



ALTONA MINIATURE RAILWAY Inc.

(Incorporation No. A4198H)

Rules of the Incorporated Association

July 2016

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Altona Miniature Railway Incorporated

(Incorporation No. A4198H)

RULES OF THE INCORPORATED ASSOCIATION

PART 1 – PRELIMINARY

1. Name

The name of the incorporated association is "Altona Miniature Railway Incorporated" (originally known as the Altona & South Western Railroad Inc).

2. Purposes

The purposes of the association are —

- 2.1. To build and operate a miniature passenger carrying railway and associated works for the general enjoyment of its members and open to the general public on certain specified days and for the entertainment thereof.
- 2.2. To develop that section of Paisley Park Crown Land Reserve allocated to the Railway by the Victorian Government and managed by the Hobson's Bay City Council into a suitable scenic setting for the above purpose and to enable kindred hobbies to be engaged therein.
- 2.3. To promote the science, knowledge, construction and demonstration of engineering models, particularly those related to steam power and/or railways.
- 2.4. To arrange lectures, discussions, demonstrations, exhibitions, films and displays of matters and things of engineering interest.
- 2.5. To assist and educate the general public, especially the younger generation of our engineering heritage.

3. Financial year

The financial year of the Association is each period of 12 months ending on the 31st March.

4. Definitions

In these Rules, unless the contrary intention appears –

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

associate member means a member referred to in rule 15;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 38;

Committee means the Committee having management of the business of the Association;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under rule 56;

disciplinary appeal meeting means a meeting of the members of the Association convened under 27);

disciplinary meeting means a meeting of the Committee convened for the purposes of Division 2;

disciplinary subcommittee means the subcommittee appointed under rule 23;

financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Association convened in accordance with Part 3 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Association;

member entitled to vote means a member who under rule 14 is entitled to vote at a general meeting;

ordinary member of the committee means a member of the committee who is not an officer of the Association under Rule 56;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

the Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

the Registrar means the Registrar of Incorporated Associations.

PART 2 - POWERS OF ASSOCIATION

5. Powers of Association

- 5.1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 5.2. Without limiting sub rule 5.1, the Association may—
 - 5.2.1. acquire, hold and dispose of real or personal property;
 - 5.2.2. open and operate accounts with financial institutions;
 - 5.2.3. invest its money in any security in which trust monies may lawfully be invested;
 - 5.2.4. raise and borrow money on any terms and in any manner as it thinks fit;
 - 5.2.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 5.2.6. appoint agents to transact business on its behalf;
 - 5.2.7. enter into any other contract it considers necessary or desirable
- 5.3. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- 6.1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2. Sub rule 6.1 does not prevent the Association from paying a member—
 - 6.2.1. reimbursement for expenses properly incurred by the member; or
 - 6.2.2. for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

- 6.3. A member must not receive personal gain from a perceived promotion or donation under the name of the Association.

PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7. Minimum number of members

- 7.1. The Association must have at least 5 members.

8. Who is eligible to be a member

- 8.1. Any person who supports the purposes of the Association is eligible for membership;
and
- 8.2. Any person over the age of 15 years.

9. Application for membership

- 9.1. To apply to become a member of the Association, a person must submit a written application to a committee member stating that the person—
 - 9.1.1. wishes to become a member of the Association; and
 - 9.1.2. supports the purposes of the Association; and
 - 9.1.3. agrees to comply with these Rules
- 9.2. The application—
 - 9.2.1. must be signed by the applicant; and
 - 9.2.2. may be accompanied by the joining fee.

10. Consideration of application

- 10.1. As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- 10.2. Reasons for refusing an application for membership may include but not be restricted to-
 - 10.2.1. conviction of a criminal offence (apart from a traffic offence),
 - 10.2.2. previous history of suspension from any organization,
 - 10.2.3. unbecoming behaviour to the public or to members of an organization,
 - 10.2.4. being an undischarged Bankrupt
- 10.3. The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

- 10.4. If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- 10.5. No reason need be given for the rejection of an application.

