




# MAZDA MX-5 CLUB OF SOUTH AUSTRALIA INC.

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## RULES FOR THE MAZDA MX-5 CLUB OF SOUTH AUSTRALIA INCORPORATED

### GENERAL

#### 1. Name

The name of the Incorporated Association is the "Mazda MX-5 Club of South Australia Incorporated" referred to herein as "the Association", the short title of which is "Mazda MX-5 Club of South Australia Inc."

#### 2. Interpretation

In these rules, unless the contrary intention appears: -

- 2.1. "the Act" means the Association Incorporated Act 1985 (as amended);
- 2.2. "Business day" means a day on which any branch office of a financial institution is open for normal banking business in Adelaide;
- 2.3. "Committee" means the Committee of Management of the Association;
- 2.4. "Mazda Australia" means Mazda Australia Pty. Ltd.;
- 2.5. "Meeting" means a General Meeting of members of the Association convened in accordance with these Rules;
- 2.6. "Member" means a member of the Association;
- 2.7. "Public Officer" shall have the meaning ascribed to that term in the Act and until such time as the Committee otherwise determines shall be the Secretary of the Association upon his or her appointment as such;
- 2.8. "the Regulations" means the Associations Regulations 985; and, 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.

### PURPOSE AND OBJECTIVES

#### 3. Purpose

The purposes of the Association are:

- 3.1. to encourage the ownership and good keeping of Mazda MX-5 motor vehicles;
- 3.2. to promote the practical sporting and social aspects of motoring within its membership;
- 3.3. to further the motoring interests of its members and where necessary or desirable to join with other persons or Clubs or Associations to this end;
- 3.4. to encourage courtesy, good driving and safety on the roads of Australia; and
- 3.5. to encourage social contacts between members and generally afford to them all usually privileges, advantages and accommodation of an Association.

#### 4. Powers

- 4.1. The Association shall have all the powers conferred by section 25 of the Act save and except such modifications and exclusions as are specified in this Rule;



- 4.2. The Association shall have power:
- 4.2.1. 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;
  - 4.2.2. to subscribe to, become a member of and cooperate with any other Association, Club or organisation, whether incorporated or not, whose objects are all together 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 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 Association under or by virtue of the Rules;
  - 4.2.3. to invest and deal with moneys of the incorporated Association not immediately required in such manner as is from time to time thought fit;
  - 4.2.4. to raise or borrow money upon such terms and in such a manner as it thinks fit;
  - 4.2.5. 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;
  - 4.2.6. to take over all or any part of the property, assets, liabilities and engagements of the unincorporated Association and its Committee;
  - 4.2.7. 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.

## **MEMBERSHIP**

### **5. Application for Membership**

- 5.1. An Application for membership of the Association:
- 5.1.1. Shall be in respect of a class of membership set out in sub- clause 6.2;
  - 5.1.2. Shall be made in writing in the Membership Application Form as amended by the Committee from time to time; and
  - 5.1.3. Shall be accompanied by the sum payable under these Rules as the entrance fee and the first year's annual subscription and shall be lodged with the Secretary of the 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 these Rules.
- 5.3. The Treasurer 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 under these Rules and, upon the name being so entered the applicant becomes a member of the Association.
- 5.4. The Membership Officer 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:

5.5.1. is not capable of being transferred or transmitted to another person except as specified in paragraph 31 hereof;

5.5.2. terminates upon the cessation of his membership whether by death or resignation or otherwise.

6. Register of Members

6.1. The Membership Officer 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 Committee members for public business.

6.2. The membership of the Association shall be divided into the following classes:

6.2.1. Ordinary Membership - available to any natural person of at least driver's licence holding age who owns or drives a Mazda MX-5 vehicle, or is the partner or co-driver of such a person.

