



AUSTRALIAN RAILWAY
HISTORICAL SOCIETY
(SA DIV) INC.

CONSTITUTION

2016

PO BOX 960 MOUNT BARKER
SOUTH AUSTRALIA 5251

Adopted May 2016

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1. NAME

The name of the Society shall be the:

"AUSTRALIAN RAILWAY HISTORICAL SOCIETY (SOUTH AUSTRALIAN DIVISION) INCORPORATED."

2. DEFINITIONS

In this Constitution unless the contrary intention appears:-

- (a) "The Act" means the Associations Incorporation Act 1985 as amended from time to time.
- (b) "Society" or "ARHS" means the Australian Railway Historical Society (South Australian Division) Incorporated.
- (c) "Executive " means the Executive body of the Society.
- (d) "SteamRanger", "SteamRanger Heritage Railway" or "SHR" or such other name or names as the Executive may from time to time assign to them mean the business names of the rail operations of the Society.
- (e) "Board of Management" means the Executive and the Managers appointed by the Executive to manage the day to day affairs of the SteamRanger Heritage Railway.

3. MOTTO

The Motto of the Society shall be "Historia Nostra Via Peregrinari Ferrea". (For all who are interested in railways)

4. OBJECTS

The objects of the Society are:-

- (a) To provide the means whereby any person interested in any phase or aspect of the history or operation of Railways and Tramways may associate with other persons with similar interests to their mutual benefit, education and enjoyment.
- (b) To encourage the study of Australian Railway operations past and present and to maintain and preserve items of Railway interest.
- (c) To operate trains and carry on all activities reasonably incidental thereto on the Mt Barker Junction to Victor Harbor Railway under the name "SteamRanger Heritage Railway" or such other name or names as the Executive may from time to time assign to them.
- (d) To acquire, retain and dispose of locomotives, rollingstock, railcars and associated Railway equipment in order to operate trains as an operating Museum.
- (e) To affiliate, merge or co-operate with other Societies and Institutions having objects similar to the Society.

5. POWERS

The Society shall have all the powers conferred by Section 25 of the Act as well as the power to:-

- (a) Purchase, take upon trust or otherwise acquire any Railway relic of historical association and to maintain, repair or enlarge the same and dispose of either by sale, gift or as provided for by the terms of trust all or any part of such relic. Provided that if the terms of any such purchase, trust or acquisition require such relic to be operated for public exhibition or transport, any pecuniary surplus arising therefrom shall not be divided amongst members nor accrue for the benefit of any individual member of the Society.

- (b) Take and hold upon licence, the maintenance and operation of the Railway from Mt. Barker Junction to Victor Harbor and all associated infrastructure.
- (c) Develop and implement a business plan with goals, objects and strategies to enable the SteamRanger Heritage Railway business and associated infrastructure to function in an effective and efficient manner with financial viability and from time to time revise such business plan.
- (d) Take and hold upon licence such land and accommodation as is necessary for the Society's activities.
- (e) Operate trains using the Society's locomotives, rollingstock and railcars, hired locomotives, rollingstock and railcars or locomotives, rollingstock and railcars from kindred organisations or elsewhere.
- (f) Provide and sell all kinds of refreshments, souvenirs and articles of educational or tourist interest or attraction.
- (g) Obtain a liquor permit for the consumption of alcoholic beverages as required.
- (h) Engage, employ, pay and dismiss Employees.
- (i) Engage in any business or activity conducive to the objects of the Society.
- (j) Raise monies by means of loans in accordance with Clause 19 for such purpose as the Executive may think fit consistent with the objects of the Society.
- (k) Adopt a proper and effective means of procuring contributions to and sponsorship of the funds of the Society including the SteamRanger Heritage Railway and to engage and pay whether by salary, fee, commission or otherwise any persons or organisation to raise or assist in the raising of funds for the Society and its activities.
- (l) Grant any lease, sub-lease or licence of any property or equipment owned or leased by the Society.
- (m) Produce, edit, print, publish, sell, issue, circulate or preserve either solely or in conjunction with kindred organisations:-
 - (i) papers, periodicals, books, circulars and other literary matter;
 - (ii) audio and visual records of Railway Operations as may seem conducive to the objects of the Society.

6. PATRON

The Society may appoint from time to time any suitable person willing to accept appointment to be Patron of the Society.

