

Div 1 - Preliminary	2
1 Definitions	2
2 Name	2
2 Supremacy	2
3 Amendment and Repeal	2
4 Affiliation	2
Div 2 - Membership.....	4
5 Applications for Membership	4
6 UQ Undergraduate Engineering Student Members.....	4
7 General Members	4
8 Membership Fees	4
9 Resignation of Membership.....	4
10 Termination of Membership.....	5
11 Appeal Rights.....	5
12 Register of Members	5
Div 3 – Management Committee	6
13 Membership	6
14 Function	6
15 Duties.....	6
16 Removal from Office.....	6
17 Removal from Office by Management Committee.....	6
18 Removal from Office by General Meeting.....	7
19 Resignation.....	7
20 Vacancies.....	7
21 Indemnity.....	7
22 Decisions of the Management Committee	7
Div 4 – Elections	8
23 Terms.....	8
24 Appointed Positions	8
25 Voting.....	8
26 Eligibility	8
27 Timing.....	8
Div 5 – Meetings	10
28 Management Committee Meetings	10
29 Annual General Meetings	10
30 General Meetings	10
31 Quorum at a General Meeting	11
32 Procedure at a General Meeting.....	11
Div 6 – Financial	12
33 Accounts	12
34 Payments.....	12
35 Petty Cash.....	12
36 Expenditure.....	12
37 Financial Year.....	12
38 Purpose of Outlays	12
39 Auditor	12
Div 7 – Errata.....	13
40 Minutes.....	13
41 Documents.....	13
42 Distribution of Surplus Assets to Another Entity	13

DIV 1 - PRELIMINARY

1 Definitions

Act means the *Associations Incorporation Act 1981* (Qld).

Financial Year has the meaning given in Div 6.

General Meeting has the meaning given in Div 5, and includes **Annual General Meeting**.

Management Committee has the meaning given in Div 3.

Surplus Assets has the meaning given by the **Act**.

2 Name

- (1) The name of the Association is the University of Queensland Electrically-Based Engineering Student Society.
- (2) The name of the Association may be abbreviated to EBESS.

2 Supremacy

- (1) This document ('the Constitution') contains the rules of the Association.
- (2) The rules in the Constitution shall have absolute priority over any other rule made by or purported to apply to the Association.
- (3) Without limiting s 2(2), the rules in the Constitution shall have priority over:
 - (i) any other rule of the Association, howsoever created;
 - (ii) any agreement entered into by the Association; and
 - (iii) any other representation made by the Association.

3 Amendment and Repeal

- (1) The constitution may only be amended or repealed by a resolution supported by a two-thirds majority of eligible voting members present at an Annual General Meeting of the Association.

4 Affiliation

- (1) From time to time, the Association may be an associated body of the University of Queensland Union, under the category of Faculty Based Club/Society.
- (2) From time to time, the Association may be formally affiliated with the UQ Engineering Undergraduate Society (EUS).
- (3) Affiliation with the UQ Engineering Undergraduate Society will be governed by an Affiliation Agreement, which must address, inter alia:
 - (i) the delegation of responsibility from the Management Committee to an EUS sub-committee; and
 - (ii) any other rulings from the EUS Governing Sub-Committee which may relate to the governance of the Association.
- (4) Affiliation with EUS entitles the President of the Association to ex-officio membership of the EUS Management Committee.
- (5) The Affiliation Agreement must be ratified by a General Meeting in order to be binding on the Association.
- (6) Amendments to the Affiliation Agreement, once ratified, must be approved by the Management Committee in order to be binding on the Association.
- (7) Affiliation may be terminated by the Association by a simple majority decision of a General Meeting.

(8) Affiliation may only be terminated by EUS:

(a) by a simple majority decision of an Annual General Meeting of EUS; or

(b) by the EUS Governing Sub-Committee in the event that the Association is wound up under Part 10 of the Act.

