

# **St Cuthbert's Society Junior Common Room (1168134)**

## **Charity Byelaws**





Constitution and terms of reference of the Legal Committee	8
Constitution and terms of reference of the Nominations Committee	9
Meetings of charity trustees	10
Membership and Associate Membership of the CIO	10

## Preface

Clause 26 of the charity's constitution reads:

*'The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.'*

These byelaws are established under Clause 26 further to the constitution to provide:

- a) Appropriately detailed rules for the workings of the charity, especially the Board of Trustees.
- b) A set of rules which can be amended internally without amending the constitution.

Nothing in these byelaws must be inconsistent with any provision of the constitution.

Extracts from the constitution are denoted by *italics*.

The byelaws should be read in conjunction with the constitution for full understanding.

## **Amendment of byelaws**

1. These byelaws can only be amended:
  - a. By the recorded agreement of all trustees; or
  - b. By a resolution passed by a 75% majority of trustees at a general meeting of the trustees.

## **Number of charity trustees**

*Clause 3b of the constitution: 'there is no maximum number of charity trustees that may be appointed to the CIO'*

2. The number of charity trustees shall not normally exceed 10.
3. The board shall normally consist of 3 'student trustees', the President, and 6 'external trustees'.

## **Appointment of charity trustees**

*Further to the provisions laid out in clause 10 of the constitution.*

4. 'External Trustees' shall be appointed for a single term of no more than 4 years.
  - a. In exceptional circumstances, such as if the expiry of a trustee's term leaves an important skills gap on the board, the trustees may agree to re-appoint an external trustee for a single additional term of up to 12 months.
5. 'Student Trustees' shall be elected annually by the students of the JCR.
  - a. Elections shall normally be held in the Summer Term.
  - b. 'Student Trustees' remain in post until their successor(s) are formally appointed at a trustee meeting and they are removed from the register of Trustees.
6. The trustees shall ensure that they have undertaken appropriate vetting of new trustees in line with Charity Commission guidance (see CC30).
  - a. At minimum, the trustee board shall ask new trustees to sign a declaration to confirm that they are not disqualified from acting as a charity trustee.
7. All appointments of trustees must be formally voted on at a properly convened trustee meeting.
8. All appointments must be formally recorded in the minutes.

## **Retirement and removal of charity trustees**

*Further to the provisions laid out in clause 12 of the constitution.*

*Furthermore: 16 (1): The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees.*

9. Trustees may retire at any time though for the purposes of succession planning trustees shall aim to give maximum notice to the Board.

10. A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 15 of the constitution and the resolution is passed by a 75% majority of votes cast at the meeting.
11. A resolution to remove a charity trustee shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.
12. A motion of no-confidence passed with due process by the students of the JCR shall automatically remove the trustee concerned from office.
  - a. If they so wish, the students of the JCR may elect a person as an extraordinary representative to make direct representations to the board on the matter.
13. All retirements and removals must be formally recorded in the minutes.

#### **Chair of Trustees**

14. The Chair of Trustees shall normally be appointed from amongst existing Trustees.
15. The Chair of Trustees shall serve a term of one year.
  - a. The Chair's term shall normally coincide with the calendar year.
16. Any candidate for the role must be formally proposed in the relevant meeting by another trustee.
  - a. If more than one candidate is proposed, a secret ballot may be held to decide.
    - i. Any such ballot shall be overseen by a non-interested party.
17. Appointment proceedings shall be properly recorded in the minutes including a date/meeting by which the newly appointed Chair's term shall end.
18. The Chair has overall responsibility for ensuring the timely preparation and submission of the charity's annual submissions to the Charity Commission.
19. In the discharge of their duties the Chair should ensure the regular review and revision of the charity's formal long-term strategy.

#### **Vice-Chair of Trustees**

20. A Vice-Chair shall normally be appointed to support the Chair in the running of the Board.
21. The Vice-Chair shall normally be a 'student trustee'.
22. The role may include administrative responsibilities such as:
  - a. Organising the proper recording, distribution, amendment and archiving of all Board and Committee minutes.

