

**CONSTITUTION OF  
AUSTRALIAN RAILWAY HISTORICAL SOCIETY, NEW SOUTH WALES DIVISION  
ACN 000 538 803**

Corporations Law

Company Limited by Guarantee

Approved: 11 October 2023

By: Special resolution passed at the Annual General Meeting of the Membership  
of the Society

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## 1. RECITAL

The name of the company is the “Australian Railway Historical Society, New South Wales Division” (the “Society”). The motto of the Society is “Historia Nostra Via Peregrinari Ferrea”.

## 2. INTERPRETATION

2.1 In this Constitution:

“**ACNC**” means the Australian Charities and Not-for-profits Commission;

“**Auditor**” means a person appointed from time to time in accordance with Clause 22.2;

“**ATO**” means the Australian Taxation Office;

“**Board**” means the Board of the Society constituted in accordance with the provisions of this Constitution;

“**Chair**” means a person appointed for the time being in accordance with [Clause \(15.1\)](#);

“**Constitution**” means this Constitution as amended from time to time;

“**Constitutional Objects**” or “**Objects**” means the Objects of the Society set out in Clause 3 of this Constitution;

“**Corporate/Affiliate Member**” means a Member of the kind referred to in Clause 8;

“**Director**” means a Member of the Board elected or appointed in accordance with Clause 15;

“**DGR**” means tax deductible gift recipient status;

“**Law**” means the *Corporations Act 2001* (Cth) as amended from time to time, or as applied by the appropriate corresponding legislation of any Australian state or territory;

“**Life Member**” means a Member of the kind referred to in Clause 9;

“**Member**” means a person for the time being entered in the Register of Members as a Member of the Society;

“**Month**” means calendar month;

“**Office**” means the registered office for the time being of the Society;

“**Officer**” means a person appointed for the time being to perform the duties of a Director, Secretary, Treasurer or Auditor of the Society;

“**Public Fund**” means the public fund referred to in clause 27 and the Schedule;

“**Railway Archives**” means the archives registered as a business name and owned by the Society

“**Register of Members**” or “**Register**” means the register of Members kept pursuant to the Law’

“**Returning Officer**” mean a person appointed for the time being in accordance with Clause 13.13;

“**Schedule**” means the schedule to this constitution.

“**Seal**” means the common seal of the Society and includes the Official seal of the Society;

“**Secretary**” means a person appointed for the time being to perform the duties of Secretary of the Society and includes Honorary Secretary appointed in accordance with Clause 19;

“**Society**” means the Australian Railway Historical Society, ACN 000 538 803;

“**State**” means the State of New South Wales;

“**Vice Chair**” means a person appointed for the time being with the duties in accordance with Clause 15.2;

2.2 Unless to the contrary intention appears in this Constitution:

- (a) Part 1.2 of Division 8 of the Law applies, so far as it can with such changes as necessary, to this Constitution as if this Constitution was a provision of the Law;
- (b) An expression in a Clause that deals with a matter dealt with by a provision of the Law has the same meaning as that provision of the Law;
- (c) Expressions referring to the singular number include the plural and vice versa;
- (d) Railway includes tramway.

### 3. OBJECTS

The Objects for which the Society is established are:

- (a) To actively promote, in the community, an interest in Australian railway history and operations;
- (b) To maintain the *Railway Archives*, by the acquisition, preservation, safe storage and curation of records, memorabilia and artefacts related to Australian railway history and operations;
- (c) To enable the *Railway Archives* to be used for research, study, educational and private purposes by Members and the public;
- (d) To publish quality books, magazines, pamphlets, information, images and videos (including by digital means) related to Australian railway history and operations;
- (e) To operate a place for the keeping, exhibition and study of objects of an artistic or historical interest, which is available and accessible to the public in the form of a public museum (as set out in clause 27 and the Schedule), and to operate and maintain a DGR endorsed, Public Fund for this purpose;
- (f) To provide a means whereby Members may associate with other Members and persons with similar interests to their mutual benefit, education and enjoyment, including through Society tours, meetings, lectures and the sharing of information;
- (g) To do all such lawful acts as are incidental or conducive to the attainment of these Objects, including but not limited to:
  - acquisition and sale of assets;
  - borrowing and raising money;

- entering into contracts;
- investing moneys of the Society;
- deriving revenue from leasing of Society property, sale of publications, operation of tours and events and enabling access to, copying or downloading of information from the *Railway Archives*.

