

AUSTRALASIAN SOCIETY FOR TRENCHLESS TECHNOLOGY INC. (ASTT)

CONSTITUTION

INDEX OF CONSTITUTION

Section	Description
1.	NAME
2.	DEFINITIONS
3.	JURISDICTION
4.	RELATIONSHIP WITH I.S.T.T.
5.	OBJECTIVES
6.	MEMBERSHIP
7.	COUNCIL
8.	SUBSCRIPTIONS
9.	SUSPENSION OR EXPULSION OF MEMBERS
10.	CONSEQUENCES OF SUSPENSION
11.	ALTERATION OF RULES
12.	MEETINGS
13.	BY - LAWS
14.	FINANCIAL MANAGEMENT
15.	WINDING UP
16.	COMMON SEAL
17.	REFERENCE TO CONSTITUTION AMENDMENTS MADE

AUSTRALASIAN SOCIETY FOR TRENCHLESS TECHNOLOGY

1. NAME

The name of the Society (hereinafter called "the Society") shall be the Australasian Society for Trenchless Technology. (INCORPORATED)

2. DEFINITIONS

In these rules, unless the contrary intention appears -

"The Act" shall mean the Associations Incorporation Act 2015

"Member" shall mean any member of the Society.

"Financial Year" means the year ending December 31.

"ISTT" shall mean the International Society for Trenchless Technology.

"Rules" shall mean these rules and all supplementary amendments or substituted rules for the time being in force.

"Voting Rights" shall mean the right to vote and to be heard at any General Meeting of the Society.

"Quorum" shall be at least 4 members present at any meeting.

"Council" means the Committee of Management of the Society referred to in Rule 7.

"The Chairperson" means -- in relation to the proceedings at a Society meeting or general meeting, the person presiding at the meeting as referred to in Rule 7(a) (b) as the Federal President.

"By-laws" shall mean the By-laws made from time to time in accordance with Rule 13

"The Federal Secretary" means the Federal Secretary referred to in Rule 7.

"The Federal Treasurer" means the Federal Treasurer referred to in Rule 7.

"The Federal President" means the Federal President (Chairperson) referred to in Rule 7.

"The Vice President" means the Vice President referred to in Rule 7

Special Interest Groups (SIG's)" means technical divisions within the Society referred to in Rule 7(k). They bring together members with the same interests to liaise, share and solve problems, promote their field of interest, distribute information, provide a forum for discussion, and undertake to develop and maintain industry standards and policies and lobbying external parties relevant to their field of interest to achieve the Society objectives. Each group is led by a management committee, assisted by Council and the Federal Secretary. SIG's assist the Council to develop the Society's annual plans and budgets.

3. JURISDICTION

(a) The Society shall operate within the Commonwealth of Australia and any neighbouring countries in which Branches have been established.

The Council shall have the power to establish Branches of the Society and / or form other affiliated organisations in New Zealand and other neighbouring countries.

(b) The administrative headquarters of the Society shall be the city where the Federal Secretary resides.

4. RELATIONSHIP WITH INTERNATIONAL SOCIETY FOR TRENCHLESS TECHNOLOGY.(ISTT)

The Society will remain an Affiliated National Society of the International Society for Trenchless Technology.

The Society shall actively support the International Society for Trenchless Technology (ISTT)

Members of the Society will automatically become members of ISTT and receive copies of ISTT approved International Publications.

5. OBJECTIVES

The Society is to be formed to promote trenchless technology. It may not be used as a trade association working in the commercial interests of its members.

The objectives of the Society are as follows:

(a) "To advance the science and practice of trenchless technology for the public benefit."

(Trenchless technology meaning technology for the servicing, renovation and replacement of existing, and the construction of new, public utilities and other services underground without the digging of trenches, including the development of all kinds of underground mapping techniques, tunnelling devices and specialist machinery, materials and equipment).

