



Constitution of the Permanent Way Institution (PWI) New South Wales, Incorporated

PWI-NSW

Version 2.0

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1 NAME

The name of the Association shall be Permanent Way Institution New South Wales Incorporated (referred to in these rules as “the Association”), and commonly referred to as the PWI NSW Inc.

2 OBJECTIVES

The objectives of the Association shall be to provide a forum for people interested in the railway track industry, with an emphasis on promoting railway infrastructure practices and innovations, and to act in the broader interests of the Association’s members. It shall provide opportunities to exchange views and to advise all members of topical issues within New South Wales and associated Railway Systems throughout Australia and internationally. The nominated Executive Committee will, from time to time, review and document the strategic objectives for the Association in a Strategic Business Plan, and seek endorsement from its members to ensure it is driving benefits for the members and Rail Industry as a whole.

3 ORGANISATION STRUCTURE AND THE EXECUTIVE COMMITTEE

The organisational structure of the Association is attached in Appendix 4.

The Association shall have its affairs controlled and managed by the nominated Executive Committee, who shall be accountable to run the Association. The organisational structure will be reviewed annually (or as otherwise agreed by the President), and aligned to support the Strategic Business Plan.

The Executive Committee shall act in accordance with any resolution passed by the Annual General Meeting of the Association. The general responsibilities of the Executive Committee are outlined in Section 8 herein.

The Executive Committee shall be supported by the General Committee and Subcommittees, as defined in the Strategic Business Plan.

4 MEMBERSHIP

The members of the Association shall be the members of the Association immediately prior to incorporation together with such other people and organisations as the Executive Committee admits to membership. The Criteria for Membership is set out in Appendix 3, and is subject to the following Rules.

- a) Membership is open to all individuals and organisations who accept the objectives and rules of the Association.
- b) Individuals and organisations wishing to become members of the Association shall apply to the Executive Committee for membership.
- c) The Executive Committee shall determine whether to accept an application for membership. The committee is not required to supply reasons for accepting or rejecting an application for membership.
- d) Members shall pay such fees as are determined by the Association at a general meeting.
- e) A register of members shall be kept by the Association showing the name, address, and date of commencement of membership for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- f) Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within six (6) months of the due date, unless waived by resolution of the Executive Committee.

- g) Membership fees shall fall due on the first day of each financial year of the Association. The financial year of the Association shall run from 1 July to 30 June, or such other period as is determined by the Executive Committee.

5 MEMBERS LIABILITY

The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association, or the costs, charges, and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

6 DISCIPLINING OF MEMBERS

- a) A member may be expelled from membership of the Association (or otherwise disciplined) by the Executive Committee, if in the opinion of the Executive Committee, after affording the member an opportunity of offering an explanation of their conduct, the conduct is regarded as being detrimental to the interests of the Association.
- b) A member who wishes to appeal against a decision expelling or otherwise disciplining them may do so by notifying the General Secretary in writing that they wish the decision to be reviewed at the next Annual General Meeting of the Association.

7 DISPUTES BETWEEN MEMBERS

- a) In the event of a dispute arising between members (in their capacity as members), or between a member and the Association, or a member and the committee, the following procedure shall apply:
 - i) Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.
 - ii) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon), the dispute shall be referred to a person mutually agreed upon for mediation.
 - iii) If the dispute is not resolved by the above procedures, it shall be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

8 MANAGEMENT – BY THE EXECUTIVE COMMITTEE

- a) The Executive Committee will consist of Office Bearers and shall be a President, Vice President, General Secretary, Events Director, Membership Secretary, Treasurer, Technical Director, Operations Director, Marketing & Communications Director, and a Training and Development Director. The Elected Office Bearers shall form the Executive Committee and shall be elected at each Annual General Meeting.
- b) Each member of the Executive Committee shall hold office from the date of their election or appointment until the next Annual General Meeting.
- c) The Executive Committee shall meet as often as necessary to conduct the operational management of the Association, and at least quarterly, with at least half of the of the Executive Committee to form a Quorum.
- d) A member of the Executive Committee shall cease to hold office upon resignation in writing, removal as a member of the Association, or absence from three (3) successive Executive Committee meetings without giving advice and gaining leave of absence approval by the Executive Committee.

