



BYE-LAWS OF THE WATT CLUB

Revision History

Date	Revision	Type	Comments
15 January 2016	1	Final	Approved by Council
5 February 2016	2	Final	Approved by Council Minor amendments

Copies

1. University Development and Alumni Office
2. University Secretariat
3. University Heritage and Information Governance
4. The Watt Club Council
5. Watt Club Branches

1. Definitions

- 1.1 The definitions in paragraph 2.1 of the Constitution shall also apply to the Bye-laws.
- 1.2 For the avoidance of doubt, in interpreting the Constitution and Bye-laws of The Watt Club, a working day is defined as a normal working day in the University's Edinburgh calendar.

2. Membership Opt-Out

- 2.1 A Member shall automatically cease to be a Member of the Club if he or she notifies the Secretary in writing (either by letter or e-mail) of their wish to opt-out of membership of the Club.
- 2.2 Cessation of membership of the Club shall be effective from the first day of the calendar month after receipt of the Member's notification.
- 2.3 Opting out of membership of the Club does not impact the former Member's status as a graduate of the University.
- 2.4 The Secretary shall advise the University of any cessation of membership so that the former Member is removed from relevant communication lists.

3. Watt Club Council

- 3.1 Meetings of the Council shall be called by the President, or the Vice-President in the President's absence, although all Council Members shall have the right to call for a meeting of the Council.
- 3.2 The dates of regular meetings for the following calendar year shall be agreed at the last Council meeting of each year.
- 3.3 The Secretary shall distribute the agenda and papers for each Council meeting at least five working days before each meeting and the minutes from each Council meeting within ten working days of the meeting.
- 3.4 Council Members may attend meetings of the Council in person, via telephone conferencing or internet based facilities, or may pass their comments via the Secretary.
- 3.5 The Council, through either the President or Vice-President, may invite others, in a non-voting capacity, to attend a Council meeting to contribute to specific agenda items as necessary.

- 3.6 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the President, or Vice-President in the President's absence, shall be entitled to a casting vote.
- 3.7 When the Council is inquorate, the members present may wish to continue with the business of the meeting, noting the discussions and comments raised. In addition, comments may then be sought from the absent member or members, via correspondence, and included within the minutes of the meeting. For items of business requiring formal approval by the Council, comments and approval must be sought from the absent members via correspondence. An item will be deemed to have received approval when a quorate number of members has contributed to such decision making.
- 3.8 Between Council meetings, the President, or in their absence the Vice-President, may request Council to approve essential business by e-mail.

4. Elections to Council

- 4.1 In a year when elections are to be held for offices of the President and Vice-President, or for Ordinary Members of the Council referred to in clause (e) of paragraph 7.3 of the Constitution by notice and not later than the thirtieth day of June, the Returning Officer shall intimate to contactable Members of the Club via appropriate communications the following details about the forthcoming election:
 - a) the number of vacancies which will arise on the first of January of the following calendar year;
 - b) the names of the current President, Vice-President and/or Ordinary Members of Council and the date of expiry of their periods of office;
 - c) the procedure for the nomination of candidates for election; and
 - d) the last date for receipt of nominations, which shall not be less than three weeks or more than six weeks after the call for nominations.
- 4.2 The candidate shall intimate in writing, including by e-mail, to the Returning Officer their willingness to accept nomination and each supporter shall intimate in writing, including by e-mail, to the Returning

Officer their support for a candidate. Each candidate shall also submit a short biography and election statement.

