

# Constitution of the Australian Safety Critical Systems Association

## 1 Name

- 1.1 The name of the Special Interest Group (SIG) shall be the "Australian Safety Critical Systems Association" hereinafter called the Association.
- 1.2 The Association consists of the Committee known as the "Australian Safety Critical Systems Association". The Association operates with the approval of the Australian Computer Society hereafter referred to as the Society and in accordance with that Society's Constitution.
- 1.3 All members of the Association shall be bound by the principles of the Code of Ethics of the Australian Computer Society.

## 2 Purpose of the Australian Safety Critical Systems Association

- 2.1 The Association is a non profit organisation established for promoting the co-operation of academic, industrial, commercial and governmental organisations in relation to the practice and advancement of safety-related systems, in particular those systems containing software, in Australia.
- 2.2 The Association's purpose is to:
  - 2.2.1 Provide a national focus and forum for its members who have an interest in safety-related systems, particularly those systems containing software.
  - 2.2.2 Provide professional services for all categories of its membership.
  - 2.2.3 Stimulate the active contribution and participation of its members in the development and dissemination of safety-related systems knowledge and to support the activities of the Society.
  - 2.2.4 Foster and support education and training associated with all aspects of safety-related systems.
  - 2.2.5 To provide learned society functions for individuals and industry groups and to provide practice based opinion and advice for the Society.

## 3 Mission of the Australian Safety Critical Systems Association

- 3.1 The Mission of the Association is to:  
*Raise the awareness of the engineering and wider community of the safety issues specific to software-intensive systems and to provide leadership and guidance.*

## 4 Objectives of the Australian Safety Critical Systems Association

- 4.1 The objectives of the Association are to:
  - 4.1.1 Promote excellence in the practices associated with safety-related systems.
  - 4.1.2 Promote participation in and contribution to activities of the Association.
  - 4.1.3 Provide, at the national and local level an agency to focus and co-ordinate Association affairs, policy making, communications and Association activities.

- 4.1.4 Collaborate with the governments, industry, professional organisations, academia, and standards bodies in the interest of promoting issues relating to safety-related systems.
- 4.1.5 Establish linkages at an international level, to enable members to benefit from international exchanges in Association matters.
- 4.1.6 Promote research & development and information dissemination relating to safety-related systems containing software within the Australian Industry.
- 4.1.7 Provide prizes and funds for the purpose of promoting education, research and excellence in relating to safety-related systems containing software.
- 4.2 Solely for the purpose of carrying out the aforesaid objectives the Association has the power to do all or any of the following:
  - 4.2.1 To make representations to the Government of the day.
  - 4.2.2 To join with any other kindred associations in the joint attainment of any of the above-mentioned objectives.
  - 4.2.3 To do all such lawful acts matters and things as are incidental or conducive to the attainment of any of the objectives of the Association.
  - 4.2.4 The Association shall not support with its funds or endeavour to impose on, or procure to be observed by its members or others any regulation or restriction which, if any objective of the Association would make it a trade union.

## **5 Activities of the Australian Safety Critical Systems Association**

- 5.1 The activities of the Association are directed towards providing national leadership, facilitation and the co-ordination of professional Association activities, and encouraging member contribution relating to safety-related systems, particularly those containing software. Such activities include:
  - 5.1.1 Facilitating opportunities for members to develop and extend the practices associated with safety-related systems.
  - 5.1.2 Fostering open communication between members supported by technical meetings, discussion groups, seminars, workshops, lectures, national conferences, and professional activities nationally and within chapters.
  - 5.1.3 Encouraging innovation in education and training for undergraduate, postgraduate and continuing education and in postgraduate research in the practices relating to safety-related systems containing software.
  - 5.1.4 Developing the science, art and the practices relating to safety-related systems containing software.
  - 5.1.5 Exercising links between the Association and Australian industry, business, government, academia and national/international bodies with similar interests.
  - 5.1.6 Disseminating information, knowledge, skills and attitudes relating to safety-related systems containing software.
  - 5.1.7 Recognising contributions and achievements of practitioners in the advancement of knowledge relating to safety-related systems containing software.

