

University of Calgary

**Electrical and Software Engineering Students'
Society Constitution**

Article 1: Name

The name of the organization shall be The Electrical and Software Engineering Students' Society, hereinafter referred to as the Society.

Article 2: Objectives of the Society

The objectives of the Society are:

1. To act in any manner deemed to be beneficial to the members of the Society and to the University of Calgary's Electrical and Software Engineering Students in general.
2. To sponsor and maintain an extracurricular program, including academic, and social functions, of which Society members may avail themselves at any time.
3. To represent University of Calgary's Electrical and Software Engineering Students within the Campus, to Alumni, to Companies in Industry, to other Universities, and to the Community at large.

Article 3: Committees and Officers of the Society

1. Committees of the Society deemed necessary by the Board of Governors shall be commissioned by resolution, which shall state the terms of reference for such committee.
2. The elected Executive Officers of the Society shall consist of:
 2. 1. *President*
 2. 2. *Vice-President of Academics (Electrical)*
 2. 3. *Vice-President of Academics (Software)*
 2. 4. *Vice-President of Internal Operations*
 2. 5. *Vice-President of External Operations*
 2. 6. *Vice-President of Events*
 2. 7. *Vice-President of Finances*
3. The appointed Officers of the Society shall consist of:
 3. 1. *Academic Events Commissioner(s)*
 3. 2. *Artistic Commissioner(s)*
 3. 3. *Frosh Week and ENGG Week Commissioner(s)*
 3. 4. *Operations Commissioner(s)*
 3. 5. *Social Events Commissioner(s)*
 3. 6. *Sponsorship Commissioner(s)*
 3. 7. *Webmaster(s)*
 3. 8. *First Year Representative(s)*
 3. 9. *Second Year Representative(s)*
 3. 10. *Third Year Representative(s)*
 3. 11. *Fourth+ Year Representative(s)*
 3. 12. *Internship Representative(s)*
 3. 13. *Alumni Representative(s)*
 3. 14. *Directors, as deemed appropriate by the Board of Governors of the Society*
4. The Board of Governors of the Society shall consist of the elected Executive Officers of the Society.
5. No individual shall hold more than one position on the Executive Council.

Article 4: Membership

1. Members shall be all the members of the general public who have paid their annual membership fees, dues, or subscriptions and have been duly registered as a member. There shall be a limit of 20% of membership being non University of Calgary students. They shall be entitled to one vote per member at all general meetings of the Society.
 - 1.1. Voting Members *must* be enrolled in the University of Calgary's Electrical or Software Engineering Programs for the current academic year. Only said Voting Members may provide a vote for the quorum at the AGM.
 - 1.2. Associative Members are all other members of the general public including but, not limited to the First and Second Year Common Core Engineering Students.
2. Membership dues set by the Board of Governors, if required for fundraising purposes are not deemed mandatory. Any member unable to pay dues may be exempted at the discretion of the Board of Governors.

Article 5: Meetings

Meetings held for the business of the Society shall take on the following forms:

- General Meeting
 - Board of Governors Meeting,
 - and Executive Meeting.
1. General Meetings shall be held in Calgary on such a date as the Board of Governors shall by resolution determine.
 - 1.1. Notice of a General Meeting shall be made public stating how members of the Society can attend every such meeting, a minimum of seven days before the time fixed for the holdings of such meetings. No error or omission in giving notice of any General Meeting shall invalidate such meeting or make void any proceedings taken thereat. Any member may, at any time, ratify, approve, and confirm any or all proceedings taken thereat.
 - 1.2. Quorum of a General Meeting shall consist of five percent of the Active Members of the Society represented either in person or by written proxy. In the event a quorum is not present within ten minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the

chair, and a quorum at any such adjourned meeting shall be those present members. No notice shall be required of any such adjourned meeting.

1.3. No member attending in-person, may represent more than 3 other members by proxy.

1.4. Voting rights are accorded to each Member of the Society, represented either in person or by written proxy.

1.5. Adjournment of any General Meeting to any time may occur, and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting room, which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present.

1.6. A minimum of one General Meeting must be held each school year, on such a date between February 15th and March 15th. This meeting shall be known as: the Annual General Meeting (AGM).

1.6.1. In the event that the Annual General Meeting (AGM) is not held between the dates of February 15th and March 15th of the school year, and an emergency AGM must be held later in the calendar year.

