

Corporations Act 2001

CONSTITUTION OF NEW SOUTH WALES RAIL TRANSPORT MUSEUM (ACN 000 570 463)

An Australian Public Company Limited by Guarantee

NAME OF COMPANY

1. The name of the Company is New South Wales Rail Transport Museum (ACN 000 570 463).

DEFINITIONS

2. In this Constitution words and phrases have the meanings given to them in the Corporations Act 2001 unless the context otherwise requires, and:

“Annual Report” means the report of the Board on the activities of the Company;

“Board” means the Directors acting together;

“Extraordinary General Meeting” means any General Meeting of the Company other than the Annual General Meeting;

“Financial Year” means the twelve (12) month period commencing on 1 July and concluding at midnight on 30 June of the following year;

“General Meeting” means a meeting of the Members of the Company;

“Membership Year” means the twelve (12) month period commencing on 1 October and concluding at midnight on 30 September of the following year.

INTERPRETATION

3. In this Constitution, unless the context otherwise requires, a reference to:
 - (a) the singular includes the plural and vice versa;
 - (b) a gender includes every gender;
 - (c) “in writing” or “written” includes printing, lithography, photography, e-mail and other means of representing or reproducing words in a visible form;
 - (d) a reference to any person includes any individual, company, body corporate, association, partnership, firm, joint venture, trust, government, government authority or semi-governmental authority.

OBJECTS

4. The objects for which the Company has been established are:-

- (a) To operate a railway museum comprising static, interactive and operational railway artefacts, by collecting, conserving, maintaining, restoring, exhibiting and operating locomotives, railway rolling stock and railway equipment, infrastructure items and other relevant artefacts of all descriptions, types and historical periods, representative of their era.
- (b) To foster and nurture activity and interest in, and understanding and appreciation of all matters and things relating to railways, railway rolling stock, railway objects, memorabilia, photographs and documents of historic interest, and in railway operations and development generally.
- (c) To conduct and arrange rail tours, excursions and charters so as to display locomotives and rolling stock in action and thus engage and involve the community as much as possible in the rail heritage of the State.
- (d) To foster and actively encourage membership of the Company and to provide members with services and opportunities which support the objects of the Company while providing members with enjoyment and satisfaction.
- (e) To facilitate the dissemination of information about the history, development, design, construction and operation of railways in New South Wales and elsewhere, and to adopt any appropriate means of publicising and promoting the activities, exhibitions, productions and operations of the Company.
- (f) To cooperate with governments and their agencies and other associations or organisations whose objectives are not inconsistent with the objects of the Company in presenting rail heritage to the community.
- (g) To do all acts, deeds, matters and things and to enter into such agreements as are incidental or conducive to the attainment of the above objects or any of them.

POWERS OF THE COMPANY

5. The Company has the powers necessary to implement the Objects as conferred by the Corporations Act 2001.

MEMBERS OF THE COMPANY

6. The number of Members of the Company shall not be more than four thousand (4,000) but the Company may authorise an increase in the number of Members from time to time by Special Resolution.
7. Each Member agrees to be bound by this Constitution and any Rules.
8. The Classes of Members are Voting Members and Non-Voting Members.

APPLICATIONS FOR MEMBERSHIP

9. The Board may determine from time to time the form of application and procedure for applications for Membership and set application fees and annual subscriptions.
10. Any person wishing to apply to become a Member shall lodge an application to become a Member and pay to the Secretary the current application fee and annual subscription.
11. The Board shall determine all applications to become a Member and is not required to give any reason for the refusal of an application for Membership.
12. The Board shall refund any annual subscription paid with any application that is refused.
13. The Secretary shall enter the particulars of new Members in the Register of Members and send to the applicant written notice of acceptance of the application.

ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS

14. An entrance fee shall be paid by all applicants for Membership.
15. An annual subscription shall be payable in advance on 1 October in respect of each Membership Year by every Member other than Life, Honorary, Perpetual and Complimentary Members. Perpetual Members shall pay a single subscription as determined by the Board from time to time, on acceptance of the application for Membership.
16. The Board may in its discretion suspend, reduce, or waive payment of the entrance fee or any subscription payable by a Member.

