

CORPORATIONS ACT 2001 (CTH)
A COMPANY LIMITED BY GUARANTEE
CONSTITUTION AGREEMENT

AUSTRALIAN ASSOCIATION OF LIVE STEAMERS LTD

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1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Constitution, unless the context or subject matter otherwise require:

"Australian Miniature Boiler Safety Committee" means the Australian Miniature Boiler Safety Committee Executive and all approved boiler inspectors;

"Australian Miniature Boiler Safety Committee Executive" means the Chairman, Secretary and Technical Officer of the Australian Miniature Boiler Safety Committee;

"Company" means the Australian Association of Live Steamers Limited ACN 107 882 404;

"Company Member" or "Member of the Company" means any organisation whose name appears in the Register as a Member of the Company;

"Constitution" means those rules for the operation of the Company set forth in this Constitution agreement and as amended, modified or supplemented from time to time;

"Directors" and "Board" means all or any number of the Directors for the time being of the Company acting in accordance with these Rules;

"Corporations Law" means the *Corporations Act 2001 (Cth)* as amended, modified or enacted from time to time;

"General Meeting" means a meeting of Company Members in accordance with this Constitution;

"in writing" and "written" shall be given their ordinary meaning;

"Law" means the *Corporations Act 2001 (Cth)* as amended, modified or enacted from time to time;

"Notice Address" means in respect of each Company Member or Director the last address for that Company Member or Director as recorded in the records of the Company;

"The Office" or "the Registered Office" means the Registered office for the time being of the Company;

"Ordinary Resolution" means a resolution passed by a simple majority of Company Members;

"Organisation" means an incorporated or unincorporated entity, including an association, society or club, whose constitution or Articles of Association promotes the building and operating of miniature railway equipment, road vehicles, water craft, plant and general engineering models;

"Person" means a natural person who is a member of an Organisation that is a Company Member, or a natural person who is appointed to the Board or a committee of the Australian Association of Live Steamers Limited ACN 107 882 404;

"the Register" means the Register of Members of the Company required to be kept pursuant to the Corporations Law;

"Related Body Corporate" of a body corporate is a body corporate which is related to that body corporate within the meaning of the Corporations Law;

"Rules" means this Constitution as amended, modified or supplemented from time to time;

"the Secretary" means the Secretary and any assistant or acting Secretary and any other person for the time being appointed to perform whether alone or in addition to any other person or persons the duties of Secretary of the Company;

"Special Resolution" shall have the meaning assigned to it by the Corporations Law;

"Standing Order" means the orders agreed to from time to time by the Company."

(Clause 1 deleted & replaced amend 4 April 2007)

1.2 Interpretation

In the interpretation of this Constitution, unless the context or subject matter otherwise require:

- (a) singular includes plural and vice versa;
- (b) any gender includes every gender;
- (c) a reference to a person includes corporations, trusts, associations, partnerships, a government authority, and other legal entities, and where necessary, include successor bodies;
- (d) references to writing include printing, typing, facsimile and other means of representing or reproducing words, figures, drawings or symbols in a visible and tangible form, in English;
- (f) references to signature and signing include due execution of a document by a corporation or other relevant entity;
- (g) references to months mean calendar months;
- (h) references to statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders-in-council, rules, by-laws and ordinances made under those statutes;
- (i) references to sections of statutes or terms defined in statutes refer to corresponding sections or defined terms in amended, consolidated or replacement statutes;
- (j) headings and the table of contents are used for convenience only and are to be disregarded in the interpretation of this Constitution;
- (k) where any word or phrase is given a defined meaning, another grammatical form of that word or phrase has a corresponding meaning;

- (l) each paragraph or sub-paragraph in a list is to be read independently from the others in the list;
- (m) a reference to an agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time; and
- (n) a reference to a party includes that party's executors, administrators, substitutes, successors and permitted assigns.

2 EFFECT OF THE CONSTITUTION

This Constitution shall have effect as a contract:

- (a) between the Company and each Member;
- (b) between the Company and each Director and Company secretary; and
- (c) between a Member and each other Member,

pursuant to which each Member agrees to observe and perform the Rules within the Constitution so far as they apply to that Member.

3 OBJECTS

The objects of the Company are to:

- (a) promote the science, knowledge, construction and demonstration of engineering miniatures, including but without being limited hereof to miniatures of locomotive engines, steam powered road vehicles, watercraft and stationary plant through its Members;
- (b) promote the science and art of miniature engineering and engineering generally and of its allied sciences by experimentation and development of drive systems, pressure vessels and other ancillaries required to complete efficient working miniatures of the past and future possibilities;
- (c) encourage Members to arrange lectures, discussions, demonstrations and exhibitions of matters and things of engineering interest, and to arrange trials and competitions, film displays and visits to places of engineering interest;
- (d) encourage Members to promote interest in education of the general public and especially the younger generation in relation to our industrial heritage through examples of miniatures from a bygone era;
- (e) foster the preparation and issue of recommendations for national standards relating to those aspects of the hobby of model engineering and miniature live steam construction to ensure the best interchange of operations between Members and other organisations with similar interests;
- (f) formulate, prepare and issue safe working codes for non-commercial miniature railways and live steam operations as directed by the AGM for supervision by respective organisations;

- (g) assist in discussions with government departments on matters relating to the interests of Members; and
- (h) ascertain and recommend adequate levels of insurance coverage for Members.

4 CONTRIBUTION IN THE EVENT OF WIND UP

Every Member of the Company undertakes to contribute to the property of the Company, in the event of its being wound up while he is a Member or within one (1) year after he ceases to be a Member, for payment of the debts and liabilities of the company contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding \$10.

