



**Constitution of
THE ROLLS-ROYCE OWNERS' CLUB OF AUSTRALIA ACT BRANCH
INCORPORATED.**

Adopted by Special Resolution on the 2nd of October 2024

CONSTITUTION

ROLLS-ROYCE OWNERS' CLUB OF AUSTRALIA ACT BRANCH INCORPORATED.

1. NAME

The name of the Club is "Rolls-Royce Owners' Club of Australia ACT Branch Incorporated.

2. OBJECTS

The objects of the Club are as follows:

- (a) To foster the social and recreational activities of members having a common interest in Rolls-Royce and Bentley motor cars;
- (b) To facilitate and support the maintenance and restoration of classic and historic motor vehicles by members;
- (c) To cooperate with other organisations having like aims in Australia and overseas.

3. INTERPRETATION

In this Constitution, 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 in the second column below:

WORDS	MEANINGS
"The Club"	Rolls-Royce Owners' Club of Australia ACT Branch Incorporated.
"Committee"	The body appointed to manage the affairs of the Club referred to in Clause 14 hereof.
"Eligible motor car"	Royce, Rolls-Royce or post-1931 Bentley Motor Car.
"Member"	A natural person over the age of 18 owning an eligible motor car and admitted in to Membership as provided by Clause 4 hereof.
"Associate Member"	A natural person over the age of 18 not owning an eligible motor car and admitted into Associate Membership as provided by Clause 4 hereof.
"Honorary Life Member"	A Member accepting Honorary Life Membership as provided by Clause 6 hereof.
"Own"	The owner of an eligible motor car or either of the joint owners' of an eligible motor car or such person who has in exclusive possession for an indefinite period with the owner's written permission an eligible motor car.

“Annual Subscription”	Membership fees.
“Constitution”	This document in its entirety.
“RROCA”	Rolls-Royce Owners Club of Australia Ltd.
“CACTMC”	Council of ACT Motor Clubs
“Meeting”	Includes Annual General Meeting, General Meeting and Extraordinary General Meeting of the Club.

4. MEMBERSHIP

- (a) Application for Membership shall be made only on an Application Form approved by a General Meeting of the Club;
- (b) A General Meeting of the Club may from time to time by resolution alter, add to or amend the Application Form;
- (c) All applications for Membership must be proposed by a financial member of the Club;
- (d) A person seeking Full Membership, must provide the full details of the eligible vehicle or vehicles they own and provide a colour post-card sized photograph of the eligible car or cars depicting the front and offside thereof;
- (e) A person making Application for Membership must pay any joining fee set by the Club and the nominated Annual Subscription. The Annual Subscription will be on a pro-rata basis depending on the date of the application.;
- (f) Upon receipt of an Application for Membership the Committee shall consider the Application and the Committee 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;
- (g) Where the applicant for Membership doesn't own an eligible vehicle but expresses a strong interest in the aims of the Club, they may be granted Associate Membership status.
- (h) At no time shall the number of Associate Members of the Club exceed 50% of the total number of members of the Club:
- (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 this Constitution and any rule or regulation of the Club;
- (j) The liability of a Member or Associate Member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by that person in respect of membership of the Club as required by Clause 10.

5. RESTRICTIONS APPLYING TO ASSOCIATE MEMBERS

- (a) No Associate Member shall be eligible to:
 - (i) Vote at any meeting of the Club on any matter pertaining to this Constitution;
 - (ii) Hold Office in any of the following positions:

- A. President;
- B. Vice-President;
- C. Secretary;
- D. Treasurer;
- E. Board Director or Representative for the RROCA.

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

6. HONORARY LIFE MEMBERSHIP

A person elected by the RROCA to be an Honorary Life Member shall remain a Member of the Club for life and shall be exempted from paying Annual Membership Fees provided however an Honorary Life Member shall cease to be a Member of the Club under Clause 11.