VOTING MEMBERS

17. Voting Members are a Class of members and must be at least 18 years of age. They include Ordinary Members, Life Members and Perpetual Members. They have the following rights and privileges:
 - (a) the right to attend, speak and vote at any General Meeting of the Company;
 - (b) the right to hold office as a Director of the Company;

- (c) the right to participate in all of the activities of the Company, subject to such restrictions as may be determined by the Board.

NON-VOTING MEMBERS

18. Non-Voting Members are a Class of Members and they include Honorary Members, Complimentary Members and any Ordinary Member under the age of 18 years. They have the following rights and privileges:

- (a) the right to attend and speak, but not to vote, at any General Meeting of the Company;
- (b) the right to participate in all of the activities of the Company, subject to such restrictions as may be determined by the Board.

LIFE MEMBERS

19. The Company may at an Annual General Meeting elect a person as a Life Member of the Company provided:

- (a) he is a Voting Member of the Company;
- (b) he has such qualifications and is nominated in such manner as may be determined by the Board;
- (c) he has, in the opinion of the Board, given such exceptional, unusual or distinguished service to the Company as to be deserving of recommendation by the Board for election as a Life Member to an Annual General Meeting of the Company.

20. Life Members shall be presented with a badge in recognition of services to the Company.

PERPETUAL MEMBERS

21. The Board may admit a person as a Perpetual Member of the Company.

HONORARY MEMBERS

22. The Board may admit a person as an Honorary Member of the Company for a period of up to twelve (12) months without the payment of any subscription or entrance fee provided that he is:

- (a) a Patron of the Company; or
- (b) a prominent citizen; or
- (c) a local dignitary.

COMPLIMENTARY MEMBERS

23. The Board may admit a person, company or other legal entity as a Complimentary Member of the Company for any period it may determine without the payment of any subscription or entrance fee provided that the Board is satisfied that the admittee is:

- (a) a person, not otherwise being a Member, who has made a contribution to the Company which in the opinion of the Board warrants such admission;
- (b) a company or entity which has made a contribution to the Company which in the opinion of the Board warrants such admission;
- (c) a kindred society, meaning an organisation with similar aims and values.

ORDINARY MEMBERS

24. Any Member not being a Life Member, Perpetual Member, Honorary Member or Complimentary Member shall be an Ordinary Member of the Company.

CESSATION OF MEMBERSHIP

25. A Member may resign from Membership of the company by giving written notice to the Secretary. On application by the Member, the Board may restore his name to the Register of Members at any time.

26. If the annual subscription of a Member remains unpaid for a period of three (3) months after it becomes due, the Board may cancel his Membership. Upon payment of all arrears by the Member, the Board may reinstate his Membership and restore his name to the Register of Members.

27. Every person ceasing to be a Member whether by resignation, expulsion, death or neglecting to pay any annual subscription or otherwise shall forfeit all rights as a Member but shall remain liable for all moneys due or payable by that Member under the provisions of Clause 103 of the Constitution.

DISCIPLINING OF MEMBERS

28. If any Member wilfully refuses or neglects to comply with the provisions of the Constitution or is guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Company, the Board shall have power to admonish or reprimand the Member, suspend (for such period and on such conditions as the Board considers fit) or expel the Member from the Company and remove his name from the Register of Members. The exercise of this power is referred to as a “Disciplinary resolution” in this Constitution.

