



# Constitution

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This document should be accompanied by the latest revision of the ESSCO Policy Manual for complete ESSCO procedural information.

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# ARTICLE 1 - GENERAL

## Section A: General

1. The name of this organization shall be “The Engineering Student Societies’ Council of Ontario”, hereafter-called “ESSCO”, or “the Association”.

## Section B: Head Office

1. The head office of the organization shall be the head office of the member society of which the President or Vice-President Finance and Administration was a member of at the time of his election, or the President’s or Vice-President Finance and Administration’s home if that member society does not accept hosting ESSCO.
2. The member society whose office is used as ESSCO’s billing address shall be saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever that are sustained or incurred by the member society in or about any action, suit or proceeding that is brought, commenced and prosecuted against the member society for, or in any respect of, any act, deed, matter or thing whatsoever made, done or permitted by the Council or the Executive, in or about the execution of ESSCO’s affairs, and in relation to that member society’s role as ESSCO’s billing address.

## Section C: Interpretation

1. In this document the masculine form shall be interpreted to include the feminine form.
2. In this document:
  - a. “Member Societies” shall mean the undergraduate engineering student societies which are members of ESSCO;
  - b. “Executive” shall mean the elected executive officers of ESSCO, as specified in Section 3;
  - c. “The Council” shall be the ESSCO Council, as specified in Section 4;
  - d. “ESSCO Conferences” shall be the Annual General Meeting conference to take place annually in the days before and after the Annual General Meeting, the President’s Meeting conference to take place annually in September, the First-Year Integration Conference to take place annually in January or February, and the Professional Engineers Ontario Student Conference to take place annually in November.
  - e. “Conference Chairs” shall be the individuals leading the organizing team of an ESSCO conference.
  - f. “Recall” shall mean the process by which a position-holder may be removed from that position without his consent.
3. All other words shall carry their common dictionary definitions.

## Section D: Objectives

The objectives of ESSCO shall be, in order of priority and importance:

1. To represent undergraduate engineering students in the province of Ontario in matters of common interest, and communicate with professional associations, academia, industry and government on behalf of member schools, but never to:
  - a. Align with partisan organizations; or
  - b. Become involved in issues not directly related to engineering education and practice;

2. To facilitate centralized communication and information exchange between member engineering student societies, and assist them in increasing their value to the common student;
3. To promote, and assist other organizations in promoting, engineering as an exciting, challenging, and equitable profession, especially to high school and elementary school students.

#### **Section E: Organizational Vision**

To ensure that Ontario's engineering schools produce the most proficient and ethical engineers.

#### **Section G: Mission Statement**

Promoting unity, continuity and visibility among Ontario engineering students.

## **ARTICLE 2 – MEMBERSHIP**

#### **Section A: Member Representatives**

1. Member societies of the Association shall be represented by an individual hereafter called the "Member Representative", who shall be solely entitled to carry out that member society's responsibilities and privileges.
2. The Member Representative shall be an individual unilaterally appointed by the member society's President.
3. The President of a member society may at any time appoint a different Member Representative, and the change will become effective immediately upon notice being sent to the ESSCO President.
4. The President of a member society may at any point act as the Member Representative of that society, without needing to provide notice.

#### **Section B: Types of Members**

##### 1. Executive Members

- a. The President of ESSCO shall be the Member Representative of the ESSCO Executive, or at any time unilaterally appoint another member of the Executive to serve as the Member Representative of the Executive, but must do so if acting as Chair.
- b. The Executive shall be entitled to vote on, submit and second motions, and speak at, Council and General Meetings.

##### 2. Full Members

- a. A "Full Member" of ESSCO shall be a member society which has:
  - i. Paid its most recent annual membership fee within 6 weeks of receiving an invoice for that fee;
  - ii. Had its Member Representative attend at least seventy-five percent (75%) of Council meetings since the beginning of the member society President's term as stated in that society's governing documents;
  - iii. Placed a bid at least once in the past three (3) years during which they were a Full Member for at least one ESSCO conference; or have hosted at least one of the following conferences in the past three (3) years during which they

were a Full Member: the Canadian Engineering Competition, the Conference on Diversity in Engineering, and the Canadian Federation of Engineering Students Congress.

