



MERTON
COLLEGE
OXFORD

M C R

Constitution

Merton College Middle Common Room

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Part 1 – The MCR

1. Name and Interpretation

- (i) There is a Merton College Middle Common Room (MCR) which shall be a self-governing, administratively and financially autonomous body, with the name Merton College Middle Common Room.
- (ii) Words and phrases in this constitution with initial capital letters shall have the meanings set out in Article 34. Where required, other definitions are set out in particular Articles.
- (iii) A dispute in relation to the interpretation of the Constitution and Standing Orders must be referred to the Executive Committee for resolution, who may seek advice before making a decision.

2. Objects

- (i) The Objects of the MCR are the advancement of the education and welfare of Postgraduates for the public benefit, in particular by:
 - a) representing and advancing the interests of Postgraduates in College and University matters to the relevant authorities both in and outside College,
 - b) providing a focus for their social activities,
 - c) maintaining and improving the college life of Postgraduates and their relationship with the wider College community; and
 - d) furthering all purposes which are charitable in law and incidental or conducive to the main objects.
 - e) 'Postgraduate' shall refer to all Junior Members of the College who are either Postgraduates or of equivalent standing, or those Undergraduates of the College set out in Article 3(i)(b), and are entitled to membership of the Middle Common Room under the Bylaws of the College, as set out in Article 3(i).
- (ii) The MCR is a students' union within the meaning of the Education Act 1994. It is an unincorporated association.
- (iii) The MCR is a Charity within the meaning of the Charities Act 2011. The members of the Executive Committee shall be considered its Trustees and shall be responsible for ensuring that its business is conducted in accordance with the Objects set out in Article 2(i).
- (iv) The MCR shall not discriminate on the basis of age, disability, gender or gender reassignment, marriage or civil partnership, pregnancy or maternity, race, religion or belief, nationality, sex, or sexual orientation.

3. Members

- (i) Membership of the MCR shall automatically be granted to:
 - a) Junior members of the College in residence who have obtained a B.A. degree of this or another university, or are of equivalent academic standing; and
 - b) Undergraduates of the College who are over 25 years of age or who have been continuously engaged on a course of studies for more than three years since matriculation at the University.
- (ii) Participation in social and other activities organised by the MCR may be conditional on payment of a social levy, as set out in the Standing Orders.
- (iii) Members of the MCR shall have the right to opt out of membership of the Middle Common Room. Those who opt out of membership shall retain the right of appropriate access to the services and facilities provided by the MCR.

4. **Rights of Members**

- (i) Membership of the MCR shall confer upon an individual rights including, but not limited to:
 - a) the right to attend, speak, and vote at all General Meetings of the MCR;
 - b) the right to vote at Elections for the Offices of the MCR Committee and in Referenda;
 - c) the right, subject to satisfying any additional conditions of eligibility that may be imposed by the relevant Standing Orders, to stand as a candidate in Elections to the Offices of the MCR Committee, and, if duly elected, to serve as an Officer thereon; and
 - d) the right to enjoy the facilities and events provided by the MCR and to entertain bona fide guests who shall be allowed to use those facilities and attend those events, in accordance with clause (iv). Members shall be responsible for their guests.
 - e) Such further rights as may be determined from time to time by the Standing Orders.
- (ii) Only Members may vote at a General Meeting or in an Election or Referendum.
- (iii) The right to enjoy the facilities and events provided by the MCR and to entertain bona fide guests may be subject to reasonable restrictions, provided that such restrictions are in accordance with Article 6. Such restrictions may include but are not limited to:
 - a) requirement of reasonable payment;
 - b) a limit on the number of guests that a Member can entertain; and
 - c) a limit on the total number of people enjoying a facility or event.
- (iv) In exercising their rights, Members shall act in accordance with the Constitution and Standing Orders.

5. **Associates of the MCR**

- (i) Such others as may be set out in the Standing Orders and in consultation with College may become Associates of the MCR.
- (ii) Any rights or privileges that may be granted to Associates of the MCR shall be set out in the Standing Orders.
- (iii) Associates of the MCR shall not be Members of the MCR.

6. **Equality**

- (i) The MCR shall not discriminate against any person on the grounds of any Protected Characteristic or any combination of Protected Characteristics, except for the purposes of addressing or reducing inequality between groups distinguished by the Protected Characteristic or combination of Protected Characteristics.

7. **Amending and reviewing the Constitution**

- (i) This Constitution shall only be amended by Referendum of all Members of the MCR.
- (ii) No amendment may be made that would have the effect of making the MCR cease to be a charity at law.
- (iii) All Members must have been given notice (in accordance with Article 31) of the wording of any proposed change to the Constitution at least 48 hours in advance of the first Ordinary General Meeting at which the amendment is proposed.
- (iv) The Amendment shall only pass if both:
 - a) more than two-thirds of the total number of votes cast in the Referendum are in favour of the Amendment; and
 - b) more than fifty Members of the MCR have voted in favour of the Amendment.