7. MEMBERSHIP

7A. TYPES OF MEMBERSHIP

Membership of the Society shall consist of:-

- (a) **Ordinary Members** who shall have voting rights and shall pay an annual subscription.
- (b) **Corporate Members** being any body corporate or any other organisation approved by the Executive and shall pay an annual subscription.
- (c) **Associate Members** who shall have no voting rights but shall pay an annual subscription.
- (d) **Junior Members** under the age of eighteen years who shall have no voting rights but shall pay an annual subscription.

- (e) **Honorary Life Members.** At any General Meeting of the Society, the Executive may nominate and seek ratification of the Members of any Member of the Society who, by virtue of outstanding meritorious or valuable contributions to the work and aims of the Society, is deemed by the Executive to be worthy of an Honorary Life Membership. The total number of Life Members at any one time shall not exceed a maximum of ten. Every Honorary Life Member shall be afforded all the privileges of membership but shall not be required to pay an annual subscription.
- (f) The Executive shall maintain, keep up to date and supervise a Register of Members which shall contain:-
 - (i) the name, address, type of membership and number of each Member;
 - (ii) the date upon which each Member was admitted to the Society;
 - (iii) the date of and, if applicable, the reason for suspension or termination of membership and
 - (iv) such further or other information as the Executive may from time to time think fit.

Such register to be kept at a location approved by the Executive from time to time.

7B. CANDIDATES FOR MEMBERSHIP

- (a) Any person or corporation may apply for membership on the form prescribed from time to time by the Executive and sign and forward such form with the current annual subscription to the Society.
- (b) Admission to membership shall be by resolution of the Executive, but no person or corporation shall be deemed to be a member until such admission has been ratified by the next General Meeting and the current year's subscription paid, provided that if any membership application is approved by the Executive after 31 October in any year, the subscription shall be one half of the current annual subscription for that year.
- (c) A Corporate Member shall be entitled to appoint one person, not being a Member of the Society, to represent it at all General, Annual General and Special General Meetings of the Society. Such person shall be so appointed by the Corporate Member by resolution of its Board, which shall be authenticated by authority or verification as the Executive may think sufficient. Subject to paragraph (b) of this clause such person shall thereupon be deemed to be a Member of the Society for all purposes until the appointment to represent the Corporate Member is revoked.

7C. SUBSCRIPTIONS

- (a) The Executive shall recommend to every February General Meeting the amount and adoption of the annual subscriptions payable by Ordinary, Corporate, Associate and Junior Members for the ensuing year.
- (b) Annual subscriptions shall be due and payable by 31 May in each year.
- (c) The Executive may waive or reduce the annual subscription in any particular case if by reason of hardship or other special circumstances the Executive considers it appropriate to do so.
- (d) The Executive may suspend from membership any member whose annual subscription is more than three months in arrears and such member shall be required to re-apply for membership of the Society when paying the arrears and current annual subscription. If the subscription of such member remains in arrears after written request for payment, such member shall be deemed to have resigned thirty days thereafter.

7D. RESIGNATION

Any member may resign from the Society by delivering a written resignation to the Secretary of the Society.

