

**CONSTITUTION**

**THE US MODEL RAILROAD CLUB OF WA INCORPORATED**

1.	Name .....	1
2.	Definitions .....	1
3.	Objects of Association .....	1
4.	Powers .....	2
5.	Membership.....	3
6.	Register of Members of Association.....	3
7.	Subscriptions of members of Association.....	3
8.	Resignation of Members of Association .....	3
9.	Expulsion of Members of Association .....	4
10.	Committee of Management.....	4
11.	Chairman .....	6
12.	Secretary.....	6
13.	Treasurer.....	6
14.	Casual Vacancies in Membership of Committee .....	7
15.	Proceedings of Committee .....	7
16.	General Meetings .....	7
17.	Quorum in Proceedings at General Meetings .....	9
18.	Minutes of a Meeting of Association .....	9
19.	Voting Rights of Members of Association.....	10
20.	Proxies of Members of Association .....	10
21.	Rules of Association.....	10
22.	Common Seal of Association.....	10
23.	Inspection of Records of The Association .....	11
24.	Distribution of Surplus Property on Winding Up of The Association.....	11

**1. NAME**

**1-1** The name of the Association is the US Model Railroad Club of WA Incorporated, herein called “the Association”.

**2. DEFINITIONS**

**2-1** In these rules, unless the contrary intention appears;

- a. *Committee Meeting* means meeting referred to in Rule 15-1,
- b. *Committee Member* means person referred to in paragraphs a, b, c, d or e of Rule 10-1,
- c. *Financial Year*: The Club’s financial year is the 12-month period commencing 1 July to 30 June in the following year.
- d. *General Meeting* means meeting convened under Rule 16,
- e. *Member* means a member of the Association,
- f. *Ordinary Resolution* means a resolution other than a Special Resolution,
- g. *Special Resolution* has the meaning given by section 24 of The Act,
- h. *The Act* means the ASSOCIATIONS INCORPORATION ACT 2015,
- i. *the Association* means the Association referred to in Rule 1,
- j. *The Chairman* means;
  - 1) In relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with Rule 11, or
  - 2) Otherwise than in relation to the proceedings referred to in Paragraph 2-1a, the person referred to in Rule 10-1a or, if that person is unable to perform his or her functions, the Vice Chairman.
- k. *The Committee* means the Committee of Management of the Association referred to in Rule 10-1,
- l. *The Secretary* means the Secretary referred to in Rule 10-1c,
- m. *The Treasurer* means the Treasurer referred to in Rule 10-1d, and
- n. *The Vice Chairman* means the Vice Chairman referred to in Rule 10-1b.

**3. OBJECTS OF ASSOCIATION**

**3-1** The objects for which the Association is established are;

- a. To promote and assist in the promotion of the hobby of Model Railroading,
- b. To affiliate with clubs, associations and organisations with similar objects,
- c. To provide affiliation facilities for individuals, clubs, associations and bodies corporate with the Association,
- d. To offer advice and assistance to affiliates and other promoters of the hobby,
- e. To encourage participation in the hobby regardless of gender and age, and
- f. To do all such other things as are incidental or conducive to the attainment of the Association.

**3-2** The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Association, except in good faith in the promotion of those objects or purposes.

#### **4. POWERS**

**4-1** The powers of the Association are;

- a. To subscribe to become a member of and co-operation with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association,
- b. To invest and deal with the money of the Association not immediately required in such manner as may, from time to time, be thought fit,
- c. To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association;
  - 1) to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain, and
  - 2) to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- d. To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- e. To remunerate any person or body corporate for services rendered or to be rendered and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association or promotion of the incorporated association or in the furtherance of its objects,
- f. In furtherance 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,
- g. To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association from purchasers and others,
- h. To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso of Rule 4-1c,
- i. To take such steps by personal or written appeals, public meeting or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise,
- j. To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects,
- k. In furtherance of the objects of the Association to amalgamate with any one or more incorporated clubs, organisations and 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, and

- i. To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

## **5. MEMBERSHIP**

**5-1** Membership of the Association is open to all persons, clubs, associations, organisations and bodies corporate who have a bona fide interest in the hobby of Model Railroading.

**5-2** A person who wishes to become a member shall;

- a. Apply for membership to the Committee in writing;
  - 1) Signed by that person and by both of the members referred to in Rule 5-2b, and
  - 2) In such form as the Committee from time to time directs.
- b. Be proposed by one member and seconded by another.