5 PROMOTION OF OBJECTS

The income and property of the Company however derived shall be applied solely for the benefit and promotion of the Company's objects and no portion thereof shall be:

- (a) paid or transferred directly or indirectly by way of dividends, bonus or otherwise to the Members of the Company; or
- (b) paid to Directors as fees or other remuneration or other benefit in money or money's worth,

PROVIDED that nothing in this Rule shall preclude, with the prior approval of the Directors:

- (i) payment in good faith of reasonable and proper remuneration to any Director, officer or servant of the Company or to any Member of the Company in return for any services rendered to the Company;
- (ii) the payment of interest at a rate not exceeding the rate charged by the Company's bankers on overdrawn accounts on any money lent to the Company by any Member, Director or officer;
- (iii) in the case of any Director who is engaged by the Company as an executive Director, consultant or servant of the Company, such remuneration as is reasonable and proper for the services provided to the Company;
- (iv) the repayment of reasonable out-of-pocket expenses, properly incurred by any Director; or
- (v) payment of a reasonable rental for premises demised or let by any Member to the Company.

6 WINDING UP OR DISSOLUTION

If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other organisation having objects similar

to the objects of this Company and which shall prohibit the distribution of its or their income and property amongst its or their Members.

7 MEMBERSHIP

7.1 Members

- 1) An organisation which applies and is approved for membership as provided in these Rules is eligible to be a Member of the Company on payment of the entrance fee and annual subscription payable under these Rules.

7.2 Rights of Members

Unless the Directors resolve to the contrary the rights and privilege attaching to Company Members are as follows:

- 1) Company Members shall be entitled to nominate two (2) representatives to attend meetings of Members;
- 2) Each Company Member may vote on all matter relating to the Company except those matters which pursuant to the terms of this Constitution, the Corporations Law or by agreement between the Company Members fall within the specific authority of the Directors to determine;
- 3) Each Company Member is entitled to one (1) vote.

7.3 Membership Criteria

- 1) The Applicant for Membership of the Company must be an Organisation whose Constitution promotes the building and operating of miniature railway equipment, road vehicles, water craft, plant and general engineering models. Company Members must have and maintain a membership of at least ten (10) natural persons.
- 2) Members must be not-for-profit Organisations.
- 3) Members must satisfy the Company that they have adequate insurance cover as specified in the Standing Orders or as otherwise specified by the Company from time to time.

7.4 Application for Membership

- 1) An application for membership of the Company must -
 - a) be made in writing in the form approved by the Directors;
 - b) be accompanied by the Entrance Fee as determined by the Directors;
 - c) be signed by the President and Secretary of that organisation; and
 - d) be lodged with the secretary of the Company.

7.5 Determination of the Board

- 1) As soon as practicable after the receipt of an application, the Secretary shall refer the application to the Board.
- 2) The Board must refer the application for membership to the Company Members at the Annual General Meeting to determine whether to approve or reject the application.
- 3) In referring a membership application to the Company Members the Board may make a recommendation to accept or reject the application.
- 4) If the Company Members approve an application for membership, the Secretary must, as soon as practicable -
 - a) notify the nominee in writing of the approval for membership:
and
 - b) request payment within six (6) weeks after receipt of the notification of any sum payable under these Rules including the first year's annual subscription.
- 5) The Secretary must, within six (6) weeks after receipt of the amounts referred to in subrule (4), enter the applicant's name in the register of members.
- 6) An applicant for membership becomes a Company Member and is entitled to exercise the rights of membership when its name is entered in the register of members.
- 7) If the Company Members reject an application, the Secretary must as soon as practicable, notify the applicant in writing that the application has been rejected and refund in full any fees paid by the Applicant.

7.6 Further Information

An applicant for membership shall provide in writing any information in addition to that contained in the application as the Directors shall reasonably require.

7.7 Fees

The entrance fee is the relevant amount as determined from time to time by the Board. The Members shall at each Annual General Meeting of the Company ratify by ordinary resolution any resolution made by the Directors pursuant to this Rule in relation to the amount of the Entrance fees. In the event that the Members at the Annual General Meeting do not ratify the Directors' Resolution then the entrance fee will be the amount last ratified by ordinary resolution of Members of the company.

7.8 Register of Members

- 1) The Company Secretary must keep and maintain a register of members containing:-
 - (a) the name and address of each member; and
 - (b) The date on which each member's name was entered in the register.
- 2) The register is available for inspection at the Registered Office of the Company free of charge by any Company Member upon request.
- 3) A Company Member may at their own expense make a copy of entries in the register.

7.9 Membership not Transferable

Membership of the Company shall not be transferable whether by operation of law or otherwise and all rights and privileges of Membership of the Company shall cease upon the Member ceasing to be such whether by resignation, winding-up or otherwise."

(Clause 7 deleted & replaced amend 4 April 2007)

7.10 Honorary Life Membership

Notwithstanding the earlier provisions of this Clause 7, either the Board, or the members in general meeting, may by special resolution appoint a person as an honorary life member subject to the following:

- 1) An honorary membership does not of itself confer the right to vote;
- 2) An honorary life membership does not of itself make an honorary life member eligible to hold office;
- 3) An honorary life membership does not detract from the honorary life member's right to vote or hold office in any other capacity, as an honorary life membership is in addition to any other rights enjoyed by an honorary life member;
- 4) An honorary life member is not required to pay an annual membership fee;
- 5) An honorary life membership may be cancelled at any time either in the absolute discretion of the Board by special resolution, or by the members in general meeting by special resolution, and in either case no reason need be given therefore. “
- 6) An honorary life membership may only be bestowed on a person who has made an outstanding contribution to the Association on a national level as well as to the live steam hobby at a member level.

