

CONSTITUTION

of the

SOCIETY

known as

WEKA PASS RAILWAY INCORPORATED

2024-11-24

CONSTITUTION

**After its inception in 1982 the
Weka Pass Railway was
Incorporated on
25 March 1983**

as

WEKA PASS RAILWAY INCORPORATED

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CONSTITUTION

of the Society known as

WEKA PASS RAILWAY INCORPORATED

Section

1 NAME:

The name of the Society shall be '**WEKA PASS RAILWAY INCORPORATED**'.

2 REGISTERED OFFICE:

The registered office of the Society shall be at such a place as the Executive Committee may from time to time determine.

3 DEFINITIONS:

In this Constitution unless otherwise stated:

'**The Society**' means 'Weka Pass Railway Incorporated'.

'**The Executive Committee**' means the members of the Executive Committee for the time being appointed under Section 14 of this Constitution to carry out and manage the business and affairs of the Society.

'**The Board**' means the members of the Board for the time being appointed by the Executive Committee under Section 15 of this Constitution to carry out and manage the operation of the railway.

'**Financial Year**' means the Financial Year of the Society which extends from the first of January in any year until the thirty first of December of the same year.

'**Subscription Year**' means the year which extends from the first of May in any year until the thirtieth of April of the next year, as detailed in Section 6 (b) of the Constitution.

'**Resolution**' means a resolution passed by a majority of those voting at a General or an Executive Committee Meeting.

'**Special Resolution**' means a resolution passed by a two thirds majority of those voting at a General Meeting or Executive Committee meeting where such a resolution is called for under this Constitution.

Words importing the singular shall be deemed to include the plural.

4 PURPOSES:

- (a) To preserve, safely operate and maintain the railway from Waipara to Waikari in North Canterbury, for the enjoyment, education and transport of members of the Society and the public, and for the carriage of freight should the opportunity arise. Such operation shall be carried out in accordance with a current rail operator's licence,
- (b) To foster public interest in railway preservation and railways in general.
- (c) To preserve artefacts, machinery, equipment and records relating to railways.
- (d) To purchase, lease, borrow or acquire all plant and machinery for the operation and maintenance of an efficient and safe railway.
- (e) To acquire by purchase, lease, hire, gift or otherwise, and to sell, dispose of or lease, let, mortgage lend, charge or otherwise deal with any real or personal property for and in connection with the Purposes of the Society. (The disposal of property is specifically covered by Section 22).
- (f) To obtain, erect, construct, alter and/or move buildings, machinery or equipment and do all other things as are reasonably necessary for attaining the Purposes of the Society.

- (g) To arrange social functions for the purpose of promoting any of the Purposes of the Society.
- (h) To affiliate with any club or organisation having similar Purposes where affiliation is considered appropriate.
- (i) To act in co-operation with the Government, any Council, Authority, Board, Society, Club or other Organisation for the promotion of the Purposes of the Society where it is considered appropriate.
- (j) To do all things as are incidental or conducive to the attainment of all or any of the above Purposes.
- (k) In the constructing of the foregoing Purposes the construction of any individual clause shall not be restricted by reference to any other clause.

5 MEMBERSHIP:

- (a) Eligibility

All persons shall be eligible for membership of the Society. Ordinary members to be sixteen years of age or over.
- (b) Election to Membership

Each candidate for membership shall complete an application form, whereon is their name and address, and a formal consent to becoming a member and to abide by the Society's Constitution. The candidate will then be considered for election by a resolution of the Executive Committee.
- (c) Classes of Membership
 - i. Ordinary
 - ii. Junior
 - iii. Life
 - iv. Honorary
- (d) Definitions:
 - i. Junior

A Junior Member is to be up to and including fifteen years of age, with subscription to be half an ordinary one.
 - ii. Life and Honorary

The ability to purchase Life Membership was revoked on the fifth of October 1992, however Life Membership purchased before that date remains recognised. The Executive Committee may confer Honorary Membership on any person it deems worthy. No subscription is due from either class.
- (e) Register of Members
 - i. The society shall maintain an up to date register of members.

6 SUBSCRIPTIONS:

- (a) Level of Subscriptions

The level of subscription for each class of membership shall be determined for the ensuing year by a resolution passed at the Annual General Meeting.
- (b) Due date for Subscriptions

Subscriptions are due on the first of May each year and remain valid until the thirtieth of April of the following year. Subscriptions are in arrears if not paid by the thirty-first of October following the Annual General Meeting.