29. Before exercising the power conferred in Clause 28 the Board must give the Member at least seven (7) days notice in writing, setting out the following information:-
- (a) the date, time and place of the meeting at which the allegations against him are to be heard by the Board;
 - (b) an outline of the facts and circumstances on which the allegations against the Member are based;
 - (c) stating that the Board has the power to admonish or reprimand the Member, suspend or expel the Member from the Company and remove his name from the Register of Members if any of the allegations are found to be proved;
 - (d) stating that the Member will be entitled to make an oral or written submission to the Board in relation to the facts and circumstances alleged against him before the Board makes any determination in relation to the allegations; and
 - (e) stating that the Board has the power to deal with the allegations against him should he fail to attend the meeting of the Board.
30. If, after considering all the material before it, including any submissions made by the Member, the Board is satisfied that the facts on which the allegations are based have been proved, the Board may make a disciplinary resolution.
31. If the Board makes a disciplinary resolution, the Secretary must, within 7 days after the resolution is made, cause written notice to be given to the Member of the disciplinary resolution and the reasons given by the Board for having made the disciplinary resolution and of the Member's right of appeal.
32. The decision of the Board does not take effect:
- (a) until the expiration of the period within which the Member is entitled to appeal; or
 - (b) if the Member exercises the right of appeal, until the appeal is finalised.
33. A Member may appeal to the Company against a disciplinary resolution within 14 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
34. 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.
35. The Board shall convene a General Meeting of the Company to consider the appeal as soon as is practicable and in any event no later than 42 days after notice of the appeal is received.
36. At the General Meeting:
- (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 and/or in writing, and
- (c) the members present are to vote by secret ballot to confirm or revoke the disciplinary resolution.

THE BOARD

- 37. The Board shall consist of not less than five (5) nor more than seven (7) Directors in total (both elected and non-elected), with suitable skills, experience and competence to undertake the duties of Directors in furthering the aims and objectives of the Company. The actual number and composition shall be determined by the Board from time to time.
- 38. Up to three of the total number of Directors will be appointed as non-elected Directors. Refer to Clause 42.

ELECTED DIRECTORS

- 39. Directors will be eligible for election by the Members on the basis of competence using an appropriate merit based selection process designed to reflect the appropriate mix of skills and experience required at Board level.
- 40. No person shall be qualified to hold office as an elected Director of the Company unless he is a Member.
- 41. The elected Directors shall be declared elected at the Annual General Meeting and each shall hold office (unless he ceases in the meantime to be a Director or a Member) until the second Annual General meeting from the date of his election when he shall retire. That is, each Director's term is two (2) years. An elected Director who retires or whose office is vacated under this Constitution is eligible for re-election to the Board.

APPOINTMENT OF NON-ELECTED DIRECTORS

- 42. At the earliest opportunity after each Annual General Meeting, the elected Directors will appoint up to three (3) non-elected Directors (in addition to the elected Directors), who need not be Members of the Company, but who will, in the opinion of the elected Directors, based on the same merit based process and selection criteria, possess the requisite skills, experience and competence to further the aims and objectives of the company. Each non-elected Director shall hold office (unless that Director ceases in the meantime to be a Director or is removed during his term if the Board so agrees) until the second Annual General meeting from the date of his appointment when he shall retire. That is, each director's term is two (2) years. A non-elected

Director appointed pursuant to this Clause who retires or whose office is vacated under this Constitution is eligible for re-appointment to the Board.

ELECTION OF DIRECTORS

43. The nomination of Members as candidates for election as Directors shall take place in the following manner:

- (a) The Secretary shall at least eight (8) weeks prior to the Annual General Meeting forward to all Members entitled to vote at a General Meeting of the Company a notice of the forthcoming election of Directors containing the names of the retiring Directors, and including details of the merit based selection process and selection criteria and inviting nominations for the position of Director;
The non receipt by any Member entitled to vote of such notice shall not invalidate the election;
- (b) Nominations shall be in writing and shall be delivered to the Secretary at the Registered Office of the Company at least thirty (30) days prior to the day fixed for the holding of the Annual General Meeting and include a statement of competence against the Director's duties and responsibilities demonstrating compliance with the merit based selection criteria;
- (c) A nomination shall not be accepted unless it is proposed by two (2) Members entitled to vote at a General Meeting of the Company, and contains the written consent of the candidate;
- (d) The Secretary shall prepare a list of the names of the candidates on the business day following the day on which nominations close for the election of Directors;
- (e) If more than the required number of candidates is nominated, an election by postal ballot shall take place;
- (f) If only the requisite number of candidates is nominated, the Chairman of the Annual General Meeting shall declare those candidates elected;
- (g) If the requisite number of candidates is not nominated then additional nominations may with the consent of the nominee or nominees, be made at the Annual General Meeting and in such an event:
 - (i) If only the requisite number of additional candidates are nominated, the Chairman of the Annual General Meeting shall declare those candidates duly elected;
 - (ii) If more than the required number of additional candidates are nominated, the Chairman shall direct that a ballot shall take place at that Annual General Meeting

in such manner as he shall specify in order to elect the additional Directors to make up the required number of Directors.