**5-3** The Committee members shall consider each application made under Rule 5-2a at a Committee Meeting and shall, at that Committee Meeting or a subsequent Committee Meeting, accept or reject that application. Membership commences upon acceptance and payment of the amount of subscription referred to in Rule 7-1. Membership ceases whenever a member:

- a) Dies,
- b) Resigns under Rule 8-1,
- c) Is expelled under Rule 9,
- d) Becomes unfinancial under Rule 7-3.

## **6. REGISTER OF MEMBERS OF ASSOCIATION**

**6-1** The Secretary shall, on behalf of the Association, keep and maintain a register of members in accordance with Section 27 of The Act, and that register shall be so kept and maintained at his or her place of residence.

**6-2** The Secretary shall cause the name of a person who dies or ceases to be a member under Rule 7-3, 8-1 or 9 to be deleted from the register of members referred to in Rule 6-1.

## **7. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION**

**7-1** The members shall, from time to time, at a general meeting, determine the amount of the subscription to be paid by each member.

**7-2** Each member shall pay to the Treasurer, annually or before July 1, or such other date as the Committee from time to time determines, the amount of the subscription determined in Rule 7-1.

**7-3** Subject to Rule 7-4, a member whose subscription is not paid within three months after the relevant date fixed by or under Rule 7-2 ceases, upon the expiry of that period, to be a member, unless the Committee decides otherwise.

**7-4** A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date or within three months thereafter.

## **8. RESIGNATION OF MEMBERS OF ASSOCIATION**

**8-1** A member who delivers notice, in writing, of his or her resignation from the Association to the Secretary or another Committee member ceases, upon that delivery, to be a member.

**8-2** A person who ceases to be a member under Rule 8-1 remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

**9. EXPULSION OF MEMBERS OF ASSOCIATION**

**9-1** If the Committee considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association, the Committee shall communicate, either orally or in writing, to the member;

a. Notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided, and

b. Particulars of that conduct,

not less than thirty (30) days before the Committee meeting referred to in Rule 9-1a.

**9-2** At the Committee meeting referred to in a notice communicated under Rule 9-1a, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or make representations in writing to the Committee, expel or decline to expel that member from membership of the Association and shall forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.

**9-3** Subject to Rule 9-5, a member who is expelled under Rule 9-2 from membership of the Association ceases to be a member fourteen (14) days after the day on which the decision so to expel said member is communicated to that member under Rule 9-2.

**9-4** A member who is expelled under Rule 9-2 from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of fourteen (14) days referred to in Rule 9-3.

**9-5** When notice is given under Rule 9-4;

a. the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Committee to expel that member, and

b. The member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel him or her is confirmed under this rule.

**10. COMMITTEE OF MANAGEMENT**

**10-1** The affairs of the Association shall be managed exclusively by a Committee of Management consisting of;

a. A Chairman,

b. A Vice Chairman,

c. A Secretary,

d. A Treasurer,

e. Not less than four (4) other persons,

all of whom shall be members of the Association elected to membership of that Committee at an Annual General Meeting or appointed under Rule 10-9.

**10-2** At the commencement of the first Annual General Meeting to be held after the Incorporation of the Association under the Act;

- a. If the Committee consists of an even number of members, half of that number, which half, or
- b. If the Committee consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number,

shall be chosen by ballot, shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.

**10-3** At the commencement of each successive Annual General Meeting after the Annual General Meeting referred to in Rule 10-2, those four Committee members who have served for longer periods than the other Committee members shall cease to be Committee members, but shall be eligible for re-selection to membership of the Committee.

**10-4** Subject to Rule 10-5 a person is not eligible for election to the membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination signed by;

- a. The nominator, and
- b. The nominee to signify his or her willingness to stand for election,

to the Secretary not less than twenty eight (28) days before the day on which the Annual General Meeting concerned is to be held.

**10-5** Rules 10-4 and 10-7 do not apply to or in relation to a person who is eligible for re-election under Rule 10-2 or 10-3.

**10-6** A person who is eligible for election or re-election under this Rule may, at the Annual General Meeting concerned;

- a. Propose or second himself or herself for election or re-election, and
- b. Vote for himself or herself.

**10-7** The Secretary shall ensure that notice of all persons seeking election of membership to the Committee is given to all members when notice is given to those members of the calling of the Annual General Meeting at which the election is to be held.

**10-8** If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled,

- a. The Secretary shall report accordingly to, and
- b. The Chairman shall declare those persons to be duly elected as members of the Committee at,

the Annual General Meeting concerned.

