

**NATIONAL MODEL RAILROAD ASSOCIATION
INCORPORATED**



**AUSTRALASIAN REGION
RULES OF ASSOCIATION**

2023



NATIONAL MODEL RAILROAD ASSOCIATION INC.

AUSTRALASIAN REGION

RULES OF ASSOCIATION

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1 PRELIMINARY

1.1 Name

- 1.1.1 The name of the Incorporated Association shall be National Model Railroad Association Incorporated, hereinafter called the Association or NMRA (AR).
- 1.1.2 The Association is the Australasian Region of the NMRA. The Association is constituted under the regulations of the National Model Railroad Association Inc., a non-profit educational organization of the United States of America. The NMRA Inc. (USA) was formed in 1935 to promote, stimulate, foster and encourage the art and craft of model *railroading*/railways and to preserve the history, science and technology thereof.

1.2 Definitions

- 1.2.1 "NMRA" means the National Model Railroad Association Incorporated of the United States of America.
- 1.2.2 "Association" means the National Model Railroad Association Inc. (Australasian Region) or NMRA (AR) which is incorporated in NSW by the NSW Office of Fair Trading.
- 1.2.3 "Australasian Region Committee" (ARC) is the title given to the committee of management of the NMRA Inc. (Australasian Region).
- 1.2.4 "Pacific District Director" of the NMRA means the member of the Board of the NMRA who is elected by the members of the NMRA residing in the Pacific District.
- 1.2.5 "Secretary" means the person holding office under these rules as secretary of the Association or, if no such person holds that office, the public officer of the Association.
- 1.2.6 "Special general meeting" means a general meeting of the association other than an annual general meeting.
- 1.2.7 "The Act" means the NSW Associations Incorporation Act 2009.
- 1.2.8 "The Regulations" means the NSW Associations Incorporation Regulations 2016.
- 1.2.9 "Financial member" means a member of the Association who has paid all current membership dues and/or has full rights of membership.
- 1.2.10 "Commissioner" means the Director General or his delegate of the NSW Office of Fair Trading (OFT).
- 1.2.11 "SIG" means a NMRA and/or ARC approved Special Interest Group.
- 1.2.12 In these rules:



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- A reference to a function includes reference to a power, authority and duty; and
 - A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;
 - References to “he, him or his” are not meant to be gender specific and can mean “she, her or hers” where necessary.

1.2.13 The provisions of the NSW Interpretations Act 1987 apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument under that Act.

1.2.14 “Electronic media” means facsimile, email, SMS or any other digital media becoming available for general and common use by the members.

1.2.15 A special resolution includes, but is not limited to, the following:

- changing the association's name
- changing the association's objects
- changing the association's constitution
- applying for registration by an unincorporated group
- amalgamating with another registered association
- an existing corporation seeking to register as an association
- an existing registered association applying to transfer incorporation
- voluntarily winding up or cancelling the registered association and distributing property.

1.2.16 Membership Categories:

1.2.16.1 “Ordinary Member” means a member of the ARC who is not an Officer of the Association, as referred to in rule 3.2.2:

1.2.16.2 “Life Member”. Other than Honorary Life Member, this class of membership is closed. The subcategories other than Life Member describe existing membership only and do not create new rights. The category of Life Member shall be categorized into the following sub-classifications:

1.2.16.3 Honorary Life Member. As recognition for meritorious service to the National Model Railroad Association, any person or organization may be elected as an Honorary Life Member by vote of a majority of the Board of Directors and is deemed to be a financial member and shall not be required to pay any additional dues. *This includes full rights of membership* plus a subscription to NMRA Magazine and the NMRA Bulletin.

1.2.16.4 Non-Actuarial Life Member. Any member who purchased an NMRA Life Membership prior to the implementation of the actuarial process for pricing the cost of Life Membership shall be a member of this class. *This includes full rights of membership* plus a subscription to NMRA Magazine and the NMRA Bulletin.