## **6 Membership of the Australian Safety Critical Systems Association**

- 6.1 Membership of the Association shall be open to all persons and organisations who are interested in the purpose and objectives of the Association including:

- 6.1.1 Members of The Australian Computer Society, and
- 6.1.2 Non-members of the Society who have an interest in and are able to contribute to the objectives of the Association.
- 6.2 Authority to admit non-ACS members lies with the Committee
- 6.3 There shall be one grade of membership, the membership grade of Member
- 6.3.1 Other grades of membership may be developed by the Committee to allow for corporate or company membership if considered desirable and appropriate.
- 6.4 The Executive Committee is empowered by this Constitution to accept applications for membership in accordance with Committee policy and directions pertaining at the time. The Committee retains the power to review and to refuse an application without necessarily providing a reason for its refusal.
- 6.5 Applications for membership shall be accepted upon application.
- 6.6 The Secretary shall arrange for successful and unsuccessful candidates to be notified.
- 6.7 Only Members shall be entitled to vote, each such Member having one vote.
- 6.8 Any member who desires to resign shall inform the Secretary in writing.
- 6.9 The Committee may enquire into the conduct of any member and if after giving that member opportunity to be heard it decides that such member has been guilty of conduct thought to be prejudicial to the interests of the Association including wilful contravention of the Constitution or By-laws, the Committee by a four-fifths majority may suspend such member and in that event shall notify them in writing of their suspension.
- 6.10 Any member who has been so expelled from membership shall have no right of appeal.
- 6.11 A member who is not contactable at the member's registered address may be deemed to no longer be a Member at the discretion of the Committee.
- 6.12 The Association shall keep a Register of Members. The Secretary shall be responsible for maintaining this register.

## **7 Communications**

- 7.1 The Association will issue or sponsor such publications, as in the judgement of the Committee will best carry out the objectives of the Association.
- 7.2 The Committee may appoint editors of publications issued by the Association.
- 7.3 Publications of the Association shall seek to maintain a balance between:
  - 7.3.1 An information source for members
  - 7.3.2 The practices relating to safety-related systems containing software
  - 7.3.3 Academic, education and training material
  - 7.3.4 Activities internal and external to the Association
- 7.4 The Association is reliant upon and a reflection of the active participation of its membership. The Association expects its membership to actively participate in and contribute to knowledge creation and dissemination of information within the Association.
- 7.5 To encourage best possible contributions, appropriate recognition and awards will be established in key areas such as contribution to:
  - 7.5.1 Association Development

- 7.5.2 Innovative Activity Programs
- 7.5.3 Association Publications
- 7.5.4 Conferences, Seminars and Workshops
- 7.6 Where possible the Association will establish, directly or through appropriate channels, linkages with international related bodies. Such linkages are intended to facilitate the information transfers:
  - 7.6.1 At International and national conferences
  - 7.6.2 Through relevant international and related publications
  - 7.6.3 From world leaders in safety-related system innovation
  - 7.6.4 By Australian practitioners at international forums

## **8 Financial Basis of the Australian Safety Critical Systems Association**

- 8.1 The Association's fiscal year shall extend from July 1<sup>st</sup> to June 30<sup>th</sup>. The Association's membership year shall extend from January 1<sup>st</sup> to December 31<sup>st</sup>.
- 8.2 The Society's Management Committee shall approve the Annual Budget before they become effective.
- 8.3 The Association shall have the power to charge a fee for participation in any technical or social gathering to defray the expenses of such activities.
- 8.4 The funds collected by or for the Association are the property of the Society, with control delegated by the Society's Management Committee to the Committee, for as long as the Association remains viable.
- 8.5 Proper accounts shall be kept of all the assets and liabilities of the Association and of all its financial transactions. Receipts shall be issued for all moneys received and all payments shall through the Society.
- 8.6 The Committee or the Treasurer on its behalf may give such directions as it may think fit for the keeping of the accounts of the Association..
- 8.7 The Association shall process all monetary transactions through the Society. All payments shall be issued by the Society on behalf of the Association. Payment authorisations requested by the Association shall bear any two signatures of the Secretary, Chairman, Treasurer, or other officers as may be appointed for the purpose.
- 8.8 The moneys of the Association shall be deposited in accordance with the Society's constitution and by-laws.
- 8.9 Only members of the Association shall be eligible for election to the Association's Committee and only those Association members who are also members of the Society shall be eligible for election as Chairman of the Association. All members will be eligible to vote in all elections, and to receive publications and other Association benefits.
- 8.10 The Society's Management Committee has the right to veto over the election of the Chairman of the Association.

## **9 Limits of Financial and Legal Liability**

- 9.1 The Association operates under the Constitution of the Society. Therefore the Society is responsible for the Association's financial and legal liability.

## **10 Statements of Accounts**

10.1 The Association's accounts shall be managed by the Society.

## **11 Notices and Convening of General Meetings**

11.1 The Association may give any notice to any member either by electronic mail, by hand or by post to the member at the member's registered address.

