



CONSTITUTION

of the

ROLLS-ROYCE OWNERS' CLUB OF AUSTRALIA,

WESTERN AUSTRALIA BRANCH INC.

INCORPORATED 1986

Conforming to

Associations Incorporation Act 2015

(of Western Australia).

and

Approved by Special Resolution 28 April 2019

at the

Veteran Car Club of WA

265 Hale Road

Forrestfield WA 6107

28 April 2019

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**ROLLS-ROYCE OWNERS' CLUB OF AUSTRALIA,
WESTERN AUSTRALIA BRANCH INC.**

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RULES

1. NAME

The name of the Branch is the "Rolls-Royce Owners' Club of Australia, Western Australia Branch Inc".

2. OBJECTS AND PURPOSES OF THE BRANCH

Without limiting the generality of any of the Objects and Purposes of the Branch hereinafter set forth or of any activities associated therewith, the Objects and Purposes shall be:-

- (1) To encourage and maintain interest both generally and amongst Members of the Branch in the ownership, use, preservation, restoration and maintenance of Royce, Rolls-Royce and post 1931 Bentley *Eligible Motor Cars* as defined in Rule 3 below.
- (2) To adopt and sponsor the ideas and ideals of the late Sir F. Henry Royce, the designer and builder of the first Royce cars, and to foster and encourage the principle of insistence on perfection which was carried to such heights during his lifetime and which has been so admirably carried on by his successors.
- (3) To promote the practical and social aspects of motoring within its Membership.
- (4) To further the motoring interests of its Members generally and where necessary or desirable, to join with other persons or clubs or associations and particularly the Federal Council and the other Branches of the Rolls-Royce Owners' Club of Australia to this end.
- (5) To encourage courtesy, good driving and safety on the roads of Australia.
- (6) To encourage social contacts between Members and generally afford to them all the usual privileges, advantages and accommodation of a Branch.
- (7) To collect and disseminate between Members of the Branch and equivalent Australian and overseas clubs, information regarding "*Eligible Motor Cars*".
- (8) To assist the Rolls-Royce Owners' Club of Australia and any "sister" organisation to establish, maintain and add to a library.
- (9) To assist the Rolls-Royce Owners' Club of Australia to establish, maintain and publish a register of "*Eligible Motor Cars*" whether or not such cars are owned by Members.
- (10) To assist the Rolls-Royce Owners' Club of Australia to establish, publish and maintain a national magazine, and for the Branch to produce a local magazine.
- (11) To do all such things as are incidental to or conducive of any of the above Objects and Purposes and at all times comply with the requirements of the Act.

3. DEFINITIONS

In these Regulations, if not inconsistent with the subject or context, the words set out in the first column of the table below shall bear the meanings set opposite to them respectively.

WORDS	MEANINGS
Act	Associations Incorporation Act 2015 (of Western Australia).
AGM	Annual General Meeting.
Annual Subscription	Membership Fee
Association	The legal entity of the “Rolls-Royce Owners’ Club of Australia, Western Australia Branch” as an Incorporated Association under the Associations Incorporation Act 2015 (of Western Australia).
Branch	The name applied to describe the “Rolls-Royce Owners’ Club of Australia, Western Australia Branch” which is a “Branch” of the “Rolls-Royce Owners’ Club of Australia.”, with the Branch having its own constitution in accordance with the Act.
Club	Rolls-Royce Owners’ Club of Australia.
Committee	Branch Management Committee.
Constitution	Rules of the Association, also known as Regulations.
Deed	Deed between the various Australian State Branches titled “Deed Constituting the Rolls-Royce Owners’ Club of Australia”, dated April 2010.
Eligible Motor Cars	Any motor car built by Royce Limited, Rolls-Royce Distributing Limited, Rolls-Royce Limited, Bentley Motors (1931) Limited (i.e. post 1931 Bentleys), Rolls-Royce of America Inc., Rolls-Royce Motors Limited, Rolls-Royce Motor Cars Limited, Bentley Motors Limited and their successors and including the new company called Rolls-Royce Motor Cars Ltd., (2003).
Federal Constitution	Constitution of the Rolls-Royce Owners’ Club of Australia 1983.
Financial Year	Branch financial year, 1 July to 30 June in the following year.
General Meeting	A meeting of the Branch that all Members are entitled to receive notice of and attend. It includes Annual and Special General Meetings.
Members	Those persons who have been accepted for Membership of the Branch pursuant to this Constitution. There are three types of Members as defined in Rule 7 below.
Objects	Objects and Purposes of the Association
SGM	Special General Meeting.