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- 1.2.16.5 Actuarial Life Member. Any member who purchased an NMRA Life Membership after the implementation of the actuarial process for pricing the cost of Life Membership shall be a member of this class. *This class includes full rights of membership* plus a subscription to NMRA Magazine and the NMRA Bulletin.
- 1.2.16.6 “Corporate Member”. Any manufacturer, retailer, wholesaler, or other natural person or legal person, engaged in the business of model railroading may become a Corporate Member of the NMRA upon application to the Administration Department and payment of the appropriate dues as set forth in the Executive Handbook.
- 1.2.16.7 “Family Member”. The spouse or minor child of any financial member in good standing or non-professional carer as described in section 1.2.17 may become a Family Member upon application and payment of the appropriate dues as detailed on the (*electronic*) application form.
- 1.2.17 “Disabled Member’s Carer”.

If a disabled member is in the company of a “Carer” at an NMRA sanctioned event,

- if the “Carer” is provided by a recognised service provider then the carer may attend the event(s) in their role as a carer. However they will not be insured under the NMRA Public Liability Insurance. The NMRA recommends they arrange their own public liability insurance.
- if the “Carer” is a family member of a disabled member they may become a “Family Member” (refer 1.2.16.7). The NMRA does not require the carer of a disabled member to join the NMRA. However, as a non-member they are not insured under the NMRA Public Liability Insurance. Consequently, for the carer’s protection the NMRA recommends they become a member.
- if the “Carer” is not a family member of a disabled member they may become a “Family Member” (refer 1.2.16.7). The NMRA does not require the carer of a disabled member to join the NMRA. However, as a non-member they are not insured under the NMRA Public Liability Insurance. Consequently, for the carer’s protection the NMRA recommends they become a member.

1.3 Objectives

1.3.1 A primary objective of the NMRA-AR is the encouragement of art consisting of drama, painting, architecture, sculpture and literature and the application of these disciplines to prototype and model railroading.

Drama: The creation, scripting and dramatic enactment of railroad operation scenarios, where the scale model trains and their human operators become the actors.



Painting: The painting of backdrops depicting urban and/or rural scenes, three-dimensional scenery, models and structures.

Architecture: The planning and construction of scale structures, including building, bridges and other architectural forms.

Sculpture: The creation and construction of figures, objects and three-dimensional scenery.

Literature: The NMRA encourages members to read publications of railroad operations and activities, railroad history, architecture, geology, geography, flora and modelling with a focus on but not limited to prototype and model railroading. The Association also encourages members to draft and submit written articles for publication.

1.3.2 A not-for-profit organisation, the Association promotes a range of activities for its members, as mentioned above, through hands-on learning, mentoring and feedback with the purpose of advancing mental health and preventing or relieving social isolation.

1.3.3 Formal Feedback is provided through the NMRA Achievement Program, an educational program designed to improve our members skills and knowledge.

On the achievement of nominated disciplines members are acknowledged through the awarding of certificates.

1.4 Divisional Structure

1.4.1 For the purposes of local representation and ease of administration, the area in which the Objectives of the Association operate is divided into Divisions as may be determined by the ARC from time to time, in consultation with the members of proposed or existing divisions.

1.4.2 Each Division will elect a Superintendent, who will then become a member of the ARC. (See 3.2, 3.3 and 3.8).

1.4.3 Each Division can elect such other members as may be required to establish a Division Committee.

2 MEMBERSHIP

2.1 Persons

2.1.1 A person is eligible to be a member of the association if:



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- a. the person is a natural or legal person, and
 - b. the person has applied and been approved for membership of the association in accordance with clause 2.6.1.

2.1.2 Membership of the NMRA automatically confers membership of the Association with full voting rights upon persons resident within the boundaries of the Australasian Region as defined by the NMRA. (See also 2.6)

2.1.3 Membership of the Association automatically confers membership of a Division, with full Divisional voting rights. Members can only be a member of one Division at any one time.

2.1.4 Out of area members may also join the Association, but have no voting rights at general meetings.

2.2 Application for Membership

2.2.1 Application for Membership of the Association must be made in writing or by electronic media on the form prescribed from time to time for this purpose by the NMRA.

2.2.2 Each application must be accompanied by payment of one year's membership dues as per 2.6.2.

2.2.3 Where the applicant is not already a current member of the NMRA, and the prescribed dues have been collected by the Association as the agent of the NMRA, the Secretary or other nominated official shall retain the application for membership of the NMRA on behalf of the prospective member, and shall forward to the NMRA such portion of the dues collected as are agreed to from time to time by the Association and the NMRA

2.2.4 The Secretary or other nominated official shall enter the name, address and other membership details of all newly approved members in the Association membership records.