11. New membership

- 11.1. If an application for membership is approved by the Committee—
 - 11.1.1. the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
 - 11.1.2. the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- 11.2. A person becomes a member of the Association and, subject to rule 14.2, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - 11.2.1. the Committee approves the person's membership; or
 - 11.2.2. the person pays the joining fee

12. Annual subscription and fee on joining

- 12.1. The annual subscription is the relevant amount as may be determined from time to time by the Committee and is payable in advance on or before 1 April in each year.
- 12.2. The joining fee is \$10.00 or such amount, if any, as may be determined from time to time by the Committee.
- 12.3. The Committee may determine that a different annual subscription is payable by associate members.
- 12.4. The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - 12.4.1. the full annual subscription; or
 - 12.4.2. a pro rata annual subscription based on the remaining part of the financial year; or
 - 12.4.3. a fixed amount determined from time to time by the Committee
- 12.5. The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13. Classes of Membership

- 13.1. Only Full and Honorary Life Members of the Association are eligible to hold office in the Association.

- 13.2. Transfer between membership classifications shall be made in writing form lodged with the secretary;
- 13.3. if subscription payments have to be adjusted they will be on a case-by-case base with the Committee to agree.

14. General rights of members

- 14.1. A member of the Association who is entitled to vote has the right—
 - 14.1.1. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - 14.1.2. to submit items of business for consideration at a general meeting; and
 - 14.1.3. to attend and be heard at general meetings; and
 - 14.1.4. to vote at a general meeting; and
 - 14.1.5. to have access to the minutes of general meetings and other documents of the Association as provided under rule 82; and
 - 14.1.6. to inspect the register of members
- 14.2. A member is entitled to vote if—
 - 14.2.1. the member is a member other than an associate member; and
 - 14.2.2. more than 10 business days have passed since he or she became a member of the Association; and
 - 14.2.3. the member's membership rights are not suspended for any reason

15. Associate Membership

- 15.1. Associate members of the Association include—
 - 15.1.1. any person under the age of 15 years; and
 - 15.1.2. any other category of member as determined by special resolution at a general meeting
- 15.2. An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.
- 15.3. The associate must serve a 6 month probation period before seeking a transfer to full membership.
- 15.4. The annual subscription as may be determined from time to time set by the committee. Acceptance of an application for associate membership will be at the discretion of the Committee.

16. Honorary Life Member (HLM)

- 16.1. an Honorary Life Member is one who has demonstrated exemplary service and support for the aims and objectives of the Association.
- 16.2. an Honorary Life Member receives all the benefits of a member with the waving of the annual subscription.
- 16.3. the Committee shall only recommend one nomination for HLM each year to a General Meeting of the Association.
 - 16.3.1. a resolution at a General Meeting to appoint a HLM shall be by secret ballot.
 - 16.3.2. the application of this section shall have no effect if the nomination of a member to HLM in any one year shall results in the number of Honorary Life Member 's being more than 5% of the full membership.

17. Honorary Member (HM)

- 17.1. An Honorary Member is a person who has either supported the aims and objectives of the Association or provided specialist trade, a professional or business service that in the opinion of the Committee has been of material or significant benefit to the Association.
- 17.2. appointments of Honorary Members shall be reviewed by the Committee each two years.
- 17.3. honorary Members shall enjoy all the benefits of membership except that they shall not be eligible to vote

18. Resigning as a member

- 18.1. A member may resign by notice in writing given to the Association.
- 18.2. A member is taken to have resigned if—
 - 18.2.1. the member's annual subscription is more than 12 months in arrears; or
 - 18.2.2. where no annual subscription is payable—
 - 18.2.2.1. the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - 18.2.2.2. the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member

19. Ceasing membership

- 19.1. The membership of a person ceases on resignation, expulsion or death.

- 19.2. If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

20. Rights not transferable

- 20.1. The rights of a member are not transferable and end when membership ceases.

