

# **Constitution**

**Western Australian Railways Institute Inc.**

**December 2014**

**Amended 8 December 2014**

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## 1 Name

The Name of the association is Western Australian Railways Institute Inc.

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## 2 Definitions

In this Constitution, unless the contrary intention appears:

a) The following definitions have the following meanings

**Administrative policies and procedures** means the administrative policies and procedures made and amended by the Council from time to time;

**By-Laws** means the by-laws made and amended from time to time by the Council;

**Constitution** means this Constitution as amended or varied from time to time;

**Corporate Supporter** means an eligible entry who contributes to Western Australian Railways Institute Inc. for each of their employees who is a general member;

**Council** means the council referred to in clause 5.1;

**Councillor** means any person elected to and forming part of the Council and Councillors has a corresponding meaning;

**Eligible Entity** means a person, firm or corporation which contracts to provide services in relation to the provision, maintenance and operation within the Rail Industry in their own right and is a Corporate Supporter;

**Executive Committee** means the executive committee referred to in clause 7.3;

**Institute** means Western Australian Railways Institute Inc;

**Immediate Family** - means any of the following: spouse, ex-spouse, de-facto spouse, child or step-child (whether natural or by adoption), parent, step-parent, grandparent, step-grandparent, uncle, aunt, niece, nephew, brother, sister, step-brother, step-sister or cousin.

**Manager** means person appointed under clause 6.4;

**Member** is a person who is a member of the Institute in any category of membership detailed in clause 4;

**Month** means a calendar month;

**Old Constitution** means the constitution of the Western Australian Government Railways Institute Inc. as it existed immediately prior to the date of the last amendment of the Institute under the provision of the Associations Incorporation Act 1987 (WA); and

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**Standing Orders** means the standing orders made and amended by the Council from time to time.

- b) a reference to a statute includes all statutes varying, consolidating or replacing that statute.

### **3 Objects**

#### **3.1 Prime Objects**

The objects of the Institute are to:

- a) to promote the intellectual, social and physical well-being of its Members by providing facilities and services for those purposes whilst ensuring the Institute is financially sound;
- b) acquire and develop holiday homes for the use of Members and for such purposes to buy, take on lease or otherwise acquire lands and buildings and any rights or interests therein, to erect buildings, and to sell, lease, develop, maintain, furnish and manage the same including the disposal of any of them from time to time.

#### **3.2 No Profits to Members**

The property and income of the Institute shall be applied solely towards the promotion of the objects of the Institute and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects.

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### **4 Membership**

#### **4.1 General**

Each person admitted to membership of the Institute will:

- a) be bound by the Constitution, By-laws, Standing Orders and administrative policies and procedures as amended from time to time. and any order or direction of the Council or General Meetings; and
- b) become liable for payment of such subscriptions or fees as may be fixed by the Council from time to time.

#### **4.2 Membership Categories**

Membership of the Institute is divided into the following categories:

- a) General members;
- b) Associate members;
- c) Retired members;
- d) Widows or Widowed of Members;
- e) Life Members and
- f) Visiting Members,

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all of whom shall enjoy the benefits of membership of the Institute as are set out in this Constitution and the By-Laws, Standing Orders and administrative policies and procedures.

#### **4.3 General Members**

A General Member shall on application to the Council in such form as prescribed by the By-laws be entitled to be a General Member of the Institute on the following terms and conditions:

- a) a General Member must be an employee of an Eligible Entity who is a Corporate Supporter;
- b) a General Member is entitled to the full privileges of the institute
- c) subject to the provisions of clause 5.5(a), a General Member may serve on the Council or in any other office connected with the institute; and
- d) a General Member may vote on all matters connected with the Institute.

#### **4.4 Associate Members**

- a) An Associate Member:
  - (1) is a person who is not an employee of an Eligible Entity;
  - (2) is entitled to the full privileges of the Institute;
  - (3) may not serve on the Council; and
  - (4) may not vote on any matters connected with the Institute.
- b) An applicant for membership as an Associate Member must be proposed and seconded by a Member.

#### **4.5 Retired Members**

- a) A Retired Member is a Member who:
  - (1) has been a General Member with not less than twelve months continuous membership;
  - (2) has ceased employment with an Eligible Entity; and
  - (3) is no longer full time employed.
- b) A Retired Member:
  - (1) may not serve on the Council; and
  - (2) may not vote on any matters connected with the Institute.

#### **4.6 Widows or Widowed of Members**

Widows or Widow of Members receive the same benefits as a Retired Member.