6.2.2. Corporate Membership - available to corporations approved by the Committee from time to time. A corporate member may register a maximum of four (4) vehicles;

6.2.3. Honorary Life Membership - may be offered to a person at the absolute discretion of the Committee;

6.2.4. Foundation Membership - available to any person eligible under paragraphs 6.2.1 or 6.2.3 (but not 6.2.2) who joined the Association prior to the 1<sup>st</sup> of January 1991;

7. Subscriptions

7.1. The initial joining or re-joining fee is as follows:

7.1.1. Ordinary Membership - \$20 (per person);

7.1.2. Corporate Membership - \$100; and

7.1.3. Honorary Life Membership - nil.

7.2. The annual subscription is payable in advance on or before the 1<sup>st</sup> of July in each year and is as follows:

7.2.1. Ordinary Member - \$40

7.2.2. Foundation Membership - \$25 (per natural person)

7.2.3. Corporate Membership - \$500 (maximum of four cars)

7.2.4. Honorary Life Membership - nil;

7.2.5. Membership fees to be determined by Committee from time to time.

7.3. Any member whose subscription is outstanding for more than 3 months after the due date for payment shall cease to be a member of the Association provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit. A re-joining fee will be payable where a membership has been non-current for more two (2) years unless the Committee deems there are special circumstances.

8. Resignation of a Member

8.1. A member of the Association who has paid all monies due and payable by him to the Association may resign from the Association by giving notice in writing to the Membership Officer of his intention to resign and such resignation shall be effective forthwith.



- 8.2. Upon receipt of a notice given under paragraph 8.1 the Membership Officer 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.
- 8.3. Any member so resigning shall be liable for any outstanding subscriptions, which shall be recovered as a debt due to the Association.
9. Expulsion of a Member
  - 9.1. Subject to giving a member an opportunity to be heard or to make a written submission the Committee may resolve to expel, suspend for a specified period or fine a member upon a charge of misconduct detrimental to the interests of the Association.
  - 9.2. Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined.
  - 9.3. The determination of the Committee shall be communicated to the member and in the event of an adverse determination the member shall, subject to paragraph 9.4, cease to be a member fourteen (14) days after the Committee has communicated its determination to him.
  - 9.4. It shall be open to a member to appeal to the Association in General Meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within fourteen (14) days after the determination of the Committee has been communicated to the member.
  - 9.5. In the event of an appeal under paragraph 9.4, the appellant's membership of the Association shall continue until the determination of the Committee to expel the member is upheld by the members of the Association in General Meeting but only after the appellant has been heard, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

## **MANAGEMENT OF AFFAIRS OF ASSOCIATION**

10. The Committee
  - 10.1. The affairs of the Association shall be managed and controlled exclusively by a Committee which in addition to any power and authority conferred by these Rules may exercise all such powers and do all such things as are within the objects of the Association and are not by the Act or by these Rules required to be done by the Association in General Meeting.
  - 10.2. The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association including the Public Officer required by the Act and may discuss or delegate any of its powers to such officers and employees.
  - 10.3. The Committee shall be comprised of a President, a Vice President, Secretary, Treasurer, Social Secretary, Sporting Secretary, Membership Officer, Web & Media Master, Promotions & Property Officer and at least one (1) ordinary member, all of whom shall be financial members of the Association.
  - 10.4. The Committee may appoint a natural person member to fill a casual vacancy in any office of the Committee or as an ordinary member of the Committee and such a Committee member shall hold office until the next Annual General Meeting of the Association and shall be eligible to stand for election.
  - 10.5. The Committee may engage non-committee members to assist it in the management of the Association provided always that such non-committee member shall be a member of the Association.

## 11. Election to the Committee

- 11.1. A member of the Association may nominate for a specific committee vacancy.
- 11.2. Nominations for the Committee:
  - 11.2.1. shall be made in writing signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - 11.2.2. shall be delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election of Committee members is to be held, and
  - 11.2.3. shall be for two(2) years for all Committee Members
- 11.3. If a number of nominations received is equal to the number of vacancies to be filled the persons nominated shall be deemed to be elected.
- 11.4. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 11.5. Nominations during the Annual General Meeting will only be taken for unfilled positions
- 11.6. The ballot for the election of members to the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

## 12. Vacancy

For the purpose of these Rules a Committee position becomes vacant if the member:

- 12.1. ceases to be a member of the Association;
- 12.2. becomes an insolvent under administration within the meaning of the Companies Act;
- 12.3. is disqualified by the Act;
- 12.4. is expelled under these Rules;
- 12.5. is permanently incapacitated by ill health or death;
- 12.6. is absent without apology for more than three (3) consecutive Committee meetings or more than three (3) Committee meetings in a Financial year;
- 12.7. is no longer the duly appointed representative of a Corporate member;
- 12.8. resigns his office by notice in writing given to the Secretary.