44. The election of Directors by postal ballot shall take place in the following manner:

- (a) The Secretary shall at least twenty one (21) days before the date of the Annual General Meeting forward a ballot paper containing a statement of the number of vacancies to be filled and the names of all candidates to each Member entitled to vote. The non-receipt of such ballot paper by any Member entitled to vote shall not invalidate the ballot;
- (b) The order in which the names of candidates shall appear on the ballot paper shall be determined by lot. All candidates shall be entitled to be present when the lot for positions on the ballot paper takes place;
- (c) A Member shall mark his ballot paper in such manner as may be prescribed from time to time by the Board;
- (d) The ballot shall be conducted by way of the first-past-the-post system;
- (e) The ballot shall be conducted by the Returning Officer appointed by the Board witnessed by scrutineers appointed by the candidates and/or the Returning Officer and/or the Board. Each candidate shall have the right to appoint only one scrutineer;
- (f) All formal ballot papers received by the Returning Officer not later than 5:00 p.m. on the fourth day immediately prior to the Annual General Meeting shall be counted;
- (g) The Returning Officer shall report the result to the outgoing Chairman who shall then, subject to the provisions of the Corporations Act, declare the successful candidate or candidates elected;
- (h) Any question relating to the formality of any ballot paper shall be referred to the outgoing Chairman, whose decision shall be final;
- (i) The outgoing Chairman shall have a casting vote or votes in the event of two (2) or more candidates obtaining an equal number of votes on a ballot; and
- (j) The Board may make Rules prescribing the way a ballot shall be conducted, including but not limited to the manner of returning completed ballot papers, the address to which completed ballot papers are to be returned, the appointment of the Returning Officer and scrutineers, the counting of votes and the retention of ballot papers after the election.

45. At the earliest opportunity after each Annual General Meeting the Board of Directors shall appoint two (2) of their number to be Chairman and Deputy Chairman whose powers and privileges shall be determined by the Board.
46. At the second Annual General Meeting from the date of their election or appointment – that is after a term of two (2) years - all the Directors shall retire from office but shall be eligible for re-election.
47. No-one is entitled to hold office as a Director if he is a full or part-time employee under a written or oral contract of employment with the Company. This restriction does not apply to Members who are remunerated for the performance of duties for the Company as casual workers on an irregular or infrequent basis, or to volunteer workers.
48. The immediate past Chairman may be invited to provide mentoring support and assist in facilitating the activities of the Board, at the discretion of the incumbent Chairman and Board, for a period of not more than one year following his retirement as Chairman.

VACANCIES ON THE BOARD

49. A Director shall cease to be a Director if he:
- (a) tenders his resignation in writing;
 - (b) being an elected Director, ceases to be a Member;
 - (c) is disqualified by law from holding office;
 - (d) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (e) becomes of unsound mind or a person whose person or estate is dealt with in any way under the law relating to mental health;
 - (f) absents himself from three (3) consecutive meetings of the Board or five (5) meetings of the Board within a twelve (12) month period without the prior granting of leave of absence by the Board;
 - (g) is directly or indirectly interested within the meaning of the Corporations Act in any contract with the Company or participation in the profits of any contract with the Company, provided however that a Director shall not vacate the office by reason of being a Member of any corporation, society, or association which has entered into contracts with, or done any work for, the Company if such corporation, society or association is among the class of companies referred to in Clause 104 and if he shall have declared the nature of the interest in the manner required by the provisions of the Corporations Act.

50. The Board may appoint any Member qualified to hold office as a Director to the Board for the purpose of filling a casual vacancy and such person shall hold office until the next Annual General Meeting, and be eligible for re-election.
51. The Directors may act notwithstanding any casual vacancy in their number. If the number of Directors is less than four (4) the Directors may act for the purpose of increasing the number of Directors or for the purpose of convening a General Meeting to appoint additional Directors but for no other purpose.