21. Register of members

The Secretary must keep and maintain a register of members containing-

- 21.1. for each current member
 - 21.1.1. the member's name;
 - 21.1.2. the address for notice last given by the member;
 - 21.1.3. the date of becoming a member;
 - 21.1.4. the class of membership
- 21.2. for each former member
 - 21.2.1. the date ceasing to be a member
 - 21.2.2. Any member may, at a reasonable time and free of charge, inspect the register of current members.
- 21.3. A member may make a copy of entries in the register.

Division 2 - Disciplinary action

22. Grounds for taking disciplinary action

- 22.1. The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—
 - 22.1.1. failed to comply with these Rules; or
 - 22.1.2. refuses to support the purposes of the Association; or
 - 22.1.3. has been guilty of conduct unbecoming a member; or
 - 22.1.4. has engaged in conduct prejudicial to the Association

23. Disciplinary subcommittee

- 23.1. If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

- 23.2. The members of the disciplinary subcommittee—
 - 23.2.1. may be Committee members, members of the Association or anyone else; but
 - 23.2.2. must not be biased against, or in favour of, the member concerned

24. Notice to member

- 24.1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
 - 24.1.1. stating that the Association proposes to take disciplinary action against the member; and
 - 24.1.2. stating the grounds for the proposed disciplinary action; and
 - 24.1.3. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - 24.1.4. advising the member that he or she may do one or both of the following—
 - 24.1.4.1. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - 24.1.4.2. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - 24.1.4.3. setting out the member's appeal rights under rule 26
- 24.2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

25. Decision of subcommittee

- 25.1. At the disciplinary meeting, the disciplinary subcommittee must—
 - 25.1.1. give the member an opportunity to be heard; and
 - 25.1.2. consider any written statement submitted by the member.
- 25.2. After complying with sub rule 25.1, the disciplinary subcommittee may—
 - 25.2.1. take no further action against the member; or
 - 25.2.2. subject to sub rule 25.3 —
 - 25.2.2.1. reprimand the member; or
 - 25.2.2.2. suspend the membership rights of the member for a specified period; or
 - 25.2.2.3. expel the member from the Association
- 25.3. The disciplinary subcommittee may not fine the member

- 25.4. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

26. Appeal rights

- 26.1. A person whose membership rights have been suspended or who has been expelled from the Association under rule 25 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 26.2. The notice must be in writing and given—
- 26.2.1. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - 26.2.2. to the Secretary not later than 48 hours after the vote
- 26.3. a person has given notice under sub rule 26.2, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received
- 26.4. Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
- 26.4.1. specify the date, time and place of the meeting; and state—
 - 26.4.1.1. the name of the person against whom the disciplinary action has been taken; and
 - 26.4.1.2. the grounds for taking that action; and
 - 26.4.1.3. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

27. Conduct of disciplinary appeal meeting

- 27.1. At a disciplinary appeal meeting—
- 27.1.1. no business other than the question of the appeal may be conducted; and
 - 27.1.2. the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - 27.1.3. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard
- 27.2. After complying with sub rule 27.1, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

- 27.3. A member may not vote by proxy at the meeting.
- 27.4. The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3 - Grievance procedure

28. Application

- 28.1. The grievance procedure set out in this Division applies to disputes under these Rules between—
 - 28.1.1. a member and another member;
 - 28.1.2. a member and the Committee;
 - 28.1.3. a member and the Association.
- 28.2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

29. Parties must attempt to resolve the dispute

- 29.1. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

30. Appointment of mediator

- 30.1. the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 29, the parties must within 10 days—
 - 30.1.1. notify the Committee of the dispute; and
 - 30.1.2. agree to or request the appointment of a mediator; and
 - 30.1.3. attempt in good faith to settle the dispute by mediation
- 30.2. The mediator must be—
 - 30.2.1. a person chosen by agreement between the parties; or
 - 30.2.2. in the absence of agreement—
 - 30.2.2.1. if the dispute is between a member and another member—a person appointed by the Committee; or
 - 30.2.2.2. if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria

- 30.3. A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
 - 30.3.1. has a personal interest in the dispute; or
 - 30.3.2. is biased in favour of or against any party

31. Mediation process

- 31.1. The mediator to the dispute, in conducting the mediation, must—
 - 31.1.1. give each party every opportunity to be heard; and
 - 31.1.2. allow due consideration by all parties of any written statement submitted by any party; and
 - 31.1.3. ensure that natural justice is accorded to the parties throughout the mediation process
- 31.2. The mediator must not determine the dispute.

