



**Policy, Structure and Rules  
(Rules)  
of the  
Mazda MX-5 Club of Qld Inc.**

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## RULES FOR THE MAZDA MX-5 CLUB OF QLD INC.

### 1. NAME AND OBJECTIVES

1.1 The name of the incorporated association is the "Mazda MX-5 Club of Qld Inc." (in these rules called the "MX5 Club").

1.2 The objectives for which the MX5 Club is established are:

- (a) to encourage the ownership and good maintenance of Mazda MX-5 motor vehicles;
- (b) to promote the practical, sporting and social aspects of Mazda MX-5 motoring within its membership;
- (c) to further the motoring interests of its members generally and where desirable to join with other Clubs or Associations to this end;
- (d) to encourage members to drive in the interests of courtesy and safety on Australian roads; and
- (e) to encourage social contact between members and generally afford them all the usual privileges, advantages and accommodation of an Association.
- (f) to encourage members to participate in driver training.

1.3 (a) At the discretion and recommendation of the Committee, a Chapter of the MX5 Club may be established or disbanded from time to time to facilitate the availability of membership benefits and participation in MX5 Club activities by members in different geographical areas.

(b) Authorised Chapters of the MX5 Club are listed in By-Law 6.

(c) All Chapter activities will be coordinated so as not to clash with each other and all MX5 Club members have the right to participate in any Chapter activity.

### 2. INTERPRETATION

2.1 In these Rules, unless the contrary intention appears:

"the Act" means the Associations Incorporation Act 1981 (as amended)



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"the Committee" means the Committee of Management of the MX5 Club referred to in Clause 13;

"Mazda Australia" means "Mazda Australia Pty. Ltd.";

"Mazda MX-5" motor vehicle includes any rebadged generic vehicle;

"Financial Year" means the year ending 30 June;

"Member" means a member of the MX5 Club;

"Officer" means an officer of the MX5 Club identified in Clause 13.3;

" Ordinary Member of the Committee" means the Chapter Leaders as per 13.4 (b), the IT Officer, Competition Secretary, Newsletter Editor and Regalia Officer;

"Regulations" means regulations under, and in relation to, the Act.

2.2 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1954 and the Act as in force from time to time.

2.3 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. APPLICATION FOR MEMBERSHIP**

3.1 An application for membership of the MX5 Club;

(a) shall be in respect of a class of membership set out in sub-clause 5.2;

(b) shall be made in writing on the current Membership Application form or electronically via an online copy of the Membership Application Form on the MX5 Club website; and

(c) shall be accompanied by the sum payable under these Rules being the joining fee and the first year's annual subscription fee as per By-Laws 3 & 4 and shall be lodged with the Secretary of the MX5 Club.

3.2 A person who applies for membership in accordance with sub-clause 3.1 is eligible to be a member of the MX5 Club.

3.3 The Membership Secretary shall, upon payment of the amounts referred to in sub-clause 3.1 enter the applicant's name in the register of members kept by the

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Secretary under these Rules and, upon the name being so entered, the applicant becomes a member of the MX5 Club.

3.4 The Membership Secretary shall, with as little delay as possible, notify the applicant of details of his membership of the MX5 Club.

3.5 A right, privilege, or obligation of a person by reason of his membership of the MX5 Club;

(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.

#### **4. JOINING FEE AND ANNUAL SUBSCRIPTION**

4.1 The joining fees for the various membership categories are listed in By-Law 3. Upon joining, members will be issued with a name badge and an MX5 Club decal for their car.

4.2 The annual subscription fees for the various membership categories are listed in By-Law 4. Annual subscriptions are payable in advance.

4.3 The amount of the joining fees and annual subscriptions may be increased or decreased by the Committee 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 joining fees and/or annual subscriptions as previously determined by the Committee. By-Laws 3 and/or 4 of these Rules shall be updated to give effect to the change.

4.4 Members paying the Joint Membership subscription shall each enjoy the same rights, privileges and obligations as those members paying the Full Membership subscription EXCEPT THAT each household shall only receive one copy of MX5 Club correspondence SAVE THAT any election/voting notices shall be sent to each member.

4.5 Persons who are financial members of the MX5 Club may change their Full Membership to Joint Membership upon paying the applicable annual subscription. Where two existing Full Members choose to become Joint Members there shall be no rebate of annual subscriptions already paid to the MX5 Club.

## **5. REGISTER OF MEMBERS**

5.1 The 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. The register shall be available for inspection by members after giving 2 business days notice.