- e) The Executive Committee may function validly provided its number is not reduced below the quorum. Should numbers fall below the quorum, the Executive Committee may act only to appoint new Executive Committee members.
- f) Questions arising at any meeting of the Executive Committee shall be decided by the majority of votes of those present. In the case of an equality of votes, the person appointed to Chair the meeting shall have a second or casting vote.
- g) Notice of Executive and General Committee meetings shall be given at the previous Executive Committee meeting or by such other means as the Executive Committee may decide upon.
- h) If within half an hour of the time appointed for an Executive Committee meeting a quorum is not present, the meeting shall be dissolved.
- i) Additional meetings of the Executive Committee may be convened by the President with at least two (2) of those attending the meeting being Executive Committee members.
- j) The Executive Committee may add special members who may provide additional skills or diversity if required.

9 MANAGEMENT – The general committee

- a) The General Committee shall undertake day to day operations of the Association managed by the Executive Committee. All elected Executive Committee members will be part of the General Committee.
- b) There shall be sufficient positions on the General Committee, in addition to the Executive Committee, to enable the committee to adequately function, drive and implement the Strategic Business Plan. The number of General Committee positions shall be reviewed of the Strategic Planning process and nominated by the Executive Committee prior to each Annual General Meeting.
- c) Any casual vacancy occurring in the committee may be filled by a member appointed by the Executive Committee.
- d) Retiring committee members are eligible for re-election.
- e) The General Committee shall meet as often as necessary to conduct the business of the Association, or at least bi-annually unless otherwise agreed by the Executive Committee.
- f) Subcommittees may be formed to support the function of the General Committee and Executive Committee under the endorsement of the Executive Committee.
- g) A member of the General Committee shall cease to hold office upon resignation in writing, removal as a member of the Association, or absence from three (3) successive committee meetings without giving advice and gaining leave of absence approval by the committee.
- h) Members may be co-opted to assist the committee, particularly for special purposes such as a Subcommittee. If such a Subcommittee is convened, it must be Chaired by a committee member who will be the liaison between the Subcommittee and the Executive Committee. The Chairperson must be a member of the General Committee (not necessarily a member of the Executive Committee).
- i) When required, the Executive Committee shall endorse any resolutions of the General Committee and Subcommittee.

10 ANNUAL GENERAL MEETINGS and SPECIAL MEETINGS

- a) An Annual General Meeting of the Association shall be held each year within six (6) months from the end of the financial year of the Association.
- b) The Executive Committee may, whenever it deems fit, convene a Special Meeting of the Association.

