

ROLLS-ROYCE OWNERS' CLUB OF AUSTRALIA

Western Australia Branch (Inc.)

REGULATIONS 2009

1. ASSOCIATION AND INCORPORATION

The Rolls-Royce Owners' Club of Australia, Western Australia Branch, (hereinafter called "the Association" or "the Branch") is authorized to apply for incorporation and to be incorporated under the Associations Incorporation Act 1895- 1969 of the State of Western Australia and when incorporated to add the word "incorporated" or the abbreviation "Inc." after its name.

2. OBJECTS

Without limiting the generality of any of the objects of the Association hereinafter set forth or of any activities associated therewith, the objects of the Association shall be:

(a) To encourage the ownership and good keeping and restoration of cars built by Royce Limited, Rolls-Royce Distributing Limited, Rolls-Royce Limited, Rolls-Royce of America Inc., Bentley Motors (1931) Limited and Rolls-Royce Motors Limited;

(b) To adopt and sponsor the ideas and ideals of the late Sir F. Henry Royce, the designer and builder of the first Royce car, and to foster and encourage the principle of insistence on perfection which was carried to such heights during the lifetime of the late Sir F. Henry Royce and which has been so admirably carried on by his successors;

(c) To promote the practical and social aspects of motoring within its membership;

(d) 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 Club to this end;

(e) To encourage courtesy, good driving and safety on the roads of Australia;

(f) To encourage social contacts between Members and generally afford to them all the usual privileges, advantages and accommodation of an Association;

(g) To collect and disseminate between Members of The Association and equivalent Australian and overseas Clubs, information regarding cars built by Royce Limited, Rolls-Royce Distributing Limited, Rolls-Royce Limited, Bentley Motors (1931) Limited, Rolls-Royce of America Inc. and Rolls-Royce Motors Limited;

(h) To establish, maintain and add to a library;

(i) To establish, maintain and publish a register of Royce Limited, Rolls Royce Distributing Limited, Rolls-Royce Limited, Bentley Motors (1931) Limited, Rolls-Royce of America Inc. and Rolls-Royce Motors Limited cars whether or not such cars are owned by Members;

(j) To establish, publish and maintain a national magazine.

3. POWERS

(a) To invest the funds of the Association in any manner; (b) To raise money in such manner and on such terms as the Association shall think fit: (c) To do all such other things as are incidental or conducive to the attainment of all or any of the objects of the Association

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

The Association shall be affiliated with the Rolls- Royce Owners' Club of Australia and its other Branches and the 1983 Constitution of the Rolls- Royce Owners' Club of Australia shall be the general guide lines for the conduct of the Association, subject to the Association's Regulations, as amended from time to time.

5. INTERPRETATION

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 to the second column below:

WORDS	MEANINGS
The Club	The Rolls-Royce Owners' Club of Australia.
An eligible motor car	A Royce Limited, Rolls-Royce Distributing Limited, Bentley Motors (1931) Limited, Rolls Royce of America Inc. and Rolls-Royce Motors Limited (as the case may be) motor car.
Owner	The owner of an eligible motor car or any of the joint owners of an eligible motor car or such person who has in possession for an indefinite period with the owner's permission, an eligible motor car.
Member	A natural person who is an owner or the spouse or partner of an owner and admitted into Membership of the Association as provided by paragraph 6 hereof
Associate Member	A natural person not owning an eligible motor car and admitted into Associate Membership as provided by paragraph 6 hereof
Honorary Life Member	A Member accepting Honorary Life Membership of the Club
Annual Subscription	Membership Fees
Federal Constitution	The 1983 Constitution of the Rolls-Royce Owner's Club of Australia.

6. MEMBERSHIP OF THE ASSOCIATION

(a) Application for Membership shall be made only on an Application Form approved by the Association;

(b) The Association may from time to time, by resolution, alter, add to or amend the said Application Form;

(c) All applications for Membership must be proposed and seconded by financial Members of the Association;

(d) It shall be obligatory for a person seeking to be admitted to Membership as a Member to lodge with that person's Application Form, a Registrar's Form in a form approved by the Association, providing full and complete particulars of that person's car, together with a coloured, post-card sized photograph of that person's car depicting the front and offside thereof;

(e) The Association may from time to time by resolution alter, add to or amend the Registrar's Form;