## 13. Proceedings of Committee

- 13.1. The Committee shall meet at least four (4) times in each year at such place and at such times as the Committee may determine
- 13.2. Special meetings of the Committee may be convened by the President or by any four (4) of the members of the Committee.
- 13.3. Notice shall be given to members of the Committee of any special meetings 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.
- 13.4. 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 propose to be passed.
- 13.5. Mazda Australia shall be entitled to send an observer to attend any meeting of the Committee.



- 13.6. A quorum for the transaction of the business of a meeting of the Committee is to be at least one half of the Committee.
- 13.7. 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 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.
- 13.8. At meetings of the Committee:
  - 13.8.1. the President or in his absence the Vice President shall preside, or
  - 13.8.2. 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 shall preside.
- 13.9. 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.
- 13.10. Questions arising at any meeting shall be decided by a majority of votes and indicated by 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 and in the event of equality of votes the chair person shall have a casting vote in addition to a deliberative vote.
- 13.11. A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act and shall not vote with respect to that contract.
- 13.12. Subject to paragraph 13.6 the Committee may act notwithstanding any vacancy on the Committee.
14. Duties of Committee Members
  - 14.1. The President shall:
    - 14.1.1. chair all meetings and be responsible for the proper proceedings at all meetings;
    - 14.1.2. ensure that all members are given an opportunity appropriate to their status to participate in the operation of the Association;
    - 14.1.3. act as principal spokesperson for the Association;
    - 14.1.4. maintain a liaison with Mazda Australian Pty. Ltd. 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
    - 14.1.5. carry out such duties as the Committee may by a two thirds majority or more direct from time to time.
  - 14.2. 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 paragraph 14.1.
  - 14.3. The Treasurer shall:
    - 14.3.1. collect and receive all monies due to the Association and make all payment authorised by the Association;
    - 14.3.2. keep proper actions 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;
- 14.3.3. in conjunction with the Secretary, maintain the records of the financial membership of the Association;
- 14.3.4. present to the members at the Annual General Meeting a statement audited, if required by the Act, containing the matters specified in the Act;
- 14.3.5. carry out such duties as the Committee may by two thirds majority or more direct from time to time.
- 14.4. The Secretary shall:
- 14.4.1. 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 the names of persons present at Committee Meetings;
- 14.4.2. issue notices of all meetings in accordance with the guidelines set out in the these Rules;
- 14.4.3. maintain the Association's records in conjunction with the Treasurer;
- 14.4.4. attend to all correspondence of the Association; and
- 14.4.5. carry out such duties as the Committee may by two thirds majority or more direct from time to time.
- 14.5. The Social Secretary shall assist generally in the arranging and operation of activities of the Association as directed by the Committee.
- 14.6. The Sporting Secretary shall:
- 14.6.1. take responsibility for the arrangements and operation of the activities of the Association as directed by the Committee;
- 14.6.2. appoint members as necessary to assist in the arrangement and operation of the Association's activities;
- 14.6.3. 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;
- 14.6.4. 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
- 14.6.5. carry out such duties as the Committee may by two thirds majority or more direct from time to time.
15. Financial Year  
The financial year of the Association shall be from the 1<sup>st</sup> of July to the 30<sup>th</sup> of June.
16. Inspection of Books  
The accounts and books referred to in paragraph 14.3 shall be available for inspection by members after giving two (2) business days' notice in writing.
17. Borrowing Powers
- 17.1. Subject to this Rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit and may secure the repayment thereof by charging the property of the Association.
- 17.2. Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.



18. Cheques

All cheques, drafts, bills or exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer or Secretary.

19. Accounts

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

20. Winding Up

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

21. Application of Surplus Assets

If after the winding up of the Association there remains "surplus assets" as defined in the Act such surplus assets shall be appropriated in accordance with the provisions of the Act.

22. Funds

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

23. Notices

23.1. A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or electronic transmission to the member at his address shown in the register of members.

23.2. 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 the post.

23.3. Where a document is sent by electronic 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.

## **MEETINGS**

24. Meetings

24.1. The Committee may call a Special General Meeting of the Association at any time and shall call an Annual General Meeting in accordance with the Act.