7E. EXPULSION OF A MEMBER

- (a) Upon complaint in writing being made to the President or the Secretary of the Society that any Member (in this Clause referred to as "the Respondent"):-
- (i) Is or has been guilty of conduct prejudicial to the Objects or interests of the Society or of any Member thereof; or
 - (ii) Is or has been guilty of wilful and persistent breach of any provision of the Constitution or the By-Laws of the Society;
- The President or the Secretary shall as soon as practicable notify the receipt of such complaint to the Executive.
- (b) Upon such notification the Executive shall forthwith appoint a Committee of at least three persons (in this Clause called "The Membership Review Committee") to hear and determine the complaint and to report thereon to the Executive.
- (c) No member of the Membership Review Committee shall be:-
- (i) A Member of the Society; or
 - (ii) An employee of the Society; or
 - (iii) A co-optee of the Executive, Board of Management or any of the Committees or Sub-Committees of the Society; or
 - (iv) Personally interested in the hearing of the complaint or the result thereof.
- (d) The Membership Review Committee shall comprise members of both sexes.
- (e) Forthwith upon the appointment of the Membership Review Committee the Secretary shall deliver to the Respondent in the manner prescribed by Clause 28 of the Constitution a Notice in writing:-
- (i) Stating the complaint with particulars thereof sufficient to enable the Respondent to identify the conduct complained of; and
 - (ii) Prescribing a time, date and place for the hearing of the complaint convenient in time and distance to the Membership Review Committee and to the Respondent and such date shall be not less than twenty-one days nor more than forty-five days from the date of such Notice; and
 - (iii) Including a copy of sub-clause (g) hereof.
- (f) The Membership Review Committee shall as its first business on convening appoint a Chair who shall keep written notes of the proceedings and sign the Report.
- (g) The Membership Review Committee without limiting its powers, duties or proceedings:-
- (i) Shall conduct its proceedings having due regard to the principles of natural justice including the right of the Respondent:
 - (1) To be present either personally or by representative throughout the proceedings;
 - (2) To make oral or written submissions;
 - (3) To give and call evidence and to call or cross-examine witnesses;
 - (4) To be given the benefit of any reasonable doubt.
 - (ii) May adjourn its proceedings from time to time if it thinks fit.
 - (iii) May in the absence of the Respondent or any defence or submission on the part of the Respondent proceed to hear and determine the complaint upon proof of service of the Notice of the complaint as prescribed by Clause 28 of the Constitution.
- (h) The Membership Review Committee shall upon the conclusion of the hearing consider only such matters as are in evidence before it and upon reaching a conclusion for which a majority of its members shall suffice report in writing to the Executive within twenty-one days thereafter and furnish a copy thereof to the Respondent.
- (i) Upon receipt of the Report of the Membership Review Committee the Executive shall receive and consider the same and if:-
- (i) The Report finds in favour of the Respondent the Executive shall dismiss the complaint and shall cause such dismissal to be entered in the Minutes of the Meeting and forthwith cause written Notice thereof to be given to the Respondent.

- (ii) The Report finds against the Respondent the Secretary shall give written Notice of the fact to the Respondent and in such Notice shall invite the Respondent to make a written submission to the Executive in mitigation of penalty within fourteen days and the Executive shall adjourn further consideration accordingly.
- (j) Upon the adjourned consideration of the Report finding against the Respondent and of any submissions made on behalf of the Respondent the Executive shall in its Minutes record the finding of the Membership Review Committee by annexing its Report thereto and thereupon may resolve to:-
 - (i) Reprimand the Respondent without loss of membership; or
 - (ii) Suspend the Respondent from membership for such period as the Executive thinks fit; or
 - (iii) Expel the Respondent from membership.
 And shall within fourteen days give written Notice of such resolution to the Respondent in the manner as prescribed by clause 28 of this Constitution.

8. MANAGEMENT OF THE SOCIETY

8A. THE EXECUTIVE

- (a) The affairs and property of the Society shall be managed and controlled exclusively by an Executive, which in addition to any powers and authorities conferred by this Constitution may exercise all such powers and do all such things as are within the objects of the Society and are not by the Act or by this Constitution required to be done by the Society in General Meeting.
- (b) The Executive shall have power to appoint and dismiss from time to time such Officers and Employees as may be necessary or required to carry out the objects of the Society and may delegate from time to time any of its powers to such Officers and Employees.
- (c) The Executive shall consist of the following Honorary office bearers all of whom shall be natural persons:-
 - (i) President
 - (ii) Vice President
 - (iii) Secretary
 - (iv) Finance Manage
 and all of whom shall be elected in the manner prescribed by clause 8B of this constitution at every alternate Annual General meeting commencing in the year 2017
- (d) The Executive shall ensure proper Minutes are promptly recorded:-
 - (i) Of all appointments of Officers and Employees of the Society.
 - (ii) Of all resolutions at all meetings of the Society, the Executive, the Board of Management, Committees and Sub-Committees.
 - (iii) Of all names of attendees at all meetings of the Executive, the Board of Management, Committees and Sub-Committees.
 Such minutes are to be kept at a location approved by the Executive from time to time.
- (e) Such Minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next meeting of the same body.
- (f) The Executive shall act in matters of urgency provided that every action taken by such members shall be reported to the next Board of Management meeting and the next General Meeting.