7 CESSATION OF MEMBERSHIP:

- (a) Resignation

Any member may resign from the Society and/or Executive Committee by giving notice in writing to the Secretary or the Executive Committee.
- (b) Arrears of Subscription

Any member whose subscription has fallen into arrears shall have no membership rights and shall not be entitled to participate in any Society activity or to access or use the Society's

premises, facilities, equipment and other property until all the arrears are paid. Where the subscription of any member has fallen into arrears, the Executive Committee may determine, because of special circumstances, that membership status be retained until all such monies have been paid.

(c) Alcohol and drugs

Should a member come on to any Society property, or use or attempt to use machinery of the Society, or endeavour to take part in any activity of the Society, while under the influence of any substance, including prescription medication, or any other substance that, in the opinion of other members present, has impaired the member's normal capabilities, the member may be suspended or expelled from the Society under clause (d) of this Section.

(d) Suspension or Expulsion

i. Investigation

The Executive Committee can, acting on its own initiative or in response to a written complaint laid under Section 27 of this Constitution, investigate any untoward behaviour of a member.

ii. Special Resolution

Should the Executive Committee come to the conclusion that the member has committed a breach of this Constitution or is guilty of conduct which the Executive Committee in its absolute discretion does not consider to have been in the best interests of the Society, the Executive Committee may by a Special Resolution, resolve to suspend the member for a period, or expel the member from the Society.

iii. Meeting with Member

Notice of the impending suspension or expulsion, together with the reasons for it, shall be delivered to the member in writing within seven days of the Special Resolution being adopted. After a twenty-eight day period has elapsed the member will be given the opportunity of meeting with the Executive Committee to explain the conduct in question.

iv. Notifying the Member

Any decision taken at that meeting will be communicated to the member within seven days and in the event of the decision being unacceptable to the member it may be appealed, as per clause (e) of this Section.

v. Immediate Suspension

The Executive Committee reserves the right to summarily suspend a member from duties or activities of the Society pending a formal investigation if in its opinion the untoward behaviour of the member warrants such action.

(e) Appealing Loss of Membership

i. Calling a Meeting

In the event of a suspended or expelled member not accepting the Executive Committee decision taken at the meeting with the Executive Committee as detailed above, the member may within seven days of being notified of the decision, call through the Secretary a Special General Meeting under Section 10, clause (c) (iii) of this Constitution, to which the expulsion or suspension may be appealed.

ii. Procedure at Meeting

The appellant and the Executive Committee shall each be allowed to present their case, with the appellant permitted to choose members to assist with the appeal process. If either party wishes, or the meeting so desires a Chairperson shall be elected from the floor.

iii. Outcome of Meeting

After all the evidence has been heard the fully financial members present will be given the opportunity of voting to accept or reject the appeal. The result of their vote will be binding on the parties in contention and all other members of the Society.

iv. Reinstatement

The Executive Committee may, after a suitable period of time has elapsed, consider an application from an expelled member for re-instatement to membership of the Society.

8 ASSENT TO CONSTITUTION:

The Members of the Society shall be held to consent and agree to be bound by this Constitution.

9 ALTERATION TO CONSTITUTION:

This Constitution may be altered, added to or rescinded by a special resolution passed at a General Meeting of the Society. Notice of all proposed alterations, additions or rescissions shall be handed to the Secretary in writing and details thereof shall be forwarded to reach each member at least fourteen clear days before the date of such meeting. Nothing in this Constitution shall prohibit the amendment of any proposal which has been specified by notice, and any such alteration, addition or rescission shall have effect only when accepted by the Registrar of Incorporated Societies.

10 GENERAL MEETINGS:

(a) Notice

Notice of General Meetings of the Society shall be given at least fourteen clear days before the date of such meetings.

(b) Annual General Meeting

The Annual General Meeting will be held each year within 21 days of the last Monday in April. The Annual general Meeting shall receive the Annual Reports and the Audited Accounts and Balance Sheet for the past Financial Year. It shall elect the Officers and the Executive Committee for the ensuing year, set the level of subscriptions for the ensuring year and transact any other general business of the Society.

Nominations for the positions of Chairperson, Deputy Chairperson, Treasurer and Secretary should be in writing in the hands of the Secretary no later than 10 days before the date of the Annual General Meeting. The nominations must include the nominee's acceptance in writing. Candidates for the Executive Committee must give their consent to the nomination before voting takes place. Nominations may still be accepted from the floor.

