



**Constitution of the
Mazda MX-5 Club of NSW Incorporated**
As amended, AGM, 20th October 2010.

RULES FOR THE MAZDA MX-5 CLUB OF NEW SOUTH WALES INCORPORATED

1. NAME

The name of the incorporated association is the "Mazda MX-5 Club of New South Wales Incorporated" (in the rules called the "Association"), the short title of which is "Mazda MX-5 Club of NSW Inc."

1.1 OBJECTS

The objects of the organisation are to promote the practical sporting and social aspects of motoring within its membership or join with other persons, clubs or associations.

1.2 CHAPTERS

A Chapter of the club may be formed and approved in a regional area subject to the Committee being satisfied that a minimum of 12 members will support the activities and events organised by the chapter and a Chapter Convenor is elected.

Approved Chapters shall be bound by the rules of the Association.

Appendix B lists the authorised Chapters of the Association.

2. INTERPRETATION

2.1 In these Rules, unless the contrary intention appears:

"Act" means the Associations Incorporation Act 1981 of New South Wales (as amended);

"Business Day" means a day on which any branch of the Commonwealth Bank of Australia is open for normal banking business in New South Wales;

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

"Companies Act" means the Companies New South Wales Code or the Corporations Act 1989 of the Commonwealth (as amended) as and once it operates in New South Wales;

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

"Financial Year" means the year ending 30 June;

"Member" means a member of the Association;

"Financial Member(s)" include Honorary Life member(s);

"Gender": words denoting any gender include all genders;

"Ordinary Member of the Committee" means a member of the Committee who is not an officer of the Association under Rule 13;

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

"Regulations" means regulations under the Act.

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

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

(b) in any other case, to the Public Officer of the Association.

2.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Associations Incorporation Act (NSW) of 1984 as in force from time to time.

2.4 Words or expressions contained in these rules importing any genders shall include the other genders, and any words importing persons shall, where the context and subject matter permit, include corporations.

3. APPLICATIONS FOR MEMBERSHIP

3.1 An application for membership of the Association, shall;

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

(b) be made by completing and submitting to the Membership Secretary via the on-line data entry application form accessible from the Membership page on the Association's website, together with an on-line credit card payment of the sum payable under these Rules as the entrance fee and the first year's annual subscription, OR

(c) be in writing, by downloading, completing and mailing to the Membership Secretary, the application form together with payment of the sum payable under these Rules as the entrance fee and the first year's annual subscription.

3.2 A person who complies with the provisions of sub-clause 3.1 is eligible to become a member of the Association.

3.3 (a) The Membership Secretary shall upon receipt of the application form and payment referred to in subclause 3.1, enter the applicant's details into the Register of Members;

(b) The Membership Secretary shall each month, submit to the Committee for approval, a list of applications received. The Association, through the Committee, reserves the right to reject an application without providing a reason for so doing.

3.4 The Membership Secretary shall, with as little delay as possible, notify the applicant of the acceptance or otherwise of their membership application of the Association.

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

(a) is not capable of being transferred or transmitted to another person;

(b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

4. MEMBERSHIP CATEGORIES, ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4.1 The Membership categories are as follows:

(a) Full Membership;

(b) Associate Membership;

(c) Foundation Membership;

(d) Joint Membership;

(e) Junior Membership.

4.2 The entrance fee and annual subscription for each membership category will be displayed in the application form accessed via the Membership page of the Association's website and shall be amended as required to reflect variations made under the provisions of sub-clause 4.4

4.3 (a) Persons joining the Association after the 1st November, 2009 shall on application, pay a full year's subscription fee and the entrance fee. The subscription renewal fee in subsequent years for those persons will fall due on the anniversary date of becoming a member.

(b) The subscription renewal fee for those persons who were financial members of the Association on or before 1st November 2009, will fall due on the 1st November of each succeeding year.

4.4 The amount of the entrance fees and annual subscriptions may be increased or decreased by the Committee and the current rates published on the website in accordance with By-Law No. 4 in Appendix C to the Constitution, PROVIDED THAT a simple majority of members, whether in writing or at a duly convened meeting of members, shall be required to ratify such increase or decrease if it exceeds 25% of the entrance fees and/or annual subscriptions as previously determined by the Committee.

4.5 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 Club correspondence SAVE THAT any election/voting notices shall be sent to each member.

4.6 Eligible persons who are financial members of the Association may change their full membership to joint membership without paying a joining fee, but there shall be no pro-rata refund of subscriptions already paid.

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 and such other information as the Committee shall determine from time to time. The register shall be available for inspection by members after 5 business days notice at the address of the Membership Secretary.

