



# CONSTITUTION OF THE WATT CLUB

## Revision History

Date	Revision	Type	Comments
6 October 2015	1	Final	Approved by AGM (Endorsed by Court on 9 October 2015)

## 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 Establishment

- 1.1 The Charter states (Article 10) that the University shall engage with its alumni members. The means of engagement shall be prescribed in the Ordinances.
- 1.2 This Constitution is made in accordance with Ordinance E3 of Heriot-Watt University. The Ordinance states that the University shall engage with the alumni members through a Graduates Association.
- 1.3 In pursuance of Ordinance E3 and by a resolution dated 9 October 2015, the Court adopted the Watt Club as the Graduates' Association of the University.
- 1.4 Nothing in this Constitution or Bye-laws of The Watt Club shall be inconsistent with the Charter, Statues, Ordinances or Regulations of Heriot-Watt University.

## 2 Definitions

- 2.1 The following words or phrases shall have the following meaning wherever they appear:
  - a) "University" means Heriot-Watt University
  - b) "Court" means the Court of the University;
  - c) "Charter" means the Charter of the University;
  - d) "Statutes" means the Statutes of the University;
  - e) "Ordinances" means the Ordinances of the University;
  - f) "Regulations" means the Regulations of the University;
  - g) "Club" means The Watt Club and its membership as a whole;
  - h) "Council" means the Council of the Club;
  - i) "Bye-Laws" means Bye-Laws of the Club;
  - j) "Branch" means an organisation approved by the Council and affiliated to the Club;
  - k) "Council Member" means a member of the Council;
  - l) "Co-Opted Member" means a member who is invited to join the Council;
  - m) "Ordinary Member" means a member who is not an Officer or a Co-opted Member of the Council;
  - n) "Officer" means the President, Vice-President, Secretary or Treasurer of the Council;
  - o) "Special Resolution" means a resolution passed at a General Meeting of The Club, provided that notice of the meeting setting out the proposed resolution in full, is given to Members of The Club not less than fourteen clear days before the meeting and that the resolution is passed by a majority of not less than three fourths of the Members of The Club present.

## 3 Heritage

- 3.1 The Watt Club was founded on 12 May 1854 and reconstituted on 28 November 1935 and in October 1994.
- 3.2 The founding objects of the Club were "...to sup together on the anniversary of the birth of James Watt...and also to promote the

interests of the School [...of Arts, now the University], by raising a fund each year to provide prizes.”

## 4 Mission

- 4.1 Pursuant to the founding objects, the mission of the Club shall be to enthuse and engage with the University’s global community of former students (alumni), current students, friends, staff and other potential supporters to cultivate mutually beneficial, life long and relevant relationships.
- 4.2 To achieve its mission, the Club shall:
  - a) encourage and enlist support for the University;
  - b) enhance the student experience;
  - c) recognise academic and other achievements through the award of The Watt Club Medals and other prizes; and
  - d) do honour to the memory of James Watt and founders of Heriot-Watt University and its legacy institutions.

## 5 Equality and Diversity

- 5.1 Equality and Diversity is enshrined in the Charter and Statutes providing the foundations for the University’s commitment to creating and maintaining a supportive environment that promotes equality of opportunity and dignity and respect across the University Community, including the Club and its Branches. The Club will be guided by the following values adopted by the University:
  - Pursuing Excellence
  - Valuing and Respecting Everyone
  - Pride and Belonging
  - Shaping the Future
  - Outward Looking
- 5.2 As the Watt Club operates internationally, the Council, the Club, its Branches and Members shall include consideration of equality requirements of the host country and shall pay due regard to non-United Kingdom legislation that might be applicable. Where United Kingdom requirements are of a higher standard, The Watt Club will also apply these where practicable.
- 5.3 The Club and its Branches will seek at all times to ensure that the diversity of its membership is recognised and that equal access and participation is available to all Members.

## 6 Membership of The Watt Club

- 6.1 The following shall be entitled to life membership of the Club:
  - a) every graduate of the University;
  - b) every honorary graduate of the University;
  - c) every holder of a Fellowship or an Associateship of Heriot-Watt College;

- d) every holder of a diploma or a certificate awarded by the University; and
  - e) Members of staff of the University, former non-graduating students and others associated with the University who may be admitted to membership by the Council by application or invitation.
- 6.2 Membership shall not be transferable and shall cease on death.
- 6.3 A Member shall automatically cease to be a Member of the Club if he or she opts out of membership by giving written notice to the Club in accordance with the Bye-Laws.
- 6.4 Any member of the Club may be removed from membership of the Club if the Council considers a Member's conduct as judged by the Council to be such as has or will bring the Club and/or the University's name or reputation and/or the name or reputation of any member of the Heriot-Watt Group into disrepute. Provisions for the removal by the Council of a member of the Club shall be contained within the Bye-Laws.
- 6.5 The removal by the Council of any member of the Club shall require a Special Resolution presented to a General Meeting of the Club.
- 6.6 No person shall be removed by the Council in exercise of the powers conferred in paragraphs 6.4 and 6.5 of this Constitution unless given reasonable opportunity of being heard in person by the Council and of questioning the witnesses upon whose evidence the case against him or her was made.

