



## **Constitution of the Permanent Way Institution New South Wales Incorporated**

### **1. Name**

The name of the Association shall be Permanent Way Institution New South Wales Incorporated (referred to in these rules as “the Association”), and commonly referred to as the PWI NSW Inc.

### **2. Objects**

The objects of the Association shall be: to provide a forum for people interested in the railway track industry, with an emphasis on promoting perway practices and the interests of the Team Leader / Supervisor level, to have an opportunity to exchange views and to advise all members of topical issues within New South Wales and associated Railway Systems throughout Australia, and internationally.

### **3. Membership**

- a) The members of the Association shall be the members of the Association immediately prior to incorporation together with such other people and organisations as the committee admits to membership. Membership criteria is set out in Appendix 2.
- b) Membership is open to all individuals and organisations who accept the objects and rules of the Association.
- c) Individuals and organisations wishing to become members of the Association shall apply to the committee for membership.
- d) The committee shall determine whether or not to accept an application for membership. The committee is not required to supply reasons for accepting or rejecting an application for membership.
- e) Members shall pay such fees as are determined by the Association at a general meeting.
- f) A register of members shall be kept by the Association showing the name, address and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- g) Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within six (6) months of the due date, unless waived by resolution of the committee.
- h) Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run July 1 to June 30 or such other period as is determined by the committee.

### **4. Members' liability**

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.



**5. Disciplining of members**

- a) A member may be expelled from membership of the Association (or otherwise disciplined) by the committee, if in the opinion of the committee, after affording the member an opportunity of offering an explanation of his/her conduct, the conduct is regarded as being detrimental to the interests of the Association.
- b) A member who wishes to appeal against a decision expelling or otherwise disciplining him/her may do so by notifying the Secretary in writing that s/he wishes the decision to be reviewed at the next general meeting of the Association.

**6. Disputes between members**

- a) In the event of a dispute arising between members (in their capacity as members), or between a member and the Association, or a member and the committee, the following procedure shall apply.
- b) Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
- c) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.
- d) If the dispute is not resolved by the above procedures, it shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

**7. Management – by Committee**

- a) The Association shall have its affairs controlled and managed by the office bearers and other members known as the committee. The committee shall act in accordance with any resolution passed by a general meeting of the Association.
- b) The office bearers shall be a President, Secretary, Membership Secretary, Treasurer and Editor. There shall be up to ten other positions on the committee, while further Committee positions may be added as required, subject to resolution by the committee.
- c) The office bearers and other members of the committee shall be elected at each Annual General Meeting. Any casual vacancy occurring in the committee may be filled by a member appointed by the Committee.
- d) Each member of the committee shall hold office from the date of their election or appointment until the next Annual General Meeting.
- e) Retiring committee members are eligible for re-election.
- f) The committee shall meet as often as necessary to conduct the business of the Association and not less than once in each quarter.
- g) The quorum for meetings of the committee shall be a minimum of eight (8) committee members, with at least two (2) of those being office bearers.



- h) Notice of committee meetings shall be given at the previous committee meeting or by such other means as the committee may decide upon.
- i) A member of the committee shall cease to hold office upon resignation in writing; removal as a member of the Association; or absence from three (3) successive committee meetings without giving advice and gaining leave of absence approval by the committee.
- j) The committee may function validly provided its number is not reduced below the quorum. Should committee numbers fall below the quorum the remaining committee members may act only to appoint new committee members.
- k) Questions arising at any meeting of the committee shall be decided by the majority of votes of those present. In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.
- l) If within half an hour of the time appointed for a committee meeting a quorum is not present the meeting shall be dissolved.
- m) Additional meetings of the committee may be convened by the President or any eight (8) members of the committee with at least two (2) of those being office bearers.
- n) Members may be coopted to assist the Committee, particularly for special purposes such as a subcommittee to organise a PWI event. If such a subcommittee is convened, it must be chaired by a Committee member who will be the liaison between the two groups. When required, the Committee shall endorse any resolutions of the subcommittee”.