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

- (a) Full Membership - available to any natural person of at least driver licence holding age who is the driver and/or co-driver of at least 1 MX-5 motor vehicle;
- (b) Associate Membership - available to any natural person of at least driver licence holding age who has an interest in the Mazda MX-5 motor vehicle;
- (c) Honorary Life Membership - may be offered to a person at the absolute discretion of the Committee; and
- (d) Joint membership – available to the partner of a full or associate member, provided both member and joint member reside at the same address.
- (e) Junior Membership – available to any natural person who is under the legal age to hold a drivers licence and has an interest in a Mazda MX-5 motor vehicle.

6. RESIGNATION OF MEMBER

6.1 A member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by giving notice in writing to the Membership Secretary of his intention to resign and such resignation shall be effective forthwith. No pro-rata subscription fee refunds shall be given.

6.2 Upon receipt of a notice given under sub-clause 6.1 the Membership Secretary shall record in the register of members the date on which the member, from whom the notice was given, ceased to be a member.

6.3 Non-Renewal of Membership Fees

The name of a member shall be removed from the Register of Members if his annual membership subscription remains unpaid for a period of three months after the renewal date, provided that a reminder notice was sent by the Membership Secretary not less than one month or more than two months after the renewal date.

7. EXPULSION OF MEMBER

7.1 Subject to the Rules, the Committee may by a resolution passed by 75% of the Committee members present at a duly convened meeting:

- (a) expel a member from the Association;
- (b) suspend a member from membership of the Association for a specified period; or
- (c) fine a member in accordance with the Regulations, 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 Association

7.2 Before any member is expelled, suspended or fined, the Committee shall inquire into his conduct 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 are 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, suspension or fining of any member.

8. ANNUAL GENERAL MEETING

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

8.2 The annual general meeting shall be held within 6 months of the end of the Financial Year as determined by the Committee.

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 Association during the last preceding Financial Year;
- (c) to elect officers of the Association and the Ordinary Members of the Committee in accordance with Rule 14; and
- (d) to receive and consider the statement submitted by the Association in accordance with section 26 (6) of the Act.

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 meetings of members convened for the purpose of transacting business, other than the annual general meeting, shall be called "Special General Meetings".

9.1 The Committee shall from time to time, hold informal meetings of members for the purpose of reporting to and/or providing information to members, notice thereof to be given in the 'Club Events' publication.

10. SPECIAL GENERAL MEETINGS

10.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

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 Association.

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 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 Association to the persons incurring the expenses.

11. NOTICE OF MEETING

11.1 The Secretary of the Association shall, at least 14 days before the date fixed for holding a General Meeting and at least 21 days before the date for holding a General Meeting at which a special resolution will be put, cause to be sent to each member of the Association at

his address appearing in the register of members and to Mazda Australia at the registered/principal office of that company in New South Wales:

- (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 Twenty (20) members present in person (being members entitled under these rules to vote at a General Meeting) constitute a quorum for the transaction of the business at 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, or in his absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.

12.7 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.

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 purpose of the Association, Mazda Australia or the observer sent by Mazda Australia may

either before or during the General Meeting, give notice of such objection to the President or the Chairman of the meeting and after discussion with the Committee members present and Mazda Australia or delegated representative, the Chairman may defer consideration or transaction of that item of business.

12.12 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.

12.13 Upon any question arising at a general meeting of the Association, a member of any class set out in paragraph 5.2 (a), (c) or (d) has one vote.

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 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 Association have been paid.

12.19 An Associate member or joint associate members are not entitled to vote on matters of special business conducted at either an Annual General Meeting or at a Special General Meeting convened for that purpose.

12.20 Each financial member shall be entitled to appoint another financial 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.

12.21 The notice appointing the proxy shall be in the form set out in Appendix D.

13. COMMITTEE OF MANAGEMENT

13.1 The affairs of the Association shall be managed by a committee of Management constituted as provided in sub-clause 13.4.

13.2 The Committee:

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
- (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association, including the creation, amendment and deletion of By-Laws relating to the administration and operations of the Association. Such current By-Laws shall be included in Appendix C to the Constitution.

13.3 The Officer- Bearers of the Association are:

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer; and
- (d) the Secretary.

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

- (a) the office-bearers of the Association;
- (b) a minimum of six (6) and a maximum of eight (8) ordinary members, and
- (c) the Convenors of approved Chapters.

13.5 Associate members of the Association shall not be permitted to hold more than 20% of the total of office-bearer and authorised ordinary member positions on the Committee.

13.6 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.