7. REGISTER OF MEMBERS

- (a) The Club shall establish and maintain a register of members of the Club specifying the name and address of each person who is a member of the Club together with the date on which the person became a member. The register will also record the full details of eligible motor cars held by the member.
- (b) The register of members shall be kept at the principal place of administration of the Club and shall be open for inspection, free of charge, by any member of the Club at any reasonable hour

8. DISCIPLINING OF MEMBERS

- (1) Where the Committee is of the opinion that a member of the Club –
 - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the Club, the Committee may, by resolution –
 - (c) expel the member from the Club; or
 - (d) suspend the member from membership of the Club for a specified period.
- (2) A resolution of the Committee under clause 8. (1) is of no effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause 8. (3), confirms the resolution in accordance with this rule.
- (3) Where the Committee passes a resolution under clause 8. (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member-
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days of the service of the notice;

- (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following;
 - (i) attend and speak at that meeting;
 - (ii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the Committee held as referred to in Clause 8. (3) (b) the Committee shall-
- (a) Give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Committee by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Committee confirms a resolution under Clause 8. (4) the secretary shall, within seven days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Clause 9.
- (6) A resolution confirmed by the Committee under clause (4) does not take effect –
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the Club confirms the resolution pursuant to Clause 9 (3)

9. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (1) A member may appeal to the Club in a general meeting against a resolution of the Committee which confirmed under Clause 8 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under Clause 9. (1), the secretary shall notify the Committee which shall convene a general meeting of the Club to be held within 21 days after the date on which the secretary received the notice.
- (3) At a general meeting of the Club convened under Clause 9. (2) –
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Committee and the member shall be given the opportunity to state their respective cases orally and in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - (d) If at the general meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

10. MEMBERSHIP AND JOINING FEES

- (a) Not later than 30 June each year, the Club shall determine at a General Meeting the Joining Fee (if any) and the Annual Subscription for the year commencing on the next succeeding 1 July. If no determination is made, the Joining Fee and the Annual Subscription shall be those last determined by the Club.
- (b) The Joining Fee and the Annual Subscription shall be the same for Members and Associate Members;
- (c) The due date for payment of the Annual Subscription shall be the first day of July each year.

11. CESSATION OF MEMBERSHIP

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

- (a) Resigns;
- (b) Dies;
- (c) Is convicted of a serious criminal offence that in the opinion of the Committee is detrimental to the well-being of the Club;
- (d) Becomes subject to any legal incapacity;
- (e) Is expelled from the Club in accordance with Clause 8;
- (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 the Member to forthwith pay their Annual Subscription.

12. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Club

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

13. ROLLS-ROYCE OWNERS' CLUB OF AUSTRALIA LTD.

- (a) The Club shall be a Member of the Rolls-Royce Owners' Club of Australia Ltd and shall be bound by decisions of the RROCA being decisions not inconsistent with this Constitution.
- (b) The Club may elect at any General Meeting two Members as Directors of the Board of the RROCA. Each Board Member will represent the Club and must be eligible to be a Director under the Corporations Act. Each Director shall hold office from the date of appointment until the conclusion of the Annual General Meeting two years following the date of appointment (in which case that Director is eligible for re-nomination and re-appointment thereafter)

- (c) The Club may also elect at any General Meeting two Representatives. The role of the Representatives is to represent the Club at any general meetings of the RROCA. Each Representative shall hold office from the date of appointment until the conclusion of the Annual General Meeting two years following the date of appointment (in which case that Representative is eligible for re-appointment thereafter).

14. MANAGEMENT OF THE CLUB

- (a) The management of the Club shall be vested in a Committee which shall consist of the following office bearers:
 - (i) President;
 - (ii) Vice President;
 - (iii) Secretary;
 - (iv) Treasurer.
- (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 Committee shall have power to make rules and regulations not inconsistent with this Constitution for the conduct and management of the Club subject to such rules and regulations from time to time being passed by a majority resolution of a General Meeting of the Club.
- (d) The Office Bearers of the Committee set out in Clause 14 (a) shall be elected by the Club at its Annual General Meeting. An Office Bearer shall, subject to this Constitution, hold office until the conclusion of the Annual General Meeting following the date of the Office Bearer's election or appointment, but is eligible for re-election.
- (e) A position on the Committee becomes vacant if the Office Bearer-
 - (i) ceases to be a Member;
 - (ii) resigns the position;
 - (iii) is removed under Clause 8;
 - (iv) becomes an insolvent under administration within the meaning of the Corporations Law;
 - (v) is disqualified from office under subsection 63 of the Associations Incorporations Act 1991;
 - (vi) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.
- (f) Any 3 members of the Committee constitute a quorum for a meeting of the Committee. The procedure to be followed at a meeting of the Committee shall be as it determines from time to time.

