



Minutes of the Special General Meeting held at Oberon RSL 5th September 2012 at 7.30 pm

1 Call to Order

Present Tim Arnison (Chair), Kylie Moorhead, Graham Parker, Ian Davis, Marjorie Webb, Richard Webb, Col & Glenda Bembrick, Elaine Boxer, Terry Owens, Rudi Marauf, Lynette Ireland, Jenny Cole, Doug Booker

2 Visitor: Merrilyn Owens
Minute Secretary: Lyndle Hawkes

Apologies Shane Moorhead, John Boxer, Peter Culley, Arthur Robinson

3 Special Resolution

Discussion: The secretary explained the background of the constitution change, and the impacts on the association of each of the amendments.

Special Resolution: *Being to adopt the Model Constitution under the Associations Incorporation Act 2009 with the following amendments:*

1. Insert OTHR's Statement of Objects as preamble to the constitution. The wording of the statement of objects remains the same as per the previous amendment to the constitution in March 2008.

Statement of Objects

The Objects of the Oberon Tarana Heritage Railway Inc. (OTHR) are to:

- 1) Retain the existing rail infrastructure between and including the junction station at Tarana and the terminus at Oberon.*
- 2) Progressively restore the railway line from Oberon to Hazelgrove Siding, then to Carlwood Siding and finally to Tarana Station.*
- 3) Operate a heritage railway in consultation and co-operation with local councils, local landholders and the broader Oberon and Tarana communities.*
- 4) Develop and maintain links with local Oberon and Tarana businesses and tourist attractions as well as other regional councils to ensure that the Oberon to Tarana railway line becomes an integral part of regional tourist promotions.*
- 5) Develop and maintain links with other heritage railway groups in Australia.*
- 6) Develop and operate a relevant static museum display of heritage railway equipment and memorabilia.*
- 7) Promote and actively undertake historical railway research in co-operation with other railway researchers, historical societies and interested community groups.*

2. Replace Clause (3) Nomination for Membership with the following which changes the membership process from a "nomination" to an "application" where the new member isn't required to be nominated by two existing members. The change also allows for the applications to be made via a printed or online application form.

3. Application for membership

1) *The application of a person for membership of the association:*

a) *must be made using the association's membership application form , or*
b) *made electronically using the association's online membership form (or equivalent as set by the Committee), and*

c) *be lodged with the secretary of the association*

2) *The application form must contain at least the following information:*

a) *The applicant's name and residential, or postal address*

b) *The applicant's contact details preferably phone number and email address.*

c) *An agreement to be bound by the association's constitution*

3) *The application for membership must be accompanied by the payment of the first year's membership fee.*

4) *As soon as practicable after receiving an application and payment for membership, the secretary must refer the application to the committee which is to determine whether to approve or to reject the application.*

5) *As soon as practicable after the committee makes that determination, the secretary must:*
a) *notify the applicant, in writing, that the committee approved or rejected the application (whichever is applicable), and*

i) *if the committee rejects the application, refund the membership fee which accompanied the application.*

ii) *If the committee approves the application, the secretary must enter the applicant's name in the register of members, and on being so entered, the applicant becomes a member of the association.*

3. Amend Clause 4 (d) Cessation of membership to extend the timeframe a member has to pay their membership fee before ceasing to be a member from 3 months to 12 months.

(d) fails to pay the annual membership fee under clause 8 (2) within 12 months after the fee is due

4. Amend Clause 13 (1) Powers of the Committee so that the committee is to be called the "executive committee" instead of the "committee of management". This is to allow the differentiation of the management committee in our Safety Management System which would include appointed department managers as well as the elected committee members.

(1) The committee is to be called the executive committee of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

5. Insert Clause 42 Non-Profit and Clause 43 Dissolution into the constitution, as per our original constitution amendments made in 2005

42. Non-profit

1) The assets and income of the association shall be applied solely in furtherance of its statements of objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

43. Dissolution

1) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another association or organisation with similar purposes which is not carried on for the profit or gain of its individual members.

Moved: Doug Booker, Seconded: Graham Parker ,
Carried with an unanimous vote.

4 **Meeting Closed** 7.45pm