32. Failure to resolve dispute by mediation

- 32.1. If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 - GENERAL MEETINGS OF THE ASSOCIATION

33. Annual general meetings

- 33.1. The committee may determine the date, time and place of the annual general meeting of the Association.
- 33.2. The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 33.3. The ordinary business of the annual general meeting shall be—
 - 33.3.1. to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - 33.3.2. to receive and consider—
 - 33.3.2.1. the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - 33.3.2.2. the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

- 33.3.3. to elect officers of the Association and the ordinary member of the committee;
and
- 33.4. The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

34. Special general meetings

- 34.1. Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 34.2. The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 34.3. In addition to the annual general meeting, any other general meeting may be held in the same year.

35. Special general meeting held at request of members

- 35.1. The Committee must convene a special general meeting if a request to do so is made in accordance with sub rule 35.2 by at least 10% of the total number of members.
- 35.2. The request for a special general meeting must-
 - 35.2.1. be in writing; and
 - 35.2.2. state the business to be considered at the meeting and any resolutions to be proposed; and
 - 35.2.3. include the names and signatures of the members requesting the meeting; and
 - 35.2.4. be sent to the address of the Secretary.
- 35.3. If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting.
- 35.4. A special general meeting convened by members under 35.3 —
 - 35.4.1. must be held within 3 months after the date on which the original request was made; and
 - 35.4.2. may only consider the business stated in that request
- 35.5. The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub rule 35.3.

36. Special business

- 36.1. All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the

rules as ordinary business of the annual general meeting, is deemed to be special business.

37. Notice of general meetings

37.1. The Secretary (or, in the case of a special general meeting convened under rule 35(3), the members convening the meeting) must give to each member of the Association—

37.1.1. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

37.1.2. at least 14 days' notice of a general meeting in any other case.

37.2. Notice must-

37.2.1. specify the date, time and place of the meeting; and

37.2.2. indicate the general nature of each item of business to be considered at the meeting; and

37.2.3. if a special resolution is to be proposed—

37.2.3.1. state in full the proposed resolution; and

37.2.3.2. state the intention to propose the resolution as a special resolution; and

37.2.4. This rule does not apply to a disciplinary appeal meeting.

37.3. No business other than that set out in the notice convening the meeting may be conducted at the meeting.

38. Presiding at general meetings

38.1. The President, or in the President's absence, the Vice-President, shall reside as Chairperson at each general meeting of the Association.

38.2. If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

39. Use of technology

39.1. A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

39.2. For the purposes of this Part, a member participating in a general meeting as permitted under sub rule 39.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

40. Quorum at general meetings

- 40.1. No business may be conducted at a general meeting unless a quorum of members is present.
- 40.2. Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 40.3. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
 - 40.3.1. in the case of a meeting convened upon the request of members under rule 35 - the meeting must be dissolved;
 - 40.3.2. in any other case-
 - 40.3.2.1. the meeting must be adjourned to a date not more than 21 days after the adjournment; and
- 40.4. Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- 40.5. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule 40.3.2, the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

41. Adjournment of meetings

- 41.1. The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 41.2. Without limiting sub rule (1), a meeting may be adjourned—
 - 41.2.1. if there is insufficient time to deal with the business at hand; or
 - 41.2.2. to give the members more time to consider an item of business.
- 41.3. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 41.4. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- 41.5. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 37.