#### **4. DISTRIBUTION AND USE OF INCOME**

- 4.1 The assets and income of the Society shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the Members of the Society except as genuine compensation for services rendered or expenses incurred on behalf of the Society.
- 4.2 Consistent with Clause 4.1, the following uses of Society income and assets are permitted:
- (a) the payment of proper remuneration to any Officer, employee or contractor of the Society;
  - (b) the payment of reasonable interest on loans made by Members of the Society;
  - (c) the repayment to Officers or Members of the Society of out-of-pocket expenses incurred on behalf of the Society;
  - (d) the gratuitous distribution among or sale at a discount to Members of any books, records, films or other productions whether published by the Society or otherwise;
  - (e) the payment to any company of which a Member, Director or Officer of the Society is an owner or shareholder or holder of any other interest, where the payment is genuine compensation for services rendered or expenses incurred on behalf of the Society; and
  - (f) The giving of a prize or award to a Member who is a successful competitor in a Society even
- 4.3 Where the Society takes or holds any property under trust, the Society shall deal with it in such manner as allowed by the law having regard to such trusts.

#### **5. LIABILITY OF MEMBERS**

The liability of Members is limited to \$2 or the initial membership fee, whichever is the lower.

#### **6. MEMBERSHIP**

- 6.1 Any person aged 15 years or more who has made application to the Society in the manner prescribed at Clause 6.2 and who has been duly approved for membership, will upon payment to the Society of all necessary fees and subscriptions, become a Member of the Society.
- 6.2 An application for membership to the Society may be in any form that the Board approves.
- 6.3 Every person applying for membership will pay the entrance fee and/or annual subscription and other fees and charges as prescribed by the Board from time to time

and will agree if approved for membership to pay such annual subscription and other fees and charges when required.

- 6.4 A Director must consider the application for membership within a reasonable time after it is received. Each Director retains sole discretion whether or not to approve an application for membership using any criteria as the Board may determine. The Board may delegate the power to approve membership to an employee of the Society.
- 6.5 A Director may reject any application for membership without assigning any reason for such rejection, in which event the applicant will be advised in writing and the entrance fee and/or annual subscription submitted with the application form will be immediately refunded. The Board will consider no new application by a rejected applicant within twelve months of the date of rejection.
- 6.6 The Society will give successful applicants written notice of his or her approval .
- 6.7 The rights and privileges of membership are not transferrable and will cease with the cessation of membership.

## **7. ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS**

- 7.1 The amount, manner and time of paying the entrance fees and/or annual subscription and other charges payable by Members will be such as the Board from time to time determines.
- 7.2 Subject to Clause 7.3, the Board may determine to grant a Member a concessional rate of membership subscription. Such rate will be determined by the Board and will not affect the privileges, duties and responsibilities of the Member concerned.
- 7.3 A determination pursuant to Clause 7.2 will only be made in favour of persons who:
- (a) have been a Member of the Society for a continuous period of at least 10 years;
  - (b) are over 65 years of age; and
  - (c) are in receipt of any government age pension.
- 7.4 If any Member defaults in the payment of any fee or subscription or any instalment thereof the Member concerned will be notified of the default in writing by the Secretary and if the sum remains unpaid for a further 14 days after the date of issue of the notice, the Board may by resolution suspend the Member from all privileges of membership and/or remove his or her name from the Register. The provisions of Clause 10.2 will not apply to any such resolution. A Member will be deemed to be in default for the payment of his or her annual subscription 1 month after the due date of payment of the subscription without notice being issued.
- 7.5 The Board has discretionary power to reduce or waive the entrance fee charged to any Member.

