

# CONSTITUTION

## 1. **Introduction**

- 1.01 To satisfy the demand for an interest group catering specifically to those involved with underground Geotechnical work in the Bowen Basin, the Bowen Basin Underground Geotechnical Society Inc. (BBUGS) was formed in July 2009.
- 1.02 Bowen Basin Underground Geotechnical Society Inc. is a non-profit organisation with the aims of providing a forum for mutual technical development, networking, expanding and sharing knowledge, special interest identification, specialist recognition, and establishment of national links, expert opinion and influence in relation to the objectives outlined in Section 3 below.

## 2. **Purpose**

- 2.01 The purpose of this document is to provide rules and guidelines for the operation of the Bowen Basin Underground Geotechnical Society Inc., in particular financial control, management of membership, administration and reporting activities.
- 2.02 The Bowen Basin Underground Geotechnical Society Inc. shall endeavour to fulfil the normal functions and activities of a technical society. It relies on sponsorship from industry to assist in carrying out its functions.

## 3. **Objectives**

- 3.01 The Bowen Basin Underground Geotechnical Society Inc. shall pursue the following aims and objectives:
- (i) advancing the knowledge of all geotechnical factors affecting the design, construction and operation of underground coal mines in the Bowen Basin, including technical aspects, health and safety, the safety of coal mine workers and sustainable development;
  - (ii) promoting and guiding research and development of relevant projects;
  - (iii) communicating and linking with other local and international like associations concerned with the application, planning and practice of geotechnical aspects of underground coal mining;
  - (iv) supporting the education and training of geotechnical practitioners and coal mine workers associated with the science, engineering, practice and implementation of geotechnical aspects of underground coal mining;
  - (v) facilitating the transfer and communication of geotechnical information from case studies, product and technological development, research, learnings from falls of ground, site visits and other sources, in a safe and friendly environment; and
  - (vi) promoting the profession of underground coal mine geotechnical engineering.

3.02 The Bowen Basin Underground Geotechnical Society Inc. is not a peer review society or committee.

#### **4. Nomenclature and Identification**

4.01 The acronym BBUGS shall be used, from time to time, to identify the group otherwise known as the 'Bowen Basin Underground Geotechnical Society Inc.'

4.02 Special interest groups formed within the Bowen Basin Underground Geotechnical Society Inc. shall be identified by their subject nomenclature, e.g. "Shotcrete Group", "Scholarship Committee". The formation of such groups shall be ratified by the Executive Committee.

#### **5. Membership**

5.01 Membership of the Bowen Basin Underground Geotechnical Society Inc. shall be open to those who agree to comply with this Constitution and who pay the prescribed fees and shall include:

- (i) Government Departments and authorities, companies and other bodies active in the field, and who wish to be a Supporting Organisation to the Bowen Basin Underground Geotechnical Society Inc.;
- (ii) individuals who are members of Engineers Australia and / or the AusIMM entered on the respective institution's register; and
- (iii) those persons other than Engineers Australia or AusIMM members, who have an interest in and are able to contribute to the objectives of the Bowen Basin Underground Geotechnical Society Inc..

5.02 The Bowen Basin Underground Geotechnical Society Inc. shall comprise a single membership class representing all members. This membership class shall be unlimited. All members of the association shall have the right to vote on matters of the association as required, including in nominating members for election to the Executive Committee.

5.03 Membership shall be encouraged from the engineering, geological and mining fraternities, extending to contractors, consultants, owners, public authorities, equipment and material suppliers, engineering, geological and mining students, and all individuals interested in the geotechnical aspects of underground coal mining in the Bowen Basin.

5.04 The Executive Committee must keep a register of members of the association.

5.05 The Bowen Basin Underground Geotechnical Society Inc. reserves the right to reject an unsuitable member or applicant. If a member of the Bowen Basin Underground Geotechnical Society Inc. proposes such an action, the Executive Committee shall convene a peer review sub-committee of three people to investigate and provide a recommendation to the Executive Committee. Rejection will be by an 80% vote in the affirmative by Executive Committee members, subsequent to consideration of these recommendations.

