



# **IEEE AUSTRALIA COUNCIL BYLAWS**

(Revised 7<sup>th</sup> June 2016)

In all instances, the Institute of Electrical and Electronics Engineers (IEEE) Bylaws, Constitution, MGA Operations Manual and IEEE Policy and Procedures will prevail when there is a conflict between these documents and Australia Council Bylaws.

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# **IEEE AUSTRALIA COUNCIL BYLAWS**

## **PREAMBLE**

Councils are IEEE geographic entities formed by agreement between Sections having contiguous boundaries in the same country or nation state, and exist at the Sections' pleasure. Each Council acts as a subordinate joint committee of the said Sections and they have the right to direct its operations.

The Council undertakes delegated tasks that are best performed jointly rather than by individual Sections, together with such other tasks and functions as may be specifically assigned by the Sections.

The member Sections have reciprocal obligations to ensure that the Council is well briefed as to its expected operating functions, and also adequately funded and resourced for the stated purposes.

The existence of a Council in no way diminishes the authority or autonomy of the participating Sections, which each retain their status as basic operating, executive and administrative units of the IEEE.

## **DEFINITIONS**

When used in these Bylaws, the following terms shall have the meaning shown below:

“Approved” shall mean approved by the Committee”

“Council Committee” shall mean the Management Committee of the Council

“Council” shall mean IEEE Australia Council, a geographic entity of IEEE Region 10

“Elected” shall mean elected by due process as specified herein

“Officer” shall mean an Elected Officer of the Council

“Meeting” shall mean a duly convened meeting of the Council

“Member” shall mean an individual member or a corporate member (Section) of the Council

“MGA” shall mean the IEEE Member & Geographic Activities Department

“Policies and Procedures” as used in this document refers only to IEEE Australia Council Policies and Procedures

“Region” shall mean IEEE Region 10

“Section” shall mean an IEEE Australian Section that currently is a Member of the Council

“Simple Majority” shall mean majority of more than the half

“Territory” shall mean the total Territory of the Council as approved by the MGA Board

## **NAME & TERRITORY**

### **ARTICLE I - Name and Territory**

#### **Section 1 – Name**

This organization shall be known as the IEEE Australia Council.

#### **Section 2 – Territory**

The territory of the IEEE Australia Council, as approved by Member and Geographic Activities Department, includes the following Sections:

Australian Capital Territory Section

New South Wales Section

Queensland Section

South Australia Section

Northern Australia Section

Victoria Section

Western Australia Section

## **AUSTRALIA COUNCIL OFFICERS**

### **ARTICLE II – Officers & Tenure**

#### **Section 1 –Officers of the IEEE Australia Council**

The Council Committee shall consist of the Council Chair, the Council Vice Chair, the Council Secretary, the Council Treasurer, and one representative of each Section in the Council appointed by the Section Executive Committee. Secretary and Treasurer Positions can be held by the same person, if needed. The Council Committee may appoint a Student Activities Chair.

#### **Section 2 – Term of Office**

The term of office for all officers is normally two (2) years, but may continue until a successor has been duly elected and takes office.

#### **Section 3 – Tenure of Officers**

The term of office shall normally be two (2) calendar years, from 1 January through 31 December.

#### **Section 4 – Limit on Consecutive Period of Service**

The consecutive period of service in any one office shall normally not exceed two (2) years. All officers shall not serve in any one position, in any single organizational unit, more than six (6) years in total. Exceptions require approval by the Region 10 Director who will annually report such exceptions to the MGA Board.

### **Section 5 – Casual Vacancy**

Any vacancy occurring during the term of office of a Council Officer shall be filled in accordance with Article IV of these Bylaws.

### **Section 6 – Officers’ Duties**

The duties of the Council officers are outlined in the MGA Operations Manual.

### **Section 7- Eligibility for Council Chair**

Candidates for the position of Council Chair shall be limited to those members who are not members of Sections from which the then incumbent and immediate past Council Chairs have been drawn.

## **AUSTRALIA COUNCIL MANAGEMENT**

### **ARTICLE III – Council Management**

#### **Section 1 – Nature & Scope of Business**

The Council shall at all times conduct its business in accordance with the IEEE Constitution, IEEE Bylaws, IEEE Code of Ethics, IEEE Policy Statements, MGA Operations Manual, and all other applicable documents.

#### **Section 2 - Chair of the Council Committee**

The Council Chair shall be Chair of the Council Committee. In the event of Chair unavailability, the Council Vice-Chair, shall be responsible for calling and/or chairing the Council Committee meetings.

#### **Section 3 – IEEE Section Representatives**

The Section representatives shall be the Section Chairs or their nominees. The Section representatives shall be formally appointed, on an annual basis, by the respective Section Executive Committees.

