

The Constitution

University of Queensland Computing Society

8th of October 2018

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1 Preliminaries

- 1.1. The Society shall be called “University of Queensland Computing Society”, hereafter referred to as “the Society”.
- 1.2. The Society shall be an associated body of the University of Queensland Union in the category of General Society.

2 Aim and Objectives

- 2.1. The aims of the Society are:
 - (a) to provide a fun, social and challenging environment for students interested in coding and technology;
 - (b) educate our members through programming competitions, peer-workshops, group projects and other methods; and
 - (c) provide and facilitate educational, industry, corporate networking through various events, mixers, and connections.
- 2.2. The assets and income of the Society shall be applied solely in furtherance of its above-mentioned objectives and no portion shall be distributed directly or indirectly to the members of the Society except in bona fide compensation for services rendered or expenses incurred on behalf of the Society.
- 2.3. The Society shall not adopt aims or objectives that would bring it under the jurisdiction of the University of Queensland Sports Association (UQ Sport).

3 Membership

- 3.1. Membership is open to:
 - (a) any members of the University of Queensland Union;
 - (b) any University of Queensland staff members; and
 - (c) any other members of the University or wider community interested in the Society’s activities.
- 3.2. The Society shall have no less than thirty (30) members.
- 3.3. Seventy percent (70%) of the Society’s financial members must be University of Queensland Union members.
- 3.4. Honorary life membership may be granted to any individual as determined by special resolution at a General Meeting.

4 Membership Fees

- 4.1. The membership fees shall be such sum as the members shall from time to time at any General Meeting so determine, but shall not be less than two dollars (\$2) per member per year. Any change in the membership fee shall take effect in the following year of subscription.
- 4.2. The membership fees shall be payable upon joining the Society. The payment of the membership subscription means that the member is considered a financial member of the club for the period of one (1) year, from the first day of March of the year of subscription.
- 4.3. The management committee may reduce the membership fee from fourteen (14) days before the Annual General Meeting until the end of the year, to no less than two dollars (\$2) per member, and no less than such sum as the members shall from time to time at any General Meeting so determine.

- 4.4. The management committee may increase the membership fee for certain payment methods to cover costs associated with that payment method, given:
- (a) the payment method is not cash; and
 - (b) the increase is not more than required to ensure the Society receives the full membership fee, plus a rounding increase of not more than twenty percent (20%) of this cost.

5 Termination of Membership

- 5.1. A member may resign from the Society at any time by giving notice in writing to the Secretary.
- 5.2. Such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice, when it shall take effect on the later date.
- 5.3. If a member or applicant for membership:
- (a) fails to comply with any of the provisions of the Constitution;
 - (b) has membership fees in arrears;
 - (c) violates the Society's Code of Conduct; or
 - (d) acts in a manner considered to be injurious or prejudicial to the character or interests of the Society
- the Management Committee shall consider whether that person's membership shall be terminated or rejected.
- 5.4. That person concerned shall be given a full and fair opportunity to explain matters and if the Management Committee resolves to terminate or reject that person's membership the Secretary shall advise that person in writing accordingly.

6 Register of Members

- 6.1. The Secretary shall keep a register in which shall be entered the names, student numbers (if applicable) and contact details of all persons admitted to membership of the Society.
- 6.2. Particulars shall also be entered into the register of resignations, terminations and reinstatements of membership and any further particulars the Management Committee or the members at any general meeting may require from time to time.
- 6.3. The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection and a copy provided for the Clubs and Societies Administration Officer each semester.

7 Membership of Management Committee

- 7.1. The Management Committee of the Society shall consist of:
- (a) a President, Secretary, and Treasurer, all of whom shall be students of the University of Queensland, and all of whom shall be Officers of the Management Committee;
 - (b) zero or more other Officers of the Management Committee; and
 - (c) zero or more Delegates.
- 7.2. All the aforesaid members of the Management Committee must be members of the Society. Membership of the Management Committee shall not be otherwise restricted.
- 7.3. Each Officer of the Management Committee shall be one member of the society.