(Clause 7.10 1-5added amend 5 2009 Clause 6 added amend 6 2012)

8 FEES AND LEVIES

8.1 Fees

Members shall pay annual Membership fees and such other fees in such amounts and at such times as the Directors may from time to time determine, and if not so determined, the annual membership fee shall be payable by the 1st of July (amend 1 July 2004) each year. Membership fees shall be calculated by the Directors based on the number of members within an organisation who is a Member.

8.2 Levies

In order to provide additional funds required for the operation of the company the Directors may determine that levies are to be paid by Members and may fix the amount and the dates for payment thereof but until so determined no levies shall be payable by Members .

8.3 Different fees or levies payable

In determining fees or levies under this Rule, the Directors may differentiate between classes of Members as to the amounts of fees or levies payable.

9 VARYING MEMBERS' RIGHTS

(Clause 9 deleted amend 4 2007)

10 CESSATION OF MEMBERSHIP

10.1 Suspension of Membership

- 1) Membership of the Company and all privileges attaching thereto may be suspended by resolution of the Board in the following circumstances:
 - (a) If any fees or levies payable by a Company Member remain unpaid for a period of three (3) calendar months after notice of the default is given to the Member. The Directors may reinstate the Company Member on payment of all arrears.
 - (b) If a Member breaches safety standards specified by the Company from time to time, and the Board determine that the breach is of sufficient severity to justify suspension.
 - (c) If a member, by any means whether verbal, written, by action or otherwise, takes any action which undermines the reputation or integrity of the operating codes of the AALS, the AMBSC boiler codes or any other safety standard administered by the Company. If such action is undertaken by a member of a Company member (to wit a member of an affiliated club) the member of the Company will be deemed responsible for that action.

- 2) If a Company Member is suspended under sub-rule 1)(b) that Member may apply for reinstatement of Membership after a period of twelve (12) months from the date of the resolution suspending them.

10.2 Ceasing membership

- 1) Membership of the Company shall cease in the following circumstances:
 - (a) If Membership fees remain outstanding for more than twelve (12) months;
 - (b) If a Company Member resigns by giving one month's notice in writing to the Secretary of the Company.
 - (c) If:
 - (i) A liquidator is appointed in connection with the winding up of the Member;
 - (ii) An order is made by a court for the winding up of a Company Member; or
 - (iii) The Company Member ceases to be a non-profit organisation as determined by the Board.
- 2) If the Membership is terminated under these Rules such termination shall be effective from the date of termination.
- 3) One month after the cessation of membership -
 - (a) the Company Member ceases to be a Member; and
 - (b) the Secretary must record in the Register the date on which the Company Member ceased to be a member.

10.3 Discipline, suspension and expulsion of members

- 1) Subject to these Rules, if the Board is of the opinion that a Company Member has refused or neglected to comply with these Rules, or has been found guilty of conduct unbecoming a Company Member or prejudicial to the interests of the Company, including breaching safety standards as specified by the Company from time to time, the Board may by resolution -
 - (a) fine that Company Member an amount not exceeding \$500;
 - (b) censure that Company Member;
 - (c) suspend that Company Member from membership of the Company and all company privileges for a specified period, including cancellation of Company sponsored insurance; or
 - (d) expel that Company Member from the Company.
- 2) A resolution of the Board under sub-rule 1) does not take effect unless-
 - (a) at a meeting held in accordance with sub-rule 3), the Board confirms the resolution; and

- (b) if the Company Member exercises a right of appeal to the Company under this rule, the Company confirms the resolution in accordance with this rule.
- 3) A meeting of the Board to confirm or revoke a resolution passed under sub-rule 1) must be held not earlier than two (2) weeks, and not later than six (6) weeks, after notice has been given to the Company Member in accordance with sub-rule 4).
- 4) For the purposes of giving notice in accordance with sub-rule 3), the Secretary must, as soon as practicable, cause to be given to the Company Member a written notice -
 - (a) setting out the resolution of the Board and the grounds on which it is based; and
 - (b) stating that the member, or its representative, may address the Board at a meeting to be held not earlier than two (2) weeks, and not later than six (6) weeks after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting and how the meeting is to be held; and (d) informing the Company Member that it may do one or both of the following –
 - (i) attend that meeting;
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the Company Member that, if at that meeting, the Board confirms the resolution, it may not later than five (5) days after that meeting, give the Secretary a notice to the effect that or he she wishes to appeal to the Company in general meeting against the resolution.
- 5) At a meeting of the Board to confirm or revoke a resolution passed under sub-rule 1), the Board must:
 - (a) give the member, or its 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 Board, the Board confirms the resolution, the Company Member may, not later than five (5) days after that meeting, give the Secretary a notice to the effect it wishes to appeal to the Company in general meeting against the resolution.
- 7) If the Secretary receives a notice under sub-rule 6), he or she must notify the Board and the Board must convene a general meeting of the Company to be held within six (6) weeks after the due date on which the Secretary received the notice.
- 8) At a general meeting of the Company convened under sub-rule (7) -

- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member, or its 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 Company Members present vote in favour of the resolution, the resolution is confirmed. In any other case, the resolution is revoked.

10.4 Disputes and mediation

- 1) The grievance procedure set out in the rules applies to disputes under these Rules between -
- (a) a Company Member and another Company Member; or
 - (b) a Company Member and the Company.
- 2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within six (6) weeks 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 four (4) weeks, 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 Company Member and another member, a person appointed by the Board of the Company; or
 - (ii) in the case of a dispute between a Company Member and the Company, a person who is an accredited mediator in the State where the dispute has arisen.
- 5) A Company Member of the Company can be a mediator.
- 6) The mediator cannot be a Company 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 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 otherwise at law.

