

# **THE TRAMWAY HISTORICAL SOCIETY INCORPORATED**

## **CONSTITUTION**

**The Rules and By-laws of the Society    June 2016**

*Note::*

*This Constitution, following the unanimous resolution of members present at the Society Annual General Meeting on 12 September 2006, entirely replaced the original Constitution dating from 1964 and subsequently amended at various times. It was amended at the 2007 AGM held on 29 August 2007, further amended at the 2014 AGM held on 20 August 2014 and further amended at the 2015 AGM held on 19 August 2015. This document incorporates those amendments.*

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## RULES

### 1. Name

The Society's name is "The Tramway Historical Society Incorporated" referred to in these Rules as "the Society".

### 2. Objects

The Society shall seek to advance its charitable purposes of education and benefit to the community through the following objects:

#### 2.1

To preserve tramcars and relics, archives, records and other items relating to tramway systems and to foster the preservation of South Island urban tramway infrastructure.

#### 2.2

To preserve omnibuses (including trolley omnibuses) and relics, archives, records, infrastructure and other items relating to urban omnibus systems.

#### 2.3

To maintain, further develop and operate an urban public transport museum, including an operating tramway, and trolley bus line, in Ferrymead Heritage Park, and on adjacent or nearby land in the Heathcote Valley, Christchurch.

#### 2.4

To foster an intelligent interest in tramways and other urban public transport including cooperation and/or affiliation with organisations having similar aims or interests, and to advocate for urban transport and transport heritage.

#### 2.5

To publish and distribute such promotional, historical or publicity material through print, photographic or electronic media compatible with the above objects as the Management Committee may from time to time approve either on its own or in cooperation with other organisations having similar aims or interests.

#### 2.6

To set up such other groups, bodies, societies or trusts as may be required to further the objects of the Society.

## **2a. Not for Private Gain**

### 2a.1

Any income, benefit or advantage must be used to advance the charitable purposes of the Society.

### 2a.2

No member of the Society, or anyone having a family or business association with a member, may take part in, or influence any decision made by the Society in respect of payments to, or on behalf of that member or associated person of any income, benefit or advantage.

### 2.a.3

Any payments made to a member of the Society, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.”

## **3. Membership**

### **3.1 Eligibility and Application for Membership**

#### 3.1.1

Any person who is interested in the advancement of the objects of the Society shall be eligible for membership in one of the classes provided for in Clause 3.2 provided that the Management Committee has, by resolution, agreed that such person would make a suitable member.

#### 3.1.2

Application for membership shall be made in writing to the Secretary and all members and prospective members shall supply the information required by the Registrar of Incorporated Societies.

#### 3.1.3

The Management Committee may decline to accept any applicant deemed unsuitable and shall not be bound to give any reason therefor.

#### 3.1.4

Subject to the above conditions applicants shall be enrolled on payment of the appropriate subscription as provided for in the By-laws.

## **3.2 Classes of Membership**

There shall be seven (7) classes of membership in the Society as follows:

### **3.2.1**

Full Members are entitled to receive notices and reports relating to activities of the Society, to participate in all activities of the Society, to nomination or appointment to any office in the Society, subject to the provisions of Clause 6 of these Rules, and to receive copies of such periodicals which are supported by the Society and for which they have paid a subscription.

### **3.2.2**

Student Members are persons under the age of 18 years who for the year for which membership or renewal applies have satisfied the Management Committee that they currently attend a primary or secondary school or are a full time student at a tertiary educational institution. Student members have all the rights and privileges of Full Members subject to any age restrictions required by law.

### **3.2.3**

Family Members are dependent children, spouses, partners or parents of any full member. Family members have all the entitlements and responsibilities available to Full Members except they shall not be entitled to vote at General Meetings nor receive copies of the Society's Reports and publications and shall be subject to any age restrictions required by law.

### **3.2.4**

Sustaining Members are persons who pay a sum equal to ten (10) times the Standard Subscription of the Society at the time membership is accepted or renewed. Sustaining members shall be exempt from the payment of Annual Subscriptions for ten years but otherwise shall have all the entitlements and responsibilities of Full Members. Those members who were in the category of Sustaining Members at the date these Rules take effect shall be subject to the conditions which applied prior to that date.