1.7. Transactions of business at any Annual General Meeting must include, but are not limited to the reports of the Officers of the Society, and an overview of the Society's financial statements for the school year.

2. Board of Governors Meetings shall be held at regular intervals on the University of Calgary Campus or in an online format as deemed appropriate by the Board of Governors.

2.1. Board of Governors Meetings may be called by any Officer of the Society. Notice of such meetings shall be given no less than two days in advance. A Board of Governors Meeting may also be held, without notice, immediately following the Annual General Meeting of the Society. No error or omission in giving notice of any Board of Governors Meeting shall invalidate such meeting or make void any proceedings taken thereat, and any member of the Society may attend and at any time review any or all proceedings taken thereat.

2.2. Quorum of a Board of Governors Meeting shall consist of two-thirds of the Board of Governors of the Society. In the absence of a quorum, the transaction of regular business shall be permitted, although no official decisions or resolutions may be made.

2.3. Transaction of all business of general or specific nature shall be permitted at all Board of Governors Meetings.

2.4. Each member of the Board of Governors is entitled to one vote on any decisions or resolutions of the Society. All other members of the Society are accorded observer status.

2.5. Adjournment of any Board of Governors Meeting may occur, and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. The adjourned meeting shall follow guidelines as for any other Board of Governors Meeting.

3. Executive Meetings shall be called, as deemed appropriate by the President of the Society, and shall be restricted to Elected Executive Officers of the Society

Article 6: Duties of the Officers of the Society

1. The President shall:

- 1.1. Be responsible for the general management, and supervision of the affairs of the Society.
- 1.2. Hold veto power over the decisions and resolutions of the Board of Governors.
- 1.3. Hold the power to negotiate all contracts, and legal matters on behalf of the Society.
- 1.4. Be charged with the supervision of the affairs of the Vice Presidents.
- 1.5. Appoint one Vice-President to assume the duty of the President in case of the latter's absence, subject to the approval of the Board of Governors.
- 1.6. Share responsibility for all club financial matters with the Vice-President of Finances, and shall serve as co-signing authority for all club financial transactions.
- 1.7. Attend all Engineering Students' Society (ESS) meetings as the representative of the Society, or appoint a proxy to attend on their behalf after performing all required due diligence to ensure that the proxy can best represent the Society and member.
- 1.8. Submit an Annual Report and proposed changes to the Policy Manual at the Annual General Meeting.
- 1.9. Submit an Annual Report to the Students' Union by the due date of each year.
- 1.10. Be responsible for adding all Constitutional Amendments to the Constitution within 4 weeks of the Annual General Meeting, and ensure the updated Constitution is available to all members of the Society

2. The Vice-President of Academics (Electrical and Software) shall:

- 2.1. Be responsible for any academic affairs related to or involving the Society.
- 2.2. Be the respective Electrical or Software representative on the Department Undergraduate Studies Committee (DUSC) and any other relevant committees.
- 2.3. Be responsible for the supervision of the affairs of the Academic Events Commissioner(s).
- 2.4. Submit an Annual Report and proposed changes to the Policy Manual at the Annual General Meeting.
- 2.5. Perform any additional duties, as directed by the Policy Manual and the Board of Governors.

3. The Vice-President of Internal Operations shall:

- 3.1. Be responsible for maintaining the records of the Society.
- 3.2. Be responsible for communication within the Society.
- 3.3. Be responsible for the upkeep, and safety of the assets of the Society, including the homerooms, equipment and other property.
- 3.4. Be responsible for the supervision of the affairs of the Webmaster(s) and Operations Commissioner(s).
- 3.5. Submit an Annual Report and proposed changes to the Policy Manual at the Annual General Meeting.
- 3.6. Perform any additional duties, as directed by the Policy Manual and the Board of Governors.

