

Minutes of the Special General Meeting of the Puffing Billy Preservation Society

Held at Mater Christi College

On Tuesday 19th June 2018 at 7.30pm

- 1.1. **Present:** Jenny Baker, David Barr, Russell Bowen, Rob Burns, Bret Butler, Jean Clowes, Bob Cochrane, Rob Dawson, Neal Elfick, Richard Elphick, Ted Godwin, Jeff Goodwin, Murray Groen, Peter Hastie, Bernie Holmes, Steve Holmes, John Hoy, Gareth Hunter, Nadine Hutchins, Larry James, Graeme Kidgell, Neil Kingswood, Maggie Lambert, Ray Leivers, Anne MacLeish, Ian Marks, Phil Matthews, Greg Michael, Doug Newberry, Adrian Ponton, David Rashleigh, Andrew Rayment, Max Raynor, Roy Richens, Robert Smith, Kevin Stanes, Andrew Stephens, John Sutcliffe, Margaret Sutcliffe, John Thompson, Mike Topp, Melissa Walkerden, Andrew Wheatland, Deborah Woodward, Paul Woodward
- 1.2. **Observer:** Scott Christie
- 1.3. **Apologies:** Fred Ackland, Alex Blinks, Ian Bowering, Lachlan Campbell, Bernadette Cowley, Anna Douglas, Melissa Dowden, Christine Ellerton, Peter Ellerton, Vicki Everett, Les Fenwick, Jeff Gazzard, Colin Giles, Josiah Glasson, Alan Gray, Lenore Hamilton, Bill Hanks, Peter Harcourt, Ian Harper, Tim Heeks, Philip Holder, Craig Howie, Peter Hutchison, Peter Kemp, Dianna Kidgell, Nola Ledbury, Jill Lockwood, Winston McCanna, Howard McTier, Rob McUtchen, Frank Mitchell, Peter Norton, Gary Pallister, Doug Parbery, Paul Pavlinovich, Kevin Perry, Hacka Raeburn, Joy Raeburn, Peter Ralph, Graham Robinson, John Roodenburg, Gary Ryan, Heather Staggard, Graeme Stapley, Peter Stowell, Karen Streeter, Nigel Thompson, Robin Tummons, Stuart Turnbull, John Usher, Andrea West, Bruce West, Anne Whitefield, Wayne Whitford, Bob Wilson, Randall Wilson, John Wolff, Damien Woodward
2. **Welcome:** Ray Leivers, Chairman of the Constitution Review Committee welcomed members to the meeting and introduced the other members of the Committee: Anne MacLeish, Max Raynor, Neil Kingswood, Kevin Stanes, Russell Bowen, Nadine Hutchins and Roy Richens.
3. **Purpose of the Meeting:** Ray Leivers outlined that the purpose of the meeting was to consider changes to the Constitution for the following reasons:
 - 3.1 To update the PBPS Constitution to allow for the proposed replacement of the Emerald Tourist Railway Act (1977).
 - 3.2 To update the PBPS Constitution to allow nomination by the PBPS of at least half of the Board members in the ETRB or its replacement.
 - 3.3 To update the PBPS Constitution to allow some of the nominations by the PBPS to be non-Executive Members, acknowledging that at least half of the PBPS nominated Board members must be from the Executive Committee. This is to enable people with appropriate skills and experience to be nominated by the Executive Committee from the membership to the ETRB.
 - 3.4 To update the PBPS Constitution to allow review of non-Executive nominations on an annual basis during the 3 year term on the ETRB.
4. **Questions:** The meeting was then opened to questions from the floor
 - 4.1 Mike Topp asked if there was any guarantee that the new Act would reflect these changes. Ray Leivers replied that while there was no guarantee as we could not control the Government. The Railway has been asked for feedback and therefore would have some say in the new Act.

4.2 Bernie Holmes asked if there would be any constraints on nominations from outside the Executive. Ray Leivers replied that any nomination from outside the Executive would have to have been a member of the PBPS for at least 12 months. This is the same as for a member being elected to the Executive.

4.3 Steve Holmes asked if 12 months was long enough. Ray Leivers replied that the Executive would undertake "due diligence" and could see no reason to have a different "waiting period".

