



Incorporated No. A0021659A

# **STATEMENT OF PURPOSES & RULES**

**Update: 2021 / 2**

**November 2021**

# STATEMENT OF PURPOSES & RULES

## Update: 2021 / 2

Incorporating Amendments passed at:

- General Meeting – November 1998
- Annual General Meeting – July 2000 (Sections 7 & 8)
- General Meeting and Committee Meeting – April 2002 (Appendix 2)
- General Meeting – December 2002 (Rules 10.1, 24.4, 24.8)
- Annual General Meeting – July 2003 (Rules 26 & 28.2)
- Annual General Meeting – August 2006 (Rules 12.1, 13.18, 17.10, 25.1 & 25.3, Appendix 2)
- Annual General Meeting – August 2008 (Rule 4.4)
- Annual General Meeting – September 2010 (Rule 4.2b)
- General Meeting – May 2014 (change of incorporated name; modification of membership categories (Rule 4); Rule 9 deleted and subsequent Rules renumbered; all other Rules updated to reflect changes required by the Associations Incorporation Act 2012; Appendix 2 updated; Appendix 3 added)
- August 2015 – Clerical update to change references of “Public Officer” to “Secretary”, in line with Associations Incorporation Act 2012 [not previously changed] (Rules 22.2, 23.6 & 23.7).
- Annual General Meeting – August 2017 (Rule 4.2b, Rule 4.5, Rule 13.8(c))
- Annual General Meeting – August 2020 (Rule 4.5)
- General Meeting – 10 November 2021 (rolling membership year: amend Rules 3.5, 4.5 [deleted], 5.2, 6.2, Appendix 2; management of Club funds: add “Secretary” to Rule 21.1 and 22.2)



# MAZDA MX-5 CLUB OF VICTORIA & TASMANIA INCORPORATED

Incorporated No. A0021659A

## STATEMENT OF PURPOSES

### TABLE OF CONTENTS

<i>Clause</i>	<i>Heading</i>	<i>Page</i>
<b>STATEMENT OF PURPOSES</b>		
	Purposes .....	4
	Powers of Association .....	4
<b>RULES</b>		
1	Name .....	5
2	Interpretation .....	5
3	Application for Membership.....	5
4	Register and Categories of Members.....	5
5	Joining Fee and Annual Subscription .....	6
6	Resignation of Member .....	6
7	Discipline, Suspension and Expulsion of Members .....	7
8	Disputes and Mediation.....	7
9	Annual General Meeting .....	8
10	General Meeting .....	8
11	Notice of General Meeting .....	8
12	Proceedings at General Meetings .....	9
13	Committee of Management .....	10
14	Election of Officers and Ordinary Members of the Committee .....	10
15	Vacancy .....	11
16	Proceedings of the Committee .....	11
17	Powers .....	12
18	Duties of Officers .....	12
19	Inspection of Books and Register .....	13
20	Removal of Member of Committee .....	13
21	Management of Funds .....	13
22	Seal .....	13
23	Alteration of Rules and Statement of Purposes .....	13
24	Notices .....	14
25	Dissolution .....	14
26	Custody of Records .....	14
27	Funds .....	14
28	Auditor .....	14
	Appendices .....	15

## Purposes

The purposes of the incorporated association (the "Club") are:

1. to encourage the coming together of owners and drivers (and their respective families and friends) of Mazda MX-5 automobiles (the "Car") by actively promoting membership of the Club to all who own and/or drive the Car;
2. to promote and further the practical, sporting and social aspects of motoring within the membership of the Club and, where necessary or desirable, to join with other persons, clubs or associations in Australia and overseas for those purposes;
3. to encourage social interaction between, and participation by, members and generally to afford to them all the usual privileges and advantages of membership of the Club; and to encourage courtesy, good driving and safety on the roads of Australia.

## Powers of Association

Solely for the purposes set out above, the Club has the power:

- (a) to indemnify any person for any loss or damage incurred as a result of having, on behalf of the Club, become liable to pay any amount by way of damages or otherwise;
- (b) to subscribe to, become a member of, and co-operate with, any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club PROVIDED THAT the Club is not to subscribe to, or support with its funds, any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of the Rules;
- (c) to invest and deal with monies of the Club not immediately required in such manner as is from time to time thought fit;
- (d) to raise or borrow money upon such terms and in such manner as it thinks fit;
- (e) to secure the repayment of monies so raised or borrowed or the repayment of debt or liability of the Club by giving mortgages, charges or securities upon or over all or any of the property of the Club; and
- (f) to do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Club.

