



MAZDA MX-5 CLUB OF SOUTH AUSTRALIA INCORPORATED

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CONSTITUTION

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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. Interpretations

In these rules, unless the contrary intention appears:

- 2.1. "Act" means the South Australia Associations Incorporation Act 1985 (as amended).
- 2.2. "Ballot" refers to a method of secret voting, usually in written form, that is counted to achieve a decision or outcome.
- 2.3. "Business day" is considered to be Monday through to Friday from 9am to 5pm Adelaide time and excludes weekends and public holidays.
- 2.4. "Chair" refers to the Chairperson of a meeting, the person that is responsible for conducting the meeting.
- 2.5. "Committee" means the Management Committee of the Association.
- 2.6. "Extenuating" means that a person's actions will be judged less seriously by giving reasons, that in some way explain the action taken.
- 2.7. "Financial member" is a Member who has paid all fees and subscriptions to the Association that are due.
- 2.8. "Meeting" means a General Meeting of Members convened in accordance with these rules.
- 2.9. "Member" means a member of the Association.
- 2.10. "Ordinary Resolution" means the acceptance of a motion, passed at an Annual General Meeting, by 51%, or more, of the Members present at a General Meeting and eligible to vote.
- 2.11. "Poll" refers to a measure of opinion on a subject by members of the Association. It may or may not relate to a specific decision or outcome.
- 2.12. "Public Officer" shall have the meaning ascribed to that position from the Act and, until such time as the Committee otherwise determines, shall be the Secretary of the Association upon their appointment.
- 2.13. "Reasonable" refers to an objective test of what a reasonable person in the same circumstances would deem appropriate.
- 2.14. "Regulations" refers to the South Australia Associations Incorporation Regulations 2008.
- 2.15. "Special Resolution" means the acceptance of a motion, passed at a Special General Meeting, by at least three quarters (75%) of the Members present at a Special General Meeting and eligible to vote.
- 2.16. "Unfinancial member" is a Member who has membership fees/subscriptions outstanding and overdue to be paid to the Association.

PURPOSE AND OBJECTIVES

3. Purpose

The purposes of the Association are to:

- 3.1. encourage the ownership, restoration and preservation of Mazda MX-5 motor vehicles.
- 3.2. promote the practical sporting and social aspects of motoring by the Members.
- 3.3. further the motoring interests of its Members and where necessary or desirable to join with other persons, clubs or associations.
- 3.4. encourage courtesy, good driving and safety on Australian roads.

- 3.5. encourage social contacts between Members and generally afford to them all usual 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 except where specifically modified or excluded in these rules.
- 4.2. The Association shall have power to:
- 4.2.1. 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. 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, retained earnings or 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. invest and deal with any surplus funds of the Association, not immediately required, in a manner considered appropriate by the Committee.
 - 4.2.4. raise or borrow money upon such terms and in such a manner as the Committee considers appropriate.
 - 4.2.5. secure the repayment of funds so raised or borrowed, or the repayment of debt or liabilities of the Association, by giving mortgages, charges or securities upon or over all or any of the property of the Association as considered appropriate by the Committee.
 - 4.2.6. do all such other things as are incidental or conducive to the attainment of the purposes and the exercise of the powers of the Association.

MEMBERSHIP

5. **Application for Membership**

- 5.1. An Application for membership of the Association shall be:
- 5.1.1. in respect of a class of membership set out in section 6.2.
 - 5.1.2. made in writing using the Membership Application Form as amended by the Committee from time to time.
 - 5.1.3. accompanied by the sum payable under these rules as the joining fee and the first year's membership fee and shall be lodged with the Treasurer or deposited directly to the bank account of the Association.
 - 5.1.4. pro-rata amounts for the first year's membership fee apply but not to the joining fee.
- 5.2. The Treasurer shall, upon receipt of the appropriate fees, cause to have the applicant's name entered in the Register of Members kept by the Membership Officer and upon the name being entered, the applicant becomes a Member.
- 5.3. The Membership Officer will notify the applicant of details of their membership of the Association.
- 5.4. A right, privilege, or obligation of a person by reason of their membership of the Association:
- 5.4.1. is not capable of being transferred or transmitted to another person except as specified in section 32 or unless the circumstances are deemed exceptional by the Committee, and

- 5.4.2. terminates upon the cessation of their membership whether by death, resignation or otherwise.