- a) Member societies who have not been informed by ESSCO that they have a bid at least three (3) months prior to their bid deadline, will have their bid deadline extended to the next ESSCO conference, and will not lose their Full Membership privileges.
- iv. Placed a bid at least once in the past five (5) years during which they were a full member or OEC Only Member to host the Ontario Engineering Competition;
  - a) Member societies who have not been informed by ESSCO that they have a bid at least three (3) months prior to their bid deadline, will have their bid deadline extended to the next ESSCO conference, and will not lose their Full Membership privileges.
- v. The stipulation outlined in section iii will be waived if the member society joined ESSCO within the past five (5) years.
- b. Full Members shall be entitled to the following privileges:
  - i. Vote on, submit and second motions, and speak at Council and General meetings;
  - ii. Vote in ESSCO Executive elections;
  - iii. Nominate candidates for ESSCO Executive positions;
  - iv. Have members of their society stand as candidates for ESSCO Executive positions;
  - v. Bid for ESSCO conferences and the Ontario Engineering Competition.
  - vi. Participate in the Ontario Engineering Competition.
  - vii. Have members of their society stand as candidates for Ontario Engineering Competition Advisory Board positions.

### 3. Associate Members

- a. Any non-Associate Member that has not complied with one (1) or more of their responsibilities as an ESSCO member shall be issued notice of non-compliance immediately and shall become an Associate Member in three (3) months.
- b. Any Associate Member who remains an Associate Member for two (2) years shall cease to be a member of the Association.
- c. Associate Members shall be entitled to the following privileges:
  - i. To put forward and second motions, and speak at Council and General Meetings;
  - ii. Bid for ESSCO conferences.

### 4. OEC Only Members

- a. A "OEC Only Member" of ESSCO shall be a member society which has:
  - i. Paid its most recent annual membership fee within 6 weeks of receiving an invoice for that fee;
  - ii. Placed a bid at least once in the past five (5) years during which they were a Full Member to host the Ontario Engineering Competition
- b. OEC Only members shall be entitled to the following privileges:
  - i. May attend meetings with written permission directly from the ESSCO Executive team.
  - ii. Bid for the Ontario Engineering Competition;
  - iii. Participate in the Ontario Engineering Competition;

- iv. Have members of their society stand as candidates for the Ontario Engineering Competition Advisory Board.

#### 5. Limited Members

- a. A “Limited Member” of ESSCO shall be a member society which has:
  - i. Unique issues that prevent the member society from being able to comply with Full member requirements.
- b. Limited members shall be entitled to all Full Member privileges.
- c. A member may be granted “Limited Member” status by a (2/3) majority vote of council.

#### **Section C: Joining the Association**

1. An engineering student society is eligible to apply to join the Association if they can reasonably claim to represent undergraduate students in an engineering program accredited by the Canadian Engineering Accreditation Board (CEAB).
2. The President of the engineering student society seeking membership must submit a written letter to the ESSCO President outlining their intent to join the association including what type of membership they wish to attain.
3. Admission of an engineering student society to the Association must be approved by a two thirds (2/3) majority vote of the Council.
4. A newly-admitted member society will immediately have the status of membership applied for, at which point they must comply with all responsibilities of that membership.

#### **Section D: Voluntary Withdrawal from ESSCO**

1. A member society may unilaterally withdraw from the Association by submitting to the ESSCO President a written notice of the intention to withdraw, signed by that society’s President.
2. A member society that has issued a notice to withdraw will continue to be entitled to the privileges of a Full Member for a period of six (6) months, after which they will cease to be a member society.
3. During the six (6) months after a member school has issued a notice of withdrawal, the ESSCO Executive shall attempt to resolve the seceding member society’s dissatisfaction with ESSCO.
4. After every ESSCO Annual General Meeting thereafter, the Executive will attempt to contact engineering student societies that have withdrawn from the Association and promote the benefits of membership to them.