10.5 Continuing rights, liabilities etc.

The termination of a Member's Membership (whether by resignation or expulsion) shall not in any way prejudice, lessen or affect the rights, duties, liabilities and obligations of a Company Member whether they arise under these Rules or otherwise and are existing at the date of such termination or may arise or crystallise after that date out of or by reason of facts or circumstances occurring or in existence at or before that date and in particular (but not by limitation) such termination shall not relieve a Company Member from any obligation to record or account for or pay any levies or fees referred to in Rule 8.

10.6 Forfeited fees

Fees paid by a Company Member who resigns its membership or whose membership ceases for any reason, shall be forfeited to the Company and no part of the fees shall be repayable by the Company to the Member."

(Clause 10 deleted & replaced amend4 2007)

11 POWERS

11.1 Exercise of powers

The Company may by resolution or Special Resolution as the Law requires exercise from time to time any power which by the Law a company limited by guarantee may exercise if authorised by its Constitution.

12 GENERAL MEETINGS

12.1 Annual general meetings

- 1) Unless otherwise determined by the Directors, the Annual General Meeting of the Company shall be held at the Annual Convention of the Company.

- 2) The date, time and place of the annual general meeting of the Company shall be determined in accordance with the Standing Orders of the Company.
- 3) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 4) The annual general meeting of the Company shall be conducted in accordance with the Standing Orders of the Company.
- 5) The ordinary business of the annual general meeting shall be -
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board reports upon the transactions of the Company during the last preceding financial year;
 - (c) to elect officers of the Company and the ordinary members of the Board.
- 6) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules and the Standing Orders.

12.2 Special general meetings

- 1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- 2) All general meetings other than the annual general meeting are special general meetings.
- 3) The Board may, whenever it thinks fit, convene a special general meeting of the Company.

12.3 Directors Convening a Meeting at the Request of Company Members

The Board must, on the request in writing of Company Members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Company.

12.4 Directors may Refuse to Convene a Meeting

The Directors may refuse to convene a general meeting at the request of Company Members if the proposed business of the meeting is not within the power of the Members.

12.5 Directors Convening a Meeting at the Request of Company Members

- 1) The request for a special general meeting must -
 - (a) state the objects of the meeting; and

- (b) be signed by the Presidents and Secretaries of the Company Members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- 2) If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Company Members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 3) If a special general meeting is convened by Company Members in accordance with this rule, it must be convened by the Board. The Company Members calling the meeting must pay the expenses of calling and holding the meeting.

12.6 Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

12.7 Notice of Annual General Meetings

- 1) The Secretary shall by 1 November of each year prior to the annual general meeting send out notice calling for nominations for vacant positions on the Board and any resolutions, including any special resolutions, in respect of any matter which nominations and resolutions are to be returned to the Secretary by the 31st of December prior to the meeting.
- 2) A business agenda including notices of motions which are to be put at the annual general meeting, and proxy forms are to be sent out to each member no later than six (6) weeks prior to the annual general meeting.
- 3) Notice may be sent -
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) if the member requests, by facsimile transmission or electronic transmission.
- 4) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

12.8 Quorum at Annual General Meetings

- 1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 2) A quorum shall be constituted by the attendance at the meeting of fifty (50) per cent plus one (1) of the Members who are registered as attending the Annual Convention and are entitled to vote.

12.9 Quorum at Special General Meetings

- 1) A quorum at a special general meeting shall be six (6) Company Members.

12.10 Procedure where no Quorum

If within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present -

- (a) in the case of a meeting convened upon the request of members - the meeting must be dissolved; or
- (b) in any other case - the meeting shall stand adjourned to such day and at such time and place as the Directors determine, or if no determination is made by the Directors, to the same day in the next week at the same time a place and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting ten (10) per cent of the Members entitled to vote shall constitute a quorum.

12.11 Presiding at general meetings

- 1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Company.
- 2) If the President and the Vice-President are not present at a general meeting within fifteen (15) minutes after the time appointed for the holding the meeting, the members present must elect by majority of voting members one of their number to preside as Chairperson.

12.12 Adjournment of meetings

- 1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 3) If a meeting is adjourned for thirty (30) days or more, a like notice of the adjourned meeting shall be given as in the case of an original general meeting.
- 4) Except as provided in these rules, where a meeting is adjourned for thirty (30) days or less, it is not necessary to give notice of an

adjournment or of the business to be transacted at an adjourned meeting.

12.13 Voting at general meetings

- 1) Each Company Member entitled to vote at a general meeting on a resolution may vote by personal representative or by proxy.
- 2) Every Company Member is entitled to one (1) vote.
- 3) A vote may be taken by show of hands or a poll.
- 4) A member is not entitled to vote at a general meeting unless all moneys due and payable by it to the Company have been paid.
- 5) In the event of a tie the Chairman of the meeting will not be entitled to exercise a second or casting vote and the motion will be deemed to be lost.

12.14 Qualification of Member

- 1) An objection may be raised by a Member or Member's representative or Director as to the qualification of a Member or a Member's representative to vote only at the meeting or the adjourned meeting at which the vote objected to is given or tendered.
- 2) Any such objection shall be referred to the Chairman of the meeting. The Chairman shall, after allowing the person making the objection and Member or a Member's representative the subject of the objection the opportunity to be heard, make a decision which is final.

