

SPA

STUDENT
PUBLICATION
ASSOCIATION



Governing Documents

Constitution & Bye-laws

Constitution & Bye-laws
of the Student Publication Association CIO

A registered charity in England and Wales (No. 1187383)

Approved by members on 23 October 2019

In force as of 15 January 2020

As amended on:
3 October 2020

Note: Changes made during the most recent amendment are indicated
using a white line in the margin.

Clause 1: Name

The name of the Charitable Incorporated Organisation (“the CIO”) is the Student Publication Association (“the SPA”).

Clause 2: Principal Office

The SPA must have a principal office in England or Wales. The principal office of the SPA is in England.

Clause 3: Object

The object of the SPA is to advance the education of student journalists in the United Kingdom and Republic of Ireland.

Nothing in this constitution shall authorise an application of the property of the SPA for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Involvement (Scotland) Act 2005, section 2 of the Charities Act (Northern Ireland) 2008 or any other applicable legislation.

Clause 4: Powers

The SPA has power to do anything which is calculated to further its object or is conducive or incidental to doing so.

Clause 5:

Application of Property

(1) The income and property of the SPA must be applied solely towards the promotion of its object

(a) A charity trustee is entitled to be reimbursed from the property of the SPA or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the SPA.

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the SPA's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the SPA may be paid or transferred directly by way of dividend, bonus or otherwise by way of profit to any member of the SPA. This does not prevent a member who is not also a charity trustee from receiving:

(a) a benefit from the SPA as a beneficiary of the SPA;

(b) reasonable and proper remuneration for any goods or services supplied to the SPA.

(3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

Clause 6:

Payments to Charity Trustees

(1) General provisions

No charity trustee or connected person may:

- (a) Buy or receive any goods or services from the SPA on terms preferential to those applicable to members of the public;
- (b) Sell goods, services, or any interest in land to the SPA;
- (c) Be employed by, or receive any remuneration from, the SPA;
- (d) Receive any other financial benefit from the SPA;

Unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court, or prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

- (a) A charity trustee or connected person may receive a benefit from the SPA as a beneficiary of the SPA provided that is available generally to the beneficiaries of the SPA.
- (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the SPA where that is permitted in accordance with and subject to the conditions in sections 185 to 188 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this clause a charity trustee or connected person may provide the SPA with goods that are not supplied in connection with services provided to the SPA by the charity or connected person.

Continued on next page

Clause 6 Continued

(d) A charity trustee or connected person may receive interest on money lent to the SPA at a reasonable and proper rate which must be not more than the Bank of England bank rate.

(e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the SPA. The amount of rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the SPA on the same terms as members of the public.

(3) Payments for supply of goods only - controls

The SPA and its charity trustees may rely only upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the SPA and the charity trustee or connected person supplying the goods ("the supplier").

(b) The amount of maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other charity trustees are satisfied that it is in the best interests of the SPA to contract with the supplier rather than with someone who is not a charity trustee or connected person.

In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected...

Continued on next page

Clause 6 Continued

...person against the disadvantages of doing so.

(d) The supplier is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods for the SPA.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.

(f) The reason for their decision is recorded by the charity trustees in the minute book.

(g) A majority of charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

(a) "The SPA" includes any company in which the SPA

(i) Holds more than 50% of the shares; or

(ii) Controls more than 50% of the voting rights attached to shares; or

(iii) Has the right to appoint one or more directors to the board of the company.

Clause 7:

Conflicts of Interest

A charity trustee must:

- (a) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the SPA or in any transaction or arrangement entered into by the SPA which has not previously been declared; and
- (b) Absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the SPA and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

Clause 8:

Liability of Members

If the SPA is wound up, the members of the SPA have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

Clause 9:

Membership of the SPA

(1) Admission of new members

(a) Eligibility

Ordinary Membership of the SPA is open to any student publication as defined in the bye-laws, located within a geographic area as defined by the charity trustees, that has indicated by applying for membership its agreement to become a member and acceptance of the duty of members set out in sub-clause (3) of this clause.

A member may be a corporate body, or an organisation which is not incorporated.

(b) Admissions procedure

The charity trustees

- (i) May require applications for membership to be made in any reasonable way they decide;
- (ii) May refuse an application for membership if they believe that it is in the best interests of the SPA for them to do so;
- (iii) Shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 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 membership shall be final.

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Clause 9 Continued

(2) Transfer of Membership

Membership of the SPA cannot be transferred to any other person, corporate body or organisation which is not incorporated.

(3) Duty of Members

It is the duty of each member of the SPA to exercise its powers as a member of the SPA in the way that it decides in good faith would be most likely to further the purposes of the SPA.

(4) Termination of Membership

(a) Membership of the SPA comes to an end if:

- (i) The member organisation ceases to exist; or
- (ii) The member sends a notice of resignation to the charity trustees; or
- (iii) Any sum of money owed by the member to the SPA is not paid in full within six months of its falling due; or
- (iv) The charity trustees decide that it is in the best interest of the SPA that the member in question should be removed from membership, and pass a resolution to that effect.