## **8. General meetings**

- a) An Annual General Meeting of the Association shall be held each year within six (6) months from the end of the financial year of the Association.
- b) The committee may, whenever it thinks fit, convene a general meeting of the Association. A general meeting must be convened by the committee within three months of receiving a written request to do so from at least five per cent 5% of the membership of the Association.
- c) At least 14 days notice of all general meetings and notices of motion shall be given to members. In the case of general meetings where a special resolution is to be proposed, notice of the resolution shall be given to members at least 21 days before the meeting.
- d) In the case of the Annual General Meeting the following business shall be transacted:
  - i) confirmation of the minutes of the last Annual General Meeting and any recent special general meeting;
  - ii) receipt of the committee’s report upon the activities of the Association in the last financial year
  - iii) election of office bearers and other members of the committee;
  - iv) receipt and consideration of a statement from the committee which is not misleading and gives a true and fair view for the last financial year of the Association’s
    - income and expenditure



- assets and liabilities
  - mortgages, charges and other securities
  - trust properties
- e) The quorum for a general meeting shall be twenty (20) members present in person. If within half an hour of the time appointed for a general meeting a quorum is not present the meeting shall be dissolved.
- f) Voting at general meetings shall be by a show of hands of those present unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three quarter majority is required.
- g) Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- h) The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.
- i) In the case of an equality of votes the person appointed to chair the general meeting shall have a second or casting vote.
- j) Nominations of candidates for election as office bearers or other committee members may be made at the Annual General Meeting or in such other ways as may be determined by the Association at a general meeting.
- k) Notice of all general meetings shall be given to members either personally, by post or electronic mail.
- l) Members who have items of business they wish considered at a general meeting shall give written notice of such business to the Secretary 28 days prior to the general meeting. The Secretary shall include that business in the next notice calling a general meeting.

## **9. Office bearers**

- a) The President or, in the Presidents absence, the Secretary shall act as chairperson at each general meeting and committee meeting of the Association.
- b) If the President and Secretary are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- c) The Secretary shall ensure that records of the business of the Association including the rules, minutes of all general and committee meetings and a file of correspondence are kept. These records shall be available to inspection by any member and shall be held in the custody of the Secretary.
- d) The Membership Secretary shall ensure that the register of members are kept. These records shall be available for inspection by any member and shall be held in the custody of the Membership Secretary.
- e) The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payments shall be made through a petty cash system, association debit/credit card, by electronic transfer or by cheque signed by

two (2) signatories authorised by the committee. Major or unusual expenditures shall be authorised in advance by the committee or a general meeting.

- f) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.
- g) The Treasurer shall arrange for an Independent Auditor to audit the Institution's accounts and be responsible for the submission of the Institution's Annual Income Tax Return and Business Activity Statements to be lodged with the Australian Taxation Office.

## 10. Special resolutions

- a) Special resolution must be passed by a general meeting of the Association to effect the following changes:
  - i) a change of the association's name;
  - ii) a change of the association's rules;
  - iii) a change of the association's objects;
  - iv) an amalgamation with another incorporated association;
  - v) to voluntarily wind up the association and distribute its property; or
  - vi) to apply for registration as a company or a co-operative.
- b) A special resolution shall be passed in the following manner:
  - i) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
  - ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
  - iii) a quorum must be present at the meeting; and
  - iv) at least three-quarters of those present must vote in favour of the resolution;
- c) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the [Department of Fair Trading](#) (or other Government instrumentality as required under legislation) for permission to pass the resolution in some other way.

## 11. Public Officer

- a) The committee shall ensure that a person is appointed as Public Officer.
- b) The first Public Officer shall be the person who completed the application for incorporation of the association.
- c) The committee may at any time remove the Public Officer and appoint a new public officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- d) The public officer shall be deemed to have vacated their position in the following circumstances:
  - i) death;
  - ii) resignation;