2.2.5 Where an application for membership is rejected by the Association or the NMRA, the Secretary or other nominated official is to promptly advise the applicant of such rejection, and returning all monies forwarded with the application.

2.3 Cessation of Membership

2.3.1 A person ceases to be a member of the Association if that person dies.

2.3.2 A person or other association ceases to be a member of the Association if that person or association:



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- resigns their membership of the Association or the NMRA;
 - is expelled from the Association or the NMRA;
 - ceases, for any reason, to be a member of the Association or the NMRA;
 - fails to pay the appropriate membership dues to the Association or the NMRA within the time limits in accordance with the rules of the NMRA.

2.4 Resignation

- 2.4.1 A member of the Association is not entitled to resign that membership except in accordance with this rule (2.4).
- 2.4.2 A financial member may resign from membership of the Association by first giving notice (being not less than one month, or not less than such other period as the ARC may determine) in writing to the Secretary of the member's intention to resign and, upon expiration of the period of notice, the member ceases to be a member. There is no refund or partial refund of dues paid upon resignation of the member.
- 2.4.3 Where a member of the Association ceases to be a member pursuant to clause 2.4.2, and in every case where a member ceases to hold membership, the Secretary or other nominated official shall make an appropriate entry in the register of members recording the date on which the member ceases to be a member.

2.5 Register of Members

- 2.5.1 The Public Officer of the association shall establish and maintain a register of members of the association specifying the name and address of each person together with the date on which that member became a member of the Association. Where a member is also a member of an affiliated association ie a 100% club, he shall also record a contact name and address in respect of that association.
- 2.5.2 The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 2.5.3 The duty of the Public Officer in respect of clause 2.5.1 may be delegated to another nominated member by the ARC. In this case, the ARC shall nominate the place at which the register of members is to be kept.



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- 2.5.4 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- a. the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - b. any other purpose necessary to comply with a requirement of the Act or the Regulations.

2.6 Dues, Fees and Subscriptions

- 2.6.1 After paying the appropriate dues, every member residing within the boundaries of the Australasian Region will automatically be a member of the Association.
- 2.6.2 The membership fees for each class of membership shall be such sum as the members shall from time to time so determine by a vote of the membership. Any changes are to be reflected on the current (*electronic*) Membership Application Form.
- 2.6.3 The membership fees for each class of membership shall be payable at such time and in such manner as the ARC shall from time to time determine.
- 2.6.4 The Association may charge fees from time to time to cover the costs of events, meetings and activities. It may also charge subscriptions to receive the publications of the NMRA.

2.7 Liabilities of Members

- 2.7.1 The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 2.6.

2.8 Resolution of Internal Disputes

- 2.8.1 Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association must first be submitted in writing to the President



and Secretary. Following receipt of the written notification and details of the dispute, an acknowledgement, of said receipt, will be sent within ten days.

- 2.8.2 The first step in addressing the dispute is for the ARC to make every effort to resolve the problem through mediation within thirty days.
- 2.8.3 If the dispute is still not resolved, it is to be referred to a community justice centre for mediation in accordance with the NSW Community Justice Centres Act 1983.
- 2.8.4 At least seven days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

2.9 Disciplining of Members

- 2.9.1 Where the ARC is of the opinion that a member of the Association:
- has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - has persistently and wilfully acted in a manner prejudicial to the interests of the Association,

The ARC may, by resolution petition the NMRA to expel the member in accordance with the rules of the NMRA.

- 2.9.2 A resolution of the ARC under clause 2.9.1 has no effect unless the ARC, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause 2.9.3, confirms the resolution in accordance with this rule.
- 2.9.3 Where the ARC passes a resolution under clause 2.9.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- setting out the resolution of the ARC and the grounds on which it is based;
 - stating that the member may address the ARC at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
 - stating the date, place and time of that meeting; and
 - Informing the member that the member may either attend and speak at that meeting, or submit to the ARC at or before the date of that meeting written representations relating to the resolution.



2.9.4 At a meeting of the ARC held as referred to in clause 2.9.3, the ARC shall:

- give to the member an opportunity to make oral representations;
- give due consideration to any written representations submitted to the ARC by the member at or prior to the meeting; and
- By resolution determine whether to confirm or revoke the resolution.

