



**New South Wales  
Railway Institute Inc.**

**CONSTITUTION**

**Amended 20 November 2018**

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# CONSTITUTION OF NEW SOUTH WALES RAILWAY INSTITUTE INC.

## PART 1 - PRELIMINARY

### 1. NAME

The name of the Association shall be NEW SOUTH WALES RAILWAY INSTITUTE INC.

### 2. OBJECTS

The objects for which the Institute is established are: -

- (i) To promote the intellectual, social and physical well-being of its members by providing facilities and services; and
- (ii) To provide a meeting place (when practicable) for the use of members and to maintain the same, to permit the same to be used by members, to manage the affairs of the Institute and generally to do whatever may seem best calculated to promote the interests of the Institute

### 3. DEFINITIONS

#### 3.1 In these rules:

“**The Act**” means the Associations Incorporation Act NSW 2009.

“**The Board**” means the body having the management of the Institute, consisting of directors elected by the members and referred to as the Board of Management Committee

“**Institute**” means NEW SOUTH WALES RAILWAY INSTITUTE INC.

“**Secretary**” means the person holding office under these rules as Secretary of the Institute.

“**Public Officer**” means the person nominated by the Board to be the Public Officer of the Institute

“**The Regulation**” means the Associations Incorporation Regulation 2010.

“**Special General Meeting**” means a general meeting of the Institute other than an annual general meeting

#### 3.2 In these rules:

- (a) A reference to a function includes a reference to a power, authority and duty; and
- (b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

## **PART 2 - MEMBERSHIP**

### **4. MEMBERSHIP QUALIFICATIONS**

Subject to these rules, a person shall eligible to become a member of the Institute if:

- (a) The person is a natural person, and
- (b) The person completes and submits the “Application Form” prescribed by the Board from time to time. The submission of an Application Form maybe in such manner as the Board prescribes from time to time and may include submission in person, by mail, by facsimile and by electronic means; and
- (c) The person pays the prescribed fee for the class of membership that is granted.

### **5. MEMBERSHIP CLASSES**

The membership of the Institute shall consist of the following classes:

- (a) Ordinary Members
- (b) Life Members – being Members chosen by the Board of Resolution to Be Life Members.
- (c) Retired Member – being reserved for persons 58 plus, not working more than 20 hours per week, with restrictions, (cannot participate in the School Holiday Release or be eligible to receive any sponsorship or subsidy that the Board may provide to interstate sporting carnivals/competitions) as prescribed by the board from time to time
- (d) Additional Classes  
The Board of Management Committee may:
  - (i) establish additional classes of membership, and prescribe the eligibility and rights and benefits of the class of members
  - (ii) vary the eligibility or rights and benefits of an existing class provided that, in so doing the rights of an existing member shall not be materially adversely affected.
- (e) No limits  
The number of members and classes is unlimited.

### **6. NOMINATION FOR MEMBERSHIP**

- 6.1 A person seeking admission as an Ordinary Member of the Institute shall apply in writing in the form prescribed by the Board from time to time.
- 6.2 A person seeking admission as a Senior Member of the Institute shall apply in writing in the form prescribed by the Board from time to time and shall submit such evidence of eligibility as may be required for this Class of Membership
- 6.3 Every application for membership shall be accompanied by either:
  - (a) The pro-rata proportion of one year’s subscription; or
  - (b) An authority in the form prescribed by the Board from time to time authorising deduction from salary or wages in favour of the Institute; or
  - (c) Such alternative authority, including instructions to a bank or financial institution as the Board may prescribe.
- 6.4
  - 6.4.1 Every application for membership shall be considered by an authorised Institute employee and if accepted, the application will be and processed within 7 days of arrival.
  - 6.4.2 Any application may be referred to the Board for final determination at the next meeting of the Board.
  - 6.4.3 A rejected application shall be referred to the Board including reasons therefore, at its next meeting.

- 6.5 Upon acceptance or rejection of an application for any class of membership the authorised Institute employee shall as soon as practicable give the Applicant notice in writing of such acceptance or rejection.
- 6.6 The applicant shall become a member of the Institute upon the Applicant's name being entered in the Members Register by an authorised Institute employee in accordance with Rule 9.

