

# Consolidated Constitution for the Mazda MX-5 Club of Western Australia Incorporated



Created from original lodgement (Ref: 1001448- lodged 7 Aug 1991) modified for the 1998 Amendment (Ref: 13608154 - lodged 03 September 1998), the 2003 Amendment (Ref: 16135468- lodged 18 September 2003 and the 2006 Amendment (accepted by DoCEP on 7 September 2006)

## 1. NAME

The name of the incorporated association is the "Mazda MX-5 Club of Western Australia Incorporated" (in these rules called the "Association"), the short-title of which is "**Mazda MX-5 Club of Western Australia Inc.**".

## 2. INTERPRETATION

2.1 In these Rules, unless the contrary intention appears:

"Act" means the Associations Incorporation Act 1987 of Western Australia (as amended)

"Committee" means the Committee of Management of the Association;

"Companies Act" means the Companies (WA) Code or the Corporations Act 1989 of the Commonwealth (as amended) as and once it operates in Western Australia;

"Mazda Australia" means "Mazda Australia Pty Ltd." and/or the state office Mazda WA.

"Financial Year" means the year ending on 30 June;

"Member" means a member of the Association;

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule **1543**;

"Public Officer" shall have the meaning ascribed to that term in the Act and until such time as the Committee otherwise determines the position shall automatically be held by the **s**Secretary of the Association upon his or her appointment as such; and

"Regulations" means regulations under the Act.

2.2 In these Rules, a reference to the **s**Secretary of the Association is a reference:

(a) where a person holds office under these Rules as **s**Secretary of the Association - to that person; and

(b) in any other case, to the **p**ublic **e**Officer of the Association.

2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of ~~the (name of the relevant interpretation of legislation Act in the jurisdiction) and~~ the Act as in force from time to time.

2.4 Words or expressions contained in these Rules importing any gender shall include the other genders, and any words importing persons shall, where the context and subject

matter permit, include corporations.

### 3. OBJECTS

The objects for which the Association is established are:

- (a) to encourage the ownership and good keeping of Mazda MX-5 vehicles;
- (b) to promote the practical, sporting and social aspects of motoring within its membership
- (c) to further the motoring interests of its members generally and where necessary or desirable to join with other persons or clubs or associations to this end;
- (d) to encourage courtesy, good driving and safety on the roads of Australia; and
- (e) to encourage social contacts between members and generally afford to them all the usual privileges, advantages and accommodation of an association.

### 4. POWERS

Solely for the purposes of the objects set out in Rule 3, the Association shall have the power:

- (a) to indemnify any person for any loss or damage incurred as a result of having on behalf of the Association 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 organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not
- (c) prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules;
- (d) to invest and deal with moneys of the incorporated Association not immediately required in such manner as is from time to time thought fit;
- (e) to raise or borrow money upon such terms and in such manner as it thinks fit;
- (f) to secure the repayment of moneys so raised or borrowed or the repayment of debt or liability of the incorporated Association by giving mortgages, charges or securities upon or over all or any of the property of the incorporated Association;
- (g) to take over all or any part of the property, assets, liabilities and engagements of the unincorporated Association and its Committee.
- (h) 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 incorporated Association.

### 5. APPLICATION FOR MEMBERSHIP

5.1 An application for membership of the Association:

- (a) shall be in respect of a class of membership set out in sub-clause 7.2;
- (b) shall be made in writing in the form required by the Committee; and
- (c) shall be accompanied by the sum payable under ~~these Rules and By-Laws of the Association as the entrance fee and the first year's annual subscription~~ and shall be lodged with the Membership Secretary of the

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Association.