### **3.2.5**

Corporate Members are corporate bodies, companies or other organisations (including private businesses) which pay an Annual Subscription as described in the By-laws. Corporate members shall have all the rights and privileges of Full Members, except that they shall be entitled to five (5) membership cards in the names of nominated individuals only one of whom shall be entitled to vote.

### 3.2.6

Life Members are members of the Society who have made an outstanding contribution towards furthering the objects of the Society, or have rendered other services, which the Society wishes to recognise, and who, on the recommendation of the Management Committee, are elected a Life Member at an Annual General Meeting. Life Members so elected shall have all the rights, privileges and benefits of the Society but shall not be required to pay a subscription.

### 3.2.7

Honorary Members. Any person, not being a member of the Society, who has made an outstanding contribution or has rendered services to the Society which it wishes to recognise, may on the recommendation of the Management Committee, be elected an Honorary Member at a General Meeting of the Society. Such membership shall be for such time as determined by the Management Committee which shall review the list of Honorary members each year prior to the Annual General Meeting. Honorary Members shall have the same privileges and benefits as full members except that they shall not be entitled to vote or be an office holder of the Society.

## **3.3. Conduct of Members**

### 3.3.1

The Society is not responsible for any acts or statements of individual members done or made without the authority of the Society.

### 3.3.2

Unless duly authorised, no member of the Society is to use the name of the Society or the fact of their membership in any circumstances which may lead other persons to believe that the member is an official representative of the Society.

### 3.3.3

Members of the Society are expected to maintain a high standard of conduct at all times when engaged in Society activities whether on or off the Society's property.

### 3.3.4

Members shall at all times when on the Society's property or operating the Society's equipment or vehicles comply with the safety systems approved by the relevant authorities.

### **3.4 Termination of Membership**

Members of the Society may be suspended by the Management Committee either for a specified period or their membership cancelled for any one of the following reasons:

#### **3.4.1**

Their current subscription remains unpaid three months after the due date.

#### **3.4.2**

They have been convicted of an offence carrying a prison term of 3 months or more.

#### **3.4.3**

Their behaviour associated with any activity of the Society has in the opinion of the Management Committee brought the Society into disrepute.

#### **3.4.4**

Their actions are irresponsible, dangerous, illegal or in contravention of the operational and safety rules of the Society or any Act of Parliament with which the Society is required to comply.

#### **3.4.5**

Prior to cancelling any membership the Management Committee shall give the member concerned reasonable opportunity to be heard.

#### **3.4.6**

Any resignation from the Society shall be in writing addressed to the Secretary and shall be effective immediately.

#### **3.4.7**

Any member whose membership ceases for whatever reason shall thereupon forfeit all claim to or interest in the property of the Society and shall forthwith surrender to the Secretary any such property held personally.

## **4. Subscriptions**

### **4.1**

The Annual General Meeting of the Society shall fix the Annual Subscription for Full Members, known as the Standard Subscription, for the subsequent year. Subscriptions for other classes of members shall be fixed proportionally as provided for in the By-laws. Each subscription year is the calendar year running from 1st January – 31st December. All subscriptions shall be due and payable

from 1st January in each year.

## **5. Meetings**

### **5.1 Annual General meeting**

#### **5.1.1**

An Annual General Meeting of members shall be held not later than 31 August of each year for the purpose of reviewing the affairs of the Society since the preceding Annual General Meeting, to approve the annual accounts for the preceding financial year, to elect the Management Committee for the ensuing year, to consider and deal with notices of motion and to transact any other general business of the Society.

#### **5.1.2**

The date of the Annual General Meeting shall be decided by the Management Committee and sent in writing to all members of the Society at least 28 days before the date of the meeting.

#### **5.1.3**

A prepared Agenda together with a copy of the audited or reviewed Annual Accounts, other Reports and any Notices of Motion shall be sent to all members at least 14 days prior to the date of the meeting.

