**University of Southampton Students’ Union**

**Constitution of: The Philosophy Society**

# 1. Adoption of the Constitution

This unincorporated association and its property shall be managed and administered under this Constitution.

# **2. Name**

The association’s name is “The University of Southampton Philosophy Society”, known as “PhilSoc” and hereinafter ‘the Group’.

# 3. Objects

The objectives of the Group, ‘the objects’, are:

1. To provide an accessible social environment to Philosophy students;
2. To support and encourage philosophical interest among the wider student body;
3. To offer a casual liaison system between students and lecturers.

# 4. Membership

(1) Membership is open to natural persons and is not transferable to anyone else.

(2) Membership is constituted in the following categories:

 (a) Full, open only to Full Members of the Students’ Union;

(b) Associate, open to Associate Members of the Students’ Union and those of the University who have exercised their right not to be members of the Students’ Union.

(3) 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 membership category.

(4) The Group may charge a fee for admission to Membership, which a Meeting of the Committee may set.

(5) The Committee must keep a register of members (‘the register’) on the Student Groups Hub provided by the Students’ Union at [www.susu.org](http://www.susu.org).

(6) 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.

(7) Membership is terminated if:

1. The Member resigns by written notice to the Committee.
2. Any sum due from the Member to the Group is not paid in full within six months of its falling due.
3. A Member ceases to be qualified for their category of Membership.
4. Membership is revoked by a Members' resolution in a General Meeting or a Meeting of the Committee, under Clause 13, ‘Disciplinary Action’.

# 5. General Meetings

(1) The General Meeting constitute the Group’s highest decision-making body, subject to the provisions of this Constitution.

(2) The Group must hold an Annual General Meeting (AGM) each academic year; up to fifteen months may elapse between successive AGMs.

(3) A General Meeting that is not an Annual General Meeting is called an Extraordinary General Meeting (EGM).

(4) The Committee may call an Extraordinary General Meeting anytime.

(5) The Committee must call an Extraordinary General Meeting if requested 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 does not hold an EGM within five days of receipt of the Members’ written request, the Members may hold an EGM under Clause 6, ‘Proceedings of General Meetings’.

# 6. Proceedings of General Meetings

(1) Notice:

(a) The minimum notice period required to hold an Annual General Meeting is ten days. The minimum notice period required to hold an Extraordinary General Meeting is three days.

(b) The notice must specify the date, time, and place of the General Meeting and an agenda for the General Meeting.

(c) If the General Meeting is to be an AGM, the notice must say so and invite nominations per Clause 9, ‘Appointment of the Committee’.

(d) Notice must be given to all Members and the Committee.

(2) Chairing:

(a) General Meetings shall usually be chaired by the person elected as President.

(b) If there is no such person or they are not present within fifteen minutes of the time appointed for the General Meeting, the Full Members present must elect one of their number to chair.

(3) Associate Members may speak at General Meetings with the permission of the meeting.

(4) Voting:

(a) 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.

(b) Decisions may only be made by at least a simple majority of votes at a quorate General Meeting.

(c) All voting shall be done by an online system in which members must enter their university email so the committee can check against the membership list to ensure fair voting.

(d) There shall be no absentee voting.

(5) Minutes:

(a) Minutes must be taken of all proceedings at a General Meeting, including the decisions made and, where appropriate, the reasons for the decisions.

(b) Minutes of a General Meeting shall be made available to all Members within seven days if requested.

(7) Reports:

(a) If the General Meeting is an AGM, the Chair may invite any Committee to offer a report of their activities whilst in office.

(b) The Treasurer must present the Group’s accounts to the Members at the AGM.

(8) Resolutions:

(a) Any Full Member may propose a resolution to be discussed and voted upon at a General Meeting.

# 7. Officers and the Committee

(1) The Group and its property shall be administered and managed by a Committee comprising the officers appointed under Clause 9, ‘Appointment of the Committee’.

 (2) The Group shall have the following officers:

(a) President. The President shall oversee the organisation and management of the Group and the Committee as a whole; ensure the officers’ accountability to the Group’s Members, the Committee, and the Students’ Union; and represent the Group to all external interests.

(b) Vice-President. The Vice-President shall oversee the administration of the Group, take minutes at General Meetings and Meetings of the Committee, and maintain the register. They will also be responsible for organising guest-lecturer visits to other academic endeavours within the society and supporting the President in their duties.

(c) Treasurer. The Treasurer shall oversee the financing of the Group, set the Group's budget, and maintain the Group's accounts. They will also oversee the purchasing and organisation of merchandise.

(e) Social Secretary. The Social Secretary shall provide social pursuits for the Group’s Members, such as nights out and activities.

(f) Welfare Officer. The Welfare Officer shall provide welfare pursuits for the Group’s Members, including a drop-in session for general advice and support.

(g) Publicity Officer. The Publicity Officer shall maintain all of the social media for the society. They will also be responsible for communication events and general society goings-on with the Group’s members.

(h) Tour Secretary. The Tour Secretary shall provide cultural pursuits for the Group’s members, such as trips abroad.

(i) Year Representatives. The Year Representatives shall be responsible for liaison between the Committee and the Group’s members within their respective years of study.

(3) 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 Clause 13, ‘Disciplinary Action’.

(4) The number of the Committee must not be less than three, though it is not subject to any maximum. There must always be:

(a) A President;

(b) A Vice-President;

(c) A Treasurer.

(5) An officer or ordinary member of the Committee shall cease to hold office if they:

(a) Ceases to be a Full Member of the Group.

