

**THE RULES OF**  
**GOLDFIELDS RAILWAY INCORPORATED**

**CONSTITUTION**  
**Amended 5<sup>th</sup> August 2013**

**NAME:** The name of the society is: Goldfields Railway Incorporated  
(Hereinafter referred to as “the Railway”)

**1. OBJECTS:**

The objects for which the Railway is established are:

To be at all times for the benefit of the public within New Zealand and shall be as follows.

To advance current and future generations understanding and value of New Zealand Vintage Railway heritage by providing an educational hands on experience of a working vintage railway.

To preserve, restore and promote, the historical development (in particular the Waihi Railway Station and its environs as a typical settlement as this is the most complete collection of early railway structures remaining in New Zealand) also to use the railway as a living educational experience for future generations.

To undertake all such things as may be reasonable and proper in order to attain the above objects.

**2. POWERS OF THE SOCIETY**

(a) To operate a passenger train service drawn by a vintage steam locomotive, or any other form of traction; which may from time to time be available.

(b) To acquire and preserve , railway rolling stock, lengths of track, buildings and equipment and such other items as may be related thereto, which from time to time may become available.

(c) To seek and organise public support through membership, donations, bequests, or assistance from the general public, local body or government sources.

(d) To foster an intelligent interest in railway and railway transport generally.

(e) To encourage and pursue, the preservation of railway photographs, tickets, models, documents, literature and other historical items which will help illustrate and preserve the history of New Zealand’s railway development.

(f) To publish papers, periodicals, journals, books, reproductions of photographs relating to historic railway development in New Zealand in general and in particular the Thames Valley region.

(g) To house suitably those items of rolling stock and other related material belonging to or on lease to Goldfields Railway Inc. and to provide a suitable setting for the preservation and safe keeping of such items placed in the Society’s care.

(h) To co-operate with other society’s and charitable organisations having the same or similar interests in historical railway preservation.

### **3. PRIVATE PECUNIARY PROFIT:**

(a) Any income, benefit, or advantage must be used to advance the objects of the Society at all times.

(b) No member of the Society or anyone associated with the Society is allowed to take part in or influence any decision made by the Management Committee in respect of payments to, or on behalf of, the member or associated person of any income, benefit or advantage.

(c) Any payment made by the Society, to a person associated with the Society, must be for goods and services rendered that advance the charitable purposes of the Society and must be at no greater than the current market rate for such goods and services.

### **4. THE MEMBERSHIP:**

The members of the Railway shall comprise:

(a) Such persons as are admitted as members of the Railway, and shall be placed into one of two (2) categories:

(i) Ordinary Members

(ii) Working Members

Working members shall be those members prepared to work for a minimum of twelve (12) days voluntary work per financial year at the Railway, excluding attending meetings. Approved restoration or rostered workers shall be required to attend and participate in regular operational meetings in order to satisfy the Health & Safety regulations under which the organization operates.

(b) Foundation and life members

The Secretary to keep an active list of Foundation and Life members

(c) Honorary Members

Who shall comprise of the Mayor for the time being of the Hauraki District Council, Patron, and any persons in accordance with Clause 8(b)

(d) Life Membership

To any persons as may be bestowed a Life Membership of the Railway in recognition for outstanding voluntary service to the society, to be confirmed by a majority at an Annual General Meeting or a Special General Meeting

(e) All members in the above categories are able to vote under this Constitution

(f) Junior Members; who shall comprise such persons as are admitted by the society while under the age of sixteen (16) years of age; Junior members are not entitled to vote.

(g) Prospective members of the Society shall be admitted to membership of the Society upon a resolution to that effect of the Management Committee following nomination by a member of the Society duly seconded by another member of the Society. All such prospective members shall submit payment of the appropriate fees with their application and upon acceptance of membership, shall be supplied with a copy of the Societies Rules of Constitution.