4. AFFILIATION WITH THE ROLLS- ROYCE OWNERS' CLUB OF AUSTRALIA

The "Branch" shall be affiliated with the Rolls-Royce Owners' Club of Australia and its other State Branches by the "Constitution of Rolls-Royce Owners' Club of Australia 1983" and the "Deed Constituting the Rolls-Royce Owners' Club of Australia" dated March 2010 and any subsequent amendments, being the agreement between the various State Branches of the Rolls-Royce Owners' Club of Australia. These documents shall be the general guide lines for the conduct of the Branch, subject to:-

- (i) the Branch's Constitution containing Regulations or Rules (this document) as amended from time to time, and
- (ii) the requirements of the "Associations Incorporation Act 2015" of the State of Western Australia.

5. NOT FOR PROFIT ASSOCIATION

- (1) The Association is a not for profit Branch of the not for profit Rolls-Royce Owners' Club of Australia, and the property and income of the Branch must be applied solely towards the promotion of its Objects and Purposes and no part of that property or income may be paid or distributed, directly or indirectly to any Member, except in good faith in the promotion of those Objects or Purposes.
- (2) Any payments made to a Member must be approved by a resolution of the Association at a General Meeting. Such expenditures must be clearly shown in the accounts.

6. ADDRESS

The address of the Branch shall be the address of the Secretary appointed pursuant to this Constitution or at a place determined by the Committee from time to time.

7. MEMBERSHIP

- (1) **Qualifications for Membership.** A Member shall be any person admitted to Membership prior to the adoption of this Constitution and any person admitted under this Constitution who by acceptance of Membership agrees to abide by this Constitution and the Act in accordance with Rule 21(2).
- (2) **Register of Members.** The Branch shall maintain a Register of Members setting forth the name, mailing address, email and phone number(s) and nature and class of Membership which shall be one of the categories below:-
 - (a) **Ordinary Member.** A natural person accepted for Membership who makes payment of a joining fee and the annual subscription fee, which amounts are from time to time prescribed or varied pursuant to this Constitution. Continuing Membership involves payment of the annual Membership fee. Such a Member may or may not own or have access to an *eligible motor car*.
 - (b) **Family Member.** A person who is either the spouse or the partner or an adult child of the Ordinary Member in (a) above, one of whom is entitled to be a Member without payment of joining and annual subscription fees, unless the amounts are varied as the Committee may determine from time to time. Further such a Member is not entitled to receive the Branch's magazine or other such literature or notices sent by post.
 - (c) **Honorary Life Member.** A Member of the Branch who has accepted Honorary Life Membership of the Club awarded by the Rolls-Royce Owners' Club of Australia, which entitles that person free Membership of the Branch.

