



CONSTITUTION

of the

**ROLLS-ROYCE OWNERS' CLUB OF AUSTRALIA
SOUTH AUSTRALIAN BRANCH INCORPORATED**

INCORPORATED 22 JUNE 1982

A8009

Conforming to

Associations Incorporation Act 1985 (SA)

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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

ROLLS-ROYCE OWNERS' CLUB OF AUSTRALIA

SOUTH AUSTRALIAN BRANCH INC.

1. NAME OF CLUB

The name of the club is Rolls-Royce Owners' Club of Australia South Australian Branch Inc. **(the Club)**.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 1985 (SA)*.

Appointed Committee Member means a Committee Member appointed under **clause 9.7**.

Business Day means a day on which trading banks are open for business in Adelaide.

Chassis Plate means the national Register of Members maintained by the Rolls-Royce Owners Club of Australia.

Committee means the body consisting of the Committee Members, who are effectively the management committee and who are entrusted to manage the affairs of the Club.

Constitution means this constitution of the Club.

Committee Member means a member of the Committee and includes Elected Committee Members and Appointed Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

Elected Committee Member means a Committee Member elected under **clause 9**.

Eligible Motor Car means a motor vehicle or chassis manufactured by Royce Limited, Rolls-Royce Distributing Limited, Rolls-Royce Limited, Bentley Motors (1931) Limited, Rolls-Royce of America Inc., Rolls-Royce Motors Limited, Bentley Motors Limited, Rolls-Royce Motor Cars Limited and their respective successors (as the case may be).

Federal Council means The Federal Council of The Rolls-Royce Owners' Club of Australia.

Financial year means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment (including computer software), images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in the region.

Meeting means a meeting of Members being any of an Annual General Meeting, Special General Meeting or General Meeting

Member means a Full Member, an Honorary Life Member, an Associate Member, or a Joint Member admitted to Membership of the Club under **clause 6**.

Members Register means the Register of Members maintained pursuant to **clause 6.9**.

Objects means the objects of the Club in **clause 3**.

Owner means a natural person who owns an Eligible Motor Car either solely or as co-owner or has exclusive possession of an Eligible Motor Car with the written consent of the owner of for an indefinite period or is the controller of an entity which owns an Eligible Motor Car.

Regulations means any regulations made by the Committee under **clause 12.8**.

Seal means the common seal of the Club.

Special Business means business at a Meeting of which notice has been given to Members in the agenda other than the matters listed in clause 8,4 (a).

Special Resolution means a special resolution defined in the Act, being a meeting of which 21 days notice has been given to Members entitled to vote and at which a resolution is passed by three-quarters of those present and voting.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include other genders;
- (e) references to persons include corporations and associations;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, regulations and other statutory instruments includes consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) a reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail or electronic documents available by hyper-link included in electronic mail; and
- (i) any doubt arising as to the application or meaning of any clause or wording therein shall be decided by a vote at a Meeting, which decision shall be final and conclusive.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CLUB

The objects of the Club are in South Australia generally and elsewhere where applicable, to:

- (a) encourage, both generally and amongst members of the Club, the ownership careful maintenance and restoration of, and general interest in, Eligible Motor Cars;
- (b) adopt, sponsor, and encourage the ideas and ideals of the late Sir F. Henry Royce, the designer and builder of the first Royce car, and foster and encourage insistence on perfection synonymous with his work and the work of his successors;
- (c) promote the practical and social aspects of motoring within its membership;
- (d) further the motoring interests of its Members generally and where necessary or desirable to join with other persons or Clubs or Associations to this end;
- (e) encourage courtesy, good driving, and safety on the roads of Australia;
- (f) encourage social contacts between Members and generally afford to them all the usual privileges, advantages and accommodation of a Club;
- (g) collect and disseminate between Members of this Club and equivalent Clubs information regarding Eligible Motor Cars;
- (h) establish, maintain and add to a library relevant to the objects of the Club;
- (i) 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;
- (j) assist the Rolls-Royce Owners' Club of Australia to establish, publish and maintain a national magazine and a website, and for the Branch to produce a local magazine and maintain a website or other social media presence;
- (k) raise funds by all lawful means for the furtherance of the Objects of the Club;
- (l) invest the funds of the Club in any manner permitted by law and approved by the Committee;
- (m) encourage among any Members intending to sell an Eligible Motor Car the practice of offering it first to existing Members or Associate Members of the Club so that such existing Members or Associate Members shall be afforded the first opportunity of purchase;
- (n) act, at all times, on behalf of and in the interest of the Members;
- (o) affiliate and otherwise liaise with the Rolls-Royce Owners' Club of Australia and comply with the constitution, regulations and rules of that body to further these Objects;
- (p) adopt and implement such policies as may be developed by the Rolls-Royce Owners' Club of Australia;
- (q) advance the operations and activities of the Club;