## **8. CORPORATE/AFFILIATED MEMBERS**

- 8.1 A "Corporate/Affiliate Member" is subject to all the duties as a Member and to such privileges of a Member as the Board may prescribe from time to time, provided that he or she will not have the right to vote at any General Meeting of the Society on matters

affecting the finances of the Society, nor become a Director.

- 8.2 Any person is eligible to make an application to become a Corporate/Affiliate Member of the Society. Applications for Corporate/Affiliate Membership will be made in accordance with Clause 6.2 and will be subject to Clauses 6.3, 6.4 and 6.5. A Corporate/Affiliate Member will pay an annual subscription prescribed from time to time by Board.

## **9. LIFE MEMBERS**

- 9.1 A person will be made a Life Member in the case of exceptional and distinguished merit and on the recommendation of the Board, which is endorsed by a two-thirds majority of Members at a General Meeting.
- 9.2 Life Members will be afforded all privileges of membership but will not be required to pay an annual subscription.

## **10. CESSATION OF MEMBERSHIP**

- 10.1 A Member may at any time be giving written notice to the Secretary, resign his or her membership of the Society, but will continue to be liable for all arrears due and unpaid at the date of receipt of his or her resignation and for any sum for which he or she is liable in accordance with Clause 24.1.
- 10.2 The Board may pass a resolution to terminate a Member's membership if the Member:
- (a) Refuses or neglects to comply with the provisions of the Constitution;
  - (b) Is guilty of conduct unbecoming of a Member or prejudicial to the interests of the Society;
- Provided:
- (c) that at least 14 days before the meeting at which the resolution is to be submitted, the Member concerned is notified in writing and requested to be present at the meeting;
  - (d) that before the resolution is passed the Member has an opportunity of giving orally or in writing any explanation or defense he or she thinks fit;
  - (e) that 14 days written notice of the meeting is given to Directors and that the notice identifies which Member's membership is to be considered.
- 10.3 Upon expulsion of any Member, the Society reserves the right, without prejudice, of notifying any railway or other authority, association, society or person that the offending person is no longer a Member of the Society and the reason why their membership was terminated.
- 10.4 Any Member so expelled will forfeit the unexpired portion of his or her subscription.

## **11. REGISTER OF MEMBERS**

The Secretary must establish and maintain a Register of Members which specifies the name, address and class of membership of each Member and records the date of the latest payment by each Member of his or her subscription.

## **12. MEETINGS**

- 12.1 An Annual General Meeting of the Society will be held at least once a year within six months of the end of the Society's financial year. All meetings other than the Annual General Meeting will be called General Meetings.
- 12.2 General Meetings may be called by the Board in its own right or on the request of at least 5% of Members entitled to vote, provided the request is in writing, states the resolution to be proposed at the meeting and is signed by the requisitionists and deposited at the Office of the Society
- 12.3 A notice of General Meeting must:
- (a) give a minimum of 21 days' notice, not including the day on which the notice is served, but including the day of the meeting;
  - (b) specify the place, day and time of the meeting;
  - (c) state the general nature of the business to be transacted.
- 12.4 For the purpose of Clause 12.3 (c), a notice of General Meeting need not specify consideration of accounts, balance sheets or the report of the Board and Auditors, the election of Officers and other Directors or the appointment and remuneration of Auditors.
- 12.5 The accidental omission to give notice to any Member will not invalidate any resolutions passed at a meeting.
- 12.6 In addition to Annual General Meetings and General Meetings, the Society may hold such other informal meetings at regular intervals for the entertainment of Members and visitors. Such meetings will not be subject to the normal provisions relating to General Meetings, and no resolutions relating to the Society's operation will be allowed. The Board may establish rules for the conduct of these meetings as it sees fit.