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### **4.3 Life Membership**

- a) The Council may confer Life Membership upon a Member who:
  - (1) has had eight years continuous or twelve years broken service on the Council: ; and/or
  - (2) has rendered outstanding and meritorious service in furthering any phase of Institute operations.
- b) Nomination for Life membership may be made by:
  - (1) a Councillor; or
  - (2) the Executive Committee.
- c) Election to Life Membership will be made by the full Council on the unanimous vote of those present and voting at a Council meeting.
- d) A Life Member:
  - (1) will be entitled to the full privileges of the Institute;
  - (2) does not have to pay a membership subscription;
  - (3) may not vote on any matters connected with the Institute unless the Life Member is also a General Member; and
  - (4) may not serve on the Council unless the Life Member is also a General Member but subject to the provisions of clause 5.5.

### **4.4 Visiting Members**

A Visiting Member:

- a) is a member who is:
  - (1) a member of the Railways Institute of another State of Australia;
  - (2) or a member of the New Zealand Railway Welfare Society;
- b) is entitled to limited privileges of the Institute;
- c) may not vote on any matter connected with the Institute; and
- d) may not serve on the Council.

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#### **4.5 Register of Members**

The Manager will maintain a register of Members showing, for each Member;

- a) the Member's full name and address;
- b) the category of membership held; and
- c) the amount of the subscription that most recently became payable for that category of membership and, if the fee was paid by the Member, the date when it was paid.

#### **4.6 Duration of Membership**

Except in the case of Life Members all other Members shall be entitled to membership of the Institute in their respective categories for each Financial Year in respect of which they have paid membership fees subject to any other provisions of this Constitution relating to the same PROVIDED THAT if at any time during a Financial Year a Member is employed by a person, firm or corporation which becomes an Eligible Entity in that Financial Year such Member shall upon agreeing to be bound by the terms and conditions imposed by the Council in respect of such persons be entitled to be a General Member.

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### **5 Management and Control**

#### **5.1 The Council**

- a) The management of the Institute will be vested in a Council composed of not more than ten Councillors;
- b) The Council will have overall control of the affairs of the Institute;
- c) A person elected to the Council holds office for a period of four years.

#### **5.2 Term of Office**

- a) The term of office for a Councillor will be four years with half of the councillors retiring every two years and then being eligible for re-election;
- b) Where the number of councillors at the time of election is not divisible into two equal parts then the nearest proportions will apply.

If there is a casual vacancy on the Council the Councillors may appoint a General Member to fill the vacancy till next Council Elections

#### **5.3 Timing of Elections**

- a) To elect the Council a ballot will be taken in June every two years with half or nearest proportion of Councillors;
- b) Elections are to be held in June every two years and nominations advertised at least two months prior to the closing date.

#### **5.4 Returning Officer**



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- a) A Returning Officer, who is not a candidate for election but must be a General Member, will be appointed by the Council for each election.
  - b) The Returning Officer may co-opt additional assistance as necessary.
  - c) No candidate for election will be appointed as an assistant to the Returning Officer.

## **5.5 Conduct of Elections**

- a) A candidate for election to the Council must be a General Member
- b) A nomination by a candidate to be elected to the Council must;
  - (1) be proposed by two General Members in the nomination form provided by the Council;
  - (2) bear the written and duly signed consent of the candidate to act as an officer of the Council, if elected; and
  - (3) be received prior to the date declared for closure of nominations
- c) If only sufficient valid nominations are received to fill vacancies, the Returning Officer will declare the persons nominated to be elected.
- d) If there are insufficient nominations to fill all vacancies the returning Officer will declare those persons who have nominated duly elected to Council.
- e) If a vote is to be taken, the Returning Officer will cause each General Member eligible to vote to be issued with a Ballot Paper bearing the names of each candidate for election and initialed by the Returning Officer.
- f) General Members eligible to vote will be those General Members whose names appear on the latest available computerized membership list at the date of the opening of the poll.
- g) Ballot Papers:
  - (1) must clearly identify the name of the candidate and the name of the Eligible Entity which employs the candidate, and
  - (2) will be distributed to those General Members eligible to vote.
- h) The position on the Ballot Paper of each Eligible Entity will be decided by lot conducted by the Returning Officer and on the basis that the first Eligible Entity's name drawn will occupy the first position on the Ballot paper and so on.
- i) Where there are candidates offering themselves for election to the Council each General Member to whom a Ballot Paper has been addressed will indicate his or her preferences by placing a cross next to the names he or she desires to vote for and those persons receiving more votes than any other candidates on the Ballot Paper will be declared elected to the Council in the manner described in paragraph (k) of this clause.
- j) Following each election for Council the Returning Officer will list the candidates for election and the number of votes cast in favour of each.

