

**CONSTITUTION
OF
TRINITY COUNSELLING, LEARNING DEVELOPMENT AND
STUDENT 2 STUDENT SERVICES'
STUDENT ADVISORY BOARD**

MEMORANDUM OF ASSOCIATION

The Organisation

The name of the organisation is the Trinity Counselling, Learning Development and Student 2 Student Services' Student Advisory Board, Trinity College Dublin, the University of Dublin

Main Object

The main object for which the organisation is established is to ensure that the student perspective is central to the activities and undertakings of the Trinity Counselling, Learning Development and Student 2 Student Services, Trinity College Dublin

Subsidiary Object(s)

In furtherance exclusively of the foregoing main object, the organisation shall have the following subsidiary objects:

- a) the doing of all such other things as are incidental or conducive to the attainment of the above object.

Powers

To the extent that the same are essential or ancillary to the promotion of the main object of the organisation as heretofore set out, the organisation may exercise the following powers:

- a. To convene meetings for the purpose of suggesting or reviewing project work undertaken by staff in SCS, SLD, S2S and the services' administrative team.
- b. To attend other Trinity Counselling, Learning Development and Student 2 Student Services meetings deemed appropriate for Student Advisory Board members, provided there is no breach to Trinity Counselling, Learning Development and Student 2 Student policy caused by the attendance of a Student Advisory Board member
- c. To request in advance of a convened meeting any relevant project information including statistical and fiscal data, provided there is no breach to Trinity Counselling, Learning Development and Student 2 Student Services' policy caused by the sharing of this information with the Student Advisory Board
- d. To identify and participate in any training deemed relevant and useful to their role in the Student Advisory Board, provided resources are available to fund their participation.

Remuneration

No student appointed to any office of the organisation shall be paid by salary or fees, or receive any remuneration or other benefit on money or money's worth from the organisation. However, nothing shall prevent any payment in good faith by the Trinity Counselling, Learning Development and Student 2 Student Services of reasonable and proper remuneration to any student member of the Student Advisory Board for any out-of-pocket expenses incurred in connection with their attendance to any matter affecting the organisation.

Additions, alterations or amendments

No additions, alterations or amendments shall be made to or in the provisions of this constitution unless the same shall be approved at an Annual General Meeting or Extraordinary General Meeting of the organisation.

ARTICLES OF ASSOCIATION

INTERPRETATION

1. (a) In these articles:

“the Board” means the Student Advisory Board

“Executive Board” means student volunteers elected to the role of Chairperson, Secretary or PRO

“member” means every member of the Student Advisory Board, admitted in accordance with Articles 34-41 herein

“selected member” refers to any member appointed to the board through the open recruitment and interview process

“ex officio member” refers to any member appointed to the board as a representative of one of the organisations named in Article 36

“staff” means any paid employee or volunteer given staff responsibilities in the Trinity Counselling, Learning Development and Student 2 Student Services

“Trinity College Dublin” refers to the broader infrastructure of Trinity College Dublin, the University of Dublin.

- (a) Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to every mode of representing words in visible form.

ALTERATION OF THE CONSTITUTION

2. Subject to the provisions of this constitution, the Board may by special resolution alter either or both its memorandum and articles of association. Any alteration or addition so made shall be as valid as if originally contained therein.

MEMBERS

3. The Board shall have 19-22 members and 3 non-voting staff members from Trinity Counselling, Learning Development and Student 2 Student Services. The Board may from time to time establish an increase or a decrease in the number of members by an amendment to the articles of association as outlined in Article 2.
4. The members of the Board shall be such persons [or bodies] as the Board shall admit to membership in accordance with these Articles.

TERMINATION OF MEMBERSHIP

5. A member may resign their membership by serving written notice to that effect upon the Board.
6. The Board may require a member to resign their membership by serving written notice upon the member terminating their membership, such notice to expire no earlier than the date of service of the notice.
7. The graduation of a member from their course of study shall terminate their membership unless they are a representative of a student body, in which case their membership shall be terminated at the time at which their role in the student body is taken up by another officer.

OBLIGATIONS OF MEMBERS

8. Every member shall, as a continuing condition of membership, be bound by the provisions of this constitution and any amendment thereof, and shall observe all rules and regulations made from time to time by Trinity Counselling, Learning Development and Student 2 Student Services, or by the Board in general meetings.