4.4 Andrew Wheatland asked if it would not be better to wait until the Act is changed before any changes are made to the Constitution. Ray Leivers replied that the Government has advised that it wants to change the ETRB from 8 to 10 members and that this change could come into place even before a new Act is established. Unless we change our constitution whereby we are bound to only four nominations, we would not have an equal say on the Board. Furthermore, the Minister has indicated that if ETRB Board is extended to 10 and the PBPS nominates 5 he would appoint the 5th PBPS nomination as a Government member until the Act was changed.

4.5 Jenny Baker asked if the PBPS was a stakeholder in the ETRB. Ray Leivers advised that this was the case.

5. Motion to amend the PBPS Constitution

It was moved by Paul Woodward and Seconded by Kevin Stanes *That effective 20th June 2018, the " Clause 14 – Emerald Tourist Railway Board" in Constitution 2012 is replaced with the updated "Clause 14 – Emerald Tourist Railway Board" as tabled for this meeting (Appendix A) and that it is adopted by the Society"*

It was noted that 120 Valid Proxy votes had been received of which 115 were in favour of the motion, 2 against and 3 abstained.

Ray Leivers asked for a show of hands for those in favour and the motion was carried.

6. Acknowledgement

John Hoy requested that that the excellent work of the Committee be acknowledged. This was supported by all present.

The meeting closed at 8.06pm

Addendum to minutes

It was requested post the meeting, by a member attending, that the Proxy votes be recorded as directed versus non-directed.

131 valid proxy votes were received (with 11 handed in at the meeting), with 117 directed in favour of the motion, 9 non directed, 3 against and 2 abstained. This is correction to the original information as recorded in the minutes.

2/9/2018 – minutes modified to include the apology of Peter Harcourt.

Proposed Replacement Clause 14 (as recommended by Executive Committee)

14. EMERALD TOURIST RAILWAY BOARD

- 14.1 The Executive Committee shall nominate to the relevant Minister at least half of the number of the members on the Emerald Tourist Railway Board, in accordance with the provisions of the relevant Act.
- 14.2 Nominees to the relevant Minister shall be
- (a) Members who meet the requirements of clause 5.6.
 - (b) At least half of the Nominees shall be current members of the Executive Committee. The Executive Committee may nominate the balance from the Company's membership.
 - (c) Determined through election by the Executive Committee.
- 14.3 A Company Nominee shall resign from the Board within one month of the occurrence of any of the following events:
- (a) On ceasing to be a member of the Executive Committee.
 - (b) After an annual review, the Executive Committee withdraw the nomination of a non-Executive Committee member.
- 14.4 The candidates for the nomination to the Board shall be determined as follows
- (a) The Secretary shall advise office bearers and members of the Executive Committee.
 - (i) That a vacancy has been created through resignation, retirement, death or completion of term, and,
 - (ii) When the position becomes vacant, and,
 - (iii) Whether the vacancy can be filled by a non-Executive Committee member consistent with clause 14.2 (b) above.
 - (b) In the case of a vacancy to be filled from the Executive Committee, the Secretary shall request Executive Committee members to notify the Secretary that they are willing to act as a Company Nominee.
 - (c) In the case of a vacancy that the Executive Committee has determined may be filled by a non-Executive Committee member, the Secretary shall:
 - (i) Advise the members of requirements of the position, and,
 - (ii) Call for candidates who are willing to act as a Company Nominee,
 - (iii) Request candidates to be nominated and seconded by eligible financial members and to supply a short statement supporting the application,
 - (iv) Forward applications to the Executive Committee.
- 14.5 Elections of Nominees to the Board shall follow this procedure
- (a) The Secretary shall call an election for nominations and shall appoint an independent Returning Officer.
 - (b) The Returning Officer shall circulate to all members of the Executive Committee:
 - (i) Advice on how and when the secret ballot shall be conducted.
 - (ii) Statements about each candidate standing for nomination.
 - (iii) The ballot paper to be used.
 - (c) The Returning Officer shall distribute votes according to the preferential system and the candidates with the most votes after distribution of preferences shall be advised to the Secretary.
- 14.6 Nominations to the relevant Minister for the vacant positions on the Board shall be submitted by the Secretary.