



AUSTRALIAN COST ENGINEERING SOCIETY

Constitution

Approved 18 May 2019

Affiliation with Engineers Australia

1. The Australian Cost Engineering Society] (ACES) 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.

Nomenclature and Identification

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

Purpose and Functions

3. Cost Engineering describes the body of knowledge, processes and tools that facilitate the delivery of projects and programs on time, on cost and to meet investment and operational goals.

The purpose of the ACES is to:

- a) provide members with a national focus and a forum to co-ordinate and promote the practice of cost engineering through participation in professional society activities including lectures, publications and discussions;
 - b) strengthen and enhance the practice of cost engineering by assisting members to increase their technical capabilities and to encourage excellence in cost engineering practices;
 - c) to develop, promote and assist in the granting of Chartered Status within Engineers Australia for people with appropriate levels of competence in the various areas of Cost Engineering Practice;
 - d) to influence the development and delivery of education and training for undergraduate; postgraduate and continuing education in the practice of cost engineering;
 - e) to promote the active participation of members in the dissemination of the practice of cost engineering throughout Australian enterprises;
 - f) to promote the interests and status of members in their vocational employment; and
 - g) to collaborate with likeminded organisations to promote the practice of cost engineering.
4. The function of the ACES, within its area of expertise, is to:
 - a) collaborate with Engineers Australia and its Colleges to develop and promote the professional and academic disciplines of engineering;
 - b) establish and maintain the body of knowledge relevant to the ACES's area of interest;
 - c) participate in the establishment and maintenance of the requirements for attaining engineering qualifications in the disciplines relevant to the ACES's area of interest;
 - d) participate in periodic reviews of the Australian Engineering Competency Standards;
 - e) participate in setting best practice standards for the ongoing professional development and competency assessment of members in the disciplines relevant to the Society;

ACES 2019 Constitution

- f) represent Engineers Australia in the wider community in accordance with Engineers Australia's policies and in consultation with the CEO; and
- g) contribute to Engineers Australia's membership growth and retention.

Membership

- 5. All members of the ACES are bound by Engineers Australia's Royal Charter, By Laws, Regulations, the policies of Engineers Australia and this Constitution.
- 6. Membership of the ACES shall be open to:
 - a) members of Engineers Australia who pay the fee prescribed by the ACES;
 - b) non-Engineers Australia members who have an interest in and are able to contribute to the objectives of the ACES and who pay the prescribed fee;
 - c) any corporate members of ACES must be an affiliate of Engineers Australia, will have all the rights and privileges of members and exercise these rights and privileges through nominated representation appointed by the corporate member in accordance with the SOR's.
- 7. The Committee has the authority to admit, decline or revoke membership of the ACES.
- 8. Engineers Australia will maintain a register of ACES members.

Executive Committee

- 9. The ACES will form an executive committee (Committee) to manage the operations of the ACES and which will also be responsible for ensuring and monitoring the viability of any chapters established as part of the ACES.
- 10. The Committee is to consist of at least 6, but no more than 12 members, as determined from time to time by the Committee, including:
 - a) a chair;
 - b) a deputy chair;
 - c) an immediate past chair (if available), and
 - d) the chair for the time being of up to four of the largest ACES chapters by number of members.

The position of Chair must be elected by the sitting members of the Committee and either be held by a member of Engineers Australia, or otherwise requires prior approval by an Authorised EA officer.

For the purposes of determining compliance with the restriction on the number of members of the Committee, any persons that may have been appointed under the Standard Operating Rules current from time to time and who do not have voting rights shall not be counted as members of the Committee. The chapter elected chairs of the four largest chapters shall be considered as being elected by the membership.

- 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. The position of Treasurer must

ACES 2019 Constitution

be held by a member of Engineers Australia, or otherwise requires prior approval by an Authorised EA officer.

12. Committee members may be elected by the ACES 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 in accordance with the clauses under "Elections".
13. The Committee must not appoint a member to its Executive Committee unless satisfied that, after the appointment, the Committee has an appropriate mix of age, gender, location and other aspects of diversity, representation, skills and technical proficiency.
14. The Committee may, from time to time and for a period of no more than twelve (12) months, 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. Co-opted members have no formal role or voting rights on the Committee.
15. Committee members must be financial members of the ACES. In all but exceptional circumstances, the Chair, Secretary and Treasurer shall be Engineers Australia members. In the event that circumstances prevent such an arrangement, the ACES shall seek approval for any non-Engineers Australia 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 cumulative term of 6 years. 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 voting committee members to be present for a quorum to be reached. A quorum shall be one half of the voting members plus one.
18. The Committee need only record the resolutions of a committee meeting. Minutes or a recording of a committee meeting are not required.

Working Group

ACES 2019 Constitution

19. The Committee may, by resolution, establish working groups (sub-committees), comprising no more than 6 voting members with the functions specified in the resolution, to assist in the work of the Committee.