- iii) removal by the committee or at a general meeting;
  - iv) bankruptcy or financial insolvency;
  - v) mental illness or incapacity or;
  - vi) residency outside New South Wales.
- e) When a vacancy occurs in the position of public officer the committee shall within 14 days notify the Department of Consumer Affairs (or other Government instrumentality as required under legislation) by the prescribed form and appoint a new public officer.
- f) The public officer shall be responsible for submitting the Institution's Annual Statements as are required under legislation.
- g) The public officer is required to notify the Department of Consumer Affairs (or other Government instrumentality as required under legislation) by the prescribed form in the following circumstances:
- i) appoint (within 14 days)
  - ii) a change of residential address (within 14 days)
  - iii) a change in the association's objects or rules (within one (1) month)
  - iv) of the association's financial affairs (within one (1) month after the Annual General Meeting)
  - v) a change in the association's name (within one (1) month)
- h) The public officer shall be an office bearer of the Association, and approved by the committee.
- i) The public officer shall keep a register of members of the committee which must:-
- i) contain the name and residential address of each committee member and the date on which they became a member of the committee;
  - ii) be updated within one month of any change taking place; and
  - iii) be made available for inspection by any person, at all reasonable hours and free of charge.

## 12. Miscellaneous

- a) The Association shall effect and maintain insurance as is required under the Associations Incorporation Act 1984 or associated regulations together with any other insurance which may be required by law or regarded as necessary by the Association.
- b) The funds of the Association shall be derived from the membership fees, donations, grants and such other sources approved by the Association.
- c) The common seal of the Association shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the committee. The stamping of the common seal shall be witnessed by the signatures of two (2) members of the committee.
- d) In the event that the Association should be wound up or have its incorporation cancelled any surplus property shall be distributed in accordance with the provisions of the Associations Incorporation Act 1984.
- e) Service of documents on the Association is effected by serving them on the public officer or by serving them personally on two (2) Office Bearers of the Association.



- f) Notices to members shall be provided electronically by e-mail, or alternatively if the member does not hold an e-mail account address, notices shall be sent by post. Notices sent by post shall be deemed to have been received two days after the date of posting. Notices sent by electronic mail shall be deemed to be received when mail has been shown as being received and read as identified by the sending system.
  
- g) The income and property of the Association shall be used only for promotion of the objects of the association and shall not be paid or transferred to members by way of dividend, bonus or profit.



APPENDIX 1  
(Rule 8 (h))

FORM OF APPOINTMENT OF PROXY

I, .....  
(full name)

of .....  
(address)

being a member of .....  
(name of incorporated association)

hereby appoint .....  
(full name of proxy)

of .....  
(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the Association (Annual General Meeting or special general meeting, as the case may be

held on the ..... day of ..... 20...., and at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details)

\* To be inserted if desired

.....  
Signature of member appointing proxy

.....  
Date

NOTE: A proxy vote may not be given to a person who is not a member of the Association.





**APPENDIX 2  
(Rule 3 (a))**

**CRITERIA FOR MEMBERSHIP**

**Enhanced Corporate Member** A Company or Business involved with the manufacture, construction, maintenance, support, research, operation and/or design of works associated with Permanent Way, who is a financial Corporate Member of the Institution, by paying the Institution's Enhanced Corporate Membership Fee (either Platinum, Gold or Silver), and as such is entitled to any special benefits of this level of membership (refer Appendix 2 titled "Offer of Enhanced Corporate Membership of the PWI NSW Inc", attached);  
And is  
Approved for membership by the Management Committee.

**Corporate Member** A Company or Business involved with the manufacture, construction, maintenance, support, research, operation and/or design of works associated with Permanent Way, who is a financial Corporate Member of the Institution, by paying the Institution's Standard Corporate Membership Fee;.  
And is  
Approved for membership by the Management Committee.

**Member** An individual "natural" person who is interested in promoting the aims and objectives of the Institution and who is:

- (i) nominated by the members

and

- (ii) approved for membership by the Management Committee

A Member may fall into two categories, being a Financial Member, subject to payment of their annual membership fees or an Honorary Member, who provides voluntary assistance to the management committee by mutual agreement, in which case no fees are payable..

**Life Member** A member who is:

- (i) nominated by the members
- (ii) a "natural" person
- (iii) a Member
- (iv) in the opinion of the Committee has performed long and meritorious service in pursuing the objectives of the Institution (for a minimum period of 20 years)
- (v) approved by the Management Committee

All member categories have identical voting rights.

*Note "natural" person is a legal term to differentiate between individuals and companies.*