## **7. CESSATION OF MEMBERSHIP**

- 7.1 A person ceases to be a member of the Institute if the person:
- (a) Dies;
  - (b) Resigns membership; or
  - (c) Is expelled from the Institute; or
  - (d) Has failed to pay any subscription due to the Institute within fourteen (14) days after the issue of a request in writing therefore. A determination by the Board on the advice of an authorised Institute employee shall be the basis of this action.
- 7.2 A person whose membership has been terminated through non-payment of a subscription shall not be re-admitted as a member unless and until all subscriptions and other moneys due to the Institute by that person have been paid.
- 7.3 A member of the Institute who has paid all money due and payable by that member to the Institute may resign from the Institute on giving notice in writing to the Secretary. Such notice shall take effect when it is received by an authorised Institute employee unless a later date is specified in the Notice when it shall take effect on that later date.

## **8. ENTITLEMENTS OF MEMBERSHIP**

- 8.1 The Board may make such Regulation with respect to the privileges, benefits and facilities benefits provided to each Class of membership as it sees fit and Such Regulation shall operate from the date of the Board Meeting at which it was passed until it is altered or rescinded at a later Board Meeting.
- 8.2 Subject to any Regulation made pursuant to Clause 6.1 members of the Institute shall be entitled to the use and benefit of all privileges and facilities provided by the Institute.
- 8.3 Subject to these Rules, the Board may make such Regulation as it sees fit to extend any or all of the privileges, benefits and facilities of the Institute to the immediate dependent family of each Class of Members and to the surviving spouses of deceased Life Members PROVIDED THAT a Regulation made pursuant to this Clause may not grant a privilege, benefit or use of facilities that exceeds that conferred on the Member or Class of Member to which the Member belongs
- 8.4 For the purpose of this Rule:
- (a) "Immediate Dependent Family" means a spouse, partner and dependent children of a Member.
  - (b) The use and benefit of any classes, activity or means of amusement or entertainment conducted by the Institute or any branch, sporting club or special interest group established by the Institute is subject to payment of any fees, which have been fixed in respect of any such benefits, privileges and facilities.
  - (c) Activities of the Institute, which are conducted on the premises of any Rail Entities or other premises, not being Institute premises, are subject to the conditions of entry imposed by that entity.
- 8.5 A right, privilege or obligation of a member conferred by reason of that person's, membership of the Institute:

- (a) Is not capable of being transferred or transmitted to another person, and
- (b) Terminates upon the cessation of that person's membership whether by resignation or otherwise.

## **9. RESIGNATION OF MEMBERSHIP**

- 9.1 A member of the Institute who has paid all moneys due and payable by that member to the Institute may resign from the Institute on giving notice in writing to the Secretary. 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.
- 9.2 If a member of the Institute ceases to be a member under clause 9.1 and in every other case where a member ceases to hold membership, an authorised Institute employee must make an appropriate entry in the register of members recording the date on which the membership ceased.
- 9.3 Any member who resigns from the Institute and is covered for payment of subscriptions under clause 11.3 must advise appropriate payroll office to cease fortnightly deductions.

## **10. REGISTER OF MEMBERS**

- 10.1 An authorised Institute employee shall cause a Register to be kept in which the names, residential address and date of joining of all persons admitted to membership of the Institute.
- 10.2 The Register shall be kept at the Institute and is to be open for inspection at all reasonable times by a member who previously applies to an authorised Institute employee for such inspection.
- 10.3 While lists of members employed by New South Wales Rail Entities are provided to the Institute, those lists will be accepted as containing accurate details of the matters set out on those lists without further enquiry. The Board is not required to duplicate in its register information contained in the lists provided by the New South Wales Rail Entities.