- (3) **Application for Membership.** An application for Membership of the Branch shall be submitted to the Committee on a form supplied by the Branch and shall bear the following:-
- (a) **Applicant's Details.** The applicant's name, mailing address or post office box address, contact phone number(s) and email address. The application form can also include the name and contact details of a Family Member under Rule 7(2)(b) proposed for Membership.
 - (b) **Eligible Motor Car Details.** If the applicant has an *Eligible Motor Car*, vehicle details are required including make or manufacturer, model, colour, body serial number, year manufactured and including photographs or electronic images of the front and near-side (left hand side) and any other details as are deemed by the Committee.
 - (c) **Proposer and Secunder.** The application form shall contain the names and signatures of two Members acting as a proposer and a secunder for the applicant.
 - (d) **Fees.** The proposal shall be accompanied by the prescribed joining and annual subscription fees in accordance with Rule 7(2)(a & b).
 - (e) **Consideration.** The application for Membership shall be approved or otherwise by the Management Committee at the first Committee Meeting to be held following receipt of such application. The applicant may be asked by the Committee to attend such meeting and to make available to the Committee further information as it may require.
 - (f) **Acceptance.** If the applicant is accepted for Membership, the secretary shall inform the applicant and provide a physical or electronic copy of the Branch's Constitution.
 - (g) **Rejection.** The Committee shall not be required to assign reasons for the rejection of a Membership application. If an application is rejected, the fees paid shall be refunded to the applicant.
- (4) **Trading Ethics and Disclosure of Material Personal Interest.**
Any Member of the Branch including any Committee Member who has a material personal interest in any Branch matter or trading ethics must disclose the nature and the extent of the interest to the Committee and to the next General Meeting. Such disclosures shall be recorded in the "Members' Disclosure Register" refer to Rule 11(5)(k).

8. FEES

- (1) **Amount.** The joining and annual subscription fees shall be amounts determined from time to time by the Committee and shall be payable in such amount by Members, except for Family Members and Honorary Life Members as in Rule 7(2) above.
Further at the discretion of the Committee, the annual subscription fee may be reduced on a case-by-case basis for any Member where financial hardship exists.
- (2) **Date Payable.** The annual subscription fee shall be due and payable 30 days after the date of the invoice. Any Member not paying such fee within that time:-
- (a) shall forfeit the rights and privileges of membership while such payment shall remain in arrears unless in the opinion of the Committee it is in the interests of the Branch that such Member should retain those rights and privileges, and
 - (b) the treasurer will issue a notice that such fees are overdue, and then if not paid within 90 days of the date on the invoice, the Member will be expelled from Membership, and the date and reason for such expulsion will be noted in the Register of Members.
 - (c) when the AGM and any SGM is held in the first two months of the financial year, and a Member's annual subscription is overdue in this period, the Member being a

financial Member in the previous financial year is considered to be a financial Member for the purposes of voting at such AGM or SGM.

- (3) **Proportion Payable.** Where an application for Membership is received in the second half of the financial year, the annual subscription fee will be reduced by half, or otherwise as amended by the Committee.

9. MEMBER VOTING RIGHTS

All Members as in Rule 7(2)(a to c) shall be entitled to vote at General Meetings and have the right to be elected to the Committee of the Association.

10. CESSATION OF MEMBERSHIP AND EXPULSION

A Member of the Association shall cease to be a Member if the person:-

- (1) resigns or dies,
- (2) fails to pay the Annual Subscription fee within ninety (90) days of the date on the original invoice (subject to Rule 8 above), or
- (3) is expelled from Membership of the Association by resolution of the Committee. The Committee shall communicate the reason(s) for expulsion in writing to the Member.
- (4) If the expulsion is not accepted by the Member, then:-
 - (a) The Member may attend the next scheduled Committee meeting, or a specially convened Committee meeting, and present a case to the Committee for continuation of Membership.
 - (b) If the case presented by the Member is not accepted by the Committee, and if the expulsion is not accepted by the Member, then the Committee or the Member in accordance with Rule 14(2) may request the Secretary to call a Special General Meeting to resolve the issue. Such resolution is subject to confirmation by a three-fourths (75 percent) majority of Members present including any proxy votes.
- (5) When a Member ceases to be a Member as in Rules 10(1) to 10(3) above, the Member loses all Membership rights and is not entitled to any Membership fee refund from the Association, nor shall the Association extinguish any debt owing to the Branch by the Member.