- c) An Annual General Meeting must be convened by the Executive Committee within three months of receiving a written request to do so from at least five percent (5%) of the membership of the Association.
- d) For all Annual General Meetings, the following notice periods to all members shall apply:
 - i A minimum of 28 calendar days notice of the meeting particulars – this being the time, date, and venue for the meeting; and
 - ii A minimum of 14 calendar days notice of the agenda and motion(s) to be proposed at the meeting.
- e) In the case of Special Meetings, where a special resolution is to be proposed, the following notice periods to all members shall apply:
 - i A minimum of 21 days notice of the Special Meeting particular (time, date, and venue) and a copy of the proposed special resolution.
- f) The following business (as a minimum) shall be transacted at the Annual General Meeting:
 - i Confirmation of the minutes of the last Annual General Meeting and any recent special general meeting(s).
 - ii Receipt of the Executive Committee's report upon the activities of the Association in the last financial year.
 - iii Election of Executive Committee members (and Office Bearers) and other members of the General Committee.
 - iv Receipt and consideration of a statement from the Executive Committee that is not misleading and gives a true and fair view for the last financial year of the Association's:
 - 1. Income and expenditure
 - 2. Assets and liabilities
 - 3. Mortgages, charges, and other securities
 - 4. Trust properties
- g) The quorum for an Annual General Meeting and/or Special Meeting shall be twenty (20) members present. If within half an hour of the time appointed for a general meeting a quorum is not present, the meeting shall be dissolved.
- h) Nominations for the Executive Committee members must be received at least 14 calendar days before the Annual General Meeting. Special Meetings cannot be used for the purposes of nominations for Executive and General Committee roles, except in the case of extenuating circumstances, in which case the nominations shall be provided to the members a minimum of 7 calendar days before to the Special Meeting.
- i) Nominations of candidates for General Committee members are to be nominated at least 14 calendar days prior to the Annual General Meeting, unless otherwise accepted by the Executive Committee, and shall be nominated in writing to the General Secretary using the Committee Nomination Form provided in Appendix 2.
- j) Where there is more than one nomination for an Executive Committee role, a vote will be undertaken. Voting shall be held at the Annual General Meeting and shall be by secret ballot with election scrutineers appointed. Voting papers would be handed out to all financial members who are eligible to vote, and then collected and counted at the Annual General Meeting. In the case of an equality of votes, the persons successfully appointed in the remaining Executive Committee roles shall have the casting vote.
- k) Each member shall be entitled to appoint another member as proxy by notice given to the General Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- l) The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules or request the President to vote on their behalf.
- m) Notice of all Annual General Meetings and Special Meetings shall be given to members either personally, by post, or by electronic mail.

- n) Members who have items of business they wish to be considered at an Annual General Meeting or a Special Meeting shall give written notice of such business to the General Secretary a minimum of 21 days prior to the Annual General Meeting or Special Meeting, or as soon as is practicably possible where provision of 21 days notice was not possible (as agreed by the Executive Committee). The General Secretary shall include that business in the next or supplementary notice of the Annual General Meeting or Special Meeting.

11 OFFICER BEARERS

- The President or, in the President's absence the Vice President or General Secretary, shall act as Chairperson at each Annual General Meeting, meetings of the Executive Committee, and at other General Committee meetings.
- If the President, Vice President and General Secretary are absent from a meeting or unwilling to act as Chairperson, the members present at the meeting shall elect one of their members to act as Chairperson.
- The Secretary shall ensure that records of the business of the Association, including the rules, minutes of all general and committee meetings, and a file of correspondence, are kept. These records shall be available for inspection by any member and shall be held in the custody of the General Secretary.
- The Membership Secretary shall ensure that the register of financial and unfinancial members is kept. These records shall be available for inspection by any member and shall be held in the custody of the Membership Secretary.
- The Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payments shall be made through a petty cash system, association debit/credit card, by electronic transfer, or by cheque signed by two (2) signatories authorised by the Executive Committee. Major or unusual expenditures shall be authorised in advance by the Executive Committee or by members at an Annual General Meeting or Special Meeting, which shall be documented on an Issue Paper and presented to the members. Approval of major or unusual expenditures shall be recorded in the minutes of the meeting, with a copy of the Issue Paper appended to the minutes.
- The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member and shall be held in the custody of the Treasurer.
- The Treasurer shall arrange for an Independent Auditor to audit the Institution's accounts and shall be responsible for the submission of the Association's Annual Income Tax Return and Business Activity Statements to be lodged with the Australian Taxation Office.

12 SPECIAL RESOLUTIONS

- a) A Special Resolution must be passed by a meeting of the Association members (at an Annual General Meeting or Special Meeting) to effect the following changes:
- i A change of the Association's name.
 - ii A change of the Association's rules.
 - iii A change of the Association's objectives, as defined in the Constitution.
 - iv An amalgamation with another Incorporated Association.
 - v To voluntarily wind up the Association and distribute its property, or;
 - vi To apply for registration as a company or a co-operative.
- b) A Special Resolution shall be passed in the following manner:
- i A notice must be sent to all members advising that a meeting is to be held to consider a Special Resolution.

