

VAN DIEMEN LIGHT RAILWAY SOCIETY INCORPORATED

CONSTITUTION

29 SEPTEMBER 2023

1. NAME

The name of the Association shall be THE VAN DIEMEN LIGHT RAILWAY SOCIETY INCORPORATED, in these Rules called THE ASSOCIATION.

2. INTERPRETATION

a) In these Rules, unless the contrary intention appears:

BOARD means the BOARD OF MANAGEMENT of the Association.

GENERAL MEETING means a meeting of members convened in accordance with rule 13.

ORDINARY BOARD PERSON/s means an Officer of the Association, that is, any Board member.

b) In these rules, expressions referring to writing shall, unless the contrary intention appears, be construed as including references to emails, printing, lithography, photography and other modes of representing or reproducing words in visible form.

c) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1931* and the Act as in force on the date on which these Rules are adopted by the Association.

3. OFFICE

The office of the Association shall be at Don River Railway, Forth Main Road, Don in Tasmania.

4. OBJECTIVES

The objectives and purposes of the Association are:

- 1) a) Establish and operate railways and tramways of various gauges for the operation of motive power, both steam-powered and otherwise, and of rolling stock of historical interest or is deemed to be necessary for practical purposes.
b) Operate allied vehicles and equipment which are deemed necessary by the Society for the maintenance of said railways and/or tramways or are to be used in conjunction with the said railways and/or tramways.
c) Display publicly vehicles and equipment of historical or public interest either in stationary or movable form.
d) Purchase, lease, loan or acquire any rail, tram or road vehicle for operation or public display.
e) Purchase, lease, loan or acquire materials and equipment for the operation of the Association's railways, tramways and allied operations.
f) Purchase, lease, loan or acquire and erect and maintain buildings or other structures to be used in conjunction with the Association's operations.
g) Purchase, lease or acquire land for the Association's operations.
- 2) a) Operate the Association's railway, tramways, vehicles and equipment as a public amusement and conveyance, and as a tourist attraction.
b) Levy a charge on persons travelling in or on the Association's vehicles, the said persons not being members of the Association or travelling at the invitation of the Association.
c) Operate the Association's activities in a manner which does not permit any member of the Association to profit in any way, either financially or materially.

- d) Operate the Association's activities so that any profit from the said activities is either:
 - i. Returned to the Association for the maintenance or expansion of the Association's assets, or
 - ii. Banked in the Association's official bank account, or
 - iii. Invested in some interest approved by the Association as a whole.
- 3) Acquire funds by an annual membership fee, approved loans from government and/or private bodies and/or private individuals, gifts or donations, grants from government and or private bodies, and the sale of the Association's assets as approved by the Association, or by any means deemed fit by the Association, and that no member shall profit personally or have an interest in any means by which these funds are raised.
- 4) To operate the Association's railways or tramways on occasions specified by the Board where any profit after the day's operating expenses have been deducted, be donated to a charitable organisation specified by the Board to be the recipient for that day.
- 5) a) The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objectives or purposes of the Association;
- b) The buying, selling and supplying of, and dealing in, goods of all kinds;
- c) The construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- d) The accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- e) The taking of such steps from time to time as the Board or the members in general meeting may deem expedient, for the purpose of procuring contributions to the funds of the Association, whether by means of donation, subscription or otherwise;
- f) The printing and publishing of such newspapers, periodicals, books, leaflets or other documents as the Board or the members in general meeting may think desirable for the promotion of the objectives and purposes of the Association;
- g) The borrowing and raising of money in such manner and on such terms as the Board thinks fit or as may be approved or directed by resolution passed at a general meeting.
- h) Subject to the provisions of the *Trustee Act 1898*, the investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the Board may from time to time determine;
- i) The making of gifts, subscriptions or donations to any of the funds, authorities or institutions to which paragraph (a) or sub-section (1) of 78 of the *Income Tax and Social Services Contribution Assessment Act 1936- 1964* of the Commonwealth relates;
- j) The establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servants of the Association and their dependents, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependents and the making of payments towards insurance in relation to any of these purposes;
- k) The establishment and support or aiding in the establishment or support of any other association formed for any of the basic objectives of the Association;
- l) The purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities and engagements of any association with which the Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and
- m) The doing of all such other lawful things as are incidental or conducive to the attainment of the basic objectives of the Association or of any of the objectives and purposes specified in the foregoing provisions of this sub-rule.