11. COMMITTEE – POWERS AND RESPONSIBILITIES

(1) Committee Powers

Subject to the Act, these Rules, the by-laws (if any) and any resolution passed at a General Meeting, the Committee has power to do all things incidental or convenient to be done for the proper management of the affairs of the Branch and to the attainment of all or any of the Objects and Purposes. Without limiting the power of the Committee this allows the Committee to:-

- (a) have the power to manage the affairs of the Branch.
- (b) open and operate accounts with financial institutions,
- (c) invest the Branch's money in any security in which *trust* moneys may lawfully be invested,
- (d) accept donations, and to make donations for any charitable purpose,
- (e) enter into any contract it considers necessary or desirable,
- (f) raise money in such manner and on such terms as it considers necessary or desirable,
- (g) affiliate or associate with any other motoring organisation, whether in Australia or overseas, that is deemed to be relevant to the Branch,

- (h) collect and disseminate between Members and equivalent and overseas clubs, information regarding *'Eligible Motor Cars'*,
- (i) investigate reports of a Member's misconduct and where it is the opinion of the Committee that the complaint is justified, the Committee may expel the Member in accordance Rules 10(3) to 10(5) above, or impose a lesser penalty.

(2) **Committee Composition and Responsibilities**

(a) **Management Committee.** The management of the Branch shall be vested in a Committee as follows:-

- (i) President Office Holder
- (ii) Vice President Office Holder
- (iii) Secretary Office Holder
- (iv) Treasurer Office Holder
- (v) At least one Ordinary Committee Member, and additional Ordinary Committee Members as deemed necessary and as elected at the AGM, plus Members co-opted by the Committee.

(b) **Number of Committee Positions Held.** Committee Member must not hold more than one Office Holder position but may take on roles of an Ordinary Committee Member at the same time.

(c) **Ordinary Committee Members.** These are positions such as, but not limited to the federal delegate(s), events' captain, chief judge, magazine editor, web master, registrars, trophy master, honorary legal adviser, social secretary and Committee Members with no specific defined functions.

(3) **President (Chairperson) - Duties**

- (a) The president represents the public face of the Branch, liaising with local authorities, other motoring organisations and businesses.
- (b) The president should provide leadership and be responsible for the Branch in its activities, implementing change when required and ensuring that the Committee operates with due care and diligence (refer to Rule 12 below).
- (c) It is the duty of the president to consult with the secretary regarding the business to be conducted at each Committee Meeting and any General Meeting.
- (d) The President has the powers and duties relating to convening and presiding Committee and General Meetings provided for in these Rules.

(4) **Vice President - Duties**

The vice president deputises when the President is absent and assists in providing leadership and guidance in Branch matters.

(5) **Secretary - Duties**

The secretary has the following duties:-

- (a) dealing with the Branch's correspondence,
- (b) consulting with the president regarding the business to be conducted at Committee Meetings and General Meetings,
- (c) preparing the notices required for meetings and showing the business to be conducted,
- (d) maintaining on behalf of the Club an up-to-date copy of these Rules, and advising the Commissioner of any changes made to these Rules as approved by a Special Motion at a General Meeting,

- (e) unless another Member is authorised by the Committee to do so, maintaining on behalf of the Association a record of Committee Members and other persons authorised to act on behalf of the Branch,
- (f) ensuring the safe custody of the books of the Branch, other than the Branch financial records,
- (g) maintaining full and accurate minutes of Committee and General Meetings,
- (h) carrying out any other duty required by the Act, these Rules or as requested by the Committee,
- (i) preparation and lodgment of the “Annual Information Statement” to the Commissioner within 6 months of the end of the Branch’s financial year as required by the Act,
- (j) the secretary or delegated Committee Member shall be responsible for keeping a register of the details and histories of *Eligible Motor Cars* belonging to or not belonging to Members, and
- (k) maintaining a “Members Disclosures Register” pertaining to trading ethics and Branch matters of material personal interest, refer to Rule 7(4).

(6) Treasurer – Duties

The treasurer has the objectives of keeping of a complete and accurate record of the Branch’s financial income and expenditure transactions, that correctly record and explain its transactions and financial position and performance; and that enables true and fair financial statements to be prepared and audited. More specifically duties are to:-

- (a) bank all monies received by the Branch in a timely manner, into the Branch’s bank account(s), and issue receipts either by mail or electronically when receipts are requested,
- (b) pay invoices received by the Branch,
- (c) prepare progress accounts for each Committee meeting,
- (d) prepare budget projections of the Branch’s finances,
- (e) arrange for the accounts to be audited and present the audited statement of the Branch’s yearly accounts at the AGM,
- (f) ensure the safe custody of the financial records, statements and financial reports of the Branch,
- (g) arrange for the appointment of or change of an independent auditor, such appointment must be approved at the AGM. The auditor may be a Branch Member, but not a Committee Member, and
- (h) the treasurer shall generally perform such duties in accordance with the Act, and as the Committee may from time to time direct.