2.9.5 Where the ARC confirms a resolution under clause 2.9.4, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 2.10.

2.9.6 A resolution confirmed by the ARC under clause 2.9.4 does not take effect:

- until the expiration of the period within which the member is entitled to appeal against the resolution but has not exercised that right within that period; or
- where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to clause 2.10.4.

2.10 Right of Appeal

2.10.1 A member may appeal to the Association in a special general meeting against the resolution of the ARC which is confirmed under clause 2.9.4, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

2.10.2 Upon receipt of a notice from a member under clause 2.10.1, the Secretary shall notify the ARC which shall convene a special general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

2.10.3 At a special general meeting of the Association convened under clause 2.10.2:

- no business other than the question of the appeal shall be transacted;
- the ARC and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
- the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

2.10.4 If at the special general meeting the Association passes a special resolution in favour of confirmation of the resolution, the resolution is confirmed.



3 THE AUSTRALASIAN REGION COMMITTEE (ARC)

3.1 Powers of the Australasian Region Committee

3.1.1 The Australasian Region Committee (ARC) shall be the committee of management of the Association and, subject to the Act, the Regulations and these rules and to any resolution passed by the Association in general meeting:

- shall control and manage the affairs of the Association;
- may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of the Association; and
- has the power to perform all such acts and do all such things as appear to the ARC to be necessary or desirable for the proper management of the affairs of the Association.

3.2 Composition of the Australasian Region Committee

3.2.1 The members of the ARC subject to section 28 & 29 of the Act, shall consist of:

- the Officers of the Association comprising of the President, the Vice-President, the Treasurer and the Secretary.
- three Ordinary Members;
- the Superintendent of each Division of the Association; and
- the NMRA Pacific District Director, provided they reside in the Region.

3.2.2 The Authorised Officers of the Association shall be:

- the President;
- the Vice-President;
- the Treasurer;
- the Secretary; and
- the Public Officer.

3.2.3 Each member of the ARC shall, subject to these rules, hold office until the conclusion of the annual general meeting in the second year following the date of the member's election. This two-year membership cycle shall start with the ARC elections held in 1992.

3.2.4 The Officers (except the Public Officer) and three Ordinary Members shall be elected at the appropriate annual general meeting of the Association pursuant to clause 3.2.5.



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- The Public Officer, who must be a resident of NSW, is appointed by the ARC for a two year term. They will then tender their resignation but may be re-appointed pursuant to clause 3.2.5
 - The Superintendents of each Division shall be elected by the members of that Division, pursuant to clause 3.3.10.
 - The Pacific District Director shall be elected in accordance with the NMRA Regulations.

3.2.5 Each member of the ARC is eligible for re-election, except that the Officers may not hold the same office for more than two consecutive terms. The Ordinary members may not hold the same office for more than three consecutive terms. (See also Rule 3.3.7) The term limits for the Pacific District Director are defined by the NMRA Regulations.

3.2.6 In the event of a casual vacancy occurring in the membership of the ARC, the ARC may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules. At that time the cycle of ARC elections for the vacated position are held and a member shall be appointed to the vacated ARC position. Time served as an appointee of the ARC shall not count as a term of office under 3.2.4. However, this does not limit the accrual of AP points for the position of region official.

3.3 Election of Officers and Members of the ARC

3.3.1 Nominations of financial members in good standing as candidates for election as Officers of the Association or as Members of the ARC:

- shall be made in writing, signed by two financial members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- shall be delivered to the Secretary of the Association not less than thirty days before the date fixed for the holding of the annual general meeting at which the election results are to be announced.

3.3.2 Nominations for positions on the ARC must specify to which offices or positions the nomination relates. If only one nomination is received for a particular office or position, then that candidate shall be deemed to be elected to that office or position. No member may hold more than one position on the ARC at any one time, nor stand for more than one position on the ARC at any election.

3.3.3 If no nominations are received for a particular office or position, then that office or position shall be deemed to be a casual vacancy (*refer to 3.2.6*).