5.2 The membership of the MX5 Club shall be divided into the following Classes. Each class shall have either full voting & rights to be on the management committee (FVR) or not:

(a) Full Membership - available to any person of at least drivers licence holding age who is the owner or driver of at least 1 MX-5 motor vehicle (FVR);

(b) Associate Membership - available to any person of at least drivers licence holding age who has an interest in the Mazda MX-5 motor vehicle, and at the discretion of the Committee;

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

(d) Honorary Life Membership - may be offered to a person at the absolute discretion of the Committee (FVR); and

(e) Foundation Membership - available to any person eligible under paragraphs 5.2(a), (b) or (d) and who joined the MX5 Club at the inaugural meeting of the MX5 Club on 25 November 1990 (FVR).

(f) Joint / Family Membership - available to any person and their partner who are at least of drivers licence holding age who are the owners, co-owners, driver or co-drivers of at least one MX-5 motor vehicle, and their children (FVR to a maximum of two people).

(g) Newsletter Membership - available only to those living outside of the chapter areas, and eligibility is at the discretion of the Management Committee.

## **6. RESIGNATION OF MEMBER**

6.1 A member of the MX5 Club who has paid all moneys due and payable by him to the MX5 Club may resign from the MX5 Club by giving notice in writing to the Secretary of his intention to resign and such resignation shall be effective forthwith.

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6.2 Upon receipt of a notice given under sub-clause 6.1, the 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.

## **7. SUSPENSION OR EXPULSION OF MEMBER**

7.1 Subject to the Rules, the Committee may by a resolution:

(a) expel a member from the MX5 Club; or

(b) suspend a member from membership of the MX5 Club for a specified period if the Committee is of the opinion that the member:

(i) has refused or neglected to comply with these Rules; or

(ii) has been guilty of conduct unbecoming a member or prejudicial to the interest of the MX5 Club.

(iii) is convicted of an indictable offence.

At least 7 committee members are required for a vote, and there may be no more than 2 dissenters for the vote to be carried

7.2 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.

7.3 Provided that a quorum is established, and the necessary number of members of the Committee is present when the matter is inquired into, the committee may pass a resolution in accordance with sub-clause 7.1.

7.4 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 7.

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

## **8. ANNUAL GENERAL MEETING**

8.1 The MX5 Club shall in each calendar year convene an annual general meeting of its members as required by the Act.

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8.2 The annual general meeting shall be held within 6 months of the end of the Financial Year as determined by the Committee, and will usually be in September.

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

8.4 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 MX5 Club during the last preceding Financial Year;

(c) to elect officers of the MX5 Club and the Ordinary Members of the Committee in accordance with Rule 14;

(d) appointing an Auditor.

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

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

## **9. MEETINGS**

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

## **10. SPECIAL GENERAL MEETINGS**

10.1 The Committee may, however it thinks fit, convene a special general meeting of the MX5 Club 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.

10.2 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 MX5 Club.

10.3 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

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documents in a like form, each signed by one or more members making the requisition.

10.4 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 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.

10.5 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 MX5 Club to the persons incurring the expenses.

## **11. NOTICE OF MEETING**

11.1 The General Secretary shall, at least 21 days before the date fixed for holding an annual general meeting or special general meeting of the MX5 Club, cause to be sent to each member of the MX5 Club at his address appearing in the register of members and to Mazda Australia at the registered/principal office of that company in Queensland:

(a) a notice by pre-paid post or facsimile transmission or email 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.

11.2 No business other than that set out in the notice covering the meeting shall be transacted at the meeting.

11.3 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.

## **12. PROCEEDINGS AT MEETINGS**

12.1 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.

12.2 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.

12.3 Fifteen members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

12.4 Mazda Australia shall be entitled to send an observer to attend any general meeting.

12.5 If within half 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.

12.6 The President shall preside as Chairman at each general meeting of the MX5 Club.

12.7 If the President is absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

12.8 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.

12.9 Where a meeting is adjourned for 21 days or more, a like notice of the adjournment meeting shall be given as in the case of the general meeting.

12.10 Except as provided in sub clauses 12.7 and 12.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

12.11 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 MX5 Club, 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.

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12.12 A question arising at a general meeting of the MX5 Club 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 MX5 Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

12.13 Upon any question arising at a general meeting of the MX5 Club, a member entitled by paragraph 5.2 may vote once..

12.14 All votes shall be given personally or by proxy.

12.15 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.

12.16 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.

12.17 A poll that is demanded on the election of a Chairman when the President is not present 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.

12.18 A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the MX5 Club have been paid.

12.19 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.

12.20 The notice appointing the proxy shall be in the form set out in By-Law 2.

### **13. COMMITTEE OF MANAGEMENT**

13.1 The affairs of the MX5 Club shall be managed by a committee of Management constituted as provided in sub-clause 13.4, and limited to Adult Officers and Adult Ordinary members as per 13.3 and 13.4.