(7) Registers

The Committee shall maintain, update and preserve various registers not mentioned above, and these will be managed by Committee Members as directed by the President. The registers are, but not limited to, the following:-

- (a) Register of Members, showing any changes in the membership, joining and resignation dates and the reason for resignation,
- (b) register of *Eligible Motor Cars*,
- (c) Branch Assets Register that shows the value and location of such assets,
- (d) Library,
- (e) Common Seal and Executed Document Register, and
- (f) any other registers that the Committee deems necessary.

12. DUE CARE AND DILIGENCE - COMMITTEE MEMBERS

Committee Members shall discharge their duties with a degree of care and diligence. This includes the process of making business decisions, ensuring financial controls are in place, and that occupational health and safety awareness and actions are also in place that a reasonable person would exercise.

13. COMMITTEE OPERATION

- (1) **Election of Committee Members.** A Committee shall be elected from the Members of the Branch at each AGM and the Members thereof shall take office at that meeting with a term until the next AGM, unless such Members resign or are removed from office by the Committee or a decision of a General Meeting.
- (2) **Nominations.** Nominees for positions on the Committee must be of sound mind, and shall conform to the conditions of Clause 39 of the Act.
- (3) **Application Form.** Nominations for Committee Membership, including existing Committee Members who are re-standing, must be received on the prescribed form by the secretary fourteen (14) days prior to the AGM, and such nominations must have the prior consent of the nominee and be proposed and seconded by two other financial Members.
- (4) **Nominations from the Floor.** At the AGM the Secretary will read out the nominations received for Committee positions and then may call for nominations from the floor and for Members to propose and second such nominations.
- (5) **Power to Co-opt.** The Committee shall have the power to co-opt Members to fill any casual vacancies on the Committee including newly created Committee positions.
- (6) **Meeting Frequency.** The Committee shall be responsible to the Association and shall meet as often as business of the Branch renders such meetings necessary but not less than three (3) times in any one financial year.
- (7) **Termination of Committee Membership.**

A Member ceases to be a Committee Member if the person:-

- (a) dies, or otherwise ceases to be a Member, or
- (b) resigns from the Committee, or
- (c) a Member's situation becomes non-compliant with Clause 39 of the Act, or
- (d) becomes permanently unable to act as a Committee Member because of a mental, physical or other disability, or
- (e) fails to attend three (3) consecutive Committee meetings of which the person has been given notice without having notified the Committee that the person will be unable to attend, or
- (f) is expelled as a Member of the Branch under Rule 10 of this Constitution.

Upon resigning or leaving the Committee, the Member must return Branch records in his/her possession to the Secretary, and the Committee then may fill the vacancy.

(8) Committee Meetings Procedures

Committee meetings shall be convened on a regular basis for management of the Branch, and:-

- (a) The secretary shall give at least forty-eight (48) hours' notice of all Committee Meetings to each Committee Member. The notice shall state the date, time and place of the meeting and shall list the business for discussion, and may include updates from the Committee Members.

- (b) Committee Members may attend by telephone or other electronic means.
- (c) A quorum shall be present as defined in Rule 13(9) below.
- (d) If the president and vice president are absent or are unwilling to act as the chairperson of a meeting, the Committee Members at the meeting must choose one of them to preside for the meeting.
- (e) Urgent business not listed in the notice may be discussed if there is unanimous agreement by the Members present.
- (f) The procedure to be followed at a Committee meeting shall be determined by the Committee.
- (g) Questions arising at a Committee Meeting shall be decided by those present by a show of hands and by those connected electronically. Proxy votes are not allowed. The Chairperson is entitled to have a casting vote in the event of an equality of votes.