## **13. PROCEEDINGS OF GENERAL MEETINGS**

- 13.1 The Society may hold a meeting of its Members:
- (a) at one or more physical venues; or
  - (b) at one or more physical venues and using virtual meeting technology; or
  - (c) using virtual meeting technology only.
- 13.2 No business will be transacted at any General Meeting unless a quorum of Members is present at the commencement of such business. The quorum will be one tenth of the number of Members recorded on the Register of Members, or 20, whichever is the lesser, but with a minimum of 7.
- 13.3 For the purposes of this Clause 13, "Member" includes a person attending as a proxy and "present" includes attending via virtual meeting technology.
- 13.4 If within 15 minutes from the time appointed for the meeting a quorum is not present:
- (a) the meeting, if convened upon the requisition of Members, will be dissolved;
  - (b) in any other case, the meeting will stand adjourned to such other day, time and place as

the Board may determine;

- (c) if at the adjourned meeting, a quorum is not present within 15 minutes from the time appointed for the meeting, the Members present (being less than a quorum plus two ordinary Members) will be a quorum and may transact the business for which the meeting was called.
- 13.5 The Chair of the Society will preside as Chair of every General Meeting. If at any meeting the Chair is not present within 15 minutes after the appointed time appointed for holding the meeting, or he or she is unwilling to act the Vice Chair will preside as Chair.
- 13.6 The Chair may, when so directed by the meeting at which a quorum is present, adjourn the meeting, but no business will be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 13.7 When the meeting is adjourned for 30 days or more, notice of the adjourned meeting will be given in accordance with Clause 12.3.
- 13.8 The Society may amend, modify or repeal this Constitution by special resolution of the Members, being at least 75% of the votes cast at a General or Annual General Meeting.
- 13.9 Each Member has 1 vote, whether on a show of hands or in a poll and whether present or by proxy.
- 13.10 On a show of hands, a declaration by the Chair is conclusive evidence of the result of the vote. Neither the Chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 13.11 At any General Meeting, a resolution put to a vote will be decided on a show of hands, including by virtual meeting technology, unless a poll is demanded by:
  - (a) the Chair; or
  - (b) at least 5 Members present in person or by proxy.
- 13.12 A poll will not prevent the continuation of a meeting for the transaction of business other than the question on which the poll has been demanded.
- 13.13 If a poll is demanded, it will be taken by ballot or otherwise as the Chair directs.
- 13.14 The Board may appoint a Member to act as Returning Officer if a ballot is necessary. Such Member may be a Director, but must not be one of the candidates involved in the ballot.
- 13.15 In the case of an equality of votes, the question will be resolved in the negative.
- 13.16 Members will not be entitled to vote at meetings unless all their membership fees and subscriptions have been paid.

#### **14. PROXIES**

- 14.1 The instrument appointing a proxy will be in the prescribed form and signed by the Member making the appointment, or his or her duly appointed attorney. A proxy need not be a Member of the Society.

- 14.2 The instrument appointing a proxy may be in the following form, or any other form the Board approves.

Australian Railway Historical Society, New South Wales Division

I ..... of  
..... being a Member of the abovenamed Society,  
appoint ..... of  
..... Or failing him or her,  
.....  
..... of .....

as my proxy to vote for me on my behalf at the \* Annual General Meeting / General Meeting of the Society to be held on [date]

Signed ..... Dated:.....

This form is to be used in \* favour of / against the resolution.

*\* Strike out whichever is not required or desired.*

- 14.3 The instrument appointing a proxy will be deposited (including by electronic means) at the Office of the Society, or at such other place as is specified in the notice convening the meeting, not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for taking the poll.
- 14.4 A vote given by proxy will be valid in the case where the principal revokes the instrument and that revocation has not been received at the Office of the Society before the meeting commences.
- 14.5 A trustee or other guardian may vote on behalf of Member who is of unsound mind or is liable to be dealt with in any way under the law relating to mental health.

