



Australian Tunnelling Society

Constitution

Affiliation with Engineers Australia

1. The Australian Tunnelling Society (ATS) is an unincorporated Technical Society of Engineers Australia and is subject to the Royal Charter, By-Laws, General Regulations and policies of Engineers Australia, as amended from time to time, including all associated codes of ethics and conduct.

Nomenclature and Identification

2. The ATS shall make known on all literature, correspondence, websites and any other media that it is a Technical Society of Engineers Australia through co-branding with both logos or trademarks being displayed with equal prominence.

Purpose and Functions

3. The ATS aims to advance the knowledge of the Australian Tunnelling Industry through areas of design, construction and utilisation of underground space, including technical aspects, health and safety, and ecologically sustainable development.

The broad objectives of ATS are the professional development of its members and the dissemination of ATS's experience and standards into the wider community. The specific objectives of ATS are to:

- a. advance the knowledge of all factors affecting the design, construction and utilisation of underground space, including technical aspects, health and safety, and ecologically sustainable development;
- b. stimulate a better understanding of the underground domain by governments, planners and the community;
- c. provide recognition of the contributions and achievements of members and other workforce practitioners in the industry; and
- d. Connect to, and keep abreast with, the tunnelling advances and the tunnelling industry in neighbouring countries and worldwide; and

4. The functions of the ATS, within their area of expertise, is to:
 - a. collaborate with Engineers Australia and its Colleges to develop and promote the professional and academic disciplines of engineering;
 - b. establish and maintain the relevant body of knowledge through;
 - conducting technical meetings;
 - organising special events, such as symposia, conferences, seminars, courses;
 - sponsoring eminent speakers;
 - participating in conferences organised by others;
 - participating in the preparation of codes and standards;
 - preparing material for a periodical, published and distributed to members;
 - encouraging production and publication of learned papers;
 - promoting and reviewing research and development of subsurface projects;
 - c. participate in the establishment and maintenance of the requirements for attaining engineering qualifications in the disciplines relevant to the ATS's area of interest;
 - d. collaborate with Engineers Australia and its Colleges to develop and promote the professional and academic disciplines of engineering, and contribute to Engineers Australia's membership growth and retention, representing Engineers Australia in the wider community in accordance with Engineers Australia's policies.

Membership

5. All members of the Technical Society are bound by Engineers Australia's Royal Charter, By Laws, Regulations, the policies of Engineers Australia and this Constitution.
6. Membership of the ATS shall be open to those who pay the prescribed membership fee and who are:
 - a. Individual applicants who have an interest in and are able to contribute to the objectives of the ATS; or
 - b. Corporate members who will have all the rights and privileges of members, and exercise these rights and privileges through a nominated representative appointed by the corporate member.
7. The Committee has the authority to admit, decline or revoke membership of the ATS. Such authority shall not be exercised unreasonably or unjustly.
8. Engineers Australia will maintain a register of ATS members.

Executive Committee

9. The ATS will form an Executive Committee (Committee) to manage the operations of the ATS, including:
 - a. Deciding, in partnership with Engineers Australia the PCO that will be engaged to deliver ATS conferences each time a conference is to be run following a call for proposals. This does not preclude Engineers Australia's Professional Development Team providing a proposal;
 - b. In all but exceptional circumstances, the Engineers Australia Professional Development Team should be engaged to deliver short courses, seminars and symposiums; and
 - c. Being responsible for ensuring and monitoring the viability of any chapters established as part of the ATS.

10. The Committee is to consist of at least 6, but no more than 12 members, as determined from time to time by the Committee, including:
 - a. a chair;
 - b. a deputy chair; and
 - c. an immediate past chair for one year following a change of chair (if available).
11. The Committee may appoint a member or members of the Committee to perform the function of Treasurer.
12. Committee members may be elected by the membership or may be appointed by resolution of the Committee but only on the basis that, at any time, a majority of the members of the Committee are elected by the membership.
13. The Committee must not appoint a member to its Committee unless satisfied that, where possible, the Committee has an appropriate mix of age, gender, location and other aspects of diversity, representation, skills and technical proficiency.
14. The Committee may, from time to time and for a period of no more than twelve (12) months, co-opt additional members or other persons, including student members, to address specific issues or assist with work on matters being pursued by the Committee. Co-opted members have no formal role or voting rights on the Committee.
15. Committee members must be financial members of the ATS. In all but exceptional circumstances, the Chair and Treasurer shall be Engineers Australia members. In the event that circumstances prevent such an arrangement, the ATS shall seek approval for any non-Engineers Australia office bearers in these positions from an authorised officer of Engineers Australia.
16. Committee members serve a term of 2 years and may nominate for re-election twice, such that each member may serve a maximum cumulative term of 6 years. The period of time that a committee member serves as chair or deputy chair is to be excluded when calculating the maximum consecutive term referred to in this clause.
17. The Committee is to meet as often as is necessary for the proper performance of its function, with a majority of committee members to be present for a quorum to be reached.
18. The Committee need only record the resolutions of a committee meeting. Minutes or a recording of a committee meeting are not required.