(9) Quorum – Committee Meetings

- (a) The larger of 30% of Committee Members or three (3) Committee Members present at a duly convened Committee meeting shall constitute a quorum.
- (b) In the event a quorum is not present, no business shall be undertaken at the Committee Meeting, and if a quorum is not present within thirty (30) minutes the meeting shall be adjourned to the same time, day and place for a week. Then, if a quorum is not present at the adjourned meeting, and there are at least two Committee Members present, then those Members present will constitute a ‘reduced’ quorum.
- (c) Subject to the requirement of a reduced quorum in paragraph (b) above, the Committee may continue to act despite any vacancy in its Membership, however if there are fewer Committee Members present than that specified in (b) above, then the Committee may act only for the Purposes of appointing Committee Members or convening a General Meeting.
- (d) All Committee decisions regarding the Association’s finances shall only be decided at a Committee meeting when at least five (5) Committee members are present.

14. GENERAL MEETINGS

General Meetings include the Annual General Meeting (AGM) and any Special General Meeting (SGM), and notices from the Secretary advising of such meetings shall be to all Members and shall contain notices of motions.

(1) Annual General Meeting

An AGM shall be held in every financial year in July or at the first available date within six months of the commencement of the Association’s financial year (1 July) and at a time and date and place as determined by the Committee and shall deal with the following business:-

- (a) Confirmation of the minutes of the previous AGM and any SGM held since the previous AGM.
- (b) The presentation of the President’s Report on the Branch’s activities for the previous financial year.
- (c) Confirmation of the books of accounts and the auditor’s report.
- (d) Election of the office holders and ordinary Committee Members for the new Financial Year.
- (e) Any other business which may be conveniently dealt with at an AGM and for which notice has been given to the Members.

These will be accomplished as follows:-

- (f) The Secretary shall give twenty-one (21) days' notice of an AGM to each Member and also twenty-one (21) days' notice if a special resolution is proposed to be moved.
- (g) Notices of General Meetings will be sent to the Member's registered address and shall be in writing and be delivered by hand, or sent by post or electronically.

(2) Special General Meeting

A Special General Meeting shall be convened to:-

- (a) Change or to adopt a new Constitution, or
- (b) Confirm or ratify decisions regarding disputes, or
- (c) Consider special resolutions

These objectives will be accomplished as follows:-

- (d) The Committee may at any time convene a SGM of the Branch.
- (e) The secretary must convene a SGM of the Club upon receiving a written request to do so from the larger of five (5) or more Members or 10% of those recorded in the Members' Register.
- (f) The secretary shall give twenty-one (21) days' notice of a SGM to each Branch Member stating the business for discussion, and give notice in the same manner in accordance with Rule 14 (1) (g) above.

(3) Voting at General Meetings – Pre Qualifications

- (a) Only financial Members of the Branch can vote at an AGM or a SGM, except when such meetings are held in the months of July or August and a Member has paid Membership for the previous financial year (ending in June) and not for the coming financial year. In this case the Member shall be deemed to be a financial Member for voting purposes and has the right to attend meeting and to vote at the AGM or SGMs held in the months of July and August.
- (b) A Member may use the Branch's proxy form or a similar form which must be signed by the Member and may appoint another person who may or may not be a Member as their proxy to vote and speak on their behalf at a General Meeting. The Member or person appointed with the proxy is restricted to not more than five (5) proxies. Further the person with the proxies, shall advise the secretary of such proxies at least 48 hours prior to the meeting.
- (c) Alternatively, for a Member not attending the general meeting, the form appointing the secretary as the proxy may be sent by post or electronically or be delivered by hand to the secretary before the commencement of the meeting. There is no limit to the number of proxies that may be submitted to the secretary.
- (d) At a General Meeting proxies shall be held by the secretary. Voting shall be by a show of hands. When a poll is demanded the secretary shall call for a poll where proxies shall count to the outcome of the motion.
- (e) No objection shall be raised to the qualifications of any voter except at the meeting or an adjourned meeting at which an objection is raised about a vote. Any such objection made at the meeting, in due time, shall be referred to the chairperson of the meeting whose decision shall be final.
- (f) Any matter or thing which may under these regulations be dealt with by an ordinary resolution and is not required by law to be dealt with in a General Meeting may, if the Committee so resolves, be determined by a postal or electronic ballot, and with

the resolution declared by majority vote and notified to the Members by the Committee.