8B. ELECTION OF THE EXECUTIVE

- (a) All members of the Executive shall retire every two years commencing in the year 2017 but shall be eligible for re election.
- (b) All positions requiring an election shall be declared vacant by the Chair at the conclusion of all other business prior to the election at every Annual General Meeting when an election is required whereupon the Returning Officer shall assume the Chair for the purpose of conducting the election.

- (c) Every candidate for election to office shall have been nominated and seconded in the manner provided by this Clause. No member of the Society being unfinancial shall nominate another member nor be a candidate for any office, Returning Officer or Scrutineer.
- (d) A Returning Officer shall be appointed at the General Meeting held in August 2017 and every second year thereafter. If a General Meeting is not held in the month of August the Returning Officer shall be elected in the month of July.
- (e) A member shall not be eligible for election to the position of President unless such member shall have been a member of the Executive for at least two years preceding nomination, provided that if no nomination of a member so qualified is received then a member not so qualified may be nominated and elected.
- (f) A member shall not be eligible for election to the Executive unless such member shall have been a member of the Society for at least two years preceding nomination, provided that if no nomination from a member so qualified is received then a member not so qualified may be nominated and elected.
- (g) No member currently elected or appointed to any position pursuant to clause 23A shall be eligible for election to the Executive unless such member shall lodge with his or her nomination a provisional resignation from the office or position currently held without which such nomination shall be invalid. If a member's nomination for any Executive position is unsuccessful then the provisional resignation shall for all purposes be deemed to be void and of no effect.
- (h) At every General Meeting where nominations for election to office are to be received two members who are not nominated for election to any office shall be appointed as Scrutineers before such election proceeds.
- (i) The Returning Officer shall receive nominations from members, for election to each position on the Executive not later than 2000 hours at the September General Meeting in the year that an election is to be held. Each nomination shall be in writing, duly proposed and seconded by two members and accepted in writing thereon by the nominated candidate for each and every Office.
- (j) A candidate may nominate for more than one position on the Executive in the order of seniority as provided by Clause 8A (c) but no candidate shall be elected to more than one office.
- (k) Each candidate for election shall forward to the Returning Officer with his or her nomination a statement of not more than two hundred words to be distributed with the ballot paper. Failure of a candidate to forward a statement shall render such nomination invalid.
- (l) If any defective nomination is received the Returning Officer shall give the nominator or the nominee twenty-four hours to correct the defect and in default of correction such nomination shall be invalid.
- (m) Ballot papers together with the statements from candidates shall be prepared by the Returning Officer and shall be distributed to all Honorary Life Members, Ordinary members and Corporate members of the Society within fourteen days after the close of nominations. Each ballot paper shall be initialled by the Returning Officer and shall be accompanied by Notice of the time, day and place of the Annual General Meeting. Each member desiring to record a vote shall return the ballot paper to the Returning Officer in a return addressed envelope enclosed with the ballot paper not later than 2000 hours at the Annual General Meeting.
- (n) No ballot paper shall be opened prior to 2000 hours at the Annual General Meeting and thereafter only in the presence of the Returning Officer and the Scrutineers.
- (o) A candidate shall be declared to have been duly elected upon a majority of votes cast in such candidate's favour. In the event of a tied vote the name of the successful candidate shall be drawn by lot by the Returning Officer.
- (p) Whenever there is only one candidate nominated for any office the Chair shall call for a Motion that such candidate be declared to have been duly elected thereto. In default of any such Motion

being resolved in the affirmative a casual vacancy shall be deemed to have occurred in respect of that office.

- (q) The Returning Officer upon completion of each election shall disclose to the Meeting and by means of the next general publication of the Society normally sent by post to Members the number of votes recorded in favour of each candidate.
- (r) If any position on the Executive is not filled by election at the Annual General Meeting or at any Special General Meeting called for that purpose the Executive may appoint a member to fill such vacancy at the next or any subsequent Meeting of the Executive, provided that such appointment shall not take effect until ratified by the next General Meeting.
- (s) A casual vacancy in the Executive may be filled by an eligible member elected by a majority of members of the Executive at the Executive's next meeting. Such member shall hold office in an acting capacity until a new Executive member shall be elected in a manner set forth in the relevant Sub-clauses of this Clause, provided that such election shall take place at a Special General Meeting held not more than fourteen weeks of such vacancy occurring. Provided that where the term of office remaining is less than six months then the Executive shall have power to appoint an eligible member to fill the vacancy, subject to the ratification of the appointment by the next General Meeting. Every member so elected shall retire from office at the next Annual General Meeting at which an election is to be held but shall be eligible for re-election.