## 15. BOARD

- 15.1 The Board will be elected from the Members of the Society and will consist of a Chair and eight other Directors. The Society may from time to time, by ordinary resolution passed at General Meeting, increase or reduce the number of Directors.
- 15.2 The quorum of a Board will be half the number of Directors taken to be the greater whole number plus 1, but shall not be less than 3.
- 15.3 A person is eligible for election as a Director if they are determined by the Board to have the capabilities necessary to enable the Board to fulfill the Society's Objects. The Board may establish policies and procedures governing the necessary capabilities of Directors.

- 15.4 If the Board elects a Vice- Chair in accordance with the procedure in Clause 15.6, that person will act as Chair of meetings in the absence of the Chair, and will perform such other duties as requested by the Chair. The Vice- Chair will cease to hold the office if he or she ceases to be a Member of the Board or otherwise at the direction of the Board.
- 15.5 Each Director will be deemed to be a Director of the Society.
- 15.6 The term of office of a Director is two years. The Chair and half the other Directors will retire at each Annual General Meeting. Retiring Directors (including the Chair) are eligible for re-election.
- 15.7 The election of the Chair and other Directors will take place in the following manner:
- (a) any 2 Members of the Society can nominate another Member to serve on the Board;
  - (b) the nomination will be sent in writing to the Secretary at least 28 days before the Annual General Meeting and will be signed by 2 nominating Members and consented to in writing by the nominee;
  - (c) if the Board determines that the Member so nominated has the capabilities necessary to enable the Board to fulfill the Objects of the Society, such member will be included in a list of nominees' names to be considered at the Annual General Meeting;
  - (d) a nominee is elected if a majority of members present at the meeting votes in favor of the nominee;
  - (e) if there is an insufficient number of candidates nominated, the Board will make up the remaining vacancy or vacancies.
- 15.8 The Board may appoint a Member to the Board to fill a casual vacancy. Any Director so appointed will hold office only until the date of the next following Annual General Meeting.
- 15.9 By ordinary resolution passed at a General Meeting, the Society may remove a Director before the expiration of his or her term of office.
- 15.10 The office of the Director will become vacant if the Director:
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - (b) becomes prohibited from being a Director of a Company by reason of any order made under the Law;
  - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (d) resigns his or her office by notice in writing to the Society;
  - (e) is absent from 3 consecutive meetings of Board without the consent of the Board; or
  - (f) ceases to be a Member of the Society.
- 15.11 A Director will not vote in respect of any contract in which he or she has an interest and, if he or she does vote, his or her vote will not be valid.

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

- 16.1 The management and control of the Society will be vested in the Board who may exercise all such powers and do all such acts and things subject to any provision of this Constitution and the Law.
- 16.2 Without limiting the generality of the preceding Clause, the Board will have the following powers:
- (a) to determine who signs or otherwise executes bills, notes, receipts, cheques and other negotiable instruments, contracts and other documents on behalf of the Society, provided that not less than four persons will be authorised to sign cheques drawn on the Society's bank. Such cheques will bear the signatures of 2 authorised persons;
  - (b) by instrument under seal, to make regulations consistent with this Constitution and which the Board considers to be necessary or desirable for the proper control, administration and management of the Society's finances, affairs, interests and property and to amend or rescind any such regulations;
  - (c) to appoint any delegate or delegates to represent the Society for any purpose and vest them with such powers as is thought fit;
  - (d) to institute or defend any legal proceedings by or against the Society or its Officers, or otherwise concerning the affairs of the Society, and also to determine the means of recovering any debts due to the Society;
  - (e) to invest and deal with the money of the Society not immediately required in such manner as may be thought fit;
  - (f) to purchase or otherwise acquire, mortgage or charge all or any of the property of the Society as may be thought fit;
  - (g) to enter into such contracts as may be necessary for the printing and publishing of the publications of the Society; and
  - (h) to determine the price at which the publications of the Society may be sold.
- 16.3 The Board will cause minutes to be made:
- (a) of all appointments of Officers and employees;
  - (b) of names of Directors present at all General Meetings of the Society and of the Board; and
  - (c) of all proceedings at all General Meetings of the Society and of the Board.