#### **5.1.4**

Any Notice of Motion is to be in the hands of the Secretary no later than 21 days before the date of the meeting.

#### **5.1.5**

Any notice sent to the last known address of a member, which may include a facsimile, email, or other form of electronic address, shall be deemed to be delivered.

#### **5.1.6**

Voting is to be as set down out in Clause 5.4.

### **5.2 Special General Meetings**

#### **5.2.1**

A Special General Meeting may be called by notice in writing by the Management Committee or by requisition in writing of ten or more members.

### 5.2.2

Any Notice of Motion or notice of Special General Meeting shall clearly set out the business to be discussed and no other business shall be dealt with at that meeting.

### 5.2.3

On receipt of the Notice of Motion or requisition, the Secretary shall call a Special General Meeting giving not less than two weeks notice in writing to members, setting out the time, place and date of the meeting and including an outline of the business to be dealt with, including details of the notice of motion.

### 5.2.4

Attendance and voting at any Special General Meeting is the same as for an Annual General Meeting.

## 5.3 Ordinary General Meetings

5.3.1 General meetings, which may include meetings of members for organised activities including social activities and which are not Annual or Special General meetings shall be advised to Members no less than 7 days prior to the date of the meeting.

5.3.2 No business which is required by these rules to be conducted at an Annual or Special General Meeting shall be conducted at an Ordinary General Meeting.

## 5.4 Voting at Meetings

### 5.4.1

All eligible members are entitled to vote at General meetings of the Society. Voting at meetings of Committees shall generally follow the same practice as for general meetings and as set out below.

### 5.4.2

Where an election is required for persons nominated under Rule 6.1 for positions set out in Rule 6.1.1 :

- The election is to be by secret ballot.
- The meeting is to appoint a Returning Officer.
- The candidate/s obtaining the highest number of votes are deemed elected.

- In the event of a tie another ballot is to be held.

#### 5.4.3

On all other issues voting is by voice or show of hands unless a secret ballot is called for.

#### 5.4.4

All issues other than those in 5.4.2 (above) are decided on a simple majority and in the event of equal voting the Chairman has a casting vote in addition to a deliberative vote.

#### 5.4.5

There shall be no proxy voting on any issue.

#### 5.4.6

Elected, appointed, co-opted and ex-officio members of Committees shall have the same voting rights.

### 5.5 Conduct of meetings

Meetings shall be conducted as provided for in the By-laws.

## 6. Management of the Society

The Management Committee elected in accordance with Rule 6.1 shall manage the affairs of the Society.

### 6.1 Election and membership of Management Committee.

#### 6.1.1

The members, at each Annual General Meeting, shall elect from the membership a Management Committee consisting of a President, a Vice-President (Administration), a Vice President (Operations), a Secretary, a Treasurer and at least 3 but not more than 7 ordinary members for the forthcoming year.

#### 6.1.2

All persons so elected shall be eligible for re-election each year

#### 6.1.3

In the event of the number of nominations in any category being less than the

number of positions available, or when any position becomes vacant, the Management Committee may fill those positions by appointment and up to 4 additional members may also be co-opted to the Management Committee for specific purposes, such appointments and co-options to be ratified at the next general meeting of the Society.

#### 6.1.4

The chairman of any Committee established by the Management Committee to assist it in exercising its responsibilities for operation of the Ferrymead Tramway, if not an elected Management Committee member, shall be a co-opted member of the Management Committee.

#### 6.1.5

The Immediate past President shall be a member of the Management Committee for two years immediately following retirement from the office of President, after which they may either elect to retire, or, if agreed by the Management Committee, remain in the post for a further period at the discretion of the Management Committee, always subject however to the following proviso: that whenever the incumbent President leaves office, having been succeeded by the next President, the then Immediate Past President shall vacate that position.

#### 6.1.6

Should any officeholder or elected member of the Management Committee vacate their office or cease to be a member of the Society for any reason the Management Committee may replace that person for the balance of the term of office, such appointment to be ratified at the next general meeting of the Society.