15 SUBCOMMITTEE OF THE CLUB

- (a) The Club may have a subcommittee which may consist of all or any of the following office bearers:
 - (i) Events Captain;
 - (ii) Librarian;
 - (iii) Membership Registrar;
 - (iv) Technical Registrar;
 - (v) News Letter Editor;
 - (vi) Public Officer;
 - (vii) Web Master;
 - (viii) Such other office bearers as it shall from time to time determine are necessary.
- (b) A member shall be entitled if so elected to hold more than one of the positions set out in Clause 15 (a);
- (c) Members of the subcommittee shall be elected by the Club at its Annual General Meeting.

16. DUTIES OF SUBCOMMITTEE MEMBERS

The duties of the office bearers of the subcommittee shall be:

- (a) The Events Captain shall be responsible for the organisation and conduct of all events of a motoring nature undertaken by the Club.
- (b) The Librarian shall be responsible for the keeping, indexing, and making available to Members for loan, the books and periodicals in the possession of the Club
- (c) The Membership Registrar shall be responsible for recording membership particulars of each Club member and the particulars of any marque motor cars owned by a club member. The particulars are incorporated in the Clubs' annual Federal Register - "Chassis Plate"
- (d) The Technical Registrar shall be responsible for keeping and processing of all necessary documents, papers and records relating to the licensing of eligible motor cars operating on concessional (Club) plates. The details of such cars are to be included in the CACTMC Annual Affiliation renewal.
- (e) The Newsletter Editor shall be responsible for the timely production of the Club's "Capital Letter".
- (f) The Public Officer, who must be a resident of the ACT, shall be responsible for the completion and submission of the Annual Return (Form AR) to Access Canberra under the Associations Incorporation Act 1991.
- (g) The Web-master shall be responsible for the currency of the Club's web-site

17 MEETINGS

- (a) The Club shall meet for General Meetings bi-monthly with a minimum of five meetings per Financial Year. The Secretary or other person authorised by the Committee shall give each member notice of the place, date and time of a General Meeting and of any business on notice for the General Meeting;
- (b) The Club may hold meetings by using any technology (such as video or teleconferencing);
- (c) The Club shall hold its Annual General Meeting within three months after the end of its Financial Year.;
- (d) Extraordinary General Meetings shall be held by the Club when:
 - (i) such Extraordinary General Meeting is convened by the President; or
 - (ii) at least seven financial members of the Club serve notice in writing signed by themselves on the President requiring the President to convene and to appoint (within fourteen days of the service of such notice) a day, time and place for the holding of an Extraordinary General Meeting.
- (e) Upon the appointment of an Extraordinary General Meeting pursuant to Clause 17 (d) every financial Member and every financial Associate Member of the Club shall be notified by either post or e-mail by the Secretary of the Club 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 date, time and place at which it is to be held.
- (f) The business at an Extraordinary General Meeting shall be strictly confined to the purpose for which the said Extraordinary General Meeting was called.

18. PROCEEDINGS AT MEETINGS

- (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, failing whom the Vice President, as Chairperson at every such meeting but if there be no such President or Vice President 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 and 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 the voices or by show of hands unless a poll is (before or on the declaration of the result of a 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.
 - iv. 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, 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.
- (i) 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.
- (g) 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.
- (h) 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.

19. VOTING AT MEETINGS

- (a) No member shall, unless the Committee otherwise determine, be entitled to vote at any meeting unless all moneys presently payable by such member to the Club have been paid. 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 appointer.
- (e) An instrument appointing a proxy must be left at the address of the Club 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 Club 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 this Constitution 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 Club duly convened and held.

20. NOMINATIONS FOR AND ELECTION OF COMMITTEE AND SUBCOMMITTEE

- (a) 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 Subcommittee. 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 Subcommittee retiring but seeking re-election under the foregoing shall not be subject to nomination and shall be deemed to be a member nominated for the purpose of this clause.