- b. Managing access to and regularly updating the Trustee shared drive.
  - c. Maintaining an up-to-date register of Trustees including on the Charity Commission website.
  - d. Ensuring the Trustee Board's documentation and archives are in order.
  - e. Booking meeting venues and ensuring meetings have the relevant paperwork.
23. The Vice-Chair shall serve a term of one year and should be a student based in Durham.
- a. The Vice-Chair's term shall normally coincide with annual terms of the student trustees.
24. Any candidate for the role must be formally proposed in the relevant meeting by another trustee.
- a. If more than one candidate is proposed, a secret ballot may be held to decide.
    - i. Any such ballot shall be overseen by a non-interested party.

## **Committees**

*All subject to the provisions of clause 18 of the constitution including:*

*14 (2) b: the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and*

*14 (2) c: the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.*

25. There shall be **4** sub-committees of the trustee board to expedite its purposes:
- a. Finance Committee
  - b. Legal Committee
  - c. Nominations Committee
  - d. Communities Committee**
26. Overall responsibility for deciding the composition of each committee lies with the Chair of Trustees
27. The composition of each committee should be reviewed with the appointment of each new Trustee and annually with the start of the Chair's term.
28. Addition of a Trustee to a Committee, or removal of a Trustee from a Committee should be proposed by the Committee's Chair, this should then be voted on by the Board as a whole
29. The Chair of Trustees should propose members of Committees to become the Chair of the Committee, this should then be voted on by the Board as a whole
30. Chairs of Committees may co-opt non-trustees with relevant experience to advise Committees as they see fit



- a. Co-opted members may be given access to relevant documentation to review and advise upon it
- b. Co-opted members shall not become *ex-officio* members of the board nor shall they become *ex-officio* members of the CIO

### **Constitution and terms of reference of the Finance Committee**

#### 31. Constitution:

- a. The Finance Committee shall be appointed by the Chair of Trustees and report to the full trustee board.
- b. It shall comprise at least 3 trustees.
  - i. Further Co-opted members may be added as appropriate as in Section .31.
- c. At least 2 trustees should have a qualification of relevant financial experience or expertise.
- d. 3 trustees shall form a quorum.
- e. The JCR FCO shall normally attend meetings.
- f. A representative of the external auditors and/or the external investment advisors may be invited to attend if appropriate.
- g. The committee has the right to seek independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- h. Minutes will be kept and circulated to the full Trustee Board.

#### 32. The purpose of the committee is to assist the Trustee Board in fulfilling its oversight of the charity's finances. Therefore, the committee will have primary responsibility for:

- a. The preparation of the charity's annual accounts for submission to the Charity Commission including appointing any external auditor and managing any independent examination / audit process.
- b. Overseeing the timely renewal of the charity's insurance policies.
- c. Supporting the JCR FCO and their own finance committee as required.
  - i. A fortnightly update call shall normally take place between a representative of the Finance Committee and JCR FCO.
- d. Scrutinising and amending the JCR's annual budget before making a final recommendation to the Trustee Board as to its suitability for approval.
  - i. Includes any proposed amendments to levy fees.
- e. Scrutinising and approving any amendments to the budget above an agreed threshold made during the financial year.

- i. Excludes capital expenditure proposals or substantial use of the charity's reserves.
- f. Scrutinising proposals for, and making recommendations to the Board on, major capital expenditure or expenditure of charity reserves.
  - i. Decision making on capital expenditure and major strategic spend remains with the whole board.
- g. Managing the charity's investments including:
  - i. Appointing an investment advisor or minuting the decision not to appoint an external investment advisor if the committee has the necessary expertise.
  - ii. Regularly reviewing the appointment of any investment advisor and recommending their retention or replacement.
- h. From time to time reviewing the charity's internal financial mechanisms and management accounting systems to ensure they reflect best practice.