Working Groups

19. The Committee may, by resolution, establish working groups, comprising no more than 6 members with the functions specified in the resolution, to assist in the work of the Committee.

Planning

20. The ATS will develop and report against an annual plan that is provided to the Chief Executive Office of Engineers Australia within 2 months of the end of the Society's standard operating year.

Finances and assets

21. Any bank account opened in relation to the activities of the ATS is to be in the name of:
- a) the ATS with the requisite number of Committee signatories as required by the banking institution; and
 - b) to be managed by the Society or Engineers Australia,
 - c) with or any cheque, electronic funds transfer or withdrawal of funds to be authorised by the chair and/or the treasurer and at least one other Committee member.
22. The ATS must keep financial records:
- a. which record and explain transactions associated with ATS funds or assets; and
 - b. which give an accurate account of the financial position of the ATS,
 - c. and the treasurer must make the records available to Engineers Australia upon request.
23. The ATS must not apply any surplus other than in accordance with its purpose and demonstrate that it is a not-for profit entity. For the sake of clarity, a not-for-profit entity may compensate members for expenses they incur for recognised purposes and may make a surplus, provided it is applied for the purposes of the entity rather than for the benefit of one or more members.
24. The Committee must provide to Engineers Australia draft audited financial reports by no later than 31 July each year.
25. As the ATS is an unincorporated Technical Society of Engineers Australia, neither the ATS or its members can enter into written or verbal contracts or agreements of any kind, own land, enter into mortgages or debentures or employ people on behalf of the ATS. All contracts, agreements or other instruments in respect of the ATS and/or its Activities must be approved by an authorised officer of Engineers Australia.

Chapters

26. The Committee may establish chapters of the ATS provided that:
- a. there are a minimum of 25 members to form the chapter;
 - b. the chapter is viable and accounts to the Committee as and when required; and
 - c. the activities of the chapter are aligned with the purpose of the ATS.
27. The Committee is to direct the chapter and determine the reasonable size and scope of the chapter committee. Chapter committee members must be financial members of the ATS.
28. Chapters of the Society are to work in collaboration with Engineers Australia's Divisions.

Intellectual Property

29. Engineers Australia grants to the ATS, a non-exclusive, royalty free, revocable and non-transferable licence to use any trade mark, logo, copyright, moral rights, design, procedures and confidential information (Intellectual Property) owned by Engineers Australia for the purpose and currency of this Constitution. The ATS agrees to use the Intellectual Property in accordance with Engineers Australia's policies and directions and for non-commercial purposes only.

30. All material, literature, websites or other media created by the ATS and all Intellectual Property rights subsisting in them (whether or not now existing, both registered and unregistered, protected by statute, common law or equity in Australia or elsewhere in the world, including copyright, trademarks, designs, patents, patentable information, licences and other rights to possess and use the works and other subject matter of intellectual property rights, trading names and domain names, but excluding moral rights), will remain or be assigned to become the sole and exclusive property of Engineers Australia.

Insurance

31. Insurance coverage by Engineers Australia is:

- a. available for office bearers and volunteers engaged in activities associated with the ATS provided that the volunteer work is officially organised by and under the control of Engineers Australia; and
- b. available in the event of accident, illness and travel related incidents and includes functions or events held on Engineers Australia's premises and off-site and extends to incidents which might occur during travel involved to and from the event.

Winding up of the Society

32. The Board of Engineers Australia reserves the right to step into the management of, or to wind up, the ATS in the event that:
 - a. it conducts its affairs at variance to Engineers Australia's Royal Charter, By Laws, Regulations, policies and/or this Constitution;
 - b. the ATS's membership has been in decline over a period of 3 years and membership has fallen below 100 financial members;
 - c. the ATS is no longer meeting its purpose as outlined in clause 3;
 - d. The financial management of the ATS has the potential to expose Engineers Australia and/or the ATS's membership to significant debts; and
 - e. the actions of the ATS and its management pose an unacceptable risk to Engineers Australia.

33. The Board of Engineers Australia will consult with the ATS on the nature of any variance in its management and may provide the ATS with directions in order to remedy matters of concern within a specified timeframe at its discretion.

34. In the event that the ATS is wound up, all monies, assets or funds and any associated profits or interest or assets are to be transferred to Engineers Australia to be distributed, if possible, in accordance with the ATS's purposes or Engineers Australia's learned society functions.