

University of Southampton Students' Union

Constitution of the University of Southampton Astronomy Society

This Constitution has been written by Guillermo Tenney Díaz and Jorge Alcañiz Gómez del Pulgar, Secretary and President of the Society during the Academic Year of 2021-2022. In the Committee Meeting of 4 February 2022, a resolution had approved that this text be proposed to Members in an EGM.

The original Constitution of 24 October 2011 had been signed by then President David Williams and Secretary Andy Monk. An amendment had been later approved during an AGM to conform with the running of the Society on 12 March 2018, from which the current text has been adapted.

TITLE I. GENERAL PROVISIONS

Clause 1. Name

The association's name is "University of Southampton Astronomy Society", to be known as "AstroSoc" and hereinafter 'the Group'.

Clause 2. Objects

The objectives of the Group, 'the objects', are:

- a. to observe celestial bodies regularly and enthusiastically.
- b. to provide students the opportunity to observe on a regular basis with our telescopes and equipment.
- c. to promote interest in astronomy at the University.

Clause 3. Affiliation to External Organisations

1. The Group may only become an affiliate of an external organisation when:
 - a. the aims of that organisation are in line with those of the Group.
 - b. the Members derive a direct benefit from the affiliation.
 - c. no Policy of the Students' Union is breached by the affiliation.
 - d. a resolution to affiliate is passed by the Members in General Meeting.
2. The Group's affiliation to an external organisation shall immediately lapse:
 - a. at the conclusion of each Annual General Meeting after affiliation, unless the Members in General Meeting resolve to re-affiliate at each AGM in accordance with sub-clause 1 of this Clause.
 - b. if a resolution to disaffiliate is passed by the Members in General Meeting.
3. All external affiliations and disaffiliations must be reported to the Students' Union's Student Groups Committee within seven days.
4. For the avoidance of doubt, the Students' Union is not an external organisation for the purposes of this Clause.

TITLE II. MEMBERSHIP

Clause 4.

1. Membership is open to natural persons and is not transferable to anyone else.
2. The Committee must keep a register of members ('the register') on the Student Groups Hub provided by the Students' Union at www.susu.org.

Clause 5. Categories of Membership

1. Membership is constituted in the following categories:
 - a. Full Membership.
 - b. Associate Membership.
2. Full Membership shall be open only to Full Members of the Students' Union. Only Full Members are entitled to be elected to the Committee, or to propose, discuss and vote at a General Meeting. These are the sole privileges afforded to the Full Members over any other category of Membership.
3. Associate Membership shall be open to Associate Members of the Students' Union, and to those students of the University who have exercised their right not to be members of the Students' Union.

Clause 6. Membership fees

1. The Group may charge a fee for admission to Membership every academic year.
2. The Group may set minimum and maximum Membership fees at a General Meeting.
3. The Membership fee shall be set by a Meeting of the Committee, within the limits set by the Group.

Clause 7. Accession to Membership

1. Membership is acquired or re-acquired when the Membership fee for the corresponding academic year is satisfied, and when all sums due to the Group are paid in full.
2. The Committee may only refuse an application for Membership if, acting reasonably and properly, they consider it to be in the best interests of the Group to refuse the application.

Clause 8. Termination of Membership

Membership is terminated when:

- a. a Member resigns by written notice to the Committee.
- b. a Member ceases to be qualified for their category of Membership.
- c. any sum due from the Member to the Group is not paid in full within three months of it falling due.
- d. Membership is revoked by a resolution of the Members in General Meeting or a Meeting of the Committee, in accordance with Title VII, 'Disciplinary Action'.

TITLE III. GENERAL MEETINGS

Clause 9.

The General Meeting constitutes the Group's highest decision-making body, subject to the provisions of this Constitution.

Clause 10. Annual General Meeting

1. The Group must hold an Annual General Meeting (AGM) in each academic year and not more than fifteen months may elapse between successive AGMs.
2. The Annual General Meeting shall normally be held before the Easter break.
3. The Committee shall be elected during the AGM.