(f) It shall be obligatory for a person making application for Membership, to tender with the Application Form the joining fees and the annual subscription provided however that if the said Application is made on or after the First of January in any year and prior to the first of July in that year, then the person shall be required to pay in addition to the joining fee, only one-half of that year's annual subscription;

(g) Upon receipt of an Application for Membership, the Committee shall consider the Application and shall have an absolute discretion in determining whether to accept, or reject any such Application and shall not be bound to assign any reason for its decision;

(h) At no time shall the number of Associate Members of the Association exceed 50% of the total number of Members of the Association;

(i) Upon a person being admitted as a Member or as an Associate Member, such person shall comply with all the terms and conditions of these regulations.

7. RESTRICTIONS APPLYING TO ASSOCIATE MEMBERS

No Associate Member shall be eligible to:

- (a) Vote at any meeting of the Association on any matter pertaining to the Federal Constitution;
- (b) Hold office in any of the following positions:
 - (i) President of the Association.
 - (ii) Senior Vice-President of the Association.
 - (iii) Junior Vice-President of the Association.

(c) In all other respects, an Associate Member shall have the same rights and privileges as a Member.

8. MEMBERSHIP AND JOINING FEES

(a) The Association shall determine by majority resolution at its Annual General Meeting, the Joining Fee and the Annual Subscription for the year commencing on the First of July in the year in which such Annual General Meeting is held: in the absence of such a resolution, the joining fee and subscription shall be the same as in the previous year

(b) The Joining Fee and the Annual Subscription shall be the same for Members and Associates Members:

(c) Notwithstanding the provisions of clause (b) above, the Committee shall be competent:

(i) to provide for a reduced Annual Subscription for any Member or Associate Member under the age of eighteen years or, who is over the age of eighteen years but under the age of twenty-five years and is engaged in full-time tertiary education at the date of the Annual General Meeting and not gainfully employed in full-time employment;

(ii) to dispense with or reduce the joining fee for the ensuing year for a proposed Member or Associate Member who is under the age of eighteen years or who is over the age of eighteen years but under the age of twenty-five years and is engaged in full-time tertiary education and who is not gainfully employed in full-time employment at the time of Application for Membership;

(iii) to reduce the Annual Subscription payable by any Member or Associate Member after the first Member or Associate Member residing at the same address who elects in writing on or before the due date for payment of the Annual Subscription not to receive at all any publications of the Club ordinarily sent through the mail to Members and Associate Members.

(d) The due date for payment of the Annual Subscription shall be the First day of July in each and every year.

9. CESSATION OF MEMBERSHIP

Any person being a Member or Associate Member of the Association shall cease to be a Member or Associate Member respectively if such person

- (a) Resigns;
- (b) Dies;
- (c) Is convicted of a serious criminal offence;
- (d) Becomes subject to any legal incapacity (but only during the period of incapacity);
- (e) Is removed from Membership by a majority resolution of the Association;
- (f) Fails to pay the Annual Subscription within sixty days after the date of posting to that person by the Treasurer, of a notice requiring him to forthwith pay his Annual Subscription.

10. CHANGE IN STATUS OF MEMBERSHIP FROM MEMBER TO ASSOCIATE MEMBER

A Member who sells or otherwise disposes of that Member's eligible motor car having not been the owner of an eligible motor car for a continuous period of five years and having not been a Member of the Club for the same continuous period of five years shall upon such sale or disposition of that Member's eligible motor car become an Associate Member provided however that upon such Member acquiring another eligible motor car that Member's membership shall revert to that of a Member.

11. SALE OF ELIGIBLE MOTOR CAR

(a) Any Member of the Association shall not sell an eligible motor car more than thirty years old as at the date of the sale to any person other than a Member or an Associate Member of the Club without firstly having had announced at a meeting of the Association or having published in the Newsletter of the Association or "Praeclarum" the fact that the said eligible motor car is for sale together with a statement as to the year, model, type, chassis number and asking price for the said eligible motor car;

(b) Any member who infringes clause (a) hereof shall be liable to be expelled from membership.

12. CAR BADGE

The Club's car badge shall be and at all times remain the property of the Association.