(c) Special General Meetings

- i. The Executive Committee may at any time convene a Special General Meeting for any specific purpose.
- ii. Conversely a Special General Meeting shall be held within twenty-eight days after the date of receipt by the Secretary of a request for such a meeting signed by at least six fully financial members setting out in the form of a resolution the business proposed to be transacted at such a meeting. If the Executive Committee does not call the meeting within that period, the members making the request may themselves convene the requested Special General Meeting.
- iii. A Special General Meeting shall be held within twenty-eight days of the receipt by the Secretary of a request for such a meeting by a member appealing a Suspension or Expulsion under the procedure detailed in Section 7, clause (e) of this Constitution.
- iv. Business at a Special General Meeting will be restricted to that specified for the meeting.

(d) Chairperson

The Chair at all General Meetings shall be taken by the Chairperson, or if absent by the Deputy Chairperson, or in the absence of both, by a chairman elected by the meeting, except when a Chairperson is chosen under the procedure detailed in Section 7, clause (e) of this Constitution.

(e) Quorum

The quorum at a General Meeting shall be fifteen members who are eligible to vote.

(f) Voting

- i. Eligibility

All Ordinary and Life members shall be eligible to vote and have one vote per member. Junior and Honorary members are not entitled to a vote.

ii. Method of Voting

Voting at any General Meeting shall be by voice, but any member present may call for voting by a show of hands or a secret ballot.

iii. Result of Vote

A bare majority will suffice to carry any proposal except for those specified situations in which a two-thirds majority is required by this Constitution. If, in the election of members to the Executive Committee, a tie results between two or more nominees, a further vote shall be held to resolve the tie between those nominees. Should the tie fail to be resolved by this further vote, then the incoming Executive Committee shall resolve the matter as provided for in Section 30 of this Constitution, at its first meeting following the Annual General Meeting.

(g) Deferment of Meetings

Meetings may be deferred in exceptional circumstances where it is not possible to meet due to a national emergency, local emergency, or by direction of authorities that disallow a meeting if;

i. A notice to move for deferment is sent to all members.

ii. A number of members equal to a quorum agree to defer, and such members are recorded.

A deferred meeting will be held within 60 days of the conditions that deferred the meeting are removed.

11 DUTY IN RELATION TO OBLIGATIONS:

The entire management of the Society and its property shall be in the hands of the Executive Committee as laid down in Section 14 of this Constitution. Only the Executive Committee may contract on behalf of the Society; any member so doing without a proper authority may be held personally liable for any such commitment.

12 RULES AND REGULATIONS:

The Executive Committee may in its absolute discretion, make Rules or Regulations for the management of the Society, so long as such Rules or Regulations are consistent with and not in excess of the powers conferred by this Constitution.

13 OFFICERS:

(a) Every member of the Executive Committee is an Officer of the Society.

(b) The officers may appoint a patron.

14 EXECUTIVE COMMITTEE:

(a) Composition

The Executive Committee shall consist of the a Chairperson, a Deputy Chairperson, a Secretary, a Treasurer, the Immediate Past Chairperson, the General Manager and up to seven ordinary members. One of the ordinary members may be designated Assistant Secretary and another designated Assistant Treasurer. The Immediate Past Chairperson may hold the position until the next Annual General Meeting. At the expiry of that term the position will cease to exist until another Immediate Past Chairperson is created. At the expiry of this term the Immediate Past Chairperson may stand for election to any office.

i. Chairperson

The Chairperson when present will take the chair. The Chairperson shall be the same as for General Meetings and shall have a casting as well as a deliberative vote.

ii. Deputy Chairperson

The Deputy Chairperson shall take the chair at any meeting from which the Chairperson is absent, except as provided for in Section 7, (e) ii of this Constitution.

iii. Secretary

The Secretary shall keep the minute book in which shall be entered an accurate record of all the business transacted at meetings. True copies are to be kept of all papers, letters and documents for reference to by the other officers of the Society. The Secretary shall carry out all the duties that may be reasonably associated with the office and which may be required by the Executive Committee. The Secretary must ensure that every member has access to a current copy of this Constitution. The Secretary will be the contact person for the Society.

iv. Treasurer

The Treasurer shall be responsible for all the monies of the Society and for keeping an account book fully detailing the income, expenditure and financial position of the Society, and shall explain and balance such accounts at such times as may be required by the Executive Committee. The Treasurer shall also furnish a statement of the Audited Accounts, or reviewed accounts (as directed by the previous AGM), and Balance Sheet for the past Financial Year at each Annual General Meeting.

v. Assistant Secretary and Treasurer

These Executive Committee members shall make themselves familiar with the day to day operating of the secretarial and monetary affairs of the Society, so that as and when the need arises they may take charge of the respective Offices with confidence and understanding.

vi. Immediate Past Chairperson

The Immediate past Chairperson may attend Executive Committee meetings and be available to assist the Chairperson in any matter relating to the running of the Society. The Immediate Past Chairperson may stand for election or appointment to any position at any time. Should they be so elected or appointed, the position of Immediate past Chairperson will be abolished until such time as a new Immediate past Chairperson is created. The Immediate Past Chairperson does not have voting rights.

