

ACTION MODEL TRAIN CLUB INC

CONSTITUTION NOVEMBER 2014

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1. Name

The name of the Incorporated Association shall be ACTION MODEL TRAIN CLUB INC(Herein known as the Association or Club)

2. Objects

(a) The objects of the Association, a non profit organisation, shall to be to engender, promote and advance the hobby of Railway Modelling. To pursue the enjoyment and fellowship of researching, constructing and operating model railways both for members and all other interested persons in a Club environment.

(b) The assets and income of the Association shall be solely applied in the Purchase, Construction, Re-fitting and Maintenance of all things necessary to run and operate a Model Railway Club. No portion (any funds or assets as defined) shall be distributed directly or indirectly to any member (of the Club/Association) or non members except where genuine bone fide compensation for services are rendered on behalf of the Association (where Authorised by the Committee)

(c) To promote the Health and Safety of all members of the Club and ensure a safe healthy environment for all members to enjoy the Hobby of Model Trains (see Association's Health and Safety Policy)

3. POWERS

The Powers of the Association shall be as follows

- (a) To subscribe to become members of and co-operate with any other Association, Club or any other Organisation whether incorporated or not whose objects are the same or in part similar to those of the Association provided that the Association will not prescribe or render any support with its funds or assets any other Club, Association or Organisation which does not prohibit the disturbing of its income and property among its members to an extent at least as great as that imposed on the Association.
- (b) In the pursuit of the objects of the Association, to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid for the members of the Association or persons frequenting the Associations premises (except were Commonwealth and State Law allows or prohibits otherwise)
- (c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands buildings, easements or property real or personal and any rights or privileges which may be a requisite for the purpose of, or capable of being conveniently used in connection with any of the objects of the Association

Provided that the Association:-

1. Shall take or hold Property, and
2. Which may be subject to any trusts of the Association, and
3. Deal with the same in such a manner as is allowed by the laws (Commonwealth/State) having regard to such trusts

(d) To enter into any arrangements with any Government (Commonwealth/State) that are incidental or beneficial to the objects and in the exercise of the powers of the Association, to obtain from such Government or Authority any rights, privileges and possessions which the Association may think it fit to carry out exercise or comply with any arrangements, rights, privileges and concessions.

(e) To appoint, employ, remove or suspend such managers, clerks, secretaries and all other servants, workman and any other persons (Contractor) as may be necessary or convenient for the purpose of the Association according to the relevant laws of the Commonwealth and State

(f) To remunerate any manager, clerk, secretary, or any other servant, workman and any other person (Contractor) or body corporate for services rendered, or to be rendered and whether by way of brokerage or otherwise in planning or assisting to place or guaranteeing the placing of any un-secured notes, debentures or other securities of the Incorporated Association, or in or about the Incorporated Association or promotion of the Incorporated Association or in the furtherance of its objects. (Note: - Remuneration of wages for any employed Servants of the Association shall be by way of wages as prescribed by the relevant Industrial Instrument whether it be State or Commonwealth)

(g) To construct, improve, refit, maintain, develop, perform work, manage, carry out, alter or control any houses, buildings (structures) grounds, work or conveniences which may seem calculated directly or indirectly to advance the Associations interests, and to contribute to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof:

(h) To invest and deal with the monetary assets of the Association not immediately required in such a manner as may from time to time be thought fit;

(i) In the pursuit of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association. (Excepting where Statute Law specifies otherwise)

(J) Take any gift or property, whether subject to any special trust or not, for anyone or more objects of the Association.

(K) To take such steps by personal or written appeals (e.g. Grant Applications), public meetings or otherwise, as may from time to time be deemed necessary for the purposes of obtaining contributions to the funds of the Association (fund raising), in the form of donations, annual subscriptions (Fees)or otherwise as required by the Associations

(L) To print or publish any newspapers, periodicals, books, or leaflets, that the Association may think desirable for the promotion of its objects (Either in hard copy or electronically – e.g. Internet, Web Site)

(M) In pursuit of the Associations objects as stated. The Association has the option to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members .

(N) In pursuit of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate

(O) In pursuit of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more incorporated associations with which the Association is authorised to amalgamate

(P) To make donations for charitable or community purposes

(Q) To do all other things as are incidental to conductive to the attachment of the objects and the exercise of the powers of the Association

(R) To conduct exhibitions, workshops, seminars, and modelling competitions of model railways and related activities as frequently as and in whatever format and at whatever venue the Association may see fit

4. Classes of Members

(a) The Membership of the Association shall consist of the follow

- 1. Ordinary Members*
- 2. Family Members*

The number of Members of all classes shall be UNLIMITED

- 1. Ordinary member is an adult over 18 years of age with a known interest in model railways or wishing to learn and is entitled to vote at any association meeting.*

- 2. Family membership can comprise of two adults and two children (under 18 years of age.)*

Family Membership will only entitle the family to one vote at any Association meeting (such person voting must be 18 years of age) where a vote may be required unless the family choose to be ordinary members.

All applicants for membership must fill out the prescribed membership form and submit such form at the Club for consideration by the Associations Committee.

The application for membership of the Association shall be in hand writing and signed by the applicant and accompanied with the prescribed fee at the time of lodgement.

5. Property

The property of the Association shall be vested in the name of the Association e.g.

Action Model Train Club Inc

6. Membership Fees

(a) The membership fees for each class of membership shall be such sums as the members from time to time at any general meeting so determine (see attached schedule)

(b) The membership fees of the Association for each class of membership shall be payable (no Later) than the 30th June of each calendar year.

