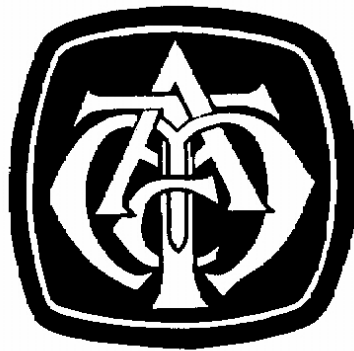


Council of Tramway Museums



Of Australasia Incorporated

Victorian Incorporated Association No. 30417B

Statement of Purposes and Rules

*Approved by Special Resolution 8 June 2004 and subsequently
ammended by Consumer Affairs Victoria August 2004.*

Who added clauses: - 3(10), 3A, 3B and 4(7),

ASSOCIATIONS INCORPORATION ACT 1981

**COUNCIL OF TRAMWAY MUSEUMS
OF AUSTRALASIA INC.**

STATEMENT OF PURPOSES

1. THE NAME of the incorporated association is COUNCIL OF TRAMWAY MUSEUMS OF AUSTRALASIA INCORPORATED .

2. THE PURPOSES for which the incorporated association is established are:-
 - (1) To provide a forum and means of communication for all Museums in Australia and New Zealand dedicated to the preservation of the Australasian tramway heritage and to represent them and further their interests;

 - (2) To encourage co-operation between such Museums, and particularly to enhance the preservation of the Australasian tramway heritage by facilitating the sharing of experience, expertise, material, parts, skills and information in the attainment by those Museums of their objectives;

 - (3) To enable the members of such Museums to widen their experience, skills and knowledge and to participate in the preservation of the Australasian tramway heritage more effectively, fully and enjoyably through sharing and by facilitating the development of mutual contact and assistance between such Museums and their members; and

 - (4) To promote and encourage any further activities that promote the development and or operations of the Museums. “

ASSOCIATIONS INCORPORATION ACT 1981

COUNCIL OF TRAMWAY MUSEUMS OF AUSTRALASIA INC.

RULES

1. NAME

The name of the Association is COUNCIL OF TRAMWAY MUSEUMS OF AUSTRALASIA INC.

2. APPLICATION OF INCOME AND PROPERTY

The income and property of the Council whencesoever derived shall be applied solely towards the promotion of the purposes for which the Council is established, and no portion thereof shall be paid or transferred directly or indirectly to any Member in any way except:

- (a) payment in good faith of remuneration to any Member, officer or servant of the Council for services rendered or goods supplied to the Council in the ordinary way of business or the payment of interest at a rate not exceeding the rate for the time being charged by the council's banker for overdrawn accounts on money lent to the Council by any Member, officer or servant;
- (b) proper rent for premises demised or let to the Council by any Member or former Member.

3. MEMBERSHIP

- (1) There shall be the following types of membership:-
 - (a) Full Member – must be a not for profit organisation who fulfils the definition of a Tramway Museum and may be elected to Full Membership from that of an Affiliate Member after a period of Membership of not less than 12 months.
 - (b) Affiliate Member – any Tramway Museum whose structure allows profits to be distributed to members, a corporation or a body who has an interest in the conservation or operation of heritage trams; they shall enjoy all rights and privileges other than being eligible to hold office on the Executive Committee or proposing or seconding motions or voting at General Meetings.
- (2) Any Tramway Museum shall be eligible for Membership of the Council;
- (3) An applicant for Membership of the Council shall apply on or to the effect of the form from time to time prescribed by the Executive Committee, which shall be accompanied by the entrance fee then prescribed and such other material as shall be required by the Executive Committee or the Council;