## Not for Profit organisation

- (a) will not distribute any surplus income or assets directly or indirectly to the members
- (b) sub-rule (a) does not prevent the Club from paying a member:
  - (1) reimbursement for expenses properly incurred by a member, or
  - (2) for goods or services provided by the member  
if this is done in good faith on terms no more favourable than if the member was not a member.

# Rules for the Mazda MX-5 Club of Victoria & Tasmania Incorporated

## 1. Name

The name of the incorporated association is the “Mazda MX-5 Club of Victoria & Tasmania Incorporated” (in these rules called the “Club”), the short-title of which is “Mazda MX-5 Club of Victoria & Tasmania Inc.”.

## 2. Interpretation

2.1 In these rules, unless the contrary intention appears:

- “Act” means the Associations Incorporation Act 1981 of Victoria (as amended);
- “Annual General Meeting” means the annual general meeting of members convened in accordance with Rule 9;
- “Business Day” means a day on which any branch of the bank or other financial institution with which the Club has an account from time to time is open for normal banking or depositing business in Melbourne;
- “Committee” means the committee of management of the Club;
- “Car” means an Australian Design Rules (ADR)-compliant Mazda MX-5, Mazda Miata, Eunos Roadster or Mazda Roadster automobile;
- “Corporations Law” means the Corporations Law of Victoria, as applied by the Corporations (Victoria) Act 1990 of the State of Victoria and, where appropriate, the corresponding legislation of any other State and Territory of Australia;
- “Financial Year” means the year ending on 30 June;
- “General Meeting” means a general meeting of members convened in accordance with Rule 10 and includes an Annual General Meeting and any adjourned meeting;
- “Mazda” means Mazda Australia Pty Limited (ACN 004 690 804)
- “member” means a paid-up member of the Club;
- “Ordinary Member” means a member of the Committee who is not an officer of the Club under Rule 13;
- “Proxy Form” means the instrument referred to in Rule 12.18;
- “Regulations” means regulations under the Act.

2.2 Words or expressions contained in these Rules are to be interpreted in accordance with the provisions of the Interpretation of Associations Incorporation Reform Act 2012 and the Act as in force from time to time.

2.3 Words or expressions contained in these Rules importing any gender include the other

gender, and any words importing persons, where the context and subject matter permit, include corporations and incorporated associations.

## 3. Application For Membership

3.1 An application for membership of the Club must be:

- (a) in respect of a class of membership set out in Rule 4.2;
- (b) made in writing or online in the form or to the effect of the form determined by the Committee from time to time;
- (c) accompanied by the sums payable under these Rules as the joining fee and the first year’s annual subscription; and
- (d) lodged with the Secretary of the Club.

3.2 The form referred to in Rule 3.1(b) will include a statement requiring the applicant to agree to be bound by the Statement of Purposes, the Rules and any other statement of conditions, respectively, of the Club.

3.3 A person who applies for membership as provided in Rule 3.1 is thereafter a member upon:

- (a) satisfactory completion of the application for membership steps set out in Rule 3.1; and
- (b) the entry by the Secretary of the applicant’s name in the register of members kept under Rule 4.1.

3.4 The Secretary will, with as little delay as possible, notify the applicant of details of his or her membership whether by issuing a receipt or otherwise.

3.5 (a) A right, privilege, or obligation of a person by reason of membership:

- (i) is not capable of being transferred or transmitted to another person;
- (ii) terminates upon the cessation of membership whether by death, resignation or otherwise;
- (iii) is, without limiting the operation of Rule 6.2, suspended from one month after the annual renewal date until such time as any outstanding sum, subscription or fine is paid and, if applicable, the relevant cheque cleared in the Club’s account; and

- (b) Where a member’s membership is suspended under Rule 3.5(a)(iii), the Secretary will send a letter to the relevant member advising of the operation of this Rule 3.5 and Rule 6.2.

#### 4. Register and Categories of Members

4.1 The Secretary will keep and maintain, or cause to be kept and maintained, a register of members in which the Secretary must cause to be entered:

- (a) the full name, address and date of entry of the name of each member; and
- (b) such other information as the Committee may determine from time to time.

