



## University of Southampton Students' Union

### Constitution of: Electronics and Computer Science Society

#### 1. Adoption of the Constitution

This unincorporated association and its property shall be managed and administered in accordance with this Constitution.

#### 2. Name

The association's name is "Electronics and Computer Science Society", to be known as "ECSS" and hereinafter 'the Group'.

#### 3. Objects

The objectives of the Group, 'the objects', are:

- (1) Support all ECS students and supplement their degrees by providing a range of inclusive events and opportunities.
- (2) Support the groups and societies which run within the ECS department.

#### 4. Membership

- (1) Membership is open to natural persons, and is not transferable to anyone else.
- (2) Membership is constituted in the following categories:
  - (a) Full, open only to Full Members of the Students' Union.
  - (b) Associate, open to Associate Members of the Students' Union, and to those students of the University who have exercised their right not to be members of the Students' Union.
- (3) Only Full Members are entitled to be elected to the Committee, or to propose, discuss and vote at a General Meeting. These are the sole privileges afforded to the Full Members over any other category of Membership;
  - (a) Once a student has become fully enrolled in the Group, they may only vote in elections if they have joined the Group 5 term days before the vote opens. Additionally, they

may only stand in elections if they have joined the society 10 term days before the vote opens.

- (4) There shall be no membership fee.
- (5) The Committee must keep a register of members ('the register') on the Student Groups Hub provided by the Students' Union at [www.susu.org](http://www.susu.org).
- (6) The Committee may only refuse an application for Membership if, acting reasonably and properly, they consider it to be in the best interests of the Group to refuse the application.
- (7) Membership is terminated if:
  - (a) the Member resigns by written notice to the Committee.
  - (b) any sum due from the Member to the Group is not paid in full within six months of it falling due.
  - (c) a Member ceases to be qualified for their category of Membership.
  - (d) membership is revoked by a resolution of the Members in General Meeting or a Meeting of the Committee, in accordance with Clause 13, 'Disciplinary Action'.

## 5. General Meetings

- (1) The General Meeting constitute the Group's highest decision-making body, subject to the provisions of this Constitution.
- (2) Annual General Meetings:
  - (a) The Group must hold an Annual General Meeting (AGM) in each academic year and not more than fifteen months may elapse between successive AGMs;
  - (b) The Annual General Meeting shall be held in the Spring Term;
- (4) Emergency General Meetings
  - (a) A General Meeting that is not an Annual General Meeting is called an Extraordinary General Meeting (EGM).
  - (b) The Committee may call an Extraordinary General Meeting at any time.
- (c) The Committee must call an Extraordinary General Meeting if requested to do so in writing by at least five (5) Full Members of the Group.
  - (d) The Members' written request must state a complete agenda for the EGM. These shall be the only items of discussion of the EGM.
  - (e) If the Committee do not hold an EGM within five days of their receipt of the Members' written request, the Members may proceed to hold an EGM in accordance with Clause 6, 'Proceedings of General Meetings'.
- (3) Termly General Meetings:

- (a) In the event that there are officer positions unfilled, elections for those positions may begin at a TGM in accordance with Clauses 6 and 9.

## **6. Proceedings of General Meetings**

- (1) Notice:
  - (a) The minimum period of notice required to hold an Annual General Meeting is fourteen (14) days. The minimum period of notice required to hold an Extraordinary General Meeting is three (3) days. The minimum period of notice required to hold a Termly General Meeting is ten (10) days.
  - (b) The notice must specify the date, time and place of the General Meeting, and an agenda for the General Meeting.
  - (c) If the General Meeting is to be an AGM, the notice must say so, and must invite nominations in accordance with Clause 9, 'Appointment of the Committee'.
  - (d) Notice must be given to all Members and to the Committee.
  
- (2) Chairing:
  - (a) General Meetings shall usually be chaired by the person who has been elected as President.
  - (b) If there is no such person or they are not present within fifteen minutes of the time appointed for the General Meeting, the Full Members present must elect one of their number to chair.
  
- (3) Associate Members may speak at General Meetings with the permission of the Chairperson.
  
