

Queensland Education, Science and Technology Network CONSTITUTION

Version: 26th March 2009

1. Name

The organisation shall be known as the Queensland Education, Science and Technology Network (QUESTnet) Management Committee, hereafter called "the Committee".

2. Objective

The objective of the Committee shall be to promote and advance the development and use of Information and Communications Technologies (hereafter called "ICT") in Higher Education and Research in Queensland and adjacent areas in Australia, through a variety of relevant means, including but not limited to the following:

- Foster and facilitate coordination and cooperation in the work of members (eg. by arranging special meetings and seminars to discuss mechanisms for sharing infrastructure)
- Provide opportunities for the exchange of information among technical staff in the region (eg. by the annual QUESTnet conference and other meetings of personnel in areas of common interest and endeavour)
- Formulate and offer approaches to common issues of members (eg. commission projects, arrange development seminars)
- Provide strategic direction to, and coordination among, the ICT activities in the sector (eg. via committee memberships, submissions on proposed initiatives)
- Establish and oversee sub-committees for specific roles or tasks for the benefit of members (eg. QUESTnet conference)
- Develop and maintain a cooperative working relationship with CAUDIT
- Promote and represent our sector in the State to develop a sphere of influence, particularly with other educational areas and Government
- Deal with Vendors on a regional basis appropriate to QUESTnet members.

3. Membership

There are three categories of membership: Voting Member, Affiliate Member and Personal Member

3.1 Voting Members

The Higher Education and Research organisations comprising QUESTnet are listed in Schedule 1 of this constitution. Each organisation shall be entitled to one Voting Member, who shall be an officer who contributes strategic ICT leadership to the organisation and who normally manages core ICT services and infrastructure.

Additional organisations entitled to a voting member may be elected from time to time by resolution of the voting members.

3.2 Affiliate Members

Affiliate Members may be drawn, in a similar way as for Voting Members, from other bodies as may be determined from time to time by a resolution of the voting members. Affiliate Members are listed in Schedule 2.

3.3 Personal Members

Individuals who can contribute to the objectives and work of the committee, may be invited to join the committee for one year as may be determined from time to time by resolution of the members. Renewal of personal membership will be by vote of the Committee. Personal Members are listed in Schedule 3.

3.4 Voting Rights

Affiliate Members and Personal Members shall have all the rights of audience and debate on all issues, unless the majority of voting members present determine otherwise on a case by case basis, but are not eligible to vote. They are not eligible to sit on the Executive unless specific exemption is given by resolution of the voting members.

3.5 Proxies

Voting Members may nominate proxies to attend meetings of the Committee in their place.

4. Membership Fees

There shall be an annual membership fee to support the activities of the Committee. The fees shall fall due on January 1st each year, and shall be set at the immediately preceding Annual Meeting. The fee for Affiliate Members shall be 50% of the fee for Voting Members for those who are based in Australia. There is no fee for Personal Members. Voting Members whose fees or any other subscription are more than six months in arrears shall have their voting rights suspended at the next meeting of the Executive. Affiliate Members whose fees are more than six months in arrears may have their membership suspended or terminated by QUESTnet on the recommendation of the Executive. Suspensions shall be in effect until such time as the fees are no longer in arrears. Members whose membership is terminated who wish to re-join are required to make a fresh application.

5. Use of Funds

The income and property of the Committee shall be applied solely towards the promotion of the objective of the Committee as set out in clause 2 herein, and no portion shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to or amongst the Members, except as bona fide compensation for services rendered or expenses incurred on behalf of the Committee.

All expenditures shall be approved by the Executive, in accord with budgets and other general approvals given by the Committee from time to time.

Funds shall be held in an account set up for that purpose, to be operated on, and in such a manner, as a meeting of QUESTnet shall determine.

QUESTnet may borrow funds, or obtain credit, only to the limit of the account balance, or to the account balance minus outstanding liabilities and commitments to the end of the current financial year, whichever is the lower amount.