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

13.8 In the event of a casual vacancy on the Committee in any of the positions referred to in sub-clauses 13.3 and 13.4, the Committee may appoint another member of the Association to the vacancy and the member so appointed shall continue in office up to and including the conclusion of the annual general meeting next following the date of his/her appointment.

13.9 The Committee may engage non-Committee members to assist in the management of the Association, and these members will be the ex-officio Representatives of each Chapter of the Club referred to in Appendix B.

14. ELECTION OF OFFICERS AND ORDINARY MEMBERS OF THE COMMITTEE

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

14.2 At each Annual General Meeting held subsequent to the first Annual General Meeting of the Association referred to in sub-clause 14.1, one half of the number of office-bearers plus one-half of the number of ordinary members shall retire, but are eligible for re-election. In the event of any of these numbers being a fraction of a whole number, they shall be rounded up to the next whole number.

14.3 The one-half referred to in sub-clause 14.2 shall be determined by the Committee and shall include those members who were not elected or re-elected to the Committee at the previous Annual General Meeting.

14.4 Candidates nominated for election as office-bearers or as ordinary members of the Committee shall be financial members of the Association. The Convenors of approved Chapters shall not be subject to election at the Annual General Meeting of the Association but shall be elected by members of the Association at a meeting held at a regional level.

14.5 Nominations of such candidates shall:

- (a) be in writing, signed by the candidate and two financial members of the Association, and
- (b) be received by the Secretary of the Association not less than 21 days before the date of holding of the Annual General Meeting.

14.6 Nominations of candidates for the positions of President and Vice-President shall be limited to full, joint or foundation members.

14.7 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.

14.8 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.

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

14.10 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.

15. VACANCY

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

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Companies Act;
- (c) resigns his office by notice in writing given to the secretary; or
- (d) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

16. PROCEEDINGS

16.1 The Committee shall meet at least 4 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 Mazda Australia may be invited to send an observer to attend a meeting of the Committee.

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

16.6 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.

16.7 At the meetings of the Committee:

- (a) the President or in his absence the Vice-President shall preside; or
- (b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

16.8 If in the opinion of Mazda Australia or the observer sent by Mazda Australia, the consideration or transaction of any business at a Committee meeting would be damaging to the good name, reputation or public perception of Mazda Australia or the name "Mazda" or be inimical to the purpose of the Association, Mazda Australia or the observer sent by Mazda Australia may either before or during the Committee meeting, give notice of such objection to the Chairman of the meeting and after discussion with the Committee members present and Mazda Australia or delegated representative, the Chairman may defer consideration or transaction of that item of business.

16.9 Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a committee

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

16.10 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.

16.11 Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post or facsimile transmission addressed to him at his usual or last known place of abode at least 2 business days before the date of the meeting.

16.12 The Committee may act notwithstanding any vacancy on the Committee.

16.13 The Committee may vote and determine matters via telephone, fax or email provided each member who is reasonably contactable, is given the opportunity to vote and such resolution/s shall be recorded in the minutes of the next Committee meeting.

17 DUTIES OF OFFICERS

17.1 The Committee shall determine the duties of the office-bearers, in addition to those required under the Act.

17.2 The Committee shall determine the titles and duties of Committee members holding designated positions.

17.3 Appendix A, 'Schedule of Committee Responsibilities', lists the duties of office bearers and committee members holding designated positions.

17.4 Members of the Committee and/or club members who act on behalf of the Committee whilst undertaking functions and roles, must comply with the NSW Privacy and Personal Information Act 1998. This may involve but not be limited to, the collection of individual personal details associated with the handling and recording for Club events. The Club requires that information be handled in such a manner as to comply with the Act and appropriate destruction methods be used to destroy this information at the completion of the event. The Club deems destruction would involve shredding of any material that contains an individual's personal information.

18. INSPECTION OF BOOKS

The accounts and books referred to in Appendix A "Treasurer" shall be available for inspection by members of the association after giving 30 days notice in writing.

19. REMOVAL OF MEMBER OF COMMITTEE

19.1 The Association in general meeting may by resolution remove any member of the Committee before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.

19.2 Where the member to whom a proposed resolution referred to in sub-clause 19.1 makes the representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the general meeting.

20. CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments as well as any legal documents, shall be signed by any two of the President, Vice President, Treasurer, Secretary and Competition Secretary.

21. SEAL

21.1 The Common Seal of the Association shall be kept in the custody of the Secretary.

21.2 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 either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

22. ALTERATION OF RULES AND STATEMENT OF PURPOSES

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

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 of facsimile transmission or email 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 post.

23.3 Where a document is sent by facsimile transmission, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the receipt is acknowledged.

23.4 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.