- 5.2 A person who applies for membership as provided in sub-clause 5.1 is eligible to be a member of the Association on payment of the ~~entrance fee and annual~~ subscription payable under the ~~se Rules and By-Laws of the Association~~.
- 5.3 The ~~secretary Membership shall~~ **Secretary shall**, upon payment of the amounts referred to in sub-clause 5.1 enter the applicant's name in the register of members kept by the ~~secretary Membership Secretary~~ under these Rules and, upon the name being so entered, the applicant becomes a member of the Association.
- 5.4 The ~~secretary Membership Secretary~~ shall, with as little delay as possible, notify the applicant of details of his membership of the Association.
- 5.5 A right, privilege, or obligation of a person by reason of his membership of the Association:
- (a) is not capable of being transferred or transmitted to another person;
  - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

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## 6. ~~ENTRANCE FEE AND ANNUAL SUBSCRIPTION~~

~~6.1 The entrance fees are as follows:~~

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~~(a) Full Membership – an initial, one-off, non-transferable joining fee of \$25.00. Two members from the same household (i.e. the same mailing address) will pay a single joining fee;~~

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~~(b) Enthusiast Membership – an initial, one-off, non-transferable joining fee of \$25.00. Two members from the same household (i.e. the same mailing address) will pay a single joining fee;~~

~~(c) Foundation Membership – nil;~~

~~(d) Country Membership – nil; and~~

~~(e) Honorary Life Membership – nil.~~

~~Entry fees are payable once only and are not payable again by a former member who is seeking readmission as a member.~~

~~6.26.1 The annual subscription is payable in advance on or before 1 July in each year; fees are as deemed by the Committee and recorded in the club By-Laws of the Association.~~

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~~6.36.2 The amount of the entrance fees and the annual subscriptions may be increased or decreased by the Committee PROVIDED THAT provided that a simple majority of members, whether in writing or at a duly convened meeting of members, shall be required to ratify such increase or decrease if it exceeds 25% of the entrance fees and/or annual subscriptions as previously determined by the Committee.~~

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~~6.46.3 The Committee may at any time at a properly constituted meeting of the Committee, determine that any annual subscription be reduced and/or waived.~~

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~~6.5 6.4 A member whose subscription is not paid within 2 months after the annual fee is due, as fixed under sub-rule (1)(2), ceases on the expiry of that period to be a member, unless the Committee decides otherwise.~~

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~~6.6 6.5 The Committee can charge a reduced annual subscription for members joining for the first time part way through the membership year as detailed in the club's By-laws of the Association~~

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## 7. REGISTER OF MEMBERS

7.1 The ~~secretary Membership Secretary~~ shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and such other information as the Committee shall determine from time to time and the register shall be available for inspection by members in cases as

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determined by the Committee, subject to any restrictions provided by the Privacy Act 1988 (amdt Act 50, 2006)

7.2 ~~The Subject to the payment of the appropriate fees, the~~ membership of the Association and the entitlements shall be as follows:

- (a) Full Membership will be for the owner of a Mazda MX-5. ~~plus one other person (a partner, family member or friend); In addition, one other person (typically a partner or family member) will be entitled to purchase Full Membership on the basis of the owner's Full Membership provided that the other person also pays all the fees applicable to a Full Member.~~ Formatted
- (b) Enthusiast Membership will cover all other options, including ex-owners and aspiring owners of a Mazda MX-5. ~~plus one partner, family member or friend.~~ Enthusiast Membership will also cover one nominee per Mazda dealership; Formatted
- (c) Foundation Membership - available to any person eligible under paragraphs 7.2 (a) or (b) and who joined the Association at the inaugural meeting of the Association on 6 November 1990. Entitlements will be the same as for Full ~~and Enthusiast~~ Members.
- (d) Country Membership will be for people who live outside the Perth metropolitan area and so are unable to attend club events. Country Members pay ~~the reduced fee stated in the By-Laws, half of the Full Membership fee per person per year,~~ receive the newsletter only, and are not eligible ~~for~~ any other benefit of MX-5 Club membership until they become a Full Member or an Enthusiast Member;
- (e) Honorary Life Membership - may be offered to a person at the absolute discretion of the Committee. Entitlements will be the same as for Full ~~and Enthusiast~~ Members. Formatted

All Full Members and Enthusiast Members receive all of the benefits of MX-5 Club Membership, including the club newsletter, minutes of all meetings, and details of all club events. All Full Members and Enthusiast Members are eligible for all other MX-5 Club benefits, including discounts, prizes at club events, free merchandise items on joining, committee membership, and voting rights at Committee Meetings and Annual General Meetings.