5.06 Appeal against rejection of membership:

- (i) A person whose application for membership has been rejected, or whose membership has been terminated, may give the executive committee written notice of the persons intention to appeal against the decision.

- (ii) A notice of intention to appeal must be given to the executive committee within 1 month after the person receives written notice of the decision.
- (iii) If the executive committee receives a notice of intention to appeal, it must, within 1 month after receiving the notice, call an executive committee meeting to review the appeal and make a decision.
- (iv) An appeal must be decided by a majority vote of the executive committee members present at the meeting.
- (v) a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund any pro-rata membership fees paid during that calendar year by the person.

5.07 From time to time the society will require membership voting or approval on issues. As attendance at meetings and membership fees are not mandatory, acceptance or approval may be obtained at the AGM or via email or survey sent to the full or a subset of the membership as deemed appropriate by the council (e.g. matters relating specifically to site or mining company geotechnical engineers may be sent only to them to the best availability of membership records held by the secretary).

## 6. **Executive Committee**

6.01 The Bowen Basin Underground Geotechnical Society Inc. shall be managed by an Executive Committee, which shall be limited to a maximum of ten members. All members of the Executive Committee shall be financial members of the Bowen Basin Underground Geotechnical Society Inc..

6.02 The Executive Committee shall be made up as follows:

- Chair
- Vice Chair
- Secretary
- Treasurer
- Immediate Past Chair
- Young Members Representative
- Additional members as nominated by the members or committee

The following rules shall apply to the election and operation of the Executive Committee:

- (i) Committee membership shall be without stipend or salary, however reasonable expenses will be reimbursed to committee members if approved by the committee in advance.
- (ii) Election of committee members shall be by nomination (by self or another member) and appointment by the existing committee.
- (iii) Committee membership shall be held for a two-year term with casual vacancies being filled for the remainder of the original term. Committee members who have completed a two-year term may seek re-election consistent with subclauses (v) and (vi). The Vice Chair will automatically become Chair in the event that the Chair's term expires.

- (iv) A member of the executive committee may resign from the committee by giving written notice of resignation to the Chairman.
- (v) If a casual vacancy happens on the executive committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (vi) For the purpose of Committee membership, the Bowen Basin Underground Geotechnical Society Inc. shall operate on a calendar year basis with members taking office as of 1 January of the year of commencement of the two-year term.
- (vii) The Executive Committee shall have if possible a majority of Industry Representatives on the Committee to encourage the direction of the Society. This shall also allow all affiliated special interest groups to be represented.

6.03 The following shall apply to removal of a member from office:

- (i) A member may be removed from office at a general meeting of the Society if a majority of the members present at the meeting vote in favour of removing the member. A quorum of 20 members minimum shall be present at the meeting to vote.
- (ii) At the meeting and before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (iii) A member has no right of appeal against the members removal from office under this rule.

## **7. Responsibilities of Office-Bearers**

7.01 The Executive Committee office-bearers of the Bowen Basin Underground Geotechnical Society Inc. shall have the authority to obligate funds and assets of the Bowen Basin Underground Geotechnical Society Inc. to promote the Bowen Basin Underground Geotechnical Society Inc.'s activities and in doing so, shall exercise due diligence in accordance with government regulations and this constitution. Special Interest Group office-bearers need the written authority of the Executive Committee to raise and expend separate funds on their group's activities

## **8. Regional Groups and Special Interest Groups**

8.01 The Bowen Basin Underground Geotechnical Society Inc. Executive Committee shall be the approving authority for the formation of special interest groups within the Bowen Basin Underground Geotechnical Society Inc. and shall require that such proposals are viable, meet the needs of the membership, and are in the best interests of the Bowen Basin Underground Geotechnical Society Inc..

8.02 These groups shall be managed by management committees, which will report to and be represented on the the Bowen Basin Underground Geotechnical Society Inc. Executive Committee.