- 7.4. The Delegates of the Management Committee shall be shared among several members of the Society.
- 7.5. No member may hold more than a single position on the Management Committee.
- 7.6. The number of members of the Management Committee must be less than half the number of members that were necessary to constitute quorum at the most recent opening of an annual general meeting.

8 Election of Members to the Management Committee

- 8.1. At the Annual General Meeting of the Society, all members of the Management Committee shall retire from office, but shall be eligible upon nomination for re-election.
- 8.2. The Society must elect a President, Secretary, and Treasurer at the Annual General Meeting.
- 8.3. At the Annual General Meeting of the Society, all Officer positions other than President, Secretary, and Treasurer are dissolved, but may be re-created.
- 8.4. At any General Meeting of the Society, the Members of the Society may resolve to create any number of Officers of the Management Committee.
- 8.5. At any General Meeting of the Society, the Members of the Society may resolve to create any number of Delegates of the Management Committee. All existing Delegates shall continue to be members of the Management Committee.
- 8.6. Voting for each position on the Management Committee will take place in series, with the results for each position announced before voting for the next position. The order of voting for positions on the Management Committee shall be:
 - (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer;
 - (d) any other Officers of the Management Committee, in the order of creation or re-creation;
 - (e) the Delegates.
- 8.7. The election of Officers and Delegates of the Management Committee at a General Meeting shall take place in the following manner:
 - (a) any two (2) members of the Society shall be at liberty to nominate any member of the Society to serve as an Officer or Delegate of the Management Committee;
 - (b) the nomination, which shall be in writing, shall be lodged with the Secretary before or at the General Meeting at which the election is to take place;
 - (c) at the commencement of the General Meeting, any nominations from the floor will be accepted;
 - (d) if in any election the number of candidates nominated for a position is fewer than the number of vacancies for that position, those candidates shall be elected unopposed without putting the matter to a vote;
 - (e) all Officers must be elected before the Delegates are elected;
 - (f) balloting lists shall be prepared (if necessary) containing the names of candidates in the order their nomination was received;
 - (g) all Officers shall be determined by optional preferential voting and all Delegates shall be determined by optional preferential proportional representation voting;
 - (h) the vote of every member of the Society shall be of equal weight;
 - (i) all elections must be by secret ballot;
 - (j) the assembly will select an impartial Returning Officer, who shall be responsible for ensuring the orderly running of the election;

- (k) the Returning Officer may, with the consensus of the assembly, for each position to be elected, appoint Assistant Returning Officers to assist with the orderly running of the election;
 - (l) in the case of a tie, another round voting will immediately occur, with only the tied candidates appearing on the ballot;
 - (m) in the case of a second tie between the same candidates, another round of voting must occur before the close of the General Meeting, with only the tied candidates appearing on the ballot;
 - (n) in the case of a third tie between the same candidates, the winner shall be determined by sortition; and
 - (o) any informality or irregularity with the elections must be brought to the attention of the Clubs and Societies Administration Officer within fourteen (14) days of the election.
- 8.8. The election of Delegates of the Management Committee without a General Meeting shall take place in the following manner:
- (a) the Management Committee shall be at liberty to nominate any member of the Society to serve as a Delegate of the Management Committee;
 - (b) the Management Committee must give every member of the Society an opportunity to vote secretly and securely;
 - (c) the members of the Society shall have no less than one week to cast their vote;
 - (d) the vote of every member of the Society shall be of equal weight;
 - (e) the nominee will be elected as a Delegate of the Management Committee if and only if the number of votes of the members of the Society in favour equals or exceeds the number of members of the Society needed to constitute quorum of a General Meeting of the Society and the number of votes of the members of the Society in favour equals or exceeds twice the number of votes of the members of the Society against.
 - (f) any informality or irregularity with the elections must be brought to the attention of the Clubs and Societies Administration Officer within fourteen (14) days of the election.