6. **Register of Members**

- 6.1. The Membership Officer shall keep and maintain a Register of Members that contains the name, address and date of entry of each Member and such other information as the Committee shall determine from time to time.
- 6.2. The Association has the following membership classes:
- 6.2.1. **Ordinary Membership**
Available to any natural person 18 years of age or older, who has a connection to an identified Mazda MX-5 motor vehicle(s), either through direct ownership, or as someone with a family or friendship connection to the owner of an identified Mazda MX-5 motor vehicle who is also at least 18 years of age.
- 6.2.2. **Junior Membership**
Available to any natural person 12 to 17 years of age inclusive, who has a parent or guardian that is a Member.
- 6.2.3. **Associate Membership**
At the absolute discretion of the Committee, available to any natural person who was a Member but no longer has a connection to an identified Mazda MX-5 motor vehicle(s), either through direct ownership, or as someone with a family or friendship connection to the owner of an identified Mazda MX-5 motor vehicle.
- 6.2.4. **Honorary Life Membership**
May be offered to a person at the absolute discretion of the Committee.
- 6.2.5. **Foundation Membership**
Available to any person who joined the Association prior to 1 January 1991.
- 6.3. The Register of Members held by the Membership Officer shall be a controlled and restricted document only available to the Committee but may be made accessible to other Members with a justifiable need, the express approval of the Committee, and whilst upholding the privacy of Member information.

7. **Subscriptions**

- 7.1. The initial joining, or re-joining fee, may be amended by the Committee from time to time.
- 7.2. The annual subscription is payable in advance on or before the 1st day of July each year and may be amended by the Committee from time to time. Honorary Life Members do not pay membership fees.
- 7.3. Any Member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a Member provided always that the Committee may reinstate such a person's membership on such terms as they think fit. A re-joining fee will be payable where a membership has been non-current for more than two (2) years unless the Committee deems there are special or extenuating circumstances.

8. **Unfinancial Members**

- 8.1 Refer section 2.16 for the interpretation of an Unfinancial member.
- 8.2 Unfinancial member(s) are not eligible to:
- 8.2.1 attend any meeting of the Association.
- 8.2.2 vote in any Poll or Ballot conducted by the Association.
- 8.2.3 receive any of the benefits or services of the Association unless the Committee

otherwise directs.

9. **Resignation of a Member**

- 9.1. A Member may resign from the Association by giving written or electronic notice to the Membership Officer of their intention to resign and such resignation shall be effective immediately upon receipt of the written notice.
- 9.2. Should a Junior Member be linked to the Member resigning under section 9.1, the Junior Member will also be treated as resigning and such resignation shall be effective immediately upon receipt of the written notice.
- 9.3. Upon receipt of a notice given under section 9.1 and section 9.2 the Membership Officer shall record in the Register of Members the date on which the Member/s ceased to be Member/s.
- 9.4. Any Member so resigning shall be liable for any outstanding subscriptions, which shall be recovered as a debt due to the Association and any costs associated with debt recovery are to be paid for by the Member.
- 9.5. Resigning Members are not entitled to a pro-rata refund of membership fees.

