

# NZ Association of Model Railway Clubs

## Time for a rethink

We propose a new direction for an organisation that has existed for 54 years but which has slowly become less relevant and less connected to the community it was set up to serve.

The Association now finds itself with a depleted committee, no financial members, and something of an identity crisis.

Many of the issues it was set up to address in 1966 have ceased to exist. There is no longer any need to lobby government over import restrictions. Or any need to arrange area meets. Modellers around the country are already getting together to share information and generally promote the hobby.

There is still however a need for national conventions and the related Competition Committee, and possibly for some sort of newsletter, but we think those needs could be met in a better way.

The Association structure has not been responsive to these changes. Why would that be? We believe it's largely because the incorporated society governance model has not proved fit for this purpose.

While on the face of it that model is democratic, in practice it really isn't, and the way it works puts a brake on decision making.

In reality, anything the Executive decides to do must also be approved by a general meeting – a situation that quite simply leads to paralysis. Even when a situation requires quick and decisive action the Executive must either call a special general meeting or wait for an AGM.

Does this mean the Association should wind up? We don't think so. National conventions are still popular and a valuable means of keeping modellers inspired informed and socially connected. The Competition Committee, though sometimes controversial, still plays a valuable part in encouraging and showcasing the nation's best modelling.

To fix all these problems, we propose to replace the incorporated society with a Trust. Further details of our draft proposal accompany this outline but the key points are:

- Three to five trustees appointed in consultation with member clubs
- An annual written report, a two-yearly review and four-yearly Trustee terms
- Management of the trust's funds in accordance with the Trust Deed, the principle purposes of which are:
  - To encourage and support a national model railway convention to be held at least every two years.
  - To provide clubs ... with financial and other support for activities that foster and encourage railway modelling.

## A New Direction

The proposed Trust would meet the current and specific need to ensure the continuity of a national gathering of railway modellers on a regular basis while also providing support for other activities aimed at promotion of railway modelling.

To bring about these changes would require three simple steps:

1. Develop the necessary constitutional vehicle, ie, trust deed, for the new organisation. The current Association Executive then circulates a draft of that deed by October 2021 for consultation. The resulting draft would then become part of a remit to the NZAMRC Inc AGM at the 2022 Christchurch Easter Convention.
2. That AGM would be held in two parts, the first to receive the remit, and the second with the singular purpose of approving the remit and enabling the assets of the Association to be transferred to the Trust.

3. At the conclusion of that, develop the Trust's Register of Member Clubs, and their representatives to the proposed Electoral College whose role it is to appoint trustees.

This is considered to be a tidy and effective changeover that allows time for appropriate consultation and puts the new body into place in time to move forward with planning the next convention.

## Background

### How it all started

The first model railway convention was organised by the New Zealand Model Railway Association (NZMRA) in 1966 in the Railway Social Hall, Wellington. In the months that followed the NZMRA morphed into two new national bodies, the New Zealand Association of Model Railway Clubs (NZAMRC) and the New Zealand Model Railway Guild (NZMRG).

From that time on the NZAMRC (generally known as the Association) has initiated national conventions every second Easter, each one in a different city. The next convention will be the country's 27<sup>th</sup> and Christchurch's sixth. As usual, a sub-committee is organising this convention and another sub-committee is handling the national model competitions that are still one of the attractions.

As well as initiating such conventions, in the beginning the Association also lobbied against import controls and sales taxes on modelling products. And for many years area reps arranged local meets and offered assistance with the formation of clubs. *The Coupler* carried news, hints and tips between member clubs.

### Changing times

But over time things have gradually changed. One trend is for train shows to be arranged locally as an outlet for portable layouts and to enhance the hobby's public profile. Modelling days or weekends, where modellers help other modellers, are also arranged by locals.

That leaves the Association's only remaining role as the instigator and overseer of national conventions, the conventions themselves being managed in every detail by a local committee. In other words, once it has found a convention host the Executive's role is just to keep a watching brief, unless some further help and support should become necessary.

### Where are we now?

As already mentioned the Association has reached a stage where it no longer has any financial members, and no future plans beyond the 2022 convention.

Handing over to a small collaborative team of people with wide and complementary skills and experience will ensure ongoing support for national model railway conventions as well as other activities to foster and encourage the hobby.

The trustees' task is clearly set out in the draft trust deed. That deed, unlike the present constitution, not only requires of the trustees careful financial management but also commits them to specific undertakings.

### A new entity

The proposed Trust would be established under the Trusts Act 2019 (rather than the Charitable Trusts Act 2005). As such it would not be registered, thus eliminating administrative obligations other than those determined by the trust itself.

The minimum number of trustees would be three and the maximum, five. Trustees would be appointed on the basis that they understand and are committed to the Trust's Purposes. They may also have at least one of the following attributes: experience on one or more convention and/or club committees, knowledge of and experience with model railways, and /or experience in governance.

## Questions and answers

### **Q: What can a Trust do that an incorporated society cannot do?**

A: Turning that question around, a Trust can do anything an incorporated society can do, with one important advantage. Decision making rests solely with the trustees. There is no requirement to gain AGM approval, and indeed there is no AGM as such.

### **Q: Are there other advantages?**

A: As well as conferring the usual powers on the Trustees, the proposed Trust Deed requires them to undertake various tasks, such as seeking out convention hosts and fostering participation in the hobby.

### **Q: Who are the Trusts members?**

A: The Trust maintains a Register of Member Clubs. These are clubs that have expressed an interest in being included in that register. A club is any group of railway modellers that meets regularly to further their interest in and enjoyment of model railways, whether incorporated or not.

### **Q: How are Trustees appointed?**

A: Trustees are appointed for terms of four years by an Electoral College made up of nominees from the Trust's Register of Member Clubs. Its decision on each appointment must be by consensus taking into account the qualities required of Trustees.

### **Q: What safeguards would the Trust be subject to?**

A: The Trust Deed is prepared under the Trusts Act 2019, which has a comprehensive set of provisions covering almost all eventualities. In addition, the Trust Deed itself includes specific provisions protecting the Trustees from personal liability, barring personal gain, excluding a trustee with a conflict of interest from taking part in any relevant discussions, etc.

### **Q: So with no AGMs how and to whom does the Trust report?**

A: The Trust must keep minutes of its meetings and report annually in writing on its accomplishments and financial performance. This report goes to the clubs listed in the Trust's Register of Member Clubs and any other party considered to have an interest.

### **Q: How would member clubs exercise influence on the Trust's actions and decisions?**

A: Firstly through the wise appointment of Trustees. Secondly, by writing to the Trust and/or making personal contact with one or more Trustees. Thirdly, through the two-yearly Electoral College review held at that year's convention.

### **Q: Can the Trust Deed be changed, and if so how?**

A: Trustees are empowered to make changes to the Trust Deed as they see fit. Like all of their decisions, any such changes must be made by consensus.

### **Q: So there is no taking of votes?**

A: Correct. Both the Act and the Trust Deed require those present at any properly convened meeting to reach unanimity. Should there be differences initially, discussion will continue until those differences are reconciled.

### **Q: Does the trust have any officers?**

A: The Trustees must appoint their own chairperson and deputy chairperson. They may also appoint other officers as they see fit and to co-opt and otherwise seek any advice or assistance from employees or consultants.

### **Q: Would there continue to be sub committees such as the present Competition Committee?**

A: The Trust Deed provides for the appointment of sub-committees such as convention committees and the present Competition Committee on a contractual basis. The future form and duties of the Competition Committee would be for the Trustees to decide.