



**Constitution**

**of the**

**Railway Technical**

**Society**

**of**

**Australasia**

Revised: 31 July 2006

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## **1 Interpretation**

- 1.1 In this constitution, the following definitions apply:
  - 1.1.1 The male gender includes the female gender.
  - 1.1.2 'In writing' or 'written' means and includes printing or other means of representing or reproducing words in visible form on paper.
  - 1.1.3 Words importing the singular include the plural and words importing the plural include the singular where the context permits.
  - 1.1.4 The headings shall not affect the meaning and construction of this constitution.

## **2 Background**

- 2.1 The Institution of Engineers, Australia, hereinafter referred to as Engineers Australia, is a national institution for professional engineers, engineering technologists and engineering associates in Australia. Engineers Australia represents all disciplines and branches of engineering in Australia. It also facilitates the creation of interest groups, called 'Technical Societies'. Membership of Technical Societies is open to persons who are not members of Engineers Australia.
- 2.2 The RAILWAY TECHNICAL SOCIETY OF AUSTRALASIA, hereinafter referred to as the RTSA, is a Technical Society of Engineers Australia formed to further the interests of the railway industry at large and of its individual participants. The RTSA operates with the agreement of Engineers Australia and in accordance with the Royal Charter of Engineers Australia.
- 2.3 All members of the RTSA shall agree to be bound by this constitution including the provisions of sub-section 8.1 herein and by the bye-laws, code of ethics and associated regulations and policies of Engineers Australia including provisions applicable for the protection of the privacy rights of all RTSA members.
- 2.4 The RTSA was established in 1997, having evolved from the National Committee on Railway Engineering.

## **3 Mission**

- 3.1 The Mission of the RTSA is:

*To provide learned society functions for all who have an interest in railway technology and management and to provide practice-based opinion and advice to Engineers Australia.*

## **4 Purpose**

- 4.1 The RTSA is a non-profit organisation established for the Purpose of promoting the co-operation of academic, industrial, commercial and governmental organisations in relation to the practice and advancement of railway technology and management in Australasia.

## **5 Objectives**

### **5.1 The Objectives of the RTSA are to:**

- 5.1.1 Promote technological and management excellence in the railway industry;
- 5.1.2 Represent the considered opinions of its membership;
- 5.1.3 Stimulate the active contribution and participation of its members in the development and dissemination of railway technology and management knowledge, so to support the business of the railway industry;
- 5.1.4 Provide for the continuing professional development of its members;
- 5.1.5 Strengthen and enhance the competence of its members;
- 5.1.6 Promote close working relationships amongst participants in the railway industry;
- 5.1.7 Establish linkages at an international level, to enable members to benefit from international exchanges;
- 5.1.8 Promote education, research, development and information dissemination within the railway industry.

## **6 Activities**

### **6.1 The activities of the RTSA are directed towards providing leadership for the facilitation and co-ordination of professionalism in the railway industry and the encouragement of member contributions to the application of railway technology and good management practices. The activities include:**

- 6.1.1 Organising conferences on railway engineering under the banner 'CORE';
- 6.1.2 Promoting open communication between members supported by technical meetings, discussion groups, seminars, workshops, lectures, conferences, field visits, study tours and activities within chapters;
- 6.1.3 Facilitating opportunities for members to develop and extend the application of railway technology and management skills;
- 6.1.4 Encouraging innovation in education, research and training for undergraduate, postgraduate and continuing education for the application of railway technology and management skills;
- 6.1.5 Promoting links between the RTSA and railway industry, business, government, academic and national or international bodies having similar interests;
- 6.1.6 Disseminating information, knowledge, skills and attitudes in the field of railway technology and management;
- 6.1.7 Recognising contributions and achievements of practitioners in the application of railway technology and management skills;

- 6.1.8 Funding awards and organising events for the promotion of education, research and excellence in the application and practice of railway technology and management.

## 7 Organisational Structure

- 7.1 The RTSA shall consist of an Executive and such Chapters consisting of affiliated members as may be formed in accordance with this constitution (refer to Figure 1, below).