10. **Misconduct by a Member**

- 10.1. Upon conduct by a Member, that the Committee reasons is, or has the potential to be, detrimental to the interests and reputation of the Association, the Committee may resolve to expel or suspend the Member for a specified period.
- 10.2. Particulars of the conduct shall be communicated to the Member at least one calendar month before the meeting of the Committee at which the matter will be determined and will be subject to giving the Member an opportunity to be heard and/or making a written submission to the Committee.
- 10.3. After due consideration, the determination of the Committee shall be communicated to the Member, and in the event of an adverse determination, the Member shall, subject to section 10.5, cease to be a Member fourteen (14) days after the Committee has communicated its determination to the Member.
- 10.4. Should a Junior Member be linked to the Member, subject to section 10.5, the Junior Member shall cease to be a Member fourteen (14) days after the Committee has communicated its determination to the Member.
- 10.5. It shall be open to a Member to appeal to the Association in General Meeting against the expulsion or suspension. The intention to appeal must be communicated to both the Secretary and President of the Association within fourteen (14) days after the determination of the Committee has been communicated to the Member.
- 10.6. In the event of an appeal under section 10.5, the appellant's and Junior Member's (if applicable) membership of the Association shall continue until the determination of the Committee to expel or suspend the Member is upheld by the Members in a General Meeting but only after the appellant has been heard, and in such event, membership will be terminated or suspended at the date of the General Meeting at which the determination of the Committee is upheld.

MANAGEMENT OF AFFAIRS OF ASSOCIATION

11. **The Committee**

- 11.1. The affairs of the Association shall be managed and controlled exclusively by the Committee which in addition to any power and authority conferred by these rules may exercise all such powers and do all such things that are legal and within the objects of the Association and are not by the Act or by these rules required to be carried out by the Association in a General Meeting.
- 11.2. The Committee shall have the power to appoint such officers and employees as are required to conduct the objects of the Association including the Public Officer required by the Act and may delegate any of its powers to such officers and/or employees.

- 11.3. The Committee shall be comprised of a President, a Vice President, Secretary, Treasurer, Social Secretary, Sporting Secretary, Membership Officer, Web & Media Master, Communications Officer and at least two (2) Committee members, all of whom shall be a Member.
- 11.4. The Committee may appoint a 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.
- 11.5. The Committee may engage non-committee members to assist it in the management of the Association provided always that such non-committee members shall be a Member.

12. **Election to the Committee**

- 12.1. Any Member, excluding Junior Members and Associate Members, may be nominated for a specific Committee vacancy.
- 12.2. Nominations for the Committee shall be:
 - 12.2.1 made in writing, signed by two (2) Financial members, and accompanied by the written consent of the candidate (which may be included on the form of nomination); and
 - 12.2.2 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
 - 12.2.3 for two (2) years for all Committee members.
- 12.3. If only one nomination is received for a specific vacant Committee position, then the nominated Member shall be deemed to be elected to that position.
- 12.4. If more than one nomination is received for a specific vacant Committee position, a Ballot shall be held with the successful nominee receiving the majority of the eligible votes from the Ballot.
- 12.5. Nominations during the Annual General Meeting will only be accepted if no Members have been nominated for a vacant Committee role.
- 12.6. 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 Chair directs.
- 12.7. A Member may be elected to more than one (1) Committee role designated in section 11.3 if the post cannot otherwise be filled. In this case, for the purposes of determining a Committee quorum, the prescribed Committee number shall be correspondingly reduced.

13. **Vacancy**

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

- 13.1. ceases to be a Member.
- 13.2. becomes an Insolvent within the meaning of the Corporations Act (Cth) 2001.
- 13.3. is disqualified by the Act.
- 13.4. is expelled or suspended under these rules.
- 13.5. is permanently incapacitated by ill health.
- 13.6. dies.
- 13.7. is absent without apology, for either four (4) or more consecutive Committee meetings or four (4) or more Committee meetings within a financial year.
- 13.8. resigns their office by written or electronic notice provided to the President or Secretary.

14. **Proceedings of the Committee**

- 14.1. The Committee shall meet at least four (4) times in each financial year at such place and at

such times as the Committee may determine.