- (b) 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 Club, either by post, e-mail or by enclosure with the Newsletter of the Branch.
- (i) A ballot paper on which shall be shown a list of the candidates who have been validly nominated;
 - (ii) 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 Subcommittee of the Branch or an indication of the clauses in question, together with such further directions as the Committee shall deem to be necessary.
- (c) 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;
- (d) 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 two scrutineers elected by the members present. The result of the ballot shall be announced at the earliest possible stage to the Annual General Meeting;
- (e) 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 show of hands, as the Chairperson shall decide;
- (f) 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 this Constitution;
- (g) Casual vacancies occurring in the offices of President, Secretary or Treasurer may be filled by the Committee until such time as such vacancies can be filled in accordance with this paragraph.
- (h) The Club may by majority resolution, for which special notice shall not be required, remove any member of the Committee or of the Subcommittee before the expiration of that person's period of office, and may by like resolution appoint another person in that member's place. The Club may also by majority resolution appoint any person to be a member of the Committee or of the Subcommittee either to fill a casual vacancy or as an additional member of the Committee or of the Subcommittee.
- (i) The Committee or Subcommittee 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 Subcommittee to fill a casual vacancy in the Committee or Subcommittee but so that the total number of members of the Committee or of the Subcommittee shall not at any time exceed the maximum number fixed by or in accordance with this Constitution. At the next Annual General Meeting a member of the Committee or of the Subcommittee appointed under this paragraph not being an officer for whom separate provision has been made under this Constitution shall retire and shall be eligible for re-election.

21. FINANCE

- (a) The funds of the Club shall be derived from Joining Fees and Annual Subscriptions of Members and Associate Members, donations and such other sources as the Committee determines (subject to any resolution of the Club and to section 114 of the Associations Incorporation Act 1991);
- (b) The income and property of the Club howsoever derived shall be applied solely towards the promotion of the objects of the Club 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 Club provided that nothing herein shall prevent the payment of any remuneration or honorarium to any Officer or servant of the Club or to any member of the Club in return for any services actually rendered to the Club or reasonable and proper rent for premises let by any member of the Club.
- (c) The Club may by resolution of a General Meeting determine the Bankers of the Club;
- (d) All cash, cheques, postal notes, money orders or other remittances as are received by the Club from time to time shall forthwith upon receipt be caused to be banked to the credit of the Club's Banking Account;
- (e) All payments from the Banking Account shall require the approval by two members of the Committee duly authorized;
- (f) All payments to be paid from the said Banking Account shall be submitted to a General Meeting for a majority resolution to pay such payments provided however that the President shall be empowered to authorise any urgent expenditure between meetings but any such expenditure so made shall be reported by the Treasurer to the next General Meeting.
- (g) The Treasurer shall cause to be kept proper books of account of the Club in which shall be entered all items of income and expenditure.
- (h) The financial year of the Club ends on 30 June.

22. SERVICE OF NOTICES

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date

23. ALTERATIONS OF THIS CONSTITUTION

No addition, subtraction, amendment or alteration shall be made to this Constitution unless at an Extraordinary General Meeting a 75% majority of the persons present personally or by proxy pass a resolution approving such additions, subtraction, amendment or alteration.

24. DISPOSITION OF PROPERTY ON WINDING-UP OR DISSOLUTION OF THE CLUB

If upon the winding-up or dissolution of the Club there remains after satisfaction of all fees, debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Club but shall be given or transferred to some other institute or institutions having objects similar to the objects of the Club and which shall prohibit the distribution of its or their property among its or their members to an extent at least as is herein contained. Such institute or institutions shall be determined by the members of the Club at or before the time of dissolution and in default thereof by the Supreme Court of the Australian Capital Territory and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

25. COMMON SEAL

- (a) The common seal of the Club shall be kept in the custody of the Secretary.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Committee. The affixing of the common seal shall be attested by the signatures of 2 members of the Committee.

26. BOOKS AND DOCUMENTS

- (a) Except as otherwise provided by this Constitution or determined by the Committee, the Secretary shall keep their custody or under their control all general records, books and other documents relating to the Club.
- (b) A Member or Associate Member is entitled upon application to the Secretary to inspect the records, books and other documents of the Club, free of charge, at a place in Canberra at any reasonable hour.

27. INSURANCE

- (1) The Club shall effect and maintain insurance, including but not limited to insurance against a liability of the Club arising out of an occurrence causing death or bodily injury to a person or damage to property.
- (3) in addition to the insurance required under clause (1), the Club may effect and maintain other insurance.
- (4) The Club may agree to sign up to the insurance coverage negotiated by the RROCA.