- 4.3 As soon as possible after the close of nominations, the Returning Officer, by notice, shall intimate to all electors via appropriate communications the names of the candidates duly nominated.
- 4.4 In the event of the number of candidates being equal to or less than the number of vacancies, these candidates shall be declared elected without ballot. If one or more vacancies still remain, the Returning Officer shall re-open nominations not later than ten working days after the close of nominations and again follow the procedure in paragraph 4.1.
- 4.5 If the number of candidates is greater than the number of vacancies the Returning Officer shall intimate, by notice, the date on which the election is to be held, which shall be no later than the thirtieth day of September, and shall cause a Ballot Paper to be issued to each elector not later than three weeks before the date notified for the election. The Ballot Paper shall give the names of the candidates, their short biographies and election statements, and the instructions for the recording of votes.
- 4.6 Completed ballot papers shall be returned to the Returning Officer, or nominee thereof, in person, by post, by email or by an online mechanism as designated by the Returning Officer by 4 pm UK time on the date of the election. Ballot papers returned by email should include an elector's electronic signature (if available) and shall be sent from the elector's registered email address.
- 4.7 The Single Transferable Voting system shall be used to determine the candidates to be elected. The Returning Officer and Election Administrator shall decide and apply the detail of the voting system.
- 4.8 The Returning Officer shall have the power to declare a Ballot Paper spoiled or invalid or void for uncertainty and the power to decide any matter in connection with the election that has not been expressly provided for. On occasions when Electoral Reform Services is commissioned to manage the election, the Council shall accept the conditions established by Electoral Reform Services for deciding whether a Ballot Paper is spoiled, invalid or void. The Returning Officer shall report to the Council any action or decision taken in exercise of the above powers.
- 4.9 As soon as possible after the election, the Returning Officer shall intimate to the Council the names of the candidate(s) duly elected. Members of the Club shall be advised of the names of the candidate(s) duly elected at the Annual General Meeting.

4.10 Notices from the Returning Officer

- a) The election notice from the Returning Officer or their nominee inviting nominations shall be issued electronically by means of e-mail and inclusion in electronic Club bulletins.
- b) The election notice from the Returning Officer or their nominee intimating the names of the candidates duly nominated shall be issued electronically by means of e-mail and inclusion in electronic Club bulletins.
- c) The election notice from the Returning Officer or their nominee confirming the date on which an election is to be held, the names of the candidates standing for election and instructions for the recording of votes may be issued electronically by means of e-mail or by surface mail.
- d) If any person is not notified as a result of a genuine mistake or error in transmission, that failure does not invalidate the process.

5. President and Vice-President Vacancies

- 5.1 If the President resigns from office, the Council shall invite the Vice-President to become President for the remainder of the previous President's term. If the Vice-President does not accept the invitation, the Council shall elect a new President from amongst the Ordinary Members of the Council to serve for the remainder of the previous President's term. Any Vice-President or Ordinary Member of Council succeeding to the office of President shall be eligible for immediate re-election to that office.
- 5.2 If the Vice-President resigns from office, the Council shall elect a new Vice-President from amongst from amongst the Ordinary Members of the Council to serve for the remainder of the previous Vice-President's term. Any Ordinary Member of Council succeeding to the office of Vice-President shall be eligible for immediate re-election to that office.

6. Ordinary Member of Council Vacancies

- 6.1 In the event of one or more vacancies occurring for Ordinary Members of the Council referred to in clause (e) of paragraph 7.3 of the Constitution, the following procedure shall apply:
 - a) If after allowance has been made for any unsuccessful candidate in the last election who withdraws his or her nomination, there

remain sufficient unsuccessful candidates in that election to fill the number of vacancies, the Returning Officer shall instruct the Election Administrator to recount all the original ballot papers for that election, unless the number of unsuccessful candidates remaining is equal to the number of vacancies, in which case those candidates shall be declared elected. In the recounting of votes, all preferences for any previously unsuccessful candidate who wishes to withdraw his or her nomination at this stage and all preferences for any vacating representative, shall be passed over. Provided that no previously elected representative shall be excluded, the count shall proceed until a stage when the required number of representatives has been elected to fill the number of casual vacancies.

- b) If after allowance has been made for any unsuccessful candidate in the last election who withdraws his or her nomination, there remains an insufficient number of unsuccessful candidates from that election to fill the number of casual vacancies, those unsuccessful candidates who have not withdrawn, if any, shall be declared elected.
- c) Any casual vacancies remaining after clause (b) of paragraph 6.1 of this Bye-law has been applied shall be filled by co-option by Council with persons so appointed holding office for the unexpired period of office of his or her predecessor.