### **Constitution and terms of reference of the Legal Committee**

#### 33. Constitution:

- a. The Legal Committee shall be appointed by the Chair of Trustees and report to the full trustee board.
- b. It shall comprise at least 3 trustees.
  - i. Further Co-opted members may be added as appropriate as in Section .31.
- c. At least 2 trustees should have relevant legal / safeguarding experience or expertise.
- d. 3 trustees shall form a quorum.
- e. The JCR President shall normally attend meetings.
- f. A representative of the college and/or university may be invited to attend if appropriate.
- g. The committee will have unrestricted access to charity personnel in its duties.
- h. The JCR heads of welfare, outreach and sports and societies may also be invited to attend if appropriate.
- i. The committee has the right to seek independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- j. Minutes will be kept and circulated to the full Trustee Board.

#### 34. The purpose of the committee is to assist the Trustee Board in fulfilling its responsibility to ensure the charity is legally compliant. Therefore, the committee will have primary responsibility for:

- a. Ensuring the charity has a full and up-to-date set of policies in accordance with legal requirements and best practice

- b. Ensuring there is sufficient training and awareness throughout the charity with regards to policies, safeguarding and risk management.
- c. Making recommendations to the Board on legal, safeguarding and risk management matters including Health and Safety.
- d. Providing advice as required to the charity's management on legal, safeguarding and risk management matters including Health and Safety.
- e. Liaising with external bodies such as College on legal, safeguarding and risk management matters.
- f. Ensuring the charity's compliance with employment law including:
  - i. Preparing and reviewing any contracts of employment; and
  - ii. Undertaking all necessary employment checks (i.e. DBS, right to work etc.).
- g. If seen fit, recommending to the Board an external assurance service to conduct an independent review of the charity's operations, policies and arrangements.
- h. Receiving updates on, and providing oversight of, the charity's welfare activities and any activities that take place off university premises.
- i. Monitoring relevant regulatory changes.

### **Constitution and Terms of Reference of the Nominations Committee**

#### 35. Constitution:

- a. The Nominations Committee shall be appointed by the Chair of Trustees and report to the full trustee board.
- b. It shall comprise at least 3 trustees.
- c. It shall normally include at least 2 'student trustees'.
- d. The Chair of Trustees will normally propose a Student Trustee to chair the committee.
- e. 3 trustees shall form a quorum.
- f. The President shall normally attend meetings.
- g. Minutes will be kept and circulated to the full Trustee Board.

#### 36. The purpose of the committee is to assist the Trustee Board in ensuring it is appropriately manned and skilled so to best carry out its responsibilities. Therefore, the committee will have primary responsibility for:

- a. Leading and organising the recruitment process for new trustees.
- b. Making recommendations to the Board on the appointment of new trustees.
  - i. Recommendations remain subject to the decision of the full board.

- c. Managing the onboarding process of all new trustees including any necessary vetting procedures.
- d. Proactively managing the Board's long-term succession planning strategy to ensure continuity, diversity and to prevent skills-gaps.
  - i. To these ends, the Committee may recommend the extension of a trustee's tenure under Byelaw 4a.
  - ii. Succession planning is to recognise the need for an appropriate balance between males and females, alumni and non-alumni and trustees with different career backgrounds.

### **Constitution and terms of reference of the Communities Committee**

#### **37. Constitution:**

- a. The Communities Committee shall be appointed by the Chair of Trustees and report to the full trustee board.
  - i. It shall comprise at least 3 trustees.
    - I. Further Co-opted members may be added as appropriate as in Section .31.
  - ii. 3 trustees shall form a quorum.
  - iii. The committee has the right to seek independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
  - iv. Minutes will be kept and circulated to the full Trustee Board.
- b. The JCR President shall normally attend meetings
- c. A representative of the college and/or university may be invited to attend if appropriate.
- d. The committee will have unrestricted access to charity personnel in its duties.
- e. JCR officers or members may also be invited to attend if appropriate.

**38. The purpose of the committee is to assist the Trustee Board in fulfilling its oversight of the charity's outreach efforts. Therefore, the committee will have primary responsibility for:**

- a. The outreach and charitable projects that are conducted by St Cuthbert's Society Junior Common Room members.
- b. Supporting and advising employees and volunteers with regards to accessibility, reputation, and the charity's good operation, in partnership with the relevant parties such as particular representative student groups or elected representatives.