GENERAL MEETINGS OF MEMBERS

9. The Board shall in each year hold a general meeting as its annual general meeting, in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it and not more than 15 months shall elapse between the date of one annual general meeting of the Board and that of the next.
10. The business of the annual general meeting shall include:
 - a) the review by the members of the Board's affairs;
 - b) the election of Executive Board members;
11. The Board may, whenever it thinks fit, convene an extraordinary general meeting. If at any time there are not members capable of acting to form a quorum, any member of the Board may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.
12. General meetings of the Board shall be held at such time and at such place as the Board shall appoint.
13. A meeting, other than an adjourned meeting, shall be called, in the case of an annual general meeting or an extraordinary general meeting for the passing of a special resolution, by not less than 14 days' notice, and in the case of any other extraordinary general meeting, by not less than 7 days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and inclusive of the day for which it is given. It shall be given in the manner specified in these articles to such persons as are under these articles entitled to receive such notices from the Board.
14. The notice of a general meeting shall specify –
 - a) the place, the date and the time of the meeting;
 - b) the general nature of the business to be transacted at the meeting;

- c) in the case of a proposed special resolution, the text or substance of the resolution.
- 15. A meeting of the Board, notwithstanding that it is called by shorter notice than that specified at Article 14, shall be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote at the meeting.
- 16. No business shall be transacted at any annual general meeting unless a quorum of members is present at the time when the meeting proceeds to business. $\geq 40\%$ of Board Members and $\geq 20\%$ of nominated staff members shall be a quorum.
- 17. If within 10 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 18. The chairperson of the Board shall preside as chairperson at every general meeting of the Board. If they are not present within 5 minutes after the time appointed for the holding of the meeting or are unwilling to act, one of the other Executive members shall preside over the meeting. If the Chair has sent their apologies, this can occur at the start of the meeting.
- 19. The chairperson may with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place.
- 20. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

VOTES OF MEMBERS

- 21. Where a matter is being decided (whether on a show of hands or on a poll) every member present shall have one vote.
- 22. A vote shall take place on a show of hands, unless a poll is demanded before or on the declaration of the result of a show of hands, or unless the meeting is held remotely.
- 23. If the meeting is held remotely, the manner in which all votes will be conducted must be communicated to all members at least 24 hours prior to the vote being held.
- 24. A demand for a poll, other than polls mandated by fact of the meeting being held remotely, may be made by
 - a) the chairperson of the meeting; or
 - b) at least three members present in person; or
 - c) any members present in person representing not less than 10% of the voting rights of members entitled to vote at the meeting.
- 25. Unless a poll is demanded or mandated by fact of the meeting being held remotely, a declaration by

the chairperson that a resolution has on a show of hands been carried, or lost, an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against such resolution.

26. If a poll is demanded it shall be taken in such manner as the chairperson directs and the result of the poll shall be deemed to be the resolution, in relation to the matter concerned, of the meeting at which the poll was demanded.
27. Where there is an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting shall be entitled to a second or casting vote.
28. No objection shall be raised to the qualification to vote of any voter except at the meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting whose decision shall be final and conclusive.

RESOLUTIONS

29. Notwithstanding Article 14, a special resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given, if the conditions specified in Article 16 are satisfied.
30. The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution at the meeting, provided that the resolution, as amended, will still be such that adequate notice of the same can be deemed to have been duly given.
31. A resolution in writing signed by all the members for the time being entitled to attend and vote on such resolution at a general meeting shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the Board duly convened and held.
32. When a resolution is passed at an adjourned general meeting, it will be treated as having been passed on the date of that meeting and not on any earlier date.