Such minutes will be signed by the Chair of the General Meeting at which the proceedings were held or by the Chair of the next General Meeting and may be approved by Members at the following Annual General Meeting.

## **17. PROCEEDINGS OF THE BOARD**

- 17.1 The Board may meet and regulate its meetings as it sees fit. The quorum of the Board may meet at any time, and the Secretary will on the requisition of such Directors, summon a meeting of the Board;
- 17.2 Questions arising at any meeting of the Board will be decided by a majority of votes. In

the case of an equality of votes the question will be resolved in the negative;

- 17.3 Directors may act notwithstanding any vacancy in the Board, but if their number is reduced below the number necessary for a quorum of the Board, the continuing Directors may act for the purpose of increasing the number of Directors to that number, but for no other purpose.
- 17.4 The Chair will preside at every meeting of the Board, or if there is no Chair, or if at any meeting he or she is not present within 15 minutes after the time appointed for holding the meeting, the Directors may choose one of their number to be Chair of the meeting.
- 17.5 The Board may delegate any of its functions to a subcommittee consisting of 1 or more Directors and such other Members as the Board may nominate. Members so nominated will conform to any directions that may be imposed upon it by the Board.
- 17.6 A subcommittee may elect a Chair of its meetings. If no such Chair is elected or if at any meeting the Chair is not present within 15 minutes after the time appointed for holding of the meeting, the Members may choose one of their number to be the Chair of the meeting.
- 17.7 A subcommittee may meet and adjourn as it thinks proper. Questions arising at any of its meetings will be determined by a majority of votes of the Members present and in the case of an equality of votes the question will be resolved in the negative.
- 17.8 All acts done by any meeting of the Board or of its subcommittee or by any person acting as a Director will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of the person, be as valid as if that person had been duly appointed.
- 17.9 A resolution in writing signed by Directors will be as valid as if it had been passed at a meeting of the Board.

## **18. TREASURER**

The Treasurer will be appointed by Board for such term as and at such remuneration and upon such conditions as it thinks fit and may be removed by the Board at any time.

## **19. SECRETARY**

- 19.1 The Secretary will be appointed by the Board for such term and at such remuneration and upon such conditions as it thinks fit and may be removed by the Board at any time and for any reason.
- 19.2 The Board may appoint a Member of the Society as Honorary Secretary and any Member so appointed will become a Director if not already one.

## **20. SEAL**

- 20.1 The Board will provide for the safe custody of the seal, if any, which will only be used with the authority of the Board or of a subcommittee of Members of the Board so authorised. Every instrument to which the seal is affixed will be signed by a Director and the Secretary or a second Director or some other person appointed by the Board for the purpose.
- 20.2 The Society will execute a document without using a common seal if the document is

signed by a Director and the Secretary or some other person so authorised by the Board.

## **21. ACCOUNTS**

- 21.1 The Board will cause proper accounts to be kept at all times in respect of all moneys received and expended by the Society and the matter in respect of which receipt and expenditure takes place.
- 21.2 The Board will distribute copies of every profit and loss account, balance sheet and Auditors report not more than 3 months before the date scheduled for each Annual General Meeting.
- 21.3 The balance sheet referred to in Clause 21.2 will, not less than 7 days before the date of the meeting, be sent to all persons entitled to receive notice of Annual General Meetings of the Society.
- 21.4 The Board will determine under what conditions the accounting and other financial records of the Society will be open to the inspection of Members other than Directors. No such Member will have the right of inspecting any account, book or paper of the Society except as authorised by the Board or by the Society in General Meeting or by Law.
- 21.5 The Society must maintain separate bank accounts for each of its Public Funds, as set out in the Schedule.