- (v) Abstentions shall not be counted as votes.
- (vi) No amendment shall take effect until approved by the MCR Executive Committee. If there is uncertainty regarding the compatibility of the Constitution and the Charities Act, the MCR Executive Committee must seek the prior written consent of the Charity Commission before approving the amendment.
- (vii) The Governing Body must approve any Amendments to this Constitution before they may take effect.
- (viii) Amendments shall take effect as soon as Governing Body grants its approval, unless the Amendment specifies that it is to take effect on a date later than that on which approval is granted.
- (ix) It shall be the responsibility of the Governing Body to review this Constitution every 5 years, in accordance with the Education Act 1994, and in consultation with the MCR.

Part 2 – Structures

8. General Meeting

- (i) The General Meeting shall be the representative, supreme governing body for Members, meeting only in Full Term and within one mile of Carfax unless clause (xv) applies, and shall have the powers set out in the Constitution. The General Meeting shall regulate by Standing Order its own proceedings and those matters required by the Constitution to be so regulated, which regulation shall include provision for the requirements of this Article. The General Meeting may regulate by Standing Order or Resolution any matters not expressly provided for by the Constitution.
- (ii) All Members of the MCR shall have the right to attend, speak at, propose Resolutions, and vote in General Meetings.
- (iii) The General Meeting shall meet at least twice in each Full Term, on days determined by a schedule of Ordinary General Meetings.
- (iv) There shall be a chair of the General Meeting, responsible for the fair and proper functioning of the General Meeting, who must be a Member. The chair shall determine the precise timing and location of General Meetings and shall ensure that Members are given suitable notice of all General Meetings.
- (v) The chair of the General Meeting shall be the President, unless determined otherwise by Standing Order.
- (vi) The chair shall convene Extraordinary General Meetings in accordance with requirements determined by Standing Order.
- (vii) Every Member shall have one vote. The chair of the meeting shall not exercise their right to vote except in the case of a tie, when the chair shall have the casting vote.
- (viii) Unless otherwise stated in the Standing Orders, all Resolutions of the General Meeting shall be made by majority vote of those members of the MCR present and voting.
- (ix) The General Meeting shall receive reports from and issue mandates to the Officers of the MCR Committee, and shall hold them to account in the conduct of their duties.
- (x) The General Meeting shall receive and approve accounts and financial reports.
- (xi) The General Meeting shall have the authority to overrule any decision made by the President or the Executive Committee.
- (xii) The quorum of the General Meeting shall be twenty Members, or such higher number as may be determined from time to time by Standing Order. No decision may be made by the General Meeting unless a quorum is present at the time the decision is purported to be made.

- (xiii) Only the General Meeting may resolve by Ordinary Resolution that a decision, other than a decision in accordance with Article 7, be made by Referendum rather than a vote in the meeting. A Referendum shall be a vote open to all Members, conducted outside of the General Meeting, and whose result shall constitute the Resolution of the General Meeting. Rules and procedures for the conduct of Referenda shall be set out in the Standing Orders.
- (xiv) All decisions and acts of the General Meeting are valid notwithstanding any informality or irregularity in the proceedings (including the vote of a person who was not qualified), unless it is reasonable to conclude that the informality or irregularity had, or may have had, a material impact on the outcome.
- (xv) Clause (xv) applies where Members are prevented from meeting in person by an event beyond the reasonable control of the MCR, such as war, terrorism, natural disaster, acts of government, plague or epidemic.
 - a) An Ordinary General Meeting may be held by telephonic, televisual, electronic, or virtual means of communication provided that all persons participating in the meeting can be identified by the MCR President or other person chairing the meeting and can understand and communicate with each other simultaneously. Participation by such means shall be deemed to constitute presence in person and decisions taken at a meeting so held shall be as effective for all purposes as those taken at an Ordinary General Meeting held with the members physically present.
 - b) If a secret ballot is required to be held for votes held in an OGM or MCR Committee meeting, the Vice President or other individual designated with the role of counting the vote shall take all reasonable steps to provide for the anonymity of the ballot.