8C VACATION OF OFFICE.

The office of a member of the Executive or the Board of Management shall ipso facto become vacant if and when the member:-

- (a) Is disqualified by the Act; or
- (b) Ceases to be a member of the Society; or
- (c) Resigns office by Notice in writing to the Secretary; or
- (d) Is absent without leave of the Executive or the Board of Management for three consecutive meetings of the Executive or the Board of Management and the Executive or the Board of Management resolves that the office is vacated; or
- (e) Holds any office of profit under the Society; or
- (f) Becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any manner under the law relating to mental health.

9. MEETINGS

- (a) There shall be eleven General Meetings of the Society held in each calendar year at which business may be conducted.
- (b) The General Meeting held in the month of November in each year shall be the Annual General Meeting. Provided that whenever the proposed or usual day of any Annual General meeting coincides with or may be otherwise adversely affected by the occurrence of a public holiday or any other significant cause the President may advance and fix the day of the Annual General meeting to and for an earlier day in November.
- (c) Business at a General Meeting other than that ordinarily conducted shall be deemed to be Special.
- (d) No member may, as regards any special business, move at any General Meeting any Motion unless such member has at a previous General Meeting of the Society given Notice of intention to move such a Motion. The Chair of the meeting upon receiving Notice of such Motion may declare such Motion to be non-contentious whereupon such Motion may be accepted or amended and voted upon.

- (e) The Secretary shall convene a Special General Meeting forthwith upon receiving a request to do so. Every such request shall be in writing signed by the President or by five members of the Society and shall state the nature of the business to be transacted at such Special General Meeting. The Secretary shall give written Notice of not less than twenty one days of the time, day and place of such meeting to all Honorary Life Members, Ordinary Members and Corporate Members of the Society and in such Notice shall state the nature of the business of the meeting as set out in the aforesaid request.

10. CONDUCT OF MEETINGS

- (a) The order and conduct of business at every General, Annual or Special General Meeting shall be in accordance with the Order of Business and Standing Orders as prescribed and amended by the Executive from time to time.
- (b) This Constitution, as amended from time to time, and the Bylaws, Order of Business and Standing Orders shall lie on the table before the Chair at every meeting of the Society, the Executive, the Board of Management and every Committee and Sub-Committee.

11. VALIDATION OF PROCEEDINGS

- (a) All acts undertaken at any meeting of the Executive, the Board of Management or any Committee or Sub-Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any member or persons acting as a member of the Executive, the Board of Management, Committee or Sub-Committee or that any such member or person was disqualified, be as valid as if every such member or person had been duly appointed and qualified to be a member of the Executive, the Board of Management, Committee or Sub-Committee as the case may be.
- (b) No act, proceeding or resolution of any meeting of the Society, the Executive, the Board of Management or any Committee or Sub-committee shall be invalidated by reason only of the accidental failure to give or receive notice thereof to or by any person entitled to receive such notice nor by reason only of the fact that a casual vacancy or vacancies exist in any of the said bodies.

12. QUORUM

- (a) Subject to Clauses 26 and 27 of this Constitution a quorum at a General, Annual General or Special General Meeting shall consist of ten percent of all members of the Society entitled to vote.
- (b) A quorum at all meetings of the Executive, the Board of Management, Committees and Sub-Committees shall be a simple majority thereof.

13. VOTING

- (a) The Chair of any Meeting of the Society, the Executive, the Board of Management, Committee or Sub-Committee shall have a deliberative vote and a casting vote.
- (b) No member of the Society not being an Ordinary Member, Corporate Member or Honorary Life Member as defined by Clause 7A (a), (b) and (e) shall be entitled to vote any meeting of the Society.
- (c) No member of the Society being unfinancial shall be entitled to vote at any Meeting of the Society.
- (d) Subject to this Constitution, every Honorary Life Member, Ordinary Member and Corporate Member of the Society shall have one vote on any question or motion at any Meeting thereof.