(h) All members shall be for a calendar year from 1<sup>st</sup> July to 30<sup>th</sup> June. All members shall be financial prior to any AGM or SGM

## **5. MEMBERSHIP CATEGORIES & SUBSCRIPTIONS:**

Subscriptions payable by each member shall be set in the month of May of each year by the committee for the forthcoming year and ratified at the Annual General Meeting these come into force for new members immediately.

(a) Ordinary Members: as set by the committee each year.

(b) Working members shall only pay 50% of the annual subscription, provided they comply with the terms of section 4a (ii)

(c) Honorary Members, Foundation Members, and Life members no annual subscription payable.

(d) Junior Members: as set yearly by the Committee

(e) New (initial) Subscriptions paid after the 31 December shall be reduced by 50%.

All new members are required to be fully paid members for a period of one (1) month, prior to any Special or Annual General Meeting in order to exercise their voting rights.

## **6. CESSATION OF MEMBERSHIP AND EXPULSION:**

(a) Any member may resign from the Society by giving notice in writing to the Secretary to that effect.

(b) If a member is in breach of the rules, or has conducted his or herself in a manner which in the opinion of the Management Committee is injurious to the Society, the Management Committee may at any time by letter setting out the reasons invite such member, within the time specified therein, to retire from membership. If such member refuses to retire the question of his or her expulsion may be dealt with at a Management Committee meeting to be held within three (3) calendar months from the date of such letter. At such a meeting the member whose expulsion is under consideration shall be allowed to offer an explanation verbally, or in writing, and if thereafter, or in default of, such explanation two thirds of the members of the Management Committee present shall vote for his/her expulsion the member shall forthwith, but without releasing his or her from any antecedent liability to the Society, cease to be a member. It is provided however that such member shall have the right to appeal against expulsion to a Special General Meeting of the Society, convened by a requisition in writing to that effect lodged with the Secretary.

(c) Any member of the Society whose subscription shall be in arrears for the space of twelve (12) months shall cease to be a member of the Society, but may be re-instated by the Management Committee on payment of all arrears.

(d) The Management Committee may, at any time, if it is of the opinion that any member has been guilty of a breach of these rules, or of conduct injurious to or not in the best interests of the Society, suspend such a member for any period, not exceeding six (6) calendar months, and therefore during the period of such suspension such member shall not be entitled to enjoy any of the privileges of membership. The member whose suspension is under consideration shall be allowed to offer an explanation verbally or in writing. The resolution suspending a member shall be passed by a majority of two-thirds of the members of the Management Committee present and voting thereon, during any period of suspension a member shall not be entitled to any refund or rebate of his/her subscription.

(e) The Management Committee shall notify the member in writing, within seven (7) days, of their final decision. In the event of the final decision being unacceptable to the member, the member may exercise a right of appeal under section 6 (b).

## **7. OFFICERS:**

The officers of the Society shall consist of:

- i. Patron/s
- ii. Chairman
- iii. Vice Chairman
- iv. Secretary
- v. Treasurer
- vi. Solicitor

All except Patron and Solicitor must be financial members.

## **8. MANAGEMENT COMMITTEE:**

(a) The management and control of the Railway shall be vested in a Management Committee which shall comprise the officers of the Railway (other, than the Patron and the Honorary Solicitor) and six (6) members elected in a general meeting. The committee shall have the right to exercise the powers of the railway by these rules, or by The Incorporated Societies Act 1908, or any amendment thereof, to be done, or exercised, by the Railway in a general meeting.

(b) Powers to co-opt if required; The Management Committee shall have the power to co-opt **four (4)** local business people to the Committee

(c) Notwithstanding anything hereinbefore contained, the Committee shall not have power to borrow more than One Hundred Thousand dollars (\$100,000:00) in any one (1) financial year without resolution of an Annual General Meeting, or Special General meeting, authorizing borrowing in excess of that amount.

(d) The Committee may delegate any of its duties to sub-committees **as required**, provided there shall be no less than three (3) members present at all meetings.