9 Resignation or Removal from Office of Membership of Management Committee

- 9.1. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice, where it shall take effect on that later date.
- 9.2. The Secretary may resign in the same manner as any other member of the Management Committee, with the exception of written notice shall instead be given to the President.
- 9.3. If a member of the Management Committee:
- (a) fails to comply with any of the provisions of the Constitution;
 - (b) has membership fees in arrears;
 - (c) violates the Society's Code of Conduct;
 - (d) acts in a manner considered to be injurious or prejudicial to the character or interests of the Society
- the membership shall consider at a General Meeting whether that person's membership of the Management Committee shall be terminated.
- 9.4. That person concerned shall be given a full and fair opportunity to explain matters at the General Meeting. The question of removal shall be determined by a vote of sixty percent (60%) majority of the members present at the General Meeting and must be endorsed by the Clubs and Societies committee.
- 9.5. There is no right of appeal against a member's removal from the Management Committee under this section.

10 Vacancies on Management Committee

- 10.1. The Management Committee shall have the power at any time to appoint any member of the Society to fill the casual vacancy of any Officer on the Management Committee until the next Annual General Meeting.
- 10.2. The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if their number is reduced below the number fixed as necessary for quorum of the Management Committee, the continuing members may act for the purpose of increasing the number of members of the Management Committee to that number required to achieve quorum or by summoning a General Meeting of the Society, but for no other purpose.
- 10.3. The resignation or removal of a Delegate does not create a casual vacancy on the Management Committee.

11 Functions of Management Committee

- 11.1. Except as otherwise provided by the Constitution and subject to resolutions of the members of the Society carried at any General Meeting, the Management Committee:
 - (a) shall have the general control and management of the administration of the affairs and funds of the Society; and
 - (b) shall have the authority to interpret the intention and meaning of the Constitution and resolutions on any matter relating to the Society on which the Constitution and resolutions are silent.
- 11.2. The Management Committee may exercise all the power of the Society to raise or secure the payment of money in such manner as the members of the Society may think fit and secure the payment of performance of any debt, liability, or other engagement incurred or to be entered into by the Society in any way.
- 11.3. The Management Committee will take full responsibility for all publications produced by the Society.

12 Meeting of Management Committee

- 12.1. The Management Committee shall meet together and regulate its proceedings as required to exercise its functions.
- 12.2. Meetings of the Management Committee shall be called by any member of the Management Committee with seven (7) days notice. Such notice shall clearly state the reasons why said meeting is being convened, the nature of the business to be discussed thereat, and the date, time and place of the meeting.
- 12.3. The Secretary (or nominee for the meeting) must keep an accurate record of resolutions passed at all Management Committee meetings.
- 12.4. A meeting of the Management Committee shall be quorate if both more than half of the Officers of Management Committee as at the close of the last General Meeting are present and more than half of the Officers of Management Committee as at the close of the last General Meeting and the Delegates currently on the Management Committee combined are present.
- 12.5. Questions, matters or resolutions arising at any meeting of the Management Committee shall be decided by a vote, and shall pass with a simple majority.
- 12.6. A member of the Management Committee shall not vote in respect of any matter in which the member is financially interested, or any matter arising thereout, and if the member does so vote that member's vote shall not be counted.

- 12.7. The President (or nominee for the meeting) shall preside as chair at every meeting of the Management Committee. If there is no President, or if at any meeting the President is not present within ten (10) minutes after the time appointed for holding the meeting, or if the President has advised the Secretary or other members of the Management Committee of an inability to attend the meeting, or if the President is unwilling to act, then the members of the Management Committee may choose any member of the Management Committee to be chair of the meeting.
- 12.8. If within thirty (30) minutes from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting shall lapse.