## 7 Council

- 7.1 There shall be a Council of The Watt Club, hereinafter referred to as "the Council", which shall be vested with the government and control of the Club, subject to the provisions of the Charter, Statutes, Ordinances and Regulations of the University, this Constitution and the Bye-laws of the Club.
- 7.2 The responsibilities of the Council shall include:
- a) ensuring that the Club is run in accordance with its mission and this Constitution;
  - b) ensuring that the Club's Branches are run in accordance with its mission and this Constitution by:
    - i. defining procedures for establishing and de-establishing Branches;
    - ii. defining the roles and responsibilities of Branches;
    - iii. approving the affiliation and dis-affiliation of Branches to the Club;
    - iv. being the first point of contact for all Branch queries; and
    - v. promoting and assisting Branches in their activities.
  - c) maintaining and administering the Club and its funding in a suitable manner, accountable to members and the Court;
  - d) presenting an annual report and approved accounts to the Annual General Meeting of the Club, and subsequently to the Court;

- e) promptly escalating to the Secretary of the University any legal issue or other issue that may bring the University into disrepute;
- f) communicating and promoting the Club and its events;
- g) fostering a sense of belonging and positive opinion of graduates toward the University;
- h) maintaining and developing the Club;
- i) promoting the Club and its benefits to students;
- j) providing voluntary support to the University, acting as ambassadors of the University both internally and externally;
- k) agreeing the criteria for and presenting The Watt Club Medals and such other prizes as the Council may decide to award;
- l) representing the Club at graduation ceremonies and other University events;
- m) appointing a member of the Council, or the Club, to the Disbursements Committee of the University in accordance with Regulations; and
- n) appointing an alternate member of Court pursuant to Ordinance E3.

7.3 The Council shall comprise the following members:

- a) the President;
- b) the Vice-President;
- c) the immediate Past President for the 12 months following completion of their term of office;
- d) the Secretary;
- e) the Treasurer;
- f) Six elected ordinary members;
- g) the member(s) of the Court elected by the Graduates' Association *ex officio*;
- h) President of the Heriot-Watt University Student Union *ex officio*, or their designated alternate who shall be an elected sabbatical officer of the Student Union;
- i) one co-opted graduate who is a member of staff of the University;
- j) up to three co-opted ordinary members.

7.4 The Council shall appoint a Secretary and a Treasurer, who may be the same person, for a renewable period of three years.

7.5 Meetings of the Council, which shall be held at least once a quarter, shall be chaired by the President or the Vice-President in the absence of the President. One of the four annual meetings should be aligned with the Annual General Meeting.

7.6 The quorum for all meetings of the Council shall be five members of the Council one of whom shall be the President or the Vice-President. 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.

- 7.7 The Secretary of the University, or their designated alternate, shall have the right to attend Council meetings.
- 7.8 Any Member of the Club can propose agenda items to the Council for consideration.