(c) Membership fees can be paid on a Half- yearly basis payment plan at the discretion of the Association Committee where such application is made.

(d) Renewal fees must be paid within seven (7) days of the due date. Failure to do so will result in the lodging of a new application of lapsed membership.

(e) Members can opt to pre-pay fees to ensure they remain financial each preceding 12months

7. Admission and Rejection of New Members

(a) All applicants for membership of the Association must reasonably demonstrate an interest in the following:-

- i. the operation and collection of model trains;*
- ii. landscape modelling;*
- iii. railway model building; or*
- iv. Other associated railway interest (history).*

(b) All such applicants shall complete an application form and lodge same accompanied by the prescribed membership fees. This application will also include the Class of Membership being applied for (as prescribed in the Association membership application form). The application form will not be accepted without the prescribed membership fee.

(c) Such application will lie upon the Association Committee's table for a period of no less than one month. At the next available Association meeting after the expiration of the month the application will be considered on its merits and be approved or rejected by way of a vote of the Committee.

(d)The application must be dealt within three (3) calendar months after the date of the application.

(e) The Management Committee on approving a new application for membership shall notify the applicant in writing by registered mail and provide information regarding the Associations current public liability insurance and the amount of insurance cover held by the Association.

(f) Upon rejection of an application for any class of membership, the Secretary shall write to the applicant and advise the applicant the reason for rejection.

7A. Appeal against Rejection of an Application for Membership.

(a) Any person whose application for membership has been declined, may, within 21 days of receiving their declined membership letter, lodge an appeal with the Association's Committee. This appeal letter must be forwarded to the Secretary by way of registered mail. The appeal letter must state all grounds of appeal. No further grounds will be accepted other than those contained in the appeal letter.

- (b) Upon receipt of a notification of intention to appeal against a declined membership , the Association's Secretary shall convene, within 28 days of receipt of the appeal letter, a meeting of the Association Committee to determine the applicant's appeal.
- (c) The applicant shall be notified in writing of the date of the appeal hearing and be given the appropriate opportunity to state his or her case for membership.

7B. Conduct of Appeal of Declined Application Membership

- (a) At the determined date the applicant can state his or her case for membership before a panel comprising the President, Vice President and one Ordinary Committee Member of the association. Full procedural fairness will be afforded to the applicant to state their case. Full disclosure of the reasons the membership was declined will be provided to the applicant at the hearing.

Possible Outcomes

1. The application for membership is accepted and the applied class of membership is offered; or
2. Probationary membership is offered – with a review by the Association's Committee six (6) months after the hearing to determine whether the application is accepted or declined; or
3. The application is rejected and the applicant can re-apply for membership of the association 12 months after the application for membership was rejected.

All decisions of the Association's Committee are binding, no further appeal will be accepted and no further correspondence will be entered into between the Committee and the applicant.

Should an applicant fail to appear at the set date of the hearing, it will be deemed that the applicant no longer wishes to join the Club and the matter will be closed.

- (b) Any applicant whose application is declined shall have their application fees fully refunded within 14 days of the date of the hearing.

7. ADMISSION or REJECTION OF NEW MEMBERS (ALTERNATIVE NEW PROVISION REPLACING THE ABOVE PROVISIONS)

- (a) Every person applying for membership of the Association shall pay an entrance fee and annual subscription or other fees as determined from time to time by the Management Committee in force and, if the membership application is approved, become an ordinary member of the Association and thenceforth pay such Annual Subscriptions and other fees and charges when due.

- (b) The admission of members shall be approved by the Committee of Management who may reject or defer any application for membership without assigning any reasons for such rejection or deferment. In the event of rejection the applicant shall be notified in writing and any fees, subscriptions or monies submitted with the application form shall immediately be refunded. No new application by a rejected applicant shall be considered by the Management Committee until the expiration of twelve (12) months after the date of the rejection of the application.*
- (c) On the approval of a member joining the Association, the Secretary shall give such new member a written notice advising they have been admitted to the Association by either delivering the letter personally, or forwarding or posting it to the member at the address provided by the member on their application form.*
- (d) The rights and privileges of membership shall not be transferable and shall cease with the cessation or termination of membership.*

8. Resignation, Termination or Suspension of Membership

- (a) Any Member may resign from the Association at any time by giving notice in writing to the Club Secretary. Such resignation shall take effect as at the date the resignation letter is received by the Club Secretary, unless a date is specified in the resignation letter. The pro-rata amount of fees will be refunded to the former member within 28 days of the resignation being accepted by the Association.
- (b) Grounds for automatic termination of membership of the Association are:
 - i. A member has been found guilty (convicted) by a Court of Competent Jurisdiction of having committed a criminal offence; or
- (c) If a member is accused of the following:-
 - i. Failure to comply or wantonly fails to comply with the rules and good conduct of the Association;
 - ii. Conducts himself/herself in a manner proven to be injurious or prejudicial to the good conduct and interests of the Association; or
 - iii. Has let his/her membership fees lapse into arrears for more than 30 days after the due date for renewal (note:- lapsed membership fees can be dealt with using a certain amount of discretion by the Executive Officers of the Club in examining any difficulties the Member concerned may be experiencing);

Then the Management Committee shall consider whether his/her membership of the Association should be suspended or terminated or have access to the club restricted.