9. Executive Committee

- (i) The Executive Committee shall be responsible for the general control and management of the administration of the MCR and shall have all lawful powers necessary or convenient for that purpose, subject to any restrictions in the Constitution and Standing Orders, including the restriction of any powers to Members.
- (ii) The Executive Committee shall consist of the President, Vice President and Treasurer, and other Officers designated by Standing Order. The members of the Executive Committee are responsible for the day-to-day administration of the MCR, under the supervision and coordination of the President.
- (iii) The members of the Executive Committee, both collectively and individually, are directly responsible to the General Meeting. The Executive Committee is responsible for the implementation of resolutions of the General Meeting.
- (iv) The Officers on the Executive Committee shall form the Major Union Officers of the MCR, as set out in the Education Act 1994. They shall be elected in accordance with Article 18, and be Trustees within the meaning of the Charities Act 2011.
- (v) In exercising its powers, the Executive Committee shall:
 - a) ensure that the MCR's resources, structures and activities are arranged to deliver the Objects;
 - b) ensure that the MCR operates in a fair and democratic manner;
 - c) have due regard to the resolutions of the General Meeting;
 - d) ensure that all Members have appropriate access to the services and facilities provided by the MCR, regardless of whether or not they are Members;
 - e) ensure that the MCR's finances and administration operate efficiently and effectively, in accordance with Article 20;
 - f) consider any legal and compliance aspects relating to the MCR's activities; and
 - g) regularly update the General Meeting on its work.
- (vi) No amendment of the Constitution or Standing Orders invalidates any prior act of the Executive Committee which would have been valid had the amendment not been made.

- (vii) For the avoidance of doubt, the members of the Executive Committee are the Charity Trustees of the MCR and the Constitution and Standing Orders shall be interpreted accordingly. No one may be appointed to the Executive Committee if they would be disqualified from acting by clause (iii) of Article 22.
- (viii) The General Meeting shall have the right to dismiss Officers of the MCR Committee, for which see Article 13.

10. **The MCR Committee**

- i) The MCR Committee shall consist of the Officers of the Executive Committee together with other non-executive Officers as set out in the Standing Orders. In addition to their specific roles, Officers of the MCR Committee shall assist in the day-to-day running of the MCR and support the Executive Committee.
- ii) The MCR Committee shall be elected by the Members from within their own number, in accordance with Article 18.
- iii) Non-Executive members of the MCR Committee are individually responsible to both the General Meeting and the Executive Committee, and the MCR Committee is collectively responsible to the General Meeting.

11. **Sub-Committees and Standing Committees**

- i) The Executive Committee may establish Sub-Committees to support its work; any such Sub-Committee shall have a clearly defined mandate lasting not more than one year. The General Meeting may establish and dissolve permanent Sub-Committees of the Executive Committee by Standing Order. Powers shall only be granted to Sub-Committees in accordance with Article 27.
- ii) Sub-Committees shall be directly responsible to the Executive Committee and shall provide full and timely reports of their acts and proceedings to the Executive Committee. The Executive Committee shall be responsible to the General Meeting for the acts of its Sub-Committees.
- iii) The General Meeting may establish Standing Committees, the members of which shall be appointed by the General Meeting. Standing Committees are directly responsible to the General Meeting. Every Standing Committee shall have a chair who is a Member and the chair shall provide regular reports to the General Meeting.
- iv) The General Meeting shall regulate the procedures of Standing Committees and Sub-Committees by Standing Order. All members of Standing Committees and Sub-Committees must be members of the College (as defined by the statutes and bylaws of the College).

12. **Indemnity of Officers**

- i) Every Officer, and every member of any Standing Committee or Sub-Committee shall be indemnified against all losses or liabilities which they may incur in the execution of their office, and no person as described above shall be liable for any loss, damage, or misfortune which may happen to or be incurred by the MCR in the execution of their office or in relation thereto; provided that nothing in this clause shall affect their liability for any wilful or reckless default on their part and subject to clause (ii).
- ii) Clause (i) shall not apply to a Trustee whilst acting as such or in relation thereto, but a Trustee may nevertheless be entitled to indemnity under clause (i) by virtue of a different office.

13. Dismissal, removal and resignation of Officers

- i) Officers and members of Standing Committees and Sub-Committees may be dismissed for dereliction of duty or for having acted in a manner which discredits or undermines the MCR, in accordance with the procedures established by the Standing Orders and subject to the Constitution.
- ii) No person may be removed from office unless they have been given notice in writing that removal is to be proposed, specifying the reasons for the proposed removal, and has been afforded a reasonable opportunity of being heard by or, at the option of the person concerned, of making written representations to the individual or body deciding the matter.
- iii) Any person may resign from an office by written notice to the committee on which they serve or, in the case of a Non-Committee Officer, the Executive Committee. A Trustee may only resign from the Executive Committee in accordance with Article 22.

Part 3 - Standing Orders

14. Power to regulate

- i) The General Meeting shall regulate by Standing Order matters required to be so regulated and may regulate by Standing Order any matters, relating to the governance or administration of the MCR, not expressly provided for by this Constitution. The General Meeting shall be the sole body competent to regulate by Standing Order.
- ii) The provisions of any Standing Order must be consistent with the Constitution and the law. The provisions of any Internal Standing Order must be consistent with the Agreed Standing Orders.
- iii) In case of conflict, the Standing Orders shall be subordinate to this Constitution.
- iv) A memorandum is an agreement made between the MCR and any other organisation. They can be changed through negotiation with the other party, and require the signature of the MCR President and the person responsible for the other organisation to have effect.
- v) The making, amendment or repeal of Agreed Standing Orders shall require the written consent of the College. The General Meeting and only the General Meeting may from time to time make, alter, and revoke Internal Standing Orders as they deem necessary for the day-to-day running and administration of the MCR, without the written consent of College.
- vi) The making, amendment or repeal of Standing Orders shall not take effect until approved by the Executive Committee.

