AUSTRALIAN RAILWAY HISTORICAL SOCIETY
NEW SOUTH WALES DIVISION
ABN 96 000 538 803

MINUTES OF THE 58th ANNUAL GENERAL MEETING

Thursday 23 October 2025, commencing at 6.30 pm
ARHS Offices, 5-7 Henderson Road, Alexandria NSW 2015

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1. Attendance

Members present: 42	**Proxies received:** 34

A quorum was present. It was noted that documents required for the AGM had been posted on the Society's website in accordance with required timeframes.

The meeting was chaired by Craig Mackey in the capacity of Chair of the Society.

The following officers were also in attendance:

Andrew Phelan (Secretary), Rob McKiernan (Director), John Snider (Director)

2. Apologies

Apologies were received from the following members:

James Dalton, Neville Pollard, Ben Frost, Mathew Sharp, Gretta Logue, Paul Holding, David Shield

3. Minutes of the Previous Annual General Meeting (13 October 2024)

The Chair tabled the minutes of the Annual General Meeting held on 13 October 2024. Certain amendments were suggested for consideration by the Chair.

MOTION: That the minutes (as to be amended by the Chair) of the Annual General Meeting held on 13 October 2024 be accepted as a true and correct record.

Moved: Ian Hill Seconded: Chris Sim

Result: [X] CARRIED UNANIMOUSLY [ ] CARRIED [ ] NOT CARRIED

4. Chairman's Report (in the Annual Report)

The Chair presented the Chairman's Report for the year ended 30 April 2025, appearing at Page 7 of the Society's 2024/2025 Annual Report.

He acknowledged the contribution of the outgoing Chair, James Dalton, who had resigned in December 2024, and thanked him for his long service to the Society.

The Chair paid tribute to the dedication of staff, contractors and volunteers across all areas of the Society's operations, including the bookshop, archives, café, publications and heritage consulting services. He noted that the volunteer team supporting the Railway Archives numbered more than 30 people, many working remotely. He observed that the Society achieved a remarkable amount with limited resources, a testament to the commitment of all involved.

The Chair reported that the Society's two magazines continued to be published successfully, that three new books had been released during the year and rights acquired to publish a fourth,

and that attendance at the Great Train Show at Rosehill Gardens had again been profitable. He noted that the volunteer reading room had been relocated to the first floor, freeing the ground floor for member meetings and functions and reducing external rental costs.

The Chair spoke frankly about the financial position. He explained that the Board had long understood that, without a significant increase in income, the Henderson Road property would need to be sold to retire the mortgage. Initiatives including taking over the café lease and developing an after-hours bar concept had been pursued to increase revenue, but operating cashflow had remained insufficient to meet the costs of property ownership.

He reported that the private lending arrangement entered into previously had been renewed for a second year in early 2025, and that while it had been costly, it had been necessary to avoid default. The Board had now resolved to authorise the sale of the Henderson Road property during the 2025–26 financial year, with a leaseback arrangement of at least twelve months to allow time for relocation.

The Chair emphasised that the sale of Henderson Road did not mean the end of the Society, but was a necessary step to eliminate unsustainable debt and allow the Society to restructure its operations for the future.

MOTION: That the Chairman's Report for the year ended 30 April 2025 be noted.
Moved: Alan Baker Seconded: Col Gilbertson
Result: [X] CARRIED UNANIMOUSLY [ ] CARRIED [ ] NOT CARRIED

5. Treasurer's Report

The Chair reported that Paul Holding, the Society's Treasurer, had resigned due to serious health concerns. This item was incorporated in the consideration of the Annual Financial Statements and Auditor's report for the year ended 30 April 2025 (Item 6).

6. Annual Financial Statements and Auditor's Report

The Chair tabled the Annual Financial Statements for the year ended 30 April 2025, together with the Independent Auditor's Report by Brian Robert Taylor, Registered Auditor, Australian Audit & Corporate Services.

He noted that there had been a well-attended General Meeting of the Society held on 28 August 2025 in which members were given the opportunity to find out more about the Society's direction, operations and finances and ask further questions of Directors about the direction, operations and finances of the Society. He further noted that members were given the opportunity to provide questions and nominate issues that they wished to have addressed at that meeting, that several had taken that opportunity and that the Secretary had provided detailed written answers to each of the members concerned. The outcomes of that meeting had been uploaded to the Society's website (https://arhsnsw.com.au/wp-content/uploads/2025/10/Summary-of-Issues-Discussed-in-ARHS-NSW-General-Meeting-28-Aug-2025-FINAL.pdf).

Members were invited to ask questions. There was general discussion, during which some members expressed dissatisfaction with the rise in debt of the Society and the need to sell the Henderson Road property. No alternative strategies were suggested. Ian Hill pointed out a summation error of $275 in the Statement of profit of loss and other comprehensive income in the Financial Statements and asked that it be corrected before lodgement of the Annual Information Statement. The matter was subsequently found to be an immaterial typographical error, which was subsequently corrected in time for inclusion in the AIS.

MOTION: That the Annual Financial Statements of the Australian Railway Historical Society NSW Division for the year ended 30 April 2025, and the Auditor's Report thereon, be accepted.

Moved: Stephen Buck Seconded: Ian Hill

Result: [ ] CARRIED UNANIMOUSLY [X] CARRIED [ ] NOT CARRIED

Les Shepherd asked that he be recorded as having opposed acceptance of the Annual Financial Statements.

7. Election of Chair

The Chair advised that he/she would stand aside for the conduct of the election of Chair. The election was conducted by Rob McKiernan as Returning Officer.

The following nomination(s) were received for the position of Chair:

Nominee: Craig Mackey

Nominated by: Andrew Phelan

Seconded by: Geoff Lillico

MOTION: That Craig Mackey be elected as Chair of the Australian Railway Historical Society NSW Division.

Moved: Andrew Phelan Seconded: John Snider

Result: [X] ELECTED UNOPPOSED [ ] ELECTED BY VOTE [ ] NOT ELECTED

Craig Mackey resumed the chair.

8. Election of Directors

Nominations received for the position of Director were as follows:

Name	Nominated by	Seconded by	Result
John Snider	Andrew Phelan	James Dalton	Elected Unopposed
Ben Frost	Andrew Phelan	Craig Mackey	Elected Unopposed
Mathew Sharp	Andrew Phelan	James Dalton	Elected Unopposed

The following persons were declared elected as Directors:

John Snider

Ben Frost

Mathew Sharp

9. Other Business

Election of Life Members

The Chair advised that pursuant to cl 9.1 of the Society's Constitution, the Board recommended that the following be made life members on the basis of exceptional and distinguished merit:

Neil Munro

Dugald Black

Jack Smith
David Brown
Ken Kershaw

The recommendations were endorsed unopposed.

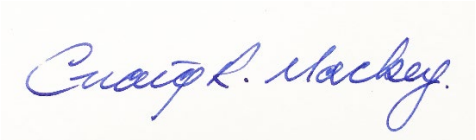
The Chair advised that Mr Andrew Phelan would not be seeking re-election to the board. Ian Hill thanked Andrew for the care he had taken in preparing the detailed questions that Ian had asked in correspondence. By acclamation, the meeting thanked Mr Phelan for his contribution as a board member.

The Chair invited members to raise any other business. There was no other further business.

10. Close

The Chair declared the meeting closed at 8.05 pm.

Signed as a true record:



Craig Mackey
Chair
Australian Railway Historical Society NSW Division
Date: 03-11-2026