(9) Termination of affiliation may not be appealed.

DIV 2 - MEMBERSHIP

5 Applications for Membership

- (1) A person who has:
 - (i) applied in writing; and
 - (ii) paid the relevant membership feemay be admitted as a member of the Association.
- (2) The Management Committee may refuse an application for membership for any reason.
- (3) If the Management Committee refuses an application under s 5(2), the Secretary must inform the applicant in writing of the reasons for the decision within 7 days.
- (4) If the Management Committee refuses an application under s 5(2), and the applicant successfully appeals under s 11, the Management Committee must accept the application.

6 UQ Undergraduate Engineering Student Members

- (1) A member of the Association who is
 - (i) currently enrolled at the University of Queensland; and
 - (ii) is studying towards the completion of an Undergraduate-level Engineering programis considered a UQ Undergraduate Engineering Student Member.
- (2) A UQ Undergraduate Engineering Student Member is entitled to receive notice of, attend, speak on any motion, and vote at General Meetings of the Association.
- (3) For the purposes of s 6(2), each UQ Undergraduate Engineering Student Member shall have one vote.
- (4) The number of UQ Undergraduate Engineering Student Members is unlimited.

7 General Members

- (1) A member of the Association who is not a UQ Undergraduate Engineering Student member is considered a General Member.
- (2) A General Member is entitled to receive notice of and attend General Meetings of the Association.
- (3) The number of General Members is unlimited.

8 Membership Fees

- (1) The Management Committee may set the annual membership fee at its discretion.
- (2) The Management Committee is entitled to delegate this responsibility to the EUS Finance Sub-Committee.
- (3) In the event of a dispute between the Management Committee and the EUS Finance Sub-Committee as to the membership fee of the Association, the Management Committee shall prevail.
- (4) Different fees may be set for different classes of members.
- (5) The annual membership period is January 1st to December 31st inclusive.

9 Resignation of Membership

- (1) A member may resign from the Association by giving written notice to the Secretary.
- (2) A resignation takes effect on the later of:
 - (a) the time the notice is received by the Secretary; or

(b) if a later date is stated in the notice, the later date.

10 Termination of Membership

- (1) The Management Committee may terminate the membership of any member for any reason.
- (2) The Management Committee must not terminate the membership of a member under s 10(1) without giving that member a full and fair opportunity to show why their membership should not be terminated.
- (3) The Secretary must inform a person whose membership has been terminated under this section of the reasons for their termination in writing.
- (4) The membership of a member of the Management Committee may not be terminated under this section.
- (5) If the Management Committee terminates a person's membership under s 10(1), and that person successfully appeals under s 11, the Management Committee must reinstate that member for so long as they meet the requirements of membership.

11 Appeal Rights

- (1) A person who was refused membership under s 5(2), or whose membership was terminated under s 10(1), may appeal under this section.
- (2) A notice of intention to appeal must be delivered to the Secretary within one calendar month of the decision in question in order for an appeal to be valid.
- (3) The notice of intention to appeal must be signed by the lower of
 - (a) ten members; or
 - (b) ten percentof the Association who support the appeal.
- (4) A General Meeting must be called by the Secretary within three months of the receipt of a valid notice of intention to appeal in order to hear the appeal.
- (5) The appeal will be decided by a majority vote at this General Meeting.

12 Register of Members

- (1) The Management Committee must keep a register of members.
- (2) The register of members must include, for each member:
 - (i) the member's full name;
 - (ii) the member's email address; and
 - (iii) whether the member is a UQ Undergraduate Engineering Student Member or a General Member.
- (3) The register of members must not be made available to any person who is not a current elected member of the Management Committee or the EUS Management Committee.