4.2 The membership of the Club is divided into the following classes:

- (a) **Full Membership:** available to any natural person of at least driver's licence holding age who is the driver and/or co-driver of a Car;
- (b) **Friend Membership:** only available to any natural person sponsored by a Full Member for the purpose of participating in one or more Club functions annually or who was a Full Member but now no longer owns or drives a Car. A Friend Member may participate in events of the Club but, unless accompanied by a Full Member, may not win trophies or prizes. A Friend Member may not use this category of membership for the purpose of obtaining a Motorsport Australia [CAMS], AASA or other form of motorsport competition licence. A Friend Member may not use this category of membership for the purpose of obtaining Club Permit registration for a classic or historic Car. A Friend Member has no voting rights and does not receive the Club's magazine. A Full Member may only sponsor up to two Friend Members. This limit can be varied on request from a member, at the discretion of the Committee.
- (c) **Honorary Life Membership:** available only where offered to a member, having at least 10 years of Club membership, during some of which they have performed a Club role and provided exceptional service by, and at the absolute discretion of, the Committee voting unanimously in favour of doing so;
- (d) **Family Membership:** available to two adults and their dependants under 18 residing at the same address. A Family Member may participate in the events of the Club and enjoy the same rights as Full membership except for a limitation of one vote per adult; Family Members under 18 are not entitled to vote.

4.3 At the first General Meeting convened after the merger of any club into the Club, or such later General Meeting as the Committee in its absolute discretion determines, the meeting will confirm the Honorary Life Membership(s) conferred on persons who were Honorary Life Members of any club merged into the Club.

4.4 **Reciprocal Rights Membership**

- (a) A financial member of any other Australian Mazda MX-5 Club may request that they be provided with membership of the Mazda MX-5

Club of Victoria & Tasmania Inc. for a period of up to seven days at a time.

- (b) Any request for membership of the Mazda MX-5 Club of Victoria & Tasmania Inc. pursuant to Clause 4.4(a) above:
  - (i) is to be made in writing to the Secretary of the Mazda MX-5 Club of Victoria & Tasmania Inc. no fewer than 14 days before the reciprocal membership rights are required, and
  - (ii) must be accompanied by proof of membership of the Mazda MX-5 club of the member's home state.
- (c) There is no limit to the number of times an interstate member may request reciprocal membership rights in any year.
- (d) The grant of reciprocal membership rights to the Mazda MX-5 Club of Victoria & Tasmania Inc. does not confer any voting rights or competition points to the interstate member.
- (e) No fee is payable by any interstate member if membership rights to the Mazda MX-5 Club of Victoria & Tasmania Inc. are granted.

4.5 *[deleted 10 November 2021]*

#### 5. Joining Fee and Annual Subscription

5.1 The joining fee is as set out in Appendix 2, or, subject to this Rule 5, such other amount as is approved from time to time by the members in a General Meeting.

5.2 (a) The annual subscription is as set out in Appendix 2, or, subject to this Rule 5, such other amount as is approved from time to time by the members in General Meeting and is payable on the day on which the application is made. The date of this day would subsequently become the annual renewal date.

- (b) With respect to members other than the Committee, the Committee may make provision for the payment of one half, one quarter, or none of the annual subscription in satisfaction of this Rule and Rule 3.1(c).

5.3 The Committee can from time to time increase or decrease the amount of the entrance fee and annual subscriptions PROVIDED THAT if the change exceeds 25% of the entrance fees and/or annual subscriptions as previously determined by the Committee, the Committee can only make the change with the consent of a simple majority of members, whether in writing or at a General Meeting.

#### 6. Resignation of Member

6.1 A member who has paid all monies due and payable by him or her to the Club may resign from the Club by giving notice in writing to the Secretary of his or her intention to resign and such resignation shall be effective

forthwith. No monies will be refunded.

- 6.2 (a) A member who has not paid to the Club all monies due and payable by him or her on or before 92 days after the annual renewal date, is deemed to have given notice in writing to the Secretary of his or her intention to resign and such resignation shall be effective forthwith.
- (b) The Secretary will advise of the operation of paragraph (a) above to a member whose membership has been deemed to expire under that clause.
- 6.3 Upon receipt of a notice given under Rule 6.1 or deemed notice under Rule 6.2, the Secretary will make an entry in the register of members recording the date on which the member by whom the notice was given ceased to be a member.