15. Requirements in the General Meeting

- i) Subject to Article 14, the General Meeting may make, repeal or amend Standing Orders by Ordinary Resolution of two consecutive Ordinary General Meetings, or by unanimous decision of one Ordinary General Meeting.
- ii) Abstentions shall not be counted as votes.
- iii) All Members must have been given notice (in accordance with Article 31) of the wording of any proposed change to the Standing Orders at least 48 hours in advance of the final Ordinary General Meeting at which the change is decided.

16. Affiliations

- i) The MCR may only affiliate or disaffiliate with an external organization by a Supermajority Vote at a General Meeting.
- ii) Affiliation to External Organisations shall be regulated by Agreed Standing Order. This shall include provision for a Referendum to be called, at intervals of not more than one year, on the continued affiliation to an External Organisation, if requested by some predetermined proportion of members (not exceeding five percent).
- iii) The MCR shall not affiliate to an External Organisation or renew such an affiliation without the approval of the Members, by resolution of the General Meeting or by Referendum. Any such notice shall also be submitted to the Governing Body.

17. Complaints

- i) There shall be a complaints procedure, operated by the Executive Committee and regulated by Agreed Standing Order, which shall include a right of appeal to an independent person appointed by the College.
- ii) Any Member shall have the right to make a complaint about any aspect of the running of the MCR or the actions of any person involved in the administration of the MCR (insofar as those actions relate to their duties and responsibilities to the MCR), including that an Election was not free and fair in accordance with Article 18.
- iii) Additionally, anyone entitled to membership under Article 3 shall have the right to complain that they have been unfairly disadvantaged by reason of their having exercised the right to opt out of membership under Article 3.

18. Elections

- i) The Executive Committee shall take all reasonable steps to ensure that Elections of Officers are free and fair.
- ii) The procedures for Elections shall be regulated by Standing Order, which in the case of Elections to Major Union Offices must be by Agreed Standing Order.
- iii) Election to a Major Union Office shall be by secret ballot of all Members, and shall take place annually or at such times as a position becomes vacant.
- iv) Only Members shall have the right to stand for Committee positions.
- v) Free and fair elections for the non-executive positions shall be held no less than annually, as shall be set out in the Standing Orders.

19. Referenda

- i) The General Meeting shall establish a procedure by Standing Order to hold Referenda on issues of relevance to the MCR. Voting in a Referendum shall be by secret ballot of all Members Order.

20. Finances

- i) The MCR shall by Agreed Standing Order make provision for the administration and accountability of the finances of the MCR.
- ii) The accounts of the MCR must be internally audited and subjected to such other examination as may be required by the Charities Act 2011 and other applicable legislation.
- iii) All financial and accounting records must be preserved for at least 6 years and submitted to the College Archivist.
- iv) The Executive Committee shall be responsible for the proper and transparent management and control of the MCR's finances, including setting a budget, maintaining financial and accounting records and ensuring that all funds are applied to the Objects in accordance with Article 32 and Agreed Standing Order. The Executive Committee is accountable to the General Meeting for the expenditure of funds.
- v) By and with the consent of the Executive Committee, the Treasurer shall be responsible for the day-to-day management of the MCR's finances with the support of such other persons to whom power is delegated in accordance with Article 27.
- vi) The Treasurer and Executive Committee shall prepare termly financial reports, which shall be presented to and approved by the General Meeting.
- vii) The Treasurer and Executive Committee shall prepare annual financial reports, which shall be presented to the General Meeting and the Governing Body.
- viii) The financial procedures of the MCR, including provisions for delegation by the Executive Committee (in accordance with Article 27) and the requirements of clause (iv), shall be regulated by Agreed Standing Order.

Part 4 - The Executive Committee

21. Meetings of the Executive Committee

- i) The Executive Committee may regulate its own proceedings subject to the Constitution. The Executive Committee shall meet at least three times in each Full Term. Unless the General Meeting decides otherwise, the President shall be the chair and the Vice President shall be the secretary, except in accordance with clause (iv).
- ii) Any Trustee may call a meeting of the Executive Committee, and the secretary must call a meeting of the Executive Committee if requested to do so by a Trustee. All Trustees shall be given at least two days' notice of an Executive Committee meeting unless all the Trustees agree or urgent circumstances require shorter notice.
- iii) An Executive Committee meeting may be held in person, or by suitable Electronic Means, agreed by the Executive Committee, by means of which each participant may communicate with all the other participants. Every notice calling an Executive Committee meeting must specify:
 1. the place, date and time of the meeting;
 2. the general particulars of all business to be considered at the meeting; and
 3. if it is anticipated that Trustees participating will not all be in the same place, how it is proposed that they should communicate with each other during the meeting.
- iv) The chair shall chair meetings. If the chair is unwilling to preside or not present within ten minutes of the appointed start time of the meeting, the Trustees present may appoint one of their number to chair that meeting. The chair shall have only the functions and powers conferred by the Constitution and Standing Orders or delegated to them in writing by the Executive Committee.

