



FGU Fachgruppe für Untertagbau
GTS Groupe spécialisé pour les travaux souterrains
GLS Gruppo specializzato per lavori in sotterraneo
STS Swiss Tunnelling Society

Bylaws

Swiss Tunnelling Society STS

*Reviewed by the SIA legal department in June 2022
Approved by the STS General Assembly 2023 of 12.06.2023 in Lucerne*



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Art. 1

The Swiss Tunnelling Society STS is an association pursuant to Art. 60 ff of the Swiss Civil Code.

The present Bylaws are based on the Basic Rules for SIA Specialist Associations R 130 (2014 edition).

I. Purpose

Art. 2

- a) The purpose of the Swiss Tunnelling Society STS, an SIA Specialist Association, is to promote the shared interests of its own members within the framework of the objectives and efforts of the SIA. The term "tunnel" shall refer to all built structures located beneath the surface of the earth after completion. The STS represents the interests of owners, designers, contractors, universities and industry in the design, construction, maintenance, operation and renovation of such structures.
- b) The specialist association shall pursue the following tasks:
- Promoting knowledge in tunnelling through support for research and teaching and by organizing study conferences and viewings for purposes of member education and training.
 - Disseminating knowledge and promoting innovation in tunnelling in Switzerland and abroad. Disseminating technical information on the execution of tunnelling projects.
 - Support for promotion of young talent in tunnelling including promotion of the involvement of young members in organizations and committees.
 - Contributing to the establishment of tunnelling standards, recommendations, guidelines and related documents for underground construction in coordination with the SIA and other professional associations in Switzerland and abroad. Promoting their recognition as state of the art at the international level.
 - Supporting the exchange of information and the networking in Switzerland.
 - Exchanging information and serving as an international point of contact, particularly within the framework of international tunnelling associations.
- c) Work methods
- To accomplish the objectives of para. b), the specialist association primarily concerns itself with the exchange of information and experience among members and with domestic and foreign organizations, and with organizing conferences, courses, lectures, excursions and publications. It participates in relevant bodies.
 - For the same purpose, the specialist association may constitute the domestic unit of an international organization.
 - The Swiss Tunnel Congress STC and the Colloquium are core elements of the specialist association's activities.



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II. Registered office

Art. 3

The specialist association's legal registered office is located at the registered office of the General Secretariat of the SIA, Selnaustrasse 16, P.O. Box, 8027 Zurich.

III. Membership and dues

Art. 4

Membership categories

The specialist association shall consist of the following member categories (hereinafter referred to as "Members"):

- a) Individual members
- SIA members who wish to join the specialist association.
 - Specialists in the field of engineering who are inscribed in the Swiss Register A of the REG but are not members of the SIA and wish to join the specialist association.
 - Upon application and by resolution of the Executive Board, the following may also be accepted as members:
 - o Specialists in the field of engineering who are inscribed in the Swiss Register B of the REG.
 - o Other Swiss and foreign specialists in the field of engineering, provided that their knowledge and abilities are equivalent to those required for inscription in Swiss Registers A and B of the REG or that their membership is in the interest of the specialist association.
 - o Students of the Swiss Federal Institutes of Technology (ETHZ and EPFL) and Universities of Applied Sciences until completion of their studies.
- b) Corporate members
- Companies inscribed in the directory of project planning studios of the SIA who wish to join the specialist association.
 - Public or private law corporations such as administrations, companies, associations, foundations, institutes, teaching organizations, or societies who participate in the specialist association or wish to support its activities. The decision to grant admission shall lie with the Executive Board.
 - Each corporate member shall be represented by one delegate in the specialist association.



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c) Honorary members

Upon application by the Executive Board, the General Assembly may designate honorary members.

Only individual members of the SIA shall have the right to advertise their membership in the association by means of SIA professional designations such as "Ing. SIA" or "SIA Member". The naming of the project planning studios (designers/consultants) shall be governed by the rule book for the SIA directory of project planning studios.

Art. 5

Enrollment

Enrollment in the specialist association shall require submission of a written application for membership to the Chairperson of the specialist association. Applications may be denied without disclosure of grounds for the decision.

Art. 6

Resignation and expulsion

Applications for resignation must be submitted in writing to the Chairperson of the specialist association. Resignation may only take effect at the end of the year (fiscal year). The application for resignation must be submitted in writing by the end of October.