7.3 To ensure that the focus of the Club remains with the Mazda MX-5 and their owners, the Committee will ensure that ~~Full Members~~ always comprise more than 70% of the total membership of the MX-5 Club of WA ~~or and~~ more than 70% of the Committee of the MX-5 Club of WA. The elected President will always be a Full Member. ~~N.B. Full members may also be Honorary Life Members or Foundation Members – see 7.2 (c) and 7.2 (e) above.~~ Formatted  
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## 8. RESIGNATION OF MEMBER

8.1 A member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by giving notice in writing to the ~~s~~Secretary of his intention to resign and such resignation shall be effective forthwith. Any fees paid will not be returned to the former member who has resigned.

8.2 Upon receipt of a notice given under sub-clause 8.1, the ~~s~~Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given ceased to be a member.

## 9. EXPULSION OF MEMBER

9.1 Subject to these Rules, the Committee may by a resolution passed by 75 % of Committee members in attendance at a duly convened meeting of the Committee, expel a member from the Association, or suspend for a specified period, if the Committee is of the opinion that the member:

- (i) has refused or neglected to comply with these ~~se~~ Rules or By-Laws of the

Association; or

(ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

9.2 Before any member is expelled or suspended, his conduct shall be inquired into by the Committee and the member shall be given the opportunity to defend himself and to justify or explain his conduct.

9.3 Provided that a quorum is established and the necessary number of members of the Committee are present when the matter is inquired into, the Committee may pass a resolution in accordance with sub-clause 9.1.

9.4 If any member fails to appear at any properly constituted inquiry of which he has been given not less than 7 days notice, or at any adjournment thereof, the Committee may proceed in that members' absence to conduct its inquiry and to make its findings as empowered by this Rule 9.

~~9.5~~ ~~9.5~~ If called upon by a general meeting to do so, the Committee shall table its findings in relation to the expulsion ~~or~~ suspension ~~or fining~~ of any member.

~~9.59.6~~ Any fees paid will not be returned to the former member who has been expelled, or to a suspended member.

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## **10. ANNUAL GENERAL MEETING**

10.1 The Association shall in each calendar year convene an annual general meeting of its members as required by the Act.

10.2 The annual general meeting shall be held within 4 months of the end of the Financial Year as determined by the Committee.

10.3 The annual general meeting shall be specified as such in the notice convening it.

10.4 The ordinary business of the annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the Committee reports upon the transactions of the Association during the last preceding Financial Year;
- (c) to elect officers of the Association and the Ordinary Members of the Committee in accordance with Rule 14; and
- (d) to receive and consider the statement submitted by the Association in accordance with Section 30 (3) of the Act.

10.5 The annual general meeting may transact special business of which notice is given in accordance with these Rules.

10.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## **11. MEETINGS**

All general meetings other than the annual general meeting shall be called "special general meetings".

## **12. SPECIAL GENERAL MEETING**

12.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this clause, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

12.2 The Committee shall, on the requisition in writing of members representing not less than 10% of the total number of members, convene a special general meeting of the

Association.

- 12.3 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the ~~s~~Secretary from time to time and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 12.4 If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the ~~s~~Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- 12.5 A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

### **13. NOTICE OF MEETING**

- 13.1 The Secretary of the Association shall, at least 21 days before the date fixed for holding an annual general meeting or special general meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members and to Mazda Australia at the registered/principal office of that Company in Western Australia:
- (a) a notice by pre-paid post, email or facsimile transmission stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting; and
  - (b) a form enabling a proxy to be appointed by the member for the purpose of voting at the meeting.
- 13.2 No business other than that set out in the notice covering the meeting shall be transacted at the meeting.
- 13.3 A member desiring to bring any business before a meeting may give notice of that business in writing to the ~~s~~Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

### **14. PROCEEDINGS AT MEETINGS**

- 14.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- 14.2 No Item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that Item.
- 14.3 Ten members or 50% of the membership (whichever is the lesser, being members entitled under these rules to vote in a general meeting) personally present constitute a quorum for the transaction of business of a general meeting.
- 14.4 Mazda Australia shall be entitled to send an observer to attend any general meeting.
- 14.5 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week 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 meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 5) shall be a quorum.