(e) **All sub Committees shall maintain adequate records of their proceedings, and** all decisions made by any sub-committees must be ratified by the Management Committee and recorded in its minutes prior to implementation.

(f) All leases and employment contracts must be reviewed by the Societies acting Solicitor.

(g) It shall be the duty of the Management Committee to manage such of the affairs of the Railway as are not covered by the Incorporated Societies Act 1908 and its amendments.

(h) The Management Committee will ensure that it has appropriate annual business planning to ensure it meets the objects within this constitution.

## **9. APPOINTMENT OF (OPERATIONAL & LEGISLATIVE) PERSONNEL:**

Within three (3) months of the AGM, the Management Committee will appoint appropriate **personnel** to fulfill the Societies obligations under all and any legislative requirements under which the Railway operates.

(a) Multiple positions may be held by one (1) person

(b) The terms of such appointments will be for one (1) year; however current appointees may be re-appointed and continue with their positions at the discretion of the Committee.

(c) Should any appointee cease to occupy the appointed positions for any reason the Committee shall appoint a replacement forthwith.

- (d) All appointees must be members of the society.
- (e) All persons holding the above positions will provide a report to the secretary prior to the monthly Management Committee meeting.
- (f) Pecuniary powers of the above appointed **personnel** shall not exceed the sum of five hundred dollars (\$500:00) without reference to the Management Committee.

#### **10. MANAGEMENT COMMITTEE MEETINGS:**

- (a) The Chairman, the Secretary, or any three (3) Committee Members, shall have the power to call a meeting of the Management Committee when, and for such time and place as they may think fit, and it shall be the duty of the Secretary to call such a meeting when, and for such time and place as may be required, provided that except in the case of what in the opinion of the Chairman is an emergency, not less than three (3) days notice of any meeting shall be given.
- (b) Subject to paragraph (a) of this, Rule the Management Committee shall meet at such times and at such places as, it may think fit.
- (c) At any meeting of the Management Committee six (6) current committee members shall form a quorum.
- (d) At any meeting of the Management Committee at which the Chairman or Vice Chairman shall not be present, the members present shall elect one (1) of their numbers to act as Chairman. At such meetings such Chairman shall at that meeting have and be entitled to exercise all the powers which the Chairman would have had, and been entitled to exercise, had he been present.
- (e) Any Management Committee Member, absent from three (3) consecutive meetings of the Management Committee without just cause, may be declared by the Management committee to have forfeited their seat.
- (f) In the event of an equality of votes the Chairman shall have the casting vote.

#### **11. APPOINTMENT AND RESIGNATION OF OFFICERS OF MANAGEMENT COMMITTEE:**

The officers and Management Committee:

- (a) Shall be elected annually at the Annual General Meeting
- (b) Shall hold their offices or positions until they duly resign, become disqualified through becoming Un-financial, or are suspended **due to their actions or conduct being subject to a matter of dispute**, or have a vote of no confidence against them, or their successors are elected, whichever shall first occur.
- (c) Shall be eligible for re-election.

#### **12. ANNUAL GENERAL MEETING:**

The Annual General Meeting of the Railway shall be held within three (3) months of the end of the financial year, at such time and place as the management Committee may appoint.

#### **13. SPECIAL GENERAL MEETINGS:**

- (a) The Chairman, Vice Chairman and Secretary of the Management Committee, or in their absence or inability, any three (3) other Committee Members, may call a Special General Meeting of the Railway whenever, and for such time, place and purpose they may think fit.
- (b) The Secretary of the Management Committee shall call a Special General Meeting of the Railway upon the requisition in writing of not less than fifteen financial members stating the purpose for which such a meeting is required, and forwarded to the Secretary at the registered office of the Railway, or when otherwise required to do so by these Rules.

- (c) Should the Secretary fail within fourteen (14) days to call a Special General Meeting when required to do so in accordance with paragraph (b) of this Rule the requestor(s) may call such a meeting, and any meeting so called, shall be deemed to have been validly called as if it had been called by the Secretary.
- (d) Should a petition under section 13(b) above be submitted against a said person, committee action, or stated purpose, that person or committee action stated purpose must be immediately suspended or held in abeyance until the decision from that Special General Meeting.