- (4) Voting:
  - (a) Every Full Member present at a General Meeting, with the exception of the Chair, shall be entitled to one vote upon every voting matter. In the case of an equality of votes, the Chair shall have a casting vote.
  - (b) Decisions may only be made by at least a simple majority of votes at a quorate General Meeting.
  - (c) Voting in a General Meeting shall be by a show of hands or secret ballot, at the discretion of the Chair.
  - (d) There shall be no absentee voting.
  
- (5) Minutes:
  - (a) Minutes must be taken of all proceedings at a General Meeting, including the decisions made and where appropriate the reasons for the decisions.

- (b) Minutes of a General Meeting shall be made available to all Members within seven days.
- (7) Reports:
  - (a) If the General Meeting is an AGM, the Chair may invite any of the Committee to offer a report of their activities whilst in office.
  - (b) The Treasurer must present the Group's accounts to the Members at the AGM.
- (8) Resolutions:
  - (a) Any Full Member may propose a resolution to be discussed and voted upon at a General Meeting.

## **7. Officers and the Committee**

- (1) The Group and its property shall be administered and managed by a Committee comprising the officers appointed in accordance with Clause 9, 'Appointment of the Committee'.
- (2) The Group shall have the following officers:
  - (a) President. The President shall oversee the organisation and management of the Group and the Committee as a whole; ensure the officers' accountability to Members, the Committee, and the Students' Union; and represent the Group to all external interests.
  - (b) Secretary. The Secretary shall oversee the administration of the Group, take minutes at General Meetings and Meetings of the Committee, and maintain the register.
  - (c) Treasurer. The Treasurer shall oversee the financing of the Group, set the Group's budget, and maintain the accounts of the Group.
  - (d) Vice-President Engagement. The Vice-President Engagement shall act alongside the President and Vice-President Operations in managing the Committee and representing the Group. They will share the responsibilities of the President with the Vice-President Operations if the President is unavailable. In addition to this, they shall be responsible for overseeing the member-facing social side of the Committee. They shall work with the Social Secretary, Events Officer, Sports Officer, Welfare Officer, and Marketing Officer in the smooth running of all of the Group's events. They shall ensure that the society has an up-to-date Health and Safety Policy, and that all reasonable action is taken to comply with it. They shall also work on increasing participation rates within the Society.
  - (e) Vice-President Operations. The Vice-President Operations shall act alongside the President and Vice-President Engagement in managing the Committee and representing the Group. They will share the responsibilities of the President with the Vice-President Engagement if the President is unavailable. In addition to this,

they shall be responsible for helping coordinate the external facing side of the Group. They shall assist the Industry Officer in running large sponsor events and liaise with staff and sponsors when the President is not available. They shall oversee the Web Officer's development of the Society website and ensure that sufficient documentation on running the various aspects of the Society is created. They shall ensure that appropriate risk assessments have been completed, where necessary, for ECSS run events to ensure the safety of all the participants.

- (f) Events Officer. The Events Officer shall be responsible for arranging regular events for the society that are non-alcoholic or contain a minimal emphasis on alcohol. Example events are film nights, society meals or games nights. They shall also coordinate with the Social Secretary to organise and manage larger society events. The Social Secretary and Events Officer shall ensure the events organised by the society are sufficiently varied so as to cater to as much of the membership as possible. The Events Officer shall also support, and be supported by, the Social Secretary in the promotion and maintenance of the overall Group ethos.
- (g) Social Secretary. The Social Secretary shall be responsible for arranging social events for the Society that involve alcohol. Example events include club nights, pub nights and pub crawls. They shall also coordinate with the Events Officer to organise and manage larger society events. The Social Secretary and Events Officer shall ensure the events organised by the society are sufficiently varied so as to cater to as much of the membership as possible. The Social Secretary shall also support, and be supported by, the Events Secretary in the promotion and maintenance of the overall Group ethos.
- (h) Welfare Officer. The Welfare Officer shall provide welfare pursuits for the Group's Members, offer academic advice in conjunction with the course representatives of the Students' Union, and ensure that, in all its activities, the Group does not unfairly discriminate against or exclude any members.
- (i) Marketing Officer. The Marketing Officer shall be responsible for how the Group is presented online and in printed media. They will be responsible for maintaining all social media activity by the Group, and ensuring a consistent brand. They shall also be responsible for organising the Society's merchandise.
- (j) Sports Officer. The Sports Officer shall be responsible for communicating with the captains of ECSS sports teams, helping organise their sports events, advertising for the teams, and assisting in securing team funding. They also shall manage other sporting events or competitions.
- (k) Industry Officer. The Industry Officer shall be responsible for arranging academic events for all members of the Group and coordinating with Group sponsors. They are also responsible for acquiring new sponsors for the Group, and sourcing the

funding to run the Group. They will also regularly update the online ECSS jobs/opportunities board, not exclusive to listings from sponsors.

