



PUFFING BILLY PRESERVATION SOCIETY

ACN 004 621 505
ABN 79 004 621 505

MINUTES OF SPECIAL GENERAL MEETING

SUNDAY 8 NOVEMBER 2018

by ZOOM

The meeting opened at 2.10 p.m. with Anne MacLeish (President) in the chair.

In opening the meeting, the Chairman acknowledged the traditional owners of the land on which we were meeting, paying respects to their elders past, present and emerging. She also acknowledged those who 120 years ago were constructing the railway, which was officially opened on 18 December 1900, and those who worked to preserve the railway from 1955.

The Chairman explained procedures for the meeting using Zoom, especially the way in which votes for the Resolutions would be held.

1.1 MEMBERS PRESENT:

David Axup, Gary Baker, Jenny Baker, Alex Blinks, Les Brown, Robert Burns, Peter Chaplin, Rodney Charlton, Fraser Clayton, Graeme Cleak, Ralph Cleary, Jean Clowes, Richard Coathup, Robert Cochrane, Andrea Coffey, John Conway, David Crawford, John Crisp, Graeme Daniel, Geoffrey Dean, John Douglas, Geoff Earl, Kevin Eisfelder, Richard Elphick, Gregory Finster, Colin Giles, Jeff Goodwin, Jim Gordon, Judy Gordon, Alan Gray, Alf Grigg, Nick Guerrine, Mal Hanson, Dylan Haywood, John Hearsch, Tim Heeks, Fran Henderson, Andrew Hennell, Russell Hicks, Steve Holmes, Tim Horton, Anthony Howker, Gareth Hunter, William Ireland, Steven Kaye, Neville Kellam, Dianna Kidgell, Graeme Kidgell, Neil Kingswood, Graham Knight, Maggie Lambert, Desmond Lang, Cliff Leigh, Leon Liang, Peter Lowenstein, Anne MacLeish, Ian Marks, Don Marshall, Phil Matthews, Alexander McCooke, Bruce McLean, Peter Medlin, Greg Michael, Douglas Newberry, Kim Oldfield, Bruce Paroissien, Jeremy Paton, Ronald Peach, Eric Platt, Peter Ralph, Andrew Rayment, Max Raynor, Roo Richards, Roy Richens, Colin Rogers, Robert Rossiter, Gary Ryan, Garry Sayers, John Scott, Peter Shearman, Nick Sheridan, Robert Smith, Will Smith, Paul Sparks, Tony Stratford, Kevin Taig, Chris Tasker, Heather Tasker, Mike Topp, Peter Trenery, Lyn Wade, Geoff Wallace, Andrea West, Bruce West, Len Whalley, Andrew Wheatland, Deb Woodward, Paul Woodward

1.2 APOLOGIES:

John Brady, Laurie Robert Cameron, Max Cameron, Lachlan Campbell, Bill Chalmers, Graham Cornish, Ken Cox, Jill Dawson, Peter Farrell, Graham George, Ted Godwin, Peter Harcourt, Ian Harper, David Hennell, Bernie Holmes, John Hoy, Nadine Hutchins, Peter Hutchison, Dr Joe Johnson OAM, John Lawrence, Nola Ledbury, Graham Lewis, Jill Lockwood, Winston McCanna, Thomas McMaster, Peter Norton, Ivor Peach, Kevin Perry ESM, Warwick Piper, Michael Randall, Brenda Saunders, John Shaw, Lorna Shaw, Ian Shepherd, Cliff Simmons, Graeme Stapley, Andrew Stephens, Jack Stock, Peter Stowell, Graham Douglas Thomas, John Thompson, Barry Thomson, Ron Walker, Colin Walkerden, Melissa Walkerden, Herb Warren, Russell Wheatland, Hayden Williams, Leslie Wilson, Ross Wood, Grant Woolcock, Peter Zegenhagen

1.3 GUESTS

Anne Aldridge, Simon Nunan

2. SPECIAL RESOLUTIONS

Requirements for a Special Resolution is a Quorum of ≥ 30 members present, 75% of those in attendance, or represented by proxy, required to vote in favour to pass the resolution, questions can be raised, no amendments can be made to the resolutions and that a ZOOM poll is to used with

warning of closure given. If proxy form submitted and person present, the proxy lapses and the member votes using ZOOM poll.