(b) Before the charity trustees take any decision to remove someone from membership of the SPA they must:

- (i) Inform the member of the reasons why it is proposed to remove it from membership;
- (ii) Give the member at least 21 clear days notice in which to make representations to the charity trustees as to why it should not be removed from membership;

Continued on next page

Clause 9 Continued

(iii) At a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;

(iv) Consider at that meeting any representations which the member makes as to why the member should not be removed;

(v) Allow the member, or the member's representative, to make those representations in person at the meeting, where practicably possible and where the member so chooses.

(5) Membership fees

The SPA may not require members to pay membership fees.

(6) Non-voting classes of membership

Additional classes of membership of the SPA shall exist beyond Ordinary Membership. They shall not carry any voting rights.

(a) Individual Membership

(i) Individual Membership may be awarded to:

- 1) Persons who are members or contributors of an Ordinary Member of the SPA, or have been a member or contributor within the past 12 months; or
- 2) Persons who are a student of journalism within a geographic area defined by the charity trustees; or
- 3) The charity trustees and other officers of the SPA as designated by the bye-laws.

Continued on next page

Clause 9 Continued

(ii) Individual membership:

- 1) May be acquired by the same process as Ordinary Members, as described in sub-clause (2) of this clause;
- 2) May not be transferred;
- 3) May be removed by the same process as Ordinary Members, as described in sub-clause (4) of this clause; and
- 4) Allows the person to run for and hold office as an Executive Officer of the SPA, subject to the qualifications expressed in clause (13) and the bye-laws.

(b) Honorary Lifetime Membership

(i) Honorary Lifetime Membership may be awarded to any person who has had a significant impact on the wider student media community.

(ii) The awarding of Honorary Lifetime Membership must be passed by resolution at a general meeting of members, or by meeting specific criteria agreed by resolution at a general meeting of members.

(iii) Honorary Lifetime Membership may be temporarily removed for up to two months by resolution of the charity trustees. The holder must then be given at least 21 clear days to make representations to the Ordinary Members that they should not have their Honorary Lifetime Membership removed permanently. A special resolution of members is required to permanently remove Honorary Lifetime Membership.

Continued on next page

Clause 9 Continued

(c) Other Classes of Membership

The Ordinary Members of the SPA, by special resolution, may create additional associate or other classes of non-voting membership, and may determine the rights and obligation of any such members, and the conditions for admission to, and termination of any such class of members.

(d) Other references in this constitution to “members” and “membership” do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

Clause 10:

Members' Decisions

(1) General Provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members of the SPA shall be taken by vote at a general meeting as provided in sub-clause (2) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (3) of this clause and any other applicable provisions, decision of the members of the SPA may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting, including votes cast by postal or electronic ballots, and proxy votes.

(3) Decisions that must be taken in a particular way

- (a) Any decision to remove a trustee must be taken in accordance with clause 15(2).
- (b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution.
- (c) Any decision to wind up or dissolve the SPA must be taken in accordance with clause 29 of this constitution. Any decision to amalgamate or transfer the undertaking of the SPA to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

Clause 11:

Meetings of Members

(1) Types of General Meetings

There must be an annual general meeting (AGM) of the members of the SPA. The first AGM must be held within 18 months of the registration of the SPA, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

Other general meetings of the members of the SPA may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) Calling General Meetings

(a) The charity trustees:

- (i) must call the annual general meeting of the members of the SPA in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
- (ii) may call any other general meeting of the members at any time.

(b) The charity trustees must, within 21 days, call a general meeting of the members of the SPA if:

- (i) They receive a request to do so from at least 10% of the members of the SPA; and
- (ii) The request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

Continued on next page

Clause 11 Continued

(c) If, at the time of any such request, there has not been any general meeting of the members of the SPA for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only be properly proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(f) Any general meeting called by the charity trustees at the request of the members of the SPA must be held within 31 days from the date on which it is called.

(3) Notice of General Meetings

(a) The charity trustees must give at least 14 clear days notice of any general meeting to all of the members, non-voting members and officers of the SPA who are not members.

(b) The notice of any general meeting must:

(i) State the time and date of the meeting; and

(ii) Give the location at which the meeting is to take place;
and

(iii) Give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and

(iv) If a proposal to alter the constitution of the SPA is to be considered at the meeting, include the text of the proposed alteration; and

Continued on next page

Clause 11 Continued

(v) Include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of elections to be contested, or where allowed under clause 22 (Use of electronic communication), details of where the information may be found on the internet.

(c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent in accordance with the latest information provided to the SPA; shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

(d) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the SPA.

(4) Chairing of general meetings

The person nominated as chair under clause 19(2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the SPA who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

(a) No business may be transacted at any general meeting of the members of the SPA unless a quorum is present when the meeting starts.

Continued on next page

Clause 11 Continued

(b) Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or three members. An organisation represented by a person present at the meeting in accordance with sub-clause (9) of this clause, is counted as being present in person.

(c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the stated time specified in the notice of the meeting, the meeting is closed.

(d) If the meeting is the Annual General Meeting, and the chair determines that, if adjourned, the meeting would not be held within the 15 month required period, and a quorum is not present within 15 minutes of the starting time specified within the notice of the meeting, the members present shall determine by vote if they constitute a quorum, provided they represent the greater of 2.5% or three members.