- 14.2. Special meetings of the Committee may be convened by the President or by any four (4) Committee members.
- 14.3. Notice shall be given to members of the Committee of any special meetings specifying the general nature of the business to be discussed and no other business shall be discussed, or transacted, at such a meeting other than to the extent provided for in the notice to the Committee.
- 14.4. A quorum for a meeting of the Committee is to be at least one half (50%) of the Committee. Where there is an odd number of Committee members, one half shall be rounded down to the next whole number.
- 14.5. No business shall be transacted unless a quorum is present and if within thirty (30) minutes 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 time and day in the following week unless the meeting was a special meeting of the Committee, in which case the meeting lapses.
- 14.6. At meetings of the Committee:
 - 14.6.1. the President, or in their absence the Vice President, shall chair the meeting, or
 - 14.6.2. if the President and the Vice President are both absent one of the remaining members of the Committee may be chosen by the members present to chair the meeting. This clause nonetheless requires a quorum as per section 14.4.
- 14.7. Matters arising for decision at any Committee meeting shall be decided by a majority of votes and indicated by a show of hands. In the event of an equal number of votes, the Chair shall have a casting vote in addition to a deliberative vote.
- 14.8. A member of the Committee having an actual, perceived or potential conflict of interest with the Association, or any transactions or contracts of the Association, must disclose that interest to the Committee and is precluded from discussions regarding or voting with respect to that matter of business. Such conflict of interest shall be determined by what a reasonable person would think in the same circumstances. The minutes of the meeting are to note the conflict of interest.
- 14.9. Subject to section 12.7 and 14.4 the Committee may act regardless of any vacancy on the Committee.
- 14.10. Where necessary, due to widespread illness or pandemics, Committee meetings may be held using technology such as virtual meetings.

15. **Duties of Committee Members**

- 15.1. The President shall:
 - 15.1.1. chair all meetings and be responsible for proper proceedings.
 - 15.1.2. ensure all Members are given an appropriate opportunity to participate in the operation of the Association.
 - 15.1.3. act as the principal spokesperson for the Association.
 - 15.1.4. maintain a liaison with Mazda Australia 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.
 - 15.1.5. foster positive working relationships with other Mazda MX-5 club Presidents to enhance sponsorship, expertise and any other potential benefit to the Association.
 - 15.1.6. carry out such duties as the Committee may, by a two thirds majority or more, reasonably direct from time to time.
- 15.2. 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 the duties set out in section 15.1.

- 15.3. The Treasurer shall:
- 15.3.1. collect and receive all monies due to the Association and make all payments authorised by the Committee.
 - 15.3.2. keep proper records and books showing the financial affairs of the Association and maintain such records as are necessary to facilitate the audit (if required) of those records with full supporting details of all assets and liabilities, receipts and expenditures connected with the activities of the Association.
 - 15.3.3. in conjunction with the Membership Officer, maintain the records of the financial membership of the Association.
 - 15.3.4. present to the Members at the Annual General Meeting a statement of financial performance and a statement of financial position, audited if required by the Act, for the preceding financial year.
 - 15.3.5. prepare an annual budget for the Association and table financial performance reports showing progress against budget at monthly Committee meetings.
 - 15.3.6. carry out such duties as the Committee may, by two thirds majority or more, reasonably direct from time to time.
- 15.4. The Secretary shall:
- 15.4.1. keep a true and accurate record of all minutes of the resolutions and proceedings of each General Meeting and each Committee meeting together with the names of persons present at each Committee meeting.
 - 15.4.2. prepare and distribute the agenda and supporting papers for each Committee meeting.
 - 15.4.3. maintain Action Items for the Committee and a record of key decisions made by the Committee.
 - 15.4.4. issue notices of all meetings in accordance with the guidelines set out in these rules.
 - 15.4.5. maintain the Association's records in conjunction with the Treasurer.
 - 15.4.6. attend to all governance and government related correspondence of the Association.
 - 15.4.7. carry out such duties as the Committee may, by two thirds majority or more, reasonably direct from time to time.
- 15.5. The Social Secretary shall:
- 15.5.1. organise and facilitate the social activities of the Association.
 - 15.5.2. carry out such duties as the Committee may, by two thirds majority or more, reasonably direct from time to time.
- 15.6. The Sporting Secretary shall:
- 15.6.1. take responsibility for the arrangements and operation of the motorsport activities of the Association.
 - 15.6.2. appoint Members as necessary to assist in the arrangement and operation of the Association's motorsport activities.
 - 15.6.3. maintain a liaison with Motorsport Australia (or its successor) from time to time on behalf of the Association.
 - 15.6.4. ensure that the Association has been granted any relevant licences, permissions and insurance cover prior to the commencement of any activity which may require such licences, permissions or insurance.
 - 15.6.5. carry out such duties as the Committee may, by two thirds majority or more, reasonably direct from time to time.