However

- (d) If the President, or in the absence of the President, a person delegated by the Committee to act as a Complaints Officer(s) on behalf of the Association believes on reasonable grounds after an investigation where the full particulars of the offence

has been obtained by way of written and signed statements , that a member of any status has contravened the provisions of the Constitution shall be required to give to the Committee a Show Cause Notice as to why to why they should remain a members of the Association

- (e) If the President or another delegated Management Committee Member (Complaints Officer) after an investigation suspends a member pursuant to the provisions of Section 8 (c) i, ii or iii, the suspending officer shall immediately notify the Club President who shall provide the suspended member and the Committee of Management within fourteen (14) days full details in writing of the grounds and reasons for the suspension. Following receipt of the details in writing of the grounds and reasons for the suspension, a special meeting of the Committee of Management shall be convened within the abovementioned 14 day period to determine the facts of the matter and resolve the complaint or members conduct.
- (f) Should the Management Committee decide (as detailed in subsection 8 (c) I, ii, iii) to suspend or terminate a membership of the association , the member concerned shall be given the opportunity to present their case to the Management Committee by way of a show cause notice.
- (g) This shall be facilitated by giving the member within fourteen (14) days a notice in writing advising the date of the member's address to the Management Committee. This show cause notice shall be sent by registered mail and be issued under the hand of the Secretary of the Club.
- (h) In the show cause notice, the member shall be advised of the complaints/ alleged breaches of the clubs rules.
- (i) Ideally the Show Cause Notice should include the following details:-
 - i. The alleged breach of the rules
 - ii. The name of the complainant
 - iii. The date and time the alleged breach of the rules took place
 - iv. Where the alleged breach of the rules took place
 - v. A signed statement of facts from the complainant describing the particulars that took place at the time of the alleged breach of the rules
 - vi. Details of any witnesses and their attached signed statements
 - vii. The signed report of the complaints officer.
- (j) If a member of the Management Committee, any other person on the committee of the club or any other club member divulges a complainant's name after a decision has been made not to do so, that person's club membership will be instantly terminated.
- (k) Should the member notify the Committee with an early agreement of the facts. The Committee will then decide on the appropriate action to take.
- (l) If the member concerned disagrees with the findings of the investigation the member may appeal the decision.

Appeal against Termination, Suspension, Restriction or Down-Grading of Membership

- a. A financial member whose membership has been recommended to be terminated, suspended, restricted has 21 days after the receipt of the show cause notice to lodge an appeal. The member's response letter outlining the reasons for the appeal against the decision of the Management Committee will be sent to the Secretary of the Club by way of registered mail. Full reasons for the appeal must be contained in the response letter or the original decision of the Management Committee will stand. Further grounds of appeal will not be accepted at a later stage.
- b. Upon receipt of the member's intention to appeal against the decision of the Management Committee to terminate, suspend, restrict or down grade membership, the Club Secretary shall convene within twenty eight (28) days from the date the request for appeal is received a General Meeting to determine the appeal. At any such meeting the member concerned will be given the opportunity to show why the Management Committee's decision should be set aside.
- c. The President and/or the Club's Complaints Officer shall then present the results of the investigation and the reasons for the Management Committee decision to be upheld.
- d. Should the member not attend the appeal hearing, it will be deemed that member does not dispute the Management Committee's original decision and such decision will stand.
- e. The sequence of events for the appeal are:
 - i. Complaint made;
 - ii. Investigation carried out;
 - iii. Results of investigation made known to member and committee;
 - iv. Committee's decision;
 - v. Member accepts Committee's decision or Member Appeals Committee's decision;
 - vi. Appeal held – Committee's decision upheld or over turned by general membership;
 - vii. Member does not appear – Committee's original decision stands.

10. Register of Members

(Note: - All information held by the Action Model Train Club Inc is in accordance with the provisions of the Privacy Legislation and the Clubs Privacy Policy)

- a. The Management Committee must keep a Register of Members of the Association
- b. The Register must include the following particulars for each member:-
 - i. The full name of the member and next of kin;
 - ii. The postal or residential address of the member;
 - iii. The date of admission of the member;
 - iv. The date of the death, resignation or non renewal of membership; and

- v. Any other particulars the Management Committee of the members decides at a general meeting, e.g. trade, professional qualifications or particulars that may be of assistance to the club.
- c. The register must be open for inspection by financial (ordinary or committee) members of the association with a genuine reason for inspection at all reasonable times.
- d. A financial member must contact the association secretary to arrange an inspection of the register.
- e. However the Management Committee may, on the application of a financial member of the association to view the membership register, decline the application of the member, other than to provide the club's members full names from the register. This is to ensure the club members' right to privacy and to provide protection from unnecessary personal information disclosures and to provide protection from risk of harm.

11. PROHIBITION ON THE USE OF INFORMATION ON THE REGISTER OF MEMBERS

- a. Any member of the Association must not :-
 - i. Use the information obtained from the Register of Members of the Association to contact another Club Member of the Association for the purpose of advertising for political, religious, and charitable or any other commercial purpose.
 - ii. Disclose information obtained from the Register to a person, knowing that the information is likely to be used to contact, or send material to another member of the Association for the purpose of advertising for political, religious charitable or commercial purposes
- b. Should it be found that a member has wilfully breached the rules of this section the Provisions of Section 8 shall apply.