**14. NOTICE OF BUSINESS:**

- (a) The order of business for every General Meeting; shall be prepared by the Management Committee.
- (b) In the case of an Annual General Meeting the order paper shall include:
  1. A report of the proceedings of the Society for the past year.
  2. A duly audited Balance Sheet and Profit and Loss, or Income and Expenditure Accounts for the past year.
  3. The election of Officers and Management Committee for the ensuing year.
  4. The appointment of an Auditor.
  5. Annual subscriptions as set by the Committee to be ratified.
  6. Any other business which concerns the Society. Any notice of motions received by the secretary and circulated to financial members in accordance with rules.
  7. Any general business accepted by permission of a majority of those present.

(c) Except as otherwise provided by the Incorporated Societies Act 1908 and its amendments, or by these rules, every Annual and Special General Meeting shall be called by the Secretary by email, or circular posted to each member at his/her registered address, or delivered to them personally, or left at his/her registered address at least **fourteen (14)** clear days prior to the date of the meeting together with the Agenda for such meeting.

In addition to such email or circular, a notice **for the Annual General Meeting** must be inserted in a newspaper circulated in the Hauraki district at least seven (7) days prior to the date of such meeting.

**(d) Such a Public Notice shall state the society's name, Annual General Meeting, date, venue, time & "All Welcome" but not the agenda**

**15. PROCEEDINGS AT MEETINGS:**

- (a) The Chairman or Vice Chairman shall preside at every General Meeting. In his or her absence, or inability to preside, such other officer, or member, as the members present shall appoint shall preside instead, and at such meeting shall have, and may exercise, all the powers, and perform all the duties, of the Chairman.
- (b) Ten (10) financial members present in person at any General Meeting shall form a quorum of the Railway. Should a quorum not be present thirty minutes after the time set down for the commencement of the meeting the meeting shall be re-scheduled for fourteen (14) days (As in section 14c) thence at the same time and place, and those members present and entitled to vote on the latter occasion, provided there are no less than three (3) members present to constitute a quorum.
- (c) Every question at a meeting shall be decided by a majority of those members present and voting thereon.
- (d) The mode of voting on all elections at the Annual General Meeting, and on the expulsion of a member, shall be by secret ballot for which purpose a returning officer, and a sufficient number of scrutinizers shall be appointed at the meeting.

- (e) Every member entitled to vote shall have one (1) vote,
- (f) On all matters other than the election of officers, or the expulsion of a member, voting shall be by voice, or a show of hands, unless a poll is demanded.
- (g) The Chairman of any meeting shall, in case of an equality of votes, have a casting vote.
- (h) Any current financial member of the society shall be entitled to be present at any management Committee meeting, and may exercise visitors speaking rights but shall have no voting rights. When subjects of a sensitive nature are discussed the Committee has a right to go in camera and preclude visiting members from being present.
- (i) Confirmed minutes of management, Annual and Special General Meetings shall be available to members

## **16. VOTING RIGHTS AND DISQUALIFICATION**

No member shall be entitled to vote at any meeting of the Railway, or the Management Committee, or to hold office in the Railway, or be appointed to the Management Committee, if such member becomes un-financial, or is in a period of suspension, or a vote of no confidence has been expressed against that member.

## **17. DUTIES AND POWERS OF CHAIRMAN**

(a) It shall be the duty of the Chairman:

(i) To supervise the business and affairs of the Railway.

(ii) To attend and preside over all General Meetings of the Railway, to keep order thereat, to conduct the business and to decide all points of order

(iii) To obey all such lawful instructions, and to do and perform all such lawful things and acts as may be given, or required to be done, by a meeting of the Railway or by the Incorporated Societies Act '1908 and its Amendments, or by these Rules.