7. Co-Opting of Members to Council

- 7.1 Co-opted Members shall be nominated to ensure the Council reflects, as far as possible, the diversity of The Watt Club community in terms of degrees, country of residence, skills and industry/business experience and year of graduation.
- 7.2 Each year, the Council shall review its membership to identify any gaps in the skills set of the Council and to define the desirable criteria for the next nominees for co-option once a vacancy occurs.
- 7.3 Not later than the thirtieth day of June, the Secretary shall intimate to the Council:
 - a) the number of vacancies which will arise on the first of January of the following calendar year;
 - b) the names of the co-opted members of the Council and the date of expiry of their periods of office;

- c) the procedure for the nomination of candidates for co-option; and
 - d) the last date for receipt of nominations, which shall not be less than four weeks after the call for nominations.
- 7.4 Each nomination for co-optee shall be supported by two members of the Council other than the nominee and shall bear confirmation of the nominee's willingness to accept nomination.
- 7.5 As soon as possible after the close of nominations, the Secretary shall intimate to the Council the names of the members duly nominated.
- 7.6 In the event of the number of nominees being equal to or less than the number of vacancies, these nominees shall be declared co-opted to the Council without ballot.
- 7.7 If the number of nominees is greater than the number of vacancies, the Secretary shall request the President to call an extraordinary Council meeting for the purpose of selecting the Co-opted Member(s). Any such meeting must be held prior to the Annual General Meeting.
- 7.8 In the event of one or more casual vacancies occurring among the Co-opted Members of the Council, the position(s) shall remain vacant until the next nomination period commences at the date specified in paragraph 7.3 of this Bye-law.
- 7.9 Members shall be advised of the names of the candidate(s) duly co-opted at the Annual General Meeting.

8. Co-Opting of Graduate Member of the University Staff to Council

- 8.1 The Co-opted Member of the University Staff, who shall be a graduate of the University, shall be nominated to ensure the Council maintains a direct, professional link with the University.
- 8.2 Not later than the thirtieth day of June, the Secretary shall intimate to the Secretary of the University whether or not a vacancy will arise on the first of January of the following calendar year and if so:
- a) the name of the co-opted member and the date of expiry of their period of office; and
 - b) the last date for receipt of nominations, which shall not be less than four weeks after the call for nominations.

- 8.3 Each nomination for co-option shall be supported by two members of the University staff who are also graduates of the University other than the nominee and shall bear confirmation of the nominee's willingness to accept nomination.
- 8.4 As soon as possible after the close of nominations, the Secretary of the University shall intimate to the Council the names of the members duly nominated.
- 8.5 In the event of only one nomination being received, that nominee shall be declared co-opted to the Council without ballot.
- 8.6 If more than one nomination is received, the Secretary shall call a special meeting of the nomination panel for the purpose of selecting the Co-opted Graduate Member of the University Staff Member. Any such meeting must be held prior to the Annual General Meeting.
- 8.7 Members of the nomination panel in person, via telephone conferencing or internet based facilities, or may pass their comments via the Secretary.
- 8.8 The nomination panel shall be a joint-committee of the Council and the University, whose members shall be:
- a) the President;
 - b) the Vice-President;
 - c) the President of the Student Union, or their delegate;
 - d) the Secretary of the University, or their delegate; and
 - e) a nominee of the Vice-Chancellor & Principal, who shall be a member of staff of the University.
- 8.9 The Secretary shall attend the nomination panel meeting as a non-voting member.
- 8.10 The quorum of the nomination panel shall be three, one of whom shall be the President or Vice-President, and one of whom shall be a member of the University staff.
- 8.11 As soon as possible after the nomination panel meeting, the Secretary of the University shall intimate to the Council the name of the candidate duly selected. Members shall be advised successful candidate at the Annual General Meeting.

- 8.12 In the event of a casual vacancy occurring for the Co-opted Graduate Member of the University Staff on the Council, the position shall remain vacant until the next nomination period commences at the date specified in paragraph 8.3 of this Bye-law.