#### 6.1.7

No member who would be disqualified from being an officer of a charitable organisation recognised by New Zealand law shall be eligible to be a member of the Management Committee.

## **6.2 Duties and Powers of the Management Committee**

The duties and powers of the Management Committee are to:

#### 6.2.1

Be responsible for the governance of the Society and be accountable for the activities of the Society, including the management of the Ferrymead Tramway operation.

#### 6.2.2

Establish the responsibilities, appoint Convenors for and confirm membership of all other committees. The responsibilities of such committees shall be set out in the Society's By-laws.

#### 6.2.3

Approve the Annual Budget prepared by the Treasurer

#### 6.2.4

Ensure the preparation and presentation of reports, including the annual accounts, to members at the Annual General Meeting.

#### 6.2.5

Appoint signatories to operate Society bank accounts.

#### 6.2.6

Approve all applications to outside bodies for funding for any Society project.

#### 6.2.7

Consider and where appropriate approve Society projects, provided that where the estimated cost of any proposed project exceeds \$50,000 it shall seek the approval of members at a General Meeting.

#### 6.2.8

Consider and where appropriate approve the restoration of and changes to heritage vehicles and artefacts, such approval to determine the extent and nature of alterations or additions to such heritage vehicles and artefacts.

#### 6.2.9

Borrow money or purchase, lease, hire or by any other legal means acquire property, and rent, lease, sell or otherwise dispose of property, to further the objects of the Society, provided that where the value of any proposed individual transaction exceeds \$20,000, it shall seek the approval of members at a General Meeting.

#### 6.2.10

Authorise any public statements on behalf of the Society, which can only be made by the President or such other person authorised by the Management Committee.

#### 6.2.11

Recommend to members at a General Meeting approval of the formation and rules for all bodies created according to Rule 2.6. Such rules, if approved, to be attached to or referenced from the Society's By-laws

### **6.3 Duties and Responsibilities of Office Holders**

#### **6.3.1 President**

The President shall be the official representative and spokesperson for the Society except where by agreement with the Management Committee this role is delegated, and shall normally chair all Society meetings, as detailed in the By-laws.

#### **6.3.2 Vice Presidents**

The Vice Presidents shall assist the President in the execution of his/her duties including acting for him/her as needed and shall take responsibility for such other functions as determined by the Management Committee, one more particularly in the area of administration and the other in the area of operations.

#### **6.3.3 Secretary**

The Secretary shall be responsible for maintaining the records of the Society, including the minutes of General Meetings and Management Committee meetings, dealing with correspondence, custody of the Common Seal and such other functions as determined by the Management Committee.

#### **6.3.4 Treasurer**

The Treasurer shall be responsible for the following matters:

- To maintain and balance all books of account and other financial records of the Society.
- To have all bank accounts operated in the name of the Society under their care.
- To ensure that adequate and proper methods are employed to protect the Society's funds.
- At the close of each financial year to be responsible for the preparation of the annual financial statements required by legislation and to submit them to the Annual General Meeting

#### **6.3.5 Immediate Past President**

The role of the Immediate past President shall be to guide, assist and act as mentor to the President in the execution of his/her duties as President.

#### **6.3.6 Other Management Committee members**

Other members of the Management Committee shall carry out such duties and

responsibilities as shall be assigned to them by the Management Committee

## **6.4 Other Positions**

### **6.4.1 Auditor**

At each Annual General Meeting a suitably qualified person shall be appointed by the members present to audit or review the financial records and accounts of the Society.

### **6.4.2 Honorary Solicitor**

At any general meeting the Society may appoint an Honorary Solicitor to hold office until the following Annual General Meeting.

### **6.4.3 Patron**

At any Annual or Special general meeting, on the recommendation of the Management Committee, the Society may resolve to appoint a Patron. The Patron shall have no formal duties.

## **6.5 Registered Office**

The address of the registered office of the Society shall be at such place as may be decided from time to time by the Management Committee.

## **6.6. Common Seal**

### **6.6.1**

The Secretary shall have the custody of the Common Seal of the Society.

### **6.6.2**

The Common Seal is not to be affixed to any instrument or document except by resolution of the Management Committee.