11.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post.

11.3 The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at the address appearing in the register of members, a notice by pre-paid post or electronic mail stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

11.4 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

11.5 A member desiring to bring any business before a general meeting may give 21 days notice of that business in writing to the relevant secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

## **12 12. Annual General Meetings of the Australian Safety Critical Systems Association**

12.1 The Annual General Meeting shall be held at a venue as agreed by the Committee and before December 31st. The Annual General Meeting is open to all members of the Association. The Meeting shall consider the following business from the immediately previous Annual Committee Meeting and other business as applicable to an Annual General Meeting:

12.1.1 Minutes of the Previous Annual General Meeting

12.1.2 Any appropriate Correspondence

12.1.3 The Association Annual Report as tabled at the Committee meeting

12.1.4 Sub Committee, Specialist Member and Group Reports

12.1.5 The Financial Report and Budget

12.1.6 The Chairman's Report

12.1.7 Declaration of incoming Chairman and other Officers

12.1.8 General Business appropriate to the Annual General Meeting, including changes to the Constitution.

12.2 The retiring (or retired, dependent on timing relevant to the Committee meeting) Chairman shall chair the Meeting until the declaration of the incoming Chairman who shall assume the Chair and conduct the rest of the meeting.

12.3 The number of members that constitute a quorum shall be 10, including any apologies, or greater as determined from time to time by Committee. In the absence of a quorum the Annual General Meeting shall be re-scheduled.

12.4 Where majorities for decisions are required above and elsewhere in this Constitution, they refer to the voting members actually present at properly constituted meetings unless otherwise stated.

## **13 The Australian Safety Critical Systems Association – Committee**

- 13.1 The affairs of the Association shall be managed by the Committee of the Association (all positions being honorary and all Committee members being members of the Association) comprising:
- 13.1.1 Chairman
  - 13.1.2 Secretary
  - 13.1.3 Treasurer
  - 13.1.4 The immediate past Chairman
  - 13.1.5 General Committee Members as elected.
- 13.2 The positions of Chairman, immediate past Chairman Secretary and Treasurer shall be the Executive Committee and have the sole authority to obligate funds and assets of the Association, subject to the rules and regulations of the Society, to promote the Association's activities, in accordance with this Constitution, agreed and published Association Policy at the time and directions of the Committee.
- 13.3 The Committee shall meet at least annually and more frequently on reasonable notice upon the call of the Chairman, or upon the written request of any three members of the Committee.
- 13.4 The Committee creates and exercises active committees to provide leadership in primary interest areas of the Association. Sub-committees are encouraged from within the membership to promote and achieve valued innovations in each area of interest.
- 13.5 The Committee shall direct the affairs of the Association through the policies it determines.
- 13.6 The Committee has authority in matters of general policy, subject to the Society's Constitution:
- 13.6.1 The following shall specifically be within the authority of the Committee:
    - a) The name, insignia and styling of the letterhead and the Membership Application Form of the Association.
    - b) Publication policy.
    - c) Awards of the Association.
    - d) Official contact with other Australian-wide organisations on an Australian-wide basis.
    - e) Liaison with overseas organisations and societies, and clubs.
    - f) Publicity and Public Relations on Australia-wide and International basis.
    - g) Affiliation with other societies and clubs outside Australia that have similar objectives to those of the Association. The Committee shall arrange the exchange of such privileges, as may be mutually decided upon from time to time between the Association and other organisations.
- 13.7 The Committee shall cause minutes to be made:
- 13.7.1 Of all appointments of officers made by the Committee
  - 13.7.2 Of all resolutions and proceedings at all meetings of the Committee
- 13.8 Copies of all proceedings referred to under Clause 13.7 shall be furnished to all members of the Committee.