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- 3.3.4 If more than one nomination for a particular office or position is received, then a ballot shall be held.
- 3.3.5 If insufficient nominations are received to fill all vacancies on the ARC for Ordinary Members, the candidates nominated shall be deemed to be elected. Vacant positions remaining shall be deemed to be casual vacancies.
- 3.3.6 If the number of nominations for Ordinary Members exceeds the number of vacancies to be filled, then a ballot shall be held.
- 3.3.7 Pursuant to clause 3.2.4, except in the case of the Officers of the Association, if an alternative nomination to any position is not received, or in special circumstances, the ARC may allow the candidate one extra consecutive term of office.
- 3.3.8 The election for all positions on the ARC, except the Pacific District Director, shall be conducted simultaneously. If ballots are required (except for the election of Divisional Superintendents under 3.3.10) they shall be by electronic or postal vote of the whole membership of the Association conducted during the thirty days prior to the annual general meeting at which the election results are to be announced, complying with clause 3.2.1.
- 3.3.9 The election for the Pacific District Director shall be conducted by the NMRA in accordance with their rules. The retiring Pacific District Director will remain in office until the new Pacific District Director assumes office.
- 3.3.10 Each Division, with consultation and approval from the ARC, may decide the manner in which nomination, voting and election of their Divisional Superintendent and such other members as may be required to establish a Division Committee shall take place. Each Division shall appoint a Returning Officer, acceptable to all candidates, who will be responsible to the Public Officer for the good conduct of Divisional elections, and who will forward the result to the ARC by the date of the appropriate annual general meeting.

3.4 Secretary

3.4.1 The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

3.4.2 It is the duty of the Secretary to keep minutes of:

- all appointments of Officers and ordinary members of the ARC;



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- the names of members of the ARC present at a meeting of the ARC or a general meeting; and
 - all proceedings at ARC meetings and general meetings.

3.4.3 Minutes of proceedings at a meeting shall be approved by the ARC at the next succeeding meeting.

3.5 Treasurer

3.5.1 It is the duty of the Treasurer of the Association to ensure that:

- All money due to the Association is collected and received and that all payments authorized by the Association are made.
- Correct books and accounts are kept for a period not less than 5 years showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.
- The Association's financial year runs from the 1st of January to the 31st of December and is reported accordingly.

3.5.2 All monies due to the NMRA (AR) received by the Association will be deposited into the NMRA (AR) bank account by the Treasurer, or nominee.

3.5.3 The Treasurer is to ensure NMRA Inc. financial records comply with the Act, the Regulations and Australian Taxation Office record keeping requirements and clearly identify assessable income and deductible expenses.

3.6 Casual Vacancies

3.6.1 For the purposes of these rules, a casual vacancy in the office or position of a member of the ARC occurs if the member:

- dies;
- ceases to be a member of the Association;
- becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth;
- resigns office by notice in writing given to the Secretary;
- is removed from office under rule 3.7;
- becomes a mentally incapacitated person;



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- is absent without the consent of, or communication with the **ARC for 3 meetings** during a single term of office; or
 - as Public Officer ceases to be a resident of New South Wales.
 - is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

3.6.2 Where a member of the ARC will be absent for 3 consecutive meetings or longer they can apply, in writing, for a leave of absence from the ARC. The application for leave of absence should list the period of the absence and provide the reason. This position is then filled under rule 3.2.6 for casual vacancies, with the exception that the casual vacancy is for the period of time that the member is absent.

3.7 Removal of ARC Officers and Members

3.7.1 The Association in a special general meeting may by resolution remove any member of the ARC from the office that the member holds before the expiration of the member's term of office. The ARC may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

3.7.2 Where a member of the ARC to whom a proposed resolution referred to in clause 3.7.1 relates makes representations within 30 days in writing to the Secretary or President and requests that the representations be notified to members of the Association, the Secretary or President may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

3.8 Meetings and Quorum

3.8.1 The ARC shall hold at least six meetings in each period of twelve months at such place and at such time as the ARC may determine.

3.8.2 Additional meetings of the ARC may be convened by the President or by any member of the ARC.



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- 3.8.3 Oral or written notice of a meeting of the ARC shall be given by the Secretary to each member of the ARC at least two days (or other such period as may be unanimously agreed upon by the members of the ARC, before the time appointed for the holding of the meeting.
- 3.8.4 Any four members of the ARC (as defined in rule 3.2.1) constitute a quorum for the transaction of the business of a meeting of the ARC. Members of sub-committees appointed under rule 3.9 invited to attend a meeting of the ARC may not be included in the numbers required to constitute a quorum at that meeting.
- 3.8.5 No business shall be transacted by the ARC unless a quorum is present. The members at the meeting may discuss the issues listed on the Agenda and these discussions are noted. At the next ARC meeting these notes can be presented to the meeting and then transacted.
- 3.8.6 At a meeting of the ARC:
- the President or, in the President's absence, the Vice-President shall preside; or
 - if the President and the Vice-President are absent or unwilling to act as such, one of the remaining officers of the ARC as may be chosen by the members present at the meeting shall preside.

