.27. To found, subsidise, and assist any charitable funds, associations or institutions calculated to promote or assist the Main Object.
- 4.28. To establish and maintain links with international and national organisations having similar objectives.
- 4.29. To do all such other lawful things as the Company may think incidental and conducive to the foregoing Main Object.
- 4.30. To do all or any of the things and matters aforesaid in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

PROVIDED THAT:

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law having regard to such trusts;
- (b) nothing hereinbefore contained shall be construed as including in the purposes for which the Company has been established any purposes which are not charitable according to law.

5. **Income and Property** The in-
come and property of the Company shall be applied solely towards the promotion of Main Object(s) as set forth in this Constitution.

6. **Additions, alterations or amendments**

The Company must ensure that the Companies Registration Office has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company advance notice in writing of the proposed changes must be given to the Companies Registration Office for approval, and the amendment shall not take effect until such approval is received.

7. **Winding Up**

If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company. Instead, such property shall be given or transferred to some other charitable institution or institutions having main objects similar to the main objects of the Company. The institution or institutions to which the property is to be given or transferred shall prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6 hereof. Members of the Company shall select the relevant institution or institutions at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then the property shall be given or transferred to some charitable object with the agreement of the Charities Regulator. Final accounts will be prepared and submitted that will include a section that identifies and values any assets transferred along with the details of the recipients and the terms of the transfer.

8. Limited Liability

The liability of the members is limited.

9. Undertaking to Contribute

Every member of the Company undertakes to contribute to the assets of the Company, if the Company is wound up while he or she is a member or is wound up within one year after the date on which he or she ceases to be a member, for

- (a) payment of the debts and liabilities of the Company contracted before he or she ceases to be a member, and the costs, charges and expenses of winding up; and
- (b) the adjustment of the rights of the contributories among

themselves, such amount as may be required, not exceeding €1.

ARTICLES OF ASSOCIATION

PRELIMINARY

1. In these Articles, unless there is something in the subject or context inconsistent

herewith: The "**Act**" means the Companies Act, 2014.

The "**Company**" means the above named Company.

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

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

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

The "**Union**" means the AIT-LIT Consortium Technological University Students Union

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

MEMBERS

2. For the purposes of registration the number of members of the Company is taken to be seventeen but the Company may from time to time register an increase of members.
3. The members of the Company shall be (i) the current elected full-time (sabbatical) Officers of the Union (ii) the current elected part-time officers of the Union, and (iii) the independent Chairperson of the Council of the Union.

RIGHTS OF MEMBERS

4. Membership of the Company is not transferable and shall cease:-
 - (a) on the member's death or bankruptcy;
 - (b) if the member resigns by serving notice in writing to the Directors of the Company at its registered office.
 - (c) when the term of any elected officer, in 3 above, is complete
 - (d) when the term of the Chairperson of the Board is complete

GENERAL MEETINGS

5. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting and that so long as the Company holds its first annual general meeting within eighteen months of the date of incorporation, it need not hold it in the year of its incorporation.
6. All general meetings other than annual general meetings shall be known as extraordinary general meetings.
7. Directors may, whenever they think fit, convene an extraordinary general meeting.
8. If, at any time, there are not sufficient directors capable of acting to form a quorum, any Director of the Company or any member of it may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.
9. The Directors of the Company shall, on the requisition of one or more members holding, or together holding, at the date of the deposit of the requisition, not less than 10% of the total voting rights of all the members having, at the date of the deposit, the right to vote at general meetings of the Company, forthwith proceed duly to convene an extraordinary general meeting of the Company.
10. The requisition shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the registered office of the Company and may consist of several documents in like form each signed by one or more requisitionists.
11. If the Directors do not within 21 days after the date of the deposit of the requisition proceed duly to convene a meeting to be held within 2 months after that date (the "requisition date"), the requisitionists, or any of them representing more than 50% of the total voting rights of all of them, may themselves convene a meeting but any meeting so convened shall not be held after the expiration of 3 months after the requisition date.
12. Any reasonable expenses incurred by the requisitionists by reason of the failure of directors duly to convene a meeting shall be repaid to the requisitionists by the company and any sum so repaid shall be retained by the company out of any sums due or to become due from the Company by way of fees or other remuneration in respect of their services to such of the Directors as were in default.
13. For the purposes of Articles 10 to 13, the Directors shall, in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened a meeting if they do not give such notice of it as is required by Section 181 of the Act.