(i) Should the lower quorum not be met, or the meeting votes that it is inquorate, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the SPA's members at least seven clear days before the date on which it will resume.

(e) In all other cases, where a quorum is not present within 15 minutes of the starting time specified within the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the SPA's members at least seven clear days before the date on which it will resume.

Continued on next page

Clause 11 Continued

(f) If a quorum is not present within 15 minutes of the start time of a previously adjourned meeting, and the chair determines that, if adjourned, the Annual General Meeting would not be held within the 15 month required period, the member or members present shall constitute a quorum.

(i) In all other cases, the meeting must be adjourned using the same process as outlined in sub-clause (5)(e) of this clause.

(f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at General Meetings

(a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy, postal and electronic votes), Every member has one vote.

(b) A resolution put to the meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.

Continued on next page

Clause 11 Continued

(c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.

(d) A poll may be taken:

- (i) At the meeting at which it was demanded; or
- (ii) At some other time and place specified by the chair; or
- (iii) Through the use of postal or electronic communications.

(e) In the event of an equality of votes, whether on show of hands or on a poll, the chair of the meeting shall have a casting vote.

(f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Proxy Voting

(a) Any member of the SPA may appoint another person as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of the SPA. Proxies must be appointed by a notice in writing (a "proxy notice") which:

- (i) States the name and address of the member appointing the proxy;
- (ii) Identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

Continued on next page

Clause 11 Continued

(iii) Is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the SPA may determine; and

(iv) Is delivered to the SPA in accordance with the constitution and any instructions contained in the notice of the general meeting to which they relate.

(b) The SPA may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(c) Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

(d) Unless a proxy notice indicates otherwise, it must be treated as:

(i) Allowing the person appointed under it as a proxy discretion as to how to vote, or not to vote, on any ancillary or procedural resolutions put to the meeting; and

(ii) Appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

(e) A member who is entitled to attend, speak or vote (either on a show of hands or poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the SPA by or on behalf of that member.

(f) An appointment under a proxy notice may be revoked by delivering the SPA a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.

Continued on next page

Clause 11 Continued

(g) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(h) If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member's behalf had authority to do so.

(8) Postal Voting

(a) The SPA may, if the charity trustees so decide, allow the members to vote by post or appropriate electronic means to elect charity trustees or to make a decision on any matter that is being decided at a general meeting of the members.

(b) The charity trustees must appoint at least two persons independent of the SPA to serve as scrutineers to supervise the conduct of the postal/electronic ballot and the counting of votes.

(c) If postal and/or electronic voting is to be allowed on a matter, the SPA must send to members of the SPA not less than 14 days before the deadline for receipt of votes cast in this way:

(i) A notice by email, if the member has agreed to receive notices in this way under clause 22, including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by electronic means or post to the SPA, containing details of the resolution being put to a vote as applicable;

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Clause 11 Continued

(ii) A notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.

(d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for SPA', at the SPA's principal office or such other postal address as is specified in the voting procedure.

(e) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.

(f) Voting by other electronic means shall require a similar security process as outlined in sub-clauses (8)(e) and (8)(g) of this clause.

(g) Electronic votes must be returned to a specific location used only for this purpose and must be accessed only by a scrutineer.

(h) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.

Clause 11 Continued

(i) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a charity trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email is allowed to vote at the meeting and count towards the quorum.

(j) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For electronic votes, the scrutineers must cut off and retain any part of the communication that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.

(k) Votes cast by post or email must be counted by all the scrutineers before the meeting is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and the number of votes received which were invalid.

(l) The scrutineers must not disclose the result of the postal/ electronic ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

Continued on next page

Clause 11 Continued

(m) Following the final declaration of the result of the vote, the scrutineers must provide to a charity trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid electronic votes; evidence of invalid votes; the valid votes; and the invalid votes.

(n) Any dispute about the conduct of a postal or electronic ballot must be referred initially to a panel set up by the charity trustees, to consist of two trustees and two persons independent of the SPA. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Services.

(9) Representation of organisations and corporate members

An organisation or a corporate body that is a member of the SPA may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of the SPA.

(10) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall so if directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

Clause 12: Charity Trustees

(1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the SPA and may for that purpose exercise all the powers of the SPA. It is the duty of the charity trustee:

- (a) To exercise his or her powers and to perform his or her functions as a trustee of the SPA in the way he or she decides in good faith would be most likely to further the purposes of the SPA; and
- (b) To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) Any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) If he or she acts as a charity trustee of the SPA in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for trusteeship

- (a) Every charity trustee must be a natural person.
- (b) No one may be appointed as a charity trustee:
 - (i) If he or she is under the age of 16 years; or
 - (ii) If he or she would automatically cease to hold office under the provisions of clause 15(1)(f).
- (c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

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Clause 12 Continued

(3) Number of Charity Trustees

(a) There should be:

- (i) Not more than two trustees ex officio; and
- (ii) Not more than four elected trustees; and
- (iii) Not more than three appointed trustees.

(b) There must be at least five charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

(c) The maximum number of charity trustees that can be appointed is as provided in sub-clause (a) of this clause. No trustee appointment may be made in excess of these provisions.

