**Australian Railway Historical Society Limited, New South Wales Division**

ABN 96 000 538 803

**Notice of a General Meeting of the Company** to be held on Wednesday 30 September 2026 at the Company's office at 5-7 Henderson Road, Alexandria 2015 at 6.30pm.

**AGENDA**

1 To record attendance

2 To consider the following Motions to amend the Society's Constitution.

**MOTIONS**

1. **To remove the requirement for nominees for Board positions to be approved by the Board**:

   To delete clause 15.3 of the Constitution:

   > *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*.

   To delete sub-clause 15.7 (c) of the Constitution:

   > *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;*

2. **To require the Board members to retire after one year instead of two:**

   To amend clause 15.6 of the Constitution from:

   > *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*.

   to the following:

   > *15.6 The term of office of a Director is one year. The Chair and all the Directors will retire at each Annual General Meeting. Retiring Directors (including the Chair) are eligible for re-election.*

3. **To require that the Vice President, Secretary and Treasurer be elected by the members rather than appointed by the Board**

To delete clauses 15.4, 18 and 19 of the Constitution:

*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.*

*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.*

To delete clause 15.1 of the Constitution:

*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.*

and replace it with the following clause:

*15.1 The Board will be elected from the Members of the Society and will consist of a Chair, Vice Chair, Secretary and Treasurer and four other Directors. The Society may from time to time, by ordinary resolution passed at General Meeting, increase or reduce the number of Directors.*

**EXPLANATORY NOTES**

**Reason for the meeting**

This General Meeting has been called in accordance with Section 269D of the Corporations Act following a request by members with at least 5% of the votes that may be cast at a general meeting.

Each motion listed in the Agenda proposes an amendment to the Society's Constitution. Section 136 (2) of the Corporations Act provides that a company may modify or repeal its Constitution, or a provision of its Constitution, by special resolution; accordingly, each of the Motions requires a special resolution which means that the resolution must be passed by at least 75% of the votes cast by members who are entitled to vote on the resolution (section 250MA(b)).

The Society's directors **do not** support the Motions proposed.

**Proxies**

A member may appoint a proxy to vote at the AGM. If you wish to appoint a proxy, you should complete the attached form and deliver it to the Office of the Society (5-7 Henderson Road, Alexandria NSW 2015) or by post to PO Box 206, Alexandria NSW 1435, or by email to mail@arhsnsw.com.au to be received no later than 5:00pm on Monday 28 September 2026.