5. MEMBERSHIP

- 1) A person who is approved for membership as provided in these rules is eligible to be a member of the Association on payment of the annual subscription, prescribed in or fixed under these rules.
- 2) An application by a person for membership of the Association shall be lodged with the Public Officer or Membership Officer of the Association.
- 3) As soon as practicable after the receipt of an application, the Public Officer or Membership Officer shall refer the application to the Board.
- 4) Upon an application being approved by the Board, the Public Officer or Membership Officer shall, with as little delay as possible, notify the nominee in writing that he/she has been approved for membership of the Association and upon receipt of the sum payable by or on behalf of the applicant as his/her first year's subscription, shall enter the applicant's name in a register of members to be kept by the Public Officer or Membership Officer, whereupon the applicant becomes a member of the Association.
- 5) The annual subscription of a member is due and payable on or before the first day of the financial year of the Association.
- 6) The financial year of the Association is the period beginning on 1st day of July in each year and ending on the 30th day of June next following.
- 7) The amount of the subscriptions shall be a sum recommended by the Board and confirmed by the members by special resolution.
- 8) An individual shall be deemed to no longer be a member if the annual subscription remains unpaid for a period greater than two months after the first day of the financial year of the Association. An individual who forfeits his/her membership in this manner is required to submit a new application for membership to the Board. Upon that application being approved by the Board:
 - a) The Public Officer or Membership Officer shall, in the usual manner, notify the applicant in writing that he/she has been approved for membership of the Association and that he/she shall forward the annual subscription within 7 days.
 - b) Upon receipt of the annual subscription, the applicant's name shall be entered to the register of members kept by the Public Officer or Membership Officer.
- 9) Four categories of membership of the Association are recognised:
 - a) **MEMBERSHIP.** An individual pays the annual subscription.
 - b) **VOLUNTEER MEMBERSHIP.** An individual initially pays the annual subscription. On renewal of membership, and at the discretion of the General Manager, an individual pays a reduced annual subscription, in recognition of a minimum of twenty volunteer days undertaken in the previous financial year.
 - c) **HONORARY LIFE MEMBERSHIP.** Bestowed upon an individual by the Association, in recognition of service to the Association.
 - d) **LIFE MEMBERSHIP.** An individual has, **in the past**, purchased life membership.
- 10) A member of the Association may, at any time, resign from the Association by delivering or sending by email/post to the Public Officer, a written notice of resignation.
- 11) Upon receipt of a notice under sub-rule (5) of this rule, the Public Officer shall remove the name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.
- 12) A right, privilege or obligation of a person by virtue of his membership of the Association:
 - a) Is not capable of being transferred or transmitted to another person; and

- b) Terminates on the cessation of the membership, whether by death, resignation or otherwise.

13) In the event of the Association being wound up:

- a) Every member of the Association; and
- b) Every person who, within the period of twelve months immediately preceding the commencement of the winding up, was a member of the Association, is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association: and for the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributories among themselves, such sum, not exceeding a sum equal to the annual subscription then in force as may be required. A former member is not liable to so contribute in respect of any debt or liability of the Association contracted after he/she ceases to be a member.

FINANCE

6.

- 1) Subject to rule 36, the income and property of the Association, however derived, shall be applied solely towards the promotion of the objectives and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus or otherwise, to any member of the Association.
- 2) If, upon dissolution of the Association, there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which is a fund, authority or institution approved by the Commissioner of Tax as a fund, authority or institution referred to in paragraph 78 (1) (a) of the Income Tax Assessment Act 1936.
- 3) The Board may make payment in good faith to a servant or member of the Association of:
 - a) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;
 - b) Interest at current market rate on moneys lent to the Association by the servant or member; or
 - c) A reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

7.

- 1) True accounts shall be kept:
 - a) Of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - b) Of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.
- 2) The Treasurer of the Association shall faithfully keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the Board may direct.
- 3) The accounts, books and records referred to in sub-rule (1) and (2) of this rule shall be kept at the Association's office or at such other place as the Board may decide.

8.