- (e) Subject to this Constitution and in particular to Clauses 8 B and 13 (f) every question or motion for decision at a General, Annual General or Special General Meeting, shall be determined by a majority of Members voting by a show of hands.
- (f) If a ballot is requested by not less than five Members before any question or motion is put to any General, Annual General or Special General Meeting, such ballot shall be conducted in a manner specified by the Chair and the result of such ballot shall be the resolution of the Meeting on that question or motion.
- (g) Voting by proxy shall not be allowed at any Meeting of the Society.

14. PRESIDENT

The President shall preside at every Executive, Board of Management, General, Annual and Special General Meeting of the Society. In the absence of the President any such meeting shall be conducted by the Vice President or in the absence of the Vice President, by a member elected by and at that meeting.

15. SECRETARY

The Secretary shall:-

- (a) Be responsible for and supervise the clerical work of the Executive and the Board of Management including Notices to and correspondence with members.
- (b) Convene all Executive, Board of Management, General, Annual General and Special General Meetings.
- (c) Perform all such other duties as the Executive and Board of Management may direct.

16. PUBLIC OFFICER

- (a) The Society shall appoint a Public Officer as required by the Associations Incorporation Act 1985 as amended from time to time as and when required.
- (b) The Public Officer shall be responsible on behalf of the Society to the Office of Consumer and Business Affairs, Business and Occupational Services for receipt of correspondence or Notices to the Society and for the signature of all documents filed or lodged at the Office of Consumer and Business Affairs, Business and Occupational Services and otherwise carry out the duties required from time to time of a Public Officer by the Associations Incorporation Act 1985 as amended from time to time.

17. FINANCE MANAGER

- (a) The Finance Manager shall receive all subscriptions and other monies on behalf of the Society including funds and accounts pertaining to the Board of Management. The Finance Manager shall keep the books and accounts of the society promptly processed and subject to any direction of the executive attend to the financial affairs of the society.
- (b) All payments by the society shall be made by cheque or by such other means, including electronic means, as the executive may from time to time think fit. All cheques and orders shall be signed by any two members of the executive or the board of management, one of whom shall be either the Finance Manager, the Chair of the Board of Management or the President of the Society.
- (c) The Finance Manager shall maintain in a prompt manner processed records of all the usual and incidental books and accounts of the Society under the direction of and to the complete satisfaction of the Society's Auditor.

- (d) The Finance Manager shall at all times ensure that all monies received are banked promptly in an account as designated from time to time by the Executive or the Board of Management the name of which shall contain the words Australian Railway Historical Society, SteamRanger Heritage Railway or SteamRanger Museum or such other name or names as the Executive may from time to time assign to it.
- (e) Subject to Clause 18 neither the Society or the Board of Management nor any Committee or Sub-committee appointed by them nor any person authorised by the Executive or the Board of Management to incur expenditure shall incur any debt without sufficient funds being available at the time to meet such expenditure.
- (f) No person shall incur a debt on behalf of the Society not having been previously authorised to do so by the Executive or the Board of Management.

18. FINANCE

- (a) The Society shall keep all such accounting records as are usual or necessary to record correctly and explain the financial transactions and financial position of the Society and to conform with the Act.
- (b) The financial year of the Society shall be from the 1 January 2016 to 30th June 2016 and in subsequent years 1st July to the 30th June.
- (c) An audited Financial Statement of Affairs and Balance Sheet for the last financial year including the funds administered by the Board of Management and any Committee or Sub-Committee shall be presented for adoption at the Annual General Meeting. Copies of the statement and balance sheet shall form part of the Financial Statement and shall be included in an Annual Report of the President or the Executive and distributed to all financial members at least seven days prior to the Annual General Meeting at which it is to be presented for adoption.
- (d) No person shall incur a debt on behalf of the Society not having been previously authorised to do so by the Executive.

19. BORROWING OF MONIES

- (a) The Executive may borrow monies up to an amount of One Hundred Thousand Dollars, adjusted annually by CPI in July starting in the year 2005, being satisfied that it can meet the terms of repayment. Each time the Executive borrows money it shall, at the next General Meeting, inform the members of the value and the purpose of the loan.
- (b) The Executive may borrow monies in excess of the amount of One Hundred Thousand Dollars, adjusted annually by CPI in July starting in the year 2005, being satisfied that it can meet the terms of repayment and provided that prior approval of the members is obtained at a General Meeting of which not less than twenty-eight days written Notice has been given.