42. Voting at general meetings

- 42.1. On any question arising at a general meeting—
 - 42.1.1. subject to sub rule 42.3, each member who is entitled to vote has one vote; and
 - 42.1.2. members may vote personally or by postal vote; and
 - 42.1.3. except in the case of a special resolution, the question must be decided on a majority of votes.
- 42.2. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 42.3. A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 42.4. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- 42.5. This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 27.

43. Special resolutions

- 43.1. A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by postal) vote in favour of the resolution.

44. Manner of determining whether resolution carried

- 44.1. If a question arising at a general meeting of the Association is determined on a show of hands –
 - 44.1.1. declaration by the Chairperson that a resolution has been-
 - 44.1.2. carried; or
 - 44.1.3. carried unanimously; or
 - 44.1.4. carried by a particular majority; or
 - 44.1.5. lost; and
- 44.2. an entry to that effect in the minute book of the Association-is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

45. Minutes of general meeting

- 45.1. The Committee must ensure that minutes are taken and kept of each general meeting.

- 45.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 45.3. In addition, the minutes of each annual general meeting must include—
- 45.3.1. the names of the members attending the meeting; and
 - 45.3.2. postal vote forms given to the Chairperson of the meeting; and
 - 45.3.3. the financial statements submitted to the members in accordance with rule 30.3.2.2; and
 - 45.3.4. the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - 45.3.5. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 - COMMITTEE

Division 1 - Powers of Committee

46. Role and powers

- 46.1. The business of the Association must be managed by or under the direction of a Committee.
- 46.2. The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- 46.3. The Committee may—
- 46.3.1. appoint and remove staff;
 - 46.3.2. establish subcommittees consisting of members with terms of reference it considers appropriate

47. Delegation

- 47.1. The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
- 47.1.1. this power of delegation; or

- 47.1.2. a duty imposed on the Committee by the Act or any other law.
- 47.2. The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 47.3. The Committee may, in writing, revoke a delegation wholly or in part.

Division 2 - Composition of Committee and duties of members

48. Composition of Committee

- 48.1. The Committee consists of -
 - 48.1.1. a President; and
 - 48.1.2. a Vice-President; and
 - 48.1.3. a Secretary; and
 - 48.1.4. a Treasurer; and
 - 48.1.5. 4 ordinary members
- 48.2. Each of whom shall be elected at the annual general meeting of the Association in rotation for a period of two years under rule 56.

49. General Duties

- 49.1. As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 49.2. The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- 49.3. Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 49.4. Committee members must exercise their powers and discharge their duties—
 - 49.4.1. in good faith in the best interests of the Association; and
 - 49.4.2. for a proper purpose.
- 49.5. Committee members and former committee members must not make improper use of—
 - 49.5.1. their position; or
 - 49.5.2. information acquired by virtue of holding their position—
 - 49.5.3. so as to gain an advantage for themselves or any other person or to cause detriment to the Association

- 49.6. In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

50. President and Vice-President

- 50.1. Subject to sub rule 50.2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- 50.2. If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
- 50.2.1. in the case of a general meeting—a member elected by the other members present; or
- 50.2.2. in the case of a committee meeting—a committee member elected by the other committee members present.

51. Secretary

The Secretary must—

- 51.1. perform any duty or function required under the Act to be performed by the secretary of an incorporated association
- 51.2. maintain the register of members in accordance with rule 21; and
- 51.3. keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 77.3, all books, documents and securities of the Association in accordance with rules 79 and 82; and
- 51.4. subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- 51.5. perform any other duty or function imposed on the Secretary by these Rules
- 51.6. give to the Registrar notice of his or her appointment within 14 days after the appointment

52. Treasurer

The Treasurer must—

- 52.1. receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
- 52.2. ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and

- 52.3. ensure that any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
- 52.4. ensure that the financial records of the Association are kept in accordance with the Act; and
- 52.5. coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association
- 52.6. ensure that at least one other committee member has access to the accounts and financial records of the Association

Division 3 - Election of Committee members and tenure of office

53. Who is eligible to be a Committee member

- 53.1. A member is eligible to be elected or appointed as a committee member if the member—
 - 53.1.1. is 18 years or over; and
 - 53.1.2. is entitled to vote at a general meeting.