4. The Vice-President of External Operations shall:

- 4.1. Be responsible for communication beyond the Society and particularly between the Board of Governors and the members of the Society.
- 4.2. Be responsible for the external and public relations of the Society.
- 4.3. Responsible for organizing, and planning the annual Canadian University Software Engineering Conference (CUSEC) hosted in Montreal. One of the key points is to apply for funding through the SSAF.
 - 4.3.1 In addition to coordinating the trip for members of the Society, they must also apply for the position of University of Calgary Head Delegate. If accepted, they are to be responsible for answering any questions students at the University have about the conference, along with any additional responsibilities associated with the role
- 4.4. Be charged with the supervision of the affairs of the Sponsorship Commissioner(s), as well as coordinate with the Sponsorship Commissioner(s) to ensure the financial needs of the Society are met, and to take on duties if no sponsorship commissioner is named.
- 4.5. Be responsible for the supervision of the affairs of the Webmaster(s), Operations Commissioner(s), Second Year Representative(s), Third Year Representative(s) and Fourth+ Year Representative(s).

4.6. Submit an Annual Report and proposed changes to the Policy Manual at the Annual General Meeting.

4.7. Perform any additional duties, as directed by the Policy Manual and the Board of Governors.

5. The Vice-President of Events shall:

5.1. Be responsible for the organization and coordination of events for the members of the Society.

5.2. Be responsible for organizing the Society's participation in Frosh and Engineering Week.

5.3. Be charged with the supervision of the affairs of the Social Events Commissioner(s) and the Frosh/ENGG Week Commissioner(s).

5.4. Coordinate with the Academic Events Commissioner(s) to ensure quality of academic events.

5.5. Submit an Annual Report and proposed changes to the Policy Manual at the Annual General Meeting.

5.6. Perform any additional duties, as directed by the Policy Manual and the Board of Governors.

6. The Vice-President of Finances shall:

6.1. Be responsible for any financial affairs related to or involving the Society.

6.2. Serve as co-signing authority for all club financial transactions.

6.3. Maintain financial records of all income and expenditures incurred by the Society, and ensure the records are given to the Vice-President of Finances that succeeds them.

6.4. Be charged with the supervision of the affairs of the Sponsorship Commissioner(s), as well as coordinate with the Sponsorship Commissioner(s) to ensure the financial needs of the Society are met, and to take on duties if no sponsorship commissioner is named.

6.5. Submit an Annual Report and proposed changes to the Policy Manual at the Annual General Meeting.

6.6. Perform any additional duties, as directed by the Policy Manual and the Board of Governors.

6.7. Attend all Schulich Students Activities Fund (SSAF) meetings as the representative of the Society, or appoint a proxy to attend on their behalf after performing all required due diligence to ensure that the proxy can best represent the Society and member.

7. The Academic Events Commissioner(s) shall:

7.1. Be responsible for the organization and coordination of academic events for the members of the Society.

7.2. Be charged with aiding the Vice-President of Academic in the organization and coordination of academic events.

7.3. Perform any additional duties, as directed by the Policy Manual and the Executive Officers.

8. The Artistic Commissioner(s) shall:

8.1. Be responsible for maintaining a consistent image of the Society including communications, documents, and other related material.

8.2. Be responsible for the promotion of the Society within the Schulich School of Engineering and in particular to the members of the Society.

8.3. Strive to be creative and imaginative in order to promote the Society.

8.4. Perform any additional duties, as directed by the Policy Manual and the Executive Officers.

9. The Frosh & ENGG Week Commissioner(s) shall:

9.1. Coordinate with the Vice President of Events to organize the Society's participation during Frosh Week and ENGG Week.

9.2. Organize different ENGG Week Teams for the Society, including but not limited to: Hockey Team, Key Clue Team, Movie Filming Team, Scavenger Hunt Team, etc.

9.3. Be charged with fostering a sense of community and improving student mental health within ZOO.

10. The Operations Commissioner(s) shall:

10.1. Be charged with aiding the Vice-President of Internal Operations with the day to day operations of the Society

10.2. Perform any additional duties, as directed by the Policy Manual and the Executive Officers.

11. The Social Events Commissioner(s) shall:

11.1. Be responsible for the organization and coordination of social events for the members of the Society.

11.2. Be charged with aiding the Vice-President of Events in the organization and coordination of social events.

11.3. Perform any additional duties, as directed by the Policy Manual and the Executive Officers.

11.4. Be charged with fostering a sense of community and improving student mental health within ZOO.

12. The Sponsorship Commissioner(s) shall:

12.1. Be responsible for the sponsorship and maintaining the image of the Society within the Corporate community.

12.2. Be responsible for duties relating to sponsorship documentation and applications.

12.3. Perform any additional duties, as directed by the Policy Manual and the Executive Officers.

13. The Webmaster(s) shall:

13.1. Be responsible for the creation and maintenance of information technology systems to facilitate the operation of the Society, including the Society website, homeroom computers and other information technology used by the Society.