- v) Questions arising at a meeting must be decided by a majority of votes. In the event of a tie, the person who chairs the meeting shall have a casting vote.
- vi) No decision may be made by a meeting of the Executive Committee unless a quorum is present at the time the decision is purported to be made. The quorum shall be two or the number nearest to one-third of the total number of Trustees, whichever is greater or such larger number as may be decided from time to time by the Executive Committee.
- vii) Guests or observers may attend meetings of the Executive Committee at the discretion of the person who chairs the meeting.
- viii) The Executive Committee may, with the assent of at least two-thirds of Trustees, take a decision by a resolution in writing (including by Electronic Means), provided the assenting Trustees constitute a quorum.

22. **Accountability and removal of Trustees**

- i) The Executive Committee and each individual Trustee shall be accountable to the Members, and in particular the General Meeting, for their actions.
- ii) By Special Resolution of the General Meeting or by Referendum, Members may direct the Executive Committee to take, or refrain from taking, particular action. A Direction does not invalidate anything which the Executive Committee has done before the Direction is given. The Trustees have legal duties as Charity Trustees, which include ensuring that the MCR's funds are used prudently for purposes within the Objects. If a Direction is given which the Executive Committee reasonably considers incompatible with these duties, then it will be unable to implement or endorse the Direction or part of the Direction and, to that extent, the Direction shall not have effect.
- iii) A Trustee shall cease to be a Trustee only if:
 - 1. they are disqualified from acting as a Charity Trustee by virtue of sections 178 and 179 of the Charities Act 2011;
 - 2. they are removed in accordance with clause (iv);
 - 3. they cease to be a Member;
 - 4. their term of office comes to an end;
 - 5. in the written opinion, given to the MCR, of a registered medical practitioner treating that person, they have become physically or mentally incapable of acting as a Charity Trustee and may remain so for more than three months;
 - 6. they resign as a Trustee by written notice to the MCR (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - 7. they are absent without the permission of the Executive Committee from three consecutive meetings of the Executive Committee and the Executive Committee resolves that their office be vacated.
- iv) A Trustee shall cease to be a Trustee if the General Meeting passes a motion of no confidence in the Trustee by Special Resolution and the decision is ratified by a Referendum. The General Meeting shall not pass such a motion unless the Trustee concerned has been given notice in writing that the motion is to be proposed, specifying the reasons for the proposed removal from office, and has been afforded a reasonable opportunity of being heard by or, at the option of the Trustee concerned, of making written representations to the General Meeting.

23. **Minutes and Records**

- i) The Executive Committee shall be responsible for taking and keeping Minutes of all:
 - 1. resolutions of the General Meeting, of the Executive Committee and of any Sub-Committee of the Executive Committee;

2. proceedings of the General Meeting, of the Executive Committee and of any Sub-Committee of the Executive Committee, including:
 - a. the names of the Trustees present at the meeting (and in the case of a Sub-Committee, the names of any other members present); and
 - b. where appropriate, the reasons for the resolutions.
- ii) Any Minutes signed by the person chairing the meeting, or by the person chairing the next succeeding meeting, shall, as against any Member or Trustee, be sufficient evidence of the resolution or proceedings.
- iii) All Minutes shall be retained for ten years from the date of the resolution or meeting, and in accordance with Merton College's Data Protection Policy in Appendix B 2B of the College Bylaws. Any such Minutes shall be made available to Members on the MCR Sharepoint Link accessible via Single-Sign-On (SSO) email method, except to the extent that the Minutes relate to any reserved or confidential matters.

24. Entitlement to benefit

- i) No Trustee or Connected Person may:
 1. buy or receive goods or services from the MCR on terms preferential to those applicable to other Members;
 2. sell goods, services or any interest in land to the MCR;
 3. be employed by, or receive any remuneration from, the MCR;
 4. receive any other Financial Benefit from the MCR;
unless the payment is permitted by this Article, or authorised by the court or the Charity Commission.
- ii) A Trustee or Connected Person may receive a benefit from the MCR in the capacity of a beneficiary of the MCR.
- iii) A 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 MCR where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.
- iv) Subject to clause (vii) of this Article, a Trustee or Connected Person may provide the MCR with goods that are not supplied in connection with services provided to the MCR by the Trustee or Connected Person.
- v) A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the MCR. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- vi) A Trustee or Connected Person may take part in the normal trading and fundraising activities of the MCR on the same terms as other Members.
- vii) The MCR and the Executive Committee may only rely upon the authority provided by clause (iv) if each of the following conditions is satisfied.
 1. The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the MCR and the Trustee or Connected Person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the MCR.
 2. The amount or 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.
 3. The other Trustees are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision the Executive Committee must balance the advantage of contracting with a Trustee or Connected Person against the disadvantages of doing so.