- 1) The Treasurer or General Manager of the Association shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts therefore.
- 2) The Board shall cause to be opened with such bank as the Board selects, bank accounts in the name of the Association into which all moneys received shall be paid by the Treasurer or General Manager as soon as possible after receipt thereof.
- 3) The Board may receive from the Association's bank or bankers for the time being, the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.
- 4) No cheques or electronic transfers shall be drawn on the Association's bank accounts except for the payment of expenditure that has been authorised by the Board.
- 5) All cheques, electronic drafts, bills of exchange, promissory notes and other negotiable instruments shall be issued by the Treasurer or General Manager and countersigned by a least one other of the three nominated signatories on the account, with the exception of the Debit Card account, where only one signature is required, with limits being set in place by the Treasurer.

9.

- 1) At each annual general meeting of the Association, the members present shall appoint a person as the auditor of the Association.
- 2) A person so appointed shall hold office until the annual general meeting next after that at which he/she is appointed and is eligible for re-appointment.
- 3) The first auditor of the Association may be appointed by the Board before the first annual general meeting and, if so appointed, shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case, the members at that meeting may appoint an auditor to act until the first annual general meeting.
- 4) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor of the Association for the then current financial year of the Association.
- 5) Except as provided in sub-rule (8) of the rule, the auditor may only be removed from office by special resolution.
- 6) If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the Board may appoint a person as the auditor and the person so appointed shall hold office until the next succeeding annual general meeting.

10.

- 1) Once at least in each financial year of the Association, the accounts of the Association shall be examined by the auditor.
- 2) The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the Annual General Meeting.
- 3) In the report, and in certifying to the accounts, the Auditor is to state:
 - a) Whether he/she has obtained information required by him/her.
 - b) Whether, in his/her opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his or

her disposal and the explanations given to him/her and as shown by the books of the Association; and

- c) Whether the rules relating to the administration of the funds of the Association have been observed.

4) The Treasurer of the Association and the General Manager shall cause to be delivered to the Auditor a list of all the accounts, books, and records of the Association.

5) The Auditor:

- a) Has a right of access to the accounts, books, records, vouchers and documents of the Association.
- b) May require from the servants of the Association such information and explanations as may be necessary for the performance of his/her duties as auditor.
- c) May employ persons to assist him/her in investigating the accounts of the Association; and
- d) May in relation to the accounts of the Association, examine any member of the committee or any servant of the Association.

MEETINGS

11.1) The Association shall, in each year, hold an annual general meeting.

- 2) The annual general meeting shall be held on such day (being not later than six months after the close of the financial year of the Association) as the Board may determine.
- 3) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- 4) The annual general meeting shall be specified as such in the notice convening it.
- 5) The ordinary business of the annual general meeting shall be:
 - a) To confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting.
 - b) To receive from the Board, auditor and servants of the Association reports upon the transactions of the Association during the last preceding financial year.
 - c) To elect officers of the Association as stated in Rule 22 (1);
 - d) To appoint the auditor and determine his remuneration.
- 6) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- 7) All general meetings other than the annual general meeting shall be called Special General Meetings.

12.1) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

- 2) The Board shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Association.
- 3) A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitioners and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitioners.
- 4) If the Board does not cause a Special General Meeting to be held within twenty-one days from the date on which a requisition therefore is deposited at the office of the Association, the requisitioners,

or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.

- 5) A Special General Meeting convened by requisitioners in pursuance of these Rules shall be convened in the same manner, as nearly as possible, as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring them.

13. The Public Officer of the Association shall, at least twenty one days before the date fixed for holding a general meeting of the Association, cause to be forwarded by Australia Post or by electronic means to the last known postal or electronic address of each member of the Association, a notice specifying the place, day and time for the holding of the meeting and the nature of the business to be transacted thereat.

14.1) All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.

- 2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 3) Seven members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.
- 4) If within one hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved; and in any other case, it shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place, and if at the adjourned meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

15.1) The president, or in his or her absence, the Vice-President, shall preside as Chair at every general meeting of the Association.

- 2) If the President and Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chair thereat.

16.1) The Chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 2) Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.
- 3) Except as provided in the foregoing provisions of the rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

17. A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the result of the show of hands, a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried, or carried unanimously, or carried

by a particular majority, or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18.1) Upon any question arising at a general meeting of the Association a member has one vote only.

- 2) All votes shall be given personally.
- 3) In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

19. If at a meeting a poll on any question is demanded, it shall be taken at that meeting in such manner as the Chair may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

20. A poll that is demanded on the election of a Chair, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.

BOARD

21.1) The affairs of the Association are to be managed by a Board of management constituted as provided in rule 23.