## **22. AUDIT**

- 22.1 At least once every year the accounts of the Society will be examined and certified by a properly qualified Auditor or Auditors.
- 22.2 The Auditor or Auditors will be appointed upon such conditions and may be removed and his or her or their remuneration fixed in accordance with what the Board thinks fit.

## **23. NOTICES**

- 23.1 A notice may be given by the Society to any Member:
- (a) by serving it personally
  - (b) by sending it by post in a pre-paid envelope to the address recorded in the Register of Members;
  - (c) by facsimile transmission to such facsimile number as the member has supplied to the Society for the giving of notices; or
  - (d) by electronic transmission to such electronic address, as the member has supplied to the Society for the giving of notices
- 23.2 Where a notice is sent by post, service of the notice is taken to have been effected:
- (a) in the case of a notice of a General Meeting, on the day after the date of its posting;
  - (b) in any other case, at the time at which the letter would have been delivered in the ordinary course of the post.

In the event of any Member not having his or her place of residence registered, then a notice will be affixed in the Office of the Society.

- 23.3 Notice of every General Meeting will be given to every Officer, Member and Auditor of the Society.
- 23.4 Where a notice is sent by facsimile transmission, service of the notice is to be taken to be effected if the correct facsimile number appears on the facsimile transmission report generated by the sender's facsimile machine and to have been effected at the time the facsimile transmission was sent.
- 23.5 Where a notice is sent by electronic transmission, service of the notice is taken to have been effected at the time the electronic transmission is sent.

#### **24. WINDING UP**

- 24.1 Each Member of the Society undertakes to contribute to the assets of the Society in the event of the Society being wound up while he or she is a Member, or within 1 year after he or she ceases to be a Member, for payment of the debts and liabilities of the Society contracted before he or she ceased to be a Member, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$2.
- 24.2 If the Society is wound up, the property of the Society will not be distributed among the Members, but will be given or transferred to some other institution or institutions to be determined by the Members of the Society having objects similar to the Objects of the Society and prohibiting the distribution of its or their property among its or their own members to an extent at least as great as the Society.
- 24.3 Monies or property remaining in any of the Society's Public Fund shall be transferred to other public funds, with substantially similar objectives.

#### **25. INDEMNITY**

- 25.1 Subject to section 241 of the Law, every person who is or has been a Director, Auditor or other Officer of the Society will be indemnified out of the assets of the Society against any liability arising out of the execution of the duties of that person's office.
- (a) Whether civil or criminal, which in the judgement is given in his or her favour, or in which he or she is acquitted; or
- (b) In connection with any application under the law in which relief is granted to him (or her) by the Court in respect of any negligence, default, breach of duty or breach of trust.

#### **26. PARAMOUNTCY OF LEGISLATION**

In the event of any inconsistency or conflict between the terms of this Constitution and the *Corporations Act 2001 (Cth)*, *Income Tax Assessment Act 1997 (Cth)*, *Australian Charities and Not-for-profits Commission Act 2012 (Cth)* or *Charities Act 2013 (Cth)* (collectively, 'Acts'), the provision(s) of the Acts will supersede the terms of this Constitution, to the extent of any inconsistency.

#### **27. ESTABLISHMENT OF A PUBLIC FUND**

The Society will establish and maintain a Public Fund to be called the Australian Railway Historical Society New South Wales Division Museum Fund for the specific purpose of operating a place for the keeping, exhibition and study of objects of an artistic or historical

interest, which is available and accessible to the public in the form of public museum; The Public Fund will be established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The Public Fund must not receive any other money or property into its account and it must comply with item 12.1.3 of section 30.100 of the *Income Tax Assessment Act 1997* (Cth). The Public Fund will operate under the rules set out in the Schedule.

## Schedule

### Part A – Museum Fund

The Society will operate the Australian Railway Historical Society New South Wales Division Museum Fund (**'Museum'**).