#### **Section 4 –Council Committee**

The Council Committee shall include the Council Chair, the Council Vice-Chair, the Council Secretary, and the Council Treasurer, together with one (1) representative of each of the constituent Sections.

#### **Section 5 – Qualification for the Council Membership**

Each member of the Council Committee shall be an IEEE Member, Graduate Student Member, Senior Member or Fellow grade.

#### **Section 6 – Council Activities**

The activities of the Council shall be conducted by the Council Committee.

### **Section 7 – Quorum for a Meeting**

A quorum for a meeting of the Council Committee shall consist of a simple majority of the members of the Committee and include representatives from at least half of the Sections of the Council. A quorum shall be necessary for the Council Committee to conduct the business of the Council.

### **Section 8 - Visitors**

At the invitation of the Council Chair, other persons may attend council meetings but such visitors and observers shall not be counted for the quorum and shall have no voting rights.

### **Section 9 – Decision Making**

Except where these Bylaws specify otherwise, issues shall be decided by a simple majority vote of the Section Representatives. Representatives of the constituent Sections shall be afforded one deliberative vote each. Chair of the Council will not normally vote, however, in the event of a tie of the deliberative vote, the Council Chair shall have a vote.

### **Section 10 – Council Rules**

The Council may make Rules governing its own functions and methods of operation. Such Rules shall be subject always to these Bylaws and shall take effect only on a simple majority vote of the Council Committee.

## **AUSTRALIA COUNCIL ELECTIONS**

### **ARTICLE IV – Nomination and Election of Officers**

#### **Section 1 – Council Nominating Committee**

The Council shall establish a 3-member Council Nominating Committee consisting of a Chair and two members. With the consent of the Council, the most recent Past-Chair shall serve as Chair of the Council Nominating Committee and the two members shall be appointed by the Council.

#### **Section 2 - Duties of the Council Nominating Committee**

The duties of the Council Nominating Committee include the preparation of a slate of candidates recommended for the offices of Council Chair, and other members of the Council elected at-large, to be submitted for approval by the Council Committee.

#### **Section 3 – Slate of Nominations**

Except as noted in IEEE Bylaws, the slate shall include not less than two nor more than three candidates recommended for each office.

#### **Section 4 – Responsibility of Council Nominating Committee**

The Council Nominating Committee shall be responsible for the solicitation within the Council of names of potential candidates to be considered by the Council Nominating Committee.

## **Section 5 – Council Election Process**

Six months prior to the date of election (normally early December of the year), the Council Nominating Committee Chair shall issue a “Call for Nominations” for all positions elected at-large to all voting members of the Council Committee through an appropriate medium.

## **Section 6 – Nomination Period**

Council Committee members and Section Chairs shall submit nominations within one month of the “Call for Nominations”.

## **Section 7 – Candidate’s Verification and Consent**

The Australia Council Nominating Committee shall verify the candidate’s eligibility and willingness to serve. The Council Nominating Committee shall also gather position statements and biographies of the potential candidates, as appropriate, for circulation among the Australia Council voting members.

## **Section 8 - Slate of candidates**

The Council Nominating Committee shall select from all submissions candidates for each position to be elected at large. The slate of candidates, at least two but not more than three candidates for each position, shall be communicated to the voting members of the Council not less than six weeks prior to the election date.

## **Section 9 – Election Process**

Council Officers shall be elected by the Section Representatives. The candidate who achieves the greatest number of votes shall be elected. In the event of a tie, chose one candidate at random (flip a coin).

The election process shall be by secret ballot.

## **Section 10 – Reporting of the Elected Officers**

The names of the newly elected/appointed officers of the Council shall be reported by the Council Secretary to IEEE Member and Geographic Activities Department within 20 days following election/appointment.

# **AUSTRALIA COUNCIL OPERATION**

## **ARTICLE V – Operating Policies and Procedures**

### **Section 1 – Council Operation**

The Council Committee shall conduct its activities within the “IEEE Constitution”; “IEEE Bylaws”, IEEE Policies and other rules externally imposed which by law affect the membership and activities of the IEEE.



## **Section 2 – Policies and Procedures**

Policies and Procedures may be established for the purposes of administering the Council, and for aggregating significant Council decisions into a single document.

## **Section 3 – External Collaboration**

The Council may at its discretion, or at the request of member Sections, enter into discussions with other non-profit professional bodies having aims, objectives and ethical codes similar to those of the IEEE.

## **Section 4 – Agreements**

Written Agreements shall require the prior approval of the Regional Director and IEEE HQ staff prior to enactment.