- (b) "To provide a forum in Australasia for interchange of multi disciplinary knowledge and skills in the field of trenchless technology."
- (c) "To arrange or sponsor meetings, conferences and symposia on subjects consistent with the objectives of the Society."
- (d) "To encourage the interchange of specialists in trenchless technology within Australia, New Zealand and overseas."
- (e) "To liaise and establish affiliations with related organisations within Australia, New Zealand and overseas."
- (f) "To inform and advise the public and Government on matters concerned with trenchless technology."
- (g) "To encourage education, training and research."
- (h) The property and income of the Society shall be applied solely towards the promotion of the objectives and no part of that property or income may be paid or otherwise distributed directly or indirectly to members of the Society, except in good faith in the promotion of those objectives or purposes.

6. MEMBERSHIP

The aim of the Society is to promote trenchless technology, and membership is to be open to manufacturers, utilities, consultants, contractors, academic institutions and individuals who support this aim.

Members of the Society shall be such persons or organisations who have joined the Society to support the Objectives of the Society.

The Society has membership for the following categories --

- (A) ORDINARY MEMBERSHIP
- (B) CORPORATE MEMBERSHIP
- (C) LIFE MEMBERSHIP

(A) Ordinary Members will generally be individuals, small firms or organisations.

Applications for Ordinary membership shall be made on the approved membership application form and submitted to the Federal Secretary.

Each Ordinary Member:

- (a) Is entitled to one (1) vote; and
- (b) Is eligible to nominate for council in the state of residence

(B) Corporate Members may be firms, government agencies, utilities, local authorities, consulting firms, contractors, manufacturers and suppliers.

Applications for Corporate membership shall be made on the approved membership application form and submitted to the Federal Secretary.

Each Corporate Member:

- (a) Is entitled to one (1) vote; and
- (b) To receive the entitlements of Corporate Membership as determined by Council.
- (c) Corporate Members can only nominate one (1) representative from their organization and there can only be one (1) Councillor per Corporate membership.

(C) Life Membership will generally be awarded to individuals in recognition of outstanding contributions towards the trenchless industry.

Nominations for Life Membership may only be submitted in writing by financial members of the ASTT. This nomination must also be endorsed by the local State or Country Councillor before submission to the Federal Secretary, if not then it will be rejected.

Each nomination must provide detailed supporting information that outlines the reasons as to why the individual should be considered for this recognition.

The Federal Secretary shall then forward the nomination/s to the Society's Council for review and recommendation.

Council must be unanimous in its decision.

Council can decide the number of Honorary Life Members elected in any one year.

(a) Life Membership entitles the recipient to the following:

- Non payment of Individual (not Corporate) membership fees;
- Complimentary nominated trenchless magazines;
- Complimentary delegate registration fees at ASTT events
- May be called upon to be involved at ASTT events.

(D) Membership

Applications for membership will be considered by the Society's Council. After due examination the Federal Secretary will notify the applicant of the decision.

Membership acceptance is dependent upon the member fulfilling their payment of the membership fees relevant to the category of membership chosen to the Society.

The Federal Secretary shall on behalf of the Society keep and maintain a Register of Members in accordance with Section 53 of the Act. The Register will set forth in full the names, postal and e-mail addresses, membership category and financial status of all members of the Society. In addition, the Register shall also include the date the member became a member.

Any member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.

(E) Resignation:

A member may resign from membership of the Society by giving written notice of the resignation to the Secretary.

The resignation takes effect when:

- a) when the Secretary receives the notice; or
- b) if a later time is stated in the notice, at the later time.

The rights of a member are not transferrable and end when the membership ceases.

7. COUNCIL

(a) The affairs of the Society shall be managed by a Council which shall be the governing body of the Society.

(i) The responsibilities of the Council shall include the overseeing of all matters of business of the Society within the scope of the Objectives of the Society.

(ii) The Council shall carry on and direct the general business of the Society between Annual General Meetings, and shall be accountable for the actions of the Society. Four members of the Council shall constitute a quorum for Society meetings and all resolutions shall require a majority vote.

(iii) The Federal President shall supervise the affairs of the Society and chair all General, Special, Council meetings throughout the year.

(iv) The Vice President shall perform the duties of the President in the President's absence.

(b) Council shall consist of not more than one representative Member (designated Councillors) from each State and or Country with a Branch established as per 3 (a) plus the Federal President and Past President.

Councillors shall be elected for a term of one year and shall be eligible for re - election for further terms on an annual basis.