POWERS OF THE BOARD

52. The business and affairs of the Company shall be under the management of the Board which may exercise all the powers of the Company as are not by this Constitution or the Corporations Act required to be exercised by the Company in General Meeting. In particular but without limiting the powers of the Board, the Board shall have power to do the following acts:
- (a) To appoint sub-committees for any purpose and to delegate to any such sub-committee such powers as it may think fit and to revoke or alter any such appointment or delegation and to require that the committee report to the Board on a regular basis;
 - (b) To make amend and rescind such Rules as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company, including Rules as to Membership privileges and regulating the conduct of meetings of the Board and the Company;
 - (c) To enforce the observance of Rules ;
 - (d) To appoint any delegate or delegates to represent the Company for any purpose with such powers as the Board may think fit and to vary or revoke such powers at any time;
 - (e) To engage, appoint, hire, control, remove, discharge, suspend and dismiss such persons contractors and employees of a permanent temporary or special nature as it may from time to time think fit and to determine the duties, salary and other conditions of employment or engagement of such persons;
 - (f) To pay the expenses of managing and promoting the Company;
 - (g) To determine who shall sign cheques and other negotiable documents on behalf of the Company;
 - (h) To purchase or otherwise acquire for the Company any real or personal property rights at such price and upon such terms and conditions as it shall think fit;

- (i) To sell, lease, exchange or otherwise dispose of any real or personal property rights or privileges of the Company at such price and on such terms and conditions as the Board thinks fit;
- (j) To invest and deal with any of the moneys of the Company not immediately required for the purposes of the Company provided that such moneys shall be invested only in such forms of investment as are permitted by law for the investment of trust funds;
- (k) To borrow or secure the payment of any sum or sums of money for the purpose of the Company and to raise or secure payment of such money in any manner and upon any terms and conditions in all respects as they shall think fit;
- (l) To meet the expenses of any Director or other representative of the Company attending to any business or representation on behalf of the Board or the Company;
- (m) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and to refer any claims or demands by or against the Company to arbitration or mediation and to observe and perform the award or decisions made in regard thereto;
- (n) Subject to the Corporations Act, to pay premiums for an insurance policy in favour of any Director or Officer for any type of liability;
- (o) To perform such acts and things as may be necessary or desirable to carry out the objects and interests of the Company.

PROCEDURE AT MEETINGS OF THE BOARD

- 53. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors.
- 54. Every Director is entitled to attend and vote at every Board meeting but no other person shall attend or be heard except at the invitation of the Chairman or by resolution of the Board.
- 55. A quorum shall be four (4) Directors.
- 56. No business shall be transacted at any meeting of the Board unless a quorum of Directors is present at the time of the commencement of the meeting.
- 57. If a quorum is not present at the time fixed for the holding of a meeting of the Board, the meeting shall stand adjourned until the same time and day of the following week.
- 58. The Chairman shall preside at every meeting of the Board or, if he is not present within fifteen (15) minutes of the time appointed for the holding of the meeting or, if he is unable or unwilling

to act as Chairman, the Directors present shall elect one of their number to be Chairman of the meeting.

59. A resolution put to the vote at a meeting of the Board shall be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) is demanded
- (a) by the Chairman; or
 - (b) by at least two (2) Directors present at the meeting.
60. A resolution in writing signed by all the Directors shall be valid as if it had 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 Directors.
61. All acts done at any meeting of the Board or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in his appointment or that he was disqualified from being a Director, be as valid as if such person had been validly appointed and qualified to be a Director.

GENERAL MEETINGS

62. The Annual General Meeting shall be held at least once in every calendar year but not more than five (5) months after the end of the financial year. Unless otherwise resolved by the Board, the Annual General Meeting shall be held in the month of November following the end of the financial year.
63. An Extraordinary General Meeting may be called at any time by the Board and shall be convened by the Board:
- (a) if requested in writing by the Chairman; or
 - (b) if requested in writing by at least five percent (5%) of the total number of Members eligible to attend and vote at General Meetings of the Company; or
 - (c) as otherwise required by law.