**9. Administration**

- 9.01 The administration functions of the Bowen Basin Underground Geotechnical Society Inc. are the responsibility of its Executive, and Special Interest Group Committees who may choose to assign all or part of the functions to other parties, and who shall meet any costs from their own funds. All such assignments shall be subject to separate agreements between the Bowen Basin Underground Geotechnical Society Inc. and the other parties.
- 9.02 Should the Executive Committee decide it is in the best interest of the Bowen Basin Underground Geotechnical Society Inc. for (administrative) services to be procured from an external party, then the Bowen Basin Underground Geotechnical Society Inc. shall prepare and issue an appropriate scope of tasks with a request for a tender price (unless to be provided by volunteer effort), to ensure all quotations can be assessed fairly on a common basis. The administrative support service provided by an external party shall be in accordance with a written agreement negotiated with the Bowen Basin Underground Geotechnical Society Inc..
- 9.03 The Bowen Basin Underground Geotechnical Society Inc. shall not be responsible for the cost incurred by its Sponsors in administering their responsibilities to the Bowen Basin Underground Geotechnical Society Inc..

**10. General meetings**

- 10.01 The secretary may call a general meeting of the association by giving at least 14 days notice to members. The notice shall state the business to be addressed, date and location of the meeting.
- 10.02 General meetings of the Bowen Basin Underground Geotechnical Society Inc. shall occur on a quarterly basis, or at an alternative frequency considered appropriate by the Executive Committee. The meetings are to be chaired by the Chair, or in his/her absence, a proxy nominated by the Chair.
- 10.03 The Secretary must ensure accurate minutes of all matters, resolutions and other proceedings of each general meeting are recorded.
- 10.04 The minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy.
- 10.05 The quorum for a general meeting is to be at least 20 people.

**11. Legal Liability and Protection**

- 11.01 The Bowen Basin Underground Geotechnical Society Inc. Committee takes all reasonable measures to ensure the safety and security of its members. In an event involving a member in a the Bowen Basin Underground Geotechnical Society Inc.' meeting, underground visit, opencut visit, travelling to and from a meeting, the Bowen Basin Underground Geotechnical Society Inc. and its committee cannot be held liable for any unforeseen consequences.

**12. Finances**

- 12.01 Primarily, the Bowen Basin Underground Geotechnical Society Inc. is a non-profit organisation. The financial objective of the Bowen Basin Underground Geotechnical

Society Inc. Business Plan and Budget is for the Bowen Basin Underground Geotechnical Society Inc. to become self-supporting through the collection of annual sponsorship and membership fees.

- 12.02 The Executive Committee of the Bowen Basin Underground Geotechnical Society Inc. shall be responsible for the accounting of the Bowen Basin Underground Geotechnical Society Inc. monies. Administrative support for this function may be assigned to an individual or organisation contracted for the membership registration and financial administration role.
- 12.03 Special Interest Groups shall likewise be responsible for the management of their particular group's funds and may choose to delegate this to a Treasurer or other party approved by their group's management committee. The groups will report their financial status to the Executive Committee at least twice each financial year.
- 12.04 The Bowen Basin Underground Geotechnical Society Inc. shall provide a financial report to its members and sponsors in accordance with the Bowen Basin Underground Geotechnical Society Inc. financial year, which is 1 July to 30 June.

### 13. **Fee Structure**

- 13.01 The Bowen Basin Underground Geotechnical Society Inc. Executive Committee shall decide Bowen Basin Underground Geotechnical Society Inc. annual membership fees, which shall be set at a level commensurate with the services provided to members and to ensure the continued viability of the Bowen Basin Underground Geotechnical Society Inc..

### 14. **Financial Support from Sponsors**

- 14.01 In the event that financial support is required for the continued operation of the Bowen Basin Underground Geotechnical Society Inc., funds may be raised from sponsors..

### 15. **Documents and Publications**

- 15.01 The management committee must ensure the safe custody of books, electronic records, documents, instruments of title and securities of the association.
- 15.02 Documentation and publications produced by the Bowen Basin Underground Geotechnical Society Inc. shall acknowledge the relationship of its Sponsors to the Bowen Basin Underground Geotechnical Society Inc..
- 15.03 The Bowen Basin Underground Geotechnical Society Inc. may seek and be issued with an advance from its Sponsors, either separately or collectively, for the production of publications.