20. AUDITOR

- (a) An Auditor shall be appointed by the Executive in May each year to audit the accounts of the Society for the next financial year and to present a report thereon to the next Annual General Meeting. The next General Meeting shall ratify the appointment of the Auditor.
- (b) Any person other than a member of the Executive, the Board of Management, any Committee or Sub - Committee of the Society shall be eligible for appointment as Auditor provided such person is a member either of the Australian Society of Certified Practising Accountants or of The Institute of Chartered Accountants in Australia. A vacancy occurring in the office of Auditor during the year shall be filled by the Executive within twenty one days and ratified by the next General Meeting.

21. COMMITTEES

- (a) The Executive may by resolution in writing delegate powers of the Society to Committees consisting of such Executive members or such members as the Executive may think fit and any Committee so formed shall in the exercise of the powers so delegated conform to any By-law that may be imposed on the Committee by the Executive. The Executive may from time to time in like manner revoke such delegation.
- (b) Conveners or representatives of Committees may with the approval of the Executive attend and speak at meetings of the Executive at which matters concerning the Committee in question are to be discussed but may not vote thereat.
- (c) The Executive may from time to time establish and dissolve Committees for the purpose of conducting any specific business of the Society. Any such Committee shall be given clear and precise terms of reference as recorded in the Minutes of the Executive.
- (d) The President and the Secretary shall be ex officio members of all Committees with full voting rights.

22. BY-LAWS

- (a) The Executive may from time to time make, repeal and amend such By-laws not inconsistent with this Constitution as it shall think expedient for the Management and well being of the Society. All By-laws made by the Executive under this Clause shall be ratified by a General Meeting and shall be binding on all members.
- (b) The Secretary shall within sixty days of the making or amending of any By-law provide a copy of same to every member bound thereby by means of inserting the same in the next publication of the Society normally sent by post to members or by such other means as the Executive may from time to time think fit.
- (c) Forthwith upon the making of every By-law the same shall be numbered and entered in chronological order in a book kept solely for that purpose and this provision shall in like manner apply to the amending of By-laws.

23. BOARD OF MANAGEMENT

23A. THE BOARD OF MANAGEMENT

- (a) The Executive may by Motion passed by an Executive Meeting appoint and delegate to a Board of Management with or without special conditions responsibility for those powers or parts thereof defined in Sub-Clauses 5(a) to 5(k) inclusive and may in like manner revoke or amend such appointment or delegation. The Board of Management shall be responsible for the day-to-day management, control and operation of the SteamRanger business and shall report thereon at least annually to the Members of the Society.
- (b) The Board of Management may acquire, borrow from others, lease, use, maintain and, subject to the prior consent of the owner where applicable and the prior approval of the Executive, dispose of locomotives, rollingstock and railcars provided that the particulars of every such disposal shall be reported to the next General Meeting of the Society.
- (c) The Board of Management by the Society's Finance Manager shall maintain an up to date written Register of all principal assets purchased by, donated to or on loan to the Society.
- (d) The Board of Management shall consist of the Executive and Officers appointed by the by the Executive to manage the affairs of the Society.
- (e) The officers remain in their appointed positions until retirement or removal by the Executive.
- (f) The Executive shall provide job specifications prior to appointment.

- (g) Any financial member can apply for a position on the Board of Management at any time.

23B. COMMITTEES AND SUB-COMMITTEES

- (a) At its first meeting the Board of Management shall appoint such Committees and Sub-committees as it thinks fit to assist in the activities of the SteamRanger Heritage Railway.
- (b) Every such Committee or Sub-committee established under this Clause shall be given clear and precise Terms of Reference by the Board of Management and the details thereof shall be recorded in the Minutes of the Board of Management.
- (c) All persons appointed to such Committees or Sub-committee shall be so appointed and may be removed without cause by the Board of Management. Such Committees or Sub-committees may include persons who are not members of the Society provided that such persons shall not be entitled to vote at any meetings of Committees or Sub-committee nor be responsible for Board of Management funds or accounts.
- (d) The Board of Management shall at all times ensure that:-
 - (i) Every such Committee or Sub-committee is adequately and responsibly supervised by its respective Board of Management representative.
 - (ii) Regular and comprehensive reports of the meetings and activities of every Committee or Sub-committee are provided to the Executive.