NOTICE OF GENERAL MEETINGS

64. Notice of every General Meeting shall be given to each Voting Member entitled to attend and to the auditor of the Company.
65. A notice may be given by the Company to any Member either personally or by sending it by prepaid post to him, to the last known address supplied by him to the Company; by sending it by facsimile transmission to a facsimile number nominated by the Member; or by sending it via electronic mail to an address nominated by the Member for the purpose of serving notices upon the Member. A notice sent by post shall be deemed to have been effected three business (3) days

after it is posted and a notice forwarded by facsimile transmission or electronic mail shall be deemed to have been effected on the next business day.

66. At least twenty one (21) days notice shall be given to every Voting Member of the holding of any General Meeting.

67. Every notice convening a General Meeting of the Company shall set out:

- (a) the place, date and time for the meeting;
- (b) the general nature of the business of the meeting;
- (c) if a special resolution is to be proposed at the meeting, an intention to propose the special resolution and state the resolution.

68. The accidental omission to give notice of a General Meeting of the Company to any Member or the non-receipt of such a notice by any Members shall not invalidate the General Meeting or any of the business transacted at that meeting.

PROCEDURE AT GENERAL MEETINGS

69. The business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the previous Annual General Meeting;
- (b) to receive and consider the Annual Report of the Company;
- (c) to receive and consider the Financial Report, the Directors' Report and the Audit Report;
- (d) to elect the Directors;
- (e) to appoint an auditor or auditors as required by the Corporations Act ;
- (f) to deal with any business of which due and lawful notice has been given.

70. No business shall be transacted at a General Meeting unless it is specified in the notice calling the meeting or is otherwise permitted to be dealt with by law.

71. A quorum at a General Meeting shall be:

- (a) twenty five (25) Voting Members in the case of an Annual General Meeting;
- (b) twenty five (25) Voting Members in the case of an Extraordinary General Meeting convened by the Board as a result of a requisition pursuant to Clause 63;
- (c) twenty five (25) Voting Members in the case of any other Extraordinary General Meeting convened by the Board;
- (d) twenty five (25) Voting Members in the case of any Extraordinary General Meeting convened pursuant to an order of the Court.

72. No business shall be transacted at a General Meeting unless a quorum of Members is present at the commencement of the meeting.

73. If a quorum is not present at the time fixed for the holding of a General Meeting, the meeting shall be dissolved, if it was convened on or by the requisition of Members and, if convened by the Chairman or by the Board or by order of the Court, the meeting shall stand adjourned until the same time on the same day of the next week which is not a public holiday at the registered office of the Company and, if a quorum is not present at the adjourned meeting within thirty minutes of the time fixed for the holding of the meeting, the Members present shall constitute a quorum.
74. The Chairman shall preside at every General Meeting or, if he is not present within fifteen (15) minutes of the time appointed for the holding of the General Meeting or if he is unable or unwilling to act as chairman, the Directors present shall elect one of their number to be Chairman of the General Meeting.
75. No person other than a Member shall be entitled to attend or speak at a General Meeting without the leave of the Chairman of the meeting.
76. The Chairman of the meeting may, with the consent of the Voting Members present at a General Meeting at which a quorum is present, adjourn the meeting to a date, time and place agreed to by the Voting Members present, 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.
77. When a meeting is adjourned for thirty (30) days or more, a fresh notice of meeting shall be given in the manner specified in this Constitution.

VOTING AT GENERAL MEETINGS

78. A resolution put to the vote of a General Meeting shall be decided on a show of hands unless a poll (before or on the declaration of the result of the show of hands) is demanded:
- (a) by the Chairman; or
 - (b) by at least five (5) Voting Members present and entitled to vote at the meeting.
79. Unless a poll is demanded, the Chairman shall declare that a resolution has been:
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost;
- on the show of hands.
80. If a poll is duly demanded at the meeting, the manner in which the poll is to be taken and the time at which it is to be taken shall be determined by the Chairman and the result of the poll shall

be the resolution of the meeting at which the poll is demanded but a poll demanded on the election of the Chairman or on a question of adjournment shall be taken at once.