13.2. Perform any additional duties, as directed by the Policy Manual and the Executive Officers.

14. The First Year Representative(s) shall:

14.1. Coordinate with the VP Internal to know what information to pass on to all First Years.

15. The Second Year Representative(s) shall:

15.1. Coordinate with the VP Internal to know what information to pass on to all Second Years.

16. The Third Year Representative(s) shall:

16.1. Coordinate with the VP Internal to know what information to pass on to all Third Years.

17. The Fourth+ Year Representative(s) shall:

17.1. Coordinate with the VP Internal to know what information to pass on to all Fourth+ Years.

18. The Internship Representative(s) shall:

18.1. Coordinate with the VP Internal to know what information to pass on to all members on internship and voice intern concerns to the VP Internal.

19. The Alumni Representative(s) shall:

19.1. Coordinate with the VP Internal to know what information to pass on to alumni members.

20. All Officers of the Society, to the best of their abilities, shall:

20.1. Attend weekly Board of Governors meetings

20.2. Participate and promote all events the Society is involved with, including but not limited to: Frosh Week and ENGG Week

Article 7: Executive Elections and Terms of Office

1. Prior to the election, the Executive shall select a Chief Returning Officer (CRO) through resolution. The CRO shall *not* be a Voting Officer of the Society, or a candidate for any position, and will not be eligible to vote in the election. The CRO shall be responsible for all proceedings of the election process, and shall provide proper notice to all members of the Society of the election.

- 1.1 If a failure to produce a CRO in time for the election, an outgoing Executive of the Society may take upon the role of CRO. By taking on this role, the Executive must not run for a position in the following year, and must not vote in the election.
2. Nominations for the Executive Officers of the Society shall meet the following criteria, failure to do so will automatically deem the candidate ineligible:
 - 2.1. The candidate *must* be a Member in the Society.
 - 2.2. The candidate *must* be enrolled in the University of Calgary's Electrical or Software Engineering Programs, or be enrolled in the University of Calgary's First Year Common Core Engineering Program with the intent to enroll in the Electrical or Software Engineering programs the year they intend to hold their position.
 - 2.2.1. If a First Year Engineering Student wins an election for a Executive position, the appointment is probational and is conditional on the individual's admission into the Electrical or Software Engineering Program
 - 2.2.2. If the condition is not met, the individual *must* resign leaving the position vacant. See Section 7.6 for handling vacant positions.
 - 2.3. The candidate must maintain Full-Time Student status over the next year.
 - 2.4. The candidate *will not* enter the Engineering Internship Program for the upcoming academic year.
 - 2.5. Nominations shall be accepted at least seven days before the day of the **election**. No less than five eligible voting members of the Society shall endorse each nomination. Copies of the completed nomination forms shall be posted in a prominent place at the Annual General Meeting. All concerns regarding the validity of nominations must be settled by the CRO at least twenty-four hours before the day of the election.
 - 2.6. Any candidates for the Executive Office of the President *must* have previously been an Executive Officer of the Society
3. Any campaign activity consistent with relevant University policies shall be permitted.
4. Election of the Executive Officers of the Society shall be held by secret ballot not more than fourteen days after the Annual General Meeting. The Board of Governors through resolution shall determine the election date. Eligible voters shall be all Members of the Society duly registered before or during the Annual General Meeting. Casting of the votes and counting of the ballots shall be held in the presence of

scrutinizers appointed by the candidates and returning officers appointed by the CRO.

4.1. Eligible voters can also cast a vote via Google Forms or similar software within the election hours.

4.1.1. If required (student not known) CRO can ask for proof (class schedule, etc.) to verify if they're a Member of the Society.

5. Appeals to the election results shall be accepted by the CRO up to one week following the election date. Upon receipt of an appeal, the CRO shall strike an Appeals Committee, which shall immediately meet, and determine through consensus the most appropriate course of action.
6. Any vacant position among the Executive Officers shall immediately, and temporarily be occupied by an appointed candidate determined through resolution by the Board of Governors. A by-election shall be held at the earliest opportune time.
7. A by-election may be held by resolution of the Board of Governors such that notice is duly given at least one week prior to the by-election.
8. Appointed Officers of the Society shall be selected by a committee by September 30th of the same calendar year. The committee shall consist of no less than three Executive Officers. The Board of Governors shall approve all appointments. An Appointed Officer of the Society deemed to be failing in their duties may be removed from office by an extraordinary resolution of the Board of Governors.