### **6.6.3**

Every instrument or document to which the Common Seal is affixed shall be signed by the President and one other Management Committee member and counter-signed by the Secretary.

## **6.7 Financial year**

The financial year of the Society shall be the 12 month period from 1 April to 31 March in the following year.

## **7. Inspection of Minutes**

### **7.1**

The Minutes of General Meetings and of meetings of all Committees shall be available for inspection by members at any reasonable time.

## **8. Alteration to Rules**

### **8.1**

The provisions of these Rules may be altered, added to, rescinded or a new set of Rules substituted, by Notice of Motion passed by a majority of members entitled to vote at an Annual General Meeting or a Special general Meeting called for the purpose.

### **8.2**

Details of the proposed alterations are to be given to all members as an attachment to the notice calling the meeting.

## **9. Copies of these Rules**

### **9.1**

Any member of the Society shall be supplied with a copy of these rules and the attached By-laws on request to the Secretary.

### **9.2**

The Secretary of the Society shall maintain a copy of these Rules and By-laws at the registered office of the Society. This copy is to be available for inspection at any reasonable time by appointment with the Secretary.

## **10. Rules in Effect**

### **10.1**

These Rules and any subsequent alterations pursuant to Clause 8 above shall come into effect immediately after their registration by the Register of Incorporated Societies.

## **11. Interpretation of these Rules**

### 11.1

The decision of the Management Committee on the interpretation of these rules shall be conclusive and binding on all members of the Society.

## **12. By-laws**

### 12.1

The By-laws of the Society are as set out in the Schedule to these Rules.

### 12.2

The Management Committee may add to, alter or rescind the By-laws consistent with these Rules.

### 12.3

Any changes to the By-laws are to be notified in writing to members.

## **13. Winding Up**

### 13.1

The Society may be wound up only by resolution of a Special General Meeting called for that purpose.

### 13.2

The members present at the Special General Meeting and eligible to vote in person may resolve that the Society be wound up at a date to be specified.

### 13.3

At the time of the approval of winding up the Society the Management Committee shall ensure that, after the payment of all debts and claims, all assets of the Society remaining are paid to one or more charitable organisations recognised under New Zealand law, and having historical, educational or recreational objects similar to those of the Society and which have been recommended by the Meeting.

## SCHEDULE

### By-laws

#### 1. Preliminary

The purpose of these By-laws is to provide the detail of procedures, subscriptions and terms of reference for committees, being matters which may be the subject of change from time to time and which are not fundamental to the Rules, which comprise the Constitution of the Society.

#### 2. Subscriptions and mail outs

##### 2.1

The Management Committee shall recommend a standard subscription rate, which shall apply to full members, as follows:

- full members residing in New Zealand - full mail out – standard rate
- full members residing overseas - full mail out – standard rate plus \$10

and provided that where there are two or more members residing in the same household wishing to be full members and willing to share a single mail out, the subscription rate shall be one member - standard rate, second and subsequent members – 50% of a standard rate.

##### 2.2

Student rate - The student rate shall be 1/3 of the standard rate.

##### 2.3

Family members - Except as provided for in Clause 2.1, no subscription is payable by family members

##### 2.4

Sustaining members - shall pay once every 10 years - the standard rate x 10.

##### 2.5

For Life Members and Honorary members there is no subscription payable

## 2.6

Complimentary copies of publications - In accordance with object 2.5, the Management Committee from time to time may provide complimentary copies of the Society magazine and/or newsletter to any person or organisation it sees fit. This is not however a class of membership and does not intend or imply any privileges of membership other than the provision of the magazine and/or newsletter.

## 2.7

The Society may at its discretion discount subscriptions for early subscription payments, or provide a reduced initial subscription for new members joining part way through a subscription year.

## 2.8

The Society will mail out membership renewal notices at the start of each financial year.

## 2.9

Mail outs shall generally be by e-mail, unless the member specifically requests "postal mail out" or e-mail communication is not suitable. All mail outs will be to the most recent address (e-mail address or postal address) provided by the member.