## **7. Discipline, Suspension and Expulsion of Members**

- 7.1 Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club, the Committee may by resolution:
- (a) suspend that member from the membership of the Club for a specified period, with said member returning proof of Club membership for the suspension period; or
- (b) expel that member from the Club; said member shall return their proof of Club membership within seven days, and shall not receive any refunds of monies paid.
- 7.2 A resolution from the Committee under sub-rule 7.1 does not take effect unless:
- (a) at a meeting held in accordance with sub-rule 7.3, the Committee confirms the resolution; and
- (b) if the member exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.
- 7.3 A meeting of the Committee to confirm or revoke a resolution passed under sub-rule 7.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule 7.4.
- 7.4 For the purposes for giving notice in accordance with sub-rule 7.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice:
- (a) setting out the resolution of the Committee and the grounds on which it is based; and
- (b) stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days, and not later than 28 days, after the notice has been given to that member; and
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that he or she may do one or both of the following:
- (i) attend that meeting;
- (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
- (e) informing the member that, if at that meeting, the Committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.
- 7.5 At a meeting of the Committee to confirm or revoke a resolution passed under sub-rule 7.1, the Committee must:
- (a) give the member, or his or her representative, an opportunity to be heard; and
- (b) give due consideration to any written statement submitted by the member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.
- 7.6 If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.
- 7.7 If the Secretary receives a notice under sub-rule 7.6, he or she must notify the Committee and the Committee must convene a general meeting of the Club to be held within the 21 days after the date on which the Secretary received the notice.
- 7.8 At a general meeting of the Club convened under sub-rule 7.7:
- (a) no business other than the question of the appeal may be conducted; and
- (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) the member, or his or her representative, must be given an opportunity to be heard; and
- (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.9 A resolution is confirmed if, at the general meeting, not fewer than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

## **8. Disputes and Mediation**

- 8.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a member and another member; or

- (b) a member and the Committee, or
  - (c) a member and the Club.
- 8.2** The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- 8.3** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 8.4** The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Club; or
    - (ii) in the case of a dispute between a member and the Committee or the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 8.5** A member of the Club can be a mediator.
- 8.6** The mediator cannot be a member who is party to the dispute.
- 8.7** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8.8** The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.9** The mediator must not determine the dispute.
- 8.10** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

## **9. Annual General Meeting**

- 9.1** An Annual General Meeting must be held within five months after the end of the Financial Year.
- 9.2** The notice convening an Annual General Meeting must specify:
- (a) that the meeting is an Annual General Meeting; and
  - (b) the nature of the business to be transacted.
- 9.3** At every Annual General Meeting the following business will be transacted:
- (a) confirmation of the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

- (b) receipt of Committee member reports upon the transactions of the Club during the preceding Financial Year;
  - (c) receipt and consideration of the statement submitted by the Treasurer containing the following particulars relating to the Club's preceding Financial Year:
    - (i) the income and expenditure of the Club;
    - (ii) assets and liabilities of the Club;
    - (iii) mortgages, charges and securities of any description effecting any of the property of the Club; and
    - (iv) if the Club has acted as the trustee of a trust, the above details in respect of each trust, and
  - (d) election of members of the Committee in accordance with Rule 14; and.
- 9.4** The Annual General Meeting may transact special business of which notice is given in accordance with Rule 12.

## **10. General Meeting**

- 10.1** The Committee may, whenever it thinks fit, convene a General Meeting of the Club.
- 10.2** The Committee must, on receiving the requisition in writing of members representing not less than 20% of the total number of members (excluding Friend Members), convene a General Meeting of the Club. The requisition may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 10.3** The requisition for a General Meeting must:
- (a) state the objects of the General Meeting;
  - (b) be signed by the members making the requisition; and
  - (c) be sent to the address of the Secretary as required.
- 10.4** If the Committee does not cause a General Meeting to be held within one month after the date on which the requisition is received and acknowledged by the Secretary, the members making the requisition, or any of them, may convene a General Meeting to be held not later than three months after that date.
- 10.5** A General Meeting convened by members under this Rule must be convened as nearly as possible in the same manner as that in which General Meetings are convened by the Committee AND all reasonable expenses incurred in convening the meeting will be refunded by the Club to the persons incurring the expenses.
- ## **11. Notice of General Meeting**
- 11.1** The Secretary will, at least seven days before the date fixed for holding a General Meeting (or 21 days, in the case of an Annual General Meeting), cause to be sent to each member at



the address of such member appearing in the register of members:

- (a) a notice by pre-paid post or electronic means (eg, e-mail, facsimile transmission etc) stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting; and
  - (b) a Proxy Form.
- 11.2** No business other than that set out in the notice convening a General Meeting may be transacted at the General Meeting.
- 11.3** A member desiring to bring any business before a General Meeting may give notice of that business in writing to the Secretary, who must include that business in the notice calling the next General Meeting after the receipt of the notice, unless:
- (a) the business is (in the opinion of the Committee) illegal, defamatory or vexatious; or
  - (b) the notice is received less than 48 hours before the Secretary is required to comply with Rule 11.1.