13 Delegation of Powers of Management Committee

- 13.1. The Management Committee may delegate any of its powers to a subcommittee consisting of such members of the Society as the Management Committee sees fit.
- 13.2. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 13.3. A subcommittee may elect a chair of its meetings.
- 13.4. If no such chair is elected, or if at any meeting the chair is not present within ten (10) minutes after the time appointed for holding the meeting, or if the chair has advised the subcommittee of an inability to attend the meeting, or if the chair is unwilling to act, the members of the subcommittee may choose any member of the subcommittee to be chair of the meeting.
- 13.5. A subcommittee may meet and adjourn, as it thinks proper.
- 13.6. Questions, matters or resolutions arising at any meeting of the Management Committee shall be decided by a vote, and shall pass with a simple majority.
- 13.7. A subcommittee may resolve to refer a matter to the Management Committee.

14 Resolutions of Management Committee Without Meeting

- 14.1. A flying minute signed by members of the Management Committee shall be as valid as effectual as if it had been voted in favour of by those members at a meeting of the Management Committee duly convened and held and attended by all members of the Management Committee.
- 14.2. Any such resolution may consist of several documents in like form, each signed by the relevant members of the Management Committee.
- 14.3. A flying minute may be digitally signed by any method the Management Committee deems appropriate.

15 Timing of Annual General Meetings

- 15.1. Each Annual General Meeting of the Society must be held:
- (a) at least once each year; and
 - (b) within four (4) months after the end of the Society's previous financial year.

16 Business to be Transacted at Annual General Meetings

- 16.1. The following business must be transacted at every Annual General Meeting:
- (a) the confirmation of the Minutes of the previous Annual General Meeting, and of the Minutes of any Special General Meetings that occurred since the previous Annual General Meeting;

- (b) the receiving of the statement of income and expenditure, assets and liabilities for the last financial year prepared by the Treasurer;
- (c) the receiving of reports from the President and Secretary;
- (d) the receiving of the auditor's report on the financial affairs of the Society for the last financial year;
- (e) the presenting of the audited statement to the meeting for adoption;
- (f) the election of members of the Management Committee.

17 Special General Meeting

17.1. The Secretary shall convene a Special General Meeting by sending out notice of the meeting within fourteen (14) days of:

- (a) being directed to do so by the Management Committee;
- (b) being given a requisition in writing signed by no less than one-third ($1/3$) of the members presently on the Management Committee, and no less than two (2) members of the Management Committee, clearly stating the reasons why said Special General Meeting is being convened and the nature of the business to be transacted thereat;
- (c) being given a requisition in writing signed by members of the Society numbering not less than the number of members required to constitute quorum at a general meeting, clearly stating the reasons why said Special General Meeting is being convened and the nature of the business to be transacted thereat; or
- (d) being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any member.

18 Quorum at General Meeting

18.1. At any General Meeting, the number of members required to constitute a quorum shall be a number of members equal to the smallest integer greater than or equal to the square root of one hundred and twenty-five plus the number of financial members of the Society ($\lceil \sqrt{125 + n} \rceil$).

18.2. A General Meeting will be adjourned if the meeting has not become quorate for sixty (60) minutes after the time given in the notice of the General Meeting, or become inquorate before the General Meeting is closed by the chair and remains inquorate for fifteen (15) minutes. The General Meeting must be adjourned to seven (7) days later, at the same time and place, or as near as practical, as determined by the Management Committee.

19 Notice of General Meeting

19.1. The Secretary shall convene General Meeting of the Society by giving no less than fourteen (14) days notice of any such meetings to the members of the Society.

19.2. Such notice shall be given shall be by e-mail, and any other manner determined by the Management Committee.

19.3. Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat, and the date, time and place of the general meeting.

19.4. The Secretary shall give notice of an adjourned General Meeting within twenty-four (24) hours to the members of the Society.