(b) Role

The Executive Committee shall position the society to achieve all the Purposes in this Constitution and do so adhering to the principle of good governance. The Executive Committee shall do this by creating, developing and maintaining planning, strategy and financial policies.

(c) Financial Status

Members of the Executive Committee are required to be current financial members of the Society at all times while a member of the Executive Committee.

(d) Vacancies and Co-option

The Executive Committee shall have the power to fill vacancies that occur in the Executive Committee prior to the next Annual General Meeting with Society members, who are financial members and who will have full Executive Committee privileges. It may co-opt other members or persons as required and for the length of time that it considers appropriate. Co-opted members will not have voting rights but shall be considered Officers of the Society.

(e) Meetings

A meeting of the Executive Committee may be called at any time by the Chairperson, Secretary or Treasurer. Also, a meeting of the Executive Committee shall be called within seven days of the receipt by the Secretary of a request for a meeting signed by two members of the Executive Committee.

A meeting of the Executive Committee may be held either—

- i. by a number of the members of the Executive Committee who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
- ii. by means of audio, or audio and visual, communication by which all members of the Executive Committee participating and constituting a quorum can simultaneously hear each other throughout the meeting.

(f) Quorum

The quorum at an Executive Committee meeting shall be more than half the number of Executive Committee members.

- (g) Duties
At all times each Officer
- i. Shall act in good faith and in what he or she believes to be the best interests of the Society.
 - ii. Must not agree to, or cause, or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors.
 - iii. Must not act, or agree to the society acting, in a manner that contravenes the Incorporated Societies Act 2022 or this Constitution.
- (h) Method of Voting
Voting shall be by voice, but any member present may call for voting by a show of hands. The elected members filling vacancies, and the representative of the Board, may vote at Executive Committee meetings.
- (i) Absence
Any Executive Committee member who is absent from three consecutive Executive Committee meetings without due notice or leave of absence shall forfeit the position.
- (j) Grounds for removal
A member of the Executive Committee will become disqualified from holding any Officer position if the provisions of Section 47 (3) of the Incorporated Societies Act 2022 apply.
- (k) Conflict of Interest
Executive Committee members must declare any personal or other conflicts of interest and act with discretion on the occasions these arise, including if necessary, the Chairperson standing down and individual members abstaining from voting if the circumstances so warrant. Disclosure of an interest must be made as soon as practicable after the officer becomes aware that they are interested in the matter. Details of the nature and extent of the interest shall be recorded in an Interests Register kept by the Executive Committee.

15 BOARD:

- (a) Composition
The Executive Committee will appoint a Board consisting of the General Manager and such number of other Managers as are required, one of whom shall also be designated the Deputy General Manager.
- (b) Responsibility
Each of the Managers will be allocated an area of responsibility (e.g. rolling stock, buildings, track and structures, locomotives etc.) and therefore will be responsible for the regular day to day development, maintenance, and operation of their area of responsibility.
- (c) Reporting
The Managers will report to the General Manager who will be responsible for the administration of all matters relating to the development, maintenance, operation and safe running of the Weka Pass Railway in line with policy determined by the Executive Committee having due regard to legislative requirements.
- (d) Meetings
The Board shall meet regularly at not more than two-monthly intervals and will report in writing to the Executive Committee thereafter.
- (e) Board Reports
The General Manager or the Deputy General Manager will represent the Board at Executive Committee Meetings to give reports and inform the Executive Committee of the condition of the Railway. The representative of the Board will be entitled to vote at an Executive Committee meeting.

16 SUB-COMMITTEES:

- (a) General

- i. The Executive Committee may appoint standing or temporary sub-committees for any purpose.
- ii. The Executive Committee will lay down the terms of reference, rules and aims for their operations.
- iii. The Executive Committee may at its absolute discretion determine any dispute on matters arising in any sub-committee.
- iv. All sub-committees shall maintain adequate records of their proceedings.

(b) Standing Committees

These will be established to manage long term and permanent features of the Society's operations.

(c) Temporary Committees

These will be appointed by the Executive Committee as required to oversee, arrange and manage functions such as anniversary celebrations and other one-off occasions. They will consist of a Chairperson and other appointed members and will report progress to the regular Executive Committee meetings.