13. MANAGEMENT OF THE ASSOCIATION

(a) The management of the Association shall be vested in a Committee which shall consist of the following office bearers:

(i) President;

(ii) Senior Vice-President;

(iii) Junior Vice-President;

(iv) Secretary;

(v) Treasurer;

(vi) Other Committee Members as determined from time to time by the Annual General

Meeting.

(b) A Member shall be entitled, if so elected, to hold more than one position on the Committee provided, however, that the President shall not be entitled to hold any other position.

(c) The Office Bearers of the Committee set out in paragraph (a) hereof shall be elected by a majority vote of the Members of the Association at its Annual General Meeting.

(d) Office Bearers of the Association who have paid membership fees for the previous year shall be deemed to be financial members and shall be eligible to hold office for two months after the end of the financial year.

14. SUB-COMMITTEE

(a) The Association may have a sub-committee which may consist of all or any of the following office bearers to be appointed by the Committee:

(i) Events Captain;

(ii) Two additional events Committee persons;

(iii) Registrar;

(iv) Librarian;

(v) Two Scrutineers;

(vi) Social Secretary;

(vii) Historian;

(viii) Technical Officer;

(ix) Registrations Officer;

(x) Publicity Officer;

(xi) Honorary Legal Adviser;

(xii) And such other office bearers as it shall from time to time determine are necessary;

(xiii) Chief Judge;

(b) A Member shall be entitled if so elected to hold more than one of the positions set out in paragraph (a) hereof.

15. MEETINGS OF THE ASSOCIATION

(a) The Association shall meet for General Meetings on such days at such times and at such places as shall be determined from time to time by the Committee.

(b) The Annual General Meeting shall be held during the month of July in each and every year, or as soon as possible thereafter.

(c) Extraordinary General Meetings shall be held by the Association when:

(i) Such Extraordinary General Meeting is convened by the President of the Association for the time being; or

(ii) At least seven financial Members of the Association serve notice in writing signed by themselves, or the President or Secretary for the time being of the Association requiring the Committee to convene and to appoint (within fourteen days of the service of such notice) a day, time and place for the holding of Extraordinary General Meeting

(d) Upon the appointment of such Extraordinary General Meeting of the Association pursuant to paragraph (c) above every financial Member and every financial Associate Member shall have posted to him by the Secretary, at least fourteen clear days prior to the date of such proposed Extraordinary General Meeting a notice of the fact which shall specify the purpose of the Extraordinary General Meeting together with the day, time and place at which such Extraordinary General Meeting is to be held.

(e) An Extraordinary General Meeting may by majority resolution, remove any Member of the Committee or of the Sub-Committee before the expiration of that person's period of office and may by like resolution appoint another person in that Member's place. The Association may also by majority resolution appoint any person to be a member of the Committee or of the Sub-Committee either to fill a casual vacancy or as an additional Member of the Committee or of the Sub-Committee.

(f) The business at an Extraordinary General Meeting of the Association shall be confined to the purpose for which the said Extraordinary General Meeting was called, and any other business set out in the notice.

16. PROCEEDINGS AT GENERAL MEETINGS

In this paragraph and paragraph 17 hereof, the word 'meeting' shall mean and include 'Annual General Meeting', 'General Meeting' and 'Extraordinary General Meeting', but not Committee Meeting.

(a) No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Five Members present in person shall be a quorum for all purposes.

(b) If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Committee may determine and if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the Members present shall be a quorum.

(c) The President of the Association, failing whom the Senior Vice-President, failing whom, the Junior Vice-President, shall preside as Chairperson at every such meeting but if there be no such President, Senior Vice-President or Junior Vice-President or if at any meeting none shall be present within five minutes after the time appointed for holding the meeting and willing to preside, the Members of the Committee present shall choose one of their Members to preside. If at any meeting no Member of the Committee is present and willing to preside, the Members present shall choose one of their number so to do.

(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 from time to time from place to 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 the business to be transacted at an adjourned meeting except where the meeting has been adjourned for thirty days or more when notice of the adjourned meeting shall be given as in the case of a general meeting.

(e) At any meeting a resolution put to the vote of the meeting shall be decided on 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) Not less than five Members present in person or by proxy entitled to vote; or

(iii) Any Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all Members having the right to vote at the Meeting. A demand for a poll may be withdrawn. Unless a poll be so demanded (and the demand be not withdrawn) a declaration by the Chairperson that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the Minute Book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

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

(g) If a poll is duly demanded (and the demand is not withdrawn) it shall be taken in such manner as the Chairperson may direct, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairperson may appoint scrutineers and may adjourn the meeting to some place and time fixed by such Chairperson for the purpose of declaring the result of the poll.