15.7. The Membership Officer shall:

15.7.1. in conjunction with the Treasurer, maintain the records of the financial membership of the Association.

15.7.2. carry out such duties as the Committee may, by two thirds majority or more, reasonably direct from time to time.

16. **Financial Year**

The financial year of the Association is from the 1st of July to the 30th of June each year.

17. **Inspection of Accounting Records**

The accounting records referred to in section 15.3 shall be available for inspection by any Financial member having provided ten (10) business days' written or electronic notice to the Treasurer and President.

18. **Borrowing Powers**

18.1. 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 debt with any property or assets of the Association.

18.2. 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.

19. **Cheques and Negotiable Instruments**

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

20. **Banking and Authorised Signatories**

The Association shall operate bank accounts as required to manage the payments and receipts associated with operations. Banking/account signatories, and the issuing to, and use of, debit or credit cards, is restricted to the roles of the President, Treasurer and Secretary only.

21. **Accounts**

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

22. **Winding Up**

The Association may be wound up in the manner provided for by the Act. The treatment, or distribution, of any surplus assets that remain after the winding up of the Association is specified in section 23 of these rules.

23. **Application of Surplus Assets**

The Association operates as a Not-for-Profit organisation with the primary purpose being Members' interest in, upkeep and enjoyment of, the Mazda MX-5 motor vehicle (refer section 3). The primary purpose of the Association is not for the pursuit of profit or financial gain for its Members or that of the Association. As such, the distribution of profits or assets for the benefit of particular people or Members, both whilst the Association is operating, and upon winding up, is strictly prohibited. If after the winding up of the Association there remains surplus assets, such surplus assets are to be distributed wholly to like-minded Australian car clubs, with similar prohibitions regarding the

application of profits or surplus assets to members, and as determined by the Committee.

24. **Funds**

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

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 or electronic transmission to the Member at their address shown in the Register of Members.

25.2. Where a document is properly addressed, pre-paid and posted, to a Member as a letter or sent by electronic transmission, the document shall, unless the contrary is proved, be deemed to have been given to the Member at the time at which the letter would have been delivered in the ordinary course of the postal service or electronic transmission.

GENERAL MEETINGS

26. **Annual General Meeting**

26.1. The Annual General Meeting shall be held within five (5) months after the end of the Association's financial year (refer section 16).

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

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

26.3.1. confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting.

26.3.2. receive from the Committee, reports outlining the activities of the Association during the last preceding financial year and copies of the financial accounts for the same period

26.3.3. elect Committee members in accordance with section 12.

26.3.4. consider any statements submitted by the Association as required by the Act.

26.4. The Annual General Meeting may transact special business of which notice was provided to Members.

26.5. The Annual General Meeting will be in addition to any other Special General Meetings that may be held in the same year.

26.6. Where necessary, due to widespread illness or pandemics, Annual General Meetings may be held using technology such as virtual meetings.

27. **Special General Meeting**

27.1. 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.

27.2. The Committee shall, on the request in writing of Members representing a minimum of 10% of the total number of Members, convene a Special General Meeting of the Association.

27.3. The written request for a Special General Meeting shall state the purpose of the meeting and shall be signed individually by the Members making the request and be sent to the email address of the Secretary.