- (l) Web Officer. The Web Officer shall be responsible for maintaining the Group's website, maintaining the Group's access to its digital accounts and ensuring that online vote counting for elections is performed accurately. They shall also be responsible for ensuring all eligible members are able to vote and stand in elections.
  - (m) Hackathon Officer. The Hackathon Officer shall be responsible for arranging technical events and workshops. They shall be responsible for organising and overseeing Hackathon events, alongside the Industry Officer, developing any software or hardware for use by the participants.
  - (n) The Post-Graduate Representative: The Post-Graduate Representative shall be responsible for promoting the engagement of members on the Post-Graduate and Master's streams of ECS towards the range of ECSS run events, including industry talks and social activities. They shall liaise closely with the Events Officer, the Social Secretary and the Industry Officer to ensure the smooth running of these events and involvement from the members of these streams. They shall also be responsible for running events aimed solely at the members of the Post-Graduate and Master's streams and for obtaining feedback from these members to allow the Society to engage them more directly.
- (3) No one may be appointed a member of the Committee if they have been disqualified from becoming a member of the Committee under the provisions of Clause 13, 'Disciplinary Action'.
  - (4) The number of the Committee must not be less than three, though is not subject to any maximum. There must always be:
    - (a) a President;
    - (b) a Secretary;
    - (c) a Treasurer;
    - (d) These roles must only be filled by a single person at all times.
  - (5) An officer or ordinary member of the Committee shall cease to hold office if they:
    - (a) ceases to be a Full Member of the Group.
    - (b) resigns by notice to the Group, or
    - (c) is removed from office by a resolution of the Members in General Meeting or a Meeting of the Committee, in accordance with Clause 13, 'Disciplinary Action'.

## 8. Meetings of the Committee

- (1) The Committee may regulate their proceedings as they think fit, subject to the provisions of this Clause.
- (2) Any member of the Committee may request the Secretary to call a Meeting of the Committee.
- (3) The Secretary must call a Meeting of the Committee if requested to do so by a member of the Committee.
- (4) Meetings of the Committee shall usually be chaired by the person who has been elected as President.
- (5) The quorum for a Meeting of the Committee shall be three members of the Committee.
  - (a) The President or a Vice-President is in attendance at the meeting.
- (6) No decision may be made by a Meeting of the Committee unless a quorum is present at the time the decision is made.
- (7) Every member of the Committee, with the exception of the Chair, shall be entitled to one deliberative vote upon every voting matter. In the case of an equality of votes, the Chair shall have a casting vote.
- (8) Decisions may only be made by at least a simple majority of votes at a quorate Meeting of the Committee.
- (9) Outside of a meeting, committee votes are only recognised under the following conditions:
  - (a) Reasonable efforts have been made for the entire committee to be aware of the vote.
  - (b) All Officers on the Committee have voted, or the vote is 24 hours old.
  - (c) A majority of the committee have voted.
  - (d) The vote was chaired by the President, Vice-President Operations or Vice-President Engagement.
  - (e) Any member of the committee can table a vote.
- (10) The result of Committee votes shall be made public by default. The President may anonymise the Officers who voted and what they voted for - if not, the Officers and their votes shall also be made public.
- (11) Minutes must be taken of all proceedings at a Meeting of the Committee, including the decisions made.