- (4) Each application for Full Membership of the Council shall be considered by the Conference General Meeting next following its receipt by the Council: a Conference General Meeting may approve, defer or reject an application without assigning any reason therefore, causing the applicant to be promptly advised of its acceptance, deferral or rejection;
- (5) Each application for Affiliate Membership of the Council shall be considered by the Executive Committee Meeting next following its receipt by the Council. The Executive Committee may approve, defer or reject an application without assigning any reason therefore, causing the applicant to be promptly advised of its acceptance, deferral or rejection. All applications for Affiliate membership and the outcome shall be reported to the following Annual General Meeting or Conference General Meeting.
- (6) If an application is rejected, any entrance fee and annual subscription accompanying it shall be promptly returned to the applicant and no further application from that applicant shall be entertained within one year from that rejection;
- (7) Each Member shall pay an entrance fee and an annual subscription of such amount as a Conference General Meeting shall from time to time determine;
- (8) The Membership of any Member whose subscription has fallen into arrears for a period of not less than twelve months may be terminated by the Council. The Membership of a Member shall continue until it is wound up, its incorporation is cancelled or it is otherwise dissolved or it resigns by written notice to the Executive Officer or its Membership is terminated or it ceases to be eligible for Membership under these Rules;
- (9) No right or privilege of a Member shall be transferable or transmissible in any way but shall cease on the Member ceasing to be a Member;
- (10) (a) (i) The Executive Officer must keep a register of Members containing-
 - (ii) the name and address of each member, and
 - (iii) the date on which each member's name was entered into the register.
 - (b) The register is available for inspection free of charge by any member upon request.
 - (c) A member may make a copy of entries in the register.

3A – Discipline, Suspension and expulsion of Members

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution--
 - (a) fine that member an amount not exceeding \$500; or

- (b) suspend that member from membership of the Association for a specified period; or
 - (c) expel that member from the Association.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless--
 - (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Executive Officer must, as soon as practicable, cause to be given to the member a written notice-
 - (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following-
 - (i) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Executive Officer a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must-
 - (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution. (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Executive Officer a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

- (7) If the Executive Officer receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Executive Officer received the notice.
- (8) At a general meeting of the Association convened under sub-rule (7)--
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

3B. Disputes and Mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between-
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.

- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must--
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

4. MEETINGS

- (1) (a) An Annual General Meeting of the Members of the Council shall be held during each calendar year on a date fixed by the Executive Committee;
 - (b) The business of the Annual General Meeting shall be:
 - (i) To confirm the minutes of the previous Annual General Meeting and any Special General Meetings other than a Conference General Meeting;
 - (ii) To receive and adopt financial statements for the preceding financial period; and
 - (iii) Any other business as required.
- (2) (a) A Special General Meeting may be held on such occasions as the Executive Committee deems necessary, and within two months after receipt by the Executive Officer of a requisition therefore from four Members;
 - (b) A General Meeting shall be held in conjunction with each Conference of the Council (which Conference shall be held as determined by the Council), such a meeting being called a "Conference General Meeting":

The business of a Conference General Meeting shall be:

- (i) To confirm the Minutes of the previous Conference General Meeting;
- (ii) To receive and adopt the Executive Committee's Report on the proceedings of the Council since the previous Conference General Meeting;

- (iii) Pursuant to Rule 6, to elect the Executive Committee, and to elect the Auditor for the ensuing period until the next Conference General Meeting;
 - (iv) To transact any special business of which at least one month's notice has been given to the Executive Officer;
 - (v) To transact any other business properly brought before the meeting; and
 - (vi) To make arrangements for future Conferences of the Council;
- (3) Notice of the date time and place of each General Meeting shall be forwarded by facsimile transfer, airmail or e-mail to all Members, in writing, no less than 21 days before the date of the meeting and in the case of Special General Meetings shall specify the general nature of any special business to be placed before that meeting;
- (4) (a) A Member shall be entitled to be represented at a General Meeting by one Representative who shall be entitled to speak and vote thereat;
- (b) A Member may appoint one Representative and one or more alternate Representatives by notice in writing to the Executive Officer signed by a proper officer of that Member. An alternate Representative shall be entitled to attend General Meetings, and in the absence or by direction of the Member's Representative, to speak and vote on any matter or election thereat but so that a Member shall not cast more than one vote on any matter or election;
- (c) A Representative or alternate Representative appointed by a Member which has not paid all entrance fees, annual subscriptions fees and charges then due by it shall not be entitled to speak or vote at any meeting or any poll demanded thereat;
- (d) A Representative or alternate Representative may but need not be a member of the Member of Council by whom he is appointed;
- (e) If there is an equality of votes on any question that motion shall be lost;
- (f) Voting on any matter shall be by show of hands provided that if a motion that an election be by ballot is carried than that election shall be by secret ballot;
- (5) No business shall be transacted nor any election made at any General Meeting unless a quorum of one-half of the Full Members (a fraction being taken to the next higher number) plus one is present by Representative. If a quorum is not present within thirty minutes of the time appointed for the meeting it shall lapse except in the case of an Annual General Meeting at which the Members then represented (not being less than two) shall constitute a quorum;
- (6) The Chairman shall preside at a General Meeting; in his or her absence the Deputy Chairman shall preside. In the absence of both the Chairman and the