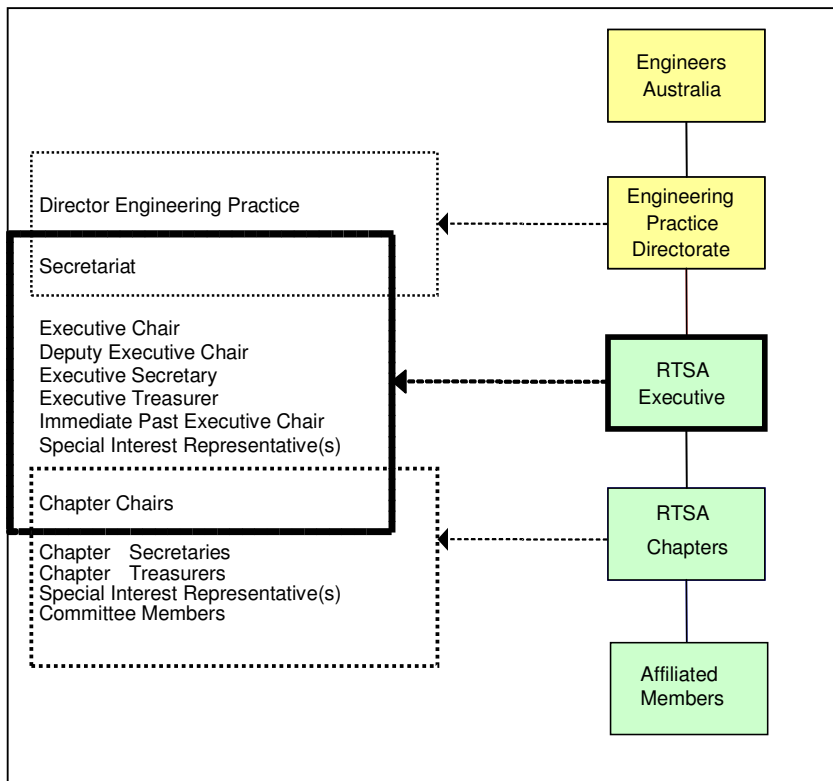


Figure 1. - RTSA Organisational Chart

## 8 RTSA Membership

- 8.1 Membership of the RTSA shall be open to all persons and organisations holding to the Mission, Purpose and Objectives of the RTSA, including:
- members of Engineers Australia who pay the prescribed fee;
  - non-members of Engineers Australia who are accepted for membership and pay the prescribed fee; and
  - organisations that are accepted for corporate membership and pay the prescribed fee.

8.2 The grades of RTSA membership shall be as follows:

8.2.1 Ordinary Member

This is the RTSA membership grade for a financial member not eligible for another grade of membership.

8.2.2 Student Member

RTSA membership without subscription shall be open to any person who is engaged in full time tertiary studies and who is a Student Member of Engineers Australia. A reduced subscription as prescribed by the Executive is payable by any such student who is not a member of Engineers Australia.

8.2.3 Retired Member

Free RTSA membership is available to any member of Engineers Australia who is retired from full time employment. A reduced subscription is payable by any such retired member who is not a member of Engineers Australia.

8.2.4 Life Member

Life RTSA membership may be awarded by the Executive as an honour to selected recipients who then are not required to pay a membership subscription.

8.2.5 Corporate Member

Corporate RTSA membership is available to organisations of which three nominees shall be entitled to the privileges attaching to the grade of Ordinary Member, including the right to vote. Further membership benefits and a corporate rate of subscription shall apply.

8.3 Every member is entitled to use MRTSA as a post-nominal.

8.4 The Executive shall determine the membership subscription fees.

8.5 Membership subscriptions shall become due on 1<sup>st</sup> July in each year.

8.6 Each member of the RTSA shall be affiliated with one Chapter of the RTSA.

8.7 Application for RTSA membership from members of Engineers Australia shall be automatically accepted upon payment of the prescribed membership fee.

8.8 An application for RTSA membership from a person who is not a member of Engineers Australia shall be made in the prescribed form either in writing or by electronic means.

8.9 The Secretariat shall arrange for all applicants for membership to be notified as to the outcome of their applications.

8.10 All members of the RTSA shall be eligible (subject to sub-section 9.2 herein) for appointment or election to RTSA positions, to vote in elections, and to receive publications and other RTSA benefits.

8.11 When a membership subscription is overdue by more than three months the membership lapses but it may be resumed by payment of all fees due.

8.12 Votes may be by ballot, personally or by proxy.

- 8.13 The instrument for appointing a proxy shall be in writing under the hand of the appointer, and shall be handed to the Secretary at the meeting before the start of the meeting.
- 8.14 Any member may resign by written resignation forwarded to the Executive or to the Chair of the Chapter to which the member is affiliated.
- 8.15 Disputes within RTSA and complaints against members of the RTSA shall be handled by the Executive in accordance with the applicable procedures of Engineers Australia.
- 8.16 The Secretariat shall be responsible for maintaining a register of members. This register shall be available to the Executive and to Chapter Committees.
- 8.17 The Executive may review and refuse membership applications and applications for changes of membership grade and it may suspend membership in cases of wilful failure to abide by sub-section 2.3 herein and in accordance with applicable regulations and policies of Engineers Australia.