## 9. Appointment of the Committee

- (1) No later than 14 days before a Qualifying Meeting, the Society Secretary shall circulate a notice to members inviting nominations for all Committee roles that may be available. Nominations must be given to the Secretary, submitted by any reasonable medium that they may instruct nominators to use, before voting begins.
  - (a) Nominations will be closed at the start of the Qualifying Meeting, unless a majority vote is taken during the meeting that nominations may continue to be open until such a time as the meeting may specify, no later than 24 hours following the meeting.
  - (b) The elections will be advertised to all members.
  - (c) Any member who expects to be a member in the following year may run for nomination and must have support registered by two other members.
  - (d) A member may only register support for one candidate's nomination for each position that is advertised for election.
  - (e) A member may run for nomination for any number of Officer positions and shall be nominated for each position separately.
- (2) The Full Members of the Group in General Meeting shall appoint the officers and ordinary members of the Committee by election.
  - (a) Elections for the Committee shall be held for a period of seven days after a Qualifying Meeting. By-elections for vacant offices shall be held at an Extraordinary General.
  - (b) An electronic election and counting system shall be used for all elections, hosted on the Group's website and maintained by the Web Officer.
    - (i) The Web Officer shall publish the voting transcripts to the Group.
  - (c) In all elections Re-Open Nominations, 'RON', shall be a candidate. An election yielding a result of RON shall be re-run as a by-election in the same manner as stated in point (b) of this Clause, and candidates may present themselves again at a Qualifying Meeting, which is to be organised in accordance to the provisions of Clause 6 for organising meetings and its importance shall be conducted based on Clause 7 and the roles that have been unfilled by the election.
    - (i) A "Qualifying Meeting" refers to an Annual General Meeting, a Termly General Meeting or an Extraordinary General Meeting.
  - (d) The voting will follow a standard preferential voting process, detailed as follows:
    - (i) Voters may rank the candidates in order of preference, starting at their most preferred, as far as they care to.

(ii) If any candidates are to be excluded, their place in the ranking on all votes will be removed before the first round of voting.

(iii) With each round of voting, the candidates shall be sorted by the number of votes cast in which they are the most preferred choice, then the candidate with the fewest votes will be removed from the election and their votes will be redistributed among the remaining candidates according to their next preferred choice.

(iv) These rounds will repeat with candidates being removed until only one remains, who will be elected. In the event that multiple candidates remain after all the rounds, in the first instance, the candidate with the greatest number of first preference votes will be selected. In the event that the candidates tie in first preference votes, all subsequent preferences will be used in order. In the event that the candidates tie in all vote preference rounds, a cryptographically-secure random number generator shall be used to select which candidate has won the election.

- (3) If the Members are dissatisfied with the accuracy of the count, they may resolve as a Point of Order to have the election re-counted or, if they remain dissatisfied, re-run as a by-election.
- (4) Appointment of Committee members:
- (a) A member of the Committee shall assume office with effect from the moment of release of the results.
- (b) A member of the Committee shall retire with effect from the moment of release of the results.
- (c) In the case that a member is elected for multiple Officer positions, that member shall remove themselves from some number of those positions such that no member shall hold more than one Committee position.
- (5) The Committee must update their committee information on the Student Groups Hub provided by the Students' Union at [www.susu.org](http://www.susu.org) (or failing that inform the Students' Union's Student Groups Officer) within seven days.
- (6) The handover from a retiring member of the Committee must follow the procedures laid out below, and must include all relevant information and documentation to their newly-elected counterpart, or to the President, within fourteen days:
- (a) President. The President must ensure that any relevant files are transferred to the incoming President. They should also arrange meetings between the outgoing and new Committees to coordinate the handover.

- (b) Treasurer. The Treasurer must ensure that the Society's copy of Grant Aid is up to date and that the new Officer has all bank account details transferred to them and the relevant Officers, along with all relevant documentation.
- (c) Secretary. The Secretary will transfer or make available all minutes and relevant documentation to the new Officer.
- (d) Web Officer: The Web Officer will change the passwords on all Society accounts and profiles and hand over the login details to the incoming Officer.
- (e) All other Officers: All other outgoing Officers will ensure that the person taking over from them is aware of their responsibilities and to make sure they are ready to take over from them.