13.2 The Committee:

(a) shall control and manage the business and affairs of the MX5 Club;

(b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the MX5 Club other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the MX5 Club; 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 MX5 Club.

13.3 The Officers of the MX5 Club shall be:

- (a) President;
- (b) Treasurer;
- (c) General Secretary; and
- (d) Membership Secretary.

13.4 The Committee shall consist of:

- (a) the Officers; and
- (b) other Ordinary Members who will be allocated responsibilities to fulfil the duties of:
  - (i) One Chapter leader for each Chapter approved as per By-Law 6;
  - (ii) IT Officer;
  - (iii) Competition Secretary;
  - (iv) Newsletter Editor; and
  - (v) Regalia Officer.

13.5 The provisions of Rule 14 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 13.3.

13.6 Each Officer and Ordinary Member of the Committee shall hold office in accordance with Rule 14.

13.7 In the event of a casual vacancy in any office referred to in sub clause 13.3, the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of this appointment.

13.8 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 MX5 Club 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.

13.9 The Committee may appoint Sub Committees to assist in the management of the MX5 Club, subject to ratification by the Committee.

13.10 The Committee may authorise non Committee members to assist in the management of the MX5 Club.

## **14. ELECTION OF THE OFFICERS AND ORDINARY MEMBERS OF THE COMMITTEE**

14.1 At the first annual general meeting held after adoption of this Constitution, all positions for membership of the Committee shall be open for election.

14.2 At any annual general meeting held subsequent to the first annual general meeting of the MX5 Club referred to in sub-clause 14.1 one-third of the positions for membership of the Committee shall be open for election. Where this number is a fraction of a whole number it shall be rounded upwards to the next whole number.

14.3 The one-third referred to in sub-clause 14.2 shall be determined by the Committee and the existence of one or more dissenters on the Committee shall be resolved by drawing of lots to determine the said one-third SAVE THAT the one-third elected at the immediately preceding annual general meeting shall not be included in the one-third next up for election, and except that no member shall serve more than three continuous terms on the Committee without re-election at an Annual General Meeting or Special General Meeting.

14.4 The current appointed Committee, including substituted members in accordance with sub-clause 13.7 and 13.8 shall serve until the Committee Meeting to be held no later than five weeks after the Annual General Meeting.

At the first Committee Meeting after the Annual General Meeting, those members of the Committee who have stood down in accordance with sub clause 14.3 will attend the Committee meeting but will cease to be members of the Committee, unless they were re-elected at the Annual General Meeting, and their place will be taken by the newly elected members of the Committee.

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The President will declare all Offices vacant and the new Committee will elect a President who will then preside over an election for the remaining Officers of the MX5 Club in accordance with sub clause 13.3 and 13.4 and using By-Law 1, paragraph 2 as a guide.

14.5 Nominations of candidates for election onto the Committee of Management:

(a) shall be made in writing, signed by 2 members of the MX5 Club 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 secretary of the MX5 Club not less than 7 days before the date fixed for the holding of the annual general meeting;

(c) shall be qualified as a member in accordance with clause 5.2 (a), (d), (e) or (f) (Officers of the MX5 Club) or qualified as a member in accordance with clause 5.2 (a), (b), (d), (e) or (f) (Ordinary Members of the Committee).

14.6 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.

14.7 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.

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

14.9 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, but using By-Law 1, paragraph 1 as a guide.

## **15. VACANCY**

For the purposes of these Rules, the office of an Officer of the MX5 Club or of an Ordinary Member of the Committee becomes vacant if the officer or member:

(a) ceases to be a member of the MX5 Club;

(b) resigns his office by notice in writing given to the secretary as per 19.1: or

(c) is removed in accordance with rule 19.

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## 16. PROCEEDINGS

16.1 The Committee shall meet at least 6 times in each year at such place and such time as the Committee may determine.

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

16.3 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.

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

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

16.6 Any 5 members of the Committee constitute a quorum for the transaction of business of a meeting of the Committee.

16.7 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.

16.8 At the meetings of the Committee:

(a) the President shall preside; or

(b) if the President is absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

16.9 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 MX5 Club, Mazda Australia or the observer sent by Mazda Australia shall be entitled, either before or during the meeting, prohibit the consideration or transaction of that business or the poll or resolution to pass that motion.

16.10 Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee shall be determined on a show of hands or, if

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demanded by a committee member, by poll taken in such manner as the person presiding at the meeting may determine.

16.11 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 any non-Committee member(s) engaged by the Committee pursuant to sub clause 13.9 are not entitled to vote at a meeting of the Committee.

16.12 Written notice shall be delivered to each member of the Committee not less than 2 business days before the date of the meeting.