14. A meeting convened under Articles 10 or 12 shall be convened in the same manner as nearly

as possible as that in which meetings are to be convened by directors.

15. The chairperson of the board of directors shall preside as chairperson at every general meeting of the Company, or if there is no such chairperson, or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect one of their number to be chairperson of the meeting.
16. If at any meeting no director is willing to act as chairperson or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairperson of the meeting.
17. The chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting but, subject to that, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
18. Unless a poll is demanded in accordance with Article 38, at any general meeting:
 - (a) a resolution put to the vote of the meeting shall be decided on a show of hands; and
 - (b) a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
19. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
20. Subject to section 193 of the Act (as modified by section 1208 of the Act) a resolution in writing signed by all the members of the Company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Company duly convened and held and if described as a special resolution shall be deemed to be a special resolution within the meaning of the Act. Any such resolution in writing may consist of several documents in like form each signed by one or more members. It shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as

being the date of his or her signature thereof by any member, this statement shall be prima facie evidence that it was signed by him or her on that date.

NOTICE OF GENERAL MEETINGS

21. A meeting of the Company, other than an adjourned meeting, shall be called:
 - (a) in the case of the annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 21 days' notice;
 - (b) in the case of any other extraordinary general meeting, by not less than 7 days' notice.
22. A meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in Article 22, be deemed to have been duly called if it is so agreed by:
 - (a) all the members entitled to attend and vote at the meeting; and
 - (b) unless no statutory auditors of the Company stand appointed in consequence of the Company availing itself of the audit exemption, the statutory auditors of the Company.
23. Where notice of a meeting is given by posting it by ordinary prepaid post to the registered address of a member, then, for the purposes of any issue as to whether the correct period of notice for that meeting has been given, the giving of the notice shall be deemed to have been effected on the expiration of 24 hours following posting.
24. In determining whether the correct period of notice has been given by a notice of a meeting, neither the day on which the notice is served nor the day of the meeting for which it is given shall be counted.
25. The notice of a meeting shall specify:
 - (a) the place, date and time of the meeting;
 - (b) the general nature of the business to be transacted at the meeting;
 - (c) in the case of a proposed special resolution, the text or substance of that proposed special resolution; and
 - (d) with reasonable prominence a statement that:
 - (i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in Section 184 of the Act or, where that is allowed, one or more proxies, to attend, speak and vote instead of him or her;
 - (ii) a proxy **must be a member**;
 - (iii) the time by which the proxy must be received at the Company's registered office or some other place within the State as is specified in the statement for that purpose.

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

VOTES OF MEMBERS

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

PROXIES

30. A member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his or her proxy to attend and vote instead of him or her. A proxy so appointed shall have the same right as the member to speak at the meeting and to vote on a show of hands and on a poll.
31. The instrument appointing a proxy (the "**Instrument of Proxy**") shall be in writing –
- (a) under the hand of the appointer or of his or her attorney duly authorised in writing; or
 - (b) if the appointer is a body corporate, either under seal of the body corporate or under the hand of an officer or attorney of it duly authorised in writing.
32. The Instrument of Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company or at such other place within the State as is specified for that purpose in the notice convening the meeting, and shall be deposited not later than the following time:-
- (a) 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll, 48 hours before the time appointed for the taking of the

poll.