- 14.6 The pPresident, or in his absence, the vVice-pPresident, shall preside as chairman at each general meeting of the Association.
- 14.7 If the pPresident and the vVice-pPresident are absent from a general meeting, the members present shall elect one of their number to preside as chairman at the meeting.
- 14.8 The chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the 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 meeting at which the adjournment took place.
- 14.9 Where a meeting is adjourned for 21 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 14.10 Except as provided in sub-clauses 14.5 and 14.9, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 14.11 If, in the opinion of Mazda Australia or the observer sent by Mazda Australia, the consideration or transaction of any business would be damaging to the good name, reputation or public perception of Mazda Australia or the name "Mazda" or be inimical to the purposes of the Association, Mazda Australia or the observer sent by Mazda Australia shall be entitled, either before or during the general meeting, to prohibit the consideration or transaction of that item of business.
- 14.12 A question arising at a general meeting of the Association shall 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 or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 14.13 Upon any question arising at a general meeting of the Association, a member of any class set out in paragraph 7.2 (a) or (c) has one vote.
- 14.14 All votes shall be given personally or by proxy.
- 14.15 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.
- 14.16 If at a meeting a poll on any question is demanded by not less than 5 members, it shall be taken at that meeting in such manner as the chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 14.17 A poll that is demanded on the election of a chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.
- 14.18 A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid.
- 14.19 Each member shall be entitled to appoint another member as his proxy by notice given to the secretary no later than 24 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 5 proxy votes.
- 14.20 The notice appointing the proxy shall be in the form that shall- state I (member's name) of (member's address) hereby appoint (member's name) to act as my proxy in accordance with Rule 14.19. The form shall indicate on which matters the proxy is entitled to vote on behalf of the member and whether that vote should be for or against any motion. The form shall be signed and dated so as to comply with Rule 14.19, set out in Appendix 2.

## 15. COMMITTEE OF MANAGEMENT

15.1 The affairs of the Association shall be managed by a Committee of Management constituted as provided in sub-clause 15.4<sup>1</sup>.

15.2 The Committee:

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; 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 Association.

~~15.3~~15.3 The officers of the Association shall be:

- ~~(a)~~(a) a ~~President~~ President;
- ~~(b)~~(b) a ~~Vice President~~ Vice-President;
- ~~(c)~~(c) a ~~Treasurer~~ Treasurer;
- ~~(d)~~(d) a ~~Secretary~~ Secretary;
- ~~(e)~~ an Events Coordinator ~~a Social Secretary~~; and
- ~~(f)~~ a Motor Sport Manager ~~a Club Captain~~;
- ~~(g)~~ a Membership Secretary.

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15.4 Subject to Section 23 of the Act, the Committee shall consist of:

- (a) the officers of the Association; and
- (b) up to ~~five~~ six Ordinary Members who will typically also cover the responsibilities of Newsletter Editor and Production Manager, Webmaster and Merchandising Officer. Note that, if elected to do so, an officer or any other committee member may hold more than one responsibility.

15.5 The provisions of Rule 16 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause 15.3 or 15.4.

15.6 Each officer and Ordinary Member of the Committee shall hold office in accordance with Rule 16.

15.7 In the event of a casual vacancy in any office referred to in sub-clause 15.3, 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 appointment.