### **3. Meetings and other Procedures**

#### **3.1 Quorum**

The quorum at all meetings is:

- General meetings: 15 members
- Management Committee meetings: 6 members
- Other committee and sub-committee Meetings: a majority of members

#### **3.2 Chairmanship:**

##### 3.2.1

The President shall chair all General Meetings. In the absence of the President one of the Vice Presidents shall act and in their absence the meeting shall elect a Chairman from among those present.

##### 3.2.2

The President shall chair all Management Committee meetings. In the absence of the President one of the Vice Presidents shall act and in their absence the meeting shall elect a Chairman from among those present.

### 3.2.3

At any other Committee or sub-committee meeting, in the absence of the appointed Convenor the Committee or sub-committee appoints its own chairman.

3.2.4 The President is ex officio a member of all Committees

## **4. Duties and Responsibilities of Committees.**

### **4.1 General**

#### 4.1.1

The Management Committee shall meet monthly unless it determines otherwise.

#### 4.1.2

All other Committees are to meet as often as is necessary to satisfactorily carry out their duties, and unless stated otherwise in these By-laws, no less than four times in each year.

#### 4.1.3

The Management Committee shall keep a Minute Book as shall all other committees, unless otherwise instructed by the Management Committee.

#### 4.1.4

The Management Committee may require other Committees to provide short written reports to each Management Committee meeting.

#### 4.1.5

Consistent with these By-laws and the Society's Rules, the Management Committee and other Committees are free to govern their own procedures including choosing a deputy chairman.

### **4.2 Management Committee**

Further to Clause 6.2.1 of the Rules, in accordance with the Ferrymead Tramway Safety Case, the Management Committee is responsible for the following matters:

#### 4.2.1

Monitoring all work undertaken on a tram prior to commissioning and criteria under Schedule 3 of the Safety System and related documentation.

#### 4.2.2

Workplace Safety whether on Society premises or elsewhere, including where several parties' activities are carried out.

#### 4.2.3

Negotiation and planning of infrastructure additions or changes for the Tramway.

#### 4.2.4

Receiving the annual survey/review/audit report from the external auditor, studying the report and initiating any remedial action necessary

### 4.3 Ferrymead Tramway Operations Committee.

Note: The Ferrymead Tramway Operations Committee is a Committee specifically provided for in the Ferrymead Tramway Safety Case, as approved by Land Transport New Zealand (LTNZ). In the event of changes being made to the Safety Case, consequential alterations shall be made, where necessary, to the relevant sections of this part of the By-laws.

The Ferrymead Tramway Operations Committee:

#### 4.3.1

Will assist the Management Committee in exercising its responsibility for the operation and maintenance of the tram fleet including the maintenance of tram tracks and tram overhead wires.

#### 4.3.2

Will on behalf of the Management Committee run the Ferrymead Tramway in full compliance with the Railways Act 2005.

#### 4.3.3

Will comprise the following members, who are to be appointed by the Management Committee.

- A Chairman (who may be the Society President)

Who shall take responsibility for administrative and secretarial functions, liaison with the Tramway Historical Society Management Committee and organise the collection of and filing of compliance documents.

- A Safety Case Manager
- A Traffic Manager
- A Mechanical/Electrical Officer
- A Permanent Way and Structures Officer

Whose responsibilities shall include monitoring compliance with their relevant sections (where applicable) of the Safety Case, Safety System, Schedules & Procedures. No more than 2 appointed positions may be filled by any one Officer.

Detailed position descriptions for those positions required by the Ferrymead Tramway Safety Case are included in the Safety Case.

Society members who can fill, or contribute to, responsible positions, may be co-opted by the Ferrymead Tramway Operations Committee, with prior approval of the Management Committee.

#### 4.3.4

In accordance with the Ferrymead Tramway Safety Case has the following management responsibilities:

- Will assess any reported defects, hazards or accidents and implement control measures where practical.
- Will guide officers in their duties.
- Will review safety issues
- Will provide a forum to discuss operations and special events.
- Will appoint Vehicle and Mechanical Inspectors
- Will review training and qualifications of personnel
- Will convene a minimum of six times per year.