12.15 Manner of determining whether resolution carried

- 1) If a vote is taken on a resolution at a general meeting of the Company the Chairperson shall declare that the resolution has:
 - i) carried; or
 - ii) carried unanimously; or
 - iii) carried by a particular majority; or
 - iv) lost.
- 2) An entry to that effect in the minute book of the Company - is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 3) A resolution at a Special General Meeting will not be valid unless it is voted upon in person or by proxy by at least fifty (50) per cent of Company Members entitled to vote at a general meeting."

(Clause 12 deleted & replaced amend 4 2007)

13 RULES FOR VOTING BY PROXY

13.1 Proxies

- 1) Each Member may appoint a person its proxy by written notice given to the secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 2) A proxy may only vote in the manner as specified in the instrument appointing them.
- 3) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 4) An instrument appointing a proxy shall not be valid after the expiration of twelve (12) months from the date of its execution.
- 5) The instrument appointing a proxy shall be in the following form:

[Name of Company Member]
I/We, of _____, being a Member/Members of the above named
Company
Member, hereby appoint _____ of _____ or, in his/her absence,
of _____ as my/our proxy to vote for me/us on my/our behalf at the
meeting of the Company to be held on the _____ day of 20____
and at any adjournment of that meeting.

¥This form is to be used *for/against the resolution.

Signed this _____ day of _____ 20____

*Strike out whichever is not desired.

¥ To be inserted if desired."

(Clause. 13 deleted & replaced amend 4 2007)

14 DIRECTORS

14.1 Number of Directors

- 1) Notwithstanding any other provision herein, the number of Directors shall not be less than three (3).

(Clause. 14.1 amended amend 5 2009)

14.2 Make up of the Board

- 1) The Board shall comprise at least the following members:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Secretary;
 - (d) the Treasurer,
 - (e) the Insurance Officer;
 - (f) the Chairperson of the Australian Miniature Boiler Safety Committee;

- (g) the Secretary of the Australian Miniature Boiler Safety Committee;
 - (h) the Chairperson of the Australian Live Steamers Safety Committee; and
 - (i) the Secretary of the Australian Live Steamers Safety Committee.
- 2) To be eligible for nomination as Director the individual must be:
 - (a) a financial member of a Member of the Company; and
 - (b) be of good standing and reputation.
 - 3). A Director or an individual nominated to be elected as Director cannot be a Member's representative to attend a General Meeting of Members.

14.3 Election of Officers and Directors

- 1) Nominations of candidates for election as officers of the Company or as ordinary members of the Board must be made in writing, signed by two members of a Company Member and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination).
- 2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and no further nominations shall be received at the annual general meeting.
- 3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 4) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 5) The ballot for the election of officers and ordinary members of the Board must be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

14.4 Appointment of Officers and Directors

- 1) The Directors may by ordinary resolution appoint any other person who is otherwise eligible for nomination as a Director either to fill a vacancy or as an addition to the Board. Any Director so appointed shall hold office in the manner as specified by this Constitution until the next annual general meeting of the Company.
- 2) The total number of Directors shall not exceed the maximum number of Directors as determined by the Members of the Company.

14.5 Rotation of Directors

- 1) At the first annual general meeting of the Company one third (1/3) of the Directors shall retire from office. In every subsequent annual

general meeting one third (1/3) of the other Directors for the time being shall retire from office in rotation, such that a Director shall not hold office without re-election for more than three (3) years.

- 2) Where the number of Directors is not divisible by three (3), then the next number closest to one third (1/3) shall retire from office. The Directors to retire at an annual general meeting are those who have been longest in office since their election. As between persons who became Directors on the same date, unless otherwise agreed amongst themselves, the Director to retire shall be determined by lot.
- 3) A retiring Director is eligible for re-election

14.6 Re-election of retiring Directors

- 1) The Company, may, at the meeting at which a Director so retires, by resolution, fill the vacated office by electing a person to that office. If the vacated office is not filled, the retiring Director may offer himself or herself for re-election and shall be deemed to have been re-elected unless at that meeting:
 - (a) it is expressly resolved not to fill the vacated office; or
 - (b) a resolution for the re-election of the Director is put and lost.

14.7 [deleted]

(Clause. 14.7 deleted amend 5 2009)

14.8 Removal of Board Member

- 1) The Company may by resolution remove any member of the Board before the expiration of his or her term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- 2) A resolution to remove a member of the Board pursuant to this rule must be passed by fifty (50) per cent plus one of Company Members.
- 3) A Director who is the subject of a proposed resolution referred to in sub-rule
 - (a) may make representations in writing to the Secretary or President of the Company (not exceeding a reasonable length) and
 - (b) request that the representations be provided to the Members of the Company
- 4) The Secretary or the President may give a copy of the representations to each Member of the Company or, if they are not so given, the member may require that they be read out at a meeting.

14.9 Reimbursement of Expenses

Subject to the approval of a meeting of the Directors, the Directors shall be entitled to be reimbursed out of the funds of the Company such reasonable

travelling, including accommodation and incidental, expenses as may be incurred by them when engaged on the business of the Company including expenses incurred in attending and returning from Board or General Meetings of the Company with the exception of Annual General Meeting held at the annual convention of the Company.

14.10 Vacation of Director's Office

- 1) In addition to circumstances in which the office of Director becomes vacant by operation of this Constitution or the Corporations Law, the office of Director will become vacant if the Director:
 - (a) becomes of unsound mind or a person who is liable to be dealt with in any way under any law relating to mental health;
 - (b) resigns from office by notice in writing given to the Secretary;
 - (c) is absent without the consent of the Directors from meetings of the Directors held during a period greater than six (6) months;
 - (d) becomes bankrupt;
 - (e) is a person who is a member of an organisation that is a Member of the Company and:
 - (i) ceases to be a member of that Member Organisation;
 - (ii) that Company Member ceases its membership of the Company; or
 - (iii) is otherwise disendorsed as the representative of that Member organisation.