## **9 Executive**

- 9.1 The RTSA shall be managed by the executive committee of the RTSA hereinafter referred to as the Executive. The following shall comprise the Executive:
- Executive Chair;
  - Deputy Executive Chair;
  - Executive Secretary;
  - Executive Treasurer;
  - Immediate Past Executive Chair;
  - Special Interest Representative(s);
  - Chapter Chairs (representing the established Chapters);
  - Secretariat.
- 9.2 Members of the Executive should be members of Engineers Australia whenever possible. In all but exceptional circumstances the Executive Chairman, Executive Secretary and Executive Treasurer should be members of Engineers Australia. In the event that circumstances prevent this, the RTSA shall seek agreement from Engineers Australia for non-members to hold these positions.
- 9.3 The Executive shall meet at least annually or more frequently on reasonable notice, provided by the Executive Chair, or upon the written request of at least four members of the Executive.
- 9.4 The Executive shall direct and determine the affairs of the RTSA through its decisions and policies.
- 9.5 The Executive shall co-ordinate and strengthen the activities of Chapters particularly where matters affect more than one Chapter.

- 9.6 The Executive has the final authority in matters of general RTSA policy including:
- 9.6.1 Matters which, in the opinion of the Executive, may affect members of more than one Chapter;
  - 9.6.2 Matters which extend beyond the geographic zone covered by established Chapters.
- 9.7 The following shall specifically be within the authority of the Executive:
- 9.7.1 The RTSA logo, letterhead and membership application forms;
  - 9.7.2 Publication policy;
  - 9.7.3 Awards of the RTSA (including Chapter awards);
  - 9.7.4 Co-ordination of Chapter activities where such co-ordination is considered by the Executive to be desirable;
  - 9.7.5 Official contact with other organisations having an interest in promoting railways;
  - 9.7.6 Liaison with overseas organisations and societies;
  - 9.7.7 Approving the formation of new Chapters, in consultation with the appropriate Division of Engineers Australia;
  - 9.7.8 Publicity and public relations on an Australia-wide and international basis;
  - 9.7.9 Affiliation with other societies outside Australia, which have similar objectives to those of the RTSA, including the mutual exchange of privileges;
  - 9.7.10 Determination of RTSA membership subscriptions.
- 9.8 The Executive may create sub-committees to provide leadership in primary areas of interest for the RTSA and their duties shall be as determined by the Executive.
- 9.9 The Executive shall have the power to co-opt, but its co-opted members shall not have voting rights on the Executive.
- 9.10 The Executive may appoint such persons as it sees fit to co-ordinate the activities of the RTSA and their duties shall be as determined by the Executive.
- 9.11 If, through any cause, the office of either Executive Chair or Deputy Executive Chair becomes vacant during a term of appointment the Executive shall appoint from its membership a suitable replacement to complete the term.



## **10 Membership of the Executive**

### 10.1 Executive Chair

- 10.1.1 An Executive Chair shall be appointed biennially by the Executive from amongst its elected membership including Chapter Chairs to be the titular head of the RTSA. The appointee shall have had experience of membership of the Executive. The appointment shall be honorary.
- 10.1.2 The maximum length of a continuous term of office as Executive Chair shall be two years.
- 10.1.3 The Executive Chair shall preside over the meetings of the Executive and over Annual General Meetings of the RTSA from the time of assumption of office until such time as a new Executive Chair is appointed.
- 10.1.4 Upon appointment and if applicable, the Executive Chair shall cease to represent a Chapter as Chapter Chair. The appointment of a Chapter Chair to the position of Executive Chair shall create a vacancy on the relevant Chapter Committee which shall be filled in accordance with sub-section 16.12 herein.
- 10.1.5 The Executive Chair, upon vacating the office, shall remain an appointed member of the Executive for a further maximum period of two years, as Immediate Past Executive Chair, and shall not represent a Chapter during that period.
- 10.1.6 The position of Executive Chair shall be filled by the Deputy Executive Chair should a mid-term vacancy arise in the position.
- 10.1.7 The Deputy Executive Chair shall normally succeed to the office of Executive Chair when the holder of the office of Executive Chair is replaced. Should the Deputy Executive Chair be unavailable so to succeed then an alternative member of the Executive shall be appointed to the office of Executive Chair by a majority vote of the members of the Executive. This appointee shall have had experience of membership of the Executive.

### 10.2 Deputy Executive Chair

- 10.2.1 A Deputy Executive Chair shall be appointed biennially from within the Executive by a majority vote of the Executive. The appointee shall have had experience of membership of the Executive. The appointment shall be honorary.
- 10.2.2 The maximum length of a continuous term of office as Deputy Executive Chair shall be two years.

### 10.3 Special Interest Representative(s)

- 10.3.1 Honorary positions for one or more Special Interest Representative(s) shall be available on the Executive for the representation of special interest groups, e.g. young members or female members, amongst the RTSA membership at large.