12. CLUB PATRON

- a. *There may be a Patron(s) of the Association who may be appointed annually at the Annual General Meeting*
- b. *A Patron shall have no voting rights in the conduct or administration of the Association.*

13. MANAGEMENT COMMITTEE

- a. *The Management Committee of the Association shall consist of the following Executive Members:-*
 - i. *President*
 - ii. *Vice President*

- iii. *Secretary*
- iv. *Treasurer*
- b. *All members of the Management Committee shall be financial members of the association and shall be elected by financial members of the association at a duly constituted General Meeting.*
- c. *At the Annual General meeting of the association, all members of the Management Committee shall vacate their positions and be eligible for nomination for re-election in accordance with the rules.*
- d. *Other members of the Management Committee shall consist of the following, but are not restricted too:-*
 - i. *Immediate Past President;*
 - ii. *Club co-ordinator/ Club Executive Officer (optional, appointed in the instance where the president/vice president might have full time employment); and*
 - iii. *Three (3) other ordinary (financial) members appointed by the president.*
- e. *The election of officers and other members of the Management Committee shall take place in the following manner:*
 - i. *Any two financial members shall be at liberty to nominate any other financial members to serve as an officer of the Management Committee*
 - ii. *The nomination which shall be in writing and be signed by the proposer and the seconder and shall include their member's numbers. The nomination shall be lodged with the secretary at least fourteen (14) days before the annual general meeting at which the election is to take place.*
- f. *A list of candidates names in alphabetical order, with the proposer's and seconder's names and member's numbers shall be posted in a conspicuous place in the office or usual place of meeting at the association club house for at least seven (7) days immediately preceding the annual general meeting.*
- g. *Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member shall be entitled to vote when present at the annual general meeting and shall be entitled to vote for the respective candidate in the vacancy for which they are standing.*
- h. *Should, at the commencement of such a meeting, there be an insufficient number of suitable financial candidates nominated , then nominations may be taken from the floor of the meeting.*
- i. *A Club member elected to a position on the Management Committee shall have the right to be elected to that position for two (2) subsequent terms only after which the member shall be required to stand aside from any nomination for that position for a period of no less than three (3) years. This sub clause shall not preclude a member from being nominated for a position and subsequently elected to a different position within the Management Committee. In the event that no nomination is made for a given position on the Management Committee and no nomination is offered from the financial membership prior to the elections at the annual general meeting, a past*

committee member of less than three (3) years service may nominate or may be nominated for a previously held position, provided there are no nominations from the floor of the Annual General Meeting.

- j. Any member of the Management Committee may resign from the membership of the Management Committee at any time by giving their resignation to the Association Secretary in writing. Such resignation shall take effect at the time the written resignation is received by the Association Secretary. If a later date is specified in the notice the resignation shall take effect from that date. Where the member has been removed from their position at a General Meeting of the Association, the member shall be given a full opportunity to present his or her case should they so choose (See Part 9)*

14. VACANCIES ON THE MANAGEMENT COMMITTEE

- a. The Management Committee shall have the power at any time to appoint any financial member of the association to fill any casual vacancy on the management committee until the next annual general meeting.*
- b. The continuing members of the Management Committee may act in any casual vacancy in the committee. But if and so long as their number is reduced below the number fixed by these rules as a necessary quorum of the committee, the President and Committee members may act for the purpose of increasing the numbers of committee members of the Management Committee to the required establishment by notifying the President to bring the matter before a General Meeting of the Association for that specific purpose.*

(Explanatory note:- Should a vacancy occur on the Committee for an Executive Position an election shall be called for that position at the next general meeting of the Association to fill the vacancy. Any assistant officer in the respective vacant position shall act in that position until the vacancy is filled. Ordinary committee member's positions can be appointed by the Association President. Take special note the President of the Association cannot act in any executive vacancy position)

15. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- a. Except as otherwise provided by these rules and subject to the resolutions of the financial members of the Association carried at any meeting of the Association, the Executive Management Committee :-*
 - i. Shall have general control and management of the day to day administration of the affairs, property and funds of the Association; and*
 - ii. Shall have the reasonable authority to interpret the meaning and intent of these rules and any matter relating to the Association of which these rules are silent; and*

negative. The chairperson of a sub-committee shall have an original vote but no casting vote.

- f. Sub-Committees will ensure any decisions or recommendations are made in writing for presentation to the Association Committee by way of a report which, where required, will be passed onto the general membership.

18. AUTHORITY

- a. If there is any act or function undertaken or performed or decision made in good faith by the committee or sub-committee or by a person/s as a member of those committees and it is found at a later date that the person was/were not suitably qualified to have held such a position (see section 8(2) of the Constitution) such acts, functions or decisions enacted by the committee or sub-committee or by a person/s as a member/s of those committees will still be held to be valid as if every such person had been a duly appointed and qualified member of the Management Committee or Sub Committee.
- b. Any resolution in writing and signed by the members of the Management Committee who are entitled to receive a notice of a meeting of the Management Committee shall be held to be valid and have full effect as if it had been passed at a meeting of the Management Committee when duly convened and held. Any such resolution may consist of several documents in like form and signed by the respective Management Committee members.

19. ANNUAL GENERAL MEETING

- a. The Annual General Meeting shall be held no later than the 30st of September of each year and not less than 28 days written notice shall be given to members of the date of the meeting.
- b. The following business must be conducted at every Annual General Meeting:
 - i. The receiving of the Management Committee's report and the statements of income and expenditure, assets and liabilities and charges and securities affecting the property of the Association for the preceding financial year (as per Clause 25);
 - ii. The receiving of the Auditors report upon the books and accounts for the preceding year;
 - iii. The election of the new members of the Management Committee (incoming Management Committee); and
 - iv. The appointment of an independent Auditor who shall not be a member in any way associated with Management Committee of the Association.