### **Meetings of charity trustees**

*Further to clause 15 of the constitution.*

- 39. Wherever possible, the Chair and Vice-Chair are to ensure a provisional meeting schedule for the next 12 months is kept up to date and made available to all relevant parties.

40. The JCR President and JCR FCO shall normally be invited to full trustee meetings.
41. The JCR Vice-President shall normally minute the meetings.
42. Minutes shall be circulated within 14 days of a meeting wherever possible.
43. Proper opportunity shall be given for the amendments of minutes.

### **Membership and Associate Membership of the CIO**

*Considering:*

*16 (1) The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.*

*17 (1) The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.*

*17 (2) ... non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.*

44. The JCR shall have an associate membership of non-voting members.
  - a) These shall not be considered 'members' in a constitutional sense and are best referred to as 'JCR Students'.
  - b) The 'JCR Students' may choose to reasonably organise their business in ways they see fit (i.e. JCR Standing Orders) provided it is consistent with the law, the charity's constitution, byelaws and any other rule, policy or resolution set down by the trustees.
  - c) The trustees reserve all powers and rights granted to them under the constitution and the law.
45. Rights, obligations, admission and termination of associate members ('JCR Students')
  - a. Associate membership is open to all students *in statu pupillari* of St Cuthbert's Society, Durham University.
  - b. It is the duty of each associate member to behave in good faith in the furtherance of the charity's aims.
  - c. The CIO may require associate members to pay reasonable membership fees to the CIO.
  - d. The charity trustees:
    - i. may require applications for associate membership to be made in any reasonable way that they decide;
    - ii. may refuse an application for associate membership if they believe that it is in the best interests of the CIO for them to do so;

- iii. shall, if they decide to refuse an application for associate membership, give the applicant their reasons for doing so, within 14 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
  - iv. shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for associate membership shall be final.
- e. Associate membership cannot be transferred to anyone else.
- f. Associate membership of the charity comes to an end if:
- i. The associate member is no longer a student *in statu pupillari* of St Cuthbert's Society, Durham University; or
  - ii. The associate member dies; or
  - iii. The associate member sends a notice of resignation to the JCR President or charity trustees; or
  - iv. Any sum of money owed by the associate member to the CIO is not paid in full within six months of it falling due; or
  - v. The charity trustees decide that it is in the best interests of the CIO that the associate member in question should have their associate membership revoked, and pass a resolution to that effect.
- g. In exceptional circumstances, upon agreement of the Board of Trustees and JCR Executive Committee, the requirement to be a student *in statu pupillari* of St Cuthbert's Society, Durham University may be waived.
- h. Before the charity trustees take any decision to revoke someone's associate membership they must:
- i. Inform the member of the reasons why it is proposed to remove their associate membership.
  - ii. give the associate member at least 14 clear days notice in which to make representations to the charity trustees as to why they should not be removed from associate membership;
  - iii. at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from associate membership;
  - iv. consider at that meeting any representations which the member makes as to why the member should not be removed; and
  - v. allow the associate member, or the associate member's representative, to make those representations in person at that meeting, if the associate member so chooses.

46. If the charity trustees decide it is in the best interests of the CIO to remove a person from an office or position of responsibility within the charity they may pass a resolution to do so provide they:
- a. give the person at least 14 clear days notice in which to make representations to the charity trustees as to why they should not be removed;
    - i. During this period the Trustees reserve the right to suspend the person in question from their position with immediate effect.
  - b. at a duly constituted meeting of the charity trustees, consider whether or not the person should be removed;
  - c. consider at that meeting any representations which the person makes as to why the person should not be removed; and
  - d. allow the person, or their representative, to make those representations in person at that meeting, if the person in question so chooses.
  - e. Nothing in this byelaw is applicable to:  
the removal of trustees;  
the removal of members of the CIO;  
contracts of employment; or  
any other circumstance where separate provision is made for in the constitution or byelaws.