- (r) maintain and enhance the reputation of the Club and the standards of behaviour of participants in the Club activities;
- (s) promote at all times mutual trust and confidence between the Club, Rolls-Royce Owners' Club of Australia and the Members in pursuit of these Objects;
- (t) promote the economic and community service success, strength and stability of the Club;
- (u) use and protect the Intellectual Property appropriately;
- (v) pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the Club;
- (w) have regard to the public interest in the operations of the Club;
- (x) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects;
- (y) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve; and

4. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has the rights, powers and privileges conferred on it under section 25 of the Act, namely to:

- (a) acquire, hold, deal with, and dispose of, any real or personal property;
- (b) administer any property on trust;
- (c) open and operate Authorised Deposit-Taking Institution accounts;
- (d) invest its moneys —
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) in any other manner authorised by the Committee of the Club;
- (e) borrow money upon such terms and conditions as the Club thinks fit;
- (f) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (g) appoint agents to transact any business of the Club on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

5. AFFILIATION WITH ROLLS-ROYCE OWNERS' CLUB OF AUSTRALIA

Until resolved otherwise by Members at a General Meeting, the Club will continue to be affiliated with the Rolls-Royce Owners' Club of Australia and its other state branches by the "Constitution of the Rolls-Royce Owners' Club of Australia 1983" and the "Deed Constituting the Rolls-Royce Owners' Club of Australia" dated March 2010 being the agreement between various State Branches of the Rolls-Royce Owners' Club of Australia and any amendments to those documents.

6. MEMBERSHIP

6.1 Categories of Members

The Club shall consist of Members in the following categories:

- (a) **Full Members** are persons who are Owners and are admitted to membership by the Committee as a Full Member under clause 6.4 and who shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings;
- (b) **Honorary Life Members** are Individuals appointed as a life member of the Club under clause 6.2 and who shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings;
- (c) **Associate Members** are persons who have an interest in Eligible Motor Cars but are not an Owner who are admitted to membership by the Committee as an Associate Member under clause 6.4 and who shall have the right to receive notice of Meetings and to be present and to debate but not to vote at Meetings. At no time shall the number of Associate Members exceed 50% of the total number of Members;
- (d) **Joint Members**, are persons who are approved as a Joint Member of the Club by the Committee under **clause 6.7** and who shall have the right to receive notice of Meetings jointly with the Full Member or Associate Member who nominated them, and to be present and to debate but not to vote at Meetings;
- (e) such new categories of Members including Guest Members as may be created by the Committee, which may define the privileges and obligations of members in that category and unless otherwise specified shall not be included in the term "Members" in this Constitution. Any new category of Member created by the Committee cannot be granted voting rights without the approval of the Club in a Meeting.

6.2 Honorary Life Membership

- (a) Honorary Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Club or to the Rolls-Royce Owners' Club of Australia and the appointment is to be made by the Rolls-Royce Owners' Club of Australia.
- (b) Any Member may propose to the Committee another Member for Honorary Life Membership.
- (c) The nominee must have:
 - (i) had at least ten years' continuous service and membership as at the date of the nomination;
 - (ii) made significant contribution to the general benefit of the Club by service beyond the requirements of normal Club activities; and
 - (iii) owned an Eligible Motor Car for at least five years and preferably still be the owner of an Eligible Motor Car.
- (d) The nominee must have held at least one of the following offices for a period of at least two years or two of the following offices for a period of at least one year each:
 - (i) Federal President
 - (ii) Federal Secretary

- (iii) Federal Delegate
 - (iv) Branch President
 - (v) Branch Secretary
 - (vi) Branch Treasurer
- (e) The procedure for nomination and approval shall be as follows:
- (i) The nomination is to be kept strictly confidential and, if the nominee is a member of the Committee, then the Committee will consider the matter in the absence of the nominee;
 - (ii) The nomination is to be approved by the Committee;
 - (iii) At least three calendar months prior to the date set for the next Federal Council meeting of the Rolls-Royce Owners' Club of Australia, the President or Secretary of the Club shall advise the Federal President in writing of the nomination and approval of the Committee and request that the Federal Council by unanimous resolution appoint the nominee as an Honorary Life Member of the Club.
- (f) An Honorary Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a participant in Club events in his or her capacity as a participant in the event.)

6.3 Application for Membership

- (a) Subject to this **clause 6**, an applicant candidate for membership must apply to the Committee in writing.
- (b) An applicant to become a Full Member must be a natural person at least 18 years of age who is the Owner of an Eligible Motor Car.
- (c) An applicant to become an Associate Member must be a natural person at least 18 years of age who is not the Owner of an Eligible Motor Car.
- (d) The application must:
 - (i) be in a form approved by the Committee;
 - (ii) contain full particulars of the name and address and contact details of the applicant, including an email address to which notices to the applicant if admitted to membership may be sent by the Club;
 - (iii) identify the category of membership for which the applicant is applying;
 - (iv) be proposed and seconded by financial Members;
 - (v) tender the appropriate joining fee and annual subscription then payable for the relevant category of membership (see **clause 6.17** and
 - (vi) contain any other information, including in the case of an application for Full Membership, details of the Eligible Motor Car of which the applicant is the Owner, prescribed by Regulation for an application for membership in that category.