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- k) The candidate with the highest number of votes will be declared to be elected and his or her name deleted from the list. This procedure will be repeated until all vacancies have been filled.
  - l) If there is any equality of votes the candidates elected will be decided by a further ballot conducted by the Returning Officer and on this basis that the first candidate's name be drawn will be declared elected and the process will be repeated as often as necessary when more than 2 candidates receive an equal number of votes.
  - m) A candidate may appoint a scrutineer to be in attendance at the counting of the votes and must notify the name of the person to be appointed in writing to the Returning Officer.
  - n) A candidate may be present at the counting of votes but must not take part or enter into any discussion with the Returning Officer or the assistants of the returning Officer or take part in any proceedings related to the count.
  - o) The Councillors will take office at the first ordinary Council meeting following the election.
  - p) An outgoing Council may function for a period of one month, if necessary, until the new Council is formed

## **5.6 Casual Vacancy**

- a) The Council may declare vacant the seat of a Councillor:
  - (1) who without leave or satisfactory excuse, is absent from three consecutive Council meetings;
  - (2) where there are insufficient nominations to fill a vacancy at the time of an election;
  - (3) where a Councillor resigns during his or her term;
  - (4) where a Councillor ceases to be an employee of an Eligible Entity; and
  - (5) by reason of neglect, incompetence, or other cause provided always that the opportunity is given to the Councillor to answer before the Council any charge brought against the Councillor.
- b) A casual vacancy of a Member of the Council may be filled by:
  - (1) nomination of another General Member; and
  - (2) approval of that nomination by the Council by a simple majority at a Council meeting.

## **5.7 Powers of the Council**

Without limiting the other powers that may be conferred on the Council by this Constitution, the Council may, without further authorization of the Members:

- a) Control the financial affairs of the Institute and for that purpose. borrow money upon such terms and condition. as the Council thinks fit;
- b) Determine the categories of Members of the Institute and, subject to this Constitution, may prescribe qualifications for and conditions of the membership;

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- c) Determine the annual subscriptions for Members and other charges payable by Members and the date by which they will be due for payment including the power to remit in whole or in part the payment of the subscriptions and charges;
  - d) Discipline Members for breaches of the Constitution, By-Laws, Administrative Provisions and Standing Orders;
  - e) Suspend or Terminate membership where the Council considers that action to be appropriate in the circumstances provided that the Member whose membership is suspended or terminated is given a reasonable opportunity to answer before the Council any allegation or charge brought against that Member;
  - f) Acquire, dispose, maintain and develop holiday homes for the use of Members from time to time;
  - g) Grant an indemnity in favour of the Councillors in respect of all contracts and engagements entered into in good faith on behalf of the Institute;
  - h) Delegate to the Manager the functions the Council thinks fit;
  - i) Appoint auditors to examine the records and accounts relating to any of the funds of the Institute within its scope;
  - j) Make, amend and revoke Administrative Provisions and Standing Orders as and when it sees fit;
  - k) Make, amend and revoke bylaws as and when it sees fit in accordance with clause 12;
  - l) Appoint Sub Committees and delegate to those Sub Committees the functions the Council thinks fit;
  - m) Declare vacant the appointment of any Councillor for any of the reasons in clause 5.65\*; and
  - n) Generally do all things necessary for carrying out the objects of the Institute.

## **5.8 Sub Committees**

- a) Sub Committees appointed by the Council will comprise no more than three Councillors, with the exception of the Sports and Social Committee.
- b) The President, Vice President and Treasurer will be ex officio members of every committee.
- c) Following an election for Council, outgoing Sub Committees may continue to act for a maximum period of one month pending appointment of a new Sub Committee.
- d) Each Sub Committee will submit a report of its proceedings to Council meetings.

## **5.9 Sports and Social Committee**

- a) The Council may appoint a Sub Committee to:
  - (1) promote and foster the sports and social activities of the Institute; and

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- (2) form affiliations with sporting and social bodies of the Institute
  - b) This Sub Committee will be called the “Sports and Social Committee”.
  - c) The Sports and Social Committee will be constituted as follows:
    - (1) chairperson who will be a Councillor and be elected by the Sports and Social Committee;
    - (2) two delegates from each affiliated body who will be Members, Associate Members or Retired Members; and
    - (3) all other Councillors.
  - d) Six members will form a quorum at a meeting of the Sports and Social Committee.
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## **6 Officers of the Institute**

### **6.1 Officers of the Institute**

The officers of the Institute are the President, the Vice President, the Treasurer and the Manager.