(4) Quorum- General Meetings

A quorum for an AGM or SGM shall be the larger of:-

- (a) five Members which shall include two (2) Office Holders, or
- (b) ten percent (10%) of those as listed in the Member's Register which shall include two (2) Office Holders.

(5) Procedures at AGMs and SGMs shall be as follows:-

- (a) No business shall be transacted unless a quorum is present.
- (b) If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned for one week and at a time and place as determined by the Committee, and if at the adjourned meeting a quorum is not present within thirty minutes of the appointed time for the meeting, the Members present shall constitute a quorum.
- (c) The President, failing whom the Vice President shall preside at every such meeting but if there be no President or Vice President or if at the meeting none shall be present within 5 minutes after the appointed time, the Members of the Committee present shall choose one of their Members to preside. If at the meeting no Members of the Committee are present or unwilling to preside, the Members present shall choose one of their Members to do so.
- (d) The Chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give any notice of an adjournment or of business to be transacted at an adjourned meeting except where the meeting has been adjourned for thirty days or more in which case notice of the adjourned meeting shall be given as in the case of a General Meeting.

(6) Voting at General Meetings

- (a) Each eligible Member present at a General Meeting shall be entitled to one (1) vote provided the Chairperson shall in the event of an equality of votes shall have the right to exercise a casting second vote.
- (b) At any meeting a resolution put to the vote shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by—
 - (i) the Chairperson; or
 - (ii) any Member present.

A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand has not withdrawn) a poll will be taken. The result of the resolution either by show of hands or if required a poll will be declared by the Chairperson, taking into account that a general motion requires a vote greater than fifty percent including proxies, and a special resolution requires a three-fourths (75%) affirmative vote with proxies.

- (c) If any votes shall be counted which ought not have been counted or might have been rejected, the error shall not vitiate (undo) that resolution unless it be pointed out at that same meeting, or an adjournment thereof, and not in the case unless it shall be the opinion of the Chairperson be of sufficient magnitude to vitiate the resolution.

- (d) However, if a re-vote is demanded (and the demand is not withdrawn) a new vote shall be taken and the result shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (e) A poll demanded on the election of a Chairperson or a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or later at that meeting, or at another meeting as the Chairperson of the meeting directs, and any business other than that which the poll has been demanded may be proceeded with pending the poll. No notice need be given of a poll not taken immediately.

15. DISPUTES

Should a dispute arise between Members or between Members and the Association, the parties in dispute shall advise the secretary by written notice, then:-

- (a) The parties shall meet within seven (14) days to attempt a resolution, and if a resolution is not achieved,
- (b) The secretary shall convene a Committee meeting within fourteen (14) days of receiving such notice for the Committee to determine the dispute, with the parties-in-dispute present. If this does not result in a resolution, then
- (c) The secretary in conjunction with the parties in dispute shall appoint a mediator within fourteen (14) days to assist the parties to resolve the dispute.
- (d) Should the dispute not be resolved within twenty-one (14) days by use of the mediator, either party may apply to the Secretary in accordance with Rule 14(2) to arrange a Special General Meeting (SGM) to resolve the dispute. In the event that one of the parties to the dispute is not satisfied with the resolution from the SGM, or that the SGM does not achieve a resolution, then
- (e) Either party may apply to the State Administrative Tribunal to resolve the issue.