14.11 Minutes

- 1) The Directors shall cause proper minutes to be made of, amongst other things;
 - a) all general meeting of the Company;
 - b) all appointments of officers of the Company;
 - c) the proceedings of all meetings of Directors; and
 - d) the proceedings of all meetings of committees of the Company.
- 2) The minutes of any meeting if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting shall be conclusive evidence without any further proof of the matters stated therein.

(Clause 14 deleted & replaced amend 4 2007)

15 POWERS AND DUTIES OF DIRECTORS

15.1 Directors Manage the Business

Subject to the Law and to any other provision of this Constitution, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and forming the Company, and may exercise all such powers of the Company as are not, by the Law or by this Constitution, required to be exercised by the Company in general meeting.

15.2 All Powers

Without limiting the generality of Sub-Rule 1, the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.

15.3 Corporate Groups

Where the Company is a wholly owned subsidiary and the Directors are also the Directors of the holding company, the Directors may act in the best interests of the holding company and in a manner which is contrary to the best interests of the Company, provided that the Company is not insolvent or does not become insolvent because of the Director's action under this Rule.

15.4 Appointment of Attorney

The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.

15.5 Provisions of Power of Attorney

Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

15.6 Cheques and Promissory Notes

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by the treasurer or the secretary or the Chairman or the deputy Chairman. (amend 1 July 2004) However no expenditure may be incurred by a Director in excess of \$1500.00 without the approval of the Board.

16 PROCEEDINGS OF DIRECTORS

16.1 Use of Technology

The Directors of the Company may hold a meeting at two (2) or more venues using any technology that gives the Directors as a whole a reasonable opportunity to participate in the meeting and allows the parties present to hear and be heard by each other person present and adjourn and otherwise regulate the meeting as they determine.

16.2 Directors' Meetings

- 1) The Directors shall meet not less than once per calendar year unless otherwise determined by the Board.
- 2) Any Director may at any time, and the secretary must upon the request of the Director, convene a meeting of the Directors.
- 3) A notice of meeting of the Directors shall be sent in writing to each Director of the company within seven (7) days of receipt of that requisition. The notice may also be given by telephone or other electronic means of communication. The notice shall specify:
 - (a) the date (which shall be within a reasonable time of the notice), time and place for the proposed meeting; and
 - (b) the nature of the business to be transacted at the meeting.

16.3 Quorum

Unless otherwise determined by the Directors, a quorum at a meeting of Directors shall consist of at least four (4) Directors entitled to vote on any motion that may be moved by the meeting, one of whom must be either the Chairman or Vice Chairman.

16.4 Vacancy in the Office of Director

In the event of a vacancy or vacancies in the office of a Director or offices of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or of convening a general meeting of the Company.

16.5 Office of Chairman

- 1) The Director who is nominated by the Members to be President of the Company shall be chairman of meetings of directors.
- 2) In the event that a Chairman resigns as a Chairman then the Vice Chairman shall act as Chairman until a replacement Chairman is elected. The Chairman shall not have a casting vote at any meeting chaired by the Chairman.

16.6 Appointment of Chairman

- 1) Where such a meeting is held and:
 - (a) a Chairman has not been elected as provided for in these Rules; or
 - (b) the Chairman is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act

then the Vice-Chairman shall chair the meeting and if the Vice Chairman is not in attendance then the Directors present shall elect one (1) of their number to be Chairman of the meeting.

16.7 Office of Secretary

- 1) The Director who has been elected or appointed as Secretary shall:
 - (a) keep a true and faithful copy of all meetings of the Company;
 - (b) circulate to all Members copy of minutes for all general meetings of Company;
 - (c) prepare and circulate the agenda for all meetings together with annual reports in accordance with this Constitution;
 - (d) nominate the times for discussion for each item on the agenda of a general meeting and make the same known to the Chairman;
 - (e) deal with all correspondence received by the Company and correspond with members with regard to the Company's business as necessary;
 - (f) liaise with the Directors who are the secretaries of the Australian Miniature Boiler Safety Committee and the Australian Live Steamers Safety Committee.

16.8 Treasurer and Insurance Officer

The Directors whom are appointed as the Treasurer and Insurance Officer for the Company shall undertake those responsibilities as determined by the Company from time to time.

16.9 Circular Resolution (Deemed Meeting)

- 1) If all of the Directors who are entitled to vote at a meeting of Directors have signed a document containing a statement that they are in favour of, a resolution of the Directors in the terms set out in that document shall be deemed to have been passed at a meeting of the Directors.
- 2) The resolution shall be deemed to have been passed at the time and on the day at which the document was signed by the last Director to sign the document.
- 3) For the purposes of this Rule, a resolution may be passed if two (2) or more separate documents containing statements in identical form is signed by all of the Directors who are entitled to vote at a meeting of Directors.
- 4) The document constituting the circular resolution shall be in the form as determined by the Directors from time to time.

16.10 Remedy of Defects

All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a Member of the committee, or to act as, a Director, or that a person so appointed was disqualified, is valid as if the person had been duly appointed and was qualified to be a Director or to be a Member of the committee.

16.11 Resolutions

- 1) Notwithstanding anything else contained in these Rules, the Directors may vote on a resolution by a poll or by show of hands.
- 2) A Director may request that a resolution be resolved by a poll.

(Clause. 16 deleted & replaced amend 4 2007)

17 ALTERNATE DIRECTORS

17.1 Appointment of an Alternate

A Director may, with the approval of the other Directors, appoint a person (whether a Member of the Company or not) to be an alternate Director in his place during such period as he thinks fit.