Councilors may appoint a proxy for any meeting of Council. The notice and agenda of meeting shall include a proxy appointment form that sets out how proxy votes should be directed in relation to each motion being considered. All motions to be considered at an annual general or special meeting are to be circulated to members at least twenty one days prior to the date of the meeting.

The Chairperson of the Council Meeting shall have the right to one vote as a Member of Council and a casting vote as Chairperson.

- (c) A member is not eligible for election to Council unless another member has nominated him or her for election by delivering notice in writing of that nomination signed by –
- (i) the nominator; and
 - (ii) the nominee to signify his or her willingness to stand for election, to the Federal Secretary not less than 60 days before the day on which the annual general meeting concerned is to be held.

The Federal Secretary will then arrange elections for each State and or Country, where appropriate.

If no nominations for election for a particular State and or Country are received by the Federal Secretary, the incumbent Councillor shall be deemed elected unopposed unless he/she has advised the Federal Secretary in writing of her intention not to continue in that role.

If no nominations for election for a particular State and or Country are received by the Federal Secretary and the incumbent Councillor is unwilling to remain on Council, that Councillor shall nominate a replacement Councillor from the relevant State and or Country to serve on the Council. Or

- i) A Councillor may resign from Council by written notice given to the Secretary or if the resigning person is the Secretary or Treasurer, given to the Federal President.
 - ii) The resignation takes effect when;
 - iii) The notice is received by the Secretary or Federal President; or
 - iv) If a later time is stated in the notice, at the later time.
- (d) A person ceases to be a Council member if the person;
- i) Dies or otherwise ceases to be a member; or
 - ii) Resigns from Council or is removed from office; or
 - iii) Becomes permanently unable to act as Councillor because of mental illness or
 - iv) Fails to consistently participate at Council meetings.

- (e) The Federal President and Vice-President as well as the Federal Secretary and Federal Treasurer shall be elected annually by Members of Council from among their own number. These appointments shall be arranged through new elections as arranged by the Federal Secretary at least 7 days prior to the Annual General Meeting. All nominations for these positions must be seconded by another member of Council.

If more than one nomination is received for these positions, then the Federal Secretary will then arrange elections for each State and or Country, where appropriate.

- (f) Council shall appoint a Federal Secretary and a Federal Treasurer who will not have the power of voting by virtue of their office. The positions of Federal Secretary and Federal Treasurer may be held by the one person.

- (g) If the number of persons nominated for election to membership of the Council does not exceed the number of Vacancies in that membership to be filled --
- (i) the Federal Secretary shall report accordingly to; and
 - (ii) the Chairperson shall declare those persons to be duly elected as members of Council at the annual general meeting concerned.
- (h) When a casual vacancy occurs in the membership of Council --
- (i) the Council may appoint a member to fill that vacancy; and
 - (ii) a member appointed under this sub rule shall --
 - hold office until the commencement of; and
 - be eligible for election to membership of Council at the next following annual general meeting.
- (i) Council shall appoint a representative to the Board of ISTT.
- (j) Any group of 5 members or more of the Society having a common interest may apply to the Council for its approval to form a Special Interest Group (SIG) within the Society as the Council may agree.
All such Groups shall have regard to the applicable Guidelines or Rules as set out by the Council for the conduct of their business.
Membership of the Special Interest Groups is open to all Society members

8. SUBSCRIPTIONS

- (a) Upon acceptance as a member to the Society, a member must pay the appropriate fee as required to be paid as a condition of election to membership.
- (b) The subscriptions payable by the various grades of members shall be as approved by the Council annually.
- (c) For pre 2015 members, the financial year shall commence on the first day of January in each year and all annual subscriptions shall become due and payable on January 1st. For all subsequent members it shall be from the date the member is accepted into the Society.
- (d) If the member is in arrears for more than ninety (90) days, then the member will become unfinancial.
- (e) The collection of the subscriptions due in respect of members of the Society shall be carried out by the Federal Treasurer as determined by Council.
- (f) Any amount contributed by any members of the Society in excess of the sum due as subscriptions shall be applied for the purpose of the Society in a manner to be determined by the Council.