### **6.2 Election of President**

- a) The President:
  - (1) will be a Councillor elected from amongst the Councillors at the first constituted Council meeting after the relevant election, and
  - (2) will hold office for a period of two years.
- b) If there is a vacancy prior to completion of the full term of the President another President will be elected by the Council for the remainder of the elective term.

### **6.3 Election of Vice President and Treasurer**

- a) The Vice President and the Treasurer each must be a Councillor elected from amongst the Councillors for a period of two years.
- b) If there is a vacancy prior to completion of the full term of either the Vice President or the Treasurer, another Vice President or Treasurer will be elected by the Council for the remainder of the elective term.

### **6.4 Appointment of Manager**

- a) The Council will appoint a Manager to administer the day to day business of the Institute and such other staff as may be deemed appropriate from time to time.
- b) The Manager will manage the affairs of the Institute in accordance with the provisions of the Constitution, administration policies and procedures Standing Orders and By-Laws approved by the Council.

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## **6.5 Duties of the President**

- a) The President will:
  - (1) In respect of all general meetings of the members and Council meetings:
    - (A) preside and preserve order and decorum;
    - (B) ensure that the rules of debate are strictly adhered to;
    - (C) certify to the minutes and all accounts passed for payment;
    - (D) not speak to any motion without first vacating the chair;
    - (E) not vote on any question except when the votes are equal, in which instance the President will give a casting vote; and
  - (2) be an ex officio member of every Committee.
- b) In the absence of the President and the Vice President at a Council meeting or a general meeting, a Chairperson will be elected from amongst the Councillors present at the meeting to chair the meeting.

## **6.6 Duties of the Vice President**

The Vice President will:

- a) in the absence of the President have the same powers as the President; and
- (b) be an ex officio member of every Committee.

## **6.7 Duties of the Treasurer**

The Treasurer will:

- a) ensure that the funds of the Institute are safeguarded;
- b) verify all financial statements submitted to Council; and
- c) be an ex officio member of every Committee.

## **6.8 Duties of the Manager**

The Manager will:

- a) keep all documents and books relating to the business of the Institute;
- b) cause the books of accounts to be kept to the satisfaction of the auditor and in conformity with the directions of the Council;
- c) cause to be compiled after the close of each financial year the balance sheet and accompanying statements of the year's transactions;
- d) present not later than the July meeting of the Council in each year an estimate of receipts and expenditure for the forthcoming financial year under the same headings as the annual accounts are compiled and supply such additional

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information as is necessary to enable the Council to discuss the details;

- e) effect payment of all accounts and confirm payments at the next monthly meeting presented in a format to be determined by the Council.
- f) refer to and conduct all business other than routine, under the direction of the President; or in the absence of the President, under the direction of the Executive Committee.
- g) be responsible for the receipt , recording and payment into the Institute’s accounts all money received on behalf of the Institute;
- h) prepare monthly financial statements of the affairs of the Institute and submit them to the Council at each monthly meeting;
- i) attend all meetings of the Council and the Executive Committee;
- j) ensure that full and complete minutes are maintained of all Council, Committee and general meetings;
- k) act as the secretary of the Institute for the purposes of the Liquor Control Act 1988 (WA) and be responsible for conforming with the requirements of the Liquor Control Act 1988 (WA);
- l) maintain an up to date:
  - (1) register of Members;
  - (2) register of officeholders; and
  - (3) register of Institute assets;
- m) employ, control and terminate staff of the Institute; and
- (n) under the direction of the President, be the Chief Executive Officer of the Institute and be responsible for general supervision over all affairs of the Institute.

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## **7 Council Meeting Procedures**

### **7.1 Council meetings**

- (a) The Council will meet not less than once in each month providing there is sufficient business to warrant such a meeting; and
- (b) Every Councillor will be notified in writing of each Council meeting by the Manager at least seven days prior to the date of the meeting.

### **7.2 Quorum**

Four Councillors will form a quorum at Council meetings.

### **7.3 Executive Committee**

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- a) For the purpose of transacting urgent business between Council meetings the Executive Committee will have the power to act.
  - b) The Executive Committee will consist of the President, Vice President, Treasurer and the Manager.
  - c) A report of all proceedings at Executive Committee meetings will be presented to the Council at its first succeeding Council meeting.
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## **8 Financial**

### **8.1 Financial Year**

The financial year of the Institute will commence on 1 July in any year and conclude on 30 June in the next year.