4. The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with the supplier with regard to the supply of goods to the MCR.
 5. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum is present at the meeting.
 6. The reason for the decision is recorded in the Minutes.
 7. A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this Article, other than in accordance with clauses (ii) and (viii).
- viii) A Trustee or Connected Person may receive a small gift from the MCR, in recognition of service rendered, provided that:
1. the total value of all gifts given in the year is small;
 2. the Executive Committee is satisfied that the gift is in the best interests of the MCR;
 3. the General Meeting has approved the gift, by Ordinary Resolution.
- ix) In clauses (ii) to (viii), "the MCR " includes any company in which the MCR:
1. holds more than fifty percent of the shares; or
 2. controls more than fifty percent of the voting rights attached to the shares; or
 3. has the right to appoint one or more Trustees to the board of the company.

25. Conflicts of Interest

- i) Subject to clauses (ii) and (iii), whenever a Trustee is in a situation that gives rise to, or is reasonably likely to give rise to, a Conflict of Interest, the Trustee shall:
 1. declare the nature and extent of the interest before discussion begins on the matter;
 2. withdraw from that meeting or discussion for that item after providing any information requested by the other Trustees;
 3. not be counted in the quorum for that part of the meeting or decision-making process;
 4. be absent during the vote and have no vote on the matter; and
 5. comply with any other requirement which the other Trustees resolve is necessary.
- ii) When a Trustee has a Conflict of Interest, the other Trustees who do not have a Conflict of Interest (if they form a quorum without counting the Trustee and are satisfied that it is in the MCR's best interests to do so) may by resolution passed in the absence of the Trustee permit the Trustee to:
 1. continue to participate in discussions leading to the making of a decision, or to vote, or both;
 2. take any other action, not otherwise authorised, which does not involve the receipt by the Trustee or a Connected Person of any payment or material benefit from the MCR; or
 3. refrain from taking any step required to remove the conflict.
- iii) In the event that the Executive Committee is unable to resolve a matter due to Conflicts of Interest, any Trustee may refer the matter to the College for a recommendation. All Trustees, regardless of Conflicts of Interest, may participate in a decision to implement such a recommendation of the College and be counted in the quorum.

26. Powers of the Executive Committee

- i) Subject to Article 9, to further the Objects, but not for any other purpose, the Executive Committee may:
 1. provide services and facilities to Members and those Members who opt out, in accordance with Article 3(i)-(iii);

2. raise funds, without undertaking taxable trading activity and in accordance with any relevant statutory regulations;
 3. buy, take on lease or in exchange, hire or otherwise acquire any property and maintain and equip it for use;
 4. sell, lease or otherwise dispose of all or any part of the property belonging to the MCR, in accordance with the Charities Act 2011;
 5. cooperate with other charities, voluntary bodies and statutory authorities and exchange information and advice with them;
 6. establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 7. acquire, merge with, or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 8. set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 9. obtain and pay for such goods and services as are necessary for carrying out the work of the MCR;
 10. open and operate such bank and other accounts as the Executive Committee considers necessary, and invest funds and delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000; and
 11. do all other lawful things as further the Objects.
- ii) The Executive Committee shall not take any action or make any decision unless it is satisfied that any liabilities which are likely to result will be met out of the MCR's assets or covered by suitable insurance.

27. Delegation by the Executive Committee

- i) In accordance with Articles 9 and 11, the Executive Committee may delegate to an Officer, or to one or more Sub-Committees, the exercise of such functions and powers as are specified in the delegation, other than the power of delegation.
- ii) A delegation may not permit any expenditure to be incurred on behalf of the MCR, except where authorised by the Executive Committee or in accordance with a budget previously agreed with the Executive Committee.
- iii) The Executive Committee may impose such conditions and limitations on a delegation as it sees fit.
- iv) A Sub-Committee must contain at least one Trustee. All acts and proceedings of a Sub-Committee shall be fully and promptly reported to the Executive Committee.
- v) The Executive Committee may revoke or alter a delegation.