- 10.3.2 All Special Interest Representatives on the Executive shall be appointed biennially by the Executive from nominations received at the preceding RTSA Annual General Meeting and their number and representation shall be as may be determined by the Executive from time to time.
  - 10.3.3 The maximum length of a continuous term of office as Special Interest Representative on the Executive shall be two years.
- 10.4 Secretariat
- 10.4.1 There shall be a Secretariat to carry out the routine administrative functions of the Executive and of the RTSA.
  - 10.4.2 The office of the Secretariat shall be occupied by a paid employee of Engineers Australia appointed by the Executive. The appointee may not assume membership of the RTSA and shall not have RTSA voting rights.
  - 10.4.3 The length of the term of office of an appointee to the Secretariat shall be indefinite at the discretion of the Executive.
  - 10.4.4 The Executive shall determine the duties of Secretariat and the amount of the payment for these services shall be by agreement with Engineers Australia.
  - 10.4.5 At the direction of the Executive the Secretariat may assume specified responsibilities of the Executive Secretary, the routine functions of the Executive Treasurer and other duties as prescribed.
  - 10.4.6 The Secretariat shall have custody of all documents of the RTSA including account books and minute books on behalf of the RTSA.
- 10.5 The honorary positions of Executive Secretary and the Executive Treasurer shall be elected or re-elected to the Executive biennially at an RTSA Annual General Meeting by the members of the RTSA. The offices of the Executive Secretary and Executive Treasurer may be combined into one function.

## **11 Meetings of the Executive**

- 11.1 The Executive shall regulate its own affairs.
- 11.2 The Executive may meet for the progression of its business and it may adjourn and otherwise arrange its meetings at its convenience.
- 11.3 The Executive Chair (or his proxy) shall preside over all meetings of the Executive failing whom the Deputy Executive Chair shall so preside as deputy.
- 11.4 Motions arising at any meeting of the Executive shall be decided by a simple majority of the votes of the members present.

- 11.5 The voting members of the Executive shall be the Chapter Chairs, the Immediate Past Executive Chair, the Executive Secretary, the Executive Treasurer and the Special Interest Representative(s). The Executive Chair shall have a casting vote to be exercised only in cases of equal voting for and against a motion. The Deputy Executive Chair (or his proxy), when deputising for the Executive Chair, shall also have a casting vote in addition to the vote he may have as a Chapter Chair.
- 11.6 Meetings of the Executive shall be attended by the Secretariat.
- 11.7 The Executive shall cause minutes to be taken to record:
- 11.7.1 All appointments of personnel made by the Executive;
  - 11.7.2 The names of the Executive members present at each meeting of the Executive;
  - 11.7.3 All resolutions and proceedings at meetings of the Executive.
- 11.8 Copies of all minutes referred to in sub-section 11.7 herein shall be furnished to all members of the Executive within twenty eight days following each meeting of the Executive.
- 11.9 In the event that a Chapter Chair is unable to attend a meeting of the Executive or to attend to his other duties he may appoint any financial member of the relevant Chapter to act as his proxy at that meeting and for the purposes of his other duties and to exercise his rights and privileges as Chapter Chair for as long as may be necessary but not for longer than the term of office for which he was elected. Upon the appointment of a proxy by a Chapter Chair notification of it shall be promptly communicated to the Executive Secretary and prior to the commencement of the next scheduled meeting of the Executive.
- 11.10 A Chapter Chair who is not represented either in person or by proxy at three consecutive meetings of the Executive shall be deemed to have resigned from the office of Chapter Chair and from the Executive.
- 11.11 The quorum necessary for the transaction of the business of the Executive shall be the attendance of not less than sixty percent of the voting members of the Executive (excluding the Executive Chair).
- 11.12 Should a Chapter Chair or other voting member of the Executive absent himself from a meeting of the Executive during its progress the remaining members of the Executive may continue to act subject to the presence of a quorum.
- 11.13 A preferential system of voting shall be adopted at any meeting of the Executive in the following circumstances:
- 11.13.1 When the number of candidates for appointment to a position exceeds the number of vacancies; and
  - 11.13.2 When otherwise appropriate in the opinion of the Executive Chair.

- 11.14 Without convening a meeting of the Executive, the Executive Chair may submit to the Executive, at any time, a motion in the form of a formal ballot. If, as a result of the ballot, a majority of the Executive is in favour of the motion, the resulting resolution shall have the same effect as if it had been passed at a duly constituted meeting of the Executive. The Executive may make appointments of personnel in the same manner and they shall have full effect as though made at a duly constituted meeting of the Executive. Minutes of all such proceedings shall be taken and distributed in the manner prescribed in sub-section 11.8 herein.
- 11.15 At the first meeting of the Executive following a biennial RTSA Annual General Meeting the Executive shall consider the appointment of one or more Special Interest Representative(s) from amongst such nominations as may have been received at the respective RTSA Annual General Meeting.