9. Appointment of the Secretary and Treasurer

- 9.1 The Secretary and Treasurer shall be appointed by the Council, although the Council reserves the right to open up either or both positions to election by the Members of the Club.
- 9.2 At its discretion, the Council may appoint non-Members of the Club to the positions of Secretary and Treasurer.
- 9.3 The Council may from time to time agree to merge the positions of Secretary and Treasurer.
- 9.4 The Council reserves the right to award an annual honorarium to the Secretary and Treasurer, which shall be paid from the Subvention Fund. The level of honorarium shall be agreed on appointment of the Secretary and Treasurer and shall not be varied during their term of office.
- 9.5 The role of the Secretary shall include but is not limited to:
- a) Acting as the first point of contact on all administrative issues for the Club and ensure prompt communication exists both internally and externally from the Club;
 - b) Dealing with all of the administrative duties for the Club;
 - c) Ensuring the Service Agreement with the University is adhered to;
 - d) Acting as first point of contact with the University on all administrative issues;
 - e) Acting as first point of contact for Branch Presidents and Secretaries;
 - f) Maintain the Club website in conjunction with the University;
 - g) Working with the Treasurer and the University to ensure all payments due are accurately paid on time;
 - h) Attending and taking minutes of Council meetings and General Meetings;

- i) Ensuring agendas and papers are sent out to all Council members in advance of Council meetings and that minutes are issued after each meeting;
- j) Act as Returning Officer for elections to Council (except for the Member of Court election).

9.6 The role of the Treasurer shall include but is not limited to:

- a) Acting as the first point of contact on all financial issues for the Club and ensure prompt communication exists both internally and externally from the Club;
- b) Dealing with all of the financial duties for the Club;
- c) Ensuring Financial Memorandum with the University is adhered to;
- d) Working with the Secretary and the University to ensure all payments due are accurately paid on time;
- e) Attending Council meetings and General Meetings and presenting accounts as appropriate.

10. General Meetings

- 10.1 General Meetings shall be held at such time and place as the Council shall think suitable to allow the maximum number of Members to participate.
- 10.2 The dates of General Meetings shall be communicated to members via the Club website, social media and scheduled communications.
- 10.3 Any Member of the Club may request in writing to the Secretary any item they wish included for discussion at a General Meeting provided such request is received at least fifteen working days before the meeting.
- 10.4 The Secretary shall distribute the notice of meeting for General Meetings at least three months before the meeting and shall distribute any relevant papers at least ten working days before the meeting.
- 10.5 General Meetings shall also have the Right to Recall any Council Member. If a motion of 'No Confidence' is passed by a simple majority, the Council Member shall be deemed to have resigned from his/her position with immediate effect.

- 10.6 If a General Meeting is inquorate, the meeting may decide to vote on an issue, in principle, but the effect of any such vote shall not come into force unless and until it is ratified at a reconvened General Meeting. The only business a non-quorate meeting may agree is to agree a date for a new General Meeting to consider the postponed business.
- 10.7 If a quorum is not present within fifteen minutes after the time at which a General Meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be proposed by the Chairperson of the General Meeting.
- 10.8 The Chairperson of the General Meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the Chairperson may propose.
- 10.9 A reconvened General Meeting shall take place no later than fifteen working days and not earlier than five working days following the adjourned General Meeting.
- 10.10 No new business may be added to the agenda of a reconvened General Meeting.
- 10.11 No Member shall be entitled to appoint a proxy to vote on his or her behalf at a General Meeting.
- 10.12 If there are an equal number of votes for and against any resolution, the Chairperson of the General Meeting shall not be entitled to a casting vote
- 10.13 A resolution put to the vote at a General Meeting shall be decided on a show of hands unless a secret ballot is demanded by the Chairperson (or by at least two Members present in person at the meeting and entitled to vote); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
- 10.14 If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

11. Academic Dress

- 11.1 The gown of the President of The Watt Club shall be as described in the Regulations of the University.

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- 11.2 Where the President is unable to participate in an academic procession or other event requiring academic dress, the next most senior Council Member attending shall be entitled to wear the gown.
- 11.3 For overseas events, if a Council Member is not in attendance, the chairman of the local Watt Club branch, if one exists, shall be entitled to wear the gown.