Planning

20. The ACES must provide to the authorised officer of Engineers Australia a high level three year rolling plan which is subject to regular review and update. Without limiting the activities and operations of the ACES within its defined role, the plan is to set out how the ACES will:
- a) contribute to the retention and growth of Engineers Australia's 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
 - i) participation in the periodic reviews of Engineers Australia's competency standards, and
 - ii) 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 as the voice of the profession.
21. The ACES 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.

Finances and assets

22. Any bank account opened in relation to the activities of the ACES is to be in the name of:
- a) the ACES with the requisite number of Committee signatories as required by the banking institution;
 - b) to be managed by the ACES Committee or Engineers Australia;
 - c) ACES Chapters shall not have separate bank accounts and, on reasonable request, will be provided with funds from the ACES account to support its approved activities, and
 - d) any cheque, electronic funds transfer or other withdrawal of funds is to be authorised by the chair and/or the treasurer and at least one other Committee member.
23. The ACES must keep financial records:
- a) which record and explain transactions associated with ACES funds or assets; and
 - b) which give an accurate account of the financial position of the ACES, and the treasurer must make the records available to Engineers Australia upon request.
24. The ACES 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 the ACES is an unincorporated Technical Society of Engineers Australia, neither the ACES or its members can enter into written or verbal contracts or agreements of any kind, own land, enter into mortgages or

ACES 2019 Constitution

debentures or employ people on behalf of the ACES. All contracts, agreements or other instruments in respect of the ACES and/or its Activities must be approved by an authorised officer of Engineers Australia.

Chapters

27. The Committee may establish chapters of the ACES within a Division provided that:
 - a) there is 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 the ACES.
 - d) members are allocated to the chapter indicated by the members most recently notified home address on the EA member record.
28. The Committee is to direct the chapter and determine the reasonable size and scope of a chapter committee. Chapter Committee members must be financial members of the ACES.
29. Chapters of the Society are to work in collaboration with Engineers Australia's Divisions.

Elections

30. Since many of the members of ACES are often employed remote from cities in which chapters may be located, elections for the Executive Committee and Chapter Committees will be undertaken by electronic means.
31. Elections must be conducted in a timetable that will enable both the Executive Committee and Chapter Committees to be able to have their first business meeting within three months after the end of the financial year. This will generally require elections in the three months prior to the end of the financial year.

Intellectual Property

32. Engineers Australia grants to the ACES, 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. ACES agree to use the Intellectual Property in accordance with Engineers Australia's policies and directions and for non-commercial purposes only.
33. All material, literature, websites or other media created by the ACES 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 unless there is a specific written agreement with EA excluding the operation of this clause for a specific item or group of items within the definition in this sentence. Any such exclusion agreement would need to be specific in limiting its scope and include wording provided by EA that protects it from any claim by the party asserting

ACES 2019 Constitution

ownership of such Intellectual Property rights for the agreed use or inclusion of such material, literature, websites or other media created by the ACES. Such exclusion agreement may be in the form of a license.

Insurance

34. Insurance coverage by Engineers Australia is:

- a) available for office bearers and volunteers engaged in activities associated with the ACES provided that the volunteer work is officially organised by and under the control of Engineers Australia; 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.

Cooperation between ACES and other entities

35. ACES may, from time to time and subject to the express permission of Engineers Australia, develop proposals that it becomes involved in cooperative arrangements with other incorporated or unincorporated bodies in accordance with the relevant provisions of clauses following as applicable. Such cooperative arrangements may be for either a particular event such as a seminar or conference, or for arrangements continuing for some time, such as sharing training courses or intellectual property, or conducting joint meetings, conferences or a number of joint events.

36. If a proposed cooperative arrangement is between ACES and another organisational element of Engineers Australia such as a College, Division or Unincorporated Society, the initiation and development of the proposal can proceed between ACES and that organisational element of Engineers Australia and be subject only to formal approval of Engineers Australia once the proposed cooperative arrangement has been reasonably developed.

37. If a proposed cooperative arrangement is between ACES and an organisation that is a separate legal entity that has an existing arrangement with Engineer Australia, such as an Incorporated Society associated with Engineers Australia, the initiation of the proposal can proceed between ACES and the separate legal entity

ACES 2019 Constitution

currently associated with Engineers Australia, but the development of the proposal must be carried out under the supervision of Engineers Australia.

38. If a proposed cooperative arrangement is between ACES and an organisation that is a separate legal entity that does not have any existing arrangement with Engineer Australia, the initiation of any proposal can only proceed as far as establishment of a common general interest and establishment of the general objectives
39. before the matter is referred to Engineers Australia for approval for the establishment of the detailed process to be followed in each particular case.

Winding up of the ACES

40. The Board of Engineers Australia reserves the right to step into the management of, or to wind up, ACES 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) the ACES's membership has been in decline over a period of 3 years and membership has fallen below 100 financial members;
 - c) the ACES is no longer meeting its purpose as outlined in clause 4;
 - d) The financial management of the ACES has the potential to expose Engineers Australia and/or the ACES's membership to debts; and
 - e) the actions of the ACES and its management pose an unacceptable risk to Engineers Australia.
41. In the event that the ACES 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 ACES's purposes or Engineers Australia's learned society functions.