17.2 Notice of Meetings

An alternate Director is entitled to notice of meetings of the Directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in the appointor's stead.

17.3 Power of Alternate

An alternate Director may exercise any powers that the appointor may exercise and the exercise of any such power by the alternate Director shall be deemed to be the exercise of the power by the appointor.

17.4 Termination of Appointment

The appointment of an alternate Director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the alternate Director has not expired, and terminates in any event if the appointor vacates office as a Director.

17.5 Vacation

An alternate Director shall ipso facto vacate office if the Director by whom he is appointed is removed or otherwise ceases to hold office as a Director for any reason.

17.6 Responsibility

An alternate Director shall whilst acting as Director be responsible to the Company for his own acts and defaults and shall not be deemed to be the agent of the Director by whom he was appointed.

17.7 No remuneration

An Alternate Director shall not be entitled as such to receive any remuneration from the Company.

18 COMMITTEE

18.1 Delegation to Committee

The Directors may delegate any of their powers to a committee or committees consisting of such of their number as they think fit.

18.2 Powers of Committee

A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Directors and a power so exercised shall be deemed to have been exercised by the Directors. The committee may appoint an addition to the committee of any individual who is not a representative of a Member but who has special skills which the committee believes will be of benefit to the committee provided that the committee notifies the Members of such appointment within three (3) months of such appointment.

18.3 Committee Chairman

The Members of such a committee may elect one (1) of their number as Chairman of their meetings.

18.4 Election of Chairman

Where such a meeting is held and:

- (a) a Chairman has not been elected as provided by Sub-Rule 18.3;
or
- (b) the Chairman is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Members present may elect one (1) of their number to be Chairman of the meeting.

18.5 Decision by Majority

Questions arising at a meeting of a committee shall be determined by a majority of votes of the Members present and voting.

18.6 Equality of Votes

In the case of an equality of votes, the Chairman, in addition to his deliberative vote (if any), has a casting vote.

18.7 Committee to self regulate

A Committee may meet and adjourn as it thinks proper.

18.8 AMBSC and ALSSC

The Board shall establish two (2) standing (amend 1 July 2004) committees being the Australian Miniature Boiler Safety Committee and the Australian Live Steamers Safety Committee in addition to any other sub-committee that it deems to be necessary. The Australian Miniature Boiler Safety Committee and the Australian Live Steamers Safety Committee shall exercise those functions in the manner as the Company shall determine from time to time.

19 COMMON SEAL

19.1 Election to Adopt Company Seal

The Directors may resolve that the Company adopt a common seal. If the Company adopts a common seal, the Company shall set out on the common seal:

- (a) if the Company has its ACN as its name - the Company's name; or
- (b) in all other cases the Company's name, the expression "Australian Company Number" and its ACN.

19.2 Duplicate Common Seal

The Directors may resolve to adopt a duplicate common seal. The duplicate common seal shall be a copy of the common seal with the words "Duplicate Seal", "Share Seal" or "Certificate Seal" added to the original common seal.

19.3 Prohibited Use

A Director shall not use, or authorise the use of, a seal which purports to be the common seal of the Company (or a duplicate of the common seal) if the common seal does not comply with the requirements of this Rule.

20 MANAGING DIRECTOR

20.1 Appointment

The Directors may from time to time appoint one (1) or more of their body to the office of managing Director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke any such appointment.

20.2 Remuneration

A managing Director shall, subject to the terms of any agreement entered into in any particular case, receive such remuneration as the Directors may determine.

20.3 Termination

A managing Director's appointment automatically terminates if he ceases for any reason to be a Director.

20.4 Powers of Managing Director

The Directors may, upon such terms and conditions and with such restrictions as they think fit, confer upon a managing Director any of the powers exercisable by them.

20.5 Concurrent Powers

Any powers so conferred may be concurrent with, or be to the exclusion of, the powers of the Directors.

20.6 Variation of Powers

The Directors may at any time withdraw or vary any of the powers so conferred on a managing Director.

21 INTERESTED DIRECTORS

21.1 Interested Directors not disqualified

Provided that a Director of the Company who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company or in any contract or arrangement entered into by or on behalf of the Company has declared the nature of his interest at a meeting of the Directors of the Company and the Board of Directors has at any time passed the resolution that:

- (a) specifies the Director, the interest in the matter; and
- (b) states that the Directors voting for the resolution are satisfied that the interest should not disqualify the Director from considering or voting on the matter, then:
 - (i) that Director shall not be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise;
 - (ii) no contract made by that Director with the Company and no contract or arrangement entered into by or on behalf of the Company in which that Director is in any way interested shall be avoided by reason only of such Director holding his office or of the fiduciary relationship thereby established;
 - (iii) that Director so contracting or being so interested shall not be liable to account to the Company for any profit

realised by any such contract or arrangement by reason only of such Director holding his office or of the fiduciary relationship thereby established; and

(iv) that Director may in respect of any contract or arrangement in which he is so interested as aforesaid and may in relation thereto:

- A. vote;
- B. execute any deed or document whatsoever on behalf of the Company; and
- C. count in a quorum.

21.2 Sufficient disclosure

A general notice that a Director is a Director or Member of any specified Company or firm and is to be regarded as interested in all subsequent transactions with such Company or firm shall be sufficient disclosure under these Rules in relation to any contract, proposed contract or arrangement so made with such Company or firm.

21.3 Other office may be held

A Director may hold any other office or place of profit, except that of auditor, in the Company in conjunction with his directorship and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the Directors.