(h) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

(i) A poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairperson of the meeting directs, and any business other than that upon which the poll has been demanded may be proceeded with pending the taking of the poll. No notice need be given of a poll not taken immediately.

17. VOTINGS AT MEETINGS

(a) No Member shall, unless the Committee otherwise determine, be entitled to vote at any meeting unless all monies presently payable by such Member to the Association have been paid provided that a Member who has paid membership fees for the previous year shall be deemed to be a financial Member and entitled to a vote for a further two months after the end of the financial year. Subject as aforesaid every Member shall have one vote.

(b) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, then every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

(c) On a poll votes may be given either personally or by proxy. No person other than a Member may be appointed to act as a proxy.

(d) An instrument appointing a proxy shall be in writing and shall be signed by the appointor or the appointor's attorney. The Committee may, but shall not be bound to, require evidence of the authority of such attorney.

(e) An instrument appointing a proxy must be left at the address of the Association or such other place (if any) as is specified for that purpose in the notice convening the meeting not less than forty-eight hours before the time for holding the meeting or adjourned meeting (or, in the case of a poll, before the time appointed for the taking of the poll) at which it is to be used and in default shall not be treated as valid.

(f) An instrument appointing a proxy may be in the usual common form, or in such other form as the Committee may accept, and shall be deemed to confer authority to demand or join in demanding a poll. It need not be witnessed and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

(g) A vote given by proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the proxy or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, unsoundness of mind or revocation shall have been received by the Association, before the commencement of the meeting or adjourned meeting or poll at which the vote was given.

(h) Any matter or thing which may under these regulations be dealt with by ordinary resolution and is not required by law to be dealt with in General Meeting may, if the Committee so resolve, be determined by a postal ballot to be conducted in such manner as the Committee may think fit and any resolution declared by the Committee to have been carried by a majority of the Members voting on such ballot shall have effect in all respects as if it were an ordinary resolution duly passed at a meeting of the Association duly convened and held.

18. NOMINATIONS FOR AND ELECTION OF COMMITTEE AND SUB-COMMITTEE OF THE ASSOCIATION

(a) (i) Not less than six weeks before the Annual General Meeting in each year, the Secretary shall issue to each Member a nomination paper on which the Member may place the names of such Members of the Club as the Member may desire to nominate for election as a Member of the Committee and/or as a Member of the Sub-Committee. No Member may nominate for these offices a greater number of Members than there are vacancies. Each nominee shall be proposed by at least two Members, neither of whom shall be the nominee. All nomination papers shall be returned to the Secretary at least four weeks prior to the date of such Annual General Meeting and must be signed by the Member accepting nomination in the space provided for that purpose which shall confirm willingness to stand for election. A Member of the Committee or a Member of the Sub-Committee retiring but seeking re-election under the foregoing shall not be subject to nomination and shall be deemed to be Member nominated for the purpose of this clause.

(ii) Not less than three weeks before the Annual General Meeting, the Secretary shall, when the number of valid nominations exceeds the number of vacancies, forward to each Member of the Branch, either by post or by enclosure with the Newsletter of the Branch:

A. A ballot paper on which shall be shown a list of the candidates who have been validly nominated;

B. A form giving either the text of such of these clauses as may deal with the election of Members of the Committee and of the Sub-Committee of the Branch or an indication of the clauses in question, together with such further directions as the Committee shall deem to be necessary.

(iii) Each Member shall place an X in the appropriate place against the name or names of the candidate or candidates for whom a vote is asked, but such Member shall not be entitled to vote for more candidates than there are vacancies and any ballot paper which does not strictly comply with such requirements shall be rejected by the scrutineers. The ballot paper shall be forwarded to the Secretary so as to be delivered not less than three clear days before the date of the Annual General Meeting;

(iv) The Secretary immediately on receipt of each ballot paper, shall place the same in a ballot box provided for the purpose, which the Secretary shall convey to the Annual General Meeting. Ballot papers may be placed in such ballot box at the Annual General Meeting where the votes shall be counted by three scrutineers elected by the Members present. The result of the ballot shall be announced at the earliest possible stage to the Annual General Meeting;

