

The Canterbury Railway Society Incorporated Constitution 2015

1. The name of the organisation shall be "**The Canterbury Railway Society Incorporated**".
2. **Registered Office:** The registered office of the Society shall be at such place as the executive may from time to time determine.
3. **Interpretation:** In these rules unless the context requires a different interpretation;
 - a) "**Society**" means "The Canterbury Railway Society Incorporated".
 - b) "**Executive**" means the Executive of the Society as defined in Clause 22 of this constitution and rules.
 - c) "**Officer**" means the President, Vice-President, Secretary or Treasurer of the Society and "office" carries a corresponding meaning except where the context requires otherwise.
 - d) "**Year**" & "**Financial Year**" means the period beginning on the first day of January of any one year and ending on the 31st day of December of that year.
 - e) "**The Objects**" mean the objects as set forth in section 4
 - f) "**Member**" means a member of the Society who is not for the time being suspended.
 - g) "**Resolution**" means a resolution passed by a simple majority of votes at any meeting of the Society or any meeting of the Executive.
 - h) "**Special Resolution**" means a resolution passed by a majority of two thirds of votes at any meeting of the Society or any meeting of the Executive.

- i) Words imparting the masculine gender shall be deemed to include the feminine, and words imparting the singular shall be deemed to include the plural if applicable.
- j) “**Give notice [to Members]**” means to post to the Members’ last known physical address and/or, if such has been provided, last known electronic or email address.
- k) “**In writing**”, a document is in writing if the document is for the time being printed, or written, on paper or can be so printed but is or has been stored and/or transmitted in an electronic form or manner.

4. **Objects of the Society** are:

- a) To preserve the site of the old Ferrymead Branch Railway as an Historic Place.
- b) To establish and operate a working railway on the original formation of the old Ferrymead Branch Railway at Ferrymead near Christchurch. This includes all necessary trackwork, buildings, and structures in accordance with New Zealand practice, particularly that of New Zealand Railways but also its predecessors and successors.
- c) To promote knowledge of and interest in matters of railway interest by means of meetings, visits, discussions, excursions, lectures, exhibitions, publications, and other forms of publicity, instruction and entertainment.
- d) To ensure, where possible and appropriate, the preservation of the site of the old Ferrymead Branch Railway as an Historic Place, and private and public collections of any material, including models, pertaining to railways in general.
- e) To affiliate with and/or maintain liaison with any other organisation or group having similar aims and objects.

- f) To do all such other acts and things as are incidental or will further or are conducive to the attainment of all or any of the foregoing Objects.

Note: In construing the foregoing Objects the construction of any clause shall not be restricted by reference to any other clause.

5. Powers of the Society are:

- a) To do any things necessary or conducive to the planning, designing, obtaining consents, permits and permissions, construction, erection, promotion, operating and maintaining a working railway and any business of any kind or other activity ancillary to such a railway.
- b) To accept, as long as it shall be deemed conducive to the objects, the custody, control and management of any real or personal items of technical and historical railway interest, including locomotives, rolling stock, signalling and communications equipment, permanent way, buildings, structures, and all attendant equipment which may be donated, bequeathed or loaned to the Society, and if accepted carry out any trusts attached to gifts or bequests to or for the benefit of the Society.
- c) To acquire by purchase, lease, hire, gift or otherwise, and to sell or otherwise dispose of, lease, let, mortgage, charge or otherwise deal in any real or personal property for or in connection with the objects of the Society
- d) Except where safety or legal requirements dictate otherwise, to house and, where necessary, to restore all historical items to good appearance and good mechanical order using high standards of workmanship and authenticity, and maintain for operative and static exhibition all items of historical railway interest in the custody of the Society.
- e) To establish and maintain a reference library, to hold photographs, books, tickets, maps, literature, documents, plans, blueprints, and any other matter pertaining to railway operation in New Zealand.