## **11. FEES AND SUBSCRIPTIONS**

- 11.1 The annual rate of subscriptions to the Institute for each class of members shall be such sum as the Board shall from time to time determine.
- 11.2 Subject to the next succeeding sub-rule, the annual rate of subscription shall be payable at such time and in such manner as the Board shall from time to time determine.
- 11.3 Subscriptions shall be payable in advance PROVIDED THAT any member who so desires and is eligible to do so, may authorise the appropriate payroll office to make fortnightly deductions in respect of the subscriptions from the member's salary or wages.

## **12. MEMBERS' LIABILITIES**

- 12.1 The liability of a member of the Institute to contribute towards the payment of the debts and liabilities of the Institute or the costs, charges and expenses of the winding up of the Institute is limited to the amount, if any, unpaid by the member in respect of membership of the Institute as required by clause 11

## **13. RESOLUTION OF INTERNAL DISPUTES**

- 13.1 Disputes between members of the Institute, and disputes between members and the Institute, are to be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

## **14. DISCIPLINING OF MEMBERS**

- 14.1 A complaint may be made by any member of the Institute that some other member of the Institute:
- (a) Has persistently refused or neglected to comply with a provision or provisions of these rules; or
  - (b) Has persistently and wilfully acted in a manner prejudicial to the interests of the Institute
- 14.2 On receiving such a complaint, the Board:
- (a) Must cause notice of the complaint to be served on the member concerned;
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board of Management Board in connection with the complaint; and
  - (c) Must take into consideration any submissions made by the member in connection with the complaint.
- 14.3 The Board may, by resolution, expel the member from the Institute or suspend the member from membership of the Institute if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 14.4 If the Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, provide written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 15.
- 14.5 The expulsion or suspension does not take effect:
- (a) Until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (b) If within that period the member exercises the right of appeal, unless and until the Institute confirms the resolution under clause 15.4, whichever is the later.

## **15. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 15.1 A member may appeal to the Institute in general meeting against a resolution of the Board under clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 15.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 15.3 On receipt of a notice from a member under clause 15.1, the Secretary must notify the Board which is to convene a general meeting of the Institute to be held within 28 days after the date on which the Secretary received the notice.
- 15.4 At a general meeting of the Institute convened under clause 15.3;
- (a) No business other than the question of the appeal is to be transacted; and
  - (b) The Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 15.5 If at the general meeting the Institute passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART 3 - THE BOARD**

### **16. POWERS OF THE BOARD**

- 16.1 Except as otherwise provided by these rules and subject to resolutions of the members of the Institute carried at any general meeting, the Board:
- (a) Shall have the general control and management of the administration of the affairs, property and funds of the Institute; and
  - (b) Shall have authority to interpret the meaning of these rules and any matter relating to the Institute on which these rules are silent.
- 16.2 The Board may exercise all the powers of the Institute:
- (a) to borrow or raise or secure the payment of money in such manner as the members of the Board may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Institute in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Institute's property, both present and future, and to purchase, redeem or pay off any such securities;
  - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent, whether the term of the loan be short or long, 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 Institute, and to provide and pay off any such securities; and
  - (c) To invest the money of the Institute not immediately required with a Bank, Building Society, Credit Union or all or any of them in such manner as may from time to time be thought fit.

### **17. MEMBERSHIP OF THE BOARD**

- 17.1 The Board of the Institute shall consist of not more than 7 members comprising the Executive Group; President, Vice President, Treasurer, and four (4) other non-Executive Group Board persons. The (7) members shall be made up of not more than two (2) members of any 'sporting body', 'social group', 'special interest group', or similar interested groups, members or alliance, at any one time.
- 17.2 The election of members to vacant positions on the Board, shall take place at the Annual General Meeting of the Institute.
- 17.3 The Executive Group of the Board are, subject to these Rules, to hold office until the conclusion of the third Annual General Meeting following the date of the member's election but shall be eligible upon nomination for re-election. Any other Board Member who is not a member of the Executive Group is entitled (subject to these Rules), to hold office until the conclusion of the next Annual General Meeting following the date of the member's election and is also eligible for re-election.
- 17.4 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Institute to fill the vacancy and the member so appointed is to hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following date of the appointment.
- 17.5 The Executive Group of the Board comprising the President, Vice President and Treasurer is to be elected by the Board.
- 17.6 The Board will appoint the Secretary and the Public Officer. The tenure and terms of appointment of the Secretary and the Public Officer will be the same as set out in Sections 23 and 24 of the Act except as varied in writing by the Board.