20. SPECIAL GENERAL MEETING

- a. The Secretary shall convene a Special Meeting under the following circumstances:-
 - i. When so directed by the Management Committee; or
 - ii. On the receipt of a written letter (received by registered post) signed by no less than one third of the members presently on the Management Committee or not less than the ordinary members of the Association which equals double the numbers presently serving on the Management Committee plus one (e.g. 19 ordinary members if the number of the Committee is nine (9) members or a pro rata basis of numbers).
 - iii. On being given a notice in writing of an intention to appeal against the decision of the Management Committee to terminate the membership of any financial member for reasons as set out in Section 9.
- b. The secretary shall convene all Special General Meetings of the association by giving not less than fourteen (14) days notice in writing of any such meeting to the ordinary members of the association. Notice of a special general meeting shall clearly state the nature of the business to be discussed at the special meeting.
- c. If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting in accordance with sub-paragraph b of this section.
- d. The manner by which the notice of the meeting shall be given shall be determined from time to time by the Management Committee, provided that such notice of any meeting called for the purpose of hearing and determining the appeal of a member against termination or suspension of his or her membership by the Management Committee shall be in writing or any other reasonable means (e.g. electronic e-mail).
- e. No other business shall be transacted or discussed at any Special General Meeting.
- f. If it is considered that a vote of ordinary members will be required at the Special Meeting only those ordinary members attending the special meeting will be permitted to vote. No proxy papers or absentee votes will be permitted.
- g. If after half an hour of the appointed time of the commencement of a Special General Meeting a quorum is not present, the meeting of members of the Management Committee or ordinary members shall lapse.
- h. At any meeting the number of members required to constitute a quorum shall be equal to the number of members presently on the Management Committee plus one. No business may be conducted unless there is a quorum of members, when the meeting proceeds to business.
- i. In any other case the meeting shall stand adjourned to the same day in the next week and at the same time and place as the Management Committee may determine and, if at the adjourned meeting, a quorum is not present within a half an hour from the time appointed for the meeting to be held, the members present shall be a quorum. In all cases the membership and committee shall decide whether or not the matter proceeds.

- j. The Chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, 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.
- k. When a special general meeting is adjourned for more than thirty (30) days or more, a notice of the adjourned special general meeting shall be given as in the case of an original meeting.
- l. However, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned special general meeting.

21. RULES AT EVERY GENERAL MEETING

- a. The President shall preside as chairperson unless he/she vacates the chair, or If the president is not present within fifteen (15) minutes of the appointed commencement time of the meeting or is unwilling to act, the Vice President shall be the chairperson. If the Vice President in not present or is unwilling to act, then the members shall elect one of their number as chairperson of the meeting.
 - b. A detailed copy explaining the business at hand to be conducted at the meeting is to be presented to all members at the meeting.
 - c. At any meeting the number of members required to constitute a quorum shall be equal to the number of members presently on the Management Committee plus one (see above explanation for the required meeting numbers). No business may be conducted unless there is a quorum of members when the meeting proceeds to business.
 - d. The Chairperson shall maintain with the assistance of the association executive the good order and conduct of the meeting in a proper and orderly manner.
 - e. Every question, matter or resolution shall be decided by the majority of votes of members present.
 - f. Every ordinary member present shall be entitled to one vote and in the case of an equal number of votes, the chairperson shall have a second and casting vote, provided no other member shall be entitled to vote at any general meeting or the respective member has not paid their annual membership subscriptions.
 - g. Voting shall be by a show of hands or a division of members, unless a motion duly carried by the members present requests a secret ballot, in which the matter shall be decided by secret ballot.
 - h. If a secret ballot is requested, the chairperson will appoint two (2) ordinary members to conduct the secret ballot in such a manner as they shall determine and the result of the ballot as declared by the chairperson shall be declared to be the resolution of the meeting at which the ballot was demanded.
 - i. A member may vote in person or by proxy when permitted and on a show of hands. Every person present who is a financial member or a representative of a financial

ordinary member shall have one (1) vote and in a secret ballot every member present in person or by proxy shall have one (1) vote.

- j. The instrument appointing a proxy shall be in writing, in the common form and seal of the association under the hand of the appointing member in writing. A proxy shall be a financial member of the association. Proxy votes can only be used at a Special General or an Annual General Meeting. The Secretary shall keep a register of proxy votes.
- k. Proxies can be used by the member holding such a proxy vote to demand a secret ballot.
- l. Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near to as reasonably practicable as circumstances allow. (See attached Sample Proxy Form)
- m. The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposed to vote.
- n. The Secretary shall ensure as reasonably as practicable that the full and accurate minutes of all questions, matters, resolutions, other proceedings, club business and all other business pertaining to every annual, special and general meeting are entered into a book that is to be open for inspection at all reasonable times by any financial member who previously applies for the purposes of ensuring the accuracy of the recording of such minutes.
- o. The minutes of every committee meeting shall be signed by the chairperson of the meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.
- p. The minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general or annual meeting.

22. BY-LAWS

- a. The Management Committee may from time to time make, amend or repeal by-laws that are not consistent with the Associations Constitution. For the internal management of the Association and any by-law may set aside by the General Meeting of Financial Members.
- b. These by –laws may be amended, rescinded or added to from time to time by resolution carried at any general meeting of financial members.
- c. On a yearly basis all by-laws shall be reviewed by the Committee of Management to insure consistency with the Associations Constitution. The Committee of Management shall report back to the general membership any inconsistency which requires amendment.