## **17. DUTIES OF OFFICERS AND ORDINARY MEMBERS OF THE COMMITTEE**

17.1 The Committee is to manage the MX5 Club's affairs and will make all appropriate decisions in this regard in accordance with the Rules of the MX5 Club, and according to law. Importantly, it will ensure that the MX5 Club and all its activities comply with the requirements of the law and are conducted with the utmost probity, and that the MX5 Club has adequate liability protection and its activities are conducted in a manner which is low risk.

17.2 The Officers and Ordinary Members of the Committee have specific responsibilities, indicated in By-Law 5, which may be varied as appropriate by majority decision of the Committee.

## **18. INSPECTION OF BOOKS**

The accounts and books of the MX5 Club shall be available for inspection by members after giving 2 business days' notice in writing.

## **19. RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER**

19.1 A management committee member may resign from the committee by giving written notice of resignation to the secretary.

19.2 The resignation takes effect on:

- (a) the day and at the time the notice is received by the secretary; or
- (b) if a later day is stated in the notice—the later day.

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19.3 A member may be removed from office at a general meeting of the MX5 Club if a majority of the members present at the meeting vote in favour of removing the member.

19.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

19.5 A member has no right of appeal against the member's removal from office under this section.

## **20. FUNDS AND ACCOUNTS**

20.1 The funds of the MX5 Club must be kept in an account in the name of the MX5 Club in a financial institution decided by the management committee.

20.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the MX5 Club.

20.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

20.4 All payments by the MX5 Club shall be made by cheque. All cheques drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 of the following:

- (a) the president;
- (b) the secretary;
- (c) the treasurer;
- (d) another member authorised by the management committee for the purpose.

20.5 Cheques must be crossed 'not negotiable'.

20.6 All expenditure must be approved or ratified at a management committee meeting.

20.7 The treasurer shall provide a basic report at each Committee meeting;

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20.8 The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:

- (a) the income and expenditure for the financial year just ended;
- (b) the assets and liabilities at the close of the year;
- (c) the mortgages, charges and securities affecting the property of the MX5 Club at the close of the year.

20.9 An auditor as required by the Act must examine the statement prepared under 20.8 and present a report about it to the secretary before the report is presented to the MX5 Club members at the next annual general meeting following the financial year for which the audit was made.

20.10 The income and property of the MX5 Club must be used solely in promoting the MX5 Club's objects and exercising the MX5 Club's powers.

## **21. RECORDING AND VERIFICATION OF MINUTES**

21.1 The general secretary must ensure that:

- (a) full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting, general meeting and special general meeting are entered in a minute book.; and
- (b) the minute book for each general meeting is open for inspection at all reasonable times by any financial member who applies to the general secretary for the inspection by giving 10 business days notice.

21.2 To ensure the accuracy of the minutes recorded under 21.1 (a) :

- (a) the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy; and
- (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the MX5 Club that is a general meeting or annual general meeting, verifying their accuracy.

## **22. SEAL**

22.1 The Common Seal of the MX5 Club shall be kept in the custody of the General Secretary.

22.2 The Common Seal shall not be affixed to any instrument except by authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of two members of the Committee.

## **23. BY-LAWS**

23.1 The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the MX5 Club.

23.2 A by-law may be set aside by a vote of members at a general meeting of the MX5 Club.

## **24. ALTERATION OF RULES**

24.1 Subject to the Associations Incorporations Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

24.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## **25. NOTICES**

25.1 A notice may be served by or on behalf of the MX5 Club upon any member either personally or by sending it by post or facsimile transmission or email 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.

25.4 Where a document is sent by email marked as 'receipt acknowledged', the document shall, unless the contrary is proved, be deemed to have been given to the person.

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## **26. WINDING UP OR CANCELLATION**

In the event of the winding up of the MX5 Club under the Act any surplus assets must not be distributed amongst the members but must be given to another entity that:

- (a) has objectives similar to the MX5 Club's objectives; and
- (b) has rules which prohibit the distribution of the entity's income and assets to its members.

## **27. CUSTODY OF RECORDS**

Except as otherwise provided in these Rules, the General Secretary shall keep custody or control of all books, documents and securities of the MX5 Club.

## **28. FUNDS**

The funds of the MX5 Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

## **29. AUDITOR**

29.1 At the AGM the members shall appoint a qualified accountant (i.e. Certified Practising Accountant; Chartered Accountant or similar) to audit the accounts of the MX5 Club annually. The qualified accountant will submit an audit report to the Membership detailing the extent and the results of the audit.

29.2 The person so appointed cannot be a member of the Committee or related to a member of the Committee.

29.3 The members of the Committee may appoint an auditor should a casual vacancy occur during the period.