## **18. ELECTION OF MEMBERS**

- 18.1 The election of officers and other members of the Board shall take place in the following manner:
- (a) Any two members of the Institute shall be at liberty to nominate a Member to serve as an officer or other member of the Board. The nomination must be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination.)
  - (b) The nomination, which shall be in writing and signed by the Member and his proposer and seconder, shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place.
  - (c) A list of the candidates' names drawn by ballot, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Institute for at least seven days immediately preceding the annual general meeting.
  - (d) Notwithstanding clause 17.1 a member is not eligible to be on the Board if they are an employee of the Institute in any capacity.
- 18.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- 18.3 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- 18.4 If the number of nominations is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 18.6 The ballot for the election of the office-bearers and ordinary members of the Board is to be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

## **19. SECRETARY**

- 19.1 The Secretary of the Institute shall keep the minutes of:
- (a) All appointments of office-bearers and members of the Board;
  - (b) The names of members of the Board present at a Board meeting or a general meeting;
  - (c) All proceedings at Board meetings and general meetings.
- 19.2 Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **20. TREASURER**

- 20.1 It is the duty of the treasurer of the Institute to ensure:
- (a) That all money due to the Institute is collected and received and that all payments authorised by the Institute are made; and
  - (b) That correct books and accounts are kept showing the financial affairs of the Institute, including full details of all receipts and expenditure connected with the activities of the Institute.

## **21. CASUAL VACANCIES**

- 21.1.1 For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member:
- (a) Ceases to be a member of the Institute, or

- (b) Becomes an insolvent under administration with the meaning of the Corporation Law,
- (c) Resigns office by notice in writing given to the Secretary, or
- (d) Is removed from office under Rule 22, or
- (e) Is absent without the consent of the Board from all meetings of the Board held during a period of six (6) months.

21.2 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 general meeting of the Institute but for no other purpose.

## **22. REMOVAL OF MEMBER**

- 22.1 The Institute in general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 22.2 If a member of the Board to whom a proposed resolution referred to in clause 22.1 relates makes representations in writing to the Secretary or President within 14 days and requests that the representations be notified to the members of the Institute, the Secretary or the President may send a copy of the representations to each member of the Institute or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- 22.3 If a member of the Board is absent from three (3) consecutive board meetings "without good reason", they will be removed from the Board and will be ineligible to stand again.

## **23. MEETINGS OF THE BOARD**

- 23.1 The Board shall meet at least once every three months to exercise its functions.
- 23.2 A special meeting of the Board shall be convened by the Secretary on the 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
- 23.3 Quorum. At every meeting of the Board, a quorum shall consist of the Secretary (or his nominee) and at least one other executive member and a balance of ordinary member selected and/or appointed to the Board to provide a simple majority.
- 23.4 Not less than seven days' notice shall be given by the Secretary to members of the Board of any special meeting of the Board. Such notice shall clearly state the nature of the business to be discussed thereat.
- 23.5 The President shall preside as Chairperson at every meeting of the Board, or if there is no President, or if at any meeting he is not present at the meeting then the members may choose one of their number to be chairperson of the meeting.
- 23.6 If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board, shall lapse. 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.
- 23.7 The Board of Directors, Executive Committee, standing committees, and special committees may conduct its business by electronic communication media or conventional means that include but not limited to, telephone, fax, computer, email, mail or other appropriate means,

provided that all members have access to the information through one or more of the means listed.

#### **24. DELEGATION BY THE BOARD TO SUB-BOARDS**

- 24.1 The Board may delegate any of its powers to a sub-Board consisting of such members of the Institute as the Board thinks fit. Any sub-Board so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- 24.2 A sub-Board may elect a Chairman of its meetings. If no such Chairman is elected, or if any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- 24.3 A sub-Board may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by the 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.