## **10. Financial Management**

- (1) The President and Treasurer shall be the signatories of the financial accounts, hereinafter referred to as the "Signatories". In the event that either or both of them cannot be signed signatories, the next most preferable committee member(s) will be chosen in line with SUSU recommendations.
- (2) The Signatories are jointly liable for the proper management of the Society's finances and for ensuring that the Union's Grant Aid regulations are applied. The rest of the Committee are also responsible for the proper management of the Group's finances.
- (3) The income and property of the Group must be applied solely towards the promotion of the objects.
- (4) The members of the Committee are entitled to be reimbursed from the property of the Group or may pay out of such property only for reasonable expenses properly incurred by them when acting on behalf of the Group.
- (5) The accounts of the Group, as maintained by the Treasurer, must be made available to the Students' Union upon request.
- (6) The Treasurer shall provide a summary of the Society's financial activities at regular intervals, and not less than once every six months, to be published on the Society website.
- (7) The Committee must vote to approve spending exceeding £200.

## **11. Irregularities and Saving Provisions**

- (1) Subject to sub-clause (2) of this Clause, all acts done by a Meeting of the Committee shall be valid notwithstanding the participation in any vote of a member of the Committee:
  - (a) who was disqualified from holding office;

- (b) who had previously retired or who had been obliged by this Constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise.
- (2) Sub-clause (1) of this Clause does not permit a member of the Committee to keep any benefit that may be conferred upon them by a resolution of the Committee if the resolution would otherwise have been void, or if the Committee has not complied with Clause 12, 'Conflicts of Interests and Conflicts of Loyalties'.
- (3) The Members in General Meeting may only invalidate, as a Point of Order, a resolution or act of:
  - (a) the Committee;
  - (b) the Members in General Meeting;if it may be demonstrated that a procedural defect in the same has materially prejudiced a Member of the Group.

## **12. Conflicts of Interests and Conflicts of Loyalties**

- (1) A member of the Committee must:
  - (a) declare the nature and extent of any interest, direct or indirect, which they have in any decisions of a Meeting of the Committee or in any transaction or arrangement entered into by the Group which has not been previously declared;
  - (b) absent themselves from any discussions of the Committee in which it is possible that a conflict will arise between their duty to act solely in the interests of the Group and any personal interest, including but not limited to any personal financial interest.
- (2) Any member of the Committee absenting themselves from any discussions in accordance with this Clause must not vote or be counted as part of the quorum in any decision of the Committee on the matter.

## **13. Disciplinary Action**

- (1) Disciplinary action may be taken against any Member of the Group as a consequence of conduct:
  - (a) detrimental to the reputation of the Group or the Students' Union.
  - (b) opposed to the objects of the Group (see clause 2) or the Students' Union.
  - (c) in contravention of any provision of this Constitution.

- (2) Disciplinary action that may be taken against any Member may be, but is not limited to:
  - (a) issue of a formal written warning.
  - (b) partial or total ban from certain Group activities.
  - (c) disqualification from becoming a member of the Committee.
  - (d) removal of a member of the Committee from office.
  - (e) temporary or permanent revocation of Membership.
  - (f) referral of the complaint to the Students' Union's Disciplinary Committee.
- (3) It is the right of the subject of the complaint to choose to have the disciplinary matter heard by either the Members in General Meeting, or a Meeting of the Committee. Either shall have the power to take disciplinary action, including but not limited to those measures set out in paragraphs (a) – (f) inclusive in sub-clause (2) of this Clause.
- (4) Any disciplinary hearing must be conducted in an impartial, balanced, and fair manner, considering all representations on the matter.
- (5) All disciplinary action must be subject to prior discussion with the Students' Union's Vice President Activities.
- (6) Members subject to disciplinary action have the right of appeal to the Students' Union's Student Groups Committee.
- (7) A full report of all disciplinary action taken by the Group in the previous year must be presented at the AGM.

#### **14. Affiliation to External Organisations**

- (1) The Group may only become an affiliate of an external organisation if:
  - (a) the aims of that organisation are in line with those of the Group;
  - (b) the Members derive a direct benefit from the affiliation;
  - (c) no Policy of the Students' Union is breached by the affiliation;
  - (d) SUSU has been notified about the potential affiliation before any vote happens, and any/all contracts have been approved by SUSU.
  - (e) for a sponsor that has not previously affiliated with the society in the last 3 years, the committee shall allow for a period of 7 days of consultation with Society members before signing a contract with a new sponsor.
  - (f) The committee shall have a vote on inviting an external speaker or signing a new sponsorship, no matter if they fall under the condition of point (d). The committee shall make the vote results public in the form of meeting minutes. If the vote is successful, the committee shall follow the policy laid out by the university and/or SUSU's legal services on inviting external speakers on campus.