6.4 Discretion to Accept or Reject Application

- (a) The Committee may accept or reject an application for membership whether or not the applicant has complied with the requirements in this **clause 6**. The Committee

shall not be required or compelled to provide a reason for accepting or rejecting the application.

- (b) Where the Committee accepts an application, the applicant shall be admitted as a Member in the Category approved by the Committee. Membership shall be deemed to commence upon acceptance of the application by the Committee. The Secretary shall amend the Members Register accordingly as soon as practicable.
- (c) Where the Committee rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected.
- (d) Where the Committee rejects an application, the applicant shall have the right to appeal to a General Meeting convened for that purpose, where if so requested the applicant shall be given the opportunity to present submissions either orally or in writing and be heard personally or by a representative and any poll on the issue shall be by secret ballot and binding on the Club.

6.5 Cessation of Ownership of Eligible Motor Car

If a Full Member ceases to be the owner of an Eligible Motor Car and does not again become an Owner of an Eligible Motor Car by the fifth 30 June after such cessation, then the Member will cease to be a Full Member and will automatically become an Associate Member of the Club.

6.6 Renewal

Members (other than Honorary Life Members) must renew their membership annually in accordance with the procedures set down by the Committee or specified in the Regulations from time to time.

6.7 Joint Members

- (a) An applicant for membership or a Full Member or Associate Member may, at the time of submitting an application for membership or on renewal or at any other time, nominate a person who is the spouse or domestic partner or otherwise related to the Full Member or Associate Member, or a person whom the applicant, Full Member or Associate Member proposes will regularly accompany or be connected or associated with him or her at Club events, whether or not the person is the Owner of an Eligible Motor Car, as a Joint Member of the Club.
- (b) The Committee may approve the nominee as a Joint Member with the Full Member or Associate Member.
- (c) Upon approval, the name of the Joint Member shall be entered on the Members Register as a Joint Member of the Full Member or the Associate Member.
- (d) No joining fee or subscription shall be payable by or in relation to a Joint Member.
- (e) Joint Members shall have such rights and privileges as shall be determined by the Committee.
- (f) The Full Member or Associate Member who nominated the Joint Member may at any time by notice in writing to the Club terminate the nomination and the Joint Member will thereupon cease to be a Joint Member and the Members Register shall be amended accordingly.
- (g) Upon a Full Member or an Associate member ceasing to be a Member of the Club, the Joint Member shall also cease to be a Member of the Club and the Members Register shall be amended accordingly.
- (h) A Joint Member or a former Joint Member shall be entitled to apply at any time for separate membership of the Club as a Full Member or Associate Member and the

application will be considered by the Committee in the ordinary way pursuant to clause 6.3.

6.8 Obligations of Members

Each Member must:

- (a) treat all other Members, contractors and representatives of the Club, and all those involved with the Club with respect, decency and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of the Club;
- (c) not act in a manner:
 - (i) unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club; or
 - (ii) that is likely to bring the Club, into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Club, and its maintenance and development; and
- (d) recognise the Club as the authority for matters pertaining to Eligible Motor Vehicles in South Australia and Rolls-Royce Owners Club of Australia as the authority for Eligible Motor Vehicles nationally;
- (e) adopt and implement such Regulations and policies as may be developed by the Club;
- (f) have regard to the Objects in any way pertaining to ownership of Eligible Motor Vehicles;

6.9 Club to Keep Members Register

Subject to the Act, confidentiality considerations and privacy laws:

- (a) the Club must keep and maintain a Members Register, which shall contain, at least:
 - (i) the full name, address, contact details including email address, category of membership and date of entry to membership or change of category of membership of each Member;
 - (ii) where applicable, the date of termination of membership of each previous Member, and
 - (iii) where applicable, the date of election, appointment or cessation of the Member as a Committee Member;
- (b) the Members Register may contain such other information as the Committee considers appropriate;
- (c) Members must provide the Club with the details required by the Club to keep the Members Register complete and up to date; and
- (d) Members shall provide notice of any change of required details to the Club within one month of such change.

6.10 Inspection of Members Register

Subject to the Act, confidentiality considerations and privacy laws, an extract of the Members Register, excluding the address or other direct contact details of any Member,

shall be available for inspection (but not copying) by Members who make a reasonable request for a proper purpose.

6.11 Use of Members Register

Subject to the Act, confidentiality considerations and privacy laws, the Members Register may be used to further the Objects, in such manner as the Committee considers appropriate.

6.12 Effect of Membership

Members acknowledge and agree that:

- (a) this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Regulations and policies of the Club (as well as the constitutions, regulations and policies of the Rolls-Royce Owners Club of Australia where applicable);
- (b) they shall comply with and observe this Constitution and the Regulations and policies of the Club and also any determination, resolution or decision, which may be made or passed by the Committee or other entity with delegated authority on behalf of the Club;
- (c) by submitting to this Constitution and the Regulations and policies of the Club, they are subject to the jurisdiction of the Club, and the Rolls-Royce Owners Club of Australia (where applicable);
- (d) the Constitution and the Regulations and policies of the Club are necessary and reasonable for promoting the Objects; and
- (e) they are entitled to all benefits, advantages, privileges and services of being a Member of the Club.

