



UK COUNCIL FOR GRADUATE EDUCATION **CONSTITUTION**



CONSTITUTION

1 NAME

The name of the Council shall be the “UK Council for Graduate Education”.

2 OBJECTS

The UK Council for Graduate Education is established for the public benefit to advance the education of graduates within the UK. In furtherance of this it may promote:

- (i) The interests of graduate education in all disciplines in Higher Education Institutions.
- (ii) A distinct identity for graduate education and research in Higher Education.
- (iii) The development of quality and quality measures for graduate education and research conducted in Higher Education Institutions.
- (iv) The effective leadership and management of graduate education.
- (v) The status, education and training of postgraduate students.
- (vi) Effective infrastructural provisions for graduate education including appropriate funding.
- (vii) Equal opportunities for students in graduate education.
- (viii) The professional development and status of staff and supervisors in Higher Education Institutions.
- (ix) Organise or assist in organising meetings, conferences, seminars and training courses and publish or assist in publishing reports, periodicals, books or other documents or information.
- (x) Promote and carry out or assist in promoting and carrying out research surveys and investigations and publish the useful results thereof.
- (xi) Obtain, collect and receive money by way of grants, donations, bequests, legacies or other lawful method provided that the Council may not engage in any form of permanent trading.
- (xii) Receive money on deposit or loan and borrow or raise money in such a manner as the Council shall think fit subject to such consents as may be required by law.
- (xiii) Invest the monies of the Council not immediately required for the furtherance of the said objects in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- (xiv) Employ and pay any person or persons not being a member of the Executive Committee referred to below (the Committee) to supervise, organise and carry on the work of the Council and make all reasonable and necessary provision for the payment of remuneration to employees.



- (xv) Promote and organise co-operation in the achievements of the above objects and to that end to work in association with Universities, Research Councils and Foundations, Government Departments, Statutory Agencies and other bodies in Britain and abroad engaged in the furtherance of the above subjects.
- (xvi) Do all such other lawful things as may be necessary for the attainment of the above subjects or any of them.

3 MEMBERSHIP

- (i) Higher Education Institutions within the area of benefit in receipt of public or private funds for the delivery of postgraduate programmes where the Institution subscribes to the objects of the Council and whose Institutional application for membership is accepted by the Executive Committee shall be called Full Members and shall be entitled to a single vote at meetings of the Council.
- (ii) Other institutions or organisations whose application is accepted for membership by the Executive Committee shall be called Associate Members and shall not have the right to vote at meetings of the Council.
- (iii) Persons who in the opinion of the Committee have special knowledge or experience to offer to the Council shall be called Personal Members and shall not have the right to vote at meetings of the Council.
- (iv) Institutional members shall each be entitled to be represented at meetings of the Council by a named individual or a formally appointed deputy with power to vote on behalf of the institution.
- (v) The Executive Committee shall recommend to the Annual General Meeting the rate of annual subscription appropriate to each category of membership and shall have the right for good and sufficient reason to terminate the membership of any member provided that the member concerned shall have the right to be heard by the Council before a decision is made.

4 EXECUTIVE COMMITTEE

- (i) Except as provided otherwise in this constitution the policy and general management of the affairs of the Council shall be directed by the Executive Committee which shall meet not less than three times a year and shall consist of not less than ten members of the Council elected at an Annual General Meeting.
- (ii) At the first Annual General Meeting the Council shall elect the following to serve on the Executive Committee:
 - Four members to serve for three years
 - Three members to serve for two years
 - Three members to serve for one year



Members elected to the Executive Committee shall be eligible to stand for re-election at the expiry of their period of membership of the Executive Committee.