**10-9** When a casual vacancy within the meaning of Rule 14 occurs in the membership of the Committee,

- a. The Committee may appoint a member to fill that vacancy, and
- b. A member appointed under this Rule shall;
  - 1) Hold office until the commencement of, and
  - 2) Be eligible for election to membership of the Committee at,

the next following Annual General Meeting.

**11. CHAIRMAN**

**11-1** Subject to this Rule the Chairman shall preside at all general meetings and Committee meetings.

**11-2** In the event of the absence from;

- a. A general meeting of,
  - 1) The Chairman,
  - 2) The Vice Chairman,
  - 3) Both the Chairman and the Vice Chairman,

A member elected by the other members at the general meeting, or

- b. A Committee meeting of;
  - 1) The Chairman,
  - 2) The Vice Chairman,
  - 3) Both the Chairman and the Vice Chairman,

a Committee member elected by the other Committee members present, shall preside at the general meeting or Committee meeting as the case requires.

**12. SECRETARY**

**12-1** The Secretary shall;

- a. Co-ordinate the correspondence of the Association,
- b. Keep full and correct minutes of the proceedings of the Committee and of the Association,
- c. Comply on behalf of the Association with;
  - 1) Section 27 of the Act in respect of the register of members of the Association,
  - 2) Section 28 of the Act in respect of the Rules of the Association, and
  - 3) Section 29 of the Act in respect of the record of office holders and any trustees of the Association.
- d. Have custody of all books, documents, records and registers of the Association, including those required to in Rule 12-1c, other than those required by Rule 13 to be kept and maintained by, or in the custody of, the Treasurer, and
- e. Perform such other duties as imposed by these Rules on the Secretary.

**13. TREASURER**

**13-1** The Treasurer shall;

- a. Be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and shall issue receipts for those moneys in the name of the Association,
- b. Pay all monies referred to in Rule 13-1a into such account or accounts of the Association as the Committee may from time to time direct,
- c. Make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure all cheques are signed by two Committee members other than himself or herself,

- d. Comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association,
- e. Whenever directed to do so by the Chairman, submit to the Committee a report, balance sheet or financial statement in accordance with that direction,
- f. Have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in Rule 13-1d and 13e, and
- g. Perform other such duties as impose by these Rules of the Treasurer.

**14. CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE**

**14-1** A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member;

- a. Dies,
  - b. Resigns by notice in writing delivered to the Chairman or, if the Committee member is the Chairman, to the Vice-Chairman,
  - c. Is convicted of an offence under the Act,
  - d. Is permanently incapacitated by mental or physical health,
  - e. Is absent for more than;
    - 1) Three (3) consecutive Committee meetings, or
    - 2) Three (3) Committee meetings in the same financial year.
- and,
- f. Ceases to be a member of the Association.

**15. PROCEEDINGS OF COMMITTEE**

**15-1** The Committee shall meet together for the despatch of business not less than once in each calendar month and the Chairman may at any time convene a meeting of the Committee.

**15-2** Each Committee member has a deliberate vote.

**15-3** A question arising at a Committee meeting shall be decided by a majority of votes but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.

**15-4** At a Committee meeting five (5) Committee members constitute a quorum.

**15-5** Subject to these Rules the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.

**15-6** A Committee member having any direct or indirect pecuniary interest referred to in section 21 or section 22 of the Act shall comply with that section.

**16. GENERAL MEETINGS**

**16-1** The Committee;

- a. May, at any time, convene a special general meeting,
- b. Shall convene Annual General Meetings within the time limits provided for the holding of Annual General Meetings by section 50 of the Act. The Club's Annual



General Meeting of all members shall be held on 1<sup>st</sup> Saturday of August at a time to be advised.

- c. Shall, within thirty (30) days of;
  - 1) Receiving a request in writing to do so from not less than 20% of membership convene a special general meeting for the purpose specified in that request, or
  - 2) The Secretary receiving a notice under Rule 9-4 convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.

**16-2** The members making a request referred to in Rule 16-1c 1) shall;

- a. State in that request the purpose for which the special general meeting is required, and
- b. Sign that request.

**16-3** If a special general meeting is not convened within the relevant period of thirty (30) days referred to in;

- a. Rule 16-1c 1), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee, or
- b. Rule 16-1c 2), the member who gave the notice concerned may himself or herself convene a special general meeting as if he or she was the Committee.

**16-4** When a special general meeting is convened under Rule 16-3;

- a. The Committee shall ensure that the member or members convening the special general meeting are supplied, free of charge, with particulars of all members, and
- b. The Association shall pay reasonable expenses of convening and holding the special general meeting.