#### **Section E: Change of Membership Status by a Vote of Council**

1. Any Associate Member may become a non-Associate Member for a period of up to one (1) year upon approval of a two thirds (2/3) majority vote of Council to that effect, regardless of their inability to meet any responsibility of a Full Member.
2. Any non-Associate Member may become an Associate Member for a period of up to the adjournment of the next Annual General Meeting upon approval of a two thirds (2/3) majority vote of Council to that effect, regardless of whether they have met the responsibilities of a Full Member.
3. Any member society may have their membership in ESSCO terminated immediately by a two thirds (2/3) majority vote of Council to that effect, regardless of whether they have met the responsibilities of a non-Associate Member.

4. Any member society may change their membership status through the same process as found in Section C: Joining the Association.

## **ARTICLE 3 – EXECUTIVE MEMBERS**

### **Section A: General**

1. The Executive Members of ESSCO shall be (in order of precedence) the President, the Vice-President Finance & Administration, the Vice-President Communications, and the Vice-President Services.
2. Each Executive Member shall be elected by the Council, as specified in Section 6.
3. Except in the case of an Executive temporarily filling a position that has become vacant, no person may hold more than one Executive position at a time.
4. The term of office of each Executive Member shall be from July 1<sup>st</sup> of the year in which they are elected to June 30<sup>th</sup> of the following year.
5. Each Executive Member shall have additional duties as specified in the Policies.
6. Each Executive Member must be a member of a Full Member of ESSCO at the time of their election.
7. If any executive office is left vacant, the Executive shall divide the duties as they see fit.

### **Section B: Executive Members' Responsibilities**

1. The President shall be responsible for:
  - a. Providing direction to ESSCO;
  - b. Acting as the official representative of ESSCO;
  - c. Serving on the Ontario Engineering Competition Advisory Board;
  - d. Transition of the ESSCO Executive and Council.
2. The Vice-President Finance & Administration shall be responsible for:
  - a. The preparation of a budget for the period of their term, to be approved by the Council;
  - b. The maintenance of records of:
    - i. All transactions affecting the financial position of ESSCO;
    - ii. The assets and liabilities of ESSCO;
    - iii. Trademarks, copyrights, and other intellectual property.
  - c. The security of financial records and all other property of ESSCO.
  - d. The maintenance of the Constitution and Policies;
  - e. The recording and maintenance of all minutes and associated documents.
3. The Vice-President Communications shall be responsible for:
  - a. Tasks related to organizing Council and General meetings, including but not limited to issuing notice of meetings and preparing meeting agendas;
  - b. The maintenance of inter-school communication resources for member societies;
  - c. The maintenance of a register of contact information, including names, addresses, and phone numbers, of member societies and their executive officers;
  - d. The maintenance of the ESSCO website, or any other tool used to communicate with the public.
4. The Vice-President Services shall be responsible for:
  - a. Overseeing outreach activities carried out by ESSCO;

- b. The development and maintenance of ESSCO services for member societies.

**Section C: Recall and Resignations**

1. An Executive Member may be recalled by a two thirds (2/3) majority vote of the Council.
2. The resignation of an Executive Member becomes effective immediately upon submission to the President.
3. In case of recall or resignation, a by-election will be held no later than two (2) months after the recall vote has passed or the resignation has been submitted.
4. Council may waive the requirements of Article 3, Section C.3 by a majority vote.

## **ARTICLE 4 – FEES**

**Section A: Membership Fees**

1. The Full Members fee shall be \$0.17 per student in an accredited engineering program, and may be changed at any time by a two thirds (2/3) majority vote of Council.
2. The OEC Only Members membership fee shall be \$0.10 per student in an accredited engineering program, and may be changed at any time by a two thirds (2/3) majority vote of Council.
3. The number of students at each school shall be determined according to the most recent enrollment numbers provided by Engineers Canada.
4. Invoices for fees shall be issued to member societies on October 1<sup>st</sup> of each year, or the first business day after that date.
5. A member society's membership fee payment must be postmarked no later than 6 weeks after that member society receives the invoice for those fees.
6. The membership fee shall be non-refundable.

The fee shall be increased annually by a percentage equal to the Consumer Price Index for Canada in the past calendar year according to Statistics Canada.