- 2) The Board:
 - a) Shall control and manage the business and affairs of the Association.
 - b) Shall appoint the General Manager as a non-executive member of the Board.
 - c) May, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meetings of members of the Association; and
 - d) Subject to the ACT and these rules, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

22.1) The officers of the Association shall be:

- a) A President.
- b) A Vice-President.
- c) A Treasurer.
- d) A Secretary.
- e) Five Councilors.

- 2) The provisions of sub-rules (2), (3) and (4) of Rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the officers mentioned in sub-rule (1) of this rule.
- 3) Each officer of the Association shall hold office until the second annual general meeting next after the date of his or her election and is eligible for re-election.
- 4) In the event of a casual vacancy in any office referred to in sub-rule (1) of this rule, the Board may appoint any member to the vacant office, and the member so appointed may continue in office up

to and including the conclusion of the annual general meeting next following the date of his/her appointment.

- 5) The Board shall appoint a Public Officer as required by section 14 of the Associations Incorporation Act 1964, provided that the Public Officer, when appointed, shall be a member of the Board. In the event of no member of the committee being willing to accept appointment to the position of public officer when a vacancy arises in that office, the committee shall appoint some other person to be the Public Officer.

23. The Board of the Association shall consist of the officers referred to in Rule 22 hereof.

24.

- 1) Nominations of candidates for election as officers of the Association:
 - a) Shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - b) Shall be delivered to the Public Officer of the Association at least ten days before the date fixed for the holding of the annual general meeting.
- 2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are deemed to be elected.
- 4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 5) The ballot for the election of officers shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

25. For the purpose of these rules, the office of an officer of the Association becomes vacant if the officer:

- a) Dies;
- b) Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors, or makes any assignment of his/her estate for their benefit;
- c) Becomes of unsound mind;
- d) Resigns his/her office by writing under his/her hand addressed to the Board;
- e) Ceases to be resident in the State;
- f) Fails, without leave granted by the Board, to attend three consecutive meetings of the Board;
- g) Ceases to be a member of the Association; **or**
- h) Fails to pay all arrears of subscription due by him/her, within fourteen days after he/she has received a notice in writing signed by the Public Officer stating that he/she has ceased to be a financial member of the Association.

26.1)

- 1) The Board shall meet at least once in each month at such place and at such time as the Board may determine.
- 2) Special meetings of the Board may be convened by the President or any three of its members.
- 3) Notice shall be given to members of the Board of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.

- 4) Any five of the Board members constitute a quorum for the transaction of the business of a meeting of the Board.
- 5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such place and on such day and at such time as may be specified by the Chair (who shall give reasonable notice thereof to the other officers) unless the meeting was a special meeting, in which case it lapses.
- 6) At meetings of the Board, the President, or in his/her absence, such one of the remaining members of the Board as may be chosen by the members present, shall preside.
- 7) Questions arising at meetings of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 8) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote, and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 9) Written notice of each Board meeting shall be served on each member of the Board by electronic means at least five working days prior to the meeting.

27.1) A member of the Board who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his/her interest at the first meeting of the Board at which the contract or arrangement is first taken into consideration, if his interest then exists or, in any other case, at the first meeting of the Board after the acquisition of the interest.

- 2) If a member of the Board becomes interested in a contract or arrangement after it is made or entered into, he/she shall disclose his/her interest at the first meeting of the Board after he/she becomes so interested.
- 3) No member of the Board shall vote as a member of the Board in respect of any contract or arrangement in which he/she is interested and if he/she does so vote, his/her vote shall not be counted.

28.1) The Board may at any time appoint a sub-committee of the Association as it may think fit and shall prescribe the powers and functions thereof.

- 2) The Board may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.
- 3) Three appointed members of a sub-committee or all the members thereof (whichever is the lesser) constitute a quorum at a meeting of the sub-committee.
- 4) The President of the Association is responsible for calling meetings of a sub-committee.
- 5) Written notice of each sub-committee meeting shall be served on each member of the sub-committee by sending a notice of meeting by email. Additionally, the Minutes of said previous sub-committee meeting are to be emailed to the Board for presentation at the next Board meeting.

THE DON RIVER RAILWAY ADVISORY GROUP

29.1) The role of the Advisory Group for the Van Diemen Light Railway Society Inc. shall be to advise and assist the President with any issues they may see forthcoming.