DIV 3 – MANAGEMENT COMMITTEE

13 Membership

- (1) The Management Committee of the Association is made up of the following officers:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Secretary;
 - (d) the Treasurer;
 - (e) the Social Officer;
 - (f) the Careers Officer;
 - (g) the Media Officer;
 - (h) the Sponsorship Officer and;
 - (i) the IT Officer.
- (2) The immediate past President of the Association may be included as a member of the Management Committee:
 - (a) at the discretion of the Management Committee; or
 - (b) by unanimous vote of the previous Management Committee.

14 Function

- (1) Subject to this constitution, the Management Committee has the general control and management of the administration of the affairs, property, and funds of the Association.
- (2) To remove any doubt, the Management Committee has full discretion on all matters not covered by this constitution.

15 Duties

- (1) The Management Committee must maintain a set of Position Descriptions, which describe, for each Office Bearer:
 - (i) general duties of the Office Bearer;
 - (ii) position-specific duties of the Office Bearer;
 - (iii) which committees and sub-committees the Office Bearer is required to participate in; and
 - (iv) which committees, sub-committees, or individuals the Office Bearer is required to report to.
- (2) Any change to the Position Description must be made known to the affected office bearer, and shall not take effect until the Office Bearer has agreed to the change in writing.

16 Removal from Office

- (1) No Officer Bearer may be removed from office other than under s 17 or s 18.
- (2) An Office Bearer has no right of appeal to their removal from office.

17 Removal from Office by Management Committee

- (1) If, in the opinion of:
 - (a) the Management Committee; or

(b) the EUS Governing Sub-Committee

an Office Bearer has:

- (a) failed to meet the requirements of their position, as set out in the relevant Position Description;
- (b) become of unsound mind; or
- (c) been absent, without being granted a leave of absence, from:
 - (i) three consecutive meetings of the Management Committee; or
 - (ii) six meetings of the Management Committee held during a continuous period of twelve months

then a vote may be held to remove that person from office.

- (2) This vote shall be decided by a simple majority of the Management Committee + the EUS Governing Sub-Committee, in which the EUS Governing Sub-Committee has a total voting power of one.
- (3) The provision for the EUS Governing Sub-Committee to call for or participate in a vote only applies if, at the relevant time, the Association is affiliated with EUS.
- (4) The Office Bearer in question may vote.

18 Removal from Office by General Meeting

- (1) An Office Bearer may be removed from office by a majority vote of a General Meeting.
- (2) An Office Bearer may not be removed under this section unless they have been given a full and fair opportunity to make representations to the meeting, and to respond to any accusation or claim made against them.

19 Resignation

- (1) An Office Bearer may resign their position by giving written notice to the Secretary.

20 Vacancies

- (1) The Management Committee may appoint a person to fill any casual vacancy on the Committee.
- (2) A person appointed under this section must meet the requirements for election to the Management Committee.
- (3) In filling a casual vacancy, the Management Committee must give preference to the person who came second in the last election for the relevant Office Bearer position, or if the person who came second is not available or declines, to the person who came third.

21 Indemnity

- (1) The Association shall fully indemnify Office Bearers for any action taken in good faith pursuant of their obligations under this Constitution or the interests of the Association.

22 Decisions of the Management Committee

- (1) A reference in this Constitution to a decision of the Management Committee, or to an act of the Management Committee, shall be interpreted as a decision by simple majority vote of the Management Committee.

Div 4 – ELECTIONS

23 Terms

- (1) Election to the Management Committee is for a renewable one-year term.
- (2) At the close of each Annual General Meeting, the Management Committee for a year must retire and be replaced by the Management Committee for the coming year.

24 Appointed Positions

- (1) All positions on the Management Committee which are not mentioned in this section are elected.
- (2) The following positions are not elected:
 - (i) the IT Officer.
- (3) The Management Committee may appoint a person to one of the positions listed in s 24(2).
- (4) A person appointed under this section need not meet the requirements for election to the Management Committee.
- (5) If a person appointed under this section meets the requirements for election to the Management Committee, then that person may vote on decisions as required from time to time.

