



CONSTITUTION OF THE SOUTHERN DOWNS STEAM RAILWAY INC

CONSTITUTION OF SOUTHERN DOWNS STEAM RAILWAY ASSOCIATION INC.

MODEL RULES

1 Name

- 1.1 The name of the incorporated Association is SOUTHERN DOWNS STEAM RAILWAY ASSOCIATION Inc. (in this Constitution to be called "the Association").

2 Objects

- 2.1 To operate a heritage railway, preserving historic rail operations for educational and cultural, tourism and community recreation purposes.
- 2.2 To acquire, restore and maintain ~~new and/or~~ heritage old-style rolling stock.
- 2.3 To collect and restore heritage railway memorabilia, and to use and/or display such items.
- 2.4 To establish and operate a diversified range of businesses to broaden income possibilities.

3 Powers

- 3.1 The Association has, in the exercise of its affairs, all the powers of an individual.
- 3.2 The Association may, for example:
 - (a) Enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) borrow money; and
 - (d) make charges for services and facilities it supplies; and
 - (e) do other things necessary or convenient to be done in carrying out its affairs.
- 3.3 A board will manage the **Association**; however board Members will not be directors or shareholders. Elected board Members will be referred to as **Members** of the **Board**. There will be a minimum of eight board Members.
- 3.4 The Chairman, Vice Chairman, Finance Controller / **Treasurer** and Secretary as a collective, known or referred to as the Executive is responsible for running the day-to-day aspects of the **Association**, based on resolutions and decisions of the **Board**.

4 Classes of Membership

- 4.1 The Membership of the Association shall consist of any of the following classes of Members:
 - (a) Full Membership
 - (b) Associate Membership
 - (c) Family Membership
 - (d) Business Membership
 - (e) Life Members - who shall be over the age of 18 years at the date of the

Annual General Meeting, and who shall enjoy all rights and privileges of the Association, including the right to vote at meetings and shall remain a Member for his or her lifetime.

- (f) Honorary Life Members – who shall be over the age of 18 years at the date of the Annual General Meeting, and who shall be elected at an Annual General Meeting of the Association, by a three-fourths majority of the Members present and voting, and only on the recommendation of the Board, who shall take into account the nominee's past service to the Association, and any other matters which the Board considers reasonable, or which the Board has been directed to consider, by a resolution of the **Association**. An Honorary Life Member shall not be liable to pay any Membership fees and shall remain a Member for his or her lifetime. An Honorary Life Member shall enjoy all the rights and privileges of the Association, including the right to vote.
- 4.2 The number of Members in each class shall be unlimited.
- 4.3 The application for Membership shall be made in writing, signed by the applicant and shall be in such form as the Board from time to time prescribes.

5 Membership Fees

5.1 The Membership fees for each class of Membership shall be such sum as the Members shall from time to time at any board-general meeting so determine. The Membership fees for each class of Membership shall be payable at such time and in such manner as the Board-Members at a general meeting shall from time to time determine. A financial Member at any material time is a Member who is not then indebted to the organisation in respect of annual subscription or levy or other payment whatsoever.

5.2 Only those Members who are financial Members at the time shall be entitled to the lawful procedure of the meeting, to speak or vote upon any motion at any convened meeting of the organisation.

6 Admission and rejection of Membership

- 6.1 At the next meeting of the Executive after the receipt of any application and the fee applicable for any class of Membership, such application shall be considered by the Executive, who shall thereupon determine upon the admission or rejection of the applicant.
- 6.2 Any applicant who receives a majority of the votes of the Members of the Executive present at the meeting at which such application is being considered shall be accepted to the class of Membership applied for.
- 6.3 Upon acceptance or rejection of an application for any class of Membership, the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

7 Termination of Membership

- 7.1 A Member may resign from the Association at any time by giving notice in writing to the Secretary.
- 7.2 Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take

effect on that later date.

7.3 If a Member:-

- (a) Is convicted of an indictable offence; or
- (b) Fails to comply with any of the provisions of these rules; or
- (c) Has Membership fees in arrears for a period of two months or more; or
- (d) Conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association,

7.4 The Executive shall consider whether the Member's Membership shall be terminated.

7.5 The Member concerned shall be given a full and fair opportunity of presenting the Member's case and if the Executive resolves to terminate the Membership it shall instruct the Secretary to advise the Member in writing accordingly.

8 Appeal

8.1 A person whose application for Membership has been rejected or whose Membership has been terminated may within 1 month of receiving written notification thereof, lodge with the Secretary written notice of the person's intention to appeal against the decision of the Executive.

8.2 Upon receipt of a notification of intention to appeal against rejection or termination of Membership the Secretary shall convene, within 3 months of the date of receipt by the Secretary of such notice, a Board General Meeting to determine the appeal.

8.3 At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and ~~the Board or~~ those Members thereof who rejected the application shall likewise have the opportunity of presenting its or their case.