15.8 In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of his appointment.

15.9 The Committee may engage non Committee members to assist it in the management of the Association.

<sup>1</sup> ~~Cross referencing error to sub-clause 13.4 corrected~~



## 16. ELECTION OF OFFICERS AND ORDINARY MEMBERS OF THE COMMITTEE

~~16.1 At the first annual general meeting held after incorporation of the Association, all positions for membership of the Committee shall be open for election.~~

~~16.216.1~~ At any annual general meeting ~~held subsequent to the first annual general meeting of the Association referred to in sub-clause 16.1~~ all the positions for membership of the Committee shall be open for election.

~~16.246.3~~ Upon election of a member of the Association to the Committee, the Committee shall determine the capacity in which the elected members each hold office under sub-clause 15.3 or 15.4.

~~16.346.4~~ Nominations of candidates for election as officers of the Association or as Ordinary Members of the Committee:

(a) shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) shall be delivered to the ~~s~~Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

~~16.446.5~~ If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

~~16.546.6~~ If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

~~16.646.7~~ If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

~~16.746.8~~ The ballot for the election of officers and Ordinary Members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

## 17. VACANCY

For the purposes of these Rules, the office of an officer of the Association or of an Ordinary Member of the Committee becomes vacant if the officer or member:

(a) ceases to be a member of the Association;

(b) becomes an insolvent under administration within the meaning of the Companies Act: or

(c) resigns his office by notice in writing given to the ~~s~~Secretary.

## 18. PROCEEDINGS OF COMMITTEE

18.1 The Committee shall meet at least 4 times in each year at such place and such times as the Committee may determine.

18.2 Special meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.

18.3 Notice shall 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 shall be transacted at such a meeting save to the extent provided for in the notice or permitted by the Committee.

18.4 Notice shall be given to Mazda Australia of any meeting specifying the general nature of the business to be transacted and the text of any motion proposed to be passed.

18.5 Mazda Australia shall be entitled to send an observer to attend any meeting of the Committee.

- 18.6 Any 6 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 18.7 No business shall 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 shall ~~lapse, 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.~~
- 18.8 At meetings of the Committee:
- (a) the ~~p~~President or in his absence the ~~v~~Vice-~~p~~President shall preside; or
  - (b) if the ~~p~~President and the ~~v~~Vice-~~p~~President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- 18.9 If, in the opinion of Mazda Australia or the observer sent by Mazda Australia, the consideration of any business or the proposed passage of a motion would be damaging to the good name, reputation or public perception of Mazda Australia or the name "Mazda" or would be inimical to the purposes of the Association, Mazda Australia or the observer sent by Mazda Australia shall be entitled, either before or during the meeting, to prohibit the consideration or transaction of that business or the poll or resolution to pass that motion."
- 18.10 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall 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.
- 18.11 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 PROVIDED THAT~~ any non Committee member(s) engaged by the Committee pursuant to sub-clause 15.9 are not entitled to vote at a meeting of the Committee.
- 18.12 Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post, email, or facsimile transmission addressed to him at his usual or last known place of abode at least 2 Business Days before the date of the meeting.
- 18.13 Subject to sub-clause 18.6 the Committee may act notwithstanding any vacancy on the Committee.

## 19. DUTIES OF OFFICERS

~~The duties of officers and ordinary committee members of the Association are as specified in the By-Laws of the Association. 19.1 The president shall:~~

- ~~(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 Association;~~
- ~~(c) act as principal spokesperson for the Association;~~
- ~~(d) maintain a liaison with Mazda Australia Pty Ltd (through Mazda WA) to ensure that the operation of the Association benefits from the knowledge Mazda Australia Pty Ltd has of the Mazda MX-5 motor vehicle; and~~
- ~~(e) carry out such duties as the Committee may by a two-thirds majority or more direct from time to time.~~

~~19.2 The vice-president shall 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 sub-clause 19.1.~~

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~~19.3 The treasurer shall:~~