(v) The candidates who receive the highest number of votes shall be declared elected. In the event of two or more candidates for any position receiving an equal number of votes, the issue shall be determined by ballot of those present at the Annual General Meeting or by a show of hands as the Chairperson shall decide:

(vi) If the number of persons nominated as candidates does not exceed the number of vacancies the persons so nominated shall be deemed elected and no ballot shall be taken as prescribed by these Regulations:

(vii) In the event of insufficient nominations being received as hereinbefore provided, the Chairperson of the meeting shall call for nominations for those vacant positions from those Members present and if necessary a ballot shall be held then and there:

(viii) Casual vacancies occurring in any of the offices of the Association may be filled by the Committee until such time as such vacancies can be filled in accordance with this paragraph.

(h) The Committee or Sub-Committee shall have the power at any time and from time to time to appoint any person to be a Member of the Committee or of the Sub-Committee to fill casual vacancy in the Committee or Sub-Committee but so that the total number of Members of the Committee or of the sub-Committee shall not at any time exceed the maximum number fixed by or in accordance with these Regulations. At the next Annual General Meeting, a member of the Committee or of the Sub-Committee appointed under this paragraph not being an officer for whom separate provision has been made under these Regulations shall retire and shall be eligible for re-election.

19. FINANCE

- (a) The Committee shall approve the Bankers of the Association.
- (b) The Treasurer will ensure all moneys in any form are banked as soon as possible.
- (c) Operation of any Bank Accounts or investments to be by the Treasurer or in the Treasurer's absence by a member approved by the Committee.
- (d) The Treasurer will ensure proper accounts of the Association will be maintained.
- (e) The Treasurer of the Association shall present a financial statement and balance sheet at the Annual General Meeting.

20. AUDIT

- (a) The Committee shall appoint an independent auditor annually; the auditor may be a Member of the Association, but not a Member of the Committee.
- (b) At least once in every year the auditor whose report shall be published at the next Annual General Meeting of the Association shall audit the Association's accounts.

21. COMMON SEAL

The Common Seal of the Association shall be kept in the custody of the Secretary and shall be affixed to any document only pursuant to a resolution of the Committee. The affixing of the seal shall be witnessed by the Secretary or President and two Members of the Committee, each of whom shall subscribe their name as witnesses.

22. NOTICES

- (a) Any notice or document may be served by the Association on any Member either personally or by sending it through the post in a prepaid letter addressed to such Member at the registered address as appearing in the Register of Members or to such other address as such Member may supply to the Association and any notice so served by post shall be deemed to have been served notwithstanding that such Member is then dead or bankrupt and whether or not the Association has notice of such Member's death or bankruptcy.
- (b) Any notice or document served by post shall be deemed to have been served at the expiration of seventy-two hours after the letter containing the same is posted, and in proving such service it shall be sufficient to show that the letter containing the notice or document was properly addressed, stamped and posted.

23. DISPOSITION OF PROPERTY ON WINDING-UP OR DISSOLUTION OF THE ASSOCIATION

- (a) The Association may be dissolved or wound up by a resolution at any general meeting or at a special general meeting called for such purpose.
- (b) If upon the winding-up or dissolution of the Association 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 Association, but shall be given or transferred to some other association, institution or body having objects similar wholly or in part to, the objects of the Association provided that the association, institution or body shall prohibit the distribution of its income and property among its Members or it shall be paid to or transferred to some charitable object which association, institution, body or object shall be determined by the Members of the Association at or before the time of dissolution or

winding up. 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.

24. ASSOCIATION

The income and property of the Association howsoever derived shall be applied solely towards the promotion of the objects of the Association and no proportion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the Members or relatives of Members of the Association provided that nothing herein shall prevent the payment of any remuneration or honorarium to any officer or servant of the Association in return for any services actually rendered to the Association or reasonable and proper rent for premises let by any Member.

25. ALTERATION OF THESE REGULATIONS

No addition, subtraction, amendment or alteration shall be made to these Regulations unless at an Extraordinary General Meeting of the Association by a three-fourths majority of the Members present personally or by proxy a resolution is passed approving such addition, subtraction, amendment or alteration.

[Regulations of 1986, as amended at the 2009 Annual General Meeting.]