16. CLUB RECORDS - PRESERVATION AND ACCESS

- (1) Except as otherwise decided by the Committee, the custody of the records of the Branch shall be in the care of the secretary, the financial records shall be in the custody of the treasurer and the various other registers shall be assigned by the Committee to be in the custody of the most appropriate Committee Member, in accordance with Rule 11(7).
- (2) All records shall be retained for at least seven (7) years and the outgoing secretary and treasurer or Members responsible for the books and financial records of the Branch shall transfer such records to the new Committee Member or Members within fourteen (14) days of ceasing to hold that responsibility.
- (3) All records except Committee meeting records of the Branch shall be made available for inspection by Members free of charge unless a charge is set by the Committee. This includes the list of Members, their postal and electronic addresses and phone numbers.
- (4) To view these records, a Member shall submit a request to the Committee in writing detailing the reason for the request, that the request is directly connected with the affairs of the Branch, that it will not be disclosed to any person who is not a Member of the Branch, and that the request is in compliance with the Act. However, the Committee has the right to request a Statutory Declaration from a Member requesting a copy of the Register of Members and setting out the purpose for which the copy of the register is required.
- (5) The Member may make a copy or take an extract but does not have the right to remove any original Branch records.

- (6) The Committee may, at its discretion, refuse any request to inspect confidential material of personal, employment, commercial or legal matters and Committee meeting records.

17. INCOME AND PROPERTY

The income and property of the Association shall be applied solely to the promotion of its Objects and Purposes and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of pecuniary profit to the Members, provided that the remuneration may be paid in good faith to officers and servants of the Branch or other persons for services actually rendered to the Branch, as recommended by the Branch Committee, as approved by a resolution of the Branch at a general meeting, and as shown in the financial accounts.

18. COMMON SEAL

The Branch does not have a Common Seal. Documents of importance shall be executed by two Committee approved signatures appointed for that purpose by:-

- (i) two (2) Committee Members, or
- (ii) one Committee Member and a person authorised by the Committee.

A record of “executed documents” shall be maintained by the secretary in the Executed Document’s Register.

In the case that the Branch obtains a common seal, it shall be kept in the custody of the Secretary, and shall be used pursuant to a resolution of the Committee with two signatures as in (i) and (ii) above, and use of the Seal shall be recorded in the Executed Document’s Register.

19. ALTERATION OF CONSTITUTION

This Constitution shall not be amended or repealed, nor shall any section be deleted, or new sections be made except on the vote of seventy five percent (75%) of a special motion by Members present at a General Meeting duly convened for that purpose as is required by the Act.

The secretary shall provide twenty-one (21) days’ notice of the General Meeting for consideration of the matter.

The Commissioner must be advised of any changes made to this Constitution, and such changes shall have no effect until accepted by the Commissioner.

20. DISSOLUTION

- (1) The Branch may be dissolved or wound up by a special resolution at any general meeting called for such purpose, or if its Incorporation is cancelled.
- (2) If upon the winding-up or dissolution of the Branch there remains after satisfaction of all fees, debts and liabilities, any property whatsoever the same shall not be paid to, transferred or distributed among the Members of the Branch, but shall be distributed according to a distribution plan prepared and approved at the General Meeting approving the winding-up, and the plan shall be guided by the following:-
 - (a) The Branch shall give or transfer the proceeds to the Rolls-Royce Owners’ Club of Australia who shall distribute it to its other not for profit Branches or not for profit associated organisations, in accordance with a distribution plan approved at the General Meeting, or

- (b) It shall be transferred to some other charitable or not for profit organization which shall be determined by the Members of the Branch at or before the time of dissolution.

In default of any such resolution and insofar as effect cannot be given to such determination, then such payment or distribution shall be as determined by a Judge of the Supreme Court of Western Australia or as advised by the Commissioner.

- (3) In the case that the property is distributed to some charitable organisation, the books and records relating to the Branch activities are excluded and are to be sent to the Rolls-Royce Owners' Club of Australia.

21. INTERPRETATION OF THIS CONSTITUTION

- (1) The interpretation of this Constitution or any question arising out of or not provided for in this Constitution shall be at the discretion of the President whose decision shall be based on this Constitution and the Act.
- (2) These rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
- (3) In this document, a reference to the singular also means a reference to the plural, and vice versa.

END