## **12. Proceedings at General Meetings**

- 12.1** All business that is transacted at a General Meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in Rule 9.3 as being the ordinary business of the Annual General Meeting will be deemed to be special business.
- 12.2** No item of business may be transacted at a General Meeting unless a quorum of members entitled under Rule 12.3 to vote is present during the time when the General Meeting is considering that item.
- 12.3** Ten members (or, where the membership numbers fewer than 10 members, the total membership) personally present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 12.4** (a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the General Meeting if convened upon the requisition of members shall be dissolved and in any other case will stand adjourned to the same day of the week 14 days later at the same time and (unless another place is specified by the chairman at the time of the adjournment or by written notice to members given before the day to which the General Meeting is adjourned) at the same place; and
- (b) If at the adjourned General Meeting the quorum is not present within half an hour after the time appointed for the commencement of the General Meeting, the

members present (being not fewer than five) shall be a quorum. If fewer than five members are present the adjourned General Meeting must be dismissed.

- 12.5** The President, or in the absence of the President, the Vice President, will preside as chairman at each General Meeting.
- 12.6** If the President and the Vice President are absent from the General Meeting, the members present may elect one of their number to preside as chairman at the Meeting.
- 12.7** The chairman of a General Meeting at which a quorum is present may, with the consent of the General Meeting, adjourn the General Meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the General Meeting at which the adjournment took place.
- 12.8** Where a General Meeting is adjourned for 21 days or more, a like notice of the adjourned meeting must be given under Rule 11 as if the adjourned meeting were a new General Meeting, PROVIDED THAT proxies appointed with respect to the adjourned General Meeting continue to be valid unless revoked.
- 12.9** Except as provided in Rule 12.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.
- 12.10** (a) Mazda is entitled to send a duly appointed representative to attend any General Meeting or adjourned General Meeting. If, in the reasonable opinion of the representative, the transaction of any business by the General Meeting or adjourned meeting would be damaging to the good name reputation or public perception of Mazda or the name "Mazda" the representative is entitled, either before or during the General Meeting or adjourned meeting, to veto the transaction of that item of business save that this power cannot be used to prevent a change of name by the Club to a name excluding the word "Mazda".
- (b) If the representative chooses to exercise the power contained in Rule 12.10(a), the transaction of the business in respect of which it has been exercised must be abandoned unless the veto is revoked.
- 12.11** A question arising at a General Meeting will be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority, or lost, establishes that fact (in the absence of substantial evidence to the contrary), without

proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

- 12.12** Upon any question arising at a General Meeting, each member (whether on a show of hands or a poll) has one vote except for a Friend Member who has no vote.
- 12.13** All votes may be given personally, by proxy or attorney.
- 12.14** In the case of an equality of voting on a question, the chairman of the meeting is entitled to exercise a second or casting vote.
- 12.15** If at a General Meeting a poll on any question is demanded by not fewer than five members, it will be taken at that General Meeting in such manner as the chairman may direct and the resolution of the poll will be deemed to be the resolution of the Meeting on that question.
- 12.16** A poll that is demanded on:
- (a) the election of a chairman, or on a question of an adjournment must be taken forthwith; and
  - (b) any other question must be taken at such time before the close of the General Meeting as the chairman may direct.
- 12.17** No person is entitled to vote at any General Meeting unless all monies due and payable by that person to the Club have been paid.
- 12.18** (a) Each member is entitled to appoint another member as his or her proxy by notice given to the Secretary no later than 48 hours before the time of the Meeting in respect of which the proxy is appointed PROVIDED THAT no member, other than the chairman, is permitted to hold more than five proxy votes.
- (b) A Proxy Form will be validly received if it is signed and sent by electronic means (eg, e-mail, facsimile transmission etc) to the Secretary at least 48 hours prior to the General Meeting to which it is related PROVIDED THAT the original Proxy Form is provided to the Secretary at or before the Meeting.
- 12.19** The notice whereby a member appoints a proxy to vote at a General Meeting for that member will be in the form, or to the effect of the form, set out in Appendix 1.
- 12.20** Any member may appoint an attorney by power of attorney to attend and vote at any General Meeting. An attorney will not be entitled to vote at any General Meeting unless the power of attorney, or a copy thereof, verified to the reasonable satisfaction of the Secretary or any of the officers, is deposited with the Secretary at least 48 hours before the commencement of the General Meeting at which the attorney is to act.