Members who have not paid two consecutive annual membership dues despite multiple reminders (two reminders) shall be deemed to have resigned.

A member who harms the interests of or brings dishonor to the specialist association may be expelled therefrom by the Executive Board by decision of 3/4 of its members in a secret ballot. The grounds leading to expulsion shall, if possible, be disclosed. However, an expulsion may also occur without a specific reason. Should the expelled member dispute the decision of the Executive Board, he or she may appeal to the Steering Committee of the SIA, whose decision shall be final.

Art. 7

Annual dues

Each member shall pay annual dues. Dues shall be established by the GA upon proposal of the Executive Board. Annual dues shall be set separately for each of the following membership categories:

- a) Individual members
- b) Individual members STSym
- c) Individual members who are students of Swiss universities (Federal Institutes of Technology) and Universities of Applied Sciences
- d) Corporate members
- e) Dues are waived for honorary members



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IV. Organizational structure

Art. 8

Governing bodies of the specialist association:

- a) General Assembly
- b) Executive Board
- c) Financial Auditors

Art. 9

General Assembly (GA)

The General Assembly shall be held once per year. Extraordinary GAs may be held by resolution of the Executive Board or upon request of at least 1/5 of the membership. The GA shall be convened by written invitation no later than 14 days before the meeting date; the invitation shall specify the agenda items to be addressed. Minutes shall be taken of each GA.

With the exceptions stipulated in Art. 16 and 17, decisions of the GA shall be taken by a simple majority of votes. Decisions shall be valid based on the number of members attending in person and by proxy. Each member according to Art. 4 shall have one vote (also corporate members have only one vote). Absent members may be represented at the GA by a written letter of proxy, and no member may represent more than five votes. Voting shall be by open or secret ballot. The Chairperson shall have the casting vote in the event of a tie.

The GA shall have the following powers:

- Approval of the Annual Report, program of activities and other reports and proposals of the Executive Board and Financial Auditors
- Approval of proposals from members
- Vote on the annual financial statements for the past year presented by the Executive Board
- Approval of annual dues proposed by the Executive Board for the current year
- Approval of the annual budget for the current year proposed by the Executive Board
- Election of members of the Executive Board
- Confirmation of the Chairperson, who shall be elected from among the members of the Executive Board elected by the GA
- Appointment of Financial Auditors
- Amendment of the Bylaws
- Withdrawal of the specialist association from the SIA
- Dissolution of the specialist association and disposition of the association's assets



Art. 10

Executive Board

The number of Executive Board members shall be at least five and no more than 14. The designers and the contractors, the owners and the teaching/research as well as the different regions shall be appropriately represented. The Chairperson shall be elected from among the members of the Executive Board elected by the GA and must be a member of the SIA. In other matters, the Executive Board shall be self-constituting with the appointment of a Deputy-Chairperson and a Treasurer. The term of office shall be two years.

The members of the Executive Board are eligible for re-election. The maximum cumulative term of office of the Executive Board members is 8 years; that of the Chairperson is 10 years. Upon justified request of the Executive Board, the GA may extend the maximum cumulative term of office by a maximum of 2 years.

The Executive Board is convened by the Chairperson as needed or upon request of three members. Ordinary meetings of the Board shall be convened by the Chairperson in writing, stating the agenda items to be discussed. Minutes shall be taken of each Executive Board meeting and presented to the members. Any resolutions passed in a circular way between two ordinary meetings of the Board shall be recorded in the minutes of the next ordinary meeting.

Within the scope of the Bylaws, the Executive Board is responsible for all business not reserved to the GA pursuant to Art. 9 and may autonomously adopt resolutions on the work of the specialist association and on its further development unless the GA has established guidelines in this respect. The Executive Board of the specialist association may establish workgroups to address specific issues and tasks and is responsible for its internal organization.

The financial competence for the awarding of projects / expenditures above the relevant budget position (at the level of the area of responsibility), i.e. for expenditures which are not included in the annual budget approved by the GA for the current year, is regulated as follows:

- Executive Board: CHF 20'000.- per case, cumulative max. CHF 60'000 per year
- Chairperson: CHF 2'000.- per case, cumulative max. CHF 10'000 per year

The maximum cumulative overrun of the expenditure budget approved by the GA (across all areas of responsibility) is CHF 150'000 per year.