3.9 Delegation by ARC

- 3.9.1 The ARC may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the ARC thinks fit) the exercise of such of the functions of the ARC as are specified in the instrument, other than:
- this power of delegation, which must remain with the ARC; and
 - a function which is a duty imposed on the ARC by the Act or by any other law.
- 3.9.2 A function of the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3.9.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of any delegation.
- 3.9.4 Despite any delegation under this rule, the ARC may continue to exercise any function delegated.



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- 3.9.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the ARC.
- 3.9.6 With the cycle of the presidential elections, all delegations, including but not limited to committee chairs are declared vacant. The ARC will appoint a chairman to each committee, and may at its discretion re-appoint an existing chairman within the spirit of clause 3.3.7.
- 3.9.7 The Secretary shall maintain a record of all delegations made since the previous AGM and shall raise an agenda item at the committee meeting immediately prior to the next AGM, advising that these delegations shall be revoked at the ARC meeting following the next AGM in accordance with 3.9.9.
- 3.9.8 The delegations referred to in 3.9.7 include, but are not limited to, the following:
- AP regional chair;
 - Region library chair;
 - Publication chair;
 - Webmaster;
 - Web administrator;
 - Convention chair;
 - Membership official; and
 - Education chair.
- 3.9.9 The ARC may, by instrument in writing, revoke wholly or in part any delegation under this rule. The delegation of all the functions of all sub-committees is revoked at the ARC meeting following each AGM.
- 3.9.10 A sub-committee may meet and adjourn as it thinks proper, but must report regularly to the ARC,

3.10 Voting and Decisions

- 3.10.1 Motions arising at a meeting of the ARC or of any sub-committee appointed by the ARC shall be determined by a majority of the votes of the members of the ARC or sub-committee present at the meeting.
- 3.10.2 Each member as described in clause 3.2.1 present at a meeting of the ARC, or at a meeting of any sub-committee appointed by the ARC, (including the person presiding at the meeting)



is entitled to one vote. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- 3.10.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the ARC or by a sub-committee appointed by the ARC, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the ARC or sub-committee.
- 3.10.4 Members of sub-committees appointed under rule 3.9 may be invited to attend meetings of the ARC and where invited by the chair, to enter into discussions at those meetings, but they may not exercise a vote at such ARC meeting.

4 GENERAL MEETINGS

4.1 Annual General Meetings

- 4.1.1 With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of six months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- 4.1.2 The Association shall hold its first annual general meeting:
- within the period of eighteen months after its incorporation under the Act; and
 - within the period of two months after the expiration of the first financial year of the Association.
- 4.1.3 Clauses 4.1.1 and 4.1.2 have effect subject to any extension or permission granted by the Commissioner under section 37(2) of the Act.
- 4.1.4 The annual general meeting of the Association shall, subject to the Act and to clauses 4.1.1 and 4.1.2, be convened on such date and at such place and time as the ARC thinks fit.
- 4.1.5 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
- Confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting, unless by resolution of any of those meetings the minutes had been confirmed at the next following ARC meeting.



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- Receive from the ARC reports upon the activities of the Association during the last preceding financial year.
 - Subject to rule 3.3, declare the result of elections for the ARC at every second annual general meeting, beginning with that held in 1992.
 - Receive and consider the financial statements which are required to be submitted to members in accordance with section 48 of the Act.

4.1.6 An annual general meeting shall be specified as such in the notice convening it.

4.2 Special General Meetings

4.2.1 The ARC may, in special circumstances, convene a special general meeting of the Association.

4.2.2 The ARC shall, pursuant to a member's right of appeal under section 2.10, or on the requisition in writing of not less than five percent of the total number of members, convene a special general meeting of the Association.

4.2.3 A requisition of members for a special general meeting:

- shall state the purpose or purposes of the meeting;
- shall be signed by the members making the requisition;
- shall be lodged with the Secretary; and
- may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

4.2.4 If the ARC fails to convene a special general meeting to be held within one month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.