## **12 Sub-committees of the Executive**

- 12.1 The Executive may delegate in writing any of its functions or powers to one or more Sub-committees consisting of persons appointed by the Executive. The appointment(s) shall be honorary.
- 12.2 The Executive shall appoint a Sub-committee Chair for each Sub-committee to be responsible for the work of the Sub-committee and for regular reporting to the Executive. The Sub-committee Chair shall chair all meetings of the Sub-committee except as provided for in sub-section 12.8 herein.
- 12.3 Every member of a Sub-committee shall be a member of the RTSA.
- 12.4 Every Sub-committee shall pursue its purpose in conformance with the terms of the delegation of the Executive.
- 12.5 Subject to the terms of the delegation of the Executive, a Sub-committee may regulate its own affairs.
- 12.6 A Sub-committee may meet for the progression of its business and it may adjourn and otherwise arrange its meetings at its convenience.
- 12.7 No Sub-committee shall have the power to co-opt members without prior approval from the Executive.
- 12.8 If at any meeting of a Sub-committee the Sub-committee Chair is not present within fifteen minutes following the scheduled time for the commencement of the meeting the members present shall choose one of their number to chair the meeting as deputy.
- 12.9 A quorum for a meeting of any Sub-committee shall be the attendance of not less than fifty percent of the appointed members (including the Sub-committee Chair). Motions arising at any meeting shall be resolved by a simple majority of the votes of the members present and in the case of an equality of votes for and against a motion the Sub-committee Chair or his deputy shall have an additional casting vote.

## **13 RTSA Annual Report**

- 13.1 The RTSA shall submit an annual report, as soon as possible after the end of each financial year and no later than 30th September, to the Board of Engineering Practice through the Director, Engineering Practice.
- 13.2 The report shall include:
  - 13.2.1 A summary of RTSA activities of the previous financial year including statistics and details as to membership participation;
  - 13.2.2 Audited RTSA financial accounts for the previous financial year;
  - 13.2.3 Details of RTSA activities planned to meet the Mission, Purpose and Objectives of the RTSA and of Engineers Australia;
  - 13.2.4 The RTSA budget for the coming financial year; and
  - 13.2.5 Any changes to the RTSA Constitution made during the previous financial year.

## **14 RTSA Annual General Meeting**

- 14.1 The Executive shall organise an Annual General Meeting of RTSA members to take place within each calendar year. The meeting shall be open to all but only RTSA members may participate in proceedings and vote.
- 14.2 Notice in writing of an RTSA Annual General Meeting shall be sent by authority of the Executive to all members not less than twenty one days prior to the scheduled commencement of the meeting. The notice shall set out the time, date and location of the meeting and it shall be accompanied by a form of proxy and, biennially, a form of nomination for election to the positions of Executive Secretary and of Executive Treasurer and of appointment to the position of Special Interest Representative on the Executive.
- 14.3 The RTSA Annual General Meeting shall consider the following business:
  - 14.3.1 Attendance
  - 14.3.2 Minutes of the previous RTSA Annual General Meeting;
  - 14.3.3 Correspondence;
  - 14.3.4 The RTSA Annual Report comprising reports from the Executive Chair, Chapter Chairs, the Executive Secretary, Special Interest Representative(s) and Sub-committees;
  - 14.3.5 The report of the Executive Treasurer as to RTSA finances including the report of the Auditors and as to budgeted RTSA expenses for the forthcoming year;
  - 14.3.6 Biennially, the declaration of the appointment of the Executive Chair, the Deputy Executive Chair and of Special Interest Representative(s);
  - 14.3.7 Biennially, the receipt of nominations for and the election of the Executive Secretary and the Executive Treasurer;

- 14.3.8 Biennially, the receipt of nominations towards the possible subsequent appointment by the Executive of one or more Special Interest Representative(s) on the Executive;
  - 14.3.9 The appointment of an Auditor by a vote of the members present;
  - 14.3.10 The address of the Executive Chair;
  - 14.3.11 General business as may be appropriate;
  - 14.3.12 The date and place of the next RTSA Annual General Meeting.
- 14.4 The retiring Executive Chair shall chair the Annual General Meeting until the declaration of the appointment of the incoming Executive Chair who shall then assume the chair.
- 14.5 The quorum at an RTSA Annual General Meeting shall be the attendance of not less than twenty five members in the absence of which the meeting shall be adjourned and due notice of the adjourned meeting provided to all RTSA members in accordance with subsection 14.2 herein.
- 14.6 The resolution of motions at an RTSA Annual General Meeting shall be by a simple majority of the votes of the members present and in the case of an equality of votes for and against a motion the Chair of the meeting shall have an additional casting vote.

