

Railway Technical Society Australasia (RTSA)

Constitution

Affiliation with Engineers Australia and Engineering New Zealand

1. The Railway Technical Society Australasia (RTSA) 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.

The RTSA is affiliated to Engineering New Zealand (ENZ), and members of RTSA resident in New Zealand are bound by the ENZ code of ethics.

Engineers Australia and ENZ shall review the operation of the RTSA (New Zealand Chapter) at their periodic meetings.

Nomenclature and Identification

2. RTSA shall make known on all literature, correspondence, websites and any other media that it is a Technical Society of Engineers Australia and affiliated with ENZ through co-branding. This means that any logo or trademark provided by Engineers Australia and ENZ must be displayed as prominently as the approved logo of RTSA.

Purpose and Functions

3. The mission of the RTSA is to provide learned society functions for all who have an interest in railway technology, operations and management and to provide practice-based opinion and advice to Engineers Australia and ENZ.

The RTSA was 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 Australia and subsequently New Zealand.

The broad objectives of RTSA are the advancement of railway engineering, operations and management in Australia and New Zealand, and to provide members with professional information and insights that are directly beneficial. The specific objectives are to:

- a. promote technological, operational and management excellence in the railway industry;
- b. represent the considered opinions of its membership;

- c. stimulate the active contribution and participation of its members in the development and dissemination of railway technology, operations and management knowledge, so to support the business of the railway industry;
 - d. provide for the continuing professional development of its members;
 - e. strengthen and enhance the competence of its members;
 - f. promote close working relationships amongst participants in the railway industry and associated sectors;
 - g. establish linkages at an international level, to enable its members to benefit from international exchanges; and
 - h. promote education, research, development and information dissemination within the railway industry.
4. The functions of RTSA, within the area of railway technology, operations and management, is to:
- a. collaborate with Engineers Australia including its Colleges and Technical Societies and with ENZ and its Technical Interest Groups to develop and promote the professional and academic disciplines of engineering;
 - b. contribute to the development and maintenance of the body of knowledge for rail technology, operations and maintenance in Australia and New Zealand;
 - c. participate in the establishment and maintenance of the requirements for attaining engineering qualifications;
 - d. participate in periodic reviews of the Australian Engineering Competency Standards and New Zealand Competency Standards as appropriate;
 - e. participate in setting best practice standards for the ongoing professional development and competency assessment of members in the disciplines relevant to the Society;
 - f. represent Engineers Australia and ENZ in the wider community in accordance with Engineers Australia's and ENZ policies; and
 - g. contribute to Engineers Australia's and ENZ membership growth and retention.

Membership

5. All members of the RTSA are bound by Engineers Australia's Royal Charter, By Laws, Regulations, the policies of Engineers Australia and this Constitution.
6. Membership of RTSA shall be open to:
- a. members of Engineers Australia who pay the fee prescribed by RTSA;
 - b. members of ENZ who pay the fee prescribed by RTSA;
 - c. non-Engineers Australia or ENZ members who have an interest in and are able to contribute to the objectives of RTSA and who pay the prescribed fee; and
 - d. 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 RTSA.
8. Engineers Australia will maintain a register of RTSA members.



RAILWAY TECHNICAL SOCIETY OF AUSTRALASIA

The RTSA is a joint technical society of Engineers Australia and Engineering New Zealand



Executive Committee

9. The RTSA will form an executive committee (Committee) to manage the operations of RTSA and which will also be responsible for ensuring and monitoring the viability of any chapters established as part of RTSA.
10. The Committee is to consist of at least 6, but no more than 12 members (unless otherwise approved by an authorised officer of Engineers Australia) as determined from time to time by the Committee, including:
 - a. a chair;
 - b. a deputy chair; and
 - c. an immediate past chair (if available).
11. The Committee may appoint a member or members of the Committee to perform the functions of Secretary and Treasurer. The functions of Secretary and Treasurer may be combined.
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. Committee appointments are to be made taking account of diversity, skills and relevant proficiency being sought through the appointment.
14. The Committee may, from time to time 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. Such members can be co-opted for a maximum of two (2) years. Co-opted members have no formal role or voting rights on the Committee.
15. Committee members must be financial members of RTSA. In all but exceptional circumstances, the Chair, Secretary and Treasurer shall be Engineers Australia or ENZ members. In the event that circumstances prevent such an arrangement, RTSA shall seek approval for any non-Engineers Australia or non-ENZ 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 consecutive cumulative term of 6 years in any one role. 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.

