



## **BRITISH TUNNELLING SOCIETY**

### **CONSTITUTION** **Last updated 2005**

1. **NAME**

The name of the Society is the British Tunnelling Society.

2. **OBJECTS**

The aims and objects of the Society are: -

To advance the education of the public in and to promote the art and science of tunnelling, including the creation and use of underground space by fostering, understanding, experience, interest and research therein.

In furtherance of the above object but not further or otherwise the Society shall have the following powers

- a. to provide a forum for the discussion of the problems and techniques of tunnelling;
- b. to encourage tunnelling research and development;
- c. to arrange for the publication of papers and collect and disseminate information on tunnelling;
- d. to hold meetings of members, including where appropriate non-members, of the Society and to co-operate with other associations in holding meetings locally, nationally and internationally;
- e. to maintain liaison with similar associations and individuals in other countries and to co-operate and participate in the formation, continuance and furtherance of an international society devoted to the interests of tunnelling and of other international, national or local associations whose objects are allied to those of the Society;
- f. to offer specialist assistance and advice to H.M. Government, statutory authorities, boards, institutions and similar bodies and to make representations to such bodies;  
and

- g. to do all such other things as are incidental or conducive to the attainment of any of the above aims.

3. **MEMBERSHIP**

The membership of the Society shall consist of: -

- a. individual members;
- b. corporate subscribers;

and the word “member” shall include individual members and corporate subscribers. Individual members shall be at least 18 years of age and be engaged or otherwise interested in the art and science of tunnelling and allied subjects.

Corporate subscribers shall be those departments of Government, boards, corporations, statutory authorities, associations, federations, companies, firms, scientific bodies and the like which are admitted to membership as corporate subscribers. The Committee shall decide, subject to confirmation at an Annual General Meeting or a Special general Meeting, the appropriate corporate grades and associated entitlements to receive papers and publications, the number of representatives and the number of nominated representatives entitled to vote.

Applications for either class of membership shall be made on prescribed forms addressed to the Secretary and the Committee has the right by majority vote to approve or reject any such application without giving reasons.

The Committee may, at any time by resolution, terminate the membership of any member of the Society. Upon despatch of the resolution to the member in question, the member shall thereupon cease to be a member but shall still be liable to pay to the Society any amounts, which immediately before the passing of such resolution, were owed to the Society.

4. **FINANCIAL YEAR**

The financial year, which shall apply for subscription purposes and for all yearly purposes other than those covered in Rule 8, shall run from 1<sup>st</sup> January in any calendar year to 31<sup>st</sup> December (both dates inclusive) in the same calendar year.

5. **SUBSCRIPTIONS**

Annual subscriptions shall be payable on 1<sup>st</sup> January of each year. The amounts of such subscriptions shall be fixed from time to time by the Committee.

Members whose membership is approved and commences between 1st January and 30th June (both dates inclusive) in any calendar year shall be liable to pay one year's

subscription. This payment will entitle them to membership until 31<sup>st</sup> December in the same calendar year.

Members whose membership is approved and commences between 1st July and 30th September (both dates inclusive) in any calendar year shall be liable to pay one-half of the appropriate rate of annual subscription. This payment will entitle them to membership until 31st December in the same calendar year.

The membership of those persons who apply between 1st October and 31st December in any calendar year and which is approved between 1st October and 31st December in that calendar year shall be deferred until 1st January in the following calendar year. Such members shall be liable to pay one year's subscription, which will entitle them to membership until 31<sup>st</sup> December in the calendar year following their application and acceptance.

A member may resign at any time on written notification to the Secretary but, unless the Committee otherwise decide, the full amount of the subscription for the financial year in question shall be paid to and retained by the Society.

Members whose subscriptions are more than twelve months in arrears shall cease to be members and their names removed from the list of members.

## 6. **GOVERNING BODY**

The governing body of the Society shall be the Committee, which shall consist of elected members, nominated members, co-opted members and ex-officio members.

Nine members of the Committee shall be elected by postal ballot of the members of the Society. The result of a postal ballot shall be announced at the Annual General Meeting. Members so elected to the Committee shall serve for a term of three years and shall then retire from the Committee unless elected Chairman or Vice-Chairman. A retiring member shall be ineligible for re-election to membership of the Committee for a period of one year after retirement.

Two members, one nominated by each of the Institutions of Civil Engineers and Mining and Metallurgy, shall serve for a three-year term of office and then retire from the Committee unless elected Chairman or Vice-Chairman.

The Committee shall elect from amongst its members a Chairman who shall hold office for two years immediately following the Annual General Meeting of the previous Chairman's term of office. Such election shall be held at the last Committee meeting of the previous Chairman's term of office. On expiration of a Chairman's term of office, he may serve on the Committee in an ex officio capacity for a period of two years as immediate past Chairman.

The Committee shall elect from amongst its members a Vice-Chairman who shall hold office for two years immediately following the Annual General Meeting of the

previous Vice-Chairman's term of office. Such election shall be held at the last meeting of the Committee of the previous Vice-Chairman's term of office.