28. Indemnity of Trustees

- i) Notwithstanding Articles 12 and 24, and without prejudice to any other indemnity to which a Trustee may otherwise be entitled, each Trustee shall be indemnified out of the MCR's assets:
 1. against all losses, expenses or liabilities that they incur in the execution of their office or in relation thereto, except those incurred by a breach of trust, breach of duty or by wilful or reckless default on their part; and
 2. in relation to any breach of trust or breach of duty, against all losses, expenses or liabilities that they incur in the execution of their office or in relation thereto, to the extent that relief is granted by the court or the Charity Commission.

29. Dissolution: responsibilities of Trustees

- i) If the Members resolve to dissolve the MCR, the Trustees shall remain in office as Charity Trustees and be responsible for winding up the affairs of the MCR in accordance with this Article.
- ii) The Executive Committee must collect in all the assets of the MCR and must pay or make provision for all the liabilities of the MCR.
- iii) If any property or money remains, it must not be paid or distributed to Members. It must instead be given or transferred to the College for application within the Objects, unless the Charity Commission approves an alternative application of the property or money in writing in advance.
- iv) The Executive Committee must draw up final accounts in accordance with Article 20.

30. Saving provisions

- i) All acts done at a meeting of the Executive Committee (or of a Sub-Committee of the Executive Committee), and all decisions made by the Executive Committee (or by a Sub-Committee of the Executive Committee), are valid notwithstanding the participation in any vote of a Trustee who at the time of the meeting or decision:
 1. was disqualified from holding office;
 2. had previously retired or had been required by the Constitution to vacate office;
 3. was not entitled to vote on the matter, whether by reason of a Conflict of Interest or otherwise;if without the vote of that Trustee and without that Trustee being counted in the quorum, the act has been done, or the decision has been made, in accordance with Article 21.
- ii) Clause (i) shall not permit a Trustee to keep any benefit conferred on them by a resolution of the Executive Committee or a Sub-Committee of the Executive Committee if the resolution would otherwise have been void.

Part 5 - Definitions and miscellaneous provisions

31. Communications

- i) Notices and other documents to be served on Members or Trustees under the Constitution may be served:
 1. by hand, or
 2. by suitable Electronic Means.
- ii) Any notice given in accordance with the Constitution is to be treated for all purposes as having been received:
 1. immediately on being sent by Electronic Means or handed to the recipient personally;
 2. two Term-time Days after being delivered by hand to the College for the recipient; or, if earlier,
 3. as soon as the recipient acknowledges actual receipt.

- iii) Failure to give notice in accordance with clause (i) does not affect the validity of anything done, or purportedly done, if the person or body required to give notice acted in good faith and applied their best efforts to give effective notice.
- iv) In the Constitution, any reference to a "document", or requirement that a notice, decision or document be "written" or "in writing", includes a reference to a document sent, notice given or decision communicated by Electronic Means, in accordance with this Article.

32. **Application of income and property**

- i) The income and property of the MCR shall be applied solely towards the promotion of the Objects.
- ii) A Trustee is entitled to be reimbursed from the property of the MCR or may pay out of such property reasonable expenses properly incurred by them when acting on behalf of the MCR.
- iii) A Trustee may benefit from trustee indemnity insurance cover purchased at the MCR's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- iv) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. Subject to Article 24, this does not prevent a Member from receiving:
 - 1. a benefit from the MCR in their capacity of a beneficiary of the MCR;
 - 2. reasonable and proper remuneration for any goods or services supplied to the MCR;
 - 3. reasonable and proper rent for premises let by a Member to the MCR;
 - 4. payments to a Member in their capacity as an employee of the MCR.

33. **Dissolution**

- i) The MCR may be dissolved only by Special Resolution of two consecutive Ordinary General Meetings and with the written consent of the College.
- ii) At least thirty Members, or the number closest to fifteen percent of Members, whichever is fewer, must have voted in favour of dissolution on each occasion. Abstentions shall not be counted as votes.
- iii) All Members must have been given notice (in accordance with Article 31) at least seven days in advance of the first Ordinary General Meeting at which dissolution is proposed.

34. **Definitions**

- i) In this constitution, the following terms have the following meanings.

Term	Meaning
"Agreed Standing Order"	an agreed standing order made pursuant to Articles 14 and 15
"Article"	An Article of this constitution
"Charity Commission"	the Charity Commission for England and Wales
"College"	The Warden and Scholars of the House or College of Scholars of Merton in the University of Oxford
"Conflict of Interest"	any direct or indirect interest of a Trustee (whether personal, by virtue of a duty of loyalty to another organisation, or otherwise) that conflicts or might conflict with the interests of the MCR, except an interest which arises solely from a benefit or potential benefit in their