SELECTION OF BOARD MEMBERS

33. The Board shall have a minimum of 19 and a maximum of 22 Board members, of which (with the exception of *ex officio* members) all must be registered or Off Books students of Trinity College Dublin, the University of Dublin and $\geq 25\%$ should not be final year students. Within this range, the Board may from time to time by ordinary resolution increase or reduce the number of members.
34. Vacancies for selected Board membership shall be filled by public recruitment within the student body of Trinity College Dublin and subsequent interview process. Proportional representation of undergraduates and postgraduates and Trinity Access Programme students, at differing stages of their academic journey, should be actively encouraged in all recruitment drives and associated publicity. Interviews should be conducted by one Executive Board member and one staff member, and candidates selected according to the established guidelines (*to be drafted*).
35. Further to the 10 selected Board members and 3 Executive Board Members, the Board shall reserve

places for *ex officio* members from the following student bodies:

- (a) a Trinity College Dublin's Students' Union Sabbatical Officer
- (b) Trinity College Dublin's Graduate Students' Union
- (c) The JCR Welfare Team
- (d) The Student 2 Student society committee
- (e) QSOC
- (f) Niteline
- (g) TCD Global Ambassadors
- (h) The Ability Co-op
- (i) The Mature Student Society

And 3 Trinity Counselling, Learning Development and Student 2 Student Services staff members, who will be non-voting members.

36. **If any seat reserved for one of the organisations named in Article 36 is unfilled, it shall remain unfilled until such time as that organisation nominates a representative.** It cannot be filled with an additional member from any other organisation, or by an elected or selected candidate. **Each *ex officio*, selected and elected Board Member can only hold one seat.**
37. *Ex officio* and staff members may nominate a deputy to attend any regular Board meeting in their stead.
- a) : *Ex officio* and staff members may nominate a deputy to act in their stead in their full capacity, including for the purposes of attendance of AGMs and EGMs, for the remainder of the year as defined in Article 44. This may be done by way of 7 days' notice to the chairperson of the Board.
38. Any purported appointment of a Board member or continuation of their appointment without that person's consent shall be void.
39. The Board shall have the power at any time and from time to time, to co-opt a person to be a Board member to fill a casual vacancy arising in the number of selected members. Any member so appointed shall hold office until they resign, graduate or are made withdrawn. This process shall only be used after a reasonable effort has been made to recruit from the general student population.
40. A vacancy for an Executive Board role must be filled by EGM.

ROTATION OF BOARD MEMBERS

41. At the annual general meeting of the Board in each year, all 3 Executive Board Members will retire from office.
42. All selected (but not *ex officio* or staff) Board Members will be eligible to stand for election to the Executive Roles, and all retiring Executive Board Members will be eligible to stand for re-election, provided they will be registered or Off Books students of Trinity College Dublin in the pursuant academic year and that the term limit specified in Article 44 has not been exceeded.
43. All selected members choosing not to stand for Executive roles, or standing unsuccessfully for Executive positions, may choose to remain on the Board as a selected member for a further term or terms of office which, when aggregated with the terms already served, shall not exceed two years, but not for

any longer period. If a period in an Executive Office has been served, the aggregated terms must not exceed three years. A “year” for this purpose shall mean the period from one annual general meeting of the Board to the next.

VACATION OF OFFICE

44. The office of Board member shall by default be held for a period of at least one year, and/or until resignation is tendered. Notwithstanding the default period of office, the office shall be vacated if:
- a) the Board member resigns their office by notice in writing to the Board; or
 - b) the Board member graduates from their course of study or, if they are a representative of a student body, their role in the student body is taken up by another officer; or
 - c) the Board member is absent from 5 consecutive Board meetings without the permission of the Board
 - d) the Board member fails to attend mandatory training following their selection, nomination or election to their Board role.

MINUTES OF GENERAL MEETINGS

45. The Board shall, as soon as may be after the holding of a meeting, cause minutes of the proceedings of the meeting and the terms of all resolutions to be entered in online files kept for the purpose. All such files shall be kept in the same place.
46. Any minute referred to in Article 46, if purporting to be signed by the chairperson and/or secretary of the meeting at which the proceedings were had, or the chairperson and/or secretary of the next succeeding meeting, shall be evidence of what occurred at the meeting.

PROCEEDINGS OF THE BOARD

47. The Board members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
48. Questions arising at any meeting of the Board shall be decided by a majority of votes and where there is an equality of votes, the chairperson shall have a second or casting vote.
49. The quorum necessary for the transaction of the business of the Board may be fixed by the Board members and, unless so fixed, shall be $\geq 30\%$ of selected and Executive membership.
50. The Board may act notwithstanding any vacancy in their number but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of Board members, the continuing Board members may act for the purpose of increasing the number of members of the Board to that number of or summoning a general meeting of the organisation, but for no other purpose.
51. The chairperson will be elected annually at AGM, or in exceptional circumstances at EGM, but if there

is no such chairperson or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the Board members present may choose one of their number to be chairperson of the meeting.