### **8.2 Subscriptions**

- a) Members and Associate Members
  - (1) The subscription for Members and Associate Members will:
    - (A) be determined by the Council;
    - (B) may be adjusted annually on 1 July in each year; and
    - (C) will be deducted fortnightly from the member's wages or salary;
  - (2) The fortnightly deduction for Members and Associate Members will be calculated at one twenty sixth of the annual subscription calculated to the nearest cent with half a cent and over being treated as one cent.
- b) Retired Members

The subscription for a Retired Member will be determined by the Council and may be reviewed annually.
- c) Widows or widowers of members or Associate Members

The subscription for widows or widowers of Members or Associate Members will be determined by the Council and may be reviewed annually.

### **8.3 Deductions**

Subscriptions which are not deducted through payrolls are payable yearly in advance as the Council may determine.

### **8.4 Auditor**

- a) The books of the Institute will be audited annually by a duly qualified external auditor appointed by the Council who will append his or her certificate to the annual accounts.
- b) All correspondence, books, vouchers and documents will be available to the auditors as required for inspection.

### **8.5 Institute not for pecuniary profit of Members**

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The property and income of the Institute is to be applied solely towards the promotion of its objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly by; or to Members except in good faith.

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## **9 Meeting Procedures**

### **9.1 General Meetings**

- a) Notice of every general meeting and the business to be transacted at that meeting will be given to each Member at least 14 days before a general meeting by ordinary post, magazine, email, newsletter or website as appropriate.
- b) The quorum for any general meeting of the Institute (including any special general meeting) is 20 General Members and no business will be transacted at any meeting unless a quorum is present.
- c) The President will preside at all general meetings and if the President is absent or unwilling to preside for any reason at the meeting, the Vice President will preside.
- d) Subject to the express provisions of this Constitution, all decisions of a general meeting will be determined by a majority of votes of General Members.
- e) Only those Members who have the right to vote as determined under Part 4 of this Constitution may vote.

### **9.2 Special General Meetings**

- a) A special general meeting may be convened by the President at any time.
- b) If at least 20 General Members, by notice in writing signed by them and given to the Manager, request that a special general meeting be called for any specified purpose, the Council must convene the meeting no later than 28 days after the request is given to the Manager.
- c) The Manager will cause notices calling the meeting and specifying the business to be transacted thereat to be exhibited on the notice board of the Institute for seven days prior to the date of the meeting.
- d) No business will be transacted at a special general meeting except the business specified in the notice.

### **9.3 Annual General Meetings**

- a) The Council will fix a day for the annual general meeting within 4 months of the end of the financial year. If after 4 months an application for extension is to be applied for in line with the Associations Incorporations Act 1987
- b) At each annual general meeting a balance sheet duly audited, and a report of the proceedings of the past year will be presented by the Treasurer.



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## **10 Inspection of Records**

Upon reasonable prior written notice, any Member may inspect and may request a copy of, but not remove from the Institute premises;

- a) the register of officeholders of the Institute;
- b) the register of Institute assets; and
- c) minutes of general meetings.

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## **11 Alteration of Constitution**

### **12.1 Interpretation of the Constitution**

Any question as to the meaning of any clause of this Constitution will be decided by the Council and the Council's decision will be binding on the Members of every membership category.

### **12.2 Amendment of the Constitution**

- a) The constitution will be amended by a motion passed at a special general meeting of the Institute called for that specific purpose.
- b) One month's notice of the motion will be given to General Members.
- c) The notice of the meeting that is given to General Members is to set out the motion in full.
- d) Unless the motion is passed by three quarters (75%) of those General Members present and voting at the meeting, the motion is lost.
- e) The Manager will ensure compliance with the requirements of the Associations Incorporation Act 1987 (WA) and the Liquor Control Act 1988 (WA) so that the amendment to the Constitution will have effect.

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## **12 By-Laws**

- a) The Council may make By-Laws necessary for the management of its own proceedings and of the Institute.
- b) The power to make bylaws includes the power to amend or revoke By- Laws previously made.
- c) By-Laws are of no effect to the extent that they are inconsistent with this Constitution.

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- d) If the By-Laws are amended, the amendment must be placed on the notice board of the Institute for three weeks before coming into effect.

## **13 Transitional Provisions**

### **13.1 Council**

- a) Notwithstanding any other provisions of this Constitutions the officers of the Council elected under the provisions of the Old Constitution at the last election conducted in accordance with the Old Constitution will remain in office until a new Council is elected in accordance with this Constitution
- b) From the date of commencement of this Constitution the Council will be governed by the provisions of this Constitution.