Sub-Committees (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. RTSA must provide the authorised officer of Engineers Australia a high level three year rolling strategic plan which is subject to regular review and update. RTSA will make this plan available to ENZ. Without limiting the activities and operations of RTSA within its defined role, the plan is to set out how RTSA will:
- a. contribute to the retention and growth of Engineers Australia's, ENZ and the Society's membership;
 - b. contribute to the creation and distribution of the body of knowledge and the means by which this will occur;
 - c. contribute to the identification and provision of advice regarding specialist and/or industry changes in engineering practice standards and development needs through
 1. participation in the periodic reviews of Engineers Australia's and ENZ competency standards;
 2. identification of specialist development needs of members and the provision of specialist CPD and technical training;
 - d. contribute to advancing engineering for the benefit of the community and the promotion of Engineers Australia and ENZ as the voice of the profession.
21. RTSA must provide an annual report on outcomes achieved against its plan annually to the Chief Executive Office of Engineers Australia within 2 months of the end of the Society's standard operating year. RTSA will make this annual report available to ENZ.

Finances and assets

22. Any bank account opened in relation to the activities of RTSA is to be in the name of:
- a. RTSA with the requisite number of Committee signatories as required by the banking institution; and
 - b. to be managed by RTSA or Engineers Australia,
- 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.
23. RTSA must keep financial records:
- a. which record and explain transactions associated with RTSA funds or assets; and
 - b. which give an accurate account of the financial position of RTSA,
- and the treasurer must make the records available to Engineers Australia upon request.

24. RTSA 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.
25. The Executive Committee must provide to Engineers Australia draft audited financial reports by no later than 31 July each year.
26. As RTSA is an unincorporated Technical Society of Engineers Australia, neither RTSA 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 RTSA. All contracts, agreements or other instruments in respect of RTSA and/or its Activities must be approved by an authorised officer of Engineers Australia.

Chapters (Branches)

27. The Committee may establish chapters of RTSA 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 RTSA
28. 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 RTSA.
29. Chapters of the Society are to work in collaboration with Engineers Australia's Divisions and the New Zealand Chapter shall work in collaboration with ENZ and its Technical Interest Groups, where appropriate.

Intellectual Property

30. Engineers Australia grants to RTSA, 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. RTSA agrees to use the Intellectual Property in accordance with Engineers Australia's policies and directions and for non-commercial purposes only.
31. All material, literature, websites or other media created by RTSA 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

32. Insurance coverage by Engineers Australia is:

- a. available for office bearers and volunteers engaged in activities associated with RTSA provided that the volunteer work is recognised by Engineers Australia prior to the activity taking place; 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.
- c. Available to RTSA members wherever in the world that they conduct RTSA matters.

Winding up of the Society

33. The Board of Engineers Australia reserves the right to step into the management of, or to wind up, RTSA 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. RTSA's membership has been in decline over a period of 3 years and membership has fallen below 100 financial members;
- c. RTSA is no longer meeting its purpose as outlined in clause 3;
- d. The financial management of RTSA has the potential to expose Engineers Australia and/or RTSA's membership to debts; and
- e. the actions of RTSA and its management pose an unacceptable risk to Engineers Australia.

34. In the event that RTSA 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 in accordance with the RTSA's purposes or Engineers Australia's learned society functions. Engineers Australia shall ensure that the equitable share of such monies is provided to ENZ in recognition of the New Zealand Chapter activities of RTSA.

Additional Provisions

35. The Committee may develop Standard Operating Procedures (SoP's) to outline further requirements and procedures in support of the RTSA Constitution. Changes to the SoP's are to be approved by the RTSA Executive Committee. If any aspect of the SoP's is in conflict with the Constitution, then the Constitution prevails.

Issued: April 2018



RAILWAY TECHNICAL SOCIETY OF AUSTRALASIA

The RTSA is a joint technical society of Engineers Australia and Engineering New Zealand