- Will present submissions to the Management Committee.
- Will recommend required changes to the Safety Case and/or Safety System to the Management Committee.
- Will minute its proceedings and forward these to the Management Committee. The minutes will be made available as required to the Safety Assessor and any LTNZ Investigating Team.

#### 4.3.5

In respect of any proposed control measures, which involve physical alteration or addition to heritage vehicles, will obtain the prior approval of the Management Committee, in compliance with the LTNZ guidelines, the Safety Case and Safety System. However during the course of any deliberations, compliance with Clause 7 of the Railways Act 2005 is mandatory. If necessary, outside advice, for example, that of the Safety Assessor, will be sought.

#### 4.3.6

Presents a budget to the Management Committee at the beginning of each financial year.

### **4.4 Restoration Committee**

#### 4.4.1

Is responsible for the supervision of all restoration work on the Society's vehicles.

#### 4.4.2

Advises the Management committee on heritage issues as requested.

#### 4.4.3

Recommends restoration priorities to the Management Committee for its approval.

#### 4.4.4

Prepares budgets in support of its recommendations.

#### 4.4.5

Sets a time line for each restoration and ensures sufficient labour is available to meet it.

#### 4.4.6

Identifies sources of funding when recommending a project.

### 4.5 Social Committee

#### 4.5.1

Is responsible for arranging general meetings for the purposes of furtherance of the objects of the Society

#### 4.5.2

Is responsible for arranging social activities for Society members.

### 4.6 Other Committees

#### 4.6.1

The Management Committee may from time to time set up short term (“terminating”) Committees to investigate specific projects, to progress sections of work already commenced and/or to be responsible for the management of specific tasks.

#### 4.6.2

The Management Committee shall appoint a specific member as Convenor of any such committee.

#### 4.6.3

The Convenor shall report regularly to the Management Committee.

## 5. The Heritage Tramways Trust

The Heritage Tramways Trust is a body established by the Society pursuant to Clause 2.6 of the Rules. The Trust has its own Trust deed, copies of which can be viewed on the following web site: <http://www.companies.govt.nz/pls/web/dbssiten.main> It is also available on request from the Secretary of the Society.

## AMENDMENTS TO CONSTITUTION OF TRAMWAY HISTORICAL SOCIETY INC

Approved at 2007 AGM 29/08/07 (*Note: these amendments are also incorporated in the body of the Constitution*)

### 2. Objects

*Delete* "The Objects of the Society shall be:"

*Insert* "The Society shall seek to advance its charitable purposes of education and benefit to the community through the following objects:"

*Insert new Clause 2a:*

#### **"2a Not for Private Gain**

2a.1 Any income, benefit or advantage must be used to advance the charitable purposes of the Society.

2a.2 No member of the Society, or anyone having a family or business association with a member, may take part in, or influence any decision made by the Society in respect of payments to, or on behalf of that member or associated person of any income, benefit or advantage.

2.a.3 Any payments made to a member of the Society, or person associated with a member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties."

*Amend 5.1.1 as follows:*

#### 5.1.1

An Annual General Meeting of members shall be held not later than 31 August of each year for the purpose of reviewing the affairs of the Society (*delete* "over the preceding") (*insert* "since the preceding Annual General Meeting, to approve the annual accounts for the preceding") financial year, to elect the Management Committee for the ensuing year, to consider and deal with notices of motion and to transact any other general business of the Society.

*Amend 6.1.7 as follows:*

#### 6.1.7

No member who (*insert* "would be disqualified from being an officer of a charitable organisation recognised by New Zealand law") (*delete* "~~is an undischarged bankrupt, or is convicted of an offence under the Crimes Act during his or her term of office, or is certified by two medical practitioners to be of unsound mind~~") shall be eligible to be a member of the Management Committee.

*Amend 6.4.1 as follows:*

#### 6.4.1 Auditor

At each Annual General Meeting a suitably qualified person shall be appointed by the members present to audit the financial records and accounts of the Society. (*delete* "~~for such financial years as may be specified.~~").