- ii The notice must give details of the proposed Special Resolution in accordance with the notice periods defined in Section 10(d) or Section 10(e) herein .
 - iii A quorum must be present at the meeting, as defined in Section 10(g) herein.
 - iv At least three-quarters (75%) of those present must vote in favour of the Special Resolution.
- c) In situations where it is not possible or practicable for a Special Resolution to be passed as described above, a request may be made to the Department of Fair Trading (or other Government instrumentality as required under legislation) for permission to pass the Special Resolution in some other way..

13 PUBLIC OFFICER

- a) The Executive Committee shall ensure that a person is appointed as Public Officer.
- b) The first Public Officer shall be the person who completed the application for incorporation of the Association.
- c) The Executive Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- d) The Public Officer shall be deemed to have vacated their position in the following circumstances:
 - i death;
 - ii resignation;
 - iii removal by the Executive Committee or at an Annual General Meeting or Special Meeting;
 - iv bankruptcy or financial insolvency;
 - v mental illness or incapacity; or
 - vi a change of residency outside New South Wales.
- e) When a vacancy occurs in the position of Public Officer, the Executive Committee shall within 14 calendar days notify the Department of Consumer Affairs (or other Government instrumentality as required under legislation) by the prescribed form and appoint a new Public Officer.
- f) The Public Officer shall be responsible for submitting the Institution's Annual Statements as are required under legislation.
- g) The Public Officer is required to notify the Department of Consumer Affairs (or other Government instrumentality as required under legislation) by the prescribed form in the following circumstances:
 - i their appointment to the role of Public Officer (within 14 days);
 - ii a change of their residential address (within 14 days);
 - iii a change in the Association's Constitution, including the objectives or rules (within one (1) month);
 - iv of the Association's financial affairs (within one (1) month after the Annual General Meeting); and/or
 - v a change in the Association's name (within one (1) month).
- h) The Public Officer shall be an Office Bearer (Executive Committee member) of the Association, and approved by the Executive Committee.
- i) The Public Officer shall keep a register of members of the Executive Committee which must:-
 - i contain the name and residential address of each Executive Committee member, and the date on which they became a member of the Executive Committee;
 - ii be updated within one (1) month of any change taking place; and
 - iii be made available for inspection by any authorised person, at all reasonable hours and free of charge.

14 MISCELLANEOUS

- a) The Association shall effect and maintain insurance as required under the Associations Incorporation Act 1984 or associated regulations, together with any other insurance that may be required by law or regarded as necessary by the Association.
- b) The funds of the Association shall be derived from membership fees, donations, grants, and other sources approved by the Association.
- c) The common seal of the Association shall be kept in the custody of the General Secretary and shall only be affixed to a document with the approval of the Executive Committee. The stamping of the common seal shall be witnessed by the signatures of two (2) members of the Executive Committee.
- d) In the event that the Association should be wound up or have its incorporation cancelled, any surplus property shall be distributed in accordance with the provisions of the Associations Incorporation Act 1984.
- e) Service of documents on the Association is affected by serving them on the Public Officer or by serving them personally on two (2) Office Bearers (Executive Committee members) of the Association.
- f) Notices to members shall be provided electronically by email, or alternatively, if the member does not hold an email account, notices shall be sent by post. Notices sent by post shall be deemed to have been received two (2) days after the date of posting. Notices sent by electronic mail shall be deemed to be received when the mail has been shown as received and read, as identified by the sending system.
- g) The income and property of the Association shall be used only for the promotion of the objectives of the Association and shall not be paid or transferred to members by way of dividend, bonus, or profit.

APPENDIX 1: FORM OF APPOINTMENT OF PROXY

Refer to Section 10 of the Constitution for the Rules for Appointment of Proxy.