17 AUDITOR:

The auditor, or reviewer of the Annual Accounts shall be appointed at the Annual General Meeting of the Society and shall not be a member of the Executive Committee or be bound to operate on an honorary basis. If the office falls vacant during the year, a replacement will be appointed by the Executive Committee.

18 BANK ACCOUNTS:

(a) Accounts

The Executive Committee may on behalf of the Society, open, close or maintain bank accounts, whether they be savings, trading or otherwise, as it considers desirable.

(b) Banking

It shall be the duty of the Treasurer to receive and recover from the members of the Society and from any other person or organisation, all monies to which the Society is entitled and regularly deposit the same into the appropriate bank account.

(c) Trustees

The Society shall have four Trustees: the Treasurer, the Assistant Treasurer and two Executive Committee members appointed by the Executive Committee. The signatures of any two of the Trustees will be required to operate the bank accounts except when authorised by the Executive Committee to act otherwise.

19 POWER TO BORROW:

The Society shall at the Executives Committee's absolute discretion have power to borrow such sums of money as from time to time the Executive Committee deems necessary for the proper administration of its affairs.

20 POWER TO INVEST:

The Society shall at the Executives Committee absolute discretion have the power to invest as and when required such sums of money as it shall deem to be beneficial for the position of the Society.

21 CHARGES:

The Executive Committee may in it absolute discretion, charge any person (member or otherwise) or any other entity for the use of the property or services of the Society.

22 DISPOSAL OF ASSETS:

No asset of the Society, or item in the care of the Society, redundant or otherwise may be disposed of or destroyed in any way whatever without the approval of the owner or the membership as a

whole as the case may be, and not without the consent of the manager under whose area the item(s) fall. Minor items of scrap and rubbish may be disposed of in the usual way.

23 PROFIT BY MEMBERS:

- (a) No member shall have any pecuniary profit from membership of the Society. However a member shall be entitled to receive in the ordinary way of business, a fair and agreed payment for any work done for the Society under a contract authorised by the Executive Committee as required by Section 11 of this Constitution.
- (b) No variation of the monetary provisions of the Profit by Members, or Winding Up sections, shall be permitted without the prior approval of the Inland Revenue Department.

24 COMMON SEAL:

The Common Seal of the Society shall be in the custody of the Secretary and shall not be affixed to any deed or any other document except by the authority of a resolution of the Executive Committee and in the presence of two members of the Executive Committee appointed for the purpose, who shall attest the fixing of the Seal. As witnesses, they shall ascribe their names and offices thereto.

25 NOTICES:

Any notice required to be given under this Constitution shall be delivered either by post or email to the Member's last notified address. If given by post it shall be deemed to have been given at the time it would have been expected to arrive in the normal course of postage.

26 COMMUNICATION:

Members are encouraged to promote the Society and its aims to their friends and the general public but communication with the media and other organisations will be through the Executive Committee or with its approval. Members should seek the guidance and advice of the Executive Committee before proceeding with personal promotions of the railway, including posts on social media sites.

27 COMPLAINTS:

Concerns regarding the running of the Society or any untoward behaviour of members, should be brought to the attention of the Executive Committee who will enquire into same. Where the performance or work of a contractor or other person employed by the Society is causing a member concern, the member should not criticise such persons directly but speak to the Executive Committee or the responsible Manager about the matter.

28 INDEMNITY:

The Executive Committee and other Officers of the Society shall be indemnified against disbursements, expenses, liabilities and losses incurred by them in or about the discharge of their duties.

29 WINDING UP:

The Society may be dissolved in accordance with the provisions of the Incorporated Societies Act 2022. The funds and property of the Society that remain after the payment in full of its liabilities and debts, and the costs and expenses of winding up, shall be paid or transferred by the Society at a General Meeting as it sees fit, to a Railway Preservation Society or one or more other organisations having charitable purposes of an historic, educational or recreational nature. Any such organisation must be recognised by the Commissioner of Inland Revenue as a charitable body for the time being.

30 MATTERS NOT PROVIDED FOR:

If any matter should arise which is not, or in the opinion of the Executive Committee, is not provided for under this Constitution, the same shall be determined by the Executive Committee in the manner

it shall deem fit, and such determination shall be binding upon the Society until set aside by a resolution at a General Meeting.

31 REPEALS AND SAVINGS:

The Constitution, and the rules and regulations of the Society operative at the date of adoption of this Constitution are hereby repealed, but all existing appointments to office and all acts of authority which originated there under and are still in force on the coming into operation of this Constitution shall continue as if they had originated under this Constitution.

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