## **15 Chapters**

- 15.1 The RTSA may have Chapters in such States, Territories and specified geographic regions or countries as the Executive may approve from time to time.
- 15.2 A Chapter shall have a minimum of twenty RTSA members and shall be bound by this constitution.
- 15.3 Any RTSA member may visit and participate in the activities of any RTSA Chapter and shall be entitled to participate in all proceedings of any RTSA Chapter except that he shall not be entitled to vote at meetings of a Chapter to which he is not affiliated.

## **16 Chapter Committees**

- 16.1 Each RTSA Chapter shall be managed by an honorary Chapter Committee. The following shall comprise each Chapter Committee:
- Chapter Chair;
  - Chapter Secretary;
  - Chapter Treasurer;
  - Two or more elected committee members;
  - Special Interest Representative(s).
- 16.2 Chapter Committees shall accept responsibility and exercise authority subject to directives of the Executive.

- 16.3 Each Chapter Committee shall advise the Executive Secretary in writing as to the name and address of its Chapter Chair immediately following his election.
- 16.4 The maximum length of a continuous term of office as Chapter Chair shall be four years.
- 16.5 The Chapter Committee shall be nominated and elected at each Chapter Annual General Meeting by the voting members affiliated with the Chapter. Nominations for committee membership shall be called for not later than twenty one days prior to the Chapter Annual General Meeting and submitted in writing.
- 16.6 Honorary positions for one or more Special Interest Representative(s) shall be available on each Chapter Committee for the representation of special interest groups, e.g. young members or female members, amongst the members affiliated with the Chapter. All Special Interest Representatives on a Chapter Committee shall be appointed annually by that Chapter Committee and their number and representation shall be as may be determined by that Chapter Committee from time to time. The maximum length of a continuous term of office as Special Interest Representative on a Chapter Committee shall be one year.
- 16.7 A Chapter Committee may co-opt members but co-opted members shall not have voting rights at meetings of the Chapter Committee.
- 16.8 A Chapter Committee may develop local rules to regulate the affairs of the Chapter but any such local rules shall not be inconsistent with the provisions of this constitution nor shall any such local rules have any force or effect until they have been submitted to and approved by the Executive.
- 16.9 In the event of a Chapter Committee failing to comply with reasonable directives of the Executive or of the relevant Chapter losing viability the Executive shall have the power to take over the affairs of the Chapter.
- 16.10 Chapter Committees may organise Chapter General Meetings of all affiliated members to progress Chapter business and activities.
- 16.11 Subject to conformance with applicable regulations and policies of Engineers Australia, a member of a Chapter Committee may be removed from office by a majority vote of members at a Chapter General Meeting called for that specific purpose by authority of the Chapter Committee provided that the Chapter Committee member who is the subject of such action and all members affiliated with the relevant Chapter shall receive notice in accordance with the provisions of sub-section 18.2 herein.
- 16.12 Should a mid-term vacancy arise in the position of Chapter Chair, Chapter Secretary or Chapter Treasurer the position shall be promptly filled by the Chapter Committee by the appointment of one of its elected members.
- 16.13 As a member of the RTSA Executive representing his Chapter each Chapter Chair shall be responsible for ensuring that outcomes from the deliberations of the Executive are appropriately communicated to his Chapter Committee and, where also appropriate, to the members affiliated with his Chapter.

## **17 Meetings of Chapter Committees**

- 17.1 Each Chapter Committee may regulate its own affairs subject to reasonable directives of the RTSA Executive.
- 17.2 Each Chapter Committee may meet for the progression of its business and it may adjourn and otherwise arrange its meetings at its convenience.
- 17.3 Each Chapter Chair (or his proxy) shall preside over all meetings of his Chapter failing whom the Chapter Secretary shall so preside as deputy.
- 17.4 Motions arising at any meeting of a Chapter Committee shall be decided by a simple majority of the votes of the members present.
- 17.5 Elected and appointed members of a Chapter Committee, excluding the Chapter Chair or his deputy, shall have equal voting rights. The Chapter Chair or his deputy may exercise a casting vote in the case of an equality of votes for and against a motion at a meeting of the Chapter Committee.
- 17.6 The quorum necessary for the transaction of the business of a Chapter Committee shall be the attendance of not less than sixty percent of the voting members of the Chapter Committee (excluding the Chapter Chair).
- 17.7 At the first meeting of a Chapter Committee following a Chapter Annual General Meeting the Chapter Committee shall consider the appointment of one or more Special Interest Representative(s) from amongst such nominations as may have been received at the respective Chapter Annual General Meeting.