23. FUNDS AND ACCOUNTS

- a. The funds of the Association shall be banked in the name of the association in such banking establishment as agreed/approved by the Executive Committee of Management. Only current members of the Executive Committee of Management are permitted to be signatories to any accounts held by the association. No past member of the committee and no ordinary member of the association are permitted to be a signatory to any accounts held. Any former member of the Committee of Management or ordinary member who refuses to relinquish control of any accounts held in the name of the association may have their membership suspended or terminated at the discretion of the Committee of Management.
- b. There must be two (2) signatories for each account held in the name of the association.
- c. Proper books and accounts shall be kept and maintained in a written form in English showing correctly the financial affairs of the Association and the particulars usually shown in financial books of a like nature.
- d. All monies shall be banked as soon as reasonably practicable after the receipt thereof but not more than seven (7) days after receipt.
- e. All amounts of one hundred dollars (\$100.00) or more (as advised by the Department of Justice and Attorney General from time to time) shall be paid by cheque signed by any two officer holders of the association's executive (e.g. president, vice president, secretary, treasurer).
- f. Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash reimbursements.
- g. The Committee of Management shall determine the amount of petty cash which shall be kept on the IMPREST system or a comparable financial accounting system.
- h. All expenditure shall be approved or ratified by a meeting of the Committee of Management.
- i. As soon as practicable after the end of each financial year, the Treasurer will prepare a complete and detailed financial statement containing the following particulars:-
 - i. The Income and Expenditure for the proceeding financial year just ended; and
 - ii. The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- j. All such statements shall be examined by the Auditor who shall present their report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- k. The income and property of the Association when so ever derived shall be used and applied solely in the promotion of its objects and in the exercise of its powers as set out here in this Constitution and no portion of its earning or property shall be

distributed, paid or transferred directly or indirectly by dividend, bonus or otherwise by way of profit to or amongst the members of the Association.

- l. Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by any person or entity to the Association or otherwise owing by the Association to a person or entity or of the remuneration to any officers or servants of the Association or to any member of the Association or other person or entity in return for any service or services actually rendered to the Association.
- m. Provided further that nothing herein contained shall be construed or otherwise rendered so as to prevent the payment or repayment to any member of out of pocket expenses, money lent reasonable and proper charges for goods hired by the Association or lent to the Association.

24. DOCUMENTS

The Management Committee shall provide for the safe safekeeping and security of all books, documents, instruments of title and securities of the Association

25. FINANCIAL YEAR

The Financial Year of the Association shall commence on 1st of July of each calendar year.

26. DISSOLUTION

- a. The Association shall be dissolved in the event of the membership being less than seven (7) financial members.
- b. The Association may be dissolved upon the vote of a three fourths majority of the members present at the General Meeting convened to consider the matter.
- c. Upon dissolution, any assets on hand shall after payment of all expenses and liabilities, be handed over to a like organization or organizations having objectives similar or in part similar to the objectives of the Association, such organization or organizations to be determined by the members at or before the time of the dissolution.

27. AMENDMENT OF THE CONSTITUTION

- a. Subject to the provisions Associations Incorporation Act 1981. This Constitution may be amended, repealed or added to by a resolution at an annual general meeting or special general meeting called by the Management Committee for that purpose.
- b. Due notice of a proposed amendment shall be given to the Secretary one (1) month prior to the holding of the Annual General Meeting or Special Meeting and the amendment shall not be valid unless carried by a three quarter majority of members present and entitled to vote.

- c. However an amendment, repeal or an addition is valid only if it is registered by the Chief Executive of the Department.

28. COMMON SEAL

- a. The Management Committee must ensure the Association has a common seal named.
- b. The Common Seal must be:-
 - i. Kept securely by the Management Committee; and
 - ii. Used only under the Authority of the Management Committee; Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by the Secretary or another member authorised by the Management Committee

APPENDIX A

Action Model Train Club Inc

PROXY FORM

I, _____ OF _____
 Being a member of the above named Association hereby appoint _____ or _____
 Failing him or her.....to act as my Proxy to vote for me on my behalf at the Annual General Meeting, and or Special General Meeting of the Association to be held on the.....day of..... AAAA, and at the adjournment of the meeting.

Signed this _____ day of _____ AAAA .

Signature

Common Seal Action Model Train Club Inc

ABSENTEE BALLOT FORM

I, _____ OF _____
Being a member of the above named Association hereby submit my Absentee Vote to be cast for the following Resolution (Insert Particulars of the Resolution to be voted on) on my behalf at the Annual General Meeting , and or at a Special General Meeting of the Association to be held on the

Day of 20AA

(Please Circle)

Yes

No

Signed the day of 20AA .

Common Seal of the Action Model train Club Inc

APPENDIX B. ROLES AND RESPONSIBILITIES OF THE COMMITTEE OF MANAGEMENT as DEFINED

The Clubs Committee of Management, consisting of the elected or appointed Committee members, in accordance with the Constitution, has a responsibility to the club and its members. Each Committee Member is expected to perform specific roles and act with the Clubs best interests at heart. This preamble will review such roles and responsibilities and emphasise the importance of the Committee of Management's accountability.

Responsibilities

The Committee of Management has the overall responsibility of seeing the club runs smoothly and effectively. It controls the direction in which the club moves and acts to oversee the day to day running of 5te club.