## 8 Branches

- 8.1 Branches of the Club, which shall provide localised engagement with Members in pursuit of the Club's mission, shall be constituted, and their affairs shall be carried on, in accordance with this Constitution and the Bye-laws to be adopted from time to time by the Council.
- 8.2 An organisation shall be eligible for affiliation with the Club as a Branch if its membership is based predominantly on a school or institute of the University, professional, vocational, geographic or other University alumni connection. Organisations whose membership or goals breach sections 4 and/or 5 of this Constitution shall not be eligible for affiliation.
- 8.3 The conditions of affiliation shall be as prescribed in the Bye-laws.
- 8.4 The primary responsibilities of Branches shall be to:
  - a) submit to Council an annual report of all activities and an annual financial statement no later than three months after the end of the Branch's financial year;
  - b) promptly escalate any legal issues, or issues that threaten the reputation of the University or the Club to the President and/or Council;
  - c) refer to the Development & Alumni Office at the earliest opportunity any philanthropic opportunities for the University that are identified;
  - d) adhere to any legal requirement of the country in which they are situated, such as filing of accounts, registering as a club, adhering to data protection requirements etc.; and
  - e) seek written permission from the Council to use brands and names as described in section 6 of Ordinance E3.
- 8.5 Other roles and responsibilities shall be defined in the Bye-laws.
- 8.6 Branches shall not undertake any activity that could bring the name or reputation of the Club, the University or any member of the Heriot-Watt Group into disrepute.
- 8.7 Any Branch deemed to be acting contrary to paragraph 8.6 shall be suspended, pending further investigation, by the President, or Vice-President in the absence of the President, on behalf of the Council or at the request of the Secretary of the University, or his or her delegate.
- 8.8 During the period of suspension, the Branch shall undertake no activities in the name of the Club or the University other than those activities required under local legal requirements.
- 8.9 Provisions for the investigation of the activities of a Branch shall be contained within the Bye-Laws, save that:
  - a) the Branch Committee Members should be given reasonable opportunity of being heard in person by the investigating

- panel and of questioning the witnesses upon whose evidence the case against the Branch was made;
- b) the President, or Vice-President in the absence of the President, and the Secretary of the University, of his or her delegate, shall agree the scope of any investigation and the timeframe within which the investigation shall be completed;
  - c) the President, or Vice-President in the absence of the President, shall appoint a suitably qualified Member of The Watt Club, and the Secretary of the University, or his or her delegate, shall appoint a suitably qualified member of the University staff to perform any investigation; and
  - d) the results of any investigation shall be reported to the Council and the Secretary of the University within five working days of the close of the investigation together with a recommendation on whether or not the Branch's suspension should be wholly or partially lifted and also a recommendation if any further action is required.
- 8.10 The penalties, up to and including disaffiliation, which the Council can apply to a Branch after any investigation shall be described in the Bye-Laws.
- 8.11 The disaffiliation by the Council of any Branch of the Club shall require a Special Resolution presented to a General Meeting of the Club.
- 8.12 Paragraphs 8.7, 8.8 and 8.9 of this Constitution do not limit the authority of the Secretary of the University, their delegate or the Emergency Committee of the Court, to take appropriate action where it is urgently required to prevent the name or reputation of the Club, the University or any member of the Heriot-Watt Group being brought into disrepute, provided the President, or Vice-President in the absence of the President, is notified and the Council is subsequently asked to endorse the University's actions.

## 9 Bye-Laws

- 9.1 The Council shall adopt Bye-laws to give effect to this Constitution provided that such Bye-laws shall not be inconsistent with this Constitution. Adoption, amendment or repeal of Bye-laws requires majority support of Council members present and voting.
- 9.2 A copy of all Bye-laws and any amendments to them shall be sent to the Secretary of the University within two weeks of their adoption. The Secretary of the University shall advise the Council within two weeks of their receipt if the Bye-laws or amendments are determined to be repugnant to the Charter, Statutes, Ordinances and Regulations. Any Bye-laws or amendments deemed repugnant shall not take effect and existing Bye-laws shall remain in full force.

## 10 Elections to Council

- 10.1 The Secretary of the Club shall be the Returning Officer for elections and shall oversee the procedures described in the Bye-laws.

- 10.2 The Returning Officer, on advice from the Council and the University, shall appoint an external Election Administrator, to administer any election which may be called.
- 10.3 The President, Vice-President and Ordinary Members of Council shall be elected by an online poll of the members of the Club.
- 10.4 Only members of the Club who are members in terms of clauses (a), (c) and (d) of paragraph 6.1 of this Constitution and who are members on the date on which the notice inviting nominations is issued shall be eligible to stand for election and hold office as President or Vice-President.
- 10.5 Candidates for the offices of President and Vice-President shall be nominated by at least three other members of the Club.
- 10.6 The President and Vice-President shall hold office for a single, non-renewable term of three years from the first of January in the year following their election.
- 10.7 All Members of the Club who are members of the Club referred to in paragraph 6.1 of this Constitution on the date on which the notice inviting nominations is issued are eligible to stand for election as Ordinary Members of Council.
- 10.8 Candidates for the office of Ordinary Member shall be nominated by at least two other members of the Club.
- 10.9 All Ordinary Members shall hold office for three years from the first of January in the year following their election shall be eligible to stand for a maximum of two terms.
- 10.10 At the first election of Ordinary Members to Council, all six positions shall be available for election. After the first election, the six elected members shall by the drawing of lots or by agreement amongst themselves decide whether their term of office shall expire after one, two or three years so that two vacancies will be created every year.
- 10.11 Procedures for electing and filling vacancies in the offices of President and Vice-President and for Ordinary Members of Council shall be described in Bye-laws.
- 10.12 For the avoidance of doubt, no member shall serve on the Council for a period in excess of nine consecutive years in any office or role.