8.4 The appeal shall be determined by the majority of votes of the Members present at such board-general meeting.

8.5 Where a person whose application is rejected, does not appeal against the decision of the ~~Executive Members~~ within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

9 Register of Members and affiliates

9.1 The Board shall cause a register to be kept in which shall be entered the names, phone number and email addresses of all persons admitted to Membership of the Association and the dates of their admission.

9.2 Particulars shall also be entered into the digital register of Membership and any further particulars as the Board may require.

10 Membership of Board

10.1 The Board of the Association shall consist of a Chairman, Vice-Chairman, Finance Controller and Secretary, all of whom shall be Members of the Association, and such number of other Members as the Members of the Association at any board meeting may from time to time elect or appoint, and must be controlled by a majority of 'responsible persons'. There will be a minimum of eight Members of the board.

10.2 At the annual general meeting of the Association, all the Members of the Board for the time being shall retire from office but shall be eligible upon nomination for re-election.

10.3 The election of officers and Members of the Board shall take place in the following manner:

(a) any Member of the Association shall be at liberty to nominate any other Member to serve as an officer or other Member of the Board.

(b) the nomination, which shall be in writing by the Member and shall be lodged with the Secretary at least 14 days before the Annual General Meeting at which the election is to take place.

(c) a list of the candidates' names shall be posted at a conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting.

(d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

(e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting if they have relevant experience or qualifications.

11 Resignation or removal from office of a Member of the Board

11.1 Any Member of the Board may resign from Membership of the Board at any time giving notice in writing to the Secretary but such resignation will take effect at the time of such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such Member shall be removed from office at a [board-general](#) meeting of the Association where that Member shall be given the opportunity to fully present the Member's case.

11.2 The question of removal shall be determined by the vote of the Members present at such a [board-general](#) meeting.

11.3 There is no right of appeal against a Member's removal from office under this section.

12 Vacancies on Board

12.1 The Board shall have the power at any time to appoint any Member of the Association to fill any casual vacancy on the Board until the next annual general meeting.

12.2 The continuing Members of the Board may act notwithstanding any casual vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Board, the continuing Member or Members may act for the purpose of increasing the number of Members of the Board to that number or of summoning a board meeting of the Association, but for no other purpose.

13 Functions of the Board

13.1 Except as otherwise provided by these rules and subject to resolutions of the Members of the Board: -

(a) Shall have the general control and management of the administration of

- the affairs, property and funds of the Association; and
- (b) Shall have the authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent.
- 13.2 The Board may exercise all the powers of the Association:
- (a) to borrow or raise or secure the payment of money in such manner as the Members of the Association may think fit and secure the same or the payment or performance of any debt, liability, assignment, lease, sublease, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any securities; and
 - (b) to borrow amounts from Members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
 - (c) to invest in such manner as the Members of the Association may from time to time determine.
 - (d) Create an Incorporated Association as a subsidiary of the Association as needed.

14 Meetings of the Board

- 14.1 The Board shall meet at least once every 2 calendar months to exercise its functions.
- 14.2 The Board must decide how a meeting is to be called.
- 14.3 Notice of a meeting is to be given in the way decided by the Board.
- 14.4 A Special meeting of the Board shall be convened by the Secretary upon a requisition in writing signed by not less than one-third of the Members of the Board, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat. At every meeting of the Board a simple majority of a number equal to the number of Members elected and/or appointed to the Board as at the close of the last annual general meeting of the Members, shall constitute a quorum.
- 14.5 Subject as previously provided in this section, the Board may meet together and regulate its proceedings as it thinks fit.
- 14.6 However, questions arising at any meeting of the Board shall be decided by a majority of votes, and in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 14.7 A Member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he or she is interested, or any matter arising there out, and if the Member does so vote the Member's vote shall not be counted.
- 14.8 No less than 7 days notice shall be given by the Secretary to Members of the Board of any special meeting of the Board.
- 14.9 Such notice shall clearly state the nature of the business to be discussed thereat.
- 14.10 The Chairman shall preside as chairperson at every meeting of the Board, or if there is no Chairman, or if at any meeting the Chairman is not present within 10 minutes after the time appointed for holding the meeting, the Vice-

Chairman shall be the chairperson or if the vice-Chairman is not at the meeting then the Members shall choose 1 of their number to be chairperson of the meeting.

14.11 If within half an hour from the time appointed for the commencement of the Board meeting a quorum is not present, the meeting, if convened upon the requisition of the Board, shall lapse.

14.12 In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

15 Delegation of powers of Board

15.1 The Board may delegate any of its powers to a subcommittee, known as the Executive, consisting of The Chairman, Vice Chairman, Finance Controller and Secretary to manage the day to day aspects of the Association.

15.2 Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.