- 13.9 The Committee shall have power to co-opt, but such co-opted members shall not have a vote on Committee resolutions.
- 13.10 The Committee at its annual meeting shall nominate the Chairman annually and that nomination to be accepted by the Society's Management. This officer shall have had Committee experience.
- 13.11 The Chairman is the titular head of the Association and chairs the meetings of the Committee and the Annual General Meetings of the Association from assumption of office at the appropriate Annual General Meeting until the new Chairman assumes office at the Annual General Meeting following appointment.
- 13.12 The Chairman, upon stepping down from office, remains a member of the Committee for one year as ex officio, Immediate Past Chairman.
- 13.13 The Committee shall appoint such officers as it sees fit to co-ordinate its activities throughout the Association.
- 13.14 The Committee shall determine the duties of all Officers of the Committee.
- 13.15 If through any cause, the office of Chairman becomes vacant during any term, the Committee shall elect a Chairman from among its members who are members of the Society to complete the period to the next annual meeting of Committee at which the office would normally become vacant.
- 13.16 The Committee may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting of the Committee shall be decided by a simple majority of votes of all voting members present unless provided otherwise herein.
- 13.17 The Committee shall fix the quorum necessary for the transaction of the business of the Committee and unless fixed by a prior meeting, shall be a number of voting members equal to 50% of the total possible-voting members and shall be total of voting members present and those voting members who have apologised.
- 13.18 The Committee may delegate any of its powers to sub-committees and each member of such sub-committee shall be a member of the Association, provided that delegation complies with the requirements of the Association's Constitution. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that are imposed on it by the Committee. No sub-committee of the Committee shall have power to co-opt without the permission of the Committee.
- 13.19 The Committee shall appoint a Chairman of each sub-committee, who shall be responsible for the work of the sub-committee and for reporting to the Committee.
- 13.20 A sub-committee may meet and adjourn as it decides. Questions arising at any meeting shall be determined by a simple majority of the votes of members present and in the case of equality of votes the chairman shall have a second or casting vote.
- 13.21 All sub-committees shall report back to the Committee. A quorum for any sub-committee shall be one more than half the appointed members.
- 13.22 All acts done by any meeting of the Committee or by a sub-committee, officer or member, of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such person as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified. The Society shall accept responsibility for all such acts unless they are of a negligent or criminal nature.
- 13.23 In lieu of convening a meeting of the Committee, the Chairman may submit any resolution to all Committee Members in the form of a postal or e-mail ballot, and if, as a result of the ballot a majority of the Committee Members is in favour of the

resolution, the resolution shall have the same effect as if it had been passed at a duly constituted meeting of the Committee. Any office bearers to be elected by the Committee may be elected by a postal or e-mail ballot in a similar manner and with similar effect.

13.24 In any meeting of the Committee, a "first past the post" system of voting shall be used in the following circumstances:

13.24.1 When the number of candidates exceeds the number of vacancies.

13.24.2 In such circumstances as in the opinion of the Chairman would warrant it.

## **14 The Officers of the Committee of the Australian Safety Critical Systems Association**

14.1 The Chairman is elected by the Committee. The Chairman shall preside over all meetings.

14.2 In the Chairman's absence; the meeting shall appoint a Chairman who shall be a member of the Committee and a member of the Society to preside.

14.3 The Chairman shall take office in accordance with Clause 13.10.

14.4 The Secretary and the Treasurer shall be elected by the members of the Committee and may serve for such time as determined by the Committee. These offices may be combined and performed by the one person if appropriate.

## **15 Changes of the Rules of the Australian Safety Critical Systems Association**

15.1 The Committee may, provided at least 75% of Committee are in favour, submit proposed amendments of the Constitution to the members to be voted upon as in Clause 11.

15.2 During the first 5 years of the Association's existence, the Committee may amend the rules of the Association provided at least 90% of the Committee is in favour. This power is provided for the purpose of correcting administrative shortcomings that may eventuate during the initial years of operation.

## **16 Termination**

16.1 Should the Committee desire to disband the Association, then a statement of argument and reasons shall be issued to members via a postal ballot. Should the postal ballot show that at least seventy-five per cent of the votes received are in favour of disbanding, then the Committee shall disband the Association.

16.2 The Committee shall prepare a statement of the Association's affairs, pay all indebtedness and expenses of termination, and shall dispose of all assets as required by Clause 17.1.

16.3 The Committee, in these extreme circumstances may elect as an alternative to combine with or be absorbed by any other organisation of the Society of kindred interest so that the aims of the Association are served.

## **17 Asset Disbursement on Termination of Australian Safety Critical Systems Association**

17.1 If, for any reason, it is decided to terminate the activities of the Association then Association residual assets will be passed to any officially recognised successor organisation(s) or to The Australian Computer Society for re-allocation in the promotional interests of on-going safety-related technical activities.



## **18 Interpretation**

- 18.1 In this Constitution, the following definitions apply:
- 18.2 Masculine includes feminine.
- 18.3 "In writing" or "written" means and includes printing or other means of representing or reproducing words in visible form.
- 18.4 Words importing the singular include the plural and words importing the plural include the singular where the context permits.
- 18.5 The headings shall not affect the construction of this Constitution.
- 18.6 Association Constitution as drafted and amended in September 2015.