Deputy Chairman the Representatives then present shall elect a Representative or alternate Representative to act as Chairman of the meeting.

- (7) Each member is entitled to appoint another member as a proxy by notice given to the Executive Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

5. EXECUTIVE COMMITTEE

- (1) The control and management of the affairs of the Council shall be vested in an Executive Committee which shall be comprised of the:

a) Chair

- i) Preside at all meetings or nominate the Deputy Chair to preside in their absence
- ii) To organise and maintain close relationships within the Executive
- iii) To promote communication between the Members
- iv) To promote the organisation and encourage the activities of Members
- v) Approve capital expenditure where outside budget
- vi) To sign cheques
- vii) To act as an ex-officio member of Operations Committee.

b) Deputy Chair

- i) To assume the work of the Chair during temporary absence.
- ii) Support the Chair in their activities
- iii) Represent the Association at activities where the Chair cannot attend
- iv) To sign cheques.

c) Immediate Past Chair

- i) Advise Chair
- ii) Be supportive, providing past history of the organisation and organisational continuity.

d) Executive Officer

- i) To organise, working in conjunction with the Executive, all details of activities, liaison and events to achieve the purposes, mission, objectives and goals of the Association.
- ii) Undertake the key liaison activities with Government and Corporate bodies representing the various Museums as necessary.
- iii) Undertake planning for new activities and concepts for the Association.
- iv) Conduct outside correspondence for the Association.
- v) Arrange agendas for general and executive meetings.

- vi) Provide support and guidance to organisers for the biannual conference.
 - vii) Prepare budgets in consultation with the Treasurer.
 - viii) To sign cheques.
 - ix) Maintain Association archives.
 - x) Chair Operations Committee meetings.
- e) Assistant Executive Officer**
- i) Deputise for the Executive Officer.
 - ii) Undertake marketing and promotion of the Association.
 - iii) Maintain address lists and other databases.
 - iv) Arrange and undertake mail-outs.
 - v) Take minutes of meetings and distribute to attendees and others as needed.
 - vi) To act as a member of the Operations Committee.
- f) Treasurer**
- i) Collect and receive all moneys due to the Association and make all payments authorised by the Association.
 - ii) Keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
 - iii) Make available financial reports at General and Executive Meetings.
 - iv) Prepare budgets in consultation with the Executive Officer.
 - v) To sign cheques.
- g) Australian and New Zealand Museum Liaison Officers**
- i) To act as a conduit between Museums and the Association Executive.
 - ii) Visit Member Museums
 - iii) Encourage Museums to be productive Members of the Association.

and as many other members as shall be fixed by the Conference General Meeting;

- (2) The powers of the Council shall be exercised through the Executive Committee, which may exercise all such powers as are not by these Rules required to be exercised by the Council in General Meeting but subject to the directions of a Conference General Meeting;
- (3) Any person being a member of a Member of the Council shall be eligible for election to the Executive Committee;
- (4) The Executive Committee shall meet in such manner and at such times as it shall think fit, and may be convened on the requisition of the Chairman, Executive Officer, or any two members of the Executive Committee;
- (5) Notice of a meeting of the Executive Committee shall be given by the Executive Officer to each member in writing, or orally;