- (iii) Elections shall be held to fill any vacancies in the Executive Committee. Members of the Executive Committee shall be elected to serve for three years and may stand for re-election a maximum of 2 successive occasions (total maximum period of office of 9 years).
- (iv) Nominations from members of the Council for election to the Executive Committee must be in writing and must be in the hands of the Honorary Secretary of the Council at least 30 working days before the Annual General Meeting hereinafter mentioned. Nominations must be proposed by a representative of any member institution, normally the nominee's own institution and seconded by the representative of another member institution.
- (v) Should the number of nominations exceed the number of vacancies election shall be by ballot of the Full Members of the Council using the Single Transferable Vote method.
- (vi) The Executive Committee elected at an Annual General Meeting shall have the power to co-opt further members who shall be representatives of Full Members or Associate Members or Personal Members and who shall serve until the conclusion of the next AGM provided that the number of co-opted members shall not exceed one-third of the total membership of the committee. Co-opted members shall have the right to vote.
- (vii) The Chairperson, Vice-Chairperson, Hon Secretary and Hon Treasurer who shall be the honorary officers of the Council shall be representatives of full institutional members and shall be elected by secret ballot by the members of the Executive committee at their first meeting following the first Annual General Meeting and thereafter at the expiry of the terms of office of each Officer.
- (viii) The Officers will serve for a period of three years and may serve for a maximum of two terms of office (i.e., up to six years). Where an Officers' term of office extends beyond their term of office on the Executive Committee, then they will be permitted to serve out their Officers duties as an ex-officio member of the Executive Committee.
- (ix) An Officer may seek election to an alternative Officer position when it becomes available and if elected then they would be entitled to serve a maximum of two terms of office in the new position.
- (x) Wherever possible, the Executive Committee shall elect from its membership, by secret ballot, an 'Officer Elect' one year before the end of the Officer's term of office and the Officer elect will shadow that Officer in their duties to the Council until they take up full office.



5 FUNCTIONS OF THE EXECUTIVE COMMITTEE

- (i) The Executive Committee may take such regulations as they consider appropriate for the efficient conduct of business of the Committee and the Council and its efficient financial management.
- (ii) The Executive Committee may appoint such staff as they consider necessary on such terms and conditions as they may determine.
- (iii) The Executive Committee may appoint such sub-committees, advisory groups or working parties of their own members and other persons as they from time to time decide necessary for the carrying out of their work and may determine their terms of reference, duration and composition. All such sub-committees shall make regular and frequent reports on their work to the Executive Committee.
- (iv) The proceedings of the Executive Committee shall not be invalidated by any failure to elect or any defect in the election appointment, co-options, or qualification of any member.
- (v) Subject to the provision of Clause 15 and except with the prior written approval of the Charity Commission no Executive Committee member may:
 - Receive any benefit in money or in kind from the Charity, or
 - Have a financial interest in the supply of goods or services to the Charity, or
 - Acquire or hold any interest in property of the Charity (except in order to hold it as an Executive Committee member of the Charity).

6 CHAIRING MEETINGS

All meetings of the Council or of the Executive Committee or any of its sub-committees shall be presided over by its Chairperson failing whom its Vice-Chairperson if one has been appointed. If neither of the Chairperson or Vice-Chairperson are present those present may elect one of their number to take the Chair. The Chairperson of any meeting shall have a second or casting vote.

7 FINANCE

- (i) All monies raised by or on behalf of the Council shall be applied to further the objects of the Council and for no other purpose provided that nothing herein contained shall prevent the payment of legitimate out-of-pocket expenses to members of the Council engaged upon the approved business of the Council.
- (ii) The Honorary Treasurer shall keep proper accounts of the finances of the Council.
- (iii) The financial year of the Council shall run from 1st August to the 31st July.
- (iv) The accounts shall be audited at least once a year by an auditor or auditors who shall be appointed at the Annual General Meeting.



- (v) An audited statement of accounts for the last financial year shall be submitted by the Executive Committee to the Annual General Meeting.
- (vi) A bank account shall be opened in the name of the Council with HSBC Ltd or with such other bank as the Executive Committee shall from time to time decide. The Executive Committee shall authorise in writing the Honorary Treasurer and two members of the committee to sign cheques on behalf of the Council. All cheques must be signed by not less than two of the three authorised signatories.
- (vii) The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:
 - The keeping of accounting records for the Charity.
 - The preparation of annual statements of account for the charity.
 - The auditing or independent examination of the statements of account of the Charity, and
 - The transmission of the statements of account of the Charity to the Commissioners.