**Section B: Signing Officers**

1. Each member of the Executive shall be a signing officer of ESSCO's bank account.
2. ESSCO's bank account shall be set up such that an ESSCO cheque will require the signature of two signing officers.
3. Any ESSCO bank cards must not allow withdrawal of money from an ATM or payments at a point-of-sale.

**Section C: Limits on Expenditures**

1. An Executive Member may disburse up to \$300 towards an expense not budgeted for in a Council-approved budget only once such an action is unanimously approved through a motion at a meeting of the Executive.
2. The disbursement of any amount over \$300 towards an expense not already budgeted for in a Council-approved budget must be approved by a majority vote of the Council.



# ARTICLE 5 – ESSCO COUNCIL

## Section A: General

1. The Council shall manage the business and affairs of ESSCO and provide direction to the Executive.

## Section B: Composition and Voting

1. The Council shall consist of the member societies, each represented by their Member Representative, and the Executive.
2. Each Full Member shall have one vote, to be cast by the Member Representative.
3. The Executive shall have one vote.

## Section C: Council Members' Interest in Contracts

1. Every Council member who is in any way directly or indirectly financially interested in a contract or proposed contract with the Association shall declare their interest at a meeting of Council and shall not vote in respect to that contract.

## Section D: Chair

1. The President shall act as the Chair of Council.
2. The Council may at any time, by a majority vote, appoint any other individual to act as Chair.
3. The Chair shall use the Constitution and Policies, Robert's Rules of Order, and their own discretion, in that order, in determining all questions of procedure before them.
4. All decisions of the Chair may be reversed by a two thirds (2/3) majority vote of Council, except regarding the Constitution and Policies of ESSCO.

## Section E: Meetings

1. Meetings of Council shall be governed by Robert's Rules of Order where those rules do not conflict with the Constitution or Policies of ESSCO.
2. A meeting of Council shall occur at each of the following:
  - a. The President's Meeting conference
  - b. The First Year Integration Conference
3. The President or Vice-President Communications may call meetings of Council to occur at any other conference, or to take place via teleconference.
4. The President must call a meeting of Council if a majority of member societies submit written or electronic requests to that effect.
5. The Vice-President Communications shall ensure that an agenda is circulated in writing or electronically to all Member Representatives at least three (3) days before any meeting of Council.
6. All motions submitted by a Member Representative to the President or Vice-President Communications at least seven (7) days before a meeting of Council shall be included on the agenda for that meeting, except motions that are ruled out of order by the Chair.
7. A motion may be ruled out of order if it violates the Constitution or Policies of ESSCO, or Robert's Rules of Order.
8. The Chair may edit motions for the correct usage of the English language, and for clarity.
9. No substantive items shall be considered other than those on the agenda, unless Council unanimously approves their consideration.

**Section F: Minutes**

1. Minutes of a Council meeting shall be presented for approval at the next Council meeting.
2. Minutes of any Committee meetings shall be presented for approval at the next Council meeting.

**Section G: Quorum**

1. Quorum of Council shall be fifty percent (50%) voting members present.

**Section H: Committees**

1. Council may at any time create committees for a specific purpose, and nominate any individuals to serve on committees.
2. If the number of individuals seeking to serve on a committee exceeds the limit on the number of that committee's members as determined by Council, individuals shall be nominated to serve on that committee by procedures set out in Robert's Rules of Order.
3. The Executive Committee shall be considered a standing committee of Council, and its membership shall be only the Executive as defined in Section 3.
4. No resolution of a committee takes force until Council ratifies it.
5. Council may review any committee decision while approving the minutes of the committee meeting at which that decision took place, and may issue a new decision at that time without needing to submit a substantive motion to that effect as a new agenda item.

## **ARTICLE 6 – ANNUAL GENERAL MEETING**

**Section A: Time**

1. The Annual General Meeting shall take place annually in either May or June, at the discretion of Council.

**Section B: Agenda**

1. The agenda for the Annual General Meeting shall include motions to:
  - a. Ratify the results of the Executive election;
  - b. Ratify the results of any conference bidding processes;
  - c. Ratify any changes made to the Constitution or Policies at any meetings of Council since the last year's Annual General Meeting.