	capacity as a beneficiary of the MCR (provided that the benefit or potential benefit is generally available to a class of people for whose benefit the MCR is established)
“the Constitution”	this constitution
“Direction”	a direction made by the General Meeting in accordance with Article 22
“Election”	an election conducted in accordance with Article 18
“Electronic Means”	communications addressed to specified individuals by email or, in relation to meetings, by telephone conference call or video conference or, in any case, by such other similar means as may be determined by Standing Order
“Executive Committee”	the body defined in Article 9
“Extraordinary General Meeting”	a meeting of the General Meeting in accordance with clause (vi) of Article 8
“Financial Benefit”	a benefit, direct or indirect, which is either money or has a monetary value
“General Meeting”	the body defined in Article 10
“General Meetings”	meetings of the General Meeting
“Governing Body”	the Governing Body of the College, as provided by Statute 2 of the College Statutes.
“Internal Standing Order”	an internal standing order made pursuant to Articles 14 and 15
“the MCR”	Merton College Middle Common Room, the body established by this constitution
“MCR Committee”	the body defined in Article 10
“Member”	a person holding membership as defined in Article 3
“Non-Executive”	in relation to a person, that they are not a member of the Executive Committee
“Objects”	the objects of the MCR set out in Article 2
“Officer”	a member of the Executive Committee, the JCR Committee, or any other person so defined
“Ordinary General Meeting”	a meeting of the General Meeting in accordance with clause (ii) of Article 8
“Ordinary Resolution”	a decision made by simple majority vote, meaning more votes cast in favour than against
“Postgraduate”	a Postgraduate as defined in Article 2(i)(e)
“President”	the Officer referred to as such in Article 9
“Protected Characteristic”	one of age, disability, gender or gender reassignment, marriage or civil partnership, pregnancy or maternity, paternity, non-binary parenting, race, religion or religious belief, nationality, sex, sexual orientation and educational or social background (within the meanings of the Equality Act 2010 where applicable)
“Referendum”	a referendum held in accordance with Article 19
“Standing Committee”	a standing committee established in accordance with Article 11
“Standing Order”	Agreed Standing Order or Internal Standing Order
“Sub-Committee”	a sub-committee of the Executive Committee established in accordance with Article 11
“Term-time Day”	a 24 hour period during Full Term
“Treasurer”	the Officer referred to as such in Article 9
“Trustee”	a member of the Executive Committee
“University”	the Chancellor, Masters and Scholars of the University of Oxford
“Vice President”	the Officer referred to as such in Article 9

- ii) Any reference in the Constitution to an act of parliament or a provision of an act of parliament includes a reference to that act or provision as re-enacted or amended from time to time and to any subordinate legislation made under it.
- iii) In the Constitution, Connected Person means:
 - 1. a child, parent, grandchild, grandparent, brother or sister of the Trustee;
 - 2. the spouse or civil partner of the Trustee, or of any person falling within point (1) above;
 - 3. a person carrying on business in partnership with the Trustee or with any person falling within point (1) or (2) above;
 - 4. an institution which is controlled -
 - a. by the Trustee or any person falling within point (1), (2) or (3) above; or
 - b. by two or more persons falling within sub-point (a), when taken together
 - 5. a body corporate in which -
 - a. the Trustee or any Connected Person falling within points (1), (2) or (3) has a substantial interest; or
 - b. two or more persons falling within sub-point (a), when taken together, have a substantial interest.
 - 6. Sections 350-352 of the Charities Act 2011 apply for the purpose of interpreting the terms in this clause.
- iv) External Organisation, Major Union Office and Governing Body shall have the meanings given in section 22 of the Education Act 1994.
- v) Carfax, Term, Full Term, Michaelmas Term, Hilary Term and Trinity Term shall have the meanings given in the statutes and regulations of the University.
- vi) Charity Trustee shall have the meaning given in the Charities Act 2011.

35. Interpretation of the Constitution

- i) In interpreting this Constitution, it shall be the responsibility of the President to give the first ruling.
- ii) If any member of the MCR wishes to challenge the President's interpretation, it may be referred in the first instance to the Executive Committee to give a new ruling.
- iii) The General Meeting shall have final authority to overrule the interpretation given by the Executive Committee or the President.

36. Commencement

- i) All previous Constitutions of the MCR are hereby and forthwith expressly revoked. This Constitution shall have effect from 19 June 2023 (9th week Trinity term Governing Body meeting).
- ii) Standing Orders approved by the General Meeting in Trinity Term 2023 shall have effect immediately, and the Officers previously elected shall continue in office.

37. Emergencies

- i) In the event of unforeseen circumstances outside of the MCR's control, any obligation under this Constitution or the Standing Orders, except under this Article, may be waived with the agreement of the Executive Committee and College. The procedure for doing so shall be specified by an Agreed Standing Order.

James Hua
President of the MCR, 2022-2023 and 2023-2024

Francesca Lovell-Read
Information and Returning Officer of the MCR, 2022-2023
President of the MCR, 2021-2022

Fra' John Eidinow
Dean and Keeper of the Statutes at Merton College, Oxford

Professor Ian Maclachlan
Dean of Graduates at Merton College, Oxford

Trinity Term 2023