### **11 Members Co-Opted to the Council**

- 11.1 The Members of Council referred to in clauses (h) and (i) of paragraph 7.3 of this Constitution shall be co-opted to the Council for a period of three years from the first of January in the year following their co-option and shall be eligible for one further term of three years.
- 11.2 The persons eligible to be co-opted to the Council shall be the members of the Club referred to in paragraph 6.1 of this Constitution on the date on which Council co-opts that member.
- 11.3 Procedures for co-opting Council members shall be described in Bye-laws.



## 12 Appointment to the Court of Member(s) of The Graduates' Association (the Watt Club)

- 12.1 Appointment of a member(s) of the Graduates' Association to the Court and the filling of vacancies for the same shall be in accordance with the Statutes, Ordinances and Regulations of the University.

## 13 Financial Affairs

- 13.1 The basis for funding of the Club shall be agreed between the Council and the University in a Financial Memorandum.
- 13.2 The funding shall cover the Club's expenditures including but not limited to:
- a) purchase and production of The Watt Club Medals;
  - b) provision of other prizes as Council may decide to award;
  - c) provision of funding to Branches as Council may decide according to procedures described in Bye-laws;
  - d) costs of running General Meetings of the Club;
  - e) costs of running elections to Council, except for the election of members(s) to Court which shall be borne by the University; and
  - f) other expenditure as approved by the Council.
- 13.3 The Club will follow the same financial year as the University and the Club's annual budget shall be agreed as part of the University's normal budget cycle.
- 13.4 The annual budget and accounts shall be presented to the Annual General Meeting.
- 13.5 The University shall also assist the Club on a pro-bono basis, by:
- a) publishing information on Club membership, elections and events on its website and social media channels;
  - b) providing meeting rooms and facilities on any of its campuses, including if required teleconference and/or video conference facilities, for up to four Council meetings per year and any General Meetings of the Club, including the Annual General Meeting;
  - c) publishing an electronic magazine annually to all alumni, including information on the Club, jointly prepared by Council and the University;
  - d) maintaining a database of alumni, through which the Council can work with the University to communicate key information and events; and
  - e) providing *ad hoc* specialist advice to Council (for example legal advice) when required as determined by the University.

## 14 General Meetings

- 14.1 The Annual General Meeting shall be held no later than the thirtieth day of November each year but no earlier than eleven months or later than thirteen months following the previous Annual General Meeting.

- 14.2 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 Council;
  - c) receive the annual accounts and budget;
  - d) receive annual reports from the Branches;
  - e) receive an annual update on alumni-related affairs from the University; and
  - f) attend to other such business as may be deemed competent for the Annual General Meeting to consider.
- 14.3 An Extraordinary General Meeting may be called by the Council of its own volition and shall be called by the Council if so requested in writing by twenty-five members of the Club.
- 14.4 The quorum for General Meetings shall be twenty-five. 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.
- 14.5 The President, or in his or her absence the Vice-President, shall chair General Meetings of the Club. In the absence of the President and the Vice-President, the Members present and entitled to vote shall choose one of their number to be Chairperson for that General Meeting.
- 14.6 Procedures for the calling and administration of all General Meetings shall be described in Bye-laws.

## 15 Voting Rights

- 15.1 The persons entitled to vote in General Meetings of the Club or its Branches shall be the members of the Club referred to in paragraph 6.1 of this Constitution who are members on the date on which the notice of meeting is issued.
- 15.2 The persons entitled to vote in the elections of the Club or its Branches shall be the members of the Club referred to in paragraph 6.1 of this Constitution who are members on the date on which the notice inviting nominations is issued
- 15.3 Only Branch members shall be eligible to vote on matters solely affecting the respective Branch.
- 15.4 All members of the Club shall be eligible to vote on any matters solely affecting the Club.
- 15.5 All matters put to a vote at a General Meeting of the Club or its Branches shall be decided by a simple majority of the votes cast unless this Constitution or Bye-laws provide otherwise.

## 16 Amendment of The Constitution

- 16.1 This Constitution may be altered by means of a Motion presented by the Council and passed by two-thirds majority of those attending a General Meeting of the Club.
- 16.2 All proposed amendments to this Constitution shall not take effect until they are ratified by the Court.