6.13 Resignation of Membership

- (a) A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving one month's notice in writing to the Club, subject to the clauses below.
- (b) Once the Club receives notice of resignation of membership given under this **clause 6.13(a)**, it must make an entry in the Members Register that records the date on which the Member who gave notice ceased to be a Member.

6.14 Member to Re-Apply for Membership

A Member whose membership has been discontinued under **clauses 6.13 or 7**:

- (a) may seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted as a Member at the discretion of the Committee in such Category and with such conditions of membership as the Committee considers appropriate.

6.15 Forfeiture of Rights

- (a) A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property.
- (b) Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

6.16 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

6.17 Subscriptions and Fees

- (a) The Committee may:
 - (i) recommend to the Annual General Meeting the amount of the annual membership subscriptions and joining fee for the next ensuing financial year;
 - (ii) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and
 - (iii) determine the time for and manner of payment of the other fees and levies by Members to the Club.
- (b) The annual subscription shall be payable in advance by 1 July in each year.
- (c) The Committee may recommend or fix as the case may be, subscriptions, fees or levies at different rates for different categories of membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- (d) The Committee may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.
- (e) On admission to membership between 1 July and 31 December in any year, a new Member must pay the current annual subscription in full for the relevant category of membership, and on admission to membership between 1 January and 30 June in any year a new Member must pay one half of the current annual subscription for the relevant category of membership and in both cases the full current joining fee, provided that the Committee may agree to accept payment of the subscription in instalments.
- (f) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Committee is satisfied that there are special reasons to do so.

7. DISCIPLINE AND DISPUTE RESOLUTION

7.1 Procedure

- (a) If a dispute in relation to matters concerning the Club arises between two or more Members of the Club (including a person who was a Member within the preceding six months) which dispute is referred to the Committee, the Committee may direct that the parties to the dispute must meet together in the presence of an independent person nominated by the President and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of the Committee.
- (b) If any complaint is made against the conduct of a Member which may involve a breach of this Constitution or the Regulations or policies of the Club or a disciplinary matter generally (including, but not limited to, matters which involve a Member acting in a manner unbecoming of a Member or prejudicial to the Objects or interests of the Club or a Member bringing other Members or the Committee or the Club into disrepute) arises, then the Committee may resolve either:

- (i) to deal with the matter itself, or(whether or not a possible conflict of interest might arise),
- (ii) to appoint an independent tribunal of not more than three persons who are not Members of the Club to hear and determine the matter the subject of the complaint or charge and, subject to Clause 7.2, the tribunal may appoint its own procedures.

7.2 Natural Justice and Procedural Fairness

All proceedings relating to matters falling under **clause 7.1 (b)** must be conducted according to the rules of natural justice in accordance with the Act and procedural fairness generally in that the Member must be given notice in writing of the complaint or charge and any particulars of the act or omission constituting the complaint or charge and given the opportunity to respond either in writing or in person at a hearing of the matter.

7.3 Penalty

If any Member is found guilty of the complaint or charge, the Committee or the tribunal, as the case may be, may impose one or more of the following penalties:

- (a) require the Member to provide an apology in writing;
- (b) impose a reprimand;
- (c) impose a fine not exceeding Five Hundred Dollars;
- (d) suspend the Member's membership of the Club for a period of time not exceeding two years; or
- (e) expel the Member from the Club.

8. MEETINGS

8.1 Types

The Meetings that can be convened where Members have the opportunity to express opinions and vote on various matters are:

- (a) General Meetings - which may be held on a regular basis to discuss matters not dealt with at the Annual General Meeting or a Special General Meeting;
- (b) Annual General Meeting - which must be held annually in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee; and
- (c) Special General Meeting – which are special meetings that are convened to discuss extraordinary issues.

8.2 Attendance

Unless this Constitution expressly provides otherwise, all Members (including the Committee) and the auditor are entitled to attend Meetings but only Full Members and Honorary Life Members are entitled to vote at Meetings.

8.3 Notice

- (a) Notice of Meetings must be given to Members and the auditor by the means authorised in **clause 12.9**.
- (b) A notice of a Meeting must specify the place, day and hour of the Meeting and state the nature and order of the business to be transacted at the Meeting.

- (c) At least twenty-one (21) days' notice of a Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the Meeting; and
 - (ii) any notice of motion received from Members entitled to vote.

8.4 Business

- (a) The ordinary business to be discussed at the Annual General Meeting includes, but is not limited to, the consideration and approval of financial and other accounts and the reports of the Committee (and those of any auditor), the election of Committee Members, fixing of subscriptions and joining fees for the next financial year following the meeting and appointment of any Patron or Vice-Patrons.
- (b) All business that is discussed at a Special General Meeting or an Annual General Meeting, other than those matters referred to in **clause 8.4(a)**, is Special Business.
- (c) Subject to clause 8.4 (d) no business other than that stated on the notice for an Annual General Meeting or Special General Meeting may be discussed at those meetings.
- (d) Special or other business can with the approval of the Chairperson be tabled without notice at a General Meeting.