**Section C: Notice**

1. Notice of the Annual General Meeting shall be provided electronically to Member Representatives at least three (3) months prior to the meeting.

**Section D: Voting and Quorum**

1. Voting and quorum rules and requirements shall be the same as for Council meetings.

**Section E: Chair**

1. The President shall act as Chair of the Annual General Meeting, or may appoint another individual to fulfill that role, subject to majority vote approval of Council..

### **Section F: Presentation of Finances**

1. At least fourteen (14) days before the Annual General Meeting, the Vice-President Finance and Administration shall inform all member societies of the current state of ESSCO finances, and shall present the most up-to-date version of their term's budget available.

## **ARTICLE 7 – ELECTIONS AND BIDS**

### **Section A: Election of Executives**

1. The election of Executives shall occur at a special meeting of Council.
2. The nomination and election of Executive Members shall occur no earlier than 4 days before the Annual General Meeting.
3. Notice of both the nomination period and the date on which the election is to take place must be provided at the same time notice of the Annual General Meeting is provided.
4. Only Full Members may move and second candidate nominations.
5. The election of the President shall take place before the election of Vice-Presidents, in such a way as to allow unsuccessful candidates for President to be nominated for any Vice-President position.
6. The Executive shall cast a vote in elections and sign that ballot, but the vote will only be counted in the event of a tie.
7. If there is only one person nominated for an Executive position, a majority vote of Council will be required to elect the candidate, and a tied vote shall not elect a candidate.
8. Executives shall be elected according to the Single Transferable Vote system.
9. The successful candidates of each election shall be announced to Council once the election results have been tabulated.
10. The numerical tabulations of the election results shall be made public to the Council via the website within one week after the winner of each election is announced.

### **Section B: Chief Returning Officer**

1. The President shall appoint a Chief Returning Officer to run the election for Executive positions.
2. The Chief Returning Officer shall run the election for Executive members in accordance with the Constitution and Policies of ESSCO.
3. At any time, a majority vote of Full Members shall vacate the position of Chief Returning Officer, at which point the President will become the Chief Returning Officer.
4. If the President is a candidate for election, Council shall appoint another individual to serve as Chief Returning Officer, by a majority vote.
5. In the case that the President is the acting Chief Returning Officer, Council may appoint any other individual to serve as the Chief Returning Officer by a majority vote.

### **Section C: Conference Bids**

1. The host school of an ESSCO conference shall be determined at meeting of Council or the Annual General Meeting by a bidding process.
2. Only Full Members may move and second candidate nominations.
3. The Executive shall cast a vote during bidding and sign that ballot, but the vote will only be counted in the event of a tie.

4. If there is only one school nominated for hosting a conference, a majority vote of Council will be required to accept the candidate school as host, and a tied vote shall not elect a candidate.
5. Conference hosts shall be elected according to the Single Transferable Vote system.
6. The numerical tabulations of election results shall be made public to Council immediately after the winner of each bid is announced.
7. No conference may be bid on more than two (2) years in advance of the start date of the conference.
8. The Executive shall make every effort to ensure all conferences have secured a host by time of the Annual General Meeting that occurs immediately before those conferences are to take place.

## **ARTICLE 8 - AMENDMENTS AND POLICIES**

### **Section A: General**

1. There shall be two types of documents specifying the organization and procedures of ESSCO:
  - a. The Constitution
  - b. Policies
2. The Constitution shall specify the fundamental organization of ESSCO.
3. The Policies shall specify the further organization of specific areas of ESSCO.
4. Both the Constitution and Policies shall be binding on the Executive, Council, Conference Chairs, and any other office-holders of ESSCO.
5. In cases where the Constitution and Policies contradict, the Constitution shall take precedence.

### **Section B: Amendments**

1. The Constitution may only be amended by:
  - a. A two thirds (2/3) majority vote of Council at any Council meeting;
  - b. A two thirds (2/3) vote of Full Members at the Annual General Meeting.
2. In the case of 1.a) above, changes made to the constitution shall take effect immediately, but must be ratified at the next Annual General Meeting.
3. Policies may be amended by a majority vote of Council at any Council meeting.