4.2.5 A special general meeting convened by a member or members as referred to in clause 4.2.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the ARC.



4.3 Notice of Meetings

- 4.3.1 Where the nature of the business proposed to be dealt with at a general meeting requires a resolution of the Association, the Secretary shall, at least fourteen days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each financial member at the member's address appearing in the register of members or by electronic media, a notice specifying the date, place and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 4.3.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least twenty-one days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause 4.3.1 specifying, in addition to the matter required under clause 4.3.1, the intention to propose the resolution as a special resolution.
- 4.3.3 The normal means of giving notice of a general meeting will be by publishing this notice in, or including this notice with, the issue of the Association journal to be received by all members at the appropriate time before the date of the meeting.
- 4.3.4 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 4.1.
- 4.3.5 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

4.4 Quorum for General Meetings

- 4.4.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 4.4.2 Twenty members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 4.4.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved. In any other case the general meeting shall stand adjourned to another date,



place and time specified at the time of adjournment by the person presiding at the meeting, or at the next meeting of the ARC, written notice of the adjourned meeting being given as required by rule 4.3.

- 4.4.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than ten) constitute a quorum.

4.5 Presiding Member

- 4.5.1 The President or, in the President's absence, the Vice-President, shall preside as chairperson at each general meeting of the Association.
- 4.5.2 If the President and the Vice-President are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

4.6 Adjournment

- 4.6.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 4.6.2 Where a general meeting is adjourned for fourteen days or more, the Secretary shall give written notice (by post or electronic medium) of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 4.6.3 Except as provided in clauses 4.6.1 and 4.6.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

4.7 Making of Decisions

- 4.7.1 Any motions for consideration at a general meeting of the Association shall be detailed in the Notice (as defined in Section 4.3) convening the general meeting.



Where the business being considered requires a determination as a special resolution it should be pursuant to Section 4.8 and Section 4.11.

4.7.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than five members present in person at the meeting.

4.7.3 Where the poll is demanded at a general meeting, the poll shall be taken:

- immediately in the case of a poll which relates to the election of the chairperson of the meeting
- immediately in the case of a poll which relates to the question of adjournment.

4.8 Special Resolution

4.8.1 A special resolution of the Association shall be determined by electronic voting or a postal vote of eligible members of the Association and be deemed to have been approved if 75% of the votes cast are in favour of the resolution. Proxy votes and votes by a show of hands on the day of the meeting will not be accepted.

4.8.2 If it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in clause 4.8.1, the resolution is to be passed in a manner specified by the Commissioner.

4.9 Voting At Meetings

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

4.9.2 In the case of an equality of votes on a question at a general meeting, the chairperson is entitled to exercise a second or casting vote.

4.9.3 A member is not entitled to vote at a general meeting of the Association unless all money due and payable by the member to the Association has been paid, they are a financial member of the NMRA in good standing and 18 years of age or older.

4.10 Appointment of Proxies

4.10.1 Proxies and Proxy voting are not allowed.



4.11 Electronic and Postal Ballots

- 4.11.1 Should an electronic or postal ballot of all members be required, the ballot must be conducted in the manner set out in the Schedule of Procedure for the Conduct of electronic voting or a Postal Ballot issued by the Commissioner for Fair Trading.

5 MISCELLANEOUS

5.1 Insurance

- 5.1.1 The Association shall effect and maintain public liability insurance.
- 5.1.2 In addition to the insurance required by clause 5.1.1, the Association may effect and maintain other insurance.

5.2 Funds Management

- 5.2.1 The funds of the Association shall be derived from such sources as the ARC determines, subject to the Regulations of the NMRA.
- 5.2.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 5.2.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.
- 5.2.4 Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objectives of the Association in such manner as the ARC thinks fit.
- 5.2.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the ARC, being members authorised by the ARC to do so.



5.3 Alterations of Objectives and Rules

- 5.3.1 The statement of objectives and these rules may be altered, rescinded or added to only by special resolution of the Association, except for mandatory changes required to comply with NSW Government legislated changes to the Act and/or Regulations, or Australian Commonwealth Government legislated changes to taxation law which will be approved by the ARC so long as they do not impact membership conditions.