- (g) The President, Vice-President Operations and Industry Officer shall all be aware of any contact with external third parties with the intention of sponsorship or running an event.
- (2) The Group's affiliation to an external organisation shall immediately lapse:
  - (a) at the conclusion of each academic year after affiliation, unless the Members in General Meeting resolve to re-affiliate at each AGM in accordance with sub-clause (1) of this Clause.
  - (b) at the end of the term specified in the contract signed between the Group and the external third party.
  - (b) if a resolution to disaffiliate is passed by the Members in General Meeting.
- (3) All external affiliations and disaffiliations must be reported to the Students' Union's Student Groups Committee within seven days.
- (4) For the avoidance of doubt, the Students' Union is not an external organisation for the purposes of this Clause.

## 15. Amendment to the Constitution

- (1) The Group may amend any provision contained in this Constitution provided that:
  - (a) amendments do not:
    - (i) alter the objects in such a way that undermines or works against the previous objects of the Group;
    - (ii) retrospectively invalidate any prior act of the Members in General Meeting or a Meeting of the Committee;
  - (b) a resolution to amend a provision of this Constitution is passed by at least a two-thirds majority of the Full Members present at a General Meeting;
  - (c) a copy of the resolution amending this Constitution is sent to the Students' Union within seven days of it being passed;
  - (d) the resolution is ratified by the Students' Union's Student Groups Committee.
- (2) The interpretation of this Constitution shall be with the Committee, except that during a General Meeting or a Meeting of the Committee the Chair shall have this responsibility. The Members in General Meeting may resolve to revise any interpretation made by the Committee or a Chair as a Point of Order.
- (3) The provisions of this Constitution shall be subordinate to those of the Articles, Rules, By-Laws and Policies of the Students' Union.
- (4) The Committee and the Students' Union shall retain a copy of this Constitution, which the Committee must make available to Members upon request.

## 16. Dissolution

- (1) If the Members resolve to dissolve the Group, the Committee will remain in office and be responsible for winding up the affairs of the Group in accordance with this Clause.
- (2) A resolution to dissolve the Group must be passed by at least a two-thirds majority of the Full Members present at a General Meeting;
- (3) The Committee must collect in all the assets of the Group and must pay or make provision for all the liabilities of the Group.
- (4) The Committee must apply any remaining property or money:
  - (a) directly for the objects;
  - (b) by transfer to any Group or Societies for purposes the same as or similar to the Group;
  - (c) in such other manner as the Students' Union's Student Groups Committee may approve in writing in advance.
- (5) The Members may pass a resolution before or at the same time as the resolution to dissolve the Group specifying the manner in which the Committee are to apply the remaining property or assets of the Group. The Committee must comply with such a resolution if it is consistent with the provisions of this Clause.
- (6) In no circumstances shall the net assets of the Group be paid to or distributed among the Members of the Group.
- (7) The Committee must ensure the register and all other data held by the Group are securely destroyed upon the dissolution of the Group.
- (8) The Committee must notify the Students' Union within seven days that the Group has been dissolved. If the Committee are obliged to send the Group's accounts to the Students' Union for the accounting period which ended before its dissolution, they must send the Students' Union the Group's final accounts.

## 17. Interpretation

In this Constitution:

- (1) 'The University' means 'the University of Southampton'.
  - (a) 'University term' and 'academic year' have the definitions set out in the University Calendar and Almanac.
- (2) 'Financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
- (3) 'The Students' Union' means 'The University of Southampton Students' Union', trading as 'Union Southampton'.

- (a) 'Articles', or 'Articles of the Students' Union' mean the Students' Union's Articles of Association. 'Rules' and 'Policies' have the definitions set out in the Articles. 'By-Laws' has the definition set out in the Rules.
- (4) A 'Qualifying meeting' refers to an Annual General Meeting, Termly General Meeting or an Emergency General Meeting

**18. Declaration**

The Members of the Group in Qualifying Meeting Adopted this Constitution:

Date 20/03/2025

President *Eden Hodgson*

Secretary *Nikola Parushev*

The Students' Union Approved this Constitution:

Date

Vice President Activities