24. ARCHIVES

The archives of the Society shall be held upon trust for the Society by the National Railway Museum Port Adelaide pursuant to such terms and conditions as may be agreed in writing between the parties and as amended from time to time.

25. NO PROFITS TO MEMBERS

The income and property of the Society, from wherever and howsoever derived, shall be applied solely towards the promotion of the Objects of the Society and no portion thereof shall be paid or transferred directly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Society nor to persons who at any time have been members of the Society nor to any persons claiming through any of them provided that:-

- (a) Nothing herein shall prevent the payment in good faith to any member of the Society in return for goods or services supplied in the ordinary or usual course of business nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by the Commonwealth Bank of Australia as its prime rate on overdrafts from time to time on any advance or loan made by a member of the Society or reasonable and proper rent for premises demised or leased by any member to the Society.
- (b) Nothing herein shall prevent the gratuitous distribution or sale at a discount to members of the Society of any books, records, films or other productions whether produced by the Society or otherwise relating to all or any of its powers as defined by Clause 5 (m)
- (c) Nothing herein shall prevent the provision of concessions to members of the Society either for travel on any train or other functions operated by SteamRanger.

26. DISSOLUTION

- (a) The Society shall be wound up: -
 - (i) If the membership falls below seven members and upon the passing of a special resolution of the members present at a Special General Meeting convened to consider same.
 - (ii) In accordance with the Act.

- (b) Upon winding up of the Society all locomotives, railcars, rollingstock or other artefacts transferred to the ownership of the Society by the State of South Australia shall be disposed of in accordance with the instructions of the State of South Australia.
- (c) If upon winding up of the Society there remain "surplus assets" as defined by the Act such surplus assets shall be appropriated in accordance with a special resolution of the Society to such other non profit making Societies, Associations or bodies and in such shares and proportions as the Society may, in its discretion, decide for the furtherance of objects similar to those of the Society. If there be no such special resolution then the Supreme Court of South Australia may determine the question pursuant to Section 43 of the Act.
- (d) No member defined by Clause 7A of this Constitution shall be liable for or to contribute to the payment of any of the debts or liabilities of the Society, or for the costs, charges, fees or expenses of the winding up of the Society.

27. ALTERATIONS TO THE CONSTITUTION

- (a) With the exception of Clause 26 no addition, repeal or amendment shall be made to or in this Constitution unless the same shall have been resolved by seventy five percent of members present and voting on the question at a Special General Meeting called and held as provided by this Constitution for that purpose.
- (b) In respect of Clause 26 there shall be no addition, repeal or amendment to this Constitution pertaining in any way howsoever to the locomotives, railcars, rollingstock or other artefacts transferred to the ownership of the Society by the State of South Australia unless the proposed alteration, addition or amendment as the case may be shall have been first approved by the History Trust of South Australia or its successor. Upon the receipt of the written approval of the History Trust of South Australia or its successor the procedure as set out in Clause 27 (a) ~~28 (a)~~ shall then apply.
- (c) The Secretary shall within sixty days furnish a copy of every approved repeal amendment or addition to this Constitution to all members of the Society by means of a supplement to the next general publication of the Society normally sent by post to members or by such other means as the Executive may from time to time think fit.
- (d) If and whenever the Act is amended and such amendment renders this Constitution or any Clause or any part thereof inconsistent with the Act as amended, then:-
 - (i) This Constitution or any Clause or part thereof so rendered inconsistent with the Act shall be deemed to have been amended by operation of law to remove such inconsistency and if the circumstances require, a new Clause or new Clauses shall be substituted;
 - (ii) The provisions of sub- clauses (a) and (b) of this Clause shall not apply;
 - (iii) The provision of sub-clause (c) of this Clause shall apply as if the amendment had been made as prescribed by sub-clause (a) of this Clause.

28. NOTICES

- (a) A notice may be given to any Member either personally or by properly addressing, pre-paying and posting an envelope containing such Notice to the Member's address then appearing in the Register of Members.
- (b) When a Notice is sent by post, service thereof shall be deemed to have been effected at the time when the envelope containing such Notice would have been delivered in the ordinary course of post.
- (c) A certificate in writing, signed by the Secretary that an envelope containing the Notice was so addressed pre-paid and posted, shall for all purposes be conclusive evidence thereof.