(4) First Charity Trustees

The first charity trustees of the SPA are -

Owain John Evans

Chay Louie Quinn

Jemma Louise Collins

Sian Maree Elvin

Elliott Alexander Davies

Aubrey Edward Lewis Allegretti

Geraldine Scott

Clause 13:

Appointment of Charity Trustees

(1) Elected Trustees

(a) At the first annual general meeting of the members of the SPA all the elected charity trustees shall retire from office;

(b) At every subsequent annual general meeting of the members of the SPA, one of the elected charity trustees shall retire from office;

(c) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall be determined to be the trustee who received the least number of votes on their appointment. If they received an equal number of votes, those to retire shall (unless they otherwise agree among themselves) be determined by lot;

(i) For the purpose of sub-clause (1)(c) of this clause, the date of appointment for a charity trustee who is appointed in accordance with sub-clause (1)(e) of this clause to replace a trustee who had previously retired or been removed in accordance with clause 15 shall be the date of appointment of the charity trustee that was replaced.

(d) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (e) of this clause;

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Clause 13 Continued

(e) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded;

(f) A person so appointed by the members of the SPA shall retire in accordance with the provisions of sub-clause (1)(c) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the annual general meeting next following the date of his or her appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

(2) Ex officio trustees

The Chair of the Student Publication Association for the time being, in addition to the Second Financial Officer, shall automatically, by virtue of holding that office ("ex officio"), be a charity trustee.

If unwilling to act as a charity trustee, the office holder may:

(a) Before accepting appointment as a charity trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or

(b) After accepting appointment as a charity trustee, resign under the provisions contained in clause 15.

The relevant office of ex officio charity trustee will then remain vacant until the office holder ceases to hold office.

Continued on next page

Clause 13 Continued

(3) Appointed Trustees

- (a) The Executive Committee, as defined in the Bye-Laws, (“the appointing body”) may appoint three charity trustees.
- (b) Any appointment must be made at a meeting held according to the ordinary practice of the appointing body.
- (c) Each appointment must be ratified by a simple majority of existing charity trustees.
- (d) Annually, on a date specified in the Bye-Laws and not less than 15 months since the last such date, one of the nominated charity trustees shall retire from office.
- (e) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day the order of those to retire shall be determined by resolution confirming appointment. Absent such a resolution, those to retire shall (unless they otherwise agree among themselves) be determined by lot;
 - (i) For the purpose of sub-clause (3)(e) of this clause, the date of appointment for a trustee who is appointed in accordance with sub-clause (3)(g) of this clause to replace a trustee who had previously retired or been removed in accordance with clause 15 shall be the date of appointment of the charity trustee that was replaced.
- (f) The appointment will be effective from the latter of:
 - (i) The date of vacancy; or
 - (ii) The date on which the charity trustees ratify the appointment.

Clause 13 Continued

(g) The appointing body may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15, or as an additional charity trustee, provided that the limit specified in clause 12(3) on the number of charity trustees would not as a result be exceeded;

(h) The person appointed may not be a member of the appointing body;

(i) A trustee appointed by the appointing body has the same duty under clause 12(1) as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the SPA.

Clause 14:

Information for New Trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- (a) a copy of this constitution and any amendments made to it;
- and
- (b) a copy of the SPA's latest trustees' annual report and statement of accounts.

Clause 15:

Removal of Trustees

(1) A charity trustee ceases to hold office if he or she:

- (a) Retires by notifying the SPA in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) Is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
- (c) Dies;
- (d) In the written opinion, given to the SPA, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a charity trustee and may remain so for more than three months;
- (e) Is removed by the members of the SPA in accordance with sub-clause (2) of this clause; or
- (f) Is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

(2) 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 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

(3) A resolution to remove a charity trustee in accordance with this clause 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 member of the SPA.

Continued on next page

Clause 15 Continued

(4) If any of the trustees ex officio is removed from his or her post which qualifies them to be charity trustees in accordance with the relevant bye-laws pertaining to their removal from that office, they shall cease to be charity trustees.

Clause 16: Reappointment of Trustees

(1) Any person who retires as a charity trustee by rotation or by giving notice to the SPA is eligible for reappointment, subject to the requirements of sub-clauses (2), (3) and (4) of this clause.

(2) No elected trustee, as defined in clause 13(1), may be appointed to more than two consecutive terms, nor more than four total terms.

(3) No ex officio trustee, as defined in clause 13(2), may be appointed to more than two total terms.

(4) No ex officio trustee shall be eligible to be appointed as an elected trustee or appointed trustee until 12 months have passed since the end of their term as an ex officio charity trustee.

(5) For the purposes of sub-clauses 16(2), 16(3) and 16(4), a period in office shall only be considered a term so long as it lasts for a minimum of:

- (a) 24 months for an elected trustee;
- (b) 6 months for a trustee ex officio.

Clause 17:

Taking of Decisions of Trustees

Any decision may be taken either:

- (a) At a meeting of the charity trustees; or
- (b) By resolution in writing or electronic form agreed by a majority of all the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all the charity trustees has signified their agreement. Such a resolution shall be effective provided that:
 - (i) A copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - (ii) The majority of all the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated in such manner as the charity trustees have previously resolved, and is delivered to such place as the trustees may resolve.