- 81. A declaration of the Chairman shall be conclusive evidence of the result of the vote to which it refers, without proof of the number or proportion of the votes recorded in favour of or against the resolution, unless a poll is demanded. A demand for a poll may be withdrawn.
- 82. The Chairman shall not have a casting or second vote if there is an equality of votes on a show of hands or on a poll. If there is an equality of votes on a show of hands or on a poll then the resolution concerned is lost.
- 83. Any member may request that a vote of no confidence in the Chairman and/or Board of Directors be held at a General Meeting. Notice of the resolution and sufficient details of the claim are to be supplied in accordance with the provisions outlined for notification of lawful business in Clause 70.
- 84. In the case of any dispute as to the admission or rejection of a vote, the Chairman of the meeting shall determine the dispute and such determination made in good faith shall be final.

PROXIES

- 85. Each Voting Member is entitled to appoint another Voting Member as proxy to attend and vote at any General Meeting by notice given to the Secretary not later than twenty four hours before the time of the meeting in respect of which the proxy is appointed.
- 86. The notice of appointment of a proxy shall be in the following form:

<u>NEW SOUTH WALES RAIL TRANSPORT MUSEUM (ACN 000 570 463)</u>		
<u>NOTICE OF APPOINTMENT OF A PROXY</u>		
I	of	
being a Voting Member of the Company	appoint	of
or failing him	of	
as my proxy to vote for me on my behalf at the Annual/ Extraordinary General Meeting of the Company to be held on		
	200	and at any adjourned meeting.
Signed this	day of	200
Voting Instructions:		

Proposed Resolution:

In favour of **OR** against *Strike out whichever is not desired*

Unless otherwise instructed herein my proxy may vote as he thinks fit

MINUTES OF MEETINGS

87. The Board shall cause Minutes to be kept by the Secretary or his delegate of:

- (a) all appointments of Directors and other Officers made by the Company or by the Board;
- (b) the names of the Directors present and voting at each meeting of the Board;
- (c) the number of Voting Members present at General Meetings of the Company;
- (d) the number of Voting Members registering a vote on each resolution presented; and
- (e) all resolutions and proceedings of all meetings of the Company or of the Board.

88. The minutes shall comply with the Charitable Fundraising Act 1991.

REGISTER OF MEMBERS

89. The Company shall keep a Register of Members in which at least the following information shall be entered with regard to each Member:

- (a) full name and current address
- (b) date of admission as a Member
- (c) class of Member
- (d) the date of admission as a Life Member
- (e) the dates and particulars of any other changes which are required by this Constitution to be entered in the register
- (f) the amount and date of the last payment of annual subscription
- (g) the date upon which he ceased to be a Member
- (h) any other information as determined by the Board.

90. Every Member shall notify the Secretary in writing of any change in his name or address. The last address given in writing by a Member to the Secretary shall be deemed to be the registered address of the Member for the purpose of the issue of notices.

SEAL

91. The Company may execute a document under seal or without using a seal. A document may be executed under seal if the fixing of the seal is witnessed by two (2) Directors or a Director and the Secretary. A document may be executed without using a seal if the document is signed by two (2) Directors or a Director and the Secretary. The Company may execute a document as a deed if the document is expressed to be executed as a deed and it is executed in accordance with this Clause. The seal must not be used without the prior express authority of the Board.

PATRON

92. The Board may appoint a Patron or Patrons of the Company who shall hold their positions for as long as the Board shall determine. A Patron need not be a Member and is not qualified to be a Director.

SECRETARY

93. The Board shall appoint a Secretary upon such terms and conditions as the Board determines, including but not limited to the period of such appointment and the remuneration, if any, to be paid in respect of such appointment.

94. Any Secretary so appointed may be removed by the Board.

TREASURER

95. The Board may appoint a Treasurer upon such terms and conditions as the Board determines, including but not limited to the period of such appointment and the remuneration, if any, to be paid in respect of such appointment.

96. Any Treasurer so appointed may be removed by the Board.

97. It is the duty of the Treasurer of the company or his delegate to ensure -

- (a) that all money due to the company is collected and received and that all payments authorized by the company are made:
- (b) that true and fair books and accounts are kept showing the financial affairs of the company, including full details of all receipts and expenditure connected with the activities of the company.