8.5 Patrons and Vice Patrons

At the Annual General Meeting, the Club, on the recommendation of the Committee, may annually appoint a Patron and any Vice-Patrons as it considers necessary. This is subject to approval of that person or persons.

8.6 Notices of Motion

Members entitled to vote may submit notices of motion including the wording of any proposed resolution for inclusion as Special Business at a Meeting. All notices of motion for discussion at the Annual General Meeting must be submitted in writing to the Secretary not later than 30 June in any year.

8.7 Quorum

No business may be discussed or transacted at a Meeting unless a quorum is present at the time when the Meeting proceeds to business. Subject to **clause 8.9** a quorum for Meetings is 5 Members entitled to vote including 2 Committee Members.

8.8 President to Preside

- (a) Subject to this Constitution, the President will preside as chairperson at every General Meeting except:
 - (i) in relation to any election for which the President is a nominee; or
 - (ii) where the President has a conflict of interest.
- (b) If the President is not present or is unwilling or unable to preside either generally or for a particular item of business, then the Vice President will preside for that meeting or item of business but if neither the President nor the Vice President are present or both are unwilling or unable to preside then the Members present must appoint another Committee Member to preside as chair for that General Meeting only or to deal with that particular item of business.

8.9 Adjournment

- (a) If within half an hour from the time appointed for the Meeting, a quorum is not present, the Meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines.
- (b) If at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the adjourned Meeting:
 - (i) if the Meeting was convened on the requisition of Members under **clause 8.14**, the Meeting will lapse and will not be adjourned or reconvened; and
 - (ii) in any other case, those Members present will constitute a quorum.
- (c) The chairperson may, with the consent of any Meeting at which a quorum is present, and must, if directed by the Meeting, adjourn the Meeting from time to time and from place to place but no business may be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
- (d) When a Meeting is adjourned for thirty (30) days or more, notice of the adjourned Meeting must be given as in the case of an original Meeting.
- (e) Except as provided in **clause 8.9(d)**, it is not necessary to give any notice of an adjournment or the business to be discussed or transacted at any adjourned Meeting.

8.10 Voting Procedure

- (a) At any Meeting a resolution put to the vote of the Meeting will be decided on a show of hands unless a poll is (before the show of hands) demanded by:
 - (i) the chairperson; or
 - (ii) a simple majority of Members present at the General Meeting.
- (b) Each Full Member or Honorary Life Member is entitled to one (1) vote at Meetings. A Full Member who is in arrears of subscription or unpaid any other money due to the Club shall not be entitled to vote at any Meeting.
- (c) The chairperson may not exercise a casting vote at Meetings.

8.11 Proxy Voting

A Member entitled to vote may in accordance with Regulations made by the Committee appoint a Member or Associate Member or the Joint Member nominated by the Member to attend and to vote at a Meeting on behalf of the Member.

8.12 Recording of Determinations

A declaration by the chairperson that a resolution has, on a show of hands, been carried (either unanimously or by a particular majority) or lost and an entry to that effect in the minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

8.13 Special General Meetings

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.

8.14 Requisition of Special General Meetings by Members

- (a) On the requisition in writing of 7 Ordinary Members, the Committee must, within one month after the receipt of the requisition (and provided notice is given in accordance with **clauses 8.**), convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting including the wording of any proposed resolution and be sent to the Secretary. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the service of the requisition on the Club.
- (d) A Special General Meeting convened by the Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

9. POWERS AND APPOINTMENT OF COMMITTEE

9.1 General powers of Committee

- (a) The Committee constitutes the management committee for the purposes of the Act.
- (b) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee, which may exercise the powers of the Club for that purpose.
- (c) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Club and Members as a whole, having regard to the Club's position and role in South Australia.
- (d) The Committee may not cause the Club to disaffiliate from the Rolls-Royce Owners Club of Australia in any way unless decided by resolution of the Members at a Special Meeting.

9.2 Composition of the Committee

The Committee will comprise of:

- (a) up to nine (9) Elected Committee Members who must all be Members and who shall be elected under **clause 9.4**; and
- (b) up to two (2) Appointed Committee Members who need not be Members and who may be appointed under **clause 9.6**.

9.3 Form of Nominations for Elected Committee Members

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose;

- (c) be signed by a proposer and seconder and the nominee who shall all be Members of the Club; and
- (d) be delivered to the Secretary or such other addressee as is designated by the Committee not later than 30 June in each year .

9.4 Elections

- (a) If the number of nominations received for the Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then, only if approved by the majority of Members entitled to vote at the Annual General Meeting, each nominee shall be declared elected.
- (b) If a person nominated at the Annual General Meeting is not approved by the majority of Members under **clause 9.4(a)**, he or she will not be entitled to take office or become an Appointed Committee Member until approved by the Members at an Annual General Meeting.
- (c) If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting.
- (d) Voting shall be conducted in such a manner and by such a method as is determined by the Committee from time to time.
- (e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant position(s) will be deemed casual vacancies under **clause 9.11**.