12.Branches

Branch Affiliation

- 12.1 An organisation shall be eligible for affiliation to the Club as a Branch under section 8 of the Constitution if:
- a) its membership is based predominantly on a school or institute of the University, professional, vocational, geographic or other University alumni connection;
 - b) it applies in writing to the Council for affiliation and agreeing to comply with the Constitution, and Ordinances and Regulations of the University;
 - c) it provides to the Council a copy of a Branch Constitution that complies with the Constitution and this Bye-law and, where appropriate, any local legislative or regulatory requirements; and
 - d) it provides to the Council a copy of any local registration documents.
- 12.2 An organisation eligible under paragraph 12.1 of this Bye-law may be accepted for affiliation as a Branch by resolution of the Council carried by a majority of Council members present and voting.
- 12.3 A Branch may be disaffiliated as a Branch if the Branch gives three months notice in writing to the Council.
- 12.4 In addition to the provisions of section 8 of the Constitution, a Branch may also be disaffiliated as a Branch if:
- a) the Branch ceases to be eligible under paragraph 12.1 of this Bye-Law;
 - b) the Branch fails to meet any of the primary responsibilities under paragraph 8.4 of the Constitution;

- c) the Branch fails to hold an Annual (General) Meeting for two consecutive years; and
- d) the Branch is first given four weeks notice that this provision will be invoked, together with a reasonable opportunity to show cause why the Branch should not be disaffiliated, but during which period the Branch will be suspended.

Branch Investigations

12.5 Pursuant to paragraph 8.9 of the Constitution, the following shall also apply to investigation of any Branch:

- a) The notice of suspension and investigation shall be made in writing, including by e-mail, to the Branch Chair.
- b) The scope of timeframe for any investigation must be agreed within ten working days of the suspension of the Branch.
- c) The investigators must be named within ten working days of any Branch suspension.
- d) All interested parties shall make all relevant documents, including e-mails, available to the investigators.
- e) The investigators shall determine the number and format of any meetings to be held.
- f) Meetings may take place face-to-face, via the internet, or by teleconference. The investigators may request the University provide administrative support for any meetings.
- g) A notice shall be sent to the Chair of the Branch being investigated with the date of the meeting and a copy of the charges and any written statements giving at least five working days prior to the date of the meeting.
- h) The Branch charged shall have the right to appear and to be represented by a member of the University. If the Branch charged or its representative fails to attend the initial meeting, the meeting shall be deferred for a maximum of ten working days. Notice of at least five working days shall be given to the charged Branch if a second meeting has to be arranged.
- i) If the Branch or its representative fails to appear at the second meeting, the case will be heard in the Branch's absence at that meeting.

- j) Where the investigators believe a visit to the Branch is required, this shall be discussed with the Secretary of the University before any further action is taken.

12.6 In the first instance, and at the discretion of the investigators, a Branch shall have thirty working days to rectify any issues identified by the investigators. Subsequently, and pursuant to paragraph 8.10 of the Constitution, the penalties that can be recommended to Council for imposition on a Branch after any investigation shall be:

- a) disaffiliation of the Branch;
- b) continued suspension of the Branch for a specified period not exceeding six months;
- c) suspension of all Council funding to the Branch for a specified period not to exceed twelve months;
- d) removal from office of named Branch Committee officers and members and the naming by Council of new Branch Committee officers and members pending new elections within three months;
- e) removal from Branch and/or Club membership of any Branch Committee officer or member, subject to section 6 of the Constitution;
- f) reporting of the Branch to local authorities if any breach of local regulations is suspected.

Branch Constitution

12.7 Branches shall require a Constitution where one of the following is met:

- a) the Branch has greater than 100 members; or
- b) the Branch maintains a bank account(s); or
- c) the Branch is required by local legislation or regulations to have a Constitution.

12.8 Branches in existence at the approval of this Bye-law shall have six calendar months to submit a Branch Constitution to the Council for approval and re-affiliation. New Branches with an initial membership

greater than one hundred will be required to submit a Branch Constitution to the Council for approval prior to affiliation.