## **Section 5 – Exclusions**

No agreement of any nature or type shall be made with commercial entities, or with organisations having for-profit, political, or partisan objectives except where specifically permitted by IEEE policies and MGA guidelines.

## **Section 6 – Changes to Policies & Procedures**

Proposed changes to the Council's Policies and Procedures may be proposed as regular motions to the Council Committee.

# **AUSTRALIA COUNCIL FINANCES**

## **ARTICLE VI – Financial Management**

### **Section 1 – Fiscal Year**

The fiscal year of the Council shall be from 1 January to 31 December. All unit funds management shall adhere to a fiscal year for the purpose of reporting to the IEEE headquarter.

### **Section 2 – Finance Subcommittee**

The Australia Council Committee may at its discretion appoint a Finance Subcommittee (or similar body) to assist the Treasurer in achieving financial objectives.

### **Section 3 – Financial Diligence**

The financial management of Council funds shall accord with best-practice accounting techniques and shall at all times comply with MGA Bylaws and other applicable IEEE documents.

No Council officer or representative shall have any authority to contract debts for, pledge the credit of, or in any way bind the IEEE for those activities specifically prohibited to individual Sections.

The Council shall have the right to obligate its funds for all purposes necessary to promote its objectives.

#### **Section 4 – Council Funds**

Funds from whatever source derived are the property of the IEEE and shall be used only for the normal operations of the Council as defined in the IEEE Bylaws and published IEEE Interpretations of Policy. Exceptions to this rule shall require the prior approval of the Regional Director.

#### **Section 5 – Council Bank Accounts**

Council funds shall be lodged and maintained solely in IEEE-designated bank accounts. Under no circumstance shall IEEE monies be deposited in private or non-IEEE accounts, or with institutions not registered as Banks under Australian law. These rules shall preclude all such spurious lodgements, even as a temporary expedient in transferring funds.

#### **Section 6 – Council Reserves**

The Council may establish and maintain a Reserve fund consistent with known cash-flow projections, and may include realistic margin for operating convenience and security, and/or “special project” allowances as instructed by the Council Committee. Wherever practicable, cash surplus to immediate requirements shall be placed on term or other interest-bearing facilities. The deliberate accumulation of cash assets beyond genuine operational needs shall be avoided.

#### **Section 7 – Council Revenue**

Council Revenue may be derived from contributions or by an agreed levy from member Sections, earning from events sponsored by the Council, grants from IEEE Region 10, and other sources approved under the IEEE Bylaws.

#### **Section 8 – Rebate Receipts**

If the Council is the parent unit of Society Chapter(s) or Affinity Group(s), it must also ensure submission of the meeting and officer reports of those units on an annual basis, in order to qualify for the rebate allowed for Chapters or Affinity Groups.

Where the Council is the parent entity of a Society Chapter or Affinity Group it will receive rebate payments for such groups. Such payments shall be used for the ongoing support and development of the entity (or entities) concerned.

#### **Section 9 – Expenditure**

Council expenditure shall cover the normal costs of administration and operation, grants and awards, approved travel by Council officers, invited guests, approved Special Projects, and incidental outlays.

All expenditure shall require the prior approval of the Council Committee.

## **Section 10 – Audits**

The Council Committee may at its discretion call for an Audit of the Council Finances for such period and scope of investigation as is deemed appropriate. Such audit(s) shall in any case be conducted in response to petition(s) made concurrently by three (3) or more member Sections. The said Audits may be conducted either as informal internal investigations, or externally by an independent authority.

## **Section 11 – Audit Reports**

Audit Reports shall be forwarded promptly on receipt to all individual members of the Council Committee and separately to all Section Secretaries.

# **REPORTING BY THE COUNCIL**

## **ARTICLE VII Council Reporting Requirements**

### **Section 1 – Financial Reporting**

Council is required to submit to IEEE MGA staff a report of the previous year's financial activity by the third week of February each year or by the date announced by the MGA. Failure to comply with this requirement shall be reported to the Chairs of the participating Sections and the Regional Director.

### **Section 2 – Council Annual Reports**

Each year the Council shall prepare an Annual Report containing an overview of Council activities during the previous calendar year, with the associated financial results. Council annual reports shall serve as a convenient single-document reference for personnel in the member Sections and other interested parties.

# **REVISION OF COUNCIL BYLAWS**

## **ARTICLE VIII Revision of Council Bylaws**

### **Section 1 – Revision Procedure**

Revisions to these Bylaws shall require a two-thirds majority vote of the Section Representatives.

The Council Chair shall submit details of the proposed revision(s) to the Region 10 Director, and also to the IEEE Member and Geographic Activities Department for review and approval.