(Refer to Section 10 of the Constitution for the Rules for Appointment of Proxy)

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

being a member of
(name of Incorporated Association)

hereby appoint
(full name of proxy)

of
(address)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the Annual General Meeting or Special Meeting of the Association

held on the day of 20...., and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the Resolution (insert details)

* *To be inserted if desired*

.....
Signature of member appointing proxy

.....
Date

NOTE: A proxy vote may not be given to a person who is not a member of the Association.

APPENDIX 2: COMMITTEE NOMINATION FORM

Refer to Section 10 of the Constitution for the Rules for Appointment of Proxy.

COMMITTEE NOMINATION FORM

I,
(full name)

of
(address)

being a member of
(name of Incorporated Association)

hereby nominate for the position of
(Role)

of the
(Executive Committee/ Office Bearer or General Committee)

.....
Signature of member appointing proxy

.....
Date

Seconded by:

.....
Signature of member seconder

.....
Date

NOTE: Seconder is to be a member of the Association or existing committee member

APPENDIX 3: CRITERIA FOR MEMBERSHIP

Refer to Section 4 of the Constitution for the Rules for the Criteria of Membership

(Refer to Section 4 of the Constitution for the Rules for the Criteria of Membership)

CRITERIA FOR MEMBERSHIP

Enhanced Corporate Member A Company or Business involved with the manufacture, construction, maintenance, support, research, operation and/or design of works associated with Permanent Way, who is a financial Corporate Member of the Institution, by paying the Institution's Enhanced Corporate Membership Fee (either Platinum, Gold or Silver), and as such is entitled to any special benefits of this level of membership
And is
Approved for membership by the Management Committee.

Corporate Member A Company or Business involved with the manufacture, construction, maintenance, support, research, operation and/or design of works associated with Permanent Way, who is a financial Corporate Member of the Institution, by paying the Institution's Standard Corporate Membership Fee;
And is
Approved for membership by the Management Committee.

Fellow A 'Member' who through the fellowship process that has been endorsed as noted below. Fellows align to the below criteria;

- (i) industry leaders (*academic or industry leader*) in their field
- (ii) extraordinary contribution to the PWI through the committee and/or from a technical nature
- (iii) Ongoing commitment to the PWI and industry.

An individual "natural" person who is a Member of the Permanent Way Institution, New South Wales Incorporated, who is interested in promoting the aims and objectives of the Institution and who is: -

- (i) assessed and endorsed by the National PWI Fellowship Council (Aust) as meeting the criteria for the grade of Fellow.
- (ii) formally approved by the PWI National Executive Steering Committee.

Note: The Fellow can use the post nominal qualifications FPWI(Aus.)

Individual Member

An Individual Member (or Member) is a “natural” person who is interested in promoting the aims and objectives of the Association and who is:

- (i) nominated by a financial member of the Association;
- (ii) approved for individual membership by the Executive Committee.

Note: The Member can use the post nominal qualifications MPWI(Aus.)

Life Member

A member who is:

- (i) nominated by a member of the Association;
- (ii) a “natural” person;
- (iii) an ongoing financial Member for a minimum of 15yrs; and
- (iv) in the opinion of the Executive Committee has performed long and meritorious service in pursuing the objectives of the Institution (for a minimum period of 20 years); and
- (v) approved by the Executive Committee

Nominations that do not meet the above criteria can be considered for Life Membership through a majority vote (75%) of the Executive Committee.

Retired Member

A member who is:

- (i) nominated by a member of the Association;
- (ii) a “natural” person;
- (iii) an current financial Member of the Association;
- (iv) is retired from the workforce; and
- (v) approved for retired membership by the Executive Committee.

A Retired Member must maintain their financial membership at retired grade ongoing to retain the Retired Member status.

All member categories have identical voting rights.

Note: a “natural” person is a legal term to differentiate between individuals and companies.

APPENDIX 4: ORGANISATIONAL STRUCTURE

Refer to Section 3 of the Constitution for the Rules for the Organisational Structure.

Proposed PWI NSW Committee Structure