- 12.9 The Branch Constitution may contain provisions in addition to the provisions required by the Constitution and this Bye-law, so long as the provisions are not inconsistent with the same.
- 12.10 The Branch Constitution shall state a mission of the Branch, which must not be inconsistent with the mission of the Club as stated in section 4 of the Constitution.
- 12.11 The Branch Constitution may be amended or repealed by a majority of members of the Branch present and voting at a General Meeting of the Branch of which not less than fifteen working days notice has been given, or by a majority of members responding by electronic or postal ballot.
- a) Branch Constitutions thus amended must be submitted to the Secretary within two weeks of their adoption. The Secretary shall advise the Branch within two weeks of their receipt if the amendments are determined to be repugnant to the Constitution and Bye-laws. Any amendments deemed repugnant shall not take effect and existing articles shall remain in full force.
 - b) Where a Branch Constitution is repealed, within two weeks of the General Meeting, the Branch must advise the Council of the reasons for the repeal and submit a new Branch Constitution to Council for endorsement. The Secretary shall advise the Branch within two weeks of its receipt if the new Branch Constitution is determined to be repugnant to the Constitution and Bye-laws. Any new Branch Constitution deemed repugnant shall not take effect and the existing Branch Constitution shall remain in full force.
- 12.12 Where Branches are subject to local legislation or regulations, the Branch Constitution must comply with the legislative or regulatory requirements. The Council will require confirmation of compliance before agreeing to affiliation of the Branch to the Club and annual reconfirmation of compliance thereafter.

Branch Name and Logos

- 12.13 The right of Branches to create their own name and logo shall be constrained by the Council or the University to the extent that section 6 of Ordinance E3 shall apply also to Branches.

Branch Accounts

- 12.14 No remuneration or other benefit in money or in kind shall be given by a Branch to any member of the Branch except repayment of out of pocket expenses as permitted by local legislation.
- 12.15 Where a Branch maintains a chequebook, any cheque written by the Branch shall be signed by two members of the Committee of the Branch, one of whom shall be the president or chairperson of the Branch.
- 12.16 Branches shall keep true and fair accounts of the funds received and expended by the Branch, and of the assets and liabilities of the Branch.
- 12.17 Branches shall have their accounts examined and certified by auditors nominated by the Branch in accordance with local legislation and regulations.
- 12.18 Subject to any reasonable restrictions as to time and manner, the accounts of a Branch shall be available for inspection by members of the Branch and the Council.
- 12.19 Branches shall submit an annual financial statement to the Council no later than three months after the end of the Branch's financial year.

Branch Membership

- 12.20 Membership of a Branch shall be the same as described in paragraph 6.1 of the Constitution and who have applied to join the Branch.
- 12.21 Branches may allow persons who are not members of the Club to join the Branch as associate members, who shall have voting rights only with respect to elections or affairs of the Branch and not with respect to the Club.
- 12.22 Branches may require Members to pay a nominal annual or life membership fee to cover the operating expenses of the Branch. All such membership fees shall require approval by Council before the Branch can request payment from Members. Life membership fees shall not exceed ten times the annual membership levied by the Branch.
- 12.23 A member of a Branch may resign from the Branch at any time by giving notice in writing to the Secretary of the Branch. The member's membership of the Club shall be unaffected by any such resignation unless they also resign as described in paragraph 6.3 of the Constitution.

Branch Committee

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- 12.24 Branches shall be managed by a Committee elected at the Annual Meeting, or Annual General Meeting if accounts are to be presented, of the Branch, or as provided for in the Branch Constitution.
- 12.25 Members of the Committee must be members of the Club as described in paragraph 6.1 of the Constitution.
- 12.26 The Branch Constitution shall state the positions on the Committee, which at a minimum shall comprise of three members, namely:
- a) Chair;
 - b) Secretary;
 - c) Treasurer (if accounts are maintained);
 - d) an Ordinary Member (if no accounts are maintained).
- 12.27 The Branch Constitution shall state the number of members of the Committee that constitutes a quorum for a meeting of the Committee.

Branch Meetings

- 12.28 Branches shall hold an Annual Meeting, or Annual General Meeting if accounts are to be presented, when practicable but no later than thirteen months since the previous Annual (General) Meeting and no later than three months after the end of each financial year, if accounts are to be presented.
- 12.29 The purpose of the Annual (General) Meeting shall be to:
- a) ratify the minutes of the previous of Annual (General) Meeting;
 - b) receive the annual report from the Committee;
 - c) receive the annual accounts and budget;
 - d) attend to other such business as may be deemed competent for the Annual (General) Meeting to consider.
- 12.30 Following the Annual (General) Meeting and in compliance with paragraph 8.4 of the Constitution, the approved annual report and accounts shall be submitted to the Council.

