

BYLAW 4
MEMORANDUM OF UNDERSTANDING
BETWEEN
ROVER CAR CLUB ACT INCORPORATED
AND
ROVER OWNERS' CLUB INC

1. INTRODUCTION

1.1. Background

The Rover Car Club ACT Incorporated (RCCA) was established in 1975, and Incorporated in 1980. During the 1980s and early part of the 1990s the club enjoyed strong membership, and supported a range of technical and social activities consistent with the objective to:

'encourage interest in the ownership, preservation, restoration and maintenance of Rover cars'
(RCCA Inc Constitution, Objective 2a).

The club started to experience a decline in membership and attendances during the late 1990s and this trend continued.

During 2004, the club conducted a survey of members in an effort to determine members motivation and interest.

Overall, there was a strong response to have an active club. Technical events were identified as the highest priority activity. In addition, members indicated interest in a varied range of events including meetings with other clubs.

In 2006 the club hosted a national Rover rally in Canberra which was very successful. However, there was no increase in membership and key functions continued to be performed by a dedicated core of members.

RCCA members agreed at the March 2007 meeting that the club has limited capacity to continue operation in its present state. Whilst there is a willingness within the core membership, a higher quantum of members is needed to share the burden of responsibility to meet costs such as insurance and to maintain the functions of committee positions.

The recommendation to explore joint operation with another like minded organisation was seen as a positive step towards maintaining an environment where those interested in the ongoing preservation of the Rover marque could continue to meet.

1.2. Initial Progress

A Sub-committee was established at the March 2007 RCCA meeting to explore opportunities for joint operation with the Rover Owners' Club Inc. (ROC). The ROC responded by establishing a similar Sub-committee.

Discussions were held with the ACT Office of Regulatory Services, and with the Council of ACT Motor Clubs (CACTMC).

1.3. Rover Owners Club Inc

The ROC had expressed an overarching desire to assist the RCCA in a constructive way that would:

- enable a local club structure to continue;
- maintain and grow the interest in the Rover marque in the ACT; and
- foster social interaction and an exchange of knowledge.

The ROC is incorporated under the NSW *Associations Incorporation Act 1984* and has an object (Rules for ROC Part A, Clause 2):

(a) "To encourage interest in the preservation, restoration, maintenance and running of all types of vehicles designed and or manufactured by the Rover Company Limited, its predecessors and successors.

(b) To foster the continuance of the Rover marque.

(c) To carry out any related activity as determined from time to time by the Committee"

Under the terms of its Rules, the ROC can create By-Laws associated with running the club. By-Laws can be proposed by any member of the club and approved by a simple majority at a general meeting of the Club.

As the RCCA had expressed a wish to participate in a level of joint operation with the ROC, the ROC would aim to provide support that includes (but is not limited to):

- extending an offer of ROC membership to RCCA members;
- changing ROC Rules and By-Laws, if necessary, to include ACT region and RCCA members;
- enabling retention of all assets (cash, trophies, library etc) by former RCCA members;
- providing access to Public Liability Insurance;
- distributing the monthly club magazine *Freewheeling* to members; and
- providing access to the weekly RoverNET email newsletter.

The ROC determined that the joining fee of \$30 would be waived and that the annual membership fee of \$65 would only come into effect from 1 January 2008 ie RCCA members could transfer into the ROC structure at no additional cost to individuals for the 2007 membership year, which commences on 1st January.

1.4. Council of ACT Motor Clubs and Concessional Registration Scheme

The ROC has joined the CACTMC and is eligible for access to the Concessional Registration Scheme (CRS) for members who reside in the ACT.

ROC has carried out all requirements to allow members residing in the ACT to participate in the CRS.

1.5. ACT Office of Regulatory Services

It was noted that the ROC and the RCCACT are incorporated under separate state and territory based legislation. The RCCACT has ceased operation under the *Associations Incorporations Act 1991* prior to its amalgamation with the ROC.

Under Section 93 of the *Associations Incorporation Act 1991*, the RCCACT has in writing informed the Registrar-General that the association is no longer in operation, and the Registrar-General has then cancelled the association. Under the RCCACT's constitution, all assets of the association had been vested in the ROC, a like association, prior to its cessation of operation and the Registrar-General so informed in writing and that the association has no assets or liabilities.