(iv) To do and perform such other lawful duties as may usually pertain to the office of **Chairman**.

(b) When attending a meeting of the Railway the Chairman shall, subject to any specific Rules in this regard, have the power:

(i) To decide the order of business, to put motions, and to declare the result of the voting.

(ii) To order the removal from the meeting of any person obstructing the business of the meeting, or behaving in a disorderly manner, or not entitled to be present.

(iii) By resolution of the meeting, or in the absence of a quorum, to adjourn a meeting or to declare a meeting closed.

(iv) Generally to do and perform such other lawful things and acts as may be necessary or desirable to carry on the business of a meeting with order and regularity.

(v) If Chairman absent the Vice Chairman is to take over the duties of the Chairman for that meeting.

## **18. DUTIES AND POWERS OF SECRETARY:**

It shall be the responsibility of the Secretary:

- (a) To call and to attend all meetings of the Railway and of the Management Committee, and to take all minutes thereof.
- (b) To conduct the correspondence and affairs of the Railway.
- (c) To keep a register of the names, occupations and addresses of Ordinary Members, and Honorary Members and Foundation and Life Members with the dates of their joining the Railway and of their withdrawal or death, as the case may be.
- (d) To prepare and forward to the Registrar of Incorporated Societies such notices, returns and statements as shall from time to time be required.
- (e) To obey all such lawful instructions, and to do and perform all such lawful things and acts as may be given or required to be done by a meeting of the Society or of the Management Committee, or by the Incorporated Societies Act 1908 and its Amendments or by these rules.
- (e) To do and perform such other lawful duties as may usually pertain to the office of the Secretary.

## **19. DUTIES AND POWERS OF TREASURER:**

It shall be the responsibility of the Treasurer

- (a) To ensure the collection and receipting of all moneys due to the Railway, in a form approved by the Management Committee.
- (b) To ensure the banking of all such moneys in the name of the Railway, in a Bank account approved by the Management Committee
- (c) To ensure all accounts to be paid are passed by the Management Committee, and cheques issued are signed in such manner as may be determined by Management Committee from time to time.
- (d) To keep the accounts of the Railway.
- (e) To have prepared, immediately prior to the Annual General Meeting a Balance Sheet and a Statement of Income and Expenditure, or a Profit and Loss Account, for the preceding twelve months to 30<sup>th</sup> June of that year and to present such documents to that meeting duly audited.
- (e) To obey all such lawful instructions, and do and perform all such lawful things and acts, as may be given, or required to be done by the Management Committee or by the Incorporated Societies Act 1908 and its amendments, or by these rules.
- (f) To do and perform such other lawful duties as may usually pertain to the office of treasurer.

## **20. AUDITOR:**

(a) The Railway shall at each Annual General Meeting appoint an auditor who shall not be a member or officer of the Railway and who shall hold this position until he/she dies or resigns or his/her successor is appointed, whichever shall first occur, but shall be eligible for re-appointment. An auditor must be a chartered accountant.



(b)The auditor shall audit the books and accounts of the Railway at least once in each year immediately prior to the Annual General Meeting and at such other times as the Committee or Railway may require. The auditor shall be paid such reasonable and proper market rates for services rendered.

**21. FINANCIAL YEAR:**

The financial year of the Railway shall close on the 30<sup>th</sup> day of June each year. The audited Balance Sheet and Statement of Income and Expenditure or Profit and Loss Account shall be submitted to the Annual General Meeting

**22. COMMON SEAL:**

The Common Seal of the Railway shall be kept in the control of the Secretary and shall be affixed to any document or writing, only by resolution of the Management Committee, in the presence and under the signature of two (2) members of the Management Committee and the Secretary

**23. CASUAL VACANCIES:**

Unless otherwise herein provided, should any office or position not be filled by election at any Annual General Meeting, or become vacant for any reason, a meeting of a quorum of the remaining members of the Management Committee may fill such vacancies in any manner it may think fit, provided however that any person so appointed shall hold the office or position only until the following Annual General Meeting, or for the un-expired period of his/her predecessor's term, but shall be eligible for re-election.