9.5 Term of Appointment for Elected Committee Members

- (a) Committee Members elected under **clause 9.4** shall be elected for a term of three (3) years. Subject to provisions in this Constitution relating to early retirement or removal of Committee Members, Elected Committee Members shall assume office from the conclusion of the Annual General Meeting at which their relevant election occurred until the conclusion of the third Annual General Meeting following.
- (b) One third of the Elected Committee Members shall retire in each year but they shall be eligible for re-election.
- (c) The sequence of retirements under **clause 9.5(b)**, is designed to ensure rotational and staggered terms.
- (d) If the law requires the Elected Committee Member to have a particular qualification or clearance (for example, police clearance), the Elected Committee Member's term will not begin until the qualification or clearance has been established.

9.6 Appointment of Appointed Committee Members

The Elected Committee Members may appoint up to two (2) Appointed Committee Members, at their sole discretion. An Appointed Committee Member may but need not necessarily be a Member of the Club.

9.7 Qualifications for Appointed Committee Members

In appointing Appointed Committee Members, the Elected Committee Members should have regard to which personal and professional skills, diversity (including, but not limited to gender, ethnicity and age) and experience the Elected Committee Members and appoint persons who the Elected Committee Members believe will complement the Committee composition.

9.8 Term of Appointment

The term of office of each Appointed Committee Member must be fixed by the Elected Committee Members at the time of the Appointed Committee Member's appointment but it must expire no later than the conclusion of the second Annual General Meeting following appointment.

9.9 Office Bearers

- (a) The Committee at its first meeting after the Annual General Meeting shall appoint:
 - (i) a President, who must be a Full Member, from amongst its Elected Committee Members and the President shall be the nominal head of the Club;
 - (ii) a Vice President, who must be a Full Member, from amongst the Elected Committee Members;
 - (iii) a Secretary from amongst the Committee Members; and
 - (iv) a Treasurer from amongst the Committee Members
- (b) The persons so appointed shall hold the office until the conclusion of the next Annual General Meeting but may be suspended or removed or replaced by the Committee during that term.

9.10 Portfolios

The Committee may allocate other portfolios to Committee Members.

9.11 Casual Vacancies

Subject to **clause 9.5** any casual vacancy occurring in the position of Committee Member may be filled by the remaining Committee Members from among appropriately qualified persons. The person appointed to fill a casual vacancy may only serve for the remainder of the term under this Constitution of the Committee Member replaced.

9.12 Duties of Committee Members

In accordance with Division 3A of the Act, Committee Members must:

- (a) not, in the exercise of their powers or the discharge of their duties, commit an act with intent to deceive or defraud the Club, Members or creditors of the Club or creditors of any other person or for any fraudulent purpose;
- (b) not make improper use of information acquired by virtue of their position in the Club so as to gain, directly or indirectly, any pecuniary benefit or material advantage themselves or any other person, or so as to cause a detriment to the Club;
- (c) not make improper use of their position as such an officer or employee so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves any other person, or so as to cause a detriment to the Club; and
- (d) at all times act with reasonable care and diligence in the exercise of their powers and the discharge of the duties of their office.

9.13 Grounds for Termination of Committee Member

- (a) The office of a Committee Member becomes vacant if the Committee Member:
 - (i) dies;

- (ii) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (iii) suffers from mental or physical incapacity rendering the Committee Member incapable of performing as a Committee Member;
 - (iv) cannot obtain or retain office under section 30 of the Act;
 - (v) resigns his or her office by notice in writing to the Club;
 - (vi) is absent without the consent of the Committee from three (3) meetings of the Committee;
 - (vii) holds any office of employment with the Club;
 - (viii) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest (and which amounts to a conflict of interest);
 - (ix) in the case of an Appointed Committee Member, is removed from office by the Elected Committee Members;
 - (x) is removed by the Members in General Meeting; or
 - (xi) would otherwise be prohibited from being a Committee Member of a corporation under the *Corporations Act 2001 (Cth)*.
- (b) If a Committee Member is removed by resolution of the Members, the Committee Member cannot be reappointed to the Committee as an Appointed Committee Member without a further resolution of Members authorising the appointment.

9.14 Committee May Act

If there are any vacancies on the Committee, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum.

10. PROCEEDINGS OF COMMITTEE

10.1 Committee to Meet

- (a) The Committee must meet at least six (6) times in every calendar year and otherwise as often as it considers necessary for the dispatch of business (and must meet at least as often as is required under the Act) and in accordance with principles of good governance. Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Committee Member may at any time convene a meeting of the Committee on at least three (3) days notice in writing to the other Committee Members.

10.2 Chairing Meetings

The President will act as chair of any Committee meeting at which they are present. If the President is not present or is unwilling or unable to preside at a Committee meeting or for a particular item of business, the Vice-President will act as chair for that meeting or that particular item of business and if neither the President nor the Vice President are present, or both are unwilling or unable to preside at the meeting or for that particular item of business then the remaining Committee Members shall appoint another Committee Member to preside as chair for that meeting or that particular item of business only.