33. The depositing of the Instrument of Proxy may, rather than its being effected by sending or

delivering the instrument, be effected by communicating the instrument to the Company by electronic means (as defined in section 2 of the Act) and this Article likewise applies to the depositing of anything else referred to in the preceding Article.

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

[Name of Company] (the “**Company**”)

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

The proxy is to vote as follows:-

Voting instructions to proxy

(Choice to be marked with an
“X”)

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

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

thinks fit. Signature of Member.....

Dated [date]

VOTING ON A POLL

35. At a meeting, a poll may be demanded in relation to a matter (whether before or on the declaration of the result of the show of hands in relation to it).
36. A demand for a poll may be made
by:

(a) the chairperson of the meeting;

- (b) at least three members present in person or by proxy;
 - (c) any member or members present in person or by proxy and representing not less than 10% of the total voting rights of all the members of the Company concerned having the right to vote at the meeting.
37. A demand for such a poll may be withdrawn by the person or persons who have made the demand. Subject to Article 39, if a poll is demanded it shall be taken in such manner as the chairperson of the meeting directs, and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
38. A poll demanded with regard to the election of a chairperson or on a question of adjournment shall be taken forthwith.
39. A poll demanded on any other question shall be taken at such time as the chairperson of the meeting directs, and any business other than that on which a poll is demanded may be proceeded with pending the taking of the poll.
40. The instrument appointing a proxy to vote at a meeting of the Company shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of Articles 37 and 38, a demand by a person as proxy for a member shall be the same as a demand by the member.
41. On a poll taken at a meeting of the Company or a meeting of any class of members of the Company, a member, whether present in person or by proxy, entitled to more than one vote need not, if he or she votes:-
- (a) use all his or her votes; or
 - (b) cast all the votes he or she uses in the same way.

DIRECTORS

42. The number of the Directors shall be not less than seven (7) and not more than ten (10). The first Directors shall be the persons named in the statement delivered to the Registrar of Companies pursuant to Section 22 of the Act.
43. The Directors shall be; (i) the current President and the Deputy Presidents of the Student Union, (ii) four of the Vice-Presidents of the Students Union selected by the President and approved by the members of the Company ensuring a geographic balance across the campuses of the University and (iii) four 'external' individuals selected for their skills and experience through the process as set out in Schedule F of the Constitution of the Students Union, one of whom shall be the Chairperson of the Board of Directors. None of the individuals selected under (iii) shall be or have been either an employee of the Company, an elected officer or a registered student of the University for a period of five years prior to their becoming a director.

44. The Directors may be paid a fee for their being members of the Board but those Directors who are members of the Board by virtue of their being elected officers of the Students Union shall not be paid an additional fee over and above the salary attaching to their elected position in the Union. Any such fees shall be recorded in the Annual Financial Statement of the Company. Directors may be paid for all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business of the Company.
45. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles required to be exercised by the Company in general meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, not being inconsistent with the aforesaid provisions, as the Company in general meeting may (by special resolution) give. No such direction given by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that direction had not been given.
46. Without prejudice to Section 40 of the Act, the Directors may delegate any of their powers to such person or persons as they think fit, including committees; any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
47. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, by such person or persons and in such manner as the Directors shall from time to time by resolution determine.
48. The Company shall cause minutes to be entered in books kept for the purpose:-
- (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
 - (c) of all resolutions and proceedings at all meetings of the Company and, of the Directors and of committees of the Directors.

POWERS OF ATTORNEY

48. The Company may empower any person, either generally or in respect of any specified matters, as its attorney, to execute deeds or do any other matter on its behalf in any place whether inside or outside the State. A deed signed by such attorney on behalf of the Company shall bind the Company and have the same effect

as if it were under its common seal.

DISQUALIFICATION OF DIRECTORS

49. In addition to the circumstances set out in section 148(2) of the Act, the office of Director shall be vacated if a Director ceases to be qualified for the position of charity trustee under section 55 of the Charities Act, 2009.