**24. ACQUISITION, DISPOSAL AND CONTROL OF REAL AND PERSONALPROPERTY:**

The Railway shall have the following powers:

(a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, or any rights and privileges in connection therewith and to hold, improve, manage, develop, let, lease, sell, exchange, or otherwise dispose of any such property, rights, and privileges.

(b) To construct, build, alter, improve, enlarge, pull down, remove or replace any buildings or other structures or improvements which may be in, upon and about any of the real or personal property of the Railway, or under the control of the Railway.

(c) To borrow, raise, or secure the payment of money owing or the satisfaction or performance of any obligation or liability incurred or undertaken by the Railway from time to time in such manner as the Railway shall think fit and in particular by the issue of debentures, bonds, mortgages, or by way of overdraft from any Bank any other security founded or based on all or any of the property and/or rights of the Railway or without any such terms as to priority or otherwise as the Railway shall think fit and to redeem or pay off any such securities but the powers of so borrowing or raising money, shall not be exercised except pursuant to a resolution of the Management Committee and with the authority of a General Meeting where the sum to be borrowed exceeds One Hundred thousand Dollars (\$100,000).

(d) To invest and deal with the moneys of the Railway not immediately required by placing them on fixed deposit at any trading bank at the best interest and terms available.

(e)To do all or any of the acts aforesaid or exercise all or any of the powers conferred upon the Railway jointly with any person, partnership, corporation, company or society and to become jointly or jointly and severally liable with any such person, partnership, corporation, company or society (whether incorporated or otherwise) on any contract or obligation in connection therewith

**25. ALTERATION OF RULES:**

(a) The rules of the Railway shall not be altered, added to or rescinded except on a vote of a majority of two-thirds of members present at any Annual General Meeting or at any Special General Meeting duly convened. Notice of any proposed alteration addition or rescission must be given in writing to the Secretary at least 30 days before the meeting at which it is intended to propose such alteration, addition or rescission and at least seven (7) days notice of such meeting and full details of the alterations, additions or recessions shall be given by the Secretary to all members at their last known place of residence as appearing on the Railway's register of members.

(b) In addition to such notice of meeting an advertisement defining such alteration may be placed at least seven (7) days prior to the meeting in a newspaper circulating in the Hauraki district.

(c) Copies of all such alterations or rescissions must be lodged with the Registrar of Incorporated Societies within thirty (30) days of being passed by the membership and shall have immediate effect on the rules.

(d) Provided always that no alteration shall be made to the private pecuniary profit clause 3.1,2,3 or to the winding up clause 27.

**26. REGISTERED OFFICE:**

The registered office of the Railway shall be at the Waibi Railway Station, 30 Wrigley Street, Waihi or at such other place as the Management Committee may from time to time appoint and notice of any change in situation of the registered office shall be given to the Registrar of Incorporated Societies.

**27. WINDING UP:**

(a) The Railway may be wound up in the manner provided by the Incorporated Societies Act 1908 or any Act passed in substitution thereafter.

(b) Upon the Railway being wound up the surplus assets available after the payment of all liabilities shall be applied in such manner as may be decided by a majority of votes of the members present at a Special General Meeting of the Railway called for this purpose, but in the event of there not being such meeting or no quorum at any such meeting, the powers of distribution shall be transferred to the Hauraki District Council for disbursement as in clause (c).

(c) Upon the winding up of the Society any surplus assets available after the payment of all liabilities shall be distributed to another approved charitable organization within New Zealand with the same or similar objects. This shall be done at a Special General Meeting.

Name: Selwyn George Baker Dated: 16-6-2013  
Chairman

Signature: [Signature]

Name: Carrie Rickard Dated: 15/8/2013  
Secretary

Signature: [Signature]

Name: Dennis Blake Dated: 19/8/13  
General Manager

Signature: [Signature]