- ~~(a) collect and receive all moneys due to the Association and make all payments authorised by the Association;~~
- ~~(b) keep proper accounts and books showing the financial affairs of the Association and shall 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 Association;~~
- ~~(c) in conjunction with the secretary, maintain the records of the financial membership of the Association;~~
- ~~(d) present to the members at the Annual General Meeting a statement containing the matters specified in the Act; and~~
- ~~(e) carry out such duties as the Committee may by a two-thirds majority or more direct from time to time.~~
- ~~(f) The Committee may, at any time, require that the accounts and or books showing the financial affairs of the Association, be audited.~~

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~~19.4 The secretary shall:~~

- ~~(g) 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;~~
- ~~(h) issue notices of all meetings in accordance with the guidelines set out in these Rules;~~
- ~~(i) maintain the Association's records in conjunction with the treasurer;~~
- ~~(j) attend to all correspondence of the Association; and~~
- ~~(k) carry out such duties as the Committee may by a two-thirds majority or more direct from time to time.~~

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~~19.5 The social secretary shall assist generally in the arrangement and operation of activities of the Association as directed by the Committee.~~

~~19.6 The club captain shall:~~

- ~~(a) take responsibility for the arrangement and operation of the activities of the Association as directed by the Committee;~~
- ~~(b) appoint members as necessary to assist in the arrangement and operation of the Association's activities;~~
- ~~(c) maintain a liaison with the Confederation of Australian Motor Sport or its successor in title (howsoever called) from time to time on behalf of the Association;~~
- ~~(d) ensure that the Association 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.~~

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## 20 INSPECTION OF BOOKS

The accounts and books of the Association referred to in sub-clause 19.3 shall be available for inspection by members after giving 2 Business Days' notice in writing.

## 21. REMOVAL OF MEMBER OF COMMITTEE

21.1 The Association in 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.

- 21.2 Where the member to whom a proposed resolution referred to in sub— clause 21.1 makes representations in writing to the ~~s~~Secretary or ~~p~~President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the ~~s~~Secretary or the ~~p~~President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the general meeting.

## 22. CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two Committee members as authorised by the Committee, one of whom should be either the Treasurer or President. The Treasurer is authorised to make payments by electronic transfer with the emailed consent of one or more authorised cheque signatories. ~~the president, treasurer or secretary jointly with one other Committee member.~~

## 23. SEAL

- 23.1 The Common Seal of the Association shall be kept in the custody of the ~~s~~Secretary.
- 23.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of 2 members of the Committee or of one member of the Committee and of the Public Officer of the Association.

## 24. ALTERATION OF RULES AND STATEMENT OF PURPOSES

These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

## 25. NOTICES

- 25.1 A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post, email or facsimile transmission to the member at his address shown in the register of members.
- 25.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, 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.
- 25.3 Where a document is sent by facsimile transmission, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the receipt is acknowledged.
- 25.4 Where a document is sent by e-mail, the document shall unless the contrary is proven, be deemed to have been received by the addressee if:
- (a) the sender sent it to the last known e-mail address in the records of the Association; and
  - (b) a hard copy of the document is produced to the Committee for its retention; and
  - (c) the Committee is otherwise satisfied that the email was sent.

## 26. WINDING UP OR CANCELLATION

In the event of the winding up of the Association, the remaining assets shall, subject to any trusts affecting those assets or any of them, be dealt with or disposed of in accordance with a special resolution of the members at a duly convened meeting, or

in the absence of such a resolution, by dividing the assets amongst the members of the Association in equal shares.

**27. CUSTODY OF RECORDS**

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

**28. FUNDS**

The funds of the Association shall be derived from ~~entrance fees~~, annual subscriptions, donations and such other sources as the Committee determines.

**29. AUDITOR**

In the event that an Auditor is required ~~pursuant to Clause 19.3~~, the Committee shall appoint an Auditor comprising one or more persons to audit the accounts of the Association. The appointee (or one of the appointees) must be a member of a recognized Australian accounting body, need not be a registered company auditor and may be a member of the Association (other than the person who was the Treasurer in respect of the relevant accounts).