10.3 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is four (4) Committee Members.

10.4 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by resolution of the Committee Members. Each Committee Member has one (1) vote on any question. The chair does not have a casting vote.

10.5 Circulatory Resolutions

- (a) A resolution in writing, signed or assented to by email, or other form of visible or other electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Committee Members.
- (b) A resolution may not be passed under **clause 10.5(a)** if, before it is circulated for voting under **clause 10.5(a)** the Committee resolves that it can only be put at a meeting of the Committee.
- (c) A resolution passed under this clause must be recorded in the minute book.

10.6 Conflict of Interest

- (a) The Committee Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Committee Member has an interest.
- (b) A Committee Member shall declare his or her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote shall not be counted.
- (c) In the event of any uncertainty as to whether it is necessary for a Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.

10.7 Disclosure of Interests

- (a) The nature of the interest of a Committee Member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee. If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes interested.
- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

10.8 General Disclosure

A general notice stating that a Committee Member is a member of, or associated with, any entity and that he or she is 'interested' in all transactions with that entity is sufficient declaration under **clause 10.7**. After the distribution of the general notice, it is not necessary

for the Committee Member to give a special notice regarding any particular transaction with that firm or company.

10.9 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Committee Member in accordance with **clauses 10.6, 10.7 and/or 10.8** must be recorded in the minutes of the relevant Meeting.

10.10 Delegations

(a) Committee May Delegate Functions

The Committee may, by resolution, create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions. The Committee will also determine what powers these entities are given and it may be made subject to such conditions or limitations as the Committee thinks fit.

(b) Revocation of Delegation

By instrument in writing, the Committee may at any time revoke wholly or in part any delegation made under this clause and it may amend or repeal any decision made by such body or person under this clause.

11. RECORDS AND ACCOUNTS

11.1 Accounts to be Kept and Distributed

- (a) The Club must keep such accounting records as correctly record and explain the transactions and financial position of the Club.
- (b) The Committee Members will cause proper accounting and other records to be audited and distributed in accordance with Division 2 of the Act, including all documents required to be distributed to the Members for the purpose of the Annual General Meeting.
- (c) The Club must lodge with the Corporate Affairs Commission such periodic returns, containing accounts and other information relevant to the affairs of the Club, as the Act and associated regulations (Associations Incorporation Regulations 2008) may require.

11.2 Transaction Accounts

- (a) The Club shall open and keep at least one transaction(banking) account as the Committee may from time to time determine, and all monies belonging to the Club shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of those account(s) of the Club.
- (b) No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Club unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Committee for such purposes. All extraordinary and capital expenditure must be unequivocally ratified by the Committee.

11.3 Auditor

- (a) At the first Committee meeting after the Annual General Meeting, a suitable person who is not a Committee Member shall be appointed by the Committee as the auditor and the remuneration, if any, of such auditor fixed and duties regulated in accordance with the Act.
- (b) The auditor may be removed by the Committee.

- (c) The auditor has a right of access at all reasonable times to the accounting records and other records of the Club and is entitled to require from any officer of the Club such information and explanations as he or she desires for the purpose of an audit.
- (d) The auditor must provide the Committee with reports that comply with the Act with sufficient time for the Committee to lay such material before the Members as and when required (including for the Annual General Meeting).
- (e) The reasonable fees and expenses of the auditor are payable by the Club.

11.4 Application of Income

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.
- (c) Nothing in **clauses 11.4(a) or 11.4(b)** shall prevent payment to any Member for:
 - (i) any services actually rendered to the Club whether as an employee, Committee Member or otherwise; or
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Club; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Club.

provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction and there is no conflict of interest in making the payment.

12. ADMINISTRATION

12.1 Seal

- (a) The Club will have a Seal on which its corporate name appears in legible characters.
- (b) The Seal may not be used without the express authorisation of the Committee and every use of the Seal must be recorded in the minute books of the Club. The affixing of the Seal must be witnessed by two (2) Committee Members or by one Committee Member and another person authorised by the Committee for that purpose.

12.2 Public Officer

The Committee shall appoint a Committee Member to be the Public Officer of the Club and may replace the Public Officer at any time.

12.3 Winding Up

The Association may be wound up in a manner provided for in the Act.