5.4 Special Interest Groups

- 5.4.1 A group of members with a stated special interest may, with the approval of the ARC, form an NMRA Special Interest Group (known as a SIG), whose membership shall be open to all interested NMRA financial members in good standing. (the SIG application form is available on the NMRA-AR website)
- 5.4.2 The SIG members shall elect a SIG Coordinator who is responsible to the ARC for the affairs of the SIG.

In response to the NMRA-AR Secretary's request, each SIG shall report to the ARC providing details of,

- a. membership lists, and
- b. activities held in the previous 12 months and activities planned for the next 12 months.

SIGs shall also keep and submit on request, records of attendance at meetings. (the SIG Annual Report form is available on the NMRA-AR website)

- 5.4.3 SIGs may collectively own property and equipment and raise funds for use by the SIG. SIGs may elect a SIG Treasurer who is responsible to the ARC Treasurer for the good financial management of any SIG funds. SIGs are themselves responsible for their own expenditure and should budget for enough monies being available to cover known expenses, but cannot incur debts.
- 5.4.4 As part of the closure process for a SIG, the SIG members will decide on the disposition of any common property, equipment or retained funds, should the SIG be dissolved. The SIG coordinator will advise the ARC of this decision in writing.
- 5.4.5 A member can be Co-coordinator of only one SIG.



5.5 100% Member Clubs

5.5.1 A group of members with a stated common interest may, with the approval of the ARC, form a NMRA 100% Member Club (known as a 100% Club), whose membership shall be open to all interested NMRA financial members in good standing, subject to the membership requirements of the club. (the 100% Club application form is available on the NMRA-AR website)

The NMRA will:

- a. Upon approval, and each year upon renewal, issue a Certificate acknowledging the mutual support between each 100% Club and the NMRA. This Certificate should be displayed in a prominent position in the clubrooms (where applicable).
- b. The NMRA website, as part of our commitment to promote our member clubs, will list all current 100% Clubs and provide a link to the Club's website (where applicable).

5.5.2 In response to the NMRA-AR Secretary's request, each 100% Club shall report to the ARC providing details of,

- a. membership lists, and`
- b. activities held in the previous 12 months and activities planned for the next 12 months.

100% Clubs shall also keep and submit on request, records of attendance at meetings. (The 100% Club Annual Report form is available on the NMRA-AR website.)

5.5.3 100% Clubs may collectively own property and equipment and raise funds for use by the club. 100% Clubs are themselves wholly responsible for their own expenditure and should budget for enough monies being available to cover known expenses, but cannot incur debts on behalf of the Association.

5.5.4 As part of the closure process for a 100% Club, the club members will decide on the disposition of any common property, equipment or retained funds, should the club be dissolved. The club secretary will advise the ARC of this decision in writing.

5.5.5 Upon receipt of the members' dues the Association shall provide a certificate to each 100% club on an annual basis. The certificate recognises the relationship between the Association and the club will be dated and include the date that the club became a 100% club.



5.6 Common Seal

- 5.6.1 The common seal of the Association shall be kept in the custody of the Public Officer.
- 5.6.2 The common seal shall not be affixed to any instrument except by the authority of the ARC and the affixing of the common seal shall be attested by the signatures either of two members of the ARC or of one member of the ARC and of the public Officer or Secretary.

5.7 Custody of Books and Records

- 5.7.1 Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.
- 5.7.2 The ARC may delegate this responsibility to other elected or appointed members of the Association. Where so delegated, the person holding the delegation is responsible for the custody and control of all records, books and documents as if that delegate were the Public Officer.

5.8 Inspection of Books and Records

- 5.8.1 The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour.

5.9 Service of Notices

- 5.9.1 For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally, or by sending it by post to the member, or by being published in or included with the Association journal regularly mailed to all members, to the address of the member shown in the register of members or by electronic media.
- 5.9.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:



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- a. in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b. in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - c. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

5.10 Not-For-Profit, Dissolution and Distribution of Surplus Property

- 5.10.1 The assets and income of the Association shall be applied solely in furtherance of its above-mentioned 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 Association.
- 5.10.2 In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

5.11 Decisions of the Association

- 5.11.1 The ARC may make decisions not inconsistent with these Rules of Association.
- 5.11.2 These decisions will be contained in the Association's Australasian Region Executive Handbook.

5.12 Financial Year

- 5.12.1 The financial year of the Association shall be the twelve month period from the First Day of January and ending on the Thirty-First Day of December.