

Proposed Changes to the ARHS Constitution – AGM 11 October 2023

The proposed changes are intended to:

- update and re-order the Constitutional objects to better reflect the Society's strategic direction and activities;
- enable better use of electronic means for communications and meetings;
- implement better practice guides from the ACNC;
- otherwise streamline, clarify or simplify clauses where possible;
- correct typos.

Clause 3 Objects

The proposed objects are re-ordered to better reflect the Society's strategic direction and activities, especially to maintain and enable the use of the Railway Archives. None of the current objectives has been removed but some have been reworded for clarity or to comply with legislative requirements (for example, the addition of 'to operate and maintain a DGR endorsed, Public Fund for this purpose' to existing clause 3(d), now clause 3(e).

Clause 4 Distribution and Use of Income

This clause has been rewritten to reflect ACNC guidance (clause 4.1) and to improve the clarity of the permitted uses of Society income and assets. There has been no substantive change to its meaning.

Clause 12 Meetings

In clause 12.1, it is proposed to change the requirement for an AGM to be held within six months (rather than the current five) of the end of the Society's financial year. This reflects reality and is consistent with general practice amongst charities.

Clause 13 Proceedings of General Meetings

A new clause 13.1 permits the use of virtual technology in the holding of meetings. This reflects legislative changes introduced during the COVID lockdowns.

Clause 14 Proxies

Clause 14.3 is proposed to be amended to permit the lodgement of proxies by electronic means.

Clause 15 Board

The current wording is proposed to be streamlined for clarity. The power of a General Meeting to remove a director is retained but the power of the meeting to appoint a new member in place of the one removed is proposed to be deleted, as the board must in any case be satisfied

that any director has the capabilities necessary to enable the Board to fulfill the Society's Objects (cl 15.2 and now proposed cl 15.3).

Clause 28 ACNC and ATO Reporting

This is proposed to be deleted as it is unnecessary. Legislation sets out the requirements for reporting to the ACNC and ATO (and ASIC).

20 September 2023