Clause 11. Extraordinary General Meeting

1. A General Meeting other than an Annual General Meeting is called an Extraordinary General Meeting (EGM).
2. The Committee may convene an Extraordinary General Meeting at any time.
3. The Committee must convene an Extraordinary General Meeting if requested to do so in writing by at least five Full Members of the Group.
 - a. The Members' written request must state a complete agenda for the EGM.
 - b. If the Committee do not hold an EGM within five days of their receipt of the Members' written request, the Members may proceed to hold an EGM in accordance with Title IV, 'Proceedings of General Meetings'.

TITLE IV. PROCEEDINGS OF GENERAL MEETINGS

Clause 12. Convening and notice of General Meetings

1. General Meetings shall be convened by the President or Secretary in name of the Committee.
2.
 - a. The minimum period of notice required to hold an Annual General Meeting is ten days.
 - b. The minimum period of notice required to hold an Extraordinary General Meeting is three days.
3. The notice must specify the date, time and place of the General Meeting, and an agenda for the General Meeting.
4. The notice must state the type of General Meeting.
5. When an AGM is convened, the notice must invite nominations in accordance with Clause 22, 'Appointment of the Committee'.
6. Notice must be given to all Members and to the Committee.

Clause 13. Chairing of General Meetings

1. General Meetings shall usually be chaired by the person who has been elected as President.
2. If there is no such person or they are not present within ten minutes of the time appointed for the General Meeting, the Full Members present must elect one of their number to chair.

Clause 14. Participation of Associate Members

Associate Members may speak at General Meetings with the permission of the Meeting.

Clause 15. Voting at General Meetings

1. Every Full Member present at a General Meeting, except for the Chair, shall be entitled to one vote upon every voting matter. In the case of an equality of votes, the Chair shall have a casting vote.
2. Decisions normally require a simple majority of votes at a quorate General Meeting.
3. All voting shall be by a show of hands or secret ballot, at the discretion of the Chair.
4. A Member may be allowed to cast an absentee vote when the Chair recognises justifying circumstances.

Clause 16. Quorum of General Meetings

1. The quorum of General Meetings is a majority of Members.
2. When no such quorum is achieved, the Meeting shall be postponed 30 minutes. Members present at that time shall constitute a quorum.
3. A quorum shall be assumed in any case when none of the Members present request a count of attendees.

Clause 17. Resolutions at General Meetings

1. Resolutions to be discussed and voted upon may be set in the Agenda of the General Meeting.
2. Any Full Member may propose a resolution to be discussed and voted upon at a General Meeting.
3. Resolutions shall be adopted in accordance with Clause 15, 'Voting at General Meetings'.

Clause 18. Minutes of General Meetings

1. Minutes of all proceedings at a General Meeting must be taken, including the decisions made and the reasons for the decisions, where appropriate.
2. Minutes of a General Meeting shall be made available to all Members within 14 days.

Clause 19. Reports at Annual General Meetings

1. The Chair may invite any of the Committee to offer a report of their activities whilst in office during an AGM.
2. The Treasurer must present the Group's accounts to the Members at the AGM.

TITLE V. THE COMMITTEE

Clause 20.

The Group and its property shall be administered and managed by a Committee comprising the officers appointed in accordance with Clause 22, 'Appointment of the Committee'.

Clause 21. Required Members of the Committee

There must always be a President, a Secretary, and a Treasurer. The number of Members of the Committee is not subject to any maximum.

Clause 22. Appointment of the Committee

1. The Full Members of the Group in General Meeting shall appoint the Members of the Committee by election.
 - a. Elections for the Committee shall be held at an Annual General Meeting. By-elections for vacant offices shall be held at an Extraordinary General Meeting.
 - b. A Two-Round system shall be used for all elections.
 - c. In the first round of all elections Re-Open Nominations, 'RON', shall be a candidate. An election yielding a result of RON shall be re-run as a by-election.
2. The count for elections shall be conducted publicly by the Chair of the General Meeting, who must do so accurately. Should the Members in General Meeting be dissatisfied with the accuracy of the count, they may resolve as a Point of Order to have the election re-counted or, if they remain dissatisfied, re-run as a by-election.
3. A member of the Committee shall assume office with effect from the conclusion of the General Meeting of their appointment.
4. The Committee must update their committee information on the Student Groups Hub provided by the Students' Union at www.susu.org (or failing that inform the Students' Union's Student Groups Officer) within seven days.
5. A retiring member of the Committee must transfer all relevant information and documentation to their newly elected counterpart, or to the President, within 14 days.