(b) Resigns by notice to the Group, or

(c) Is removed from office by a resolution of the Members in a General Meeting or a Meeting of the Committee, under Clause 13, ‘Disciplinary Action’.

# 8. Meetings of the Committee

(1) The Committee may regulate their proceedings as they think fit, subject to the provisions of this Clause.

(2) Any member of the Committee may request the Vice-President to call a Meeting of the Committee.

(3) The Vice-President must call a Meeting of the Committee if requested to do so by a member of the Committee.

(4) Meetings of the Committee shall usually be chaired by the person who has been elected as President.

(5) The quorum for a Committee Meeting shall be three members.

(6) A Meeting of the Committee may not decide unless a quorum is present when the decision is made.

(7) Every member of the Committee, except for 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.

(8) Decisions may only be made by at least a simple majority of votes at a quorate Meeting of the Committee.

(9) There shall be no absentee voting.

(10) Minutes must be taken of all proceedings at a Meeting of the Committee, including the decisions made if requested.

# 9. Appointment of the Committee

(1) The Full Members of the Group in a General Meeting shall appoint the officers and ordinary 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 First-Past-The-Post system shall be used for all elections.

(c) In 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 publically by the Chair of the General Meeting, who must do so accurately. If done by a secure online system, the Chair should check over and compare to the membership list. Should the Members in a General Meeting be dissatisfied with the count's accuracy, 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) A member of the Committee shall assume office with effect from the handover date given after the General Meeting of their appointment.

 (b) A member of the Committee shall retire with effect from the handover of the new committee but shall be eligible for re-election at that AGM.

(4) The Committee must update their committee information on the Student Groups Hub provided by the Students’ Union at [www.susu.org](http://www.susu.org) (or, failing that, inform the Students’ Union’s Student Groups Officer) within seven days of the handover.

(5) A retiring member of the Committee must transfer all relevant information and documentation to their newly-elected counterpart or the President within fourteen days.

# 10. Financial Management

(1) The Committee are jointly liable for properly managing 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.

# 11. Irregularities and Saving Provisions

 (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 because 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 12, ‘Conflicts of Interests and Conflicts of Loyalties’.

(3) The Members in General Meeting may only invalidate, as a Point of Order, a resolution or act of:

(a) The Committee;

(b) The Members in General Meeting;

if it may be demonstrated that a procedural defect has materially prejudiced a Member of the Group.

# 12. 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 into by the Group which has not been previously declared;

(b) They should refrain from any discussions of the Committee in which a conflict may 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 absent from any discussions under this Clause must not vote or be counted as part of the quorum in any decision of the Committee on the matter.

# 13. 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 (see clause 2) or the Students’ Union.

(c) Harassment or threatening to the safety or welfare of any members of the Group or general members of the public.

(d) 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 by email.

(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 a General Meeting or, depending on the severity of the situation, 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 impartial, balanced, and fair, considering all representations.

(5) All disciplinary action must be subject to prior discussion with the Students’ Union’s Vice President Activities.

(6) Members subject to disciplinary action can appeal to the Students’ Union’s Student Groups Committee.

(7) A full report of the Group's disciplinary actions in the previous year must be presented at the AGM if requested.

# 14. Affiliation with External Organisations

(1) The Group may only become an affiliate of an external organisation if:

(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) The affiliation breaches no Policy of the Students’ Union;

(d) The Members pass a resolution to affiliate in a General Meeting.

(2) The Group’s affiliation with an external organisation shall immediately lapse:

(a) After each Annual General Meeting after affiliation, unless the Members in General Meeting resolve to re-affiliate at each AGM under sub-clause (1) of this Clause.

(b) If the Members pass a resolution to disaffiliate in General Meeting.

(3) All external affiliations and disaffiliations must be reported to the Students’ Union’s Student Groups Committee within seven days.

(4) To avoid doubt, the Students’ Union is not an external organisation for this Clause.

# 15. Amendment to the Constitution

(1) 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 a 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 Student Union’s Student Groups Committee has ratified the resolution.

(2) 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. The Members in a General Meeting may resolve to revise any interpretation made by the Committee or a Chair as a Point of Order.

(3) The provisions of this Constitution shall be subordinate to those of the Articles, Rules, By-Laws and Policies of the Students’ Union.

(4) The Committee and the Students’ Union shall retain a copy of this Constitution, which the Committee must make available to Members upon request.

# 16. Dissolution

(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 under 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 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, the Students’ Union’s Student Groups Committee may approve it 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 how 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 is obliged to send the Group’s accounts to the Students’ Union for the accounting period that ended before its dissolution, they must send the Students’ Union the Group’s final accounts.

# 17. Interpretation

In this Constitution:

(1) ‘The University’ means ‘the University of Southampton’.

(a) ‘University term’ and ‘academic year’ are defined in the University Calendar and Almanac.

(2) ‘Financial benefit’ means a benefit, direct or indirect, which is either money or has a monetary value.

(3) ‘The Students’ Union’ means ‘The University of Southampton Students’ Union’, trading as ‘Union Southampton’.

(a) ‘Articles’ or ‘Articles of the Students’ Union’ mean the Students’ Union’s Articles of Association. ‘Rules’ and ‘Policies’ are defined in the Articles. ‘By-Laws’ has the definition set out in the Rules.

# 18. Declaration

| The Members of the Group in General Meeting Adopted this Constitution: |
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|  | Date 05/08/2024 |
| President: Sofia Mason |
| Vice-President: Holly Woodgate |
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| The Students’ Union Approved this Constitution: |
|  | Date |
| Student Groups Officer |

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