#### **25. VOTING AND DECISIONS**

- 25.1 Subject as previously provided in this rule, the Board may meet together and regulate its proceeding as it thinks fit: Provided that 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 decided by the President's casting vote.
- 25.2 A member of the Board shall not vote in respect of any contract or proposed contract with the Institute in which he is interested, or any matter arising there out, and if he does so vote his vote shall not be counted.
- 25.3 All members of the Board must disclose commercial interests in writing once elected.
- 25.4 All acts done by the meeting of the Board or of a sub-Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board 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 Board.
- 25.5 A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it has been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

### **PART 4 - GENERAL MEETINGS**

#### **26. ANNUAL GENERAL OR GENERAL MEETINGS**

- 26.1 The annual general meeting shall be held once in each calendar year and within the period of six months after the expiration of each financial year.
- 26.2 The business to be transacted at every annual general meeting shall be:
- (a) the receiving of the Board's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Institute for the preceding financial year.
  - (b) The receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - (c) The election of members of the Board; and
  - (d) The appointment of an auditor.

#### **27. SPECIAL GENERAL MEETINGS**

- 27.1 The Secretary shall convene a special general meeting:

- (a) When directed to do so by the Board; or
- (b) on the requisition in writing signed by not less than one-third of the members presently on the Board or not less than the number of Active Members of the Institute which equals double the number of members presently on the Board plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
- (c) On being given a notice in writing of an intention to appeal against the decision of the Board to reject an application for membership or to terminate the membership of any person.

27.2 Special General Meetings are to be convened in the same manner as general meetings.

## **28. NOTICE OF GENERAL MEETINGS**

28.1 The Secretary shall convene all general meetings of the Institute by giving not less than 14 days' notice of any such meeting to the members of the Institute.

28.2 The manner by which such notice shall be given shall be determined by the Board: PROVIDED THAT notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by Board, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

## **29. PROCEDURE OF GENERAL MEETINGS**

29.1 At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Board plus one.

29.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "Member" includes a person attending as a proxy.

29.3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board or the Institute, shall lapse. 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 members present shall be a quorum.

29.4 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at and adjourned meeting.

29.5 Unless otherwise provided by these rules, at every general meeting:

29.5.1 the President shall preside as Chairperson, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;

29.5.2 The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;

29.5.3 Every question, matter or resolution shall be decided by a majority of votes of the members present;

- 29.5.4 every member present who is eligible to vote shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
- 29.5.5 Voting shall be by show of hands or a division of members, unless not less than one-fifth of the member's present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he shall determine, and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- 29.5.6 a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- 29.5.7 The instrument appointing a proxy shall be in writing, in the common or usual form (see Appendix 2), under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 29.5.8 the instrument appointing a proxy (no member may hold more than five (5) proxies) shall be deposited with the Secretary at least 72 hours prior to the commencement of any meeting at which the person named in the instrument proposed to vote; and
- 29.5.9 The Secretary shall cause full and accurate minutes of all questions, matters resolutions and other proceedings of every Board meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. 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 or the Chairperson of the next succeeding Board meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that general meeting or the Chairperson of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

## **PART 5 - MISCELLANEOUS**

### **30. BY LAWS**

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

### **31. INSURANCE**

- 31.1 The Institute will effect and maintain a minimum of \$20,000,000 Public Liability Insurance and other insurance as the Board approves.

### **32. FUNDS SOURCE**

- 32.1 The funds of the Institute are derived as follows;
- (a) Subscription fees from members;
  - (b) Rentals;
  - (c) Sales;
  - (d) Hire of Pistol Range; and
  - (e) Any other source as the Board determines.

### **33. FUNDS MANAGEMENT**

- 33.1 Subject to any resolution passed by the Institute in general meeting, the funds of the Institute are to be used in pursuance of the objects of the Institute in such manner as the Board determines.
- 33.2 The funds of the Institute shall be banked in the name of the Institute in such financial institutions as the Board may from time to time direct.
- 33.3 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Institute and the particulars usually shown in books of a like nature.
- 33.4 The Institute must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 33.5 All monies shall be banked as soon as practicable after receipt thereof.
- 33.6 All expenditure shall be approved or ratified at the Board meeting.
- 33.7 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Board or employees of the Institute, being board member or employees authorised to do so by the Board.
- 33.8 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing 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 Institute at the close of the year.
- 33.9 All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- 33.10 The income and property of the Institute whence so ever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Institute provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Institute or otherwise owing by the Institute to him or of remuneration to any officers or servants of the Institute or to any member of the Institute or other person in return for any services actually rendered to the Institute provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Institute or reasonable and proper rent for premises demised or let to the Institute.