- (6) No business shall be transacted at any meeting of the Executive Committee unless at least four members are present;
- (7) At every meeting of the Executive Committee the Chairman shall preside; in his or her absence the Deputy Chairman shall preside. In the absence of both the Chairman and Deputy Chairman members present shall elect a member to act as Chairman of the meeting;
- (8) (a) Each member of the Executive Committee shall have one vote;
 - (b) Voting shall be by show of hands;
 - (c) If there is an equality of votes on any question it shall be resolved in the negative;
- (9) Any vacancy existing or occurring among the membership of the Executive Committee may be filled by the appointment by the Executive Committee of an eligible person;
- (10) The continuing members of the Executive Committee may act notwithstanding any vacancy in the membership of the Executive Committee;
- (11) A Member may submit any matter to the Executive Committee for consideration by notice in writing to the Executive Officer;
- (12) A resolution of the Executive Committee signed by all or all but one of its members (provided that it or a copy of it has been forwarded to all members of the Executive Committee) shall be as valid and effectual as if carried at a duly constituted meeting of the Executive Committee. The resolution may take the form of one or more like documents.

6. ELECTION AND APPOINTMENT OF OFFICERS

- (1) The members of the Executive Committee shall be elected at each Conference General Meeting, in the following order;
 - (a) Chairman, who shall also be Chairman of the Council;
 - (b) Deputy Chairman who shall also be Deputy Chairman of the Council;
 - (c) Executive Officer, who shall also be Executive Officer of the Council;
 - (d) Assistant Executive Officer who shall also be Assistant Executive Officer of the Council;
 - (e) Treasurer, who shall also be Treasurer of the Council;
 - (f) Australian Museum Liaison Officer;
 - (g) New Zealand Museum Liaison Officer;

- (h) As many members as from time to time determined by the Conference General Meeting, and shall hold office from the time of their election until the conclusion of the elections at the next succeeding Conference General Meeting;
 - (i) The Immediate Past Chairman (if any) shall hold office from the time of the election of a new Chairman until the conclusion of the elections at the next succeeding Conference General Meeting;
- (2) A Representative or alternate Representative may nominate an eligible person for office when nominations are called for at each Conference General Meeting, with that person's consent either personally or in writing;
- (3) Election of Museum Liaison Officers:
- (a) The Australian Museum Liaison Officer, shall be nominated, seconded and voted upon by Australian Members only;
 - (b) The New Zealand Museum Liaison Officer, who shall be nominated, seconded and elected by New Zealand Members only
- (4) A Conference General Meeting or the Executive Committee may from time to time create any post appointment or office, allocate to it such duties, and appoint to it on the conditions and for the term such eligible person as it may from time to time think fit;
- (5) The office of a member of the Executive Committee shall become vacant if he or she:
- (a) resigns that office by one month's notice in writing;
 - (b) ceases to be an eligible person;
 - (c) is removed from office by a resolution carried by postal ballot by at least three-quarters of the Members;
 - (d) dies or becomes of unsound mind;
- or, unless the Executive Committee otherwise determines, he or she
- (e) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (f) is convicted of any criminal offence and punished by a sentence of imprisonment;
- or, if he or she is not a member of the Executive Committee, if he or she
- (g) is removed from office by the Executive Committee.

7. SUBCOMMITTEES

- (1) The Executive Committee may from time to time appoint Subcommittees for such purposes and to exercise such of its powers as it may deem fit;
- (2) A Subcommittee shall consist of one or more eligible persons nominated by the Executive Committee;
- (3) Each Subcommittee shall keep a record of its proceedings and shall furnish a copy thereof to the Executive Officer of the Council;
- (4) A Subcommittee shall operate in accordance with any regulations imposed and directions given by the Executive Committee.

8. MINUTES

- (1) The Executive Officer shall be responsible for ensuring the keeping of minutes of all meetings of the Council and of the Executive Committee;
- (2) A Representative shall be entitled to inspect the Minute Book at any reasonable time on application to the Executive Officer.