- f) To raise, seek, accept and receive financial support through donations, subsidies, grants, endowments, gifts, legacies, loans and bequests either in money or in kind for all or any of the objects of the Society.
- g) To impose Membership subscriptions and other fees or levies as the Society or the Executive sees fit in order to further the objects of the Society.
- h) To invest such portions of money held by the Society as shall be deemed appropriate in and upon investments authorised by the law for the time being in force in New Zealand.
- i) To borrow monies from time to time at the sole discretion of the Society. Such funds may be borrowed from any person, body or society whether incorporated or not. The Society may borrow any sum or sums of money on the security of all or any of the Society's property, real or personal assets and effects, both present and future. Any such money may be borrowed either, under legal mortgages or charges with powers of sale and other usual powers or by any other securities of the Society or without security and generally on such terms conditions as to rate of interest or otherwise as the Society thinks fit. The Society may also borrow money from the Society's bankers on overdraft or otherwise and with or without security.
- j) Subject to the provisions of the Incorporated Societies Act 1908 and subsequent amendments, to enter into, seal, execute, and perform all deeds, documents, instruments, agreements, papers and writings, and to do all such things, acts, deeds and matters as shall be necessary, incidental, or conducive to, the attainment of any of the Objects.
- k) To employ any person as the Society or the Executive thinks fit under such terms and conditions and at such remuneration as the Society thinks fit in order to carry out the objects of the Society.
- l) To engage or employ any person or agent or attorney for any of the purposes of the Society or incidental to those purposes or objects

under such terms and conditions and at such remuneration as the Society thinks fit and to delegate to such persons such discretion and authority for the operation of the Society's activities.

- m) To make rules, regulations and policies for the good conduct of Members, good management and safe operation of the Society provided all rules are identified in such a way as makes clear that breach the rule or regulation could lead to disciplinary action, suspension and / or expulsion.
- n) To forbid any suspended Member from participating in any Society activities.
- o) To amend this constitution according to the procedure set out in Clause 36 below.
- p) To do all other acts and things as are incidental or will further or conduce the attainment of all or any of the foregoing Objects.

6. **Membership.** Any person or organisation interested in furtherance of the objects of the Society may apply for membership of the Society

All Members must belong to one of the following **Classes of Membership:**

- a) **Full Member.** Full Members of the Society shall be entitled to:
 - I. Participate in all Society activities;
 - II. Receive all notices, newsletters and reports relating to the activities of the Society except any information or report prepared exclusively for the Executive, in which case the information or report shall be provided on request except where the Executive passes a resolution deeming the information or report commercially sensitive, or the release as a breach of any person's or organisation's right to privacy, or subject to Police or other authority investigation, or the release as likely to impede or not advance the attainment of the objects of the Society;

- III. Vote at all meetings of the Society;
- IV. Nominate any person for office;
- V. Accept nomination or appointment for office.

b) **Junior member.** Junior members of the Society shall be less than 18 years of age at the beginning of the school year during which membership is applied for and attending school or college at the time of the application. A junior member shall enjoy all the privileges of Full membership.

c) **Family member.** Family membership shall be available to spouse, parents or guardians of the Full or Junior members of the Society and they shall be entitled to participate in all Society activities but shall not be entitled to receive notices or reports of, the Society, shall not be entitled to vote at meetings and shall not be entitled to election to the Executive of the Society.

d) **Life Member.** Life membership may be granted where appropriate to any Full member by Special Resolution at an Annual or Special General Meeting of the Society. Life members shall have all the rights, responsibilities and privileges of a Full member.

e) **Honorary Member.** Honorary membership may be granted where appropriate, to any person, for a determined period, by Special Resolution at an Annual or Special General Meeting of the Society. Honorary members shall all the rights and privileges of a Full member.

All Members remain members until the end of the then current financial year and have the right to renew their membership for the next financial year subject to Clauses 7-16 below.

7. **Application for membership**

a) Every person or organisation wishing to join the Society shall complete and submit the prescribed Membership Application form along with the appropriate annual subscription fee and other levy to the Society

secretary or treasurer or any Member delegated for the purpose or any employee delegated for the purpose.

- b) On such submission and full payment the person or organisation shall become a Member subject to approval by the Executive.
- c) All applications for membership shall be put before the next meeting of the Executive at which meeting the Executive may accept or refuse to accept the application for membership if the Executive considers accepting the application for membership is not in the best interests of the Society.
- d) If the Executive refuses to accept any application for membership the person or organisation whose application is rejected shall be entitled to be informed of the decision and refund of any monies paid.
- e) Applications for **Honorary** or **Life** membership must be submitted to the Executive not less than 60 days before an Annual or Special General Meeting accompanied by a written report in support of the application.

8. **Subscription Fees**

- a) Annual subscription fees shall be set by resolution passed at an Annual or Special General Meeting and shall remain in force until altered at a subsequent Annual or Special General Meeting, subject to all members receiving at least 14 days notice that the annual subscription is to be considered at such a meeting. Life and Honorary members are exempt annual subscription.
- b) Subscriptions are due on the 1st day of January each year, and shall be in arrears if not paid by the 30th day of April of the year.
- c) Any applicant seeking to join the Society after the 30th of June in any year shall be required to pay one half of the applicable annual subscription for that year.