8.1. Additional officers, as deemed required by the Society, may be appointed by the Board of Governors throughout the remaining school year

9. Director positions may be created and filled by resolution of the Board of Governors. Such a resolution must state the term of office and responsibilities of such a director.
10. Ceremonies to mark the official change of the Officers of the Society shall take place on Bermuda Shorts Day, as determined by the Student Union. The terms of office of incoming Officers begin on this day, and end on this day the following year.
 - 10.1. Additionally, transition documents will be due to the incoming President on Bermuda Shorts Day. These will be written by all outgoing Executives, outlining the incoming Executive's roles and responsibilities.

11. Any Executive Officer of the Society deemed to be failing in their duties may be removed from office through the following procedure:

11.1. A written motion shall be submitted to the Board of Governors requesting an Impeachment Hearing. This motion must have the explicit endorsement of a minimum of five percent of the Active Members of the Society.

11.2. The Board of Governors shall vote to accept the motion. The matter shall be tabled until the following Board of Governors Meeting. Notice shall immediately be given of the Impeachment Hearing.

11.3. The Officer shall be given fair opportunity to defend their position. The matter may, at most, be deferred once if the Officer is absent from their Impeachment Hearing.

11.4. The Board of Governors may, after the Impeachment Hearing and through an extraordinary resolution, relieve the Officer of their duties. The Officer in question shall have no right to participate in such a vote.

11.5. The Board of Governors shall decide on a course of action to replace the outgoing Officer. In the case of a by-election, the candidacy of the impeached Officer shall be deemed invalid.

Article 8: Amendments to the Constitution

This Constitution of the Society may be amended by a two-thirds majority vote of quorum at a General Meeting of the Society, of which notice specifying the proposed amendments, as well as, an explanation of the purpose of the amendments has been given prior to the adjournment of the meeting. Proposed amendments may be amended so long as they remain within their original intent. Grammatical, syntactical, or formatting amendments, which do not change the content, can be made by three-fourths majority vote of quorum at the Board of Governors Meeting

Article 9: Club Purchases

Throughout the year, the purchase of goods, materials, and services may be deemed necessary. While anyone shall be allowed to make a purchase on behalf of the Society, they should not expect to be reimbursed without *explicit permission* from the President and the VP Finance.

If an individual expects to be reimbursed for purchases made on behalf of the Society, the following procedure must be followed:

1. The purchaser must obtain explicit written consent from one or both of the president and/or VP Finance as below:
 - 1.1. Any purchase estimated to cost more than \$50, but not more than \$100 will only require the knowledge and approval of either the President or the VP Finance.
 - 1.2. Any purchase estimated to cost more than \$100 shall require the knowledge and written approval of *both* the President *and* the VP Finance.
2. After the purchase is made, the purchaser *must* present a receipt indicating the exact cost of the purchase, as well as proof that the purchase was made with the purchaser's own money.
3. The purchaser will then be entitled to reimbursement from the Society provided the following conditions are met:
 - 3.1. The estimate the purchaser gave was below, or equivalent to, the estimated price.
 - 3.2. It can be proved the exact monetary value of the purchase was paid by the purchaser.

If the estimated cost was below the actual purchase cost, reimbursement shall be given only if the President and the VP Finance agree that the purchase should be reimbursed.

Appendix I: Definitions

- **Resolution of the Board of Governors:** A proposal made at a Board of Governors Meeting that is passed by a simple majority of a quorum of the Board of Governors.
- **Extraordinary Resolution of the Board of Governors:** A proposal made at a Board of Governors Meeting that is passed by a seventy five percent majority of a quorum of the Board of Governors.
- **Policy Manual:** A publicly available document detailing the policies of the Society, including specific responsibilities of Officers of the Society, and detailed procedures used as part of the operation of the Society. The Policy Manual can be changed by resolution of the Board of Governors

Adopted March 22, 2010

Article 10 Adopted February 29, 2012