## **18 Chapter Annual General Meetings**

- 18.1 Each Chapter Committee shall organise a Chapter Annual General Meeting to take place within each calendar year. The meeting shall be open to all persons but only members affiliated with the Chapter may participate in the proceedings and vote.
- 18.2 Notice in writing of a Chapter Annual General Meeting or other Chapter General Meeting at which the voting of members will be required, stating its purpose, shall be sent by authority of the Chapter Committee to all members affiliated with the relevant Chapter not less than twenty one days prior to the scheduled commencement of the meeting.
- 18.3 The notice of a Chapter Annual General Meeting shall set out the time, date and location of the meeting and it shall be accompanied by forms of proxy and of nomination for election to the positions of Chapter Chair, Chapter Secretary, Chapter Treasurer and committee member and of appointment to the position of Special Interest Representative on the Chapter Committee.
- 18.4 A Chapter Annual General Meeting shall consider the following business:
  - 18.4.1 Attendance;
  - 18.4.2 Minutes of the previous Chapter Annual General Meeting;
  - 18.4.3 Correspondence;



- 18.4.4 The Chapter Annual Report comprising reports from the Chapter Chair and any Special Interest Representative(s);
  - 18.4.5 The report of the Chapter Treasurer as to Chapter finances and as to budgeted Chapter expenses for the forthcoming year;
  - 18.4.6 The receipt of nominations for and the election of the Chapter Chair, the Chapter Secretary, the Chapter Treasurer and the committee members;
  - 18.4.7 The receipt of nominations towards the possible subsequent appointment by the Chapter Committee of one or more Special Interest Representative(s) on the Chapter Committee;
  - 18.4.8 General business as may be appropriate.
- 18.5 The retiring Chapter Chair shall chair the Chapter Annual General Meeting until the declaration of the election of the incoming Chapter Chair who shall then assume the chair.
- 18.6 No business other than that set out in the notice convening the meeting shall be transacted at a Chapter Annual General Meeting.
- 18.7 A member desiring to bring any special business before a Chapter Annual General Meeting or other Chapter General Meeting may do so provided that he shall give twenty eight days notice of that special business in writing to the relevant Chapter Secretary who shall include the notified special business in the notice calling the next Chapter Annual General Meeting or other Chapter General Meeting following his receipt of the notification of special business.
- 18.8 The quorum at a Chapter Annual General Meeting or other Chapter General Meeting shall be the attendance of not less than ten members in the absence of which the meeting shall be adjourned and due notice of the adjourned meeting provided to all RTSA members affiliated with the relevant Chapter in accordance with the provisions of sub-section 18.2 herein.
- 18.9 The resolution of motions at a Chapter Annual General Meeting or other Chapter General Meeting shall be by a simple majority of the votes of the affiliated members present and in the case of an equality of votes for and against a motion the Chair of the meeting shall have an additional casting vote.

## **19 Publications**

- 19.1 The RTSA may produce issue or sponsor the production or issue of such publications as, in the judgement of the Executive, best serve the communication needs of the RTSA.
- 19.2 The Executive shall appoint one or more editors for publications to be produced by the RTSA.
- 19.3 Publications of the RTSA shall seek to maintain a balance between:
- 19.3.1 The provision of a source of relevant information for members including academic, research, education and training material;
  - 19.3.2 Exemplification of the practice of railway engineering;

- 19.3.3 Discussion of unique and commercial solutions to railway technological issues and discussion of wider railway issues of relevance to the community at large;
  - 19.3.4 Notification as to relevant activities whether internal and external to the RTSA.
- 19.4 The RTSA is reliant upon the active participation of its membership in the production of its publications. The membership of the RTSA is encouraged to participate in and to contribute to knowledge creation and to the dissemination of railway-related information within the RTSA and beyond.

## **20 Awards**

- 20.1 The RTSA Executive and Chapters may institute awards for RTSA members and others to encourage individual or group endeavour and to recognise individual or group achievement in pursuit of the mission, purpose and objectives of the RTSA.
- 20.2 Means for the encouragement of the best possible contributions by members shall include the provision of appropriate awards and recognition in key areas, such as:
- 20.2.1 RTSA development;
  - 20.2.2 Innovative activity programs;
  - 20.2.3 RTSA publications;
  - 20.2.4 Conferences, seminars and workshops.

## **21 RTSA Website**

- 21.1 The Executive may arrange for the provision and maintenance of an RTSA website on the public internet in furtherance of the mission, purpose and objectives of the RTSA. The website may act as a database and as a means of providing advance information to RTSA members and others in respect of RTSA programs.