Clause 23. Members of the Committee

1. The Committee shall have the following Members:
 - a. President.

- b. Vice President.
 - c. Secretary.
 - d. Treasurer.
 - e. Social Secretary.
 - f. Observing Officer.
 - g. Equipment Officer.
 - h. Webmaster.
 - i. Mascot Officer.
 - j. Confectionery Officer.
- 2.
- a. The offices of President, Secretary and Treasurer shall be held by three distinct Members.
 - b. The office of Vice President may be discharged by the Secretary or Treasurer when vacant, at the discretion of the Committee.
 - c. The offices of Observing Officer and Equipment Officer shall be discharged by the same Member if either is vacant.
3. All other changes or mergers of Office shall be approved by a resolution in a General Meeting as proposed by the Committee.

Clause 24. Duties of the Committee

1. The President shall:
 - a. represent the Group to all external interests.
 - b. manage and oversee the organisation of the Group and the Committee as a whole.
 - c. ensure the officers' accountability to Members, the Committee, and the Students' Union.
2. The Vice President shall:
 - a. aid the President and the Secretary.
 - b. advise the Committee and ensure that it is cohesive and structured.
3. The Secretary shall:
 - a. oversee the administration of the Group.
 - b. elaborate the agenda for every Committee meeting in consultation with the President.
 - c. take minutes at General Meetings and Meetings of the Committee.
 - d. maintain the register.
 - e. update the SUSU Clubs and Societies Officer as required.
 - f. organise the ordering of the Society hoodies.
4. The Treasurer shall:
 - a. oversee the financing and maintain the accounts of the Group.
 - b. set the Group's budget in consultation with the Committee.
 - c. present the accounts of the Society to Members at the AGM.
 - d. ensure everyone attending social events, activities and Meetings of the Society has paid the Membership fee.
5. The Social Secretary shall:

- a. oversee and prepare social events and activities, taking into consideration Members' requests.
 - b. organise the bunfight with the assistance of the President and Vice President.
 - c. organise the summer trip with the assistance of the Vice President.
6. The Observing Officer shall:
 - a. oversee each observing session.
 - b. mount the telescopes assisted by Members.
 - c. ensure telescopes and equipment are transported safely and return to appropriate storage after use.
 - d. propose celestial bodies that may be observed on each session.
 7. The Equipment Officer shall:
 - a. ensure all equipment is kept in a reasonable and usable condition.
 - b. maintain equipment and find replacement parts when necessary.
 - c. propose the purchase of new equipment to the Committee.
 8. The Webmaster shall:
 - a. maintain the Society website updated with current information about the Society.
 - b. liaise with the Social Secretary regarding events and activities to achieve sub-clause 8.a).
 - c. report proposed changes of the Society website to the Committee.
 - d. manage the Society's online presence.
 9. The Mascot Officer shall:
 - a. find a mascot for the Group when none exists.
 - b. safeguard the Group's mascot.
 - c. bring the mascot to all events of the Group.
 10. The Confectionery Officer shall prepare confectionery products to observing sessions.

Clause 25. Transferral of duties

1. The Committee may agree to transfer the duties of any Member to any other, and shall redistribute those of the Offices that are vacant.
2. The previous sub-clause is not applicable in the case of duties described in the following sub-clauses of Clause 24, 'Duties of the Committee':
 - a. sub-clause 1.
 - b. sub-clause 3.b, c and d.
 - c. sub-clause 4.a, b and c.

Clause 26. Disqualification

No one may be appointed a member of the Committee if they have been disqualified from becoming a Member of the Committee under the provisions of Title VII, 'Disciplinary Action'.