### **13. Committee of Management**

- 13.1** The affairs of the Club will be managed by a Committee of Management constituted as

provided in Rule 13.4.

- 13.2** The Committee:
- (a) controls and manages the business and affairs of the Club;
  - (b) may, subject to these Rules, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by General Meetings; and
  - (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.
- 13.3** (a) The officers of the Club will be:
- (i) a President;
  - (ii) a Vice President;
  - (iii) a Treasurer and
  - (iv) a Secretary.
- (b) Any Committee member of the Club may hold two of the positions listed in Rule 13.3(a).
- 13.4** Subject to Rule 13.8, the Committee will consist of:
- (a) the officers of the Club; and
  - (b) a number of Ordinary Members, such that in total the Committee does not exceed 12 members.
- 13.5** Each officer and Ordinary Member will hold office until due for election or removed, or until such officer or Ordinary Member resigns.
- 13.6** In the event of a casual vacancy in any office referred to in Rule 13.3, the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his or her appointment or such lesser period allowed by the Committee.
- 13.7** In the event of a casual vacancy occurring in the office of an Ordinary Member, the Committee may appoint a member to fill the vacancy and the member so appointed may hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of his or her appointment.
- 13.8** Notwithstanding Rule 13.4:
- (a) a Friend Member may not serve on the Committee; and
  - (b) the Committee may engage non-Committee members on an ad hoc basis to assist it in the management of the Club.

### **14. Election of Officers and Ordinary Members of the Committee**

- 14.1** At the first Annual General Meeting held after incorporation of the Club, or at the first General Meeting held after the merger of any club into the Club, all positions for

membership of the Committee will be open for election.

- 14.2** At any Annual General Meeting held subsequent to the first Annual General Meeting of the Club referred to in Rule 14.1, one-third of the positions for membership of the Committee, or such greater number of positions as the Committee will by majority determine, will be open for election. Where this number is a fraction of a whole number it will be rounded upwards to the next whole number.
- 14.3** The one-third referred to in Rule 14.2 will be determined by the Committee and the existence of one or more dissenters on the Committee will be resolved by the drawing of lots to determine the said one-third **SAVE THAT** none of the one-third elected at the immediately preceding Annual General Meeting will be included in the one-third next up for election.
- 14.4** At the first Committee meeting following an Annual General Meeting, the Committee will determine the capacity in which the elected members will hold office, whether under Rule 13.3 or as an Ordinary Member.
- 14.5** Nominations of candidates for election as members of the Committee (such candidates not being Friend Members) must be:
- (a) made in writing, signed by two members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Club not fewer than seven days before the date fixed for the holding of the Annual General Meeting.
- 14.6** If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated will be deemed to be elected and further nominations will be received at the Annual General Meeting.
- 14.7** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- 14.8** If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held.
- 14.9** The ballot for the election of officers and Ordinary Members of the Committee will be conducted at the Annual General Meeting, or at the first General Meeting held after the merger of any club into the Club, in such usual and proper manner as the Committee may direct.

## **15. Vacancy**

For the purposes of these Rules, the office of an officer of the Club or of an Ordinary

Member becomes vacant if the officer or Ordinary Member:

- (a) ceases to be a member;
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns his or her office by notice in writing given to the Secretary.

## **16. Proceedings of the Committee**

- 16.1** The Committee will meet at least four times in each year at such place and such times as the Committee may determine.
- 16.2** Additional meetings of the Committee may be convened by the President or by any seven of the members of the Committee ("Special Meetings").
- 16.3** Notice must be given to members of the Committee of any Special Meeting specifying the general nature of the business to be transacted and no other business will be transacted at such a meeting save to the extent provided for in the notice or permitted by the Committee.
- 16.4** Any three members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 16.5** No business will be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting will stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a Special Meeting in which case it lapses.
- 16.6** At meetings of the Committee:
- (a) the President, or in his absence the Vice President, will preside; or
  - (b) if the President and the Vice President are absent, such one of the remaining members of the Committee as may be chosen by the members present will preside.
- 16.7** (a) Mazda is entitled to send a duly appointed representative to attend any Committee Meeting. If, in the reasonable opinion of the representative, the transaction of any business by the Committee Meeting would be damaging to the good name, reputation or public perception of Mazda or the name "Mazda", the representative is entitled, either before or during the Committee Meeting to veto the transaction of that item of business save that this power cannot be used to prevent a change of name by the Club to a name excluding the word "Mazda".
- (b) If the representative chooses to exercise the power contained in Rule 16.7(a), the transaction of the business in respect of which it has been exercised must be abandoned unless the veto is revoked.