The clubs planning and goals are initiated and guided by the strategies implemented by these Committee members. Among these tasks they should also

- *Create and administer action plans for the Clubs prime aim and existence*
- *Develop policies and procedures*
- *Keep the Clubs members informed of all activities, including the outcome of the Committee meetings and forthcoming events through open communication, newsletters, e-mails and regular meetings*
- *Acknowledge the needs of the clubs members*
- *Provide for certain duties to be carried out by the Clubs Committee*
- *Assist with changeover of the committees members ensure funds are raised are well managed and used to further develop the club, its objects and its members welfare*
- *Ensure the Club is represented in the Model Train community and ensure regular attendance at Model Train Shows as they occur*

The Committee is only successful if it works together as a team. This unifies the Committee giving it strength and worth. It allows for talents of each member to be used to full potential by sharing the responsibility rather than duplicating tasks. Limitations or gaps within the

group can be managed and inadequacies resolved. Committee members must be prepared to fulfil their duties and take the initiative to seek assistance should they need it.

Depending upon the specific appointment of the Committee members, their portfolios will differ with the tasks assigned as will expectations. However all Committee members should:-

- *Be willing to accept responsibility*
- *Be enthusiastic and dedicated to the Club*
- *Have strong leadership and communication skills*
- *Have a sound understanding of the Committee and the roles within in it*
- *Have good time management skills*
- *Be committed to the clubs vision*

More importantly, the people on the Committee should be there because they want to make a difference and help the Club advance and achieve its goals

Sub Committee can and will be formed to assist the Committee with specific portfolios or projects. All actions proposed by any Sub Committee will be preapproved by the Committee before they are undertaken to ensure that the aims and goals of the Club are maintained . However Sub Committees should be authorised to make operational recommendations within their budget. The progress of Sub Committees should be monitored by the Committee members who have been assigned to oversee the Sub Committee and reports should be submitted to the Committee in writing for review.

General Duties of Committee Members

- *Meet regularly (monthly) to discuss the events within the club. It is the responsibility of each Committee Member to be present at each meeting. Meetings require a quorum to be present if motions are to be passed*
- *Keep accurate minutes and distribute them to the Committee, ideally an Assistant Secretary should also assist with the taking of meeting minutes.*
- *Ensure the club is operating harmoniously and that there are no disgruntled members*
- *Be aware of changes to Model Train technology*
- *Seek majority approval of the club membership before making any MAJOR commitments or changes to the Club*
- *Be alert to the possibilities of any new projects that may benefit the club or improve its standing in the Model Train fraternity*
- *Encourage financial members to attend at least one Committee meeting*
- *Submit a written report or submissions to the President and Secretary prior to the next meeting for circulation to the Committee.*

ROLES

The Committee of the Action Model Train Club inc is comprised of the following elected/appointed members

- *President*
- *Vice President*
- *Secretary*
- *Treasurer*
- *And Three (3) other Committee members*

In order for the Committee to fulfil its duties, each Committee member should learn and execute the individual duties of their respective portfolio and be familiar with the responsibilities of the other Committee members. The Committees implementation of its duties will result in the efficient conduct of the Club's meetings allowing the Club to operate smoothly.

1. The President

The President is ultimately responsible for the Club. The Role of the President is to oversee the running of the Club and its administration. This involves the running of Club meetings and ensuring effective management of the Committee and any Sub Committee

It should be clearly understood by all Committee members that the duties of the President are numerous and require considerable time and effort throughout his term in office. The President needs the full support and cooperation of the Committee to make the Club a success. Some duties include the following:-

- *Acting as Chairman of all Club and Committee meetings*
- *Having a good understanding of the clubs constitution and policies and goals*
- *Communicating all correspondence to the Committee and membership*
- *Represent the Club*
- *Ensuring that all levies and membership fees are forwarded to the Membership Officer*
- *Ensuring the Committee adhere to any proposed action plans and goals of the membership*
- *Serving as the Clubs representative in the Model Train Community and attending functions at which the club is to be represented*

In order to be a competent President the following attributes are required:-

- *To have leadership qualities*
- *To be a good communicator and listener*
- *To have the ability to delegate responsibilities*

- *To be unbiased and impartial*
- *To have the ability to make decisions*
- *To be a motivator*
- *To be well versed in the rules, procedures of any particular of the Club , Constitution and members concerns*

The President must be prepared as reasonably practicable to devote time and effort to the club. It is the duty of the President to stimulate the interest and activity of both the Committee and the ordinary members on all occasions. The President is responsible for creating an image and conducting all the affairs of the Club in a judicious manner

A competent President delegates tasks and places trust and confidence in the Committee. If possible there should always be a close liaison between the serving President and the immediate past President. The successor should ideally be elected from the Committee where he will have already learned and obtained a working knowledge of the Committee and the functions of the club. A Vice President can be groomed for such a role.

2 The Vice President

The Vice President in many instances will become Club President. However this is not always possible. But nevertheless the Vice President is to be well acquainted with all club activities and the duties of the President in order to prepare for a term of office if there is a succession plan, if not the prime role of the Vice President is to assist and support the President. Vice Presidents also have their own portfolio of responsibilities. It may be to oversee other Committee members or special projects or event management, or recruitment and welcoming new members to the club

Duties include:-

- *In the absence of the President, chairing meetings and representing the club whenever such occasions arise*
- *Liaising between the President and certain sub committees and members*
- *Fulfilling the requirements of any portfolio assigned*
- *Assisting and advising the President and other Committee members on their portfolios*

The attributes of a good Vice President are

- *Good Communications skills*
- *Good organisational skills*
- *The ability to be concise*
- *Supportive to the President*
- *Developed leadership skills*
- *Effective decision making abilities*

The efficiency with which these duties are performed will determine whether or not the Vice President will be accepted by the Club as a future President or a competent member of the executive and committee.