Clause 18:

Delegation by Trustees

- (1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:

Continued on next page

Clause 18 Continued

- (a) A committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- (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
- (c) The charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

Clause 19: Meetings of Trustees

(1) Calling Meetings

- (a) Any charity trustee may call a meeting of the charity trustees.
- (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of Meetings

The Chair of the SPA shall serve as the chair of meetings of the charity trustees. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

Continued on next page

Clause 19 Continued

(3) Procedure at Meetings

(a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or the number nearest to one half of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the chair shall have a casting vote.

(4) Participation in meetings by electronic means

(a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

(b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

Clause 20:

Saving Provisions

(1) Subject to sub-clause (2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- (a) Who was disqualified from holding office;
- (b) Who had previously retired or who had been obliged by the constitution to vacate office;
- (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

If, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of charity trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7.

Clause 21:

Execution of Documents

(1) The SPA shall execute documents either by signature or by affixing its seal (if it has one).

(2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

(3) If the SPA has a seal:

- (a) It must comply with the provisions of the General Regulations; and
- (b) It must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised.

Clause 22:

Electronic Communications

(1) General

The SPA will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) The requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) Any requirements to provide information to the Commission in a particular form or manner.

(2) To the SPA

Any member or charity trustee of the SPA may communicate electronically with the SPA to an address specified by the SPA for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the SPA

(3) By the SPA

Any member or charity trustee of the SPA, by providing the SPA with his or her email address or similar, is taken to have agreed to receive communications from the SPA in electronic form at that address, unless the member has indicated to the SPA his or her unwillingness to receive such communications in that form.

Clause 23:

Keeping of Registers

The SPA must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

Clause 24:

Minutes

The charity trustees must keep minutes of all:

- (1) Appointments of officers made by the charity trustees;
- (2) Proceedings at general meetings of the SPA;
- (3) Meetings of the charity trustees and committees of charity trustees including:
 - (a) The names of the trustees present at the meeting;
 - (b) The decisions made at the meetings; and
 - (c) Where appropriate the reasons for the decisions.
- (4) Decisions made by the charity trustees otherwise than in meetings.

Clause 25:

Records & Reporting

- (1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the SPA, within 10 months of the financial year end.
- (2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the SPA entered on the Central Register of Charities.

Clause 26:

Rules

The charity trustees and members may from time to time make such reasonable and proper rules and Bye-laws as they may deem necessary or expedient for the proper conduct and management of the SPA, but such rules or Bye-laws currently in force must be made available to any member of the SPA on request.

Clause 27:

Disputes

If a dispute arises between members of the SPA about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

In the absence of a specific dispute resolution procedure within the SPA's constitution, bye-laws or active policy, any mediation shall be overseen by the Chair. Should the Chair be conflicted, mediation shall be overseen by a non-conflicted charity trustee.

Clause 28:

Amendment of Constitution

As provided by clauses 224-227 of the Charities Act 2011:

(1) This constitution can only be amended:

(a) By resolution agreed in writing by all members of the SPA; or

(b) By a resolution passed by a 75% majority of votes cast at a general meeting of the members of the SPA.

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Clause 28 Continued

(2) Any alteration of clause 3, clause 29, this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the SPA or persons connected with them, requires the prior written consent of the Charity Commission.

(3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

(4) A copy of any resolution altering the constitution, together with a copy of the SPA's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

Clause 29: Voluntary Dissolution

(1) As provided by the Dissolution Regulations, the SPA may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the SPA can only be made:

(a) At a general meeting of the members of the SPA called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

(i) By a resolution passed by a 75% majority of those voting, or

(ii) By a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

(b) By a resolution agreed in writing by all members of the SPA.

Continued on next page

Clause 29 Continued

(2) Subject to payment of all the SPA's debts:

(a) Any resolution for the winding up of the SPA, or for the dissolution of the SPA without winding up, may contain a provision directing how any remaining assets of the SPA shall be applied.

(b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the SPA shall be applied.

(c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the SPA.

(3) The SPA must observe the requirements of the Dissolution Regulations in applying to the Commission for the SPA to be removed from the Register of Charities, and in particular:

(a) The charity trustees must send with their application to the Commission:

(i) A copy of the resolution passed by the members of the SPA;

(ii) A declaration by the charity trustees that any debts and other liabilities of the SPA have been settled or otherwise provided for in full; and

(iii) A statement by the charity trustees setting out the way in which any property of the SPA has been or is to be applied prior to its dissolution in accordance with this constitution;

(b) The charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the SPA, and to any charity trustee of the SPA who was not privy to the application.

(c) If the SPA is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

Clause 30: Interpretations

In this constitution:

"Connected Person" means

- (a) A child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) The spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) A person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (d) A person carrying on business in partnership with the charity trustee or with any person falling within sub-clause (a) or (b) above;
- (e) An institution which is controlled -
 - (i) By the charity trustee or any connected person falling within sub-clause (a), (b), or [c] has a substantial interest;
or
 - (ii) Two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 applies for the purposes of interpreting the terms used in this constitution.

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012.

"Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

Continued on next page

Clause 30 Continued

The "Communications Provisions" means the Communications Provisions in Part 9, Chapter 4 of the General Regulations.