Clause 27. Termination of office

1. A Member of the Committee shall cease to hold office when they:

- a. cease to be a Full Member of the Group.
 - b. resign by notice to the Group.
 - c. are removed from office by a resolution of the Members in General Meeting or a Meeting of the Committee, in accordance with Title VII, 'Disciplinary Action'.
2. An Officer of the Committee shall retire with effect from the conclusion of the AGM next after their appointment but shall be eligible for re-election at that AGM.

Clause 28. Meetings of the Committee

1. The Committee may regulate their proceedings as they deem appropriate, subject to the provisions of this Clause.
2. Any member of the Committee may request the Secretary to call a Meeting of the Committee. The Secretary must call a Meeting of the Committee if requested to do so by a member of the Committee.
3. Meetings of the Committee shall usually be chaired by the person who has been elected as President.
4. The quorum for a Meeting of the Committee shall be the majority of Members of the Committee.
5. No decision may be made by a Meeting of the Committee unless a quorum is present at the time the decision is made.
6. Every member of the Committee, with the exception of the Chair, shall be entitled to one deliberative vote upon every voting matter. In the case of an equality of votes, the Chair shall have a casting vote.
7. Decisions may only be made by a simple majority of votes at a quorate Meeting of the Committee.
8. There shall be no absentee voting.
9. Minutes must be taken of all proceedings at a Meeting of the Committee, including the decisions made.

Clause 29. Financial Management

1. The Committee are jointly liable for the proper management of the Group's finances.
2. The income and property of the Group must be applied solely towards the promotion of the objects.
3. The members of the Committee are entitled to be reimbursed from the property of the Group or may pay out of such property only for reasonable expenses properly incurred by them when acting on behalf of the Group.
4. The accounts of the Group, as maintained by the Treasurer, must be made available to the Students' Union upon request.

TITLE VI. IRREGULARITIES AND SAVING PROVISIONS

Clause 30.

1. Subject to sub-clause 2 of this Clause, all acts done by a Meeting of the Committee shall be valid notwithstanding the participation in any vote of a Member of the Committee:
 - a. who was disqualified from holding Office.
 - b. who had previously retired or who had been obliged by this Constitution to vacate Office.

- c. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise.
2. Sub-clause 1 of this Clause does not permit a Member of the Committee to keep any benefit that may be conferred upon them by a resolution of the Committee if the resolution would otherwise have been void, or if the Committee has not complied with Clause 30, 'Conflicts of Interests and Conflicts of Loyalties'.
3. Members in General Meeting may only invalidate, as a Point of Order, a resolution or act of:
 - a. the Committee; or
 - b. the Members in General Meetingwhen it may be demonstrated that a procedural defect in the same has materially prejudiced a Member of the Group.

Clause 31. Conflicts of Interests and Conflicts of Loyalties

1. A member of the Committee must:
 - a. declare the nature and extent of any interest, direct or indirect, which they have in any decisions of a Meeting of the Committee or in any transaction or arrangement entered by the Group which has not been previously declared.
 - b. absent themselves from any discussions of the Committee in which it is possible that a conflict will arise between their duty to act solely in the interests of the Group and any personal interest, including but not limited to any personal financial interest.
2. Any Member of the Committee absenting themselves from any discussions in accordance with this Clause must not vote or be counted as part of the quorum in any decision of the Committee on the matter.

TITLE VII. DISCIPLINARY ACTION

Clause 32. Disciplinary Action

1. Disciplinary action may be taken against any Member of the Group as a consequence of conduct:
 - a. detrimental to the reputation of the Group or the Students' Union.
 - b. opposed to the objects of the Group (Clause 2, 'Objects') or the Students' Union.
 - c. in contravention of any provision of this Constitution.
2. Disciplinary action that may be taken against any Member may be, but is not limited to:
 - a. issue of a formal written warning.
 - b. partial or total ban from certain Group activities.
 - c. disqualification from becoming a member of the Committee.
 - d. removal of a member of the Committee from office.
 - e. temporary or permanent revocation of Membership.
 - f. referral of the complaint to the Students' Union's Disciplinary Committee.