The Chairman advised that Russell Hicks had agreed to act as Returning Officer.

1. That effective 8 November 2020, "Clause 10 – The Executive Committee" first paragraph be updated as tabled for this meeting and that it is adopted by the Society.

The Resolution was formally moved by Andrea Coffey and seconded by Kevin Taig. In reply to a question, it was stated that the minimum of 5 Committee members is recommended by ACNC.

The Resolution was **PASSED**.

2. That effective 8 November 2020, "Clause 10 – The Executive Committee" paragraphs two and three be updated as tabled for this meeting and that it is adopted by the Society.

Questions were asked on what was meant by "Related organisations" in the Resolution as it seems open to interpretation. It was not possible to amend the Resolution now but this would be reviewed in the overall review of the Constitution.

The Resolution was formally moved by Alf Grigg and seconded by Greg Finster.

The Resolution was **PASSED**.

3. That effective 8 November 2020, "Clause 63 – Liability of Member and Winding Up" be updated as tabled for this meeting and that it is adopted by the Society.

Steve Holmes advised that the PBPS Constitution used to nominate Royal Childrens Hospital as a beneficiary. It was advised that work is ongoing to ensure Deductible Gift Recipient & Charitable status continues.

The Resolution was formally moved by Greg Finster and seconded by Graeme Knight.

The Resolution was **PASSED**.

3. MEETING CLOSE

The meeting closed at 3.10 p.m.

Appendix — Proposed revised Wording of Constitution Clauses

Recommended NEW Clause 10

10. THE EXECUTIVE COMMITTEE [paragraph one only]

The Executive Committee shall consist of a minimum of five and a maximum of twelve members. The Office Bearer positions are:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer

Recommended NEW Clause 10

10. THE EXECUTIVE COMMITTEE [paragraphs 2 and 3]

Any Member who meets the criteria of Clause 5.6 is eligible to stand as an Office Bearer or Member of the Executive Committee save and except that any Office Bearer may not be a 'paid employee' or 'contractor' of Puffing Billy Railway or related organisations.

The Executive Committee shall have no more than two Members who are paid employees of, or Contractors to, Puffing Billy Railway or related organisations, and receive a substantial proportion of their income from that entity. For the purposes of this Constitution the term substantial proportion means a proportion of 40 per cent or greater.

Recommended NEW Clause 63

63. Liability of Members and Winding Up

63.1 The liability of the Members is limited. A present or past Member who was a Member within one year of the date of winding up must contribute an amount not exceeding TWENTY DOLLARS (\$20.00) to the Company's property for the purpose of paying the Company's debts and liabilities and the costs charges and expenses of the winding up and to adjust the rights of the contributors amongst themselves.

63.2 If the company is wound up, any surplus assets must not be distributed to a member or a former member of the company, unless that member or former member is a charity described in clause 63.3.

63.3 Subject to the Corporations Act 2001 (Cth) and any other applicable Act, and any court order, any surplus assets (including 'gift funds' defined in clause 63.6) that remain after the company is wound up must be distributed to one or more charities:

- a. with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 3;
- b. which also prohibit the distribution of any surplus assets to its members to at least the same extent as the company, and;
- c. that is or are deductible gift recipients within the meaning of the Income Tax Assessment Act 1997 (Cth).

63.4 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the company may apply to the Supreme Court to make this decision.

63.5 If the company's deductible gift recipient endorsement is revoked (whether or not the company is to be wound up), any surplus gift funds must be transferred to one or more charities that meet the requirements of 63.3(a), (b) and (c), as decided by the directors.

63.6 For the purpose of this clause:

- a. 'gift funds' means:
 - (i) gifts of money or property for the principal purpose of the company;
 - (ii) contributions made in relation to a fund-raising event held for the principal purpose of the company, and;
 - (iii) money received by the company because of such gifts and contributions.

b. 'contributions' and 'fund-raising event' have the same meaning as in Division 30 of the Income Tax Assessment Act 1997 (Cth).