9. Assent to Constitution and Rules.

On admission to membership of the Society all Members shall be supplied with a copy of this constitution and any rules and regulations of the Society then in force and will therefore be deemed to have consented to and be bound by the constitution and rules, regulations and policies of the Society.

10. Levies.

- a) The Society may by Special Resolution passed at an Annual or Special General Meeting impose on any or all classes of Members a levy for some specific purpose or reason provided that all Members are given at least 14 days notice that such levy is to be considered at the Annual or Special General Meeting.
- b) The Special Resolution imposing the levy must include a date by which the levy is due to be paid by.
- c) Any levy not paid by a Member 3 calendar months after the date the levy was due to be paid shall be then in arrears.

11. Resignation or Termination.

Persons may cease to be members of the Society by;

- a) Resignation in writing given to a member of the Executive.
- b) Where subscription fee(s) or other levies fall into arrears as defined in either Clause 8(b) or Clause 10(c) such member may be suspended from membership by resolution of the Executive and shall be deemed to be expelled if such fees or levies remain unpaid for 12 months provided always that the Member is given at least 2 calendar months notice of any pending expulsion.
- c) Any Member of the Society who is expelled in accordance with the procedure(s) set out in Clauses 12 to 16 below.

Any Member ceasing either voluntarily or otherwise to be a Member shall thereupon forfeit all claim to or interest in the assets, interests and property of the Society.

12. Suspension / Expulsion from Membership.

- a) No Member may be suspended or expelled except by way of a **Special Resolution** passed by the Executive at a meeting of the Executive called for that purpose.
- b) Any Member whose suspension or expulsion is to be considered at a meeting of the Executive called for that purpose shall be entitled to at least 14 days notice in writing of the meeting, its purpose and the allegation made against the Member except where the Member is suspended without notice in accordance with Clause 13 below and provided always that the Executive or its delegate may give notice of such meeting in any other convenient manner so long as the Member receives such notice.
- c) Any Member whose suspension or expulsion is to be considered at a meeting of the Executive called for that purpose shall be entitled to attend such meeting with one or more support person and/or lawyer in order to put their case, if the Member wishes, against suspension or expulsion as the case may be. The Member may, alternatively, choose to not attend such meeting but instead provide a written submission for the Executive to consider and/or send a representative to argue their case.
- d) At any meeting of the Executive called to consider the suspension or expulsion of a Member the Member and the Executive shall be entitled to call any witness to give evidence before the Executive.
- e) At any meeting of the Executive called to consider the suspension or expulsion of a Member the Executive may call upon and be assisted by any qualified or knowledgeable person and any lawyer.
- f) Any Member whose suspension or expulsion is to be considered at a meeting of the Executive called for that purpose shall be entitled to have the meeting adjourned to a date not more than 21 days after the first date of the meeting if the Member advises an Officer, member of

the Executive or employee of the Society delegated for that purpose that the Member is unable to attend the meeting on the date the meeting is first called.

- g) At any meeting of the Executive called to consider the suspension or expulsion of a Member the Executive may accept, and take into account, any matter the Executive in its discretion considers relevant including, but not exclusively, any offer to rectify or make amends for the matter leading to such meeting being called.
- h) Any suspended Member shall be entitled to require to the Executive to meet as soon as practicable to [re]consider the Member's suspension by giving notice of the requirement in writing to any Officer.
- i) At any meeting of the Executive called to consider the suspension of a Member, the Executive may lift the suspension of the Member, or adjourn the meeting to a further date. The Executive may direct the suspended Member to rectify or make amends for the matter leading to such meeting being called, or continue the suspension for determined period of time or event happens or expel the Member as the case may be.
- j) At all times in the suspension and expulsion procedures the Executive and Members must act in good faith including the granting of a fair hearing, following the rules of natural justice especially with regard to adequate notice ensuring that the member has a chance to be heard and that all parties act in a timely and expedient manner.

13. Suspension without Notice. Any Member may be suspended without notice if the Executive or delegated committee of the Executive is satisfied the Member is or has:

- a) Suspected of, charged with or convicted of any offence in relation to or connected with the assets, interests, operation or property of the Society or any Member.