## **22 Financial Management**

- 22.1 The RTSA financial year shall extend from 1<sup>st</sup> July to 30<sup>th</sup> June.
- 22.2 The activities of the RTSA shall be funded by membership subscriptions, conference incomes, sponsorships and income from other sources. The funds shall be used to support programs of activities throughout the RTSA in accordance with specific allocations made by the Executive.
- 22.3 Members shall pay subscriptions and fees at rates to be determined by the Executive from time to time.
- 22.4 The Executive Chair and the Executive Treasurer or his delegate as may be approved by the Executive, and any other person appointed by the Executive for the purpose if one of these two is not available, shall have joint authority to disburse funds and assets of the RTSA subject to the determinations and policies of the Executive, and RTSA bankers' cheques must be signed accordingly.

- 22.5 The funding of the activities of Chapters from RTSA resources shall be determined by the Executive in accordance with any corresponding and separate funding, direct or indirect, or any guidelines that may be provided by Engineers Australia.
- 22.6 A Chapter or the Executive may charge a fee for member or other participation in any technical or social gathering to defray expenses.
- 22.7 The Secretariat shall maintain a record of all RTSA financial transactions and RTSA receipts shall be issued or obtained for all moneys received or payments made on behalf of the RTSA.
- 22.8 The financial assets of the RTSA shall be held by Engineers Australia on behalf of the RTSA and they shall be deposited in accordance with the relevant requirements of Engineers Australia.
- 22.9 The assets and income of the RTSA shall be applied solely in the furtherance of the Mission, Purpose and Objectives of the RTSA and no portion shall be paid or distributed directly or indirectly to members of the RTSA except as compensation for expenses incurred on behalf of the RTSA as authorised by the Executive.
- 22.10 The management of the RTSA finances shall proceed on the basis that Engineers Australia will forward to the RTSA not later than the last day of August each year a consolidated balance sheet of all RTSA Assets and Liabilities and an account of the revenue and expenditure of the RTSA as at 30<sup>th</sup> June in each year for the previous financial year.
- 22.11 Each year the appointed Auditor shall audit the RTSA accounts and provide a report for presentation at the next RTSA Annual General Meeting.

## **23 Liability of any Member**

- 23.1 As Engineers Australia is incorporated with limited liability the financial liability of any individual RTSA member shall not at any time exceed the amount of the annual subscription for one year of RTSA membership.

## **24 Amendment of the RTSA Constitution**

- 24.1 Any proposed amendment of the RTSA Constitution shall be put to the vote of all of the members if approved by not less than seventy five percent of the Chapter Chairs.
- 24.2 Within thirty days following the provision of the level of approval from the Chapter Chairs specified in sub-section 24.1 herein the Executive shall arrange for details in writing of a proposed amendment of the RTSA Constitution to be sent to all RTSA members together with a concise written explanation as to the reason for, and as to the meaning and intent of, the proposed amendment.
- 24.3 Within ninety days following transmission by the Executive of the details to the members each Chapter Secretary will arrange for a proposed amendment of the RTSA Constitution to be presented for approval by the assembled affiliated members at a Chapter General Meeting convened in accordance with the provisions of sub-section 18.2 herein.

24.4 Within thirty days following the conclusion of a Chapter General Meeting held in accordance with sub-section 24.3 herein the Chapter Secretary shall notify the Executive Secretary as to the outcome of the meeting and whether or not the assembled affiliated members approved the proposed amendment of the RTSA Constitution.

24.5 An amendment of the RTSA Constitution shall be taken to have been accepted if approved by not less than sixty percent of the Chapters at Chapter General Meetings conducted in accordance with sub-section 24.3 herein.

## **25 Disbandment of a Chapter**

25.1 Should a Chapter desire to cease operations and disband a Chapter General Meeting shall be convened in accordance with the provisions of sub-section 18.2 herein to debate the issue. If not less than seventy five percent of the votes of the affiliated members present are in favour of disbandment then:

25.1.1 Postal ballots shall be sent to all members affiliated with the Chapter for return within two weeks together with a concise written statement of the circumstances and arguments;

25.1.2 Should the returned ballots show that not less than seventy five percent of the responding members are in favour of disbandment then the Chapter shall be disbanded unless the number of members opposing disbandment is sufficient to constitute a Chapter in which case the Chapter may be reformed from those members in accordance with sub-section 15.2 herein.

## **26 Cessation of the RTSA**

26.1 The activities and operation of the RTSA may be ceased if all remaining Chapters confirm resolutions to disband in accordance with sub-section 25.1 herein. In this case Engineers Australia shall prepare a statement of the financial affairs of the RTSA, pay all indebtedness and the expenses of termination, and shall dispose of all assets as required by sub-section 27.1 herein.

26.2 Alternatively, the RTSA may determine to combine with or be absorbed by another Technical Society of Engineers Australia so that the aims and interests of the RTSA will continue to be served.

## **27 Distribution of Assets**

27.1 If, for any reason, it is decided to terminate the activities of the RTSA then any residual assets will be passed to Engineers Australia for re-allocation in the promotion of purposes and activities related to those of the RTSA.

END