6. Executive Group

An Executive Group (hereafter called "the Executive") shall be elected from the members at the Annual Meeting to organise the affairs of the Committee, including the following:

- Arranging meetings;
- Developing and reviewing strategic directions;
- Monitoring standing committees, sub-committees and working parties;
- Representing and acting for the Committee between meetings as required;
- Oversighting the financial affairs of QUESTnet including the preparation of annual budgets and monitoring revenue and expenditure against budget;
- Canvassing the opinions of members between meetings.

The Executive shall consist of the Chair, the Deputy Chair and the Treasurer. The three elected members shall be elected for 2-year terms at the Annual Meeting of the Committee, with the Chair and the Treasurer being elected in odd-numbered years and the Deputy Chair in even numbered years. Members are encouraged to make nominations and to vote in such a way that the Executive consists of members from a range of bodies in the region.

Nominations shall be called at the time that notice of the Annual Meeting is issued, and shall close during the meeting. Nominations must be in writing bearing the signatures of the nominee, nominator and seconder; voting shall be by secret ballot, and the person with the most votes shall be elected; the elections shall be conducted in the order Chair, Deputy Chair, Treasurer; Office Bearers shall take office at the conclusion of the Annual Meeting.

The Executive shall meet (electronically or face-face) at least once per quarter to review and plan the affairs and activities of the Committee. A record of such meetings shall be prepared and distributed to all members in a timely fashion.

7. Office-Bearers

7.1. Chair

The Chair shall be responsible for conducting all meetings of the Committee, including Executive meetings, and is empowered to represent the Committee as required.

7.2. Deputy Chair

The Deputy Chair shall be responsible for assisting the Chair in conducting the affairs of the Committee, and for deputising for the Chair when absent.

7.3 Treasurer

The Treasurer shall be responsible for oversight of all financial matters associated with the operation of the Committee and in addition shall be responsible for presentation of budgets and financial statements at the Annual Meeting and at other times as required.

7.4 Co-option

The Executive shall have the power to co-opt additional members to the Executive

when required.

7.5 Casual Vacancies

In the event of the resignation of any member of the Executive, an election shall be held within 60 days to fill this casual vacancy. The person so elected shall remain in office only for the unexpired portion of the term of the person who resigned.

This election may take place at any meeting of the Committee which occurs within the prescribed period, else it shall be conducted electronically, as follows:

- Nominations shall be called for, closing 14 days later;
- A person may nominate themselves, or another person provided they consent to being nominated;
- The vote shall be taken within 7 days of nominations closing;
- Voting shall proceed as for other electronic votes, except that the list of votes shall not be broadcast; instead, each vote shall be individually acknowledged;
- The Executive Officer, or in the absence of the Executive Officer, someone else appointed by the Executive to act as Executive Officer, shall conduct the election;
- The objection time and declaration of the poll shall be as for other electronic voting.

8. Meetings

There shall be at least two full meetings of the Committee held each calendar year, one of which shall be designated the Annual Meeting by the Chair (provided that it is at least 4 months since the previous Annual Meeting). Twenty-eight days' written notice of the holding of the Annual Meeting shall normally be given to all members. Meetings other than the Annual Meeting may be held as required, and may take place electronically (including phone conferencing, video conferencing, and computer conferencing). Voting at Electronic Meetings must comply with the Rules for Voting given below.

The Chair may invite any person to attend a meeting under such conditions and circumstances as determined by the Chair.

8.1 Special Meetings

A special meeting of the Committee can be called by the Chair or by any Voting Member with the support of 50% of Voting Members. Twenty-eight days written notice of such a meeting must be given and the notice must state the purpose of the Special Meeting.

9. Rules for Voting

At all meetings of the Committee, and for all votes taken, a Quorum shall consist of not fewer than half the Voting Members plus one. All motions except changes to the Constitution shall be passed by a simple majority, with the Chair having a casting vote (if needed) in addition to a regular vote.