16.8 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee will be determined on a show of hands or, if demanded by a Committee member, by a poll taken in such manner as the person presiding at the meeting may determine.

16.9 Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote PROVIDED THAT any non-Committee member(s) engaged by the Committee pursuant to Rule 13.8 are not entitled to vote at a meeting of the Committee.

16.10 Written notice of each Committee meeting must be served on each member of the Committee by delivering it to him or her at a reasonable time before the meeting or by sending it by pre-paid post or electronic means (eg, e-mail, facsimile transmission etc) addressed to him or her at his or her usual or last known place of abode at least two business days before the date of the meeting.

16.11 Subject to Rule 16.4, the Committee may act notwithstanding any vacancy on the Committee.

## 17. Powers

17.1 In order to carry out the purposes of the Club contained in the Statement of Purposes, the Club has the power:

- (a) to indemnify any person for any loss or damage incurred as a result of having, on behalf of the Club, become liable to pay any amount by way of damages or otherwise;
- (b) to subscribe to, become a member of, and co-operate with, any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club PROVIDED THAT the Club is not to subscribe to, or support with its funds, any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of the Rules;
- (c) to invest and deal with monies of the Club not immediately required in such manner as is from time to time thought fit;
- (d) to raise or borrow money upon such terms and in such manner as it thinks fit;
- (e) to secure the repayment of monies so raised or borrowed or the repayment of debt or liability of the Club by giving mortgages, charges or securities upon or over all or any of the property of the Club;

(f) to take over all or any part of the property, assets, liabilities and engagements of the unincorporated association and its Committee AND thereafter of any club merged into the Club; and

(g) to do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Club.

## 18. Duties of Officers

18.1 The President will:

- (a) chair all meetings and be responsible for the proper proceedings at all meetings;
- (b) ensure that all members are given an opportunity appropriate to their status to participate in the operation of the Club;
- (c) act as principal spokesperson for the Club;
- (d) maintain a liaison with Mazda fostering a mutual benefit from the relationship; and
- (e) carry out such duties as the Committee may by a two-thirds majority or more direct from time to time.

18.2 The Vice President will assist the President generally and assume the duties of the President if the latter is unable to perform any or all of the duties set out in Rule 18.1.

18.3 The Treasurer will:

- (a) collect and receive all monies due to the Club and make all payments authorised by the Club;
- (b) keep proper accounts and books showing the financial affairs of the Club and maintain such records as are necessary to facilitate the audit (if any) of those records with full details of all assets and liabilities, receipts and expenditures connected with the activities of the Club;
- (c) in conjunction with the Secretary, maintain the records of the financial membership;
- (d) present to the members at the Annual General Meeting a statement audited, if required by the Committee, containing the matters specified in Rule 9.3; and
- (e) carry out such duties as the Committee may, by a two-thirds majority or more, direct from time to time.

18.4 The Secretary will:

- (a) keep a true record of all minutes of the resolutions and proceedings of each General Meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings;
- (b) issue notices of all General and Committee Meetings in accordance with these Rules;
- (c) maintain the Club's records in conjunction with the Treasurer;
- (d) attend to all correspondence of the Club; and
- (e) carry out such duties as the Committee may by a two-thirds majority or more direct from

time to time.

- 18.5** The Social Secretary will assist generally in the arrangement and operation of activities of the Club as directed by the Committee.
- 18.6** The Club Captain will:
- (a) take responsibility for the arrangement and operation of the activities of the Club as directed by the Committee;
  - (b) appoint members as necessary to assist in the arrangement and operation of the Club's activities;
  - (c) maintain a liaison with the Confederation of Australian Motor Sport or its successor (however called) from time to time on behalf of the Club;
  - (d) ensure that the Club has been granted any relevant licences and permissions prior to the commencement of any activity which may require such licences or permissions; and
  - (e) carry out such duties as the Committee may by a two-thirds majority or more direct from time to time.