9. SUSPENSION OR EXPULSION OF MEMBERS

A member may be suspended or expelled from the Society when:

- (1) Council may decide to suspend a member's membership or to expel a member from the Society if
 - (a) the member contravenes any of these rules; or
 - (b) the member acts detrimentally to the interests of the Society.
- (2) The Federal Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Council meeting at which the proposal is to be considered by the committee.
- (3) The notice given to the member must state —
 - (a) when and where the Council meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (4) At the Council meeting, the committee must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Society.
- (5) A decision of the Council to suspend the member's membership or to expel the member from the Society takes immediate effect.
- (6) Council must give the member written notice of the Council's decision, and the reasons for the decision, within 7 days after the Council meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Society may, within 14 days after receiving notice of the Council's decision under subrule (6), give written notice to the Federal Secretary requesting the appointment of a mediator under rule 23.
- (8) If notice is given under subrule (7), the member who gives the notice and the Council are the parties to the mediation.

10. CONSEQUENCES OF SUSPENSION

- (1) During the period a member's membership is suspended, the member —
 - (a) loses any rights (including voting rights) arising as a result of membership; and

- (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Society.
- (2) When a member's membership is suspended, the Federal Secretary must record in the register of members —
- (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the Federal Secretary must record in the register of members that the member's membership is no longer suspended.

11. ALTERATION OF RULES

(a) Amendments to these Rules may be proposed by the Council on receipt of a recommendation from a Rules and By-Laws Committee, by a majority of the Council, or by a written Petition submitted to the Federal Secretary and signed by at least 10% of the financial members of the Society.

(b) Amendments to the Rules may be made by a (three quarters) affirmative vote of the total membership of the Council by those present or represented by proxy at a Council Meeting.

(c) The next General Meeting may veto a change in the Rules previously approved by Council provided that all members are notified thirty days in advance of such meeting of the case for and against the amendment. The Federal Secretary shall be required to present the appropriate documents to all members upon the request of not less than two State representatives or one hundred financial members.

(d) Following approval of any changes to the Rules of the Society by the membership, the Secretary must lodge the revised documentation for approval by the Commissioner of the Department of Consumer and Employer Protection (DOCEP) in Western Australia within one month of approval to alter the Rules.

12. MEETINGS

(a) The Annual General Meeting will be held once a year at such a time and location as determined by the Council. The Annual General Meeting will generally be run concurrently with seminars, displays, site visits on matters relating to Trenchless Technology. The membership shall be informed of the meeting date, location and agenda.

All other general meetings shall be known as Special General meetings.

(b) Council may convene a Special General Meeting. Council must convene a Special General Meeting if at least 20% of the members require a Special General Meeting to be convened.

The members requiring a Special General Meeting must;

- (i) make the requirements by written notice given to the Secretary; and
- (ii) state in the notice the business to be considered at the meeting; and
- (iii) each sign the notice.

(c) Special General meetings shall be convened within 28 days after the notice has been received. The membership shall be informed of the Special General Meeting date, location and business to be considered.

(d) The Federal Secretary shall circulate all business papers for an Annual General Meeting to Council members at least twenty one days before the date of that meeting.

(e) The Federal Secretary shall circulate all business papers for any Special General Meeting to Council members at least fourteen days before the date of that meeting.

(f) The Federal President is the Chairperson for all meetings.

(g) In the Chairpersons absence, the deputy-chairperson (Vice President) must preside as chairperson at the meetings.

(h) If neither of these individuals are available or unwilling to act as the chairperson of the meeting, Council must appoint one of its Council members to chair the meeting.

(i) No business shall be conducted at any meeting unless a quorum is present.

(j) A quorum shall be at least 4 members present at any meeting.

(k) The Federal Secretary shall record the following as a minimum at meetings;

The names of the members attending the meeting

The business considered at the meeting

Any motion on which a vote is taken at the meeting and the result of the vote.

(l) The minutes once approved by the chairperson shall be made available to all members.

13. BY-LAWS

(a) Council shall have power to make such By-laws for the regulation, governance and advantage of the Society, its members and property and to further its objectives and purposes.

Council may revoke, alter or amend any By-laws made under these Rules.