54. Positions to be declared vacant

- 54.1. After the annual report and financial statements of the Association have been received, the Chairperson of the meeting must declare positions on the Committee that fall vacant and hold elections for those positions in accordance with rules 55 to 58.

55. Nominations

- 55.1. Nominations of candidates for election of officers of the Association or as ordinary members of the committee must be-
- 55.2. made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which shall be endorsed on the form of nomination); and
- 55.3. delivered to the Secretary of the Association no later than 5.00pm on a date as may be specified by the Secretary and otherwise no less than 7 days before the date fixed for the holding of the Annual General Meeting.

- 55.4. A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- 55.5. If insufficient nominations are received to fill all vacancies on the committee in any one year, further nominations for the vacant positions, in the approved manner, may be received from members attending the annual general meeting who are eligible to vote.

56. Method of Election of Members of the Committee

- 56.1. Subject to these Rules, the President on his or her retirement is eligible to sit ex-officio (Immediate Past President) on the committee for a further one year thereafter. The President is eligible to nominate for any office on the committee two years after his term of past President ceases.
- 56.2. The election for each position on the Committee shall be conducted in the years as follows;

56.2.1. President;	Even years,
56.2.2. Vice-President;	Odd years,
56.2.3. Treasurer;	Even years,
56.2.4. Secretary.	Odd years,
56.2.5. Ordinary member 1	Even years,
56.2.6. Ordinary member 2	Odd years,
56.2.7. Ordinary member 3	Even years,
56.2.8. Ordinary member 4	Odd years,

57. Election of Committee members

- 57.1. If insufficient nominations are received to fill all vacancies on the committee in any one year, further nominations for the vacant positions, in the approved manner, may be received from members attending the annual general meeting who are eligible to vote.
- 57.2. If only one nomination is received for any one position the person nominated shall be then deemed to be elected subject to a majority vote at the AGM of those present and able to vote.
- 57.3. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

58. Election of President

- 58.1. On his or her election, the new President may take over as Chairperson of the meeting.

59. Ballot

- 59.1. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 59.2. The returning officer must not be a member nominated for the position.
- 59.3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 59.4. The election must be by secret ballot.
- 59.5. The returning officer must give a blank piece of paper to—
 - 59.5.1. each member present in person; and
- 59.6. If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 59.7. If the ballot is for more than one position—
 - 59.7.1. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - 59.7.2. the voter must not write the names of more candidates than the number to be elected.
- 59.8. Ballot papers that do not comply with sub rule 59.7.2 are not to be counted.
- 59.9. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 59.10. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 59.11. If the returning officer is unable to declare the result of an election under sub rule 59.10 because 2 or more candidates received the same number of votes, the returning officer must—
 - 59.11.1. conduct a further election for the position in accordance with sub rules 59.4 to 59.10 to decide which of those candidates is to be elected; or
 - 59.11.2. with the agreement of those candidates, decide by lot which of them is to be elected

60. Term of office

- 60.1. Subject to sub rule 60.3 and rule 61, a committee member holds office until their position is declared vacant subject to sub rule 56.2 at the next annual general meeting.
- 60.2. A committee member may be re-elected.
- 60.3. A general meeting of the Association may—

- 60.3.1. by special resolution remove a committee member from office; and
- 60.3.2. elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- 60.4. A member who is the subject of a proposed special resolution under sub rule 60.3.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- 60.5. The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

61. Vacation of office

- 61.1. A committee member may resign from the Committee by written notice addressed to the Committee.
- 61.2. A person ceases to be a committee member if he or she—
 - 61.2.1. ceases to be a member of the Association; or
 - 61.2.2. becomes an insolvent under administration within the meaning of the Corporations Law; or
 - 61.2.3. resigns from office by notice in writing given to the Secretary
 - 61.2.4. fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 74; or
 - 61.2.5. has been convicted of a criminal offence; or
 - 61.2.6. otherwise ceases to be a committee member by operation of section 78 of the Act

62. Filling casual vacancies

- 62.1. The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
 - 62.1.1. has become vacant under rule 61; or
 - 62.1.2. was not filled by election at the last annual general meeting
- 62.2. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 62.3. Rule 60 applies to any committee member appointed by the Committee under sub rule 62.1 or 62.2.