15.3 A subcommittee may elect a chairperson of its meetings.

15.4 If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the Members present may choose 1 of their number to be the chairperson of the meeting.

15.5 A subcommittee may meet and adjourn as it thinks proper.

15.6 Questions arising at any meeting shall be determined by a majority of votes of the Members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

16 Acts not affected by defects or disqualifications

16.1 All acts done by any meeting of the Board or of a subcommittee or by any person acting as a Member of these groups shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of these groups or person acting as aforesaid, or that the Members of these groups or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the groups listed above.

17 Resolutions of the Board without meeting

17.1 A resolution in writing via email or by direct correspondence signed or acknowledged by electronic email, by more than half plus one of the Members of the Board for the time being entitled to receive notice of a meeting of Board shall be as valid and effectual as if it had been passed at a meeting duly convened and held.

17.2 Any such resolution may consist of several documents i.e. email in like form, each signed by 1 or more Members of the Board.

18 Annual General Meetings

18.1 Each annual general meeting must be held:-

- (a) At least once each year; and
- (b) Within 3 months after the end of the Association's previous financial year.

19 Business to be transacted at Annual General Meeting

19.1 The following business must be transacted at every annual general meeting:

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- (a) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Association for the last financial year;
- (b) the receiving of the auditor's report (if applicable) on the financial affairs of the Association for the last financial year;
- (c) the presenting of the audited statement (if applicable) to the meeting for adoption
- (d) the election of Members of the Board;
- (e) the appointment of an auditor (if applicable).

20 Special General Meetings

20.1 The Secretary shall convene a special general meeting by sending out notice of meeting within 7 days of:

- (a) Being directed to do so by the Board; or
- (b) being given a requisition in writing signed by not less than one-third of the Members presently on the Board;
- (c) being given a notice in writing of intention to appeal against the decision of the Board to reject an application for Membership or terminate the Membership of any person.

20.2 A requisition mentioned in sub-rule (1)(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

21 Board Meeting Procedures

21.1 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given by the Secretary.

21.2 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21.3 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting to be open for inspection at all reasonable times by any financial Member who previously applies to the Secretary for that inspection.

21.4 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the chairperson of that meeting

21.5 However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or by the chairperson of the next succeeding meeting.

22 By-laws

22.1 The Board may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of THE ASSOCIATION and any by-law may be set aside by a board meeting.

23 Alteration of Rules

23.1 Subject to the provisions of The Association's Incorporation Act, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any board general meeting.

23.2 However, an amendment, rescission or addition is valid only if it is registered by the Chief Executive ~~and the Minister responsible for the administration of the Collections Act.~~

24 Funds and accounts

24.1 The funds of the Association must be kept in the name of the Association in a financial institution decided by the Board.

24.2 Proper books and accounts shall be kept and maintained either electronically or in written in the English language showing correctly the financial affairs of the Association. All moneys shall be deposited in a bank as soon as practicable after receipt thereof.

24.3 All amounts of \$100 or over shall be paid by cheque or electronic transfer signed by any 2 of the Chairman, Vice Chairman, Secretary, Finance Controller or other Member authorised from time to time by the Executive.

24.4 The Board shall determine the amount of petty cash which shall be kept on the imprest system.

24.5 All expenditure shall be approved or ratified at an Executive meeting.

24.6 The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the Members of the organisation except as a bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

24.7 As soon as practical after the end of each financial year the Finance Controller shall cause to be prepared a statement containing the particulars of:

- (a) The income and expenditure for the financial year just ended; and
- (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

24.8 If applicable the Auditor must examine the statement prepared and present a report on it to the Secretary before the next annual general meeting following

the financial year for which the audit was made.

24.9 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

25 DOCUMENTS

25.1 The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

26 FINANCIAL YEAR

26.1 The financial year of the Association shall close on 30 June in each year.

27 DISTRIBUTION OF SURPLUS ASSETS

27.1 If the Association shall be wound up in accordance with the provisions of The Associations Incorporation Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, gifts to which are allowable deductions under the [Income Tax Assessment Act 1997 \(Cth\)](#), ~~provisions of Section 78(4) and (5) of the Income Tax Assessment Act~~, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as imposed on the Association under or by virtue of rule 31(11), such institution or institutions to be determined by the Members of the Association.

27.2 If upon winding up, or revocation of the Association's Deductible Gift Recipient Status, whichever comes first, the above shall be transferred to another organisation [that is registered as a charity with the Australian Charities and Not-for-profits Commission \(ACNC\)](#), ~~to which income tax deductible gifts can be made.~~

28 Grievance Procedure

28.1 The grievance procedure applies to disputes under these rules between a Member and another Member, or a Member and the Association.

28.2 The parties must attempt to resolve the dispute.

28.3 If the parties cannot resolve the dispute, they must appoint an independent mediator to conduct a mediation in accordance with the Act.