1.6. Registration of Name

Prior to its cessation of operation, the RCCACT applied for registration of its name. This registration has been transferred to the ROC to be held in trust, so that, if at any time in the future, the former Club may be revived by members residing in the ACT, should they believe that such an action would be beneficial to the Rover Marque and owners of Rover cars.

2. AGREEMENT

2.1. Recital

Noting:

- that the RCCACT has resolved on 30th May 2007 to amalgamate with the Rover Owners' Club Inc; and
- that the ROC. has resolved on 25th July 2007 to amalgamate with the Rover Car Club of the ACT;

this Memorandum of Understanding records the agreement between the RCCACT and the ROC to amalgamate to the members' mutual benefits.

2.2. Name –

Following amalgamation, the former RCCACT will be known as:

Rover Owners' Club - ACT Branch

2.3. Local Representation –

The ROC has elected Area Convenors who represent separate regions of NSW. The position of Area Convenor for Southern NSW & ACT has been created.

Tasks for the ACT Convenor could include, but not be restricted to:

- reporting to ROC as an Area Convener;

- acting as a point of contact for new and existing club members;
- organising and co-ordinating local meetings and events;
- managing a bank account for locally held funds Assistant Treasurer;
- providing information for publication in 'Freewheeling' magazine;
- Delegate to Council of ACT Motor Clubs (CACTMC);
- Registrar of vehicles on ACT concessional registration; and
- custodian or custodians of club assets (library/trophies/spare parts/other assets).

The ACT Convenor may co-opt other member(s) to assist with the above tasks, which are not exclusive.

Any functions such as Assistant Treasurer, and ACT Registrar and CACTMC Delegate, would also be ROC sub-committee positions.

2.4. Activities –

Local activities could include:

- general meetings;
- social gatherings;
- display days - CACTMC events; and
- coordination of an annual event attended by all ROC members.

2.5. Communication –

The ROC sends a weekly RoverNET email to members, and a monthly magazine 'Freewheeling'. ACT activities will normally be communicated via both these avenues.

3. UNDERTAKINGS

3.1. Membership of ROC

All members of the RCCACT as at 30th May 2007 shall be deemed members of the ROC, with full rights, at the date of implementation of this agreement.

3.2. Assets

The ROC agrees to act as custodian of assets defined below.

- Library
- Trophies
- Spare parts and tools
- Sundry (banners etc)
- Cash at bank

The above are known as former RCCACT Assets

The custodian or custodians of the former RCCACT Assets will be a person appointed by the ROC committee, and may include:

- the Area Convenor representing the ROC in the ACT region; and/or
- another member or members of the ROC domiciled in the Southern NSW/ACT region..

The assets will remain domiciled within the Southern NSW/ACT region.

The assets will be accounted for on an annual basis and reported in the ROC annual report.

The assets will not be absorbed into ROC consolidated asset register or accounts and will retain their identity as former RCCACT assets.

The assets will be made available for transfer to the RCCACT or subsequent ACT based club for owners of Rover motor vehicles under the following conditions:

- an incorporated body is formed to represent these interests
- agreement to transfer is supported by
 - a minimum of three former RCCACT members (as at 30th May 2007),
 - or if not available, then up to three current ROC committee members;

- or a combination of the above.

The RCCACT Assets may be used by members of the ROC - ACT Branch in any manner in which the members choose. They may be augmented by the efforts of those members.

In the event that assets are expended by any means whatsoever, they will not be automatically augmented or replaced from ROC resources.

3.3. Variation to MOU

This MOU, once signed and implemented, may not be varied except by the passing of a Special Resolution of the ROC. Any such variation shall not adversely affect the benefits of former RCCACT members.

3.4. Implementation

The date of implementation of this agreement shall be 31st December 2007

Signed by representatives of the RCCACT and ROC.

Name.....

Signature.....

President, Rover Owners' Club Inc

Witness Name.....

Witness Signature.....

Date.....

Name.....

Signature.....

President, Rover Car Club ACT Incorporated

Witness Name.....

Witness Signature.....

Date.....