52. The secretary will be elected annually at AGM, or in exceptional circumstances at EGM, but if there is no such secretary or, if at any meeting the secretary is not present within 15 minutes after the time appointed for holding it, the Board members present may choose one of their number to be secretary of the meeting.
53. The Board members may establish one or more sub-committees consisting of members of the Board and other staff and student representatives recruited for the explicit purpose of the sub-committee in question. A sub-committee so established may elect a chairperson of its meetings; if no such chairperson is elected or, if at any meeting the chairperson is not present within 15 minutes after the time appointed for holding it, the members of the sub-committee present may choose one of their number to be chairperson of the meeting.
54. A sub-committee may meet and adjourn as it thinks proper. Questions arising at a sub-committee meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson shall have a second or casting vote.
55. A resolution in writing signed by all of the Board members, or by all of the members of a sub-committee, and who are for the time being entitled to receive notice of a meeting of the Board, or, as the case may be, of such a sub-committee, shall be as valid as if it had been passed at a meeting of the Board or such a sub-committee duly convened and held.
56. A meeting of the Board or of a sub-committee referred to in article 50 may consist of a conference between some or all of the Board members or, as the case may be, members of the sub-committee, who are not all in one place but each of whom is able (directly or by means of telephonic, video or other electronic communication) to speak to each of the others and to be heard by each of the others. Such a meeting shall be deemed to take place where the chairperson of the meeting then is.

CONFLICT OF INTEREST

57. A Board member may not vote in respect of any contract, appointment, or arrangement in which they are interested and they shall not be counted in the quorum present at a meeting at which the matter is considered.
58. A Board member who is in any way, directly or indirectly, interested in a contract or proposed contract with the organisation shall declare the nature of their interest at the Board meeting at which the question of entering into the contract is first raised, or at the next meeting held after they became so interested.
59. A copy of every declaration shall, within 3 days of making it, be entered into the register of disclosable interests maintained by the Board.

MINUTES OF MEETINGS

60. The Board shall cause minutes to be entered in files kept for that purpose of –
- a) all appointments of officers made by the Board
 - b) the names of the Board members present at each meeting of its Board meetings and of any sub-committee of the Board;
 - c) all resolutions and proceedings at all meetings of the Board and of sub-committees.
61. Such minutes shall be entered in the foregoing files as soon as may be after the appointment concerned is made, the meeting concerned has been held or the resolution concerned has been passed.
62. Any such minute, if purporting to be signed by the chairperson of the meeting at which the proceedings were had, or by the chairperson of the next succeeding meeting, shall be evidence of the proceedings.
63. Where minutes have been made in accordance with Articles 61 to 63 inclusive, then, until the contrary is proved-
- a) the meeting shall be deemed to have been duly held and convened;
 - b) all proceedings had at the meeting shall be deemed to have been duly had; and
 - c) all appointments of officers made by Board members at the meeting shall be deemed to be valid.

REMUNERATION OF BOARD MEMBERS

64. Subject to compliance with any rules or protocols laid down by Trinity Counselling, Learning Development and Student 2 Student Services, Board members may be paid expenses properly incurred in connection with attending to the business of the organisation.

NOTICES

65. A notice convening any meeting shall be delivered by the chairperson and/or Secretary of the Board to every person entitled to attend the same by e-mail to the e-mail address provided by the intended recipient.
66. A notice of any other description, including a notice convening a sub-committee meeting may be delivered by e-mail.
67. The email service shall be deemed to have been effected at 6pm on the day on which it was sent where it is sent prior to this time, or at 6pm on the subsequent day if it is sent after this time.
68. The accidental omission to give notice of any meeting convened pursuant to these articles, or the non-receipt of such notice by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
69. Notice of every meeting shall be given in the manner herein before authorised to: every Board member and/or sub-committee member as relevant and every staff member required or desired to be present no less than 2 weeks in advance of any meeting.

Signed: Katherine Lorenz (Chair 2022/23)

Date: 11/05/2022