### 16. **Web Site**

- 16.01 The Bowen Basin Underground Geotechnical Society Inc. may establish and maintain a web site as an active communication tool for the Bowen Basin Underground Geotechnical Society Inc. members, sponsors, the Industry and the community at large.

## 17. **Policy Statements**

17.01 On all matters relating to geotechnical aspects of underground coal mining in the Bowen Basin, including matters of public affairs, public relations and general policy, representatives of the Bowen Basin Underground Geotechnical Society Inc. will normally engage in consultations with the objective of reaching an agreed position and, as appropriate, determine who should speak on the Bowen Basin Underground Geotechnical Society Inc. behalf. The current Chair of the Bowen Basin Underground Geotechnical Society Inc. or his nominee will represent the Bowen Basin Underground Geotechnical Society Inc. in such discussions.

## 18. **Bowen Basin Underground Geotechnical Society Inc. Annual Reports**

18.01 The Bowen Basin Underground Geotechnical Society Inc. shall produce an annual report in a form of presentation, to its members and sponsors, covering the following aspects:

- (i) Details of activities of the previous year at Executive, Group and Special Interest Group levels, including participation numbers and financial outcomes;
- (ii) Planned activities to meet the Bowen Basin Underground Geotechnical Society Inc. aims and objectives;
- (iii) Bowen Basin Underground Geotechnical Society Inc. financial accounts for the previous year, audited, as required by the Incorporated Associations Act, Queensland 1981;
- (iv) Bowen Basin Underground Geotechnical Society Inc. budget for the coming year;
- (v) Any amendments or changes to the Bowen Basin Underground Geotechnical Society Inc. Constitution; and
- (vi) Any further information that members and sponsors may reasonably require.

## 19. **Performance and Review**

19.01 The Executive Committee at its AGM will carry out an assessment of the Bowen Basin Underground Geotechnical Society Inc.'s performance, in a review of activities and achievements. The Bowen Basin Underground Geotechnical Society Inc.'s stated objectives and plans from the previous year will form the basis of comparison for the performance review.

19.02 In each review the Executive Committee shall assess whether the Bowen Basin Underground Geotechnical Society Inc. is meeting member needs and expectations, and that it continues to be viable both financially and in terms of membership numbers.

19.03 The Bowen Basin Underground Geotechnical Society Inc. reserves the right to terminate its recognition of any Sponsor:

- (i) in the event that the Sponsor conducts its affairs to the detriment of the Bowen Basin Underground Geotechnical Society Inc.;
- (ii) if the Sponsor suffers from serious failure of delivery of its support and function as a sponsor to the Bowen Basin Underground Geotechnical Society Inc.; or
- (iii) if the Sponsor changes the nature of its business and hence its commitment to the

Bowen Basin Underground Geotechnical Society Inc. objectives.

- 19.04 The Bowen Basin Underground Geotechnical Society Inc. will only terminate a sponsorship after:
- (i) notification to all financial Members and individual members of the intent, and call for submissions;
  - (ii) review of members' submissions by the Executive Committee; and
  - (iii) 80% vote of the Executive Committee.

## 20. **Alteration of rules**

- 20.01 Subject to the Incorporated Associations Act, Queensland 1981, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 20.02 However an amendment, repeal or addition is valid only if it is ratified by the Executive Committee.

## 21. **Common seal**

- 21.01 A common seal is not considered mandatory for operation of the Bowen Basin Underground Geotechnical Society Inc.. However, if deemed appropriate by the Executive Committee, a common seal will be kept by and used only on authorization of the Executive Committee.

## 22. **Distribution of surplus assets to another entity**

- 22.01 This rule applies if the association—
- (i) is wound-up under part 10 of the Incorporated Associations Act, Queensland 1981; and
  - (ii) has surplus assets.
- 22.02 The surplus assets must not be distributed among the members of the association.
- 22.03 The surplus assets must be given to another entity—
- (a) having objectives similar to the association's objectives; and
  - (b) having rules which prohibit the distribution of the entity's income and assets to its members.
- 22.04 In this rule— for full definition of **surplus assets** see section 92(3) of the *Associations Incorporation Act 1981*.