3. It is the right of the subject of the complaint to choose to have the disciplinary matter heard by either the Members in General Meeting, or a Meeting of the Committee. Either shall have the power to take disciplinary action, including but not limited to those measures set out in paragraphs a – f inclusive in sub-clause 2 of this Clause.
4. Any disciplinary hearing must be conducted in an impartial, balanced, and fair manner, considering all representations on the matter.
5. All disciplinary action must be subject to prior discussion with the Students' Union's Vice President Activities.
6. Members subject to disciplinary action have the right of appeal to the Students' Union's Student Groups Committee.
7. A full report of all disciplinary action taken by the Group in the previous year must be presented at the AGM.

TITLE VIII. THE CONSTITUTION

Clause 33.

1. The provisions of this Constitution shall be subordinate to those of the Articles, Rules, By-Laws and Policies of the Students' Union.
2. The Committee and the Students' Union shall retain a copy of this Constitution, which the Committee must make available to Members upon request.

Clause 34. Adoption of the Constitution

This unincorporated association and its property shall be managed and administered in accordance with this Constitution.

Clause 35. Interpretation of the Constitution

1. The interpretation of this Constitution shall be with the Committee, except that during a General Meeting or a Meeting of the Committee the Chair shall have this responsibility.
2. The Members in General Meeting may resolve to revise any interpretation made by the Committee or a Chair as a Point of Order.
3. In this Constitution:
 - a. 'The University' means 'the University of Southampton'.
 - b. 'University term' and 'academic year' have the definitions set out in the University Calendar and Almanac.
 - c. 'Financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
 - d. 'The Students' Union' means 'The University of Southampton Students' Union', trading as 'Union Southampton'.

- e. 'Articles', or 'Articles of the Students' Union' mean the Students' Union's Articles of Association. 'Rules' and 'Policies' have the definitions set out in the Articles. 'By-Laws' has the definition set out in the Rules.

Clause 36. Amendment to the Constitution

The Group may amend any provision contained in this Constitution provided that:

- a. amendments do not:
 - i. alter the objects in such a way that undermines or works against the previous objects of the Group.
 - ii. retrospectively invalidate any prior act of the Members in General Meeting or a Meeting of the Committee.
- b. a resolution to amend a provision of this Constitution is passed by at least a two-thirds majority of the Full Members present at a General Meeting.
- c. a copy of the resolution amending this Constitution is sent to the Students' Union within seven days of it being passed.
- d. the resolution is ratified by the Students' Union's Student Groups Committee.



TITLE IX. DISSOLUTION OF THE SOCIETY

Clause 37.

1. If the Members resolve to dissolve the Group, the Committee will remain in office and be responsible for winding up the affairs of the Group in accordance with this Clause.
2. A resolution to dissolve the Group must be passed by at least a two-thirds majority of the Full Members present at a General Meeting.
3. The Committee must collect in all the assets of the Group and must pay or make provision for all the liabilities of the Group.
4. The Committee must apply any remaining property or money:
 - a. directly for the objects.
 - b. by transfer to any Group or Societies for purposes the same as or similar to the Group.
 - c. in such other manner as the Students' Union's Student Groups Committee may approve in writing in advance.
5. The Members may pass a resolution before or at the same time as the resolution to dissolve the Group specifying the manner in which the Committee are to apply the remaining property or assets of the Group. The Committee must comply with such a resolution if it is consistent with the provisions of this Clause.
6. In no circumstances shall the net assets of the Group be paid to or distributed among the Members of the Group.
7. The Committee must ensure the register and all other data held by the Group are securely destroyed upon the dissolution of the Group.

8. The Committee must notify the Students' Union within seven days that the Group has been dissolved. If the Committee are obliged to send the Group's accounts to the Students' Union for the accounting period which ended before its dissolution, they must send the Students' Union the Group's final accounts.

The Members of the Group in General Meeting Adopted this Constitution:

Date	7 February 2022
President	 (Jorge Alcañiz Gómez del Pulgar)
Secretary	 (Guillermo Reid Tenney Díaz)

The Students' Union Approved this Constitution:

Date	_____
Vice President Activities	_____