"Charity trustee" means a charity trustee of the SPA.

A "poll" means a counted vote or ballot, usually (but not necessarily) in writing.

Bye-law 1: Membership

Membership of the SPA shall be open to any student publication, as set out in sub-clause 9(1)(a) of the SPA Constitution. A student publication shall be defined as a newspaper, magazine or other regularly published journalistic or academic work, including websites that consist primarily of written content by students in further or higher education.

Non-voting membership may be held by individuals as set out in sub-clause 9(6) of the SPA Constitution.

Members are expected to:

- (a) Support and uphold the aims and spirit of the SPA;
- (b) Take an active interest in the SPA and participate as much as possible;
- (c) Assist the Executive Officers in their work for the SPA;
- (d) Support and cooperate with other members, and to defend the interests of other members as they would their own;
- (e) Encourage non-members to join the SPA; and
- (f) Adhere to the Editors' Code of Practice for professional and responsible journalism.

Bye-law 2: Officers

The SPA shall have a number of officers. All officeholders are responsible for:

- (a) Attending General Meetings;
- (b) Representing the SPA in a professional manner;
- (c) Upholding and working towards the object of the SPA;
- (d) Adhering to any policies enacted by the SPA;
- (e) Communicating their activities to the SPA's members; and
- (f) Providing a comprehensive handover for their successor.

Executive Officers

There are five Executive Officers. The positions are:

(a) Chair

The Chair's responsibilities include:

- (i) Being the public face and spokesperson for the SPA;
- (ii) Overseeing and supporting the other Executive Officers, and supervise the team of Regional Officers;
- (iii) Organising and chairing General Meetings, Executive Committee Meetings and Trustee Board meetings;
- (iv) Overseeing any SPA campaigns or lobbying; and
- (v) Managing the SPA's financial affairs.

(b) Training & Opportunities Officer

The Training & Opportunities Officer's responsibilities include:

- (i) Creating training resources for SPA members;
- (ii) Maintaining contact with industry professionals to benefit SPA members; and
- (iii) Maintaining the SPA's mentorship scheme.

Continued on next page

Bye-law 2 Continued

(c) Communications Officer

The Communications Officer's responsibilities include:

- (i) Recruiting new members to the SPA;
- (ii) Processing new membership applications;
- (iii) Maintaining the public list of member publications;
- (iv) Maintaining the private list of individual members;
- (v) Maintaining two-way communications with the SPA's members;
- (vi) Creating a newsletter to be sent to all members;
- (vii) Taking and sharing minutes of all SPA meetings, and;
- (viii) Preparing a shared calendar, available to all elected members of the SPA containing provisional dates of all meetings.

(d) Sponsorship Officer

The Sponsorship Officer's responsibilities include:

- (i) Managing event sponsorship and budgets;
- (ii) Supporting SPA members in matters of sponsorship and advertising; and
- (iii) Securing advertising, sponsorship and donations for the SPA.

(e) Conference & Events Officer

The Conference & Events Officer's responsibilities include:

- (i) Serving as the Executive Committee lead for the National Conference; and
- (ii) Overseeing the activities of officers organising other events for the SPA.

Bye-law 2 Continued

Executive Officers shall serve a term of one year, beginning and concluding on 1 May. This may be moved in extraordinary circumstances by the trustees, but in no case may it be moved further than 21 days after the following general meeting.

The process for removing an Executive Officer shall be the same as the removal process for Charity Trustees.

Vacancies for Executive Officers shall be co-opted by the Executive Committee, subject to the requirement to hold a by-election. A co-opted Executive Officer may not serve as a Charity Trustee.

Executive Officers must be individual members, and can serve no more than two terms.

The Executive Officers shall act as a delegated committee in accordance with clause 18 of the Constitution. The powers granted to the Executive Committee shall be

- (a) Those listed within this bye-law, or specified in the Constitution; and
- (b) Any other powers granted to the Committee by the Trustee Board.

In order to comply with law, the charity trustees may, at their discretion, amend these powers as they believe necessary.

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Bye-law 2 Continued

Project Officers

There shall be the following Project Officers:

(a) Digital Media Officer

The Digital Media Officer's duties shall include:

- (i) Maintaining the website of the SPA;
- (ii) Assisting the Executive Committee with the digitisation of projects; and
- (iii) Managing the SPA's social media.

The Digital Media Officer shall report to the Chair.

(b) Alumni Officer

The Alumni Officer's duties shall include:

- (i) Creating a network of SPA alumni and ensuring they remain engaged with the SPA; and
- (ii) Maintaining a contact list of interested SPA alumni to assist with training materials and events.

The Alumni Officer shall report to the Training & Opportunities Officer.

(c) Advocacy Officer

The Advocacy Officer's duties shall include:

- (i) Serving as a point of contact for publications experiencing issues with students' unions and universities;
- (ii) Liaising with the Executive Committee to draft statements and advice regarding member publications' disputes; and
- (iii) Monitoring emerging issues within student media.

The Advocacy Officer shall report to the Chair.

Bye-law 2 Continued

(d) National Conference Host Officer

The National Conference Host Officer's duties shall include:

- (i) Managing logistical arrangements for the National Conference; and
- (ii) Serving as the main liaison between the Executive Officers and the host publication(s).