- 12.31 An Extraordinary General Meeting may be called by the Committee of its own volition and shall be called by the Council if so requested in writing by fifteen members of the Branch.
- 12.32 The quorum for General Meetings shall be fifteen. A Member participating in a meeting remotely by way of video or audio conferencing or other means which enables that Member to speak to each of the others, and to be heard by each of the others simultaneously, shall be accounted for as being present and shall be included in the quorum.
- 12.33 The Chair shall chair General Meetings of the Branch. In the absence of the Chair, the Members present and entitled to vote shall choose one of their number to be Chairperson for that General Meeting.
- 12.34 The Chairperson of any Annual (General) or Extraordinary General Meeting shall ensure that an accurate record of proceedings of those meetings are kept.

Branch Dissolution

- 12.35 A Branch may be dissolved by a resolution passed by a majority of members present and voting thereon at a General Meeting of the Branch of which not less than fifteen working days written notice has been given, or by a majority of members responding by electronic or postal ballot.

Data Protection

- 12.36 Section 5 of Ordinance E3 shall also apply to Branches.
- 12.37 Branches will comply with their obligations as a Data Processor for the University in accordance with Section 1:1 of the Data Protection Act, 1998, and shall only process the personal data of alumni and members who are not alumni in accordance with instructions from the University.
- 12.38 Branches are required to comply with appropriate legislation in their locality.
- 12.39 Branches warrant and undertake that they shall:
 - a) implement appropriate technical and organisational measures to protect the personal data of alumni and members who are not alumni against unauthorised or unlawful processing and against accidental loss, destruction, damage, alteration or disclosure;
 - b) obtain prior consent from the University in order to transfer the personal data of alumni and members who are not alumni for processing by sub-contractors or other third parties;

- c) enable the University to comply with its obligations as a Data Controller under the Eighth Data Protection Principle set out in Schedule 1 of the Data Protection Act 1998 by obtaining the prior consent of the University to process or transfer personal data outside the European Economic Area, and ensuring an adequate level of protection for the rights and freedoms of data subjects in relation to the processing of their personal data;
- d) deliver to the University the full names and home addresses, and other personal data, of all of alumni and members who are not alumni that it collects for any purpose.

Branch Liabilities and Indemnities

- 12.40 The University, Club and the Council shall not be liable for the debts and liabilities of Branches or the costs, charges and expenses of the dissolution of Branches.
- 12.41 The University, Club and the Council shall not indemnify out of the assets of the University or the Club any costs incurred by a Branch or its Committee members in defending any proceedings, whether civil or criminal, arising out of the performance of their duties and in which judgment is given in their favour or in which they are acquitted in connection with any application in which relief is granted to them by a court. A member of the Committee of a Branch will not be indemnified in respect of any proven negligence, breach of duty or breach of trust.

13. Records Management

- 13.1 The Secretary of the Club shall be responsible for accurate maintenance of the Club's records and for the timely transfer of these to the University's Heritage and Information Governance team.
- 13.2 No later than the twenty-eight day of February each year, the Secretary of the Club shall transfer hardcopy or digital copies of all available materials, such as meeting agenda, minutes and papers, event literature etc. from the previous calendar year to the Heritage and Information Governance team.
- 13.3 Branches should also endeavour to maintain hardcopy or digital copies of all available materials and transfer these to the Secretary of the Club by the thirty-first day of January each year.

- 13.4 Where photographs or videos are taken at Club or Branch events, every effort should be made to ascertain the name and contact details of the photographer so that copyright can be correctly attributed. Permission should also be sought from the photographer for their work to be transferred to the Heritage and Information Governance team and possibly used in the future by the Club and/or the University. When possible and in accordance with local regulations, permission should be also sought from the subjects of photographs and/or videos if the Club or University wishes to use these in the future.