25 Voting

- (1) Elections for membership of the Management Committee must be held on an annual basis, between the months of July and September inclusive.
- (2) Only UQ Undergraduate Engineering Student Members are eligible to vote in elections.
- (3) The method of voting in elections shall follow the Optional Preferential system, as described by the Australian Electoral Commission.
- (4) If elections are not held by a method which allows constant voting throughout the entire voting period, then:
 - (i) voting must be held for at least four hours on each week day during the voting period; and
 - (ii) voting must be held at a central location, accessible to all eligible voting members.
- (5) The Management Committee may delegate responsibility for running the election (in a way not inconsistent with the rules in this Constitution) to the EUS Governing Sub-Committee.

26 Eligibility

- (1) In order to be eligible for election to the Management Committee, a person:
 - (i) must be a UQ Undergraduate Engineering Student Member of the Association;
 - (ii) must be at least 18 years of age; and
 - (iii) must sign a declaration in the form prescribed by the Management Committee, which states, inter alia, that the person will meet all responsibilities applicable to their position, inter alia those outlined in s 15(1).

27 Timing

- (1) Notice of elections must be distributed to all eligible voting members no later than 9.00 am on the first Monday of August.
- (2) Nominations for candidacy in elections must open fourteen days after notice of elections is distributed according to s 27(1).

- (3) Nominations for candidacy in elections must remain open for fourteen days.
- (4) Voting must remain open for ten working days.
- (5) The Declaration of Poll must be distributed to all eligible voting members within seven days of the close of polling.

DIV 5 – MEETINGS

28 Management Committee Meetings

- (1) Subject to these rules, the Management Committee may regulate its proceeding as it sees fit.
- (2) A member of the Management Committee may participate in meetings using any technology which reasonably allows the member to hear and take part in discussions as they happen.
- (3) Meetings of the Management Committee must be held at least once every three calendar months.
- (4) Quorum for a meeting of the Management Committee is half of the number of officers, plus one.

29 Annual General Meetings

- (1) An Annual General Meeting must be held:
 - (a) once per year;
 - (b) in the months of October or November.
- (2) The following business must be conducted at every Annual General Meeting:
 - (i) acceptance of the minutes from the previous Annual General Meeting;
 - (ii) presentation of:
 - (a) the President's Report;
 - (b) the Secretary's Report;
 - (c) the Treasurer's Report;
 - (d) the Membership Fee Schedule for the following year; and
 - (e) the results of the last Management Committee Elections.
 - (iii) introduction of the Incoming Office Bearers for the following year.
- (3) The Treasurer's Report must include:
 - (i) a statement of income and expenditure for the last financial year;
 - (ii) a statement of assets and liabilities of the Association for the last financial year; and
 - (iii) a statement of mortgages, charges, and securities affecting the property of the Association for the last financial year.
- (4) If required by the Act:
 - (i) the auditor's report on the financial affairs of the Association for the last financial year must be received; and
 - (ii) an auditor, accountant, or approved person must be appointed as auditor for the present financial year.
- (5) References to 'General Meeting' within this division should be read to include 'Annual General Meeting'.

30 General Meetings

- (1) The Secretary must call a General Meeting within 14 days after:
 - (a) being directed to call the meeting by the Management Committee;
 - (b) receiving a written request signed by at least 15% of the members of the Association; or
 - (c) where required to hear an appeal under the appropriate sections of this Constitution.
- (2) Written notice must be given to each voting member of the Association stating:

- (i) the date and time of the meeting;
- (ii) the location of the meeting; and
- (iii) the purpose of the meeting.