FINANCIAL STATEMENTS

98. The Board shall cause a Financial Report, Directors' Report and Audit Report to be prepared for each Financial Year and laid before each Annual General Meeting as required by law.

99. A copy of the Financial Report, Directors' Report and Audit Report shall be made available to Members at least twenty one (21) days prior to the date of the Annual General Meeting. Unless a Member specifies that he wishes to receive the Reports as a hard copy, by post, the Reports will be made available in electronic form and/or by electronic means. Members may elect to receive a hard copy of the Reports by post, on application to the Membership Officer.

INSPECTION OF FINANCIAL RECORDS

100. The financial records of the Company shall be kept at the registered office of the Company and shall be open for inspection by the Directors, and free of charge, by a Member of the Company at any reasonable hour.

APPLICATION OF FUNDS

101. The income and property of the Company shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members provided that nothing shall prevent the payment in good faith of any of the following:

- (a) reasonable and proper remuneration to any Member in return for any services actually rendered to the Company;
- (b) payment of out-of-pocket expenses to a Member which have been incurred in the course of carrying out duties or responsibilities in relation to the Company;
- (c) payment to a Member of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdraft accounts on money lent to the Company; and
- (d) payment to a Member of reasonable rent for premises leased to the Company.

LIABILITY OF MEMBERS ON WINDING UP

102. The liability of the Members is limited.

103. Every Member undertakes to contribute to the assets of the Company in the event of the same being wound up while he is a Member or within one (1) year after he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before he ceased to be a Member, and of 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 twenty dollars (\$20.00).

104. If upon the winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some other institution or institutions having objects similar to this Company and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Company by virtue of Clause 103, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution or failing such determination by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court as may have or acquire jurisdiction in the matter and if in so far as effect cannot be given to this provision then to some charitable object.

105. If the Company's General Restoration Fund or any other Gift Fund operated by the Company is wound up, or if the endorsement of the Company as a deductible gift recipient is revoked, any surplus assets remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

INDEMNITY

106. The Company indemnifies every person who is or has been an Officer of the Company against the following:

- (a) any liability for costs and expenses incurred by the Officer in his capacity as an officer of the Company, except for legal costs incurred in defending an action for a liability incurred as an Officer if the costs are incurred:
 - (i) in defending or resisting proceedings in which the Officer is found to have a liability for which he could not otherwise be indemnified; or
 - (ii) in defending or resisting criminal proceedings in which the officer is found guilty; or
 - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
 - (iv) in connection with proceedings for relief to the Officer under the Corporations Act in which the Court denies the relief;
- (b) any liability (other than a liability for legal costs) incurred by the officer in his capacity as an Officer of the Company to a person other than the Company or a Related Body Corporate, and other than a liability for a pecuniary penalty order under Section 1317G of the Corporations Act or a compensation order under Section

1317H of the Corporations Act, unless the liability arises out of conduct by the Officer involving a lack of good faith.

107. Clause 106 (a) (iii) does not apply to costs incurred in responding to actions taken by the Commission or a liquidator as part of an investigation before commencing proceedings for the Court order.

REPLACEABLE RULES AND CONSTITUTION

108. The Replaceable Rules are displaced by this Constitution to the extent that they are inconsistent and to that extent do not apply to the Company.

TRANSITIONAL PROVISIONS

109. The following transitional provisions shall apply:

- (a) All Members at the date of adoption of this Constitution shall continue as members on the same basis as far as is possible and where the adoption of this Constitution necessitates a change in the kind of Membership or the rights and privileges of the Membership of any Member such change shall not disadvantage the Member and subject thereto the Board shall in its discretion determine any matter consequential upon such change;
- (b) Each Director who holds office at the date of adoption of this Constitution shall continue in office as if he or she had been elected or appointed under this Constitution;
- (c) Where any date or period of time is to be fixed or reckoned under this Constitution the same shall be done by reference to the dates which would otherwise have been relevant for the particular purpose under the former Articles of Association;
- (d) Any dispute or matter arising in respect of the interpretation or application of this Constitution on the transition from the former Articles of Association shall be determined with the objective of maintaining continuity in all aspects of the Membership, Board, operations and business of the Company and subject thereto the Board shall in its discretion determine any matter consequential upon such change.