The Society is a registered Charity with the Charity Commission. The Trustees of the Society shall be the elected members of the Committee, the Chairman and the Vice-Chairman.

The Committee may co-opt a member of the Society to the Committee at any time and for whatever purpose the Committee so decides. A co-opted member to the Committee shall hold office until the following Annual General Meeting.

Any casual vacancy, whether in the offices of Chairman or Vice-Chairman or amongst the elected or nominated members of the Committee, may be filled by the Committee, with the approval of the appropriate Institution in the case of a nominated member.

A person so appointed to fill a casual vacancy shall hold office until the following Annual General Meeting and shall then retire. The casual vacancy shall then be filled either by an election by postal ballot or by a nominated person from an Institution as appropriate.

A term of office in a co-opted capacity or as the result of an appointment to fill a casual vacancy shall not be counted for purposes of eligibility for subsequent re-election to the Committee.

Any individual member of the Society or nominated representative of a corporate subscriber of the Society or a nominated individual from an Institution shall be eligible, except as otherwise provided, for election or appointment or co-option to the Committee.

The membership of any member of the Committee may be terminated at an Annual General Meeting or Special General Meeting by a simple majority vote of the members of the Society present (subject to there being a quorum at such meetings in accordance with Rules 9 and 10) or by the Committee by a two-thirds majority.

## 7. **THE COMMITTEE**

The Committee shall administer the Society and, subject to the Constitution and to any resolutions passed in accordance with the Constitution, shall have full authority to order the Society's affairs and be responsible for so doing.

The Chairman, or in his absence the Vice-Chairman, shall preside at meetings of the Committee or, if neither is present, the Committee shall appoint one of its number to preside.

The Committee shall meet at least twice a year and at as many other times as it shall so decide. Six members, of whom four shall be elected members, shall constitute a quorum for all purposes.

The Chairman or not less than three members of the Committee may require the Secretary (a) to call a meeting of the Committee or (b) to conduct a postal vote of the members of the Committee.

The Committee may appoint sub-committees with such terms of reference as, subject to the limits of the Committee's own authority, the Committee shall decide, including powers of the delegation and co-option. A sub-committee shall automatically be dissolved on the conclusion of the first meeting of the Committee after each Annual General Meeting unless such meeting of the committee otherwise provides.

The Committee shall cause proper minutes to be made of the proceedings of all meetings of the Committee. The minute of any such meeting, if signed by the Chairman of such at the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

8. **YEAR OF OFFICE**

The year of office shall from one Annual General Meeting to the next, and a three-year term shall be constructed accordingly.

9. **ANNUAL GENERAL MEETING**

Once in every year an Annual General Meeting of the Society will be held, on a date and at a place specified by the Committee, but not later than 31<sup>st</sup> October.

At least 21 days' notice shall be given in writing of the date and place of, and the agenda for, the Annual General Meeting, and with the agenda shall be sent:

- a. the annual report by the Committee;
- b. the accounts for the year up to the preceding 31<sup>st</sup> December, presented by the Committee together with the Auditor's report;
- c. the names of persons to be appointed by the Committee;
- d. the names and brief career details of candidates for election by postal ballot;
- e. ballot papers and voting instructions;
- f. any resolutions put forward to or by the Committee;

Any resolutions duly supported by not less than 10 members of the Society and notified to the Secretary not less than 30 days before the date of the Annual General Meeting shall be dealt with at the meeting.

Fifteen members of the Society present at the commencement of the Annual General Meeting shall, subject to Rule 17, constitute a quorum.

10 **GENERAL MEETINGS**

a. **Special General Meetings**

If the Chairman or the Committee so decide, or if not less than 10 members of the Society so require in a written notification to the Secretary, the Secretary shall call a Special General Meeting giving at least 21 days' notice of the date and place of and the agenda for the meeting.

The meeting shall not take decisions on any matter not on the agenda.

Fifteen members of the Society present at the commencement of the meeting shall, subject to Rule 17, constitute a quorum.

b. **Other General Meetings**

The Committee may at any time call a General Meeting (other than the Annual or a Special General Meeting). No decisions may be taken at such a meeting other than those concerning solely the meeting itself. The Committee shall appoint a Chairman for such meeting.

11. **NOMINATIONS**

Not later than 70 days' before the date of the Annual General Meeting, the Secretary shall notify to members of the Society and, when appropriate, to the Institutions of Civil Engineers and Mining and Metallurgy, the composition and service of the members of the Committee and shall ask for nominations to fill the vacancies that will arise at the Annual General Meeting.

A nomination to fill such a vacancy amongst the elected members of the Committee shall be despatched to reach the Secretary not less than 42 days' before the date of the Annual General Meeting. No nomination shall be valid unless so received and unless proposed and seconded in writing by two members of the Society who shall have obtained the written consent of their nominee. If the proposer of a nominee is a nominated representative of a corporate subscriber, the other nominated representative of the corporate subscriber shall not be entitled to second the nomination.

If the number of nominations duly received exceeds the number of vacancies to be filled, a postal ballot shall be conducted to decide which of the members nominated shall be elected to the Committee.