8 ANNUAL GENERAL MEETING

- (i) An Annual General Meeting of the Council shall be held at such place and time not being more than fifteen months after the holding of the preceding Annual General Meeting as the Committee shall determine.
- (ii) At such Annual General Meeting the business shall include the following:-
 - a. The election of members as required by paragraph 4 to serve on the Executive Committee.
 - b. The appointment of an auditor or auditors.
 - c. The consideration of an Annual Report of the work done by or under the auspices of the Executive Committee.
 - d. The consideration of the audited subscription accounts.
 - e. The setting of annual fees for membership.
 - f. The transaction of other matters as may from time to time be considered necessary.

9 ANNUAL REPORT

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.



10 ANNUAL RETURN

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

11 SPECIAL GENERAL MEETINGS

The Executive Committee may at any time at its discretion and shall upon a requisition signed by not less than twenty-five Full Members and giving reasons for the request call a Special General Meeting of the Council for the purpose of altering the constitution in accordance with Clause 14 hereof or of considering any matter which may be referred to them.

12 RULES OF PROCEDURE AT ALL MEETINGS

VOTING

Subject to the provisions of clauses 13 and 14 thereof all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat with the exception of elections for members of the Executive Committee which shall be decided by use of the single transferable vote mechanism. In the case of a tie, the Chairperson shall have a second or casting vote.

MINUTES

Minute Book shall be kept by the Executive Committee and all other sub-committees and the appropriate secretary shall enter therein a record of all proceedings and resolutions.

QUORUM

The Quorum at General Meetings of the Association shall be one third of the membership and at meetings of the Executive Committee shall be half or such other number as the Executive Committee may from time to time determine.

STANDING ORDERS

The Executive Committee shall have the power to adopt and issue standing orders and/or rules for the Council. Such standing orders and/or rules shall come into operation immediately provided always that they shall be subject to review by the Council at the Annual General Meeting and shall not be inconsistent with this constitution.



13 ALTERATIONS TO THE CONSTITUTION

- (i) Subject to the following provisions of this clause the constitution may be altered by a resolution passed by not less than two thirds of the members of the Council present and voting at the Annual General Meeting or a meeting specially called for the purpose provided that notice of any such alteration shall have been received by the Honorary Secretary in writing not less than twenty-one clear days before the meeting at which the alteration is to be brought forward. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (ii) No amendment may be made to Clause 1, Clause 2, Clause 5(v), Clause 14 or this Clause without prior consent in writing of the Commissioners.
- (iii) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (iv) The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.
- (v) At least fourteen clear days' notice in writing of the meeting setting forth the terms of the alteration to be proposed shall be sent to the Honorary Secretary to each member of the Council.

14 DISSOLUTION

- (i) If the Executive Committee by a simple majority decides at any time that on the grounds of expense or otherwise that it is necessary or advisable to dissolve the Council it shall call a meeting of all members of the Council who have the power to vote. Not less than twenty-one days' notice (stating the terms of the resolution to be proposed thereat) shall be given for any such meeting.
- (ii) If such a decision shall be confirmed by a simple majority of the Council voting at such meeting the Executive Committee shall have the power to dispose of any assets held by or in the name of the Council.
- (iii) Any assets remaining after the satisfaction of any proper debts and liability shall be given or transferred to such other charitable institutions or institutions having objects similar to the objects of the Council as the Executive Committee may decide.

15 INDEMNITY

- (i) Every Executive Committee member or auditor of the Council shall be indemnified out of the assets of the Council against any liability incurred by him/her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him/her by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Council.



- (ii) The Executive Committee members shall have the power to provide indemnity insurance out of the income of the charity. The insurance shall not extend to:
1. Any claim arising from any act or omission which:
 - o The Executive Committee member knew to be a breach of trust or breach of duty; or
 - o Was committed by them in reckless disregard of whether it was a breach of trust or breach of duty or not; and
 2. The costs of an unsuccessful defence to a criminal prosecution brought against the Executive Committee members in their capacity as Executive Committee members of the Charity.