21.4 Professional Director may act

Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

22 ACCOUNTS AND AUDIT

22.1 Proper records kept

The Directors shall cause proper accounting and other records to be kept. A balance sheet and profit and loss account shall be prepared and distributed to all Members at least once per annum.

22.2 Members to have access

All Members have the right to examine and inspect any books records or accounts of the Company at any reasonable time.

22.3 Auditor

The Company shall appoint an auditor or auditors, and his or their duties shall be regulated in accordance with the *Corporations Act 2001 (Cth)*.

23 RESERVES

23.1 General

The Directors may write off from the earnings of the Company such amount for loss or depreciation of any of the Company's property as they think fit or set aside out of the profits of the Company such sums as they think proper as a reserve fund to meet contingencies or for repairing improving and maintaining any of the property of the Company and for such purposes as the Directors in their discretion think conducive to the interests of the Company and may invest lend or dispose of the sums so set aside in any way they think fit and may from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company and may divide the reserve fund into such special funds as they think fit with full power to employ the assets constituting the reserve fund in the business of the Company and without being bound to keep the same separate from other assets.

24 NOTICES

24.1 Form of Notices

Notices given under this Constitution shall be:

- (a) in writing;
- (b) signed by the party giving the notice or its authorised representative; and
- (c) addressed to the Notice Address of the person to whom it is to be given.

24.2 Method and address for giving Notices.

Notices must be either:

- (a) delivered by hand;
- (b) posted by pre-paid security or certified mail; or
- (c) transmitted by facsimile;

to the Notice Address of the person receiving the notice.

24.3 Time of receipt

A notice given to a person in accordance with these Rules is deemed to have been given and received if:

- (a) delivered, on the day of delivery if delivered before 5:00pm on a business day, otherwise on the next business day;
- (b) posted by pre-paid security mail or certified mail, on the second day after the day on which the notice was accepted by the post office from the person sending the notice; or
- (c) transmitted by facsimile:
 - (i) the transmission report states that it was sent in full and without error; and
 - (ii) no objection is received from the recipient;

on the day of transmission if that report states that the transmission was completed before 5:00pm on a business day, otherwise on the next business day.

24.4 Objection to facsimile

A person receiving a facsimile transmission may object to the facsimile transmission as not being fully intelligible. If a valid objection is made to a facsimile transmission and that person requests retransmission before 5:00pm on the next business day after completion of the facsimile transmission, the person sending the facsimile transmission shall retransmit it, but any retransmission is deemed to have been made at the time of completion of the original facsimile transmission. If a time restriction is placed, by reference to the date of receipt of the facsimile transmission, on the performance of an obligation or the exercise of a right by the person who makes the valid objection to a facsimile transmission, the time restriction for performance of the obligation or the exercise of the right is deemed extended by a corresponding time period to the time between the original transmission and re-transmission of the facsimile.

24.5 Advertisement required

If a Member has no registered address within Australia, a notice addressed to the Member and advertised in a morning newspaper published in the Capital City of the State in which the Member last had a registered address shall be deemed to be duly given to the Member at noon on the day on which the advertisement appears.

24.6 Eligibility to receive notices

Notice of every general meeting shall be given in some manner hereinbefore authorised to:

- (a) every Member except those Members who have no registered address in Australia;
- (b) the Chairman of Directors for the time being of the Company; and
- (c) the auditor for the time being of the Company.

24.7 No others

No other persons shall be entitled to receive notice of general meetings nor copies of minutes of such meetings conducted by the Company from time to time. (amend 1 July 2004)

25 INDEMNITY

25.1 Director against liability

To the extent permitted by the Law, the Company may indemnify a Director or officer of the Company or any related body corporate against:

- (a) any liability incurred by the Director or officer, in their capacity as a Director or officer, to a person other than the

- Company or a related body corporate, except where the liability relates to a lack of good faith; or
- (b) any liability for legal costs or expenses incurred by the Director or officer in defending proceedings (whether civil or criminal) in which judgement is given in favour of the Director or officer, the Director or officer is acquitted or the court grants relief to the Director or officer under the Law.

25.2 Payment of Insurance

The Company may insure, or pay any premiums on a policy of insurance for, a Director or officer of the Company or of a related body corporate against:

- (a) any liability incurred by the Director or officer, in their capacity as a Director or officer, to the Company except where the liability relates to a wilful breach of duty to the Company or a contravention of Section 181 - 184 of the Law.
- (b) any liability for legal costs or expenses incurred by the Director or officer in defending proceedings (whether civil or criminal) against the Director or officer in their capacity as a Director or officer.

25.3 Resolution to Grant Indemnity

A Director may vote in favour of a resolution that the Company grant an indemnity, take insurance or pay the premiums on an insurance policy even though the Director has a direct and material interest in the outcome of the resolution.

I/We, the Member/s whose name/s and address/es appear in the table below, being the initial Member/s of the Company hereby agree:

- (a) To adopt the Constitution and Rules for the Company on the terms and conditions set out herein;
- (b) That the replaceable rules of the Law, with the exception of Section 249X, will not apply to this Company; and
- (c) That I/we have read and understand the Constitution and Rules of the Company.

Name	Address
Campaspe Valley Miniature Railway Inc	441 Bangerang Road, Echuca Village Vic 3564
Illawarra Live Steamers Co-operative Limited (Co-operative Society No. 069232515	Stuart Park, Virginia Street, Wollongong North NSW 2500

Signed as an agreement by the Members on the dates appearing below each signature.

1. _____
Signed for and on behalf of
Campaspe Valley Miniature Railway Inc
by a duly authorised representative

Print Name

/ /

2. _____
Signed for and on behalf of
Illawarra Live Steamers Co-operative Limited
By a duly authorised representative

Print Name

/ /