20 Procedure at General Meeting

20.1. Unless otherwise provided by these rules, at every General Meeting:

- (a) the President (or nominee for the meeting) shall preside as chair;
- (b) if there is no President, or if the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or if the President has given notice of an inability to attend the meeting, or if the President is unwilling to act, or if there shall be an election for the position of President at the General Meeting, then the members present shall elect a member of the Society to be chair of the meeting;
- (c) every question, matter or resolution arising at the General Meeting shall be decided by a vote, and shall pass with a simple majority;
- (d) every resolution must be minuted;
- (e) the minutes of the General Meeting shall be submitted to the Clubs and Societies Administration Officer within seven (7) days of the General Meeting;
- (f) proxies that follow the University of Queensland Union regulations will be allowed; and
- (g) proxies that follow a method authorised by the Management Committee, specified in the notice of the General Meeting, and ratified by the members of the Society at the General Meeting will be allowed.

21 Alteration of Rules

21.1. These rules may be amended or added to from time to time by a special resolution carried at any General Meeting.

21.2. However, any amendment or addition is valid only if it is registered by and approved by the Clubs and Societies Administration Officer.

21.3. A special resolution to amend or add to these rules is passed at a meeting if:

- (a) at least two-thirds (2/3) of the members of the Society who vote in person or by proxy at the meeting vote in favour of the resolution; and
- (b) any additional requirement of the Constitution relating to the passage of a special resolution have been met.

21.4. A resolution is not considered a special resolution unless at least fourteen (14) days notice has been given to all members of the Society specifying that the resolution is to be considered a special resolution.

21.5. A declaration by the chair of the meeting that the special resolution has been carried is conclusive proof of that fact unless a poll is demanded by three (3) or more members present at the General meeting.

21.6. Only those members entitled by the Constitution to vote may vote on a special resolution.

22 Funds and Accounts

22.1. The funds of the Society must be kept in the name of the Society in the University branch of the Commonwealth Bank. The Society shall operate a single account only. Exceptions to this can only occur with the specific approval of the Clubs and Societies Administration Officer.

22.2. Proper books and accounts shall be kept and maintained either in written, printed or digital form in the English language showing correctly the financial affairs of the Society and the particulars usually shown in books of a like nature.

22.3. All monies shall be deposited in total as soon as practicable after receipt thereof.

- 22.4. All amounts shall be paid by cheque or bank transfer authorised by any two (2) of the President, Secretary, Treasurer, or other member of the Society authorised from time to time by the members of the Society at any General Meeting or the Clubs and Societies Administration Committee.
- 22.5. Cheques shall be crossed "not negotiable".
- 22.6. The Management Committee shall determine the amount of petty cash that shall be kept.
- 22.7. All expenditure shall be approved or ratified by the Management Committee.
- 22.8. As soon as practicable after the end of the financial year the Treasurer shall cause to be prepared a statement containing the particular of:
- (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities at the close of that year.
- 22.9. The accounts of the Society must be audited prior to, and the results presented at, the Annual General Meeting of the Society.
- 22.10. When the annual income during the financial year of the Society totals less than or exactly twenty thousand dollars (\$20 000.00), the accounts of the Society shall be audited by the auditor nominated by the Union.
- 22.11. When the annual incoming during the financial year of the Society total strictly greater than twenty thousand dollars (\$20 000.00), the accounts of the Society shall be audited by an independent auditor appointed by the Management Committee.
- 22.12. The auditor must examine the statement prepared by the Treasurer and report on it to the Secretary before the next Annual General Meeting.
- 22.13. The income and property of the Society must be used solely in promoting the objectives of the Society and exercising the powers of the Society.
- 22.14. The financial year of the Society shall be determined by the Clubs and Societies Administration Officer.

23 Dissolution Clause

- 23.1. In the event of the Society being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any association with similar purposes which is not carried on for the profit or gain of its individual members.

24 Documents

- 24.1. The Management Committee shall provide for the safe custody of books, documents, property, instruments of titles, securities and digital assets of the Society.

This constitution is enacted on this 8th day of October, 2018.