The National Conference Host Officer shall be appointed from the winning bid team, and shall report to the Conference & Events Officer.

Project Officers shall be appointed by, and dismissed by, a majority vote of the Executive Committee. Additional Project Officer roles may be created by a majority of the Executive Committee, or by a motion passed at a quorate members meeting.

Regional Officers

The Executive Committee shall recruit a number of officers to represent the regions and nations represented by the SPA. Regional boundaries may be set by, and modified by, a majority vote of the Executive Committee.

A Regional Officer's duties shall include:

- (i) Serving as the first point of contact for all publications within the Regional Officer's jurisdiction, should problems arise, or advice be required;
- (ii) Act as a conduit between their jurisdiction's publications, and the Executive Committee and Trustees;
- (iii) Promote the work of member publications within their jurisdiction, within the SPA and the wider student media community;

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Bye-law 2 Continued

- (iv) Support the chosen member publication within their jurisdiction, alongside the Executive Committee, to organise and host the SPA Regional Conferences;
- (v) Assist with the organisation of the SPA National Conference, liaising with speakers from their jurisdiction, and helping to market the Conference to member publications;
- (vi) Attend regular meetings with other Regional Officers and the SPA Executive Committee to report on progress and liaise with other representatives.

Regional Officers shall be selected by an open application process lasting not less than two weeks. Successful applicants shall be chosen by a majority of the Executive Committee. Regional Officers may be dismissed by a unanimous vote of the Executive Committee, or by a majority vote of the publications that they represent. In the event of a vacancy, the Executive Committee may co-opt an individual to the position, until a successful open application process may be held.

The Chair will be responsible for supervising the team of Regional Officers. Each Regional Officer will be assigned a member of the Executive Committee as a direct point of contact with the Executive and Trustees. No member of the Executive Committee will be responsible for two regions more than any other member, excluding the Chair. The assignment of regions to each Executive Committee member will be decided after approval by the Chair, no more than two weeks after the appointment of Regional Officers.

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Bye-law 2 Continued

A member of the Executive Committee each year will be tasked with supervising the handover period to ensure these are completed for each Regional Officer. Where appropriate, the Executive Committee will step in when made aware that an adequate handover has not been provided, to ensure that this is met. Handovers will be completed within two weeks of a Regional Officer's appointment.

Regional Officers shall cease to hold office on 1 May.

Appointed Trustees

The date fixed for the retiring of an appointed trustee shall be on the expiry of a term of Executive Officers.

Bye-law 3: Meetings and Elections

The Chair and the Executive Committee as a whole shall hold the power to set rules and procedures to ensure that members' meetings take place in an effective manner, provided such rules do not contrast with the constitution of the SPA, or these bye-laws, or any other active policy as passed by the members of the SPA.

These bye-laws may be amended by simple majority at a quorate meeting of the membership, but not in such a way as to circumvent a process laid out in these bye-laws which requires a larger majority. In such cases, the larger majority shall be required to amend the bye-laws.

Continued on next page

Bye-law 3 Continued

Any resolution passed by the members of the SPA at a quorate meeting which does not amend the constitution or bye-laws shall be considered active policy. Active policy shall expire at the conclusion of the second Annual General Meeting to take place following the passing of the resolution, unless another date is specified within the resolution.

A meeting must be called in order to fill a vacancy on the Executive Committee, unless no nominations from an individual other than the one co-opted for the vacant position are received within a month of notification of the vacancy. In such case, the individual co-opted to the position in the interim may continue to serve until the end of the original term, but may not serve as a Charity Trustee.

Elections shall follow the following process:

- (a) Candidates may stand from the floor, and if unsuccessful may stand again for any positions being contested.
- (b) For all elections, Re-Open Nominations (RON) shall be a candidate.
- (c) Each candidate may make a speech in support of their election, subject to a time limit set by the meeting's chair.
- (d) Questions from the floor may be asked, as moderated by the meeting's chair.
- (e) Voting shall take place as on any other resolution.
- (f) Votes shall be counted using First Past the Post, except where multiple posts are made available for election to the same role at the same time, in which case the Single Transferable Vote method shall be used.
- (g) The winner shall be announced by the meeting's chair.

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Bye-law 3 Continued

Where both the Executive Committee and Trustees are in unanimous agreement that a formal meeting is impractical, elections may instead be conducted in a virtual manner. In such cases, any post must be advertised for a period of no less than seven days. After the close of nominations, candidates must be afforded reasonable space on the SPA website and other digital platforms to make their case for election, in a format to be determined by the Chair that is equally applied to all candidates. Voting must be conducted in a secure manner that ensures that publications eligible to vote may all access the ballot, and that no publication may cast more than one vote. Voting must be open between the hours of 7am and 10pm for a minimum of one day.

Bye-law 4: National Conference

The SPA shall hold a National Conference at intervals of not more than 15 months, with the aim of:

- (a) Hosting the Annual General Meeting, unless it has been held at another time;
- (b) Hosting the SPA's annual Awards Ceremony;
- (c) Hosting talks and workshops to further the education of student journalists; and
- (d) Encouraging communication between members of the SPA.