62.4. The Committee may continue to act despite any vacancy in its membership.

Division 4 - Meetings of Committee

63. Meetings of the committee

63.1. The committee must meet at least 4 times in each year at such place and such times as the committee may determine.

63.2. Special meetings of the committee may be convened by the President or by any 4 members of the committee.

64. Presiding at committee meetings

64.1. At meetings of the committee:

64.2. the President or, in the President's absence, the Vice-President presides; or

64.2.1. if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their numbers to preside.

65. Notice of committee meetings

65.1. Written notice of each committee meeting must be given to each member of the committee at least 3 business days before the date of the meeting.

65.2. Notice may be given of more than one committee meeting at the same time.

65.3. The notice must state the date, time and place of the meeting.

65.4. If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

65.5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

65.6. Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

66. Urgent meetings

66.1. In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

- 66.2. Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 66.3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

67. Procedure and order of business

- 67.1. The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- 67.2. The order of business may be determined by the members present at the meeting

68. Voting at committee meetings

- 68.1. Questions arising at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 68.2. Each member present at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

69. Use of technology

- 69.1. A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- 69.2. For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub rule 69.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

70. Quorum for committee meetings

- 70.1. Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- 70.2. No business may be conducted unless a quorum is present.
- 70.3. If within half of hour of the time appointed for the meeting a quorum is not present-
- 70.4. in the case of a special meeting- the meeting lapses;

70.5. in any other case- the meeting shall stand adjourned to the same place and the same time and day in the following week,

70.6. The committee may act notwithstanding any vacancy on the committee.

71. Voting

71.1. On any question arising at a committee meeting, each committee member present at the meeting has one vote.

71.2. A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.

71.3. Sub rule 71.2 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

71.4. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

71.5. Voting by proxy is not permitted.

72. Conflict of interest

72.1. A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

72.2. The member—

72.2.1. must not be present while the matter is being considered at the meeting; and

72.2.2. must not vote on the matter.

72.3. This rule does not apply to a material personal interest—

72.3.1. exists only because the member belongs to a class of persons for whose benefit the Association is established; or

72.3.2. that the member has in common with all, or a substantial proportion of, the members of the Association.

73. Minutes of meetings

73.1. Committee must ensure that minutes are taken and kept of each committee meeting.

73.2. The minutes must record the following—

73.2.1. the names of the members in attendance at the meeting;

73.2.2. the business considered at the meeting;

73.2.3. any resolution on which a vote is taken and the result of the vote;

73.2.4. any material personal interest disclosed under rule 72.

74. Leave of absence

- 74.1. The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- 74.2. The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6 - FINANCIAL MATTERS

75. Source of funds

- 75.1. The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

76. Management of funds

- 76.1. The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 76.2. Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 76.3. The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 76.4. All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- 76.5. Expenditure on any one item or project shall not exceed \$30,000 or such amount that may be otherwise approved at a duly constituted General Meeting.
- 76.6. With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- 76.7. The funds of the Association must be spent in accordance with its aims and objectives as outlined in the Statement of Purposes including the allocation of such amounts or services in kind from time to time as the Committee thinks appropriate to local charities

and service groups, children’s charities and or miniature railway clubs operating passenger carrying miniature railways.

- 76.8. Notwithstanding the provisions of sub rule 76.7 above, funds allocated to any of the above groups shall not exceed 5% of the gross revenue in any one year.