### **34. ALTERATIONS TO THE CONSTITUTION**

- 34.1 All proposed changes to the Constitution of the Institute shall be notified in writing to the Secretary (90) days prior to the 1<sup>st</sup> December each year.
- 34.2 No proposed change to the Constitution of the Institute shall be accepted from the floor at the Annual General Meeting and can only be presented in accordance with 34.1
- 34.3 Proposed changes to the Constitution of the Institute shall be notified to the last known address of all financial members of the Institute at least (21) days prior to the Annual General Meeting. The notification shall provide a postal voting form, for or against the proposed changes.

- 34.4 All votes at the Annual General Meeting including posted and faxed votes shall be recorded in the meeting minutes, then retained for (7) days for scrutiny or audit purposes before being disposed of.
- 34.5 Posted and faxed votes shall only be valid if received at the Institute prior to the date of the Annual General Meeting.
- 34.5.1 All changes to the Constitution of the Institute shall be notified to all members as soon as practical
- 34.6 The statement of objectives and rules may be amended, rescinded, or added to from time to time by a resolution carried at any General Meeting

### **35. COMMON SEAL**

- 35.1 The Board of Management shall provide for a Common Seal and for its safe custody. The Common Seal only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

### **36. CUSTODY OF BOOKS**

- 36.1 Except as otherwise provided by these rules, the Secretary must provide safe custody of all records, books and other documents relating to the Institute, and are to be open for inspection at all reasonable times, free of charge, by a member of the Institute who previously applies to the Secretary for such inspection.

### **37 FINANCIAL YEAR**

- 37.1 The financial year of the Institute shall close on 30th June in each year.

### **38. SERVICE OF NOTICES**

- 38.1 A notice may be served by or on behalf of the Institute on any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 38.2 If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

### **39. DISTRIBUTION OF SURPLUS ASSETS**

- 39.1 If the Institute shall be wound up, 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 Institute, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Institute, 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 is imposed on the Institute under or by virtue of Rule 33.10, such institution or institutions to be determined by the members of the Institute.

**APPENDIX 3**

A proxy must be in the following form or a form as near thereto as circumstances permit:



**NEW SOUTH WALES RAILWAYS INSTITUTE INC.**

**APPOINTMENT OF PROXY FROM**

I, \_\_\_\_\_

of \_\_\_\_\_

a member of the above-named Institute, hereby appoint:

\_\_\_\_\_

of \_\_\_\_\_

or failing him, here appoint:

\_\_\_\_\_

of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (Annual) general meeting of the Institute, to be held on the day of \_\_\_\_\_ 20\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_

Signature \_\_\_\_\_

Note:

1. Only five (5) proxy votes per person.
2. All proxy votes can only be from a Financial Active or Honorary Life Member.
3. All proxy votes must be lodged at the Institute no less than 72 hours or three (3) working days before the AGM.

**(ANY PROXY VOTES RECEIVED AFTER THAT TIME WILL BE DEEMED INVALID)**



## **ORDER**

The Board may from time to time make, amend or repeal Order, not inconsistent with these rules, for the internal management of the Institute and any Order may be set aside by a general meeting of members.