31 Quorum at a General Meeting

- (1) The quorum for a General Meeting is constituted by:
 - (a) 75% of the members of the Management Committee, plus ten voting members of the Association;
or
 - (b) 15% of the voting members of the Associationwhere a reference to a percentage is to be rounded up to the next integer.
- (2) No business may be conducted at a General Meeting unless a quorum is present.
- (3) If a quorum is not present within thirty minutes of the start of a General Meeting, then the meeting may be adjourned to a day, time, and place decided by the Management Committee.
- (4) Written notice of the adjourned meeting must be given in the same manner as for a General Meeting.
- (5) No quorum is required at an adjourned General Meeting.

32 Procedure at a General Meeting

- (1) The Chairperson of the Meeting will be the first present of:
 - (a) the President;
 - (b) the Secretary; or
 - (c) an eligible voting member, elected by those present.
- (2) Unless otherwise noted, motions at a General Meeting may be passed by a simple majority of votes by voting members present at the meeting.
- (3) Voting may be by show of hands.
- (4) If a secret ballot is requested by two-fifths of eligible voting members present at the General Meeting, then voting shall be by secret ballot.
- (5) Proxy votes are not permitted.

Div 6 – FINANCIAL

33 Accounts

- (1) The funds of the Association must be kept in the name of the Association in a financial institution in Queensland decided by the Management Committee.
- (2) Records and accounts must:
 - (i) be kept in English; and
 - (ii) show the full and accurate particulars of the financial affairs of the association.

34 Payments

- (1) Payments of \$100 or more must be made by way of cheque or electronic funds transfer.
- (2) All cheques must be signed by two of:
 - (a) the President;
 - (b) the Secretary; or
 - (c) the Treasurer.
- (3) Cheques, other than cheques for wages, allowances, or petty cash recoupment, must be crossed 'not negotiable'.

35 Petty Cash

- (1) The Management Committee may decide the amount of petty cash to be issued as required.
- (2) Petty cash amounts must only be used for:
 - (a) BBQs;
 - (b) ticket selling; or
 - (c) merchandise selling.
- (3) Petty cash must be deposited in the Association's bank account at the end of the day.

36 Expenditure

- (1) All expenditure over \$100 must be approved by the Management Committee at a Management Committee Meeting.
- (2) Any other expenditure must be approved by the Management Committee.

37 Financial Year

- (1) The financial year of the Association is from the 1st of September to the 31st of August.

38 Purpose of Outlays

- (1) The income and assets of the Association must be used solely for the purpose of promoting the Association's objects and exercising the Association's powers.

39 Auditor

- (1) The auditor must be appointed by a General Meeting and may be removed by a General Meeting.
- (2) A General Meeting must not appoint an auditor unless the auditor has given prior written consent to act as auditor of the Association.
- (3) This section only applies if required by the Act.

DIV 7 – ERRATA

40 Minutes

- (1) The Secretary must ensure that full and accurate minutes of the proceedings of every Management Committee meeting and General Meeting are kept on file.
- (2) The Secretary must compile and table minutes for each meeting which has occurred since the previous Annual General Meeting at the following Annual General Meeting.
- (3) The minutes of each meeting of the Management Committee must be provided to those present within twenty-four hours of the close of that meeting.
- (4) The minutes of each General Meeting must be signed by the Chairperson of that meeting at the next General Meeting to verify their accuracy.
- (5) The Secretary must:
 - (i) make the minutes from a particular General Meeting available for inspection at a mutually agreed time and place; and
 - (ii) provide copies of the aforementioned minutes within 28 days of receiving a written request to that effect from a member of the Association.
- (6) The Association may require the member to pay all reasonable costs of providing the aforementioned minutes.

41 Documents

- (1) The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

42 Distribution of Surplus Assets to Another Entity

- (1) This rule applies if the Association:
 - (i) is wound up under Part 10 of the Act; and
 - (ii) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the Association.
- (3) The surplus assets must be given to another entity:
 - (i) which has objects similar to the objects of the Association; and
 - (ii) whose rules prohibit the distribution of the entity's income and assets to its members.
- (4) When the Association is wound up, the General Meeting called for that purpose may decide the other entity to which the surplus assets are to be given.