77. Financial records

- 77.1. The Association must keep financial records that—
- 77.1.1. correctly record and explain its transactions, financial position and performance;
 - and
 - 77.1.2. enable financial statements to be prepared as required by the Act
- 77.2. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 77.3. The Treasurer must keep in his or her custody, or under his or her control—
- 77.3.1. the financial records for the current financial year; and
 - 77.3.2. any other financial records as authorised by the Committee

78. Financial statements

- 78.1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 78.2. Without limiting sub rule 78.1, those requirements include—
- 78.2.1. the preparation of the financial statements;
 - 78.2.2. if required, the review or auditing of the financial statements;
 - 78.2.3. the certification of the financial statements by the Committee;
- 78.3. the submission of the financial statements to the annual general meeting of the Association;
- 78.4. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee

PART 7 - GENERAL MATTERS

79. Common seal

- 79.1. The common seal of the Association must be kept in the custody of the Secretary.

- 79.2. The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

80. Notice requirements

- 80.1. Any notice required to be given to a member or a committee member under these Rules may be given—
- 80.1.1. by handing the notice to the member personally; or
 - 80.1.2. by sending it by post to the member at the address recorded for the member on the register of members; or
 - 80.1.3. by email or facsimile transmission
- 80.2. Sub rule 80.1 does not apply to notice given under rule 66
- 80.3. Any notice required to be given to the Association or the Committee may be given—
- 80.3.1. by handing the notice to a member of the Committee; or
 - 80.3.2. by sending the notice by post to the registered address; or
 - 80.3.3. by leaving the notice at the registered address; or
 - 80.3.4. if the Committee determines that it is appropriate in the circumstances—
 - 80.3.4.1. by email to the email address of the Association or the Secretary; or
 - 80.3.4.2. by facsimile transmission to the facsimile number of the Association.

81. Winding up and cancellation

- 81.1. The Association may be wound up voluntarily by special resolution.
- 81.2. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- 81.3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 81.4. The body to which the surplus assets are to be given must be decided by special resolution

82. Custody and inspection of books and records

- 82.1. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 82.2. Members may on request inspect free of charge—
- 82.2.1. the register of members;
 - 82.2.2. the minutes of general meetings;
 - 82.2.3. subject to sub rule 82.3, the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings
- 82.3. The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- 82.4. The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 82.5. Subject to sub rule 82.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- 82.6. For purposes of this rule—
- relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
- 82.6.1. its membership records;
 - 82.6.2. its financial statements;
 - 82.6.3. its financial records;
 - 82.6.4. records and documents relating to transactions, dealings, business or property of the Association

83. Directions for all members appointed to any position

- 83.1. All members appointed to any Officer position including Committee Persons, Custodians, Chairpersons and Secretaries of Sub-committees shall undertake such duties as are required by the Committee of Management.
- 83.2. All papers, tables, reports, items of equipment and or property created, purchased or constructed pursuant to the requirements of the position shall remain vested in the Association.

84. Regulations

- 84.1. The Committee may from time to time, make, vary and repeal all such regulations, guidelines, data sheets and safety modules that are either not consistent with these rules or which require modification to reflect safe working procedures & practices as it shall think expedient for the effective management and well-being of the Association.
- 84.2. All such regulations, guidelines, data sheets and safety modules as may be adopted by the Committee shall be binding upon the members until repealed by the Committee or set aside by resolution at a General Meeting of the Association.
- 84.3. If a member breaches any regulation, guideline, data sheet or safety module such an act will be deemed to be an act of unbecoming conduct and the Committee may warn, relegate, suspend, or terminate the member as it sees fit, subject to the provisions of Division 2 of these Rules.

85. Alteration of the rules

- 85.1. These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

86. Sponsors and Supporters of the Association

- 86.1. Each sponsor and supporter who is not entitled to the benefits of membership is entitled to;-
- 86.2. Receive each issue of the Club Magazine on such subscription as may be determined from time to time by the Committee.
- 86.3. As a visitor enter the Railways grounds twice each calendar year at no charge and
- 86.4. As an invitee be able to ride its trains and take part in such activities and celebrations as may be determined by the committee from time to time.
- 86.5. Notwithstanding the provisions of (19.1) above, at all times a subscriber enters the Club grounds as a member of the Public and must observe all rules and regulations as may be required by the Association.