The signatory powers / signature regulations are as follows:

- Bank account/verification of payments: The Chairperson, the Treasurer and one other member of the Executive Board have joint signature authority.
- Signature regulation for contractual obligations: The Chairperson or the Deputy-Chairperson and another member of the Executive Board have joint signature authority.
- Signature regulations for handling day-to-day business: Persons appointed to handle day-to-day-business may have individual signatures in the name and on behalf of the Executive Board.



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Art. 11

Financial Auditors

The audit of the accounts for the attention of the GA shall be carried out by two Financial Auditors who are members of the Specialist Association but shall not be members of the Executive Board. They shall be elected by the GA for a term of two years. The Financial Auditors may be re-elected. The maximum term of office is 8 years.

In addition to the audit of the accounts by the internal auditors of the Specialist Association, the Executive Board may arrange for an external audit by a fiduciary office. If such an external audit is arranged, the result must also be submitted to the GA for approval.

Art. 12

STS-Young Members (STSym)

Individual members under 35 years of age (on 01.01. of the fiscal year) belong to the so-called STSym. The activities of the STSym are subject to the supervision of the Executive Board and are carried out in accordance with these Bylaws and the resolutions of the GA and of the Executive Board.

In addition to the objectives of the STS, the STSym pursue the following specific objectives: Network platform for exchange among young engineers under the age of 35 throughout Switzerland and contact point to the international level (e.g. ITAym), promotion of young engineers in tunnelling and link between education and practice. To achieve these goals, the STSym Board organizes activities and initiatives.

The STym have their own Board, whose Chairperson is invited to the regular STS Executive Board meetings as an assessor, without voting rights. The international organization of the STSym as well as the admission of new / additional board members is left to the aforementioned board. The Chairperson of the STSym is proposed by the STSym Board and confirmed by the STS Executive Board.

V. Finance

Art. 13

The specialist association shall keep its own accounts and finance its own activities. The specialist association's funds shall consist of the members' annual dues together with any other contributions or income, including income from sponsors and donations.

The specialist association shall bear liability for its obligations only to the extent of its assets. The liability of members for the specialist association's obligations shall be limited to the amount of unpaid dues outstanding.

VI. Relations with the SIA and external parties

Art. 14

In the course of its activities, the specialist association may cultivate direct relationships with domestic and foreign organizations pursuing the same or similar aims. In particular, relationships in accordance with Art. 2 c) of these Bylaws are envisaged.



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Art. 15

The specialist association is affiliated with the Civil Engineering Professional Group of the SIA (BGI) and shall delegate two members, who must be SIA members, to the Professional Group's council. One of them must be a STS Executive Board member, the second can also be a STS member outside the Executive Board. The collaboration between the specialist association and the BGI shall be governed by a service agreement within the scope of the activities and objectives of the SIA and of the specialist association. The service agreement may be terminated effective at the end of each year. The specialist association's compensation due to the SIA shall be established in the service agreement.

In consultation with the SIA's head office, the specialist association may draw on the support of the head office, in particular for bookkeeping and administrative work of all kinds. Reimbursement for these services shall be at cost. The SIA's Bylaws, policies and other documentation are binding on the specialist association.

VII. Amendments to the Bylaws and Overall Revisions of the Bylaws

Art. 16

Members' proposals to amend the Bylaws shall be reviewed by the Executive Board and submitted to the GA. Overall revisions of the Bylaws may be proposed by the Executive Board. Amendments or overall revisions of the Bylaws shall be adopted by a 2/3 majority of members attending a GA in person or by proxy.

VIII. Dissolution

Art. 17

A resolution to dissolve the specialist association or for its withdrawal from the SIA requires approval by a vote of two-thirds of all members. If a GA is not quorate, a second assembly, which may be held no sooner than ten days after the first, shall decide by a two-thirds majority of members attending in person or by proxy. Upon dissolution of the specialist association, members shall have no claim to its assets, which must be disposed of in a manner appropriate to the purpose of the specialist association and adopted by the GA.

IX. Transitional provision

Art. 18

Transitional provision to Art. 10.

For members of the Executive Board who have already reached a cumulative term of office of at least 6 years at the GA 2022, a maximum term of office of 12 years applies in accordance with the previous version of the Bylaws (version of 15.04.2016).