### **Order Pursuant to Clause 8.1**

Order 1

By Order of the Board at a Meeting held on 6 September 2000 the following Order was passed:

#### **Rental of Holiday Accommodation during School Holidays**

- A. *Due to excess demand for Holiday Accommodation during School Holidays, the use of the Accommodation Units will normally be restricted to Ordinary Members.*
- B. *If the number of applications for Accommodation exceeds the available periods a ballot is to be held in such usual manner as the Secretary shall decide.*
- C. *Applications to participate in a ballot shall close 31<sup>st</sup> July of the year.*
- D. *If sufficient applications are received to require a ballot an authorised Institute employee may offer the accommodation to any member including a Senior Member on a "first come first served" basis.*

### **Order Pursuant to Clause 8.3**

Order 2

By Order of the Board at a Meeting held on 6 September 2000 the following Order was passed:

#### **Rental of Holiday Accommodation**

- A. *Subject to their availability at a time outside normal School Holidays, the Accommodation Units may be made available to the members of the immediate dependent family of a member on the same terms as for an Ordinary Member. The Application is to be made by the Member on behalf of his or her immediate dependent family members.*

## **BY-LAWS OF NEW SOUTH WALES RAILWAY INSTITUTE**

### **1. BRANCHES AND CLUBS**

- 1.1 The Board of Management Committee may establish branches of the Institute PROVIDED THAT such branches are only established at places where the number of Active Members is considered by the Board of Management Committee to warrant the formation of a Branch.
- 1.2 The Board of Management Committee may establish such clubs and special interest groups of the Institute, as it deems desirable.
- 1.3 The business and affairs of each branch and/or club and/or special interest group established under the terms of sub-rules 1.1 and 1.2 shall be conducted in accordance with By-laws made by the Board of Management Committee from time to time for the management and conduct of branches, clubs and special interest groups.
- 1.4 Each branch, club and special interest group shall have the power to elect and appoint the officers and Committee of Management of that centre, club or special interest group but all such elections and appointments shall be conducted in accordance with By-laws made by the Board of Management Committee from time to time. No such election or appointment shall have effect until such election or appointment has received the endorsement of the Board of Management Committee. The Board of Management Committee may terminate at any time the position of any person elected or appointed as an officer or member of the Committee of Management of a branch, club or special interest group.
- 1.5 The Board of Management Committee shall have direct control over the ownership of each and every asset of any branch and/or club and/or special interest group.
- 1.6 Each branch and/or club and/or special interest group shall, if and when required to do so by the Board of Management Committee, provide the Board of Management Committee with such financial statements relating to its transactions and its property and assets as may be required by the Board of Management Committee.
- 1.7 The Board of Management Committee make such grants or loans of money and other property to a branch and/or club and/or special interest group as the Board of Management Committee deems desirable for the provision of facilities and services within the object of the Institute.
- 1.8 No branch and/or club and/or special interest group may seek to incorporate as a separate entity to the Institute without the permission in writing of the Board of Management Committee.
- 1.9 The Board of Management Committee may direct that any two or more Branches amalgamate.
- 1.10 NAME OF BRANCH - branch to have name of Institute with locality inserted, e.g. New South Wales Railway Institute (Werris Creek)
- 1.11 A branch of the New South Wales Railway Institute may be dissolved upon a majority vote (or membership below five (5) members) at a Special Meeting convened to consider the matter.
- 1.12 Any asset on hand after payment of all expenses and liabilities to be held in trust for five (5) years by the New South Wales Railway Institute.
- 1.13 Should the branch not reform in this time, the monies to be disbursed for use as per the objects of the New South Wales Railway Institute.

### **1. MANAGEMENT AND CONTROL**

- 1.1 The management and control of the branch will be entrusted to a committee of at least (2) members and no more than nine (9) members elected annually by members of the branch. All classes of members are eligible for election to the committee with the condition that either the President or Vice-President be an Active Member of the New South Wales Railways Institute

- 1.2 At the first Committee Meeting after the annual general meeting the Branch shall elect its own President, Vice-President, Treasurer and Secretary. The President, Vice-President, Treasurer and Secretary shall be ex-officio members of all sub-committees.
- 1.3 The President shall preside as Chairman at all meetings and in his absence, the Vice-President shall preside. In the absence of both, the Committee shall elect a temporary Chairman to preside.
- 1.4 At the first Committee Meeting after the Annual Meeting, the Committee shall appoint such sub-committees as may be deemed advisable for the proper and efficient conduct of the affairs of the Branch and members of such sub-committee shall be appointed from among the members of the Committee. Each sub committee shall conduct the business of the section under such Regulations or By-laws in existence and shall submit a report of proceedings to each Monthly Meeting of the Committee.
- 1.5 The Committee shall fill vacancies that may occur on the sub-committees from time to time.
- 1.6 Standing orders of the Management Committee shall apply to all Branches where applicable.