- b) Breached this constitution or any rule, regulation or policy of the Society in such a way or does any act that seriously undermines or hinders or obstructs the attainment of the objects of the Society.
- c) Failed twice to attend any meeting or adjourned meeting of the Executive called to consider the Member's suspension.
- d) Not able to be given notice of a meeting to consider the Member's suspension despite notice of the meeting being sent to the Member at the Member's last known physical and / or electronic address or where it is not possible to contact the member or where the Member has made it clear the Member will not attend a meeting called to consider the suspension of the Member.
- e) Any Member suspended without notice shall be entitled to be advised of the suspension as soon as practicable after the suspension is imposed and of the reason(s) for the suspension, such advice may be by any convenient and prompt method and confirmed in writing.

14. **Suspension with Notice.** Any Member may be suspended if the Executive is satisfied:

- a) The Member's fee(s) or levy(s) are in arrears.
- b) The Member is suspected of, or charged with, any offence in relation to or connected with the assets, interests, operation or property of the Society or any Member provided the Executive does not consider the matter warrants suspension without notice.
- c) The Member has breached this constitution or any rule, regulation or policy of the Society.
- d) The Member has done any act that undermines or hinders or obstructs the attainment of the objects of the Society.

15. **Effect of suspension.** No Member who is for the time being suspended may participate in Society activities and the Member shall be suspended

from enjoying the rights and privileges attached to the Member's class of membership during the period of suspension.

16. **Expulsion.** No Member may be expelled unless the Member has been first suspended or whose fee(s) or levy(s) remain unpaid 12 months after the date the fee(s) or levy(s) were due and the Member has been given the required notice and opportunity to be heard.

17. **Meetings of the Society.** The Society shall hold an Annual General Meeting ("AGM") each year and may hold Special General Meetings or General Meetings.

- a) All meetings of the Society are to be chaired by the President and in his absence the Vice-President.
- b) A quorum at any meeting of the Society shall be 20 Members who are eligible to vote or 10% of all Members of the Society eligible to vote which ever is greater.
- c) Voting at any meeting of the Society shall be by those present and by any Member who has provided an Officer with a written and signed, clear and unambiguous instruction(s) to vote on his behalf on a particular matter to be considered at the meeting including the election of the members of the Executive and provided the Officer declares the instruction(s) to the meeting and hands the same to the chairperson. If the Officer who receives the instruction is not able to attend the meeting the Officer shall forward the written instruction to another Officer who will attend the meeting.
- d) Voting at any meeting of the Society shall be by voice but any member present and eligible to vote may require that voting be by a show of hands or by secret ballot in which case voting shall be by a show of hands or by secret ballot as the case may be unless those present and eligible to vote at the meeting pass a Special Resolution voted on by way of a show of hands not to have the vote taken by show of hands or by secret ballot as the case may be.

- e) At any meeting of the Society in the case of a tied vote the chairperson shall have a casting vote.

18. Annual General Meetings.

- a) The Society shall hold an AGM each year on a suitable date not later than the last day of April each year.
- b) All Members shall be given at least 14 days notice in writing of the date of the AGM.
- c) The business to be transacted at the AGM shall be:
 - I. To approve the minutes of the previous AGM.
 - II. To receive from the Executive a Report, Balance Sheet, and Statement of Accounts for the previous financial year.
 - III. To elect the Officers and other members of the Executive for the ensuing year.
 - IV. To elect an Auditor.
 - V. To set the subscription rates for the following year
 - VI. To consider any other matters which may be properly brought before the meeting.

19. Special General Meetings.

- a) The Executive may at any time, and shall on receipt of a written request made by at least 10 Members, (which request shall specify the business proposed to be transacted at such meeting) convene a Special General Meeting for any specific purpose(s) and which meeting shall be held not more than 28 days after the receipt of the request by the secretary.
- b) If the Executive does not do so within that period, the Members making the request may themselves convene a meeting.

- c) All Members shall be given at least 14 days notice in writing of the date of the Special General Meeting.
- d) A Special General Meeting shall not consider business other than that specified in clause 19(a).