12. **QUORUM AND VOTING**

For the purpose of establishing whether a quorum is present or a resolution has been passed by the requisite majority, each individual member of the Society and each

nominated representative of a corporate subscriber of the Society shall count as one member present or voting as the case may be. An individual member who is also the nominated representative of a corporate subscriber shall in each such capacity have a vote and count as a member present and voting.

Each corporate subscriber shall be entitled to nominate two persons as representatives and each such representative shall have the same voting rights as an individual member.

Each member present shall be entitled to one vote at a general meeting and each member shall be entitled to one vote in a postal vote of members of the Society.

In a case of equality of voting at either the Annual General Meeting or General Meetings or meetings of the Committee or of Sub-committees, the Chairman of the meeting shall be entitled to exercise a second or casting vote.

A simple majority of those present and voting shall be decisive at all Annual and Special General Meetings (subject to there being a quorum at such meetings in accordance with Rules 9 and 10) and Committee meetings, except for the purposes of amendment to the Constitution (as provided in Rule 17) or as provided in Rule 6.

No member of the Society shall be entitled to receive notice of or to attend or vote at any general meeting or to enjoy any other of the advantages of membership unless all subscriptions and other monies due to the Society from the member, or from the corporate subscriber concerned, have been paid.

13. **NOTICES**

The Secretary's certificate shall constitute sufficient evidence that the notices call an annual or special general meeting have been posted in due time. All notices shall be deemed to have been received 48 hours after they have been posted.

The accidental omission to give notice of a meeting, or the non-receipt of such notice by any person entitled to receive notice thereof, shall not invalidate any proceedings at any meeting.

14. **SECRETARY AND FINANCIAL ARRANGEMENTS**

The Committee may from time to time delegate to any one or more members of the Committee or to any other person or persons the transaction of any business or the performance of any act required to be transacted or performed in furtherance of the objects of the Society and which is within the professional or business of competence of such member or other person or persons and provided that all acts and proceedings of any such member, person or persons shall be fully and promptly reported to the Committee.

The Secretary shall be responsible to the Committee for the proper administration of the affairs of the Society, of the Committee and of sub-committees as regards meetings, notices, nominations and other secretarial duties. Each year the Secretary shall present to the Committee an audited balance sheet and income and expenditure account.

The Secretary shall keep proper books of account which shall at all times be open to inspection by the Chairman, by the Auditors or by a person appointed for this purpose by the Committee.

15. **AUDITORS**

At least once in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account ascertained by one or more properly qualified Auditors.

The Auditors shall make a report on each balance sheet presented at a general meeting and shall state in such report that they have (or otherwise) examined the books of account and satisfied themselves that these have been properly kept and made such investigations as they thought necessary and whether in their opinion the balance sheet and any annexed income and expenditure account give a true and fair view of the Society's affairs at the date stated and of any surplus or deficit for the period covered.

A person or firm shall be deemed properly qualified if he or they would under the Companies Acts be eligible to act as auditors of a company registered under the Companies Acts.

The Auditors shall be appointed by each Annual General Meeting to hold office during the financial year in which that Annual general Meeting is due to be held but unless they resign or are not re-appointed they shall be deemed to have continued to hold office until the conclusion of the said Annual General Meeting.

Each Annual General Meeting shall determine the amount of the Auditors remuneration for the preceding financial year, but this shall not preclude the Committee from including in the income and expenditure account such amount as it thinks fit for this purpose and the accounts once adopted by the Annual general Meeting may nevertheless be revised to the extent that such revision is made necessary by the meeting's decision regarding the amount of the Auditor's remuneration.

The Auditors shall be entitled to receive notices of every Annual and Special General Meeting and notice shall be given in the Agenda if any such resolution affecting the appointment of the Auditor's is to be moved at such General Meeting.

The Auditors shall be entitled to attend any Annual or Special General Meeting and to speak at such meeting on the accounts.

If only one Auditor is appointed any words in this regard using the plural shall include the singular.

16. **APPLICATION OF FUNDS AND DISSOLUTION**

The income and assets of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, gift, division, bonus or otherwise howsoever by way of profit, to the members of the Society; provided that nothing in this Rule shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for goods, labour or power supplied, or for services rendered, or of reasonable interest for money lent, or reasonable rent for premises demised or let, by any member to the Society.

The Society may be dissolved by a Resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which 21 days' notice shall have been given (to the members). Such resolutions may give instructions for the disposal of any assets held by or in the name of the Society, provided that if any property remains after the satisfaction of all debts and that liabilities such property shall not be paid to or distributed among the members of the Society by shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Society as the Society may determine and if and in so far as effect cannot be given to this provision then to some other charitable purpose.

17. **CONSTITUTION**

Alteration to this Constitution shall receive the assent of two-thirds of the members present and voting at an Annual or Special General Meeting. A resolution for the alteration of the Constitution must be received by the Secretary of the Society at least 30 days before the meeting at which the resolution is to be brought forward. At least 21 days notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed. No alteration to Clause 2 (Objects), Clause 16 (Dissolution) or this Clause shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained and no alteration to the Constitution shall be made which would have the effect of causing the Society to cease to be a charity in law.