*Insert new Clause 6.7 as follows:*

#### **“6.7 Financial year**

The financial year of the Society shall be the 12 month period from 1 April to 31 March in the following year.”

*Amend 13.3 as follows:*

#### 13.3

At the time of the approval of winding up the Society the Management Committee shall ensure that, after the payment of all debts and claims, all assets of the Society remaining are paid to one or more (*delete* "~~legally recognised~~") charitable organisations (*insert* "recognised under New Zealand law, and") having historical, educational or recreational objects similar to those of the Society and which have been recommended by the Meeting. “

Extract from:

**MINUTES OF THE 52<sup>ND</sup> ANNUAL GENERAL MEETING OF  
THE TRAMWAY HISTORICAL SOCIETY INC.**

**Held on Wednesday the 20<sup>th</sup> August 2014 in The Youth Heritage Trust Building  
(Ferrymead Lions Meeting Room) Ferrymead Heritage Park at 7-45 pm.**

**“.....NOTICES OF MOTION:**

Pursuant to Clauses 5.1 and 8 of the Constitution the following notice of motion had been received:

“That for the reasons set out below, the following changes be made to the Society’s Constitution.

1. Clause 5.1.3 - replace “audited” with “audited or reviewed”
2. Clause 6.4.1 - replace “audit” with “audit or review”

Reasons:

Recent assessments of the Society’s annual accounts by our auditor have been in the form of the less rigorous “review” rather than the traditional “audit” process. This is provided for by the NZ Institute of Chartered Accountants which has issued standards for both audits and reviews. Reviews are considered acceptable for smaller not for profit organisations.

As the constitution at present provides only for an “audit” it has been found necessary to promulgate a change to recognise the new process. The recommended change provides for a review while retaining the option of an audit should that be considered more appropriate at any given time. The need for change had been pointed out to the Society by a funding organisation we had applied to earlier this year.

**Moved: L.DAY/D JONES - CARRIED”**

Extract from:

**Minutes of the 53rd Annual General Meeting of  
The Tramway Historical Society Inc.**

**Held on Wednesday the 19<sup>th</sup> August 2015 in The Youth Heritage Trust Building  
(Ferrymead Lions Meeting Room) Ferrymead Heritage Park at 7-45 pm.**

**“.....NOTICES OF MOTION:**

After discussion the following motion was put.

“1. that the Constitution of the Society be amended as follows:

**Clause 4.1**

***This clause currently states:***

"The Annual General Meeting of the Society shall fix the Annual Subscription for Full Members, known as the Standard Subscription, for the subsequent year. Subscriptions for other classes of members shall be fixed proportionally as provided for in the By-laws. All subscriptions shall be due and payable on 31 January in each year."

***Proposed change:***

Delete the last sentence and replace with the following: "Each subscription year is the calendar year running from 1st January – 31st December. All subscriptions shall be due and payable from 1st January in each year."

**Clause 6.2.5**

***This clause currently states:***

"Appoint cheque signatories"

***Proposed change:***

Delete and replace with the following: "Appoint signatories to operate Society bank accounts".

2. That the By-Laws attached to the Constitution be changed by the Management Committee as follows:

*a) In clause 2.1*

*References to Tramway Topics be deleted so that the first paragraph of 2.1 states as follows:*

"The Management Committee shall recommend a standard subscription rate, which shall apply to full members, as follows:

- full members residing in New Zealand - full mail out – standard rate
- full members residing overseas - full mail out – standard rate plus \$10."

b) *New clause 2.7*

"The Society may at its discretion discount subscriptions for early subscription payments, or provide a reduced initial subscription for new members joining part way through a subscription year."

c) *New clause 2.8*

"The Society will mail out membership renewal notices at the start of each financial year."

d) *New clause 2.9*

"Mail outs shall generally be by e-mail, unless the member specifically requests "postal mail out" or e-mail communication is not suitable. All mail outs will be to the most recent address (e-mail address or postal address) provided by the member."

**TAYLOR/RUSHWORTH  
CARRIED.."**