## **19. Inspection of Books and Register**

- 19.1** The accounts and books referred to in Rule 18.3 will be available for inspection by any member who gives at least two clear business days' notice in writing to the Treasurer.
- 19.2** The register referred to in Rule 4.1 will be available for inspection by any member who gives at least two clear business days' notice in writing to the Secretary.

## **20. Removal of Member of Committee**

- 20.1** A General Meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.
- 20.2** Where the member to whom a proposed resolution referred to in Rule 20.1 makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that they be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member or, if they are not so sent, the member may require that they be read out at the General Meeting.

## **21. Management of Funds**

- 21.1** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the President, Treasurer, Vice President or Secretary jointly.
- 21.2** All electronic funds transfers must be approved by any two of the President, Treasurer, Vice President or Secretary jointly.

## **22. Seal**

- 22.1** The common seal of the Club will be kept in the custody of the Secretary.
- 22.2** The common seal must not be affixed to any instrument except by the authority of the Committee AND the affixing of the common seal must be attested by the signatures either of any two officers of the Club or the Secretary and one other Committee member.

## **23. Alteration of Rules and Statement of Purposes**

These Rules and the Statement of Purposes of the Club may be altered only in the following manner:

- 23.1** Any member may submit, in writing, a proposed amendment to the Rules or Statement of Purposes of the Club to the Secretary.
- 23.2** (a) Every proposed amendment received by the Secretary not less than 30 days before the next General Meeting, must be referred to the next General Meeting for consideration.
- (b) Every proposed amendment received by the Secretary less than 30 days before the next General Meeting may, if the Committee decides, be referred to the next General Meeting but, if not so referred, must be referred to the next following General Meeting.
- 23.3** Not less than 21 days' notice must be given to members, in accordance with the Rules, specifying the intention to propose the resolution altering the Rules or Statement of Purposes as a special resolution.
- 23.4** The proposed amendment is ineffective unless it is passed by special resolution (being a resolution passed by a majority of not less than three-fourths of the members who are entitled to vote and do vote in person, by proxy or by power of attorney at a General Meeting of which 21 days' notice has been given).
- 23.5** A declaration by the chairman that the special resolution has been carried is conclusive evidence of the fact unless a poll is demanded.
- 23.6** The Secretary will, within one month after the passing of a special resolution altering the Statement of Purposes or the Rules, lodge with the Registrar notice in writing of the special

resolution setting out particulars of the alteration together with a declaration signed by at least two members of the Committee to the effect that the special resolution was passed in accordance with the Act.

- 23.7 The Secretary must pay the fee prescribed by the Regulations at the time of lodging the notice with the Registrar.
- 23.8 An alteration to the Statement of Purposes or Rules does not take effect unless and until it is approved by the Registrar.

#### **24. Notices**

- 24.1 A notice may be served by or on behalf of the Club upon any member either personally or by sending it by post or electronic means (eg, e-mail, facsimile transmission etc) to the member at the address shown in the register of members.
- 24.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- 24.3 Where a document is sent by electronic means (eg, e-mail, facsimile transmission etc), the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the sender's means of transmission produces proof of transmission.

#### **25. Dissolution**

In the event of the organisation being dissolved, the funds and property that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to an association with similar purposes which is not carried on for the profit or gain of its individual members.

#### **26. Custody of Records**

Except as otherwise provided in these Rules, the Secretary will keep in his or her custody or under his or her control all books, documents and securities of the Club.

#### **27. Funds**

- 27.1 The funds of the Club will be derived from the joining fees, annual subscriptions, donations and such other sources as the Committee determines.
- 27.2 The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

#### **28. Auditor**

The Committee may appoint a "registered company auditor" as defined in the Corporations Law to audit the accounts of the Club.

## **Appendix 1 - Proxy Voting**

**Located at:** <https://mx5vic.org.au/agmproxyvotingtemplate>

## **Appendix 2 - Joining Fee and Annual Subscriptions**

**Located at:** [https://mx5vic.org.au/membership\\_a/membership-fees/](https://mx5vic.org.au/membership_a/membership-fees/)

## **Appendix 3 - Services and Fees for Members**

**Located at:** [https://mx5vic.org.au/membership\\_a/club-permit-scheme/](https://mx5vic.org.au/membership_a/club-permit-scheme/)



**Mazda MX-5 Club of Victoria & Tasmania Inc.**  
Incorporated No. A0021659A

PO Box 8173, CROYDON VIC 3136