12.4 Distribution of Assets and Property on Winding Up

- (a) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to another organisation(s) that has objects similar to the Objects of the Club.
- (b) Those organisation(s) must prohibit the distribution of income and property among its members to an extent at least as great as that imposed on the Club by this Constitution.
- (c) The organisation(s) is to be determined by the Members in a Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

12.5 Virtual meetings

- (a) Virtual meeting technology may be used in holding a meeting of members or committee or a sub-committee, provided the technology gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate without being physically present in the same place.
- (b) To avoid doubt:
 - (i) a reasonable opportunity to participate includes a reasonable opportunity to exercise a right to speak; and
 - (ii) a person may elect to exercise a right to speak (including a right to ask questions) orally rather than in writing.
- (c) All persons so participating in the meeting are taken for all purposes to be present in person at the meeting while so participating.
- (d) All persons so participating in the meeting who are entitled to vote at the meeting:
 - (i) must be given the opportunity to participate in the vote in real time; and
 - (ii) may be given the opportunity to record a vote in advance of the meeting at the election of the voter.
- (e) If:
 - (i) virtual meeting technology is used in holding a meeting of members or committee or a sub-committee; and
 - (ii) a document is required or permitted to be tabled at the meeting;the document is taken to have been tabled at the meeting if the document is:
 - (iii) given to the persons entitled to attend the meeting (whether physically or using virtual meeting technology) before the meeting; or
 - (iv) made accessible to the persons attending the meeting (whether physically or using virtual meeting technology) during the meeting.

12.6 Place and time of virtual meetings

- (a) This section applies in relation to a meeting of members or committee or a sub-committee if virtual meeting technology is used in holding the meeting.
- (b) If any of the persons entitled to attend the meeting is entitled to physically attend the meeting:
 - (i) the place for the meeting is taken to be:
 - (A) if there are 2 or more locations at which persons who are entitled to physically attend the meeting may do so—the main location for the meeting as set out in the notice of the meeting; and
 - (B) otherwise—the location where the persons may physically attend the meeting; and
 - (ii) the time for the meeting is taken to be the time at the place for the meeting.
- (c) If none of the persons entitled to attend the meeting is entitled to physically attend the meeting:
 - (i) the place for the meeting is taken to be the address of the Chairperson of the meeting; and
 - (ii) the time for the meeting is taken to be the time at the place for the meeting.

12.7 Amendment of Constitution

This Constitution shall only be amended by a Special Resolution.

12.8 Regulations

(a) Committee to Formulate Regulations

The Committee may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Club and the advancement of the purposes of the Club as it thinks necessary or desirable. Such regulations must be consistent with the Constitution, the constitution of the Rolls-Royce Owners Club of Australia (and any regulations made by it) and any policy directives of the Committee.

(b) Regulations Binding

All Regulations are binding on the Club and all Members.

(c) Regulations Deemed Applicable

All clauses, rules, by-laws and Regulations of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and Regulations are not inconsistent with, or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.

(d) Publication on Website and in Bulletins Binding on Members

Any Regulations may be published on the website of the Club and amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Secretary. The matters in the Regulations are binding on all Members.

12.9 Notice

- (a) Notices to be given by the Club to any person entitled under this Constitution to receive any notice will be sent or, by electronic mail (email) to the Member's email address appearing in the Member's Register. An email containing a hyper-link or other electronic connection to documents on a digital file sharing system or website constitutes proper service of those documents.
- (b) Where a notice is sent by email, service of the notice shall be deemed to be effected on the next Business Day after it was sent.
- (c) Notices to be given to the Secretary or the Club may be given by email to an email address published in the Club newsletter from time to time and will be deemed to have been served on the Business Day after it was sent.

12.10 Indemnity

- (a) The Committee Members of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member in defending any proceedings, whether civil or criminal.
- (b) The Club shall indemnify its Committee Members against all damages and losses (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission except wilful misconduct performed or made while acting on behalf of and with the authority, express or implied, of the Club.

12.11 Authority to Trade

Any trade conducted by the Club is to be in accordance with the Act.

13. TRANSITIONAL PROVISIONS

13.1 Deemed Membership

- (a) All Members who are, prior to the operation of this Constitution, Members of the Club, shall be deemed Members in the category of which they were members from the time of the commencement operation of this Constitution.
- (b) Members shall provide the Club with such details or further details as are reasonably required by the Club under this Constitution within one month of the operation of this Constitution.

13.2 Existing Committee Members to Retire

The Office Holders and Committee Members in place immediately prior to the adoption of this Constitution continue in those positions until the conclusion of the Annual General Meeting at which their term expires and the following appointments or terms of Committee Members apply after the adoption of this constitution namely:

- (a) The terms of three Committee Members selected by the Committee prior to the adoption of this constitution expire at the conclusion of the first Annual General Meeting and they are eligible for re-election;
- (b) The terms of a further three Committee Members selected by the Committee prior to the adoption of this constitution expire at the conclusion of the second Annual General Meeting and they are eligible for re-election; and
- (c) The terms of the remaining Committee Members in place immediately prior to the adoption of this constitution expire at the conclusion of the third Annual General Meeting and they are eligible for re-election.

The effect of this provision is that after three (3) years from the adoption of this Constitution, the original elected Committee Members in office as at the date of adoption of this Constitution have all retired but each is eligible for re-election at the end of the relevant term.

13.3 Regulations deemed applicable

All rules, by-laws, policies and Regulations of the Club in force at the date of the adoption of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with or have been replaced by this Constitution.

Constitution Version Control

Date	Clauses amended	Description of change	General Meeting Date
07/08/2022	Entire Constitution	Adopted	07/08/2022