Electronic Voting may be used to decide any matter which comes before the Committee, either at a meeting or at any other time, except those matters which must be decided at Annual Meetings. Members without electronic mail addresses

may not participate in Electronic Votes. It is the responsibility of all members to ensure that the Executive Officer is advised of their current electronic mail address.

Electronic Voting shall proceed as follows:

- Electronic votes may only be conducted by the Executive Officer at the direction of the Executive;
- The motion shall be dispatched via electronic mail to all members, at approximately the same time, together with any explanatory material, giving a date by which votes must be received, and inviting members to broadcast any comments they may have electronically to all members;
- The final date for receipt of votes shall be 7 days from the date of dispatch of the motion (except for proposed Constitutional amendments);
- All votes received by the Executive Officer by midnight (Executive Officer's local time) on the due date shall be counted;
- The Executive Officer shall formally acknowledge the receipt of each electronic vote;
- The Executive Officer shall prepare a list of all those voting for, voting against, or formally abstaining from the motion, and dispatch that to all members as a check that the votes have been recorded correctly;
- If no objection that a member's vote has been recorded incorrectly is received by the Executive Officer within 4 days of the dispatch of the voting list, then the motion shall be declared passed/lost/lapsed in another message despatched to all members, with a simple majority being required to have a motion passed; in the event of a tie, the Chair will have a casting vote (as above);
- Members may appoint "proxies" only and merely by assigning the right to use their electronic mail address to someone else;
- In the event of any irregularity being detected in the voting, then the vote shall be declared void and, at the discretion of the Executive, retaken;
- In the event of any irregularity being uncovered subsequently, then the vote shall be declared void, but any action taken based upon that decision shall not be invalid; at its discretion, the Executive may retake the vote and/or reverse any action it may have taken based upon that voided vote;
- The Executive Officer shall ensure that all electronic votes are recorded, acknowledged and added to the minutes of the next formal meeting.

10. Sub-Committees

The Committee or the Executive may appoint Standing Committees, Sub-Committees and Working Parties of one or more members, with power to coopt, to address specific issues, and may nominate one or more members to represent the Committee on joint Working Parties with, or at meetings with, other bodies.

11. Annual Report

The Executive shall be responsible for the production of the Annual Report of the Committee, which shall be produced in the first quarter of each calendar year. It shall document the affairs of the Committee during the calendar year just concluded. Copies shall be despatched to all members.

12. Amending the Constitution

The Constitution may be amended by a two-thirds majority of all Voting Members provided that at least fourteen days' written notice of the proposed amendment is given prior to the vote being taken either electronically or at a meeting.

13. Winding Up

A motion to wind up QUESTnet shall be considered only at a special meeting, called for the purpose with at least fourteen (14) days written notice, and must be approved by not less than two-thirds of the Voting Members present. Upon winding up, if there remain, after satisfaction of all the Committee's debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given to the Queensland Regional Network Organisation (QRNO), or, in the event that the QRNO has ceased to exist, or is unable to accept, to CAUDIT, to continue to meet the objectives of QUESTnet and its members.

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Queensland Education, Science and Technology Network

Schedule 1

Voting Members

The Higher Education and Research organisations comprising QUESTnet and eligible for one voting member each are:

Australian Catholic University

Australian Institute of Marine Science

Bond University

CQ University

Commonwealth Scientific, Industrial and Research Organisation

Griffith University

James Cook University

Queensland University of Technology

Southern Cross University

The University of Queensland

University of Southern Queensland

University of the Sunshine Coast

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Schedule 2

Affiliate Members

Organisations having Affiliate Membership of QUESTnet are:

Queensland Education, Science and Technology Network

Schedule 3

Personal Members

Mr Barry Mahoney

Mr Ian Hunter

Mr Wilber Williams

Mr Geoffrey Dengate