ROTATION OF DIRECTORS

50. The Directors who are elected officers of the students union as set out at 43 (i) and (ii) shall automatically cease to be directors of the company when their one-year elected term is complete. Should a student be re-elected to one of the positions set out at they may continue to serve as a director until any subsequent elected term is complete subject to no individual serving more than three one-year terms as a director.
51. The Directors who are selected as 'external' directors as set out in 43 (iii) shall serve for a term of three years after which they may be selected to serve for a maximum of one additional three year term.
52. The Company may by ordinary resolution of which extended notice has been given in accordance with section 146 of the Act remove any Director before the expiration of his period of office, notwithstanding anything in these articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

PROCEEDINGS OF DIRECTORS

53. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the chairperson shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. If the Directors so resolve it shall not be necessary to give notice of a meeting of Directors to any Director who, being resident in the State, is for the time being absent from the State.
54. The quorum necessary for the transaction of the business of the Directors shall be five (5) provided that at least one 'external' director as set out at 42 (iii) is in attendance.
55. The continuing Directors may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to the Act as the necessary quorum of Directors, the continuing Directors or director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.

56. If at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Directors present may choose one of their number to be chairperson of the

meeting.

57. The Directors may delegate any of its powers to Committees consisting of such member or members of the Directors and such other persons as they think fit, and any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors.
58. The Directors may appoint the chairperson of any Committee; if no such chairperson is elected, or if at any meeting of a Committee the chairperson is not present within fifteen minutes after the time appointed for holding it, the members of the committee present may choose one of their number to be chairperson of the meeting.
59. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members of the committee present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
60. All acts done by any meeting of the Directors or by any person acting as a member of the Directors or any Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that he or any of the Directors was disqualified, be as valid as if every such person had been duly appointed.
61. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors, shall be as valid as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution in writing may consist of several documents in the like form, each signed by one or more of the Directors and for all purposes shall take effect from the time when it was signed by the last director.
62. A meeting of the Directors or of a committee established by the Directors may consist of a conference between some or all of the Directors or, as the case may be, members of the committee who are not all in one place, but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others and –
 - (a) a Director or member of the committee taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly; and
 - (b) such a meeting shall be deemed to take place –
 - (i) where the largest group of those participating in the conference is assembled;
 - (ii) if there is no such group, where the chairperson of the meeting then is;
 - (iii) if neither sub-paragraph (i) or (ii) applies, in such location as the

meeting it-self decides.

SECRETARY

69. The Secretary shall be appointed by the Directors for such term and at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be re- moved by them.
70. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

SEAL

71. The seal shall be used only by the authority of the Directors or of a committee of Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be
- (a) signed by a Director of it or by some other person appointed for the purpose by its Directors or by a foregoing committee of them; and
 - (b) be countersigned by the Secretary or by a second Director of it or by some other per-son appointed for the purpose by its Directors or by a foregoing committee of them.

ACCOUNTS

72. The Directors shall cause adequate accounting records to be kept. Adequate accounting records shall be deemed to have been maintained if they comply with Section 282(1) to 282(3) of the Act and explain the Company's transactions and facilitate the preparation of financial statements that give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company.
73. The accounting records shall be kept at the registered office or, subject to Section 283 of the Act, at such other place as the Directors think fit, and shall at all reasonable times be open to the inspection of the officers of the Company and by other persons entitled pursuant to the Act.
74. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the financial statements and ac- counting records of the Company or any of them shall be open to the inspection of its members not being Directors. No member (not being a Director) shall have any right of inspecting any financial statement or accounting record of the Company except as conferred by statute, this Constitution or authorised by the Directors or by the Company in general meeting.
75. The Directors shall in accordance with the Act cause to be prepared and to be laid before the annual general meeting of the Company the statutory financial statements

of the Company, the Directors' report in relation to it and the statutory auditor's report on those financial