9. ACCOUNTS AND AUDIT

- (1) A banking account or accounts shall be maintained in the name of the Council with such branch or branches of such Bank or Banks or financial institution registered with the Reserve Bank of Australia as the Executive Committee may from time to time determine, and all moneys received by or on behalf of the Council shall be banked therein without delay;
- (2) All cheques and other negotiable instruments shall be signed by any two members of the Executive Committee or by one member and one other person appointed by the Executive Committee;
- (3) True accounts shall be kept of all sums of money received and spent by the Council, and the matter in respect of which each receipt or expenditure occurs, and of the property assets and liabilities of the Council.
- (4) The accounts shall be closed on the 31st day of March in each year and a statement shall be made out of the receipts and expenditures for the past year and a Balance Sheet shall be prepared.
- (5) Once at least in every year the accounts of the council shall be examined by one or more properly qualified accountants or auditors.
- (6) The funds of the Council shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive Committee or a Conference General Meeting determines.

- (7) The Treasurer shall be responsible for ensuring the keeping of the accounts of the Council, the safe custody of securities, the safe custody and banking of all the moneys of the Council, the application of the funds of the Council in accordance with the directions of the Executive Committee or a Conference General Meeting, the presentation at each Executive Committee meeting of a statement showing the financial position of the Council, and the presentation annually of the audited financial reports. The accounts and books of the Council shall be available for inspection by the Representatives at any reasonable time on application to the Treasurer.

10. REGULATIONS

- (1) The Executive Committee may from time to time make, vary and repeal all such Regulations not inconsistent with these Rules as it shall think expedient for the internal management and well-being of the Council.
- (2) All Regulations made by the Executive Committee hereunder shall be binding on the Members until repealed by the Executive Committee or set aside by resolution at a Conference General Meeting of the Council.

11. INTERPRETATION AND AMENDMENT OF RULES

- (1) All questions of the interpretation of these Rules shall be determined by the Executive Committee.
- (2) These Rules and the Statement of Purposes of the Council shall not be altered except in accordance with the Act.

12. SEAL

- (1) The Common Seal of the Council shall be kept in the custody of the Executive Officer.
- (2) The Common Seal shall not be affixed to any instrument except by authority of the Executive Committee and the affixing of the Common Seal shall be attested by the signature of the Chairman or Executive Officer and one other member of the Executive Committee.

13. NOTICES

- (1) Notice may be given by the Council to a Member by forwarding it by pre-paid airmail post, e-mail, post or facsimile transfer to that Member at its registered address or address for service of notices as notified by the Member and shall be deemed to have been served seven days after the day of posting or on the day of despatch by facsimile transfer;
- (2) Notice of a General Meeting shall be given to each Member.

14. WINDING UP OR CANCELLATION

In the event of the winding up or cancellation of the incorporation of the Council, the assets of the Council after payment of all its debts and obligations and any costs of winding up or cancellation shall be given or transferred to such Member or Members of the Council at that time the Memorandum, Rules or constituent document of which prohibits the distribution of its income or property amongst its own members to an extent at least as great as the Council's (in Rule 2, but so that there is no such distribution to members on a winding up or dissolution howsoever called of such a Member), and if more than one equally between them.

15. INTERPRETATIONS

In these Rules, unless the context requires otherwise,

"**The Act**" means the Associations Incorporation Act 1981 of Victoria or any modification or re-enactment thereof;

"**Chairman**" means the person elected pursuant to Rule 6 (1) to be Chairman of the Council and of the Executive Committee;

"**Council**" means the Council of Tramway Museums of Australasia Inc.;

"**Eligible person**" means a person eligible pursuant to Rule 5 (3) for election or appointment to office;

"**Executive Officer**" means the person elected pursuant to Rule 6 (1) to be Executive Officer of the Council;

"**Member**" means a tramway museum, which is a member of the Council, and "member" means a person who is a member of a Member, Committee or Subcommittee (as the case requires);

"**Representative**" means a person appointed by a Member to represent that Member at a General Meeting of the Council;

"**Treasurer**" means the person elected pursuant to Rule 6 (1) to be Treasurer of the Council;

"**Tramway Museum**" means an Australasian tramway museum

- (a) duly incorporated under the laws of its country, state or territory;
- (b) prohibiting in such manner and to such extent as the Council deems sufficient the distribution of its income and assets-to its members; and
- (c) having the ownership or bona fide control of at least one preserved tramcar or trackless trolley (commonly known as trolley bus) with the object of the preservation thereof for the public benefit.

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