2) Members of the Advisory Group shall:

- a) Be nominated by the President to join the Advisory Group.
- b) Nomination of Advisory Group Member to be ratified by the Board.
- c) Membership of the Advisory Group shall be at the discretion of the President.
- d) The General Manager may attend meetings as a non-executive member.
- e) Opportunity to attend Board Meetings and Financial committee meetings as an observer. This allows members to speak to agenda items, but not to vote.
- f) Be part of the selection process for General Manager's position as required.
- g) Advisory Group members may be seconded to fill a vacant position on the Board until the next Annual General Meeting, where they can stand for election if they so desire.
- h) On election to the Board, an Advisory Group member is permitted to remain as a member of the Advisory Group.

NOTICES

30. A notice may be served by or on behalf of the Association upon any member, either personally or by email to the member at his/her last known email address.

VAN DIEMEN LIGHT RAILWAY MUSEUM FUND

31 There shall be a fund known as the "Van Diemen Light Railway Museum Fund" (hereinafter called "The Museum Fund").

32 The management and control of the Museum Fund shall be vested in the Officers of the Association for the time being.

33. The Museum Fund shall receive all such donations as may be made to it by members of the Association or otherwise, which shall be banked in a separate account styled the 'Van Diemen Light Railway Museum Fund Account'.

34 The provisions of Rules 7 to 10 (inclusive) of these rules shall apply to the Fund.

30. Any profit derived from the railway operations of the Association will be paid into the account referred to in rule 34 hereof, provided that the committee may determine that the profits arising from such operations on any specified day be donated to some other charitable institution.

35. All moneys received by the Museum Fund shall be used exclusively for the construction, maintenance and acquisition of exhibits for the railway and steam museum conducted by the Association.

EXPULSION

36.1) Subject to this rule, the Board may expel a member from the Association if, in the opinion of the Board, the member has been guilty of conduct detrimental to the interests of the Association.

2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect:

- a) Until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule; or
- b) If the member exercises his/her right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal, whichever is the later date.

3) Where the Board expels a member from the Association, the Public Officer of the Association shall, without undue delay, cause to be served on the member a notice in writing:

- a) Stating that the Board has expelled the member.
- b) Specifying the grounds for the expulsion; and
- c) Informing the member that if he/she so desires, he/she may, within fourteen days after the service of the notice on him/her, appeal against the expulsion as provided in this rule.

4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the Public Officer of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his/her appeal.

5) Upon receipt of a requisition under sub-rule (3) of this rule, the Public Officer shall forthwith notify the Board of its receipt and the Board shall thereupon cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the public officer.

6) At a Special General Meeting convened for the purpose of this rule:

- a) No business other than the question of the expulsion shall be transacted.
- b) The Board may place before the meeting, details of the grounds of the expulsion and the Board's reasons for the expulsion.
- c) The expelled member is to be given an opportunity to be heard; and
- d) The members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

7) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his/her membership of the Association.

8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect and the expelled member ceases to be a member of the Association.

37 Upon the cessation of membership of any person, the Society reserves the right to notify any railway or other authority association, society or person that that person is no longer a member.

38.1) Subject to this rule, a dispute between a member of the Association in his/her capacity as a member and the Association shall be determined by arbitration in accordance with the provisions of the Arbitration Act 1892.

HONORARY LIFE MEMBERS

39.1) No person shall be appointed an Honorary Life Member of the Society except by a resolution passed by not less than a two-thirds majority of members present and voting at a general meeting following the submission to such a meeting of an appropriate recommendation from the Board.

2) Honorary Life Members shall be afforded all the privileges of membership but shall not be required to pay an annual subscription.

4) No person shall be appointed an Honorary Life Member at any time when to do so would have the effect of raising the number of Honorary Life Members above one twentieth part of the total membership of the Association for the time being.

4) Not more than two Honorary Life Members shall be appointed in any one year.

SEAL

40.1) The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word 'SEAL'.

2) The seal of the Association is not to be affixed to any instrument except by the authority of the Board, and the affixing thereof shall be attested by the signatures either of two members of the Board or of one person of the Board and of the Public Officer of the Association or such other person as the Board may appoint for that purpose, and that attestation is sufficient for all purposes that the seal was affixed by authority of the committee.

3) The seal shall remain in the Don River Railway safe at Don.

End of Constitution dated 29 September 2023