20. General Meetings. General Meetings of the Society shall be held at such times as shall be decided by the Executive.

21. Governance.

The Society shall be governed by an Executive consisting of President, Vice-President, Secretary, Treasurer and up to five other Executive Members. All members of the Executive hold their position in an honorary capacity

22. Election of Officers and Other Members of the Executive.

- a) Subject to Clause 27 below all members of the Executive hold office until the next election of Officers and other members of the Executive.
- b) Any member of the then current year's Executive shall be eligible to be nominated for re-election to the next year's Executive.
- c) Each candidate for election to the Executive shall give his consent in person at the AGM or in writing prior to voting taking place.
- d) Notice of the AGM shall include a call for nominations for the Officers and other members of the Executive.
- e) All nominees must be Members [of the Society] and a Member may be nominated for more than one office and as a non-Officer member of the Executive.
- f) At the AGM all nominees or one supporter of each nominee shall be entitled to briefly address the AGM in support of the nomination.
- g) The President shall be the first elected followed by the Vice-President, the Secretary, the Treasurer and followed by each of the non-Officer members of the Executive.

h) All nominees appointed to the Executive under Clause 22(j) shall be deemed to have been elected as Officer and / or members of the Executive as the case may be.

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i) Once a Member is elected to one position on the Executive all other nominations for that Member are withdrawn.

j) If during the course of a year an office or position on the Executive becomes vacant the remaining members of the Executive may appoint a new office holder or new other member of the Executive to fill the vacancy. Such new appointee shall be an Officer or other member of the Executive until the next AGM.

23. Powers of the Executive.

a) The Executive may exercise any of the powers of the Society listed in Clause 5 above.

b) Decisions of the Executive shall be final unless cancelled, amended, or reversed by a Special Resolution passed at a Special General Meeting.

c) The Executive shall appoint a committee of at least one Officer and two members of the Executive to consider suspending a Member without notice under Clause 14 and which committee shall act in the name of the Executive.

d) The Executive may from time to time appoint any committee of Members or member of the Executive and any other person and may delegate any of its powers and duties to such committee or person except the powers contained in Clauses 5c, 5f, 5g, 5h, 5k and 5m above and the committee or person as the case may be, may without confirmation of the Executive exercise or perform the delegated power or duty in like manner and with the same effect as the Executive could itself have exercised or performed.

- e) Every such delegation made under Clause 23(d) is revocable at the will of the Executive and no delegation will prevent the exercise of any power by the Executive.
- f) The executive may withdraw, or set a time limit upon, any such delegation made under clause 23(d).

24. Obligations of Members of the Executive.

All members of the Executive shall:

- a) Be just and faithful to the Society.
- b) Diligently attend to the business of the Society.
- c) Use their best endeavours and afford every assistance in their power to promote the attainment of the objects of the Society.
- d) Give full information and truthful explanations of all matters relating to the affairs of the Society. No member of the Executive shall in addition to the obligations on all other Members:

- a. Engage directly or indirectly or be concerned or interested in any organisation or activity that is opposed to or in direct competition with the Society unless granted permission to do so by the Executive.
- b. Enter into discussions concerning Society affairs and business or attend any meeting or part of a meeting or vote on any matter in respect of which the member of the Executive has a conflict of interest.

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25. Meetings of the Executive.

- a) The Executive shall meet at least once per calendar month with the option of not meeting in January.
- b) A meeting of the Executive may be called at any time by the President, Secretary or Treasurer, and shall be called within seven days of the

receipt by the Secretary of a request in writing signed by two members of the Executive.

- c) The quorum at a meeting of the Executive meeting shall be a simple majority of the Executive.
- d) Any member of the Executive may attend a meeting by way of video or telephone link as if the member was physically present at the meeting.
- e) Meetings of the Executive shall be chaired by the President and in his absence the Vice-President and in his absence the Secretary.
- f) At all meetings of the Executive the chairperson shall have a casting vote in the case of a tied vote.

26. Duties of Elected Officers.

- a) President. The President shall chair any meeting at which he is present.
- b) Vice President. The Vice President shall chair any meeting from which the President is absent.
- c) Secretary. The Secretary shall keep the minute book in which he shall keep a true and accurate record of all business transacted at all meetings. He shall keep copies of all papers, letters and documents for reference to other officers of the Society, and shall carry out all duties as set out in this Constitution and such other duties reasonably associated with his office as may be required of him by the Executive. The Secretary shall make the minutes available for inspection at any reasonable time.
- d) Treasurer. The Treasurer shall keep a true and accurate book of accounts, showing income, expenditure, and the financial position of the Society, and shall explain and balance such accounts at such time as may be required by the Executive. He shall also furnish a statement of accounts and balance sheet at each Annual General Meeting.