3. The Secretary

The Clubs Secretary is the most important position on the executive and in some cases the term Club Coordinator or Executive Officer is used. The Secretary controls the Clubs administrative procedures. The Secretary is the main link between the Committee and the Clubs members. Usually the Secretary is the first point of contact an outsider has with the Club. The efficiency of the Secretaries work will be evident from the success of the Club during his term of office. Before accepting the position, the Secretary should realise its many responsibilities

The position of Secretary is one of the most important in the Club and the role of the Secretary embraces far more than simply keeping minutes of meetings. The Secretary has details pertaining to the Clubs membership, events and show schedules as well as information regarding the clubs meetings. To fulfil the position effectively a Secretary should

- *Attend and record minutes of all General and Committee meetings*
- *Assist the President in preparing agendas for meetings*
- *Send notice of upcoming meetings and circulate previous minutes and reports to the Committee.*
- *Examine all correspondence, directing it to the Committee members concerned, and replying if necessary. Special attention should be given to all letters received by the Club*
- *Immediately after the election of Committee members, notify all necessary persons of the names of the Executive and Committee members e.g. Clem Jones Centre Management*
- *Have a good working knowledge of the Clubs policies and constitution*
- *Communicate information to the Club members and Committee members.*

In order to be a competent Secretary the following attributes are necessary:-

- *Energetic and enthusiastic about Model Trains*
- *An effective communicator*
- *The ability to make decisions and act on opportunities*
- *Discretion*
- *The ability to delegate tasks (Assistant Secretary)*
- *Good organisational and leadership skills*

It is essential that the Secretary has the necessary equipment for minute taking and recording scheduled activities that relate to the club. Stationary with the Clubs logo and

contact details, a binder and filing system for keeping records, membership forms and information, phone and photocopier and computer should all be accessible if the Secretary is to fulfil their role and duties.

Maintaining records

Keeping records and correspondence usually falls under the Secretary's role. Usually there are records pertaining to meetings and activities involving the club, policies and changes that arise, discipline files and membership records. The Club should retain these records for at least 10 years and they can later be transferred to archives depending on the needs of the Club.

A basic filing system need only consist of the following headings:-

- *Correspondence pending*
- *Outgoing correspondence*
- *Minutes of Annual General meetings*
- *Minutes of Committees minutes*
- *Meeting agendas*
- *Report*
- *Transfers*
- *Accounts*
- *Personal*
- *Miscellaneous*
- *Projects and proposals*

Passing on information received and answering correspondence promptly and efficiently cannot be over stressed. It is imperative to realise the importance of this and to answer correspondence timorously. This helps keep correspondence up to date and organised for easy distribution. All correspondence should be recorded and filed accordingly

The Secretary has the responsibility of keeping everyone well informed regarding meetings, decisions that have been made, club activities, as well as ensuring that tasks have been completed. Thus it is important that the Secretary has very close working relationship with the Club President and the Committee.

4. THE TREASURER *The role of Treasurer is to manage all the income and expenditures pertain to the club. It is advisable that the person filling the role has the adequate financial*

skills to fulfil this position. Without a well supervised budget, the club could easily find itself in financial difficulty.

The Treasurers tasks include:-

- *Working with the Club President in setting the annual budget for the club*
- *Planning the Clubs financial future*
- *Keeping a tight control on the clubs expenditure*
- *Making the arrangements for signing officer for the clubs accounts*
- *Setting up accounts for general and trust accounts*
- *Recording all receipts and expenditures of general and trust funds*
- *Submitting all approved accounts to the Committee for final approval*
- *Paying all bills*
- *Collecting membership dues and notifying those with outstanding invoices (a committee member may be tasked to carry out this duty to assist the Treasurer)*
- *Forwarding levies/payments to respective bodies, authorities and government agencies where required*
- *Preparing regular financial statement*
- *Arranging through the Committee to appoint auditors for financial statements at the year's end*

The attributes for Competent Treasurer are

- *Well organised*
- *Good record keeper*
- *Ability to handle money and cheques*
- *Integrity*

The General account is used by the Club for most of its financial operations. It is from this account that most of the expenses are paid and revenue is entered. The Trust Account or Trust funds may be structured as saving accounts or used to fund special accounts or events or projects the club might undertake from time to time.

5. Past President

The Past President can be a valuable asset to the Clubs wellbeing and administration. The Past President has a great understanding of the Club and its operations, based in their previous term in office. The Past President may have valuable advice to offer the new President and the Committee, however it is up to the current Committee to accept or reject this advice as they see fit and take the best course of action for the club and its goals.

The Past President can assist the President with meeting procedures and provide history on relevant club issues. The Committee may welcome advice on the club program and target

goals outlined in the clubs strategic plans. This can be useful in preventing pitfalls or the reinvention of the wheel.

3 OTHER COMMITTEE ROLES

- *Layout Coordinator/ Projects*
 - *Event, Train show coordinator/ Assistant Treasurer*
 - *Membership coordinator/ Assistant Secretary*
-