(b) Such an alteration, amendment or addition to the By-laws shall be a resolution of Council passed by an affirmative vote of not less than two-thirds of Councillors present and voting in person or by proxy. All Councillors shall be given twenty-one days' notice of any such proposal.

14. FINANCIAL MANAGEMENT

(a) Council shall ensure that proper financial records of the Society's affairs are kept for at least 7 years and that audited annual statements made up from such records are presented to the Meetings of Council for adoption or otherwise.

(b) The Annual Meeting of Council shall appoint one or more auditors of the Society who shall hold office until the next Annual Meeting.

It shall be the function of the auditor to certify the annual financial statement of the Society and to produce such reports and offer such advice to Council in relation to the financial affairs of the Society as the Council shall require.

(c) The Federal Treasurer shall distribute to the Council a Profit and Loss report at the end of each quarter of the financial year. A copy of these financial reports shall also be circulated as part of the business papers for an Annual General Meeting as per 12(d).

(d) Banking Arrangements

- (i) The Society's Bankers shall only open, close or vary signatures to the bank accounts in the Society's name under written authority of the Federal President and Federal Secretary as decided by the Council.
- (ii) All cheques or withdrawal forms on the bank accounts of the Society shall be signed by any two of the Federal President, Federal Treasurer, and the Federal Secretary or any other person nominated by the Society from time to time.
- (iii) All transactions passing through each and every bank or similar account shall be included in the annual statement of accounts presented to the Annual General Meeting. Transactions may however be recorded in subsidiary books and ledgers prior to being brought to accounts in the main books of account of the Society.

(e) Auditing Arrangements

- (i) The auditor shall, if required by law, be a registered company auditor at the same time of his nomination and appointment.
- (ii) The auditor shall not be a member of the Council but may be a member of the Society.
- (iii) The auditor shall audit the accounts of the Society and shall have full access to all of the books papers accounts and documents relating to the affairs of the Society for the purposes of the conduct of the audit.
- (iv) The remuneration of the auditor shall be determined by the Council.
- (v) The Council shall have the power to fill any vacancy in the office of auditor resulting from the death resignation or loss of qualification of the Auditor.

(f) Payments to Members

A member is entitled to be paid out of Society funds for any out of pocket expenses for travel and accommodation properly incurred if and pre approved by the Federal President;

- (i) in attending a Council meeting
- (ii) attending a general meeting
- (iii) otherwise in connection with the Societies business
- (iv) representing the Society on official business with prior approval from the Federal President.

15. WINDING UP

(a) If, on the winding up of the Society, any property of the Society remains after satisfaction of the debts and liabilities of the Society and the costs, charges and expenses of that winding up, that property shall be distributed:

- (i) to another incorporated association having objects similar to those of the Society; or
- (ii) for charitable or benevolent purposes.

(b) The institution of benefit shall be decided by a General Meeting of the members of the Society at or before the time of dissolution and in default thereof by such Judge of the relevant State, Territory and or Country as may have or acquire jurisdiction in the matter.

16. COMMON SEAL

(a) The Society shall have a common seal on which its logo shall appear.

(b) The seal of the Society shall be under the control of the Council and shall be affixed to a document only with the approval of the Council.

(c) The Common Seal of the Society shall be kept in the custody of the Federal Secretary.

(d) The Common Seal shall not be affixed to any instrument except by the Authority of the Council and the affixing of the Common Seal shall be attested by the signatures either of two members of the Council or of one member of the Council and the Federal Secretary of the Society.

(e) The Federal Secretary shall keep a record of all documents to which the Seal shall be affixed.

(f) The Society may execute a document without using a Common Seal if the document is signed by one Council member normally the President and a person authorised by Council, normally the Federal Secretary.

17. Constitution Amendments

Rule 7 (e) amended and updated on 17 April 2001

Rule 6 (C) added and updated on 24 April 2010

Rule 7 (c) amended and updated on 3 July 2013

Rules 2, 3 (b), 4, 6(A),(B), 7(a), (b) and (c) and (h), 11(c), 12(a), 13(c) amended and updated on 14 August 2014 and 9 December 2014.

Constitution review to comply with Associations Incorporation Act 2015 updated on 30 April 2017.