27. Vacancy on Executive. A vacancy on the Executive including any Officers occurs if:

- a) The member of the Executive submits a written resignation to an Officer.
- b) The member of the Executive is removed from office in accordance with Clause 28 below.
- c) The member of the Executive becomes incapable of performing the duties of a member of the Executive or dies.

28. Suspension / Expulsion from Executive.

- a) The procedure to be followed with respect to the suspension and / or expulsion of a member of the Executive from the Executive is the procedure set out in the above Clauses 13 to 16 inclusive with all necessary modifications.
- b) No member of the Executive may sit at or vote in any meeting of the Executive called to consider the suspension and / or expulsion of that member of the Executive.

29. Additional Grounds for Suspension / Expulsion of Executive Member.

If the member of the Executive fails to attend three or more consecutive meetings of the Executive without reasonable excuse and apology that member of the Executive may be suspended and then expelled from the Executive.

30. Common Seal. The Common Seal of the Society shall be in the custody of the Secretary and shall not be affixed to any deed or any other document, except by the authority of a resolution of the Executive and in the presence of the President, Secretary, and one other member of the Executive, each of whom will attest to the affixing of the seal. Any deed or other instrument duly sealed and purporting to be signed by the President, Secretary and one other Executive member shall be deemed to be properly executed.

31. **Auditor.** An auditor shall be appointed at the AGM and shall not be a member of the Executive. A vacancy occurring during the year shall be filled by appointment by the Executive.
32. **Bank Account.** The Society shall maintain a current bank account at any New Zealand registered banking organisation. Such account may be operated by any two Officers. Where a sub-committee is appointed under Clause 23(d) of this constitution, the Executive may authorise the opening of a current account in the name of that sub-committee, and may name up to three members of that sub-committee to be added to the persons entitled to operate that account.
33. **Non Profit Status.** No part of the income, funds or property belonging to the Society shall be paid or transferred to any Member or any person or organisation associated with any Member ("associate") Provided That:
- a) Nothing contained in this clause shall preclude any payment or transfer of property belonging to the Society to a Member or associate for services rendered or for goods supplied to or hired by the Society or by way of interest on monies borrowed from or by way of rent for premises let or leased to the Society by the Member or associate. AND
 - b) Where there is a payment or transfer of property belonging to the Society to a Member or associate then neither the Member or the associate may participate in or materially influence the decision made by the Society or the Executive with respect to the amount of the payment or of the property transferred. AND
 - c) In any event and at all times any financial or property transaction between the Society and any Member or associate must be and must be at arms length and be in accordance with the then prevailing open market value for such transactions and no Member or associate shall use his position to obtain some benefit he would not otherwise obtain.

34. **Notices**

Any Notice required to be given under this Constitution may be conveyed either

- a) by post to that member at the last Official address notified by that member to the Secretary, or
- b) by electronic mail to an e-mail address notified by that member as their Primary electronic address for such notices.

Preference will be given to electronic addresses where that option is available. In either case a declaration by the Secretary as to the date of despatch of the Notice, together with a copy of such Notice, shall be deemed to comply. The onus of notifying the Secretary of any changes of the Official address or the Primary e-mail address of each member shall fall to that member.

The Society shall publish an annual list of members and Official or Primary addresses for Notices, to enable members to identify any required corrections.

35. Indemnity.

- a) The Society shall indemnify the Officers and members of the Executive from, and against, any liability, losses or expenses properly and lawfully incurred by them in or about the discharge of their duties.
- b) No legal action or other claim may be taken by any member against another member of the Society, or Executive, or Officer who acts pursuant of these rules, notwithstanding any irregularity or informality accruing in any act or matter by that other member.

36. Alteration to the Constitution. The provisions of this constitution may be added to, altered or rescinded by a Special Resolution passed at an Annual or Special General Meeting subject to the following conditions:

- a) In this Clause "change" means addition, alteration or rescission of the Clauses of this Constitution.
- b) Notice in writing of the proposed change is given to all Members at least 14 days before the Annual or Special General Meeting at which the proposed change is to be considered.

- c) No change shall substantially alter the objects of the Society.
- d) No change shall be made if the change affects the charitable nature of the Society or the personal benefit or winding up clauses contained in this Constitution.

37. **Winding up.** The Society may be dissolved in accordance with the provisions of the Incorporated Societies Act of 1908 and subsequent amendments, provided that the funds and property of the Society after the dissolution and payment of the debts and liabilities of the Society may only be paid or transferred to another organisation having charitable objects of an historical, educational or recreational nature, and approved by Charities Commissioner.