The objects of the Museum are to:

- (a) operate as a resource entirely for public benefit;
- (b) operate as a public museum with a primary regard for:
  - (i) preservation and promotion of the history or railways in NSW and Australia;
  - (ii) maintenance of archival collection;
  - (iii) encouragement of association between those interested in the history of railways; and
  - (iv) education;
- (c) to collect, preserve, maintain, store, communicate and exhibit the following (**'Museum Collection'**):
  - (i) Documents pertaining to the history of railways in NSW and Australia;
  - (ii) Photographs;
  - (iii) Books;
  - (iv) Audio and multimedia materials;
  - (v) Electronic materials; and
  - (vi) Vehicles and railway related artifacts and memorabilia.
- (d) administer a separate public museum fund under item 12.1.3 of section 30.100 of the Income Tax Assessment Act 1997, into which all gifts, donations and bequests to the Association for the purposes of the Museum will be credited;
- (e) purchase, take under trust or otherwise acquire items for the Museum Collection;
- (f) promote and advertise the Museum's Museum Collection;
- (g) host events, workshops, classes and presentations to advance the Museum's objects;
- (h) provide a public advisory service to answer questions relating to the Museum Collection;
- (i) collaborate with other public museums or similar organisations, in fulfilment of the Society's objects;
- (j) fund the administration costs of establishing or promoting the fund, including bank fees, accounting and audit costs, fundraising expenses and reasonable remuneration for the fund's administrator and staff;
- (k) raise and provide funds to support the objects of the Museum; and
- (l) protect the intellectual property of the Museum.

## **Part B – Operation of Public Funds**

### **1. ACCOUNTS**

In relation to the Public Fund listed in Part A of this Schedule, members of the public are to be invited to make gifts of money or property to the Public Fund and

- (a) the Society must maintain a separate bank account for its Public Fund.
- (b) the Society will attract tax deductible gifts and donations for the charitable activities of the Society that relate to maintaining the Public Fund.
- (c) the Society must credit monetary gifts and proceeds of sale on gifted property to the bank account of the Public Fund.
- (d) the Society must determine which bank account to deposit monetary gifts and proceeds of sales based reasonably upon the intention of the donor and reason for the donation or gift.
- (e) the Society must not credit to the bank account money or property that is not intended for the Society or the Public Fund.
- (f) interest earned on the Society's Public Fund bank account must be credited to that account.
- (g) the Society may use its funds to pay for the reasonable costs of operating and managing the Society or its Public Fund. Examples of such costs include fundraising expenses, bank fees and charges, stationery costs, staffing costs and accounting and audit fees.
- (h) the Society's Public Fund must operate on a not-for-profit basis and moneys received into the public museum fund must not be distributed to members of the management committee or members of the Society except as reimbursement for out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- (i) the Society must issue a receipt for gifts and must ensure that the receipt states:
  - (i) the name of the Society and the name of the Public Fund in receipt of the gift;
  - (ii) the Australian Business Number of the Society;
  - (iii) the fact that the receipt is for a gift;
  - (iv) the amount of gifts of money;
  - (v) a description of any gifts of property; and
  - (vi) the date of the gift.

### **2. DISSOLUTION, WINDING UP OR REVOCATION OF TAX-DEDUCTIBLE STATUS OF PUBLIC FUND**

In the event of the dissolution, winding up or revocation of the Public Fund, moneys held in the bank account of the Public Fund or property held by the Public Fund shall be transferred to other public funds which are charitable and which have substantially similar objectives.

**3. AMENDING THE GOVERNING DOCUMENTS**

The Australian Taxation Office and the Australian Charities and Not-for-profits Commission shall be notified of any changes to the Society's constitution and the Schedule that affect the Society's objects or rules relating to responsible persons, dissolution, its winding up provisions, revocation of tax-deductibility and any of the public museum fund's rules.

**4. COMMITTEE OF MANAGEMENT**

A committee of management of no fewer than three persons will administer the Society's public museum fund. The committee will be appointed by the board of the Society. A majority of the members of the committee are required to be 'responsible persons' as defined by Tax Ruling 95/27.