27.4. 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 Secretary, the Members making the

request or any of them may convene a Special General meeting to be held no later than three (3) months after that date.

- 27.5. A Special General Meeting convened by Members in accordance with 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 person(s) incurring the expenses.
- 27.6. All General Meetings other than the Annual General Meeting shall be called "Special General Meetings".
- 27.7. Where necessary, due to widespread illness or pandemics, Special General Meetings may be held using technology such as virtual meetings.

28. **Notice of General Meetings**

- 28.1. 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:
 - 28.1.1. 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
 - 28.1.2. a form enabling a proxy to be appointed by the Member for the purpose of voting at the meeting.
- 28.2. No business other than that set out in the notice covering the meeting shall be transacted at an Annual General Meeting or Special General Meeting.
- 28.3. 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 (Annual or Special) after the receipt of the notice.

29. **Proceedings at General Meetings**

- 29.1. All business that is transacted at a Special General Meeting, and all business that is transacted at the Annual General Meeting, except for that specifically referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be Special Business.
- 29.2. No item of business shall be transacted at a General Meeting (Annual or Special) unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 29.3. Ten (10) Members personally present, or by proxy, (being Members entitled under these rules to vote at a General Meeting) or 25% of the Member base, whichever is the lesser of the two, constitute a quorum for the transaction of the business of an Annual General Meeting.
- 29.4. If after thirty (30) minutes after the appointed time for the commencement of a General meeting a quorum is not present, the meeting, if convened upon the request of Members, shall be dissolved and shall stand adjourned to the same day and time in the next week and (unless another place is specified by the Chair 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 a quorum is still not present, within thirty (30) minutes after the time appointed for the commencement of the adjourned meeting, the Members present, (being not less than five (5)) shall constitute a quorum.
- 29.5. The President, or in their absence, the Vice President, shall preside as Chair at each General Meeting of the Association.
- 29.6. If the President and the Vice President are absent from a General Meeting the Financial members present shall elect a Chair for the meeting.
- 29.7. The Chair 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.

- 29.8. 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.
- 29.9. Except as provided in section 29.8 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjournment meeting.
- 29.10. A matter arising at a General Meeting of the Association shall be resolved by a Poll or Ballot as the Chair deems appropriate. The results of the Poll, Ballot and final decision are to be recorded in the minutes of the meeting.
- 29.11. All votes shall be given personally or by proxy.
- 29.12. Where votes are equally split regarding a matter for decision, the Chair of the meeting is entitled to exercise a second or casting vote.
- 29.13. A count of votes that is demanded on the election of the Chair, or on a matter of adjournment, shall be accepted immediately and the count of votes that is demanded on any other matter shall be taken before the close of the meeting as the Chair may direct and see appropriate.
- 29.14. Unfinancial members, Junior Members and Associate Members are not entitled to vote at any General Meeting.
- 29.15. If a vote count is demanded by the Chair of the meeting, or by three (3) or more Financial members present personally or by proxy, it shall be taken in such a manner as the Chair directs. The result of such a vote count shall be a resolution of the meeting except in the case of a special resolution, where a minimum of three quarters (75%) of the eligible Members, either personally or by proxy, is required for the special resolution to be passed and accepted at the meeting.

30. **Alteration of Rules**

- 30.1. Subject to approval of a Special Resolution of the Members present at General Meeting of the Association, these rules may be altered or be rescinded and replaced by substituted rules.
- 30.2. Such an alteration shall be registered with the State Regulatory Authority as required by the Act.
- 30.3. 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 the provisions and clauses contained within this document.

31. **Voting Rights**

- 31.1. Subject to these rules each Member present in person or by proxy shall be entitled to one vote.
- 31.2. Members can vote at General Meetings in one of three ways, either (1) on a show of hands as an individual vote, (2) a Poll or (3) via a Ballot. These are defined in section 2.

32. **Proxies**

A Member is entitled to appoint in writing a natural person who is also a Member to be their proxy and attend and vote at any General or Special meeting of the Association.

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