## **2. MODE OF ELECTION OF BRANCH COMMITTEES**

- 2.1 Each Branch shall conduct its own election of Committee but it must adhere to Rule 11 of New South Wales Railway Institute Constitution where applicable. After each election, the names of the Committee Members and Officers elected shall be forwarded to the Secretary of the Board of Management Committee of the New South Wales Railway Institute.

## **3. BRANCH MEETINGS**

- 3.1 For the transaction of business the Branch shall meet at least once in every month, unless otherwise decided by the majority of the Committee. One third of the committee members and, where that it not a whole number, the next highest whole number to one third of the committee will form a quorum at committee meetings.

## **4. FINANCIAL**

- 4.1 The books and accounts of the branch must be audited annually.

## **5. ASSOCIATE MEMBERS**

Any person wishing to become an Associate Member must submit an application in writing in the form prescribed by the Board of Management Committee from time to time to the local Committee for recommendation and it shall be forwarded by the Branch Committee to the Secretary for acceptance or otherwise by the Board of Management Committee. A fee equivalent to one (1) year's subscription must be forwarded with each application.

## **6. HONORARY MEMBERS**

No person shall be elected as an Honorary Member without the consent of the Board of Management Committee.

## **7. POWERS**

The powers of the Institute are: -

- (1) To administer the funds and other assets of the "Railway Institute".
- (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Institute provided that the Institute shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Institute under or by virtue of rules 19 (10);

- (3) In furtherance of the objects of the Institute to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Institute or persons frequenting the Institute's premises.
- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Institute; provided that in case the Institute shall take or hold any property which may be subject to any trusts the Institute shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and exercise of the powers of the Institute; to obtain from any such Government or Authority any rights, privileges and concessions which the Institute may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (6) To appoint, employ, remove or suspend such contractors, workers and other persons as may be necessary or convenient for the purposes of the Institute.
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Institute, or in or about the Institute or promotion of the Institute or in the furtherance of its objects.
- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Institute's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (9) To invest money of the Institute not immediately required with a bank, building society, credit union or all or any of them in such manner as may from time to time be thought fit.
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (11) In furtherance of the objects of the Institute to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Institute's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (14) In furtherance of the objects of the Institute to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Institute.

- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Institute's property of whatsoever kind sold by the Institute, or any money due to the Institute from purchases and others.
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Institute but subject always to the proviso in sub rule (4).
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Institute, in the shape of donations, annual subscriptions or otherwise.
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Institute may think desirable for the promotion of its objects.
- (19) In furtherance of the objects of the Institute to amalgamate with any one or more Institute or associations having objects altogether or in part similar to those of the Institute and which shall prohibit the distribution of its or their income and property among its or their members to an extent to least as great as that imposed upon the Institute under or by virtue of rule 19 (10).
- (20) In furtherance of the objects of the Institute to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the Institutes or associations with which the Institute is authorised to amalgamate.
- (21) To make donations for patriotic, charitable or community purposes.
- (22) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (23) To establish and maintain headquarters of the Institute in Sydney.
- (24) To establish and maintain branches, clubs and special interest groups of the Institute in New South Wales.
- (25) To establish, promote and support funds, trusts, institutions, societies, and companies to be operated in the interests of members and to invest the funds of the Institute in any such trusts, institution societies or companies.
- (26) To grant loans to funds, trusts, institutions, societies and companies, clubs, branches or special interest groups established or promoted for the benefit of members.
- (27) To make cash grants to members, clubs or branches of the Institute to assist in their participation in activities sponsored by the Institute.
- (28) To provide such services and opportunities as from time to time may be deemed necessary for members' satisfaction and advancement.
- (29) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Institute.