Continued on next page

Bye-law 4 Continued

The host of the National Conference shall be determined through an open bidding process. All members of the SPA shall be entitled to bid, and a minimum of one month must be provided for the submission of bids. The Executive Committee shall choose a host for the National Conference from those who have bid utilising the Single Transferable Vote method. If the Executive Committee is unable to decide a host, then it shall be determined by the Charity Trustees using the Single Transferable Vote method.

An Awards Ceremony shall be held at the National Conference. The rules of the Awards shall be determined by the Executive Committee, provided that:

- (a) Submissions for the awards are open to all SPA members;
- (b) Submissions for the awards are open for a minimum of one calendar month; and
- (c) Awards are judged by individuals without any conflict of interest.

Bye-law 5: Finance

The Chair (“the Primary Financial Officer”) shall hold primary responsibility for managing the SPA’s finance on behalf of the charity trustees. The Chair shall be assisted by the Second Financial Officer, who shall be a sitting member of the Executive Committee appointed by majority vote of the Executive Committee.

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Bye-law 5 Continued

To comply with charity law, all use of the SPA's property may only be put towards purposes that further its object. For transparency and reporting requirements, all spending shall be logged and made available to members at frequent intervals.

All expenditure must be approved prior to agreement to purchase, except in exceptional circumstances as determined by a majority vote of the Executive Committee or charity trustees.

Any expenditure under the cost of £50 must be made with the permission of one of the Financial Officers. Any expenditure above £50, but less than £100, must be made with the permission of two Executive Committee members, one of which must be a Financial Officer.

Any expenditure of £100 or more, or any long-term agreement which may cost over £100, may only be approved if a minimum of two quotes have been sourced. Such expenditure may be approved by a majority vote of the Executive Committee, subject to any additional limitations on expenditure imposed by the charity trustees.

All officers and charity trustees must disclose information of any gifts received by them in their duties as an officer or charity trustee of the SPA to the Chair. The Chair may order any gifts which could bring the SPA into disrepute to be returned. If the Chair is the recipient of the gift, then the charity trustees shall make a determination if the gift brings the SPA into disrepute.

Bye-law 6:

Complaints Policy

In order to comply with the Equality Act 2010, as well as to foster a positive environment for all members and officers, the SPA has adopted this Complaints Policy. It shall apply at all times when a complaint of discrimination, harassment, victimisation or sexual misconduct is made to any officer or charity trustee of the SPA.

If a complaint is made about any member, officer, charity trustee or other individual affiliated with the SPA, then the officer or charity trustee informed of the complaint must inform the Chair. However, if the complaint is about the conduct of the Chair, then an elected trustee must be informed.

If the complaint refers to a member, regional officer, project officer or any non-Executive Committee member or charity trustee who is subject to this policy, then the Executive Committee shall lead an investigation into the complaint, subject to the approval of the charity trustees. By unanimous vote of the Executive Committee, any such individual complained about may be suspended pending investigation.

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Bye-law 6 Continued

If a previous investigation has been conducted by another body, the Executive Committee may decide by unanimous vote to either retain the membership or office of the person complained about, or to revoke it. If unanimity cannot be reached, or no previous investigation has been disclosed, or the charity trustees choose to request as such, then a vote of charity trustees must be undertaken to consider the outcome of the complaint. Within law, the charity trustees may impose a sanction other than retainment or revocation of membership or office.

If the complaint refers to an executive officer or charity trustee, then the elected trustees (or, if the complaint refers to one or more of the elected trustees, the Chair) shall appoint a panel of not less than three individuals who do not hold office within the SPA to investigate the complaint. This panel may, by majority vote, recommend the dismissal of the complaint, or of the individual from office, or any other appropriate penalty within the law. The charity trustees, less any individual who is conflicted, must then choose to either accept or reject the findings of the independent panel. As the charity trustees may not remove one of their number without meeting one of the criteria in sub-clause 15(1) of the Constitution, a General Meeting shall be called if the charity trustees decide that the officer or charity trustee ought to be removed from office.

In all cases, the SPA shall seek to act in a manner that is as transparent as possible within the law. This shall include making records available to members where allowable under the Data Protection Act 2018 and other applicable legislation.

Bye-law 7:

Reserves Policy

The trustees shall be responsible for ensuring that the SPA has sufficient reserves to continue operation. The long-term policy of the SPA shall be to hold the greater of 50% of expected annual turnover, or £7,500, within three years of this bye-law's enactment (FY23).

The trustees may fundraise as they see fit in order to advance the reserves position to the stated amount. However, any addition to the reserves through ticket sales for charitable activities must be incidental in nature.

The trustees must report on the reserves position of the SPA annually to the membership at the annual general meeting. They must also, at each AGM, submit a motion to the membership seeking its approval for the continuation of the reserves policy at current levels. If such a motion fails, the reserves policy shall not be immediately amended or discarded, but the trustees must propose an amended motion no less than 30 days after the rejection. This process shall be repeated until a motion on the SPA's reserves policy is approved by its members.

Questions?

The SPA Chair holds primary responsibility for maintaining the governing documents of the SPA. If you have any questions about the SPA's governing documents of democratic processes, send them to:

chair@spajournalism.com