24.2. The first Annual General Meeting shall be held within eighteen (18) months after the incorporation of the Association and thereafter within five (5) months after the end of its financial year.

24.3. All General Meetings other than the Annual General Meeting shall be called "Special General Meetings".

24.4. The Annual General Meeting shall be specified as such in the notice convening it.

24.5. The ordinary business of the Annual General Meeting shall be:

24.5.1. to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

24.5.2. to receive from the Committee, reports upon the transactions of the Associations during the last preceding financial year;

24.5.3. to elect Committee Members in accordance with paragraph 11; and

24.5.4. to consider any statements submitted by the Association as required by the





Act.

- 24.6. The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- 24.7. The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

25. Special General Meeting

- 25.1. The Committee may, whenever it thinks fit convene a Special General Meeting of the Association and where, but for this clause, more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- 25.2. 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.
- 25.3. 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 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.
- 25.4. If the Committee does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the address of the Secretary the members making the requisition or any of them may convene a Special General meeting to be held no later than three (3) months after that date.
- 25.5. 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.

26. Notice of Meeting

- 26.1. The Secretary of the Association shall, at least twenty-one (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 to the electronic or postal address appearing in the register of members and to Mazda Australia at the registered/principal office of that Company in the State of South Australia:
  - 26.1.1. a notice transmitted by pre-paid post, e-mail and any other electronic media stating the place, date and time of the meeting and the nature of the business to be transacted together with the documentation of any motion proposed to be passed; and
  - 26.1.2. a form enabling a proxy to be appointed by the member for the purpose of voting at the meeting.
- 26.2. No business other than that set out in the notice covering the meeting shall be transacted at the meeting
- 26.3. A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary who shall include that business in the notice calling the next General Meeting after the receipt of the notice.

27. Proceedings at Meetings

- 27.1. 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.
- 27.2. 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.
- 27.3. Ten (10) members personally present or by proxy (being members entitled under these Rules to vote at a General Meeting) or 25% of the financial member base, whichever is the lesser of the two, constitute a quorum for the transaction of the business of a Annual General Meeting
  - 27.4. Mazda Australia shall be entitled to send an observer to attend any General meeting.
  - 27.5. If within half an hour after the appointed time for the commencement of a General meeting a quorum is not present, the meeting is convened upon the requisition of members shall be dissolved and if 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 (5)) shall be a quorum.
  - 27.6. The President, or in his absence, the Vice President, shall preside as Chairman at each General Meeting of the Association.
  - 27.7. If the President and the Vice President are absent from a General Meeting the members present shall elect one of their number to preside as Chairman at the meeting.
  - 27.8. 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.
  - 27.9. Where a meeting is adjourned for twenty-one (21) days or more, a like notice of the adjourned meeting shall be given as in the case of a General Meeting.
  - 27.10. Except as provided in paragraphs 12.7 and 12.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjournment meeting.
  - 27.11. 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 the 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.
  - 27.12. 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.
  - 27.13. Upon any question arising at a General meeting of the Association, a meeting of any class set out in paragraph 6.2.1, 6.2.2, 6.2.4 and 6.2.5 has one vote per member.
  - 27.14. All votes shall be given personally or by proxy.
  - 27.15. 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.
  - 27.16. A poll that is demanded on the election of the 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.

27.17. A member is not entitled to vote at any General Meeting unless all monies due and payable by him to the Association have been paid.

27.18. If a poll is demanded by the Chairman of the meeting or by three (3) or more members present personally or by proxy it shall be taken in such a manner as the Chairman directs. The result of such poll shall be a resolution of the meeting except that in the case of special resolution, a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.

28. Alteration of Rules

28.1. Subject to approval by a resolution of the members at General Meeting of the Association these Rules may be altered or be rescinded and replaced by substituted Rules.

28.2. Such an alteration shall be registered with the Commission as required by the Act.

28.3. The registered Rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

29. Voting Rights

29.1. Subject to these Rules each member present in person or by proxy shall be entitled to one vote.

29.2. A member being a body corporate shall be entitled to appoint one person who need not be a member of the Association to represent it at a particular meeting or at all meetings of the Association. That person shall be appointed by the Corporate member by a resolution of its Board which shall be authenticated under its seal. Such person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

30. Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be his proxy and attend and vote at any meeting of the Association.