**16-5** Subject to Rule 16-8 the Secretary shall give all members not less than fourteen (14) days notice of a general meeting and of any motions to be moved at the general meeting.

**16-6** A notice given under Rule 16-5 shall specify;

- a. When and where the general meeting is to be held, and
- b. Particulars of the business to be transacted at the general meeting concerned and the order in which that business is to be transacted.

**16-7** In the case of an Annual General Meeting the order in which business is to be transacted is;

- a. First, the consideration of the accounts and reports of the Committee,
- b. Second, the election of Committee members to replace outgoing Committee members, and
- c. Third, any other business requiring consideration by the Association in a general meeting.

**16-8** The Secretary shall give to all members not less than twenty one (21) days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at the general meeting.

**16-9** The Secretary may give notice under Rule 16-5 or 16-8 by;

- a. Serving it on a member personally, or
- b. Sending it by post or email to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.

**16-10** When a notice is sent by post or email under Rule 16-9b, sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted or emailed to the member concerned.

## **17. QUORUM AND PROCEDURE AT GENERAL MEETINGS**

**17-1** At a general meeting eight (8) members present in person or by proxy constitute a quorum.

**17-2** If within thirty (30) minutes after the time specified for holding a general meeting in a notice given under Rule 16-5 or Rule 16-8;

- a. As a result of a request or notice referred to in Rule 16-1c or as a result of action taken under Rule 16-3 a quorum is not present, the general meeting lapses, or
- b. Otherwise than as a result of a request, notice or action referred to in Rule 17-2a the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

**17-3** If within thirty (30) minutes of the time appointed by Rule 17-2b for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum was present.

**17-4** The Chairman may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting as if a quorum was present.

**17-5** There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

**17-6** When a general meeting is adjourned for a period of thirty (30) days or more the Secretary shall give notice under Rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

**17-7** At a general meeting;

- a. An ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands, and
- b. A special resolution put to the vote shall be decided in accordance with section 24 of the Act.

**17-8** A declaration by the Chairman at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 17-9.

**17-9** At a general meeting a poll may be demanded by the Chairman at the general meeting or by three (3) or more members present in person or by proxy and, if so demanded, shall be taken in such a manner as the Chairman directs.

**17-10** If a poll is demanded and taken under Rule 17-9 in respect of an ordinary resolution, a declaration by the Chairman of the result of the poll is evidence of the matter so declared.

**17-11** A poll demanded under Rule 17-9 on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

## **18. MINUTES OF A MEETING OF ASSOCIATION**

**18-1** The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within thirty (30) days after the

holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

**18-2** The Chairman shall ensure that the minutes taken of a general meeting or Committee meeting under Rule 18-1 are checked and signed as correct by the Chairman of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting as the case requires.

**18-3** When minutes have been entered and signed as correct under this Rule they shall, until the contrary is proved, be evidence that;

- a. The general meeting or Committee meeting to which they relate, herein called the meeting, was duly convened and held,
- b. All proceedings recorded as having taken place at the meeting did in fact take place thereat, and
- c. All appointments or elections purporting to have been made at the meeting have been validly made.

## **19. VOTING RIGHTS OF MEMBERS OF ASSOCIATION**

**19-1** Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

**19-2** A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

**19-3** An appointment made under Rule 19-2 shall be so made by a resolution of the board or other governing body of the body corporate concerned;

- a. Which resolution is authenticated under the common seal of that body corporate, and
- b. A copy of which resolution is lodged with the Secretary.

**19-4** A person appointed under Rule 19-2 to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

## **20. PROXIES OF MEMBERS OF ASSOCIATION**

**20-1** A member, herein called the appointing member, may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

## **21. RULES OF ASSOCIATION**

**21-1** The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.

**21-2** These rules bind every member and the Association to the same extent as if every member of the Association had signed and sealed those rules and agreed to be bound by all their provisions.

## **22. COMMON SEAL OF ASSOCIATION**

**22-1** The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second

member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

**23. INSPECTION OF RECORDS OF THE ASSOCIATION**

23-1 A member may, at any reasonable time, inspect without charge the books, documents, records and securities of the Association

**24. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION**

24-1 The Association may be dissolved by a resolution passed at a general meeting of members by a three quarters majority of members present and voting.

24-2 If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed;

- a. To another incorporated association having objects similar to those of the Association, or
- b. For charitable purposes.

which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