24 The Association is a Not-For-Profit Sporting Body.

The Association may be voluntarily wound up in accordance with the Act:

- (a) by special resolution of the Association;
- (b) surplus property is to be distributed in accordance with the special resolution;
- (c) such distribution must be approved by the Director-General;
- (d) distribution is not to be made to any member or former member of the Association; and
- (e) surplus property is to be distributed to an organisation/s having similar objects to the Association provided at the time of distribution, the organisation/s have similar rules preventing the distribution of property to their members.

25. CUSTODY OF RECORDS

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

26. FUNDS

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

27. AUDITOR

The Committee shall appoint a qualified accountant (i.e. Certified Practising Accountant; Chartered Accountant or similar) to audit the accounts of the Association annually. The qualified accountant will submit an audit report to the Committee detailing the extent and the results of the audit.

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

The appointment of an auditor is to be reviewed by the Committee annually.

APPENDIX A

Schedule of Committee Responsibilities (As amended by the Committee 12th May 2010)

1 President

The President shall:

- (a) Act as principal spokesperson for the Association.
- (b) Ensure that all members are given an opportunity appropriate to their status to participate in the operation of the Association.
- (c) 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.
- (d) Liaise with other national and international clubs as required.
- (e) Chair all meetings and be responsible for the proper proceedings at all meetings.

2 Vice President

The Vice-President shall assist the President generally and assume the duties of the President or other officers if they are not available or unable to perform any or all of their duties.

3 Treasurer

The Treasurer shall:

- (a) Collect and receive all moneys due to the Association and make all payments authorised by the Association;
- (b) Keep proper accounts and books showing the financial affairs of the Association and shall maintain such records as are necessary to facilitate the audit of those records with full details of all assets and liabilities, receipts and expenditures connected with the activities of the Association, and provide a basic report at each Committee meeting.
- (c) In conjunction with the Membership Secretary, maintain the records of the financial membership of the Association.
- (d) Present to the members at the Annual General Meeting a statement, audited if required by the Committee, containing the matter specified in the Act.
- (e) Carry out such duties as the Committee may by a two-thirds majority or more direct from time to time.

4 Secretary

The Secretary shall:

- (a) Keep a true record of all minutes of the resolutions and proceedings of each general meeting and each committee meeting in the books provided for that purpose together with a record of the names of persons present at committee meetings.
- (b) Issue notices of all meetings in accordance with the guidelines set out in these Rules.
- (c) Maintain the Association's records in conjunction with the Treasurer and the Membership Secretary.
- (d) Attend to all correspondence to and from the Association.
- (e) Organise the procedural part of the Annual General Meeting.
- (f) Carry out such duties as the Committee may by a two-thirds majority or more direct from time to time.

5 Club Captain

The Club Captain shall:

- (a) Take responsibility for the arrangement and operation of the activities of the Association as directed by the Committee.
- (b) Appoint members as necessary to assist in the arrangement and operation of the Association's activities.
- (c) 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.
- (d) Carry out such duties as the Committee may by a two-thirds majority or more direct from time to time.

- (e) Captain(s) have the authority to dismiss cars from club events for dangerous or reckless driving.
- (f) Captain(s) should always drive within the speed limits and to road conditions. Try to keep group together and talk via radios.
- (g) Captain(s) are not required to organize NATMEET.

The main task of the Captain or Captains is the organizing and mapping of our monthly club runs. These duties entail the following tasks:

1. To map a detailed and accurate monthly run which sometimes requires more than one run preview to do this then supply a run sheet listing directions and kilometres
2. Runs are usually organized for the third Sunday of the month but changed so as to not clash with club race days.
3. Liaise with Club members and encourage and assist them to organize and lead runs. Captain(s) do not need to attend every run.
4. Organise and lead at least one weekend away each year. Obtain a CAMS event permit and design the run sheet. Liaise with the Social Secretary regarding accommodation bookings for weekend events.
5. Prepare brief description of run, starting time and date for inclusion in Events program to be forwarded to appropriate committee member.
6. No monthly run is required when the club is holding Christmas in July or Christmas Party, but the Captain will liaise with the Social Secretary regarding venues; organise runs to the selected venues when required and obtain a CAMS permit.
7. Liaise with the Social Secretary in selecting and booking the venue for the joint Concours/President's BBQ event. Liaise with the Social Secretary in publishing entry/booking forms.
8. Conduct the annual Concours d'Elegance; Create competition entry forms. Organise 6-8 judges; tally results to determine winners and arrange awards/trophies for presentation at the Club Christmas Party. Organise a run to the selected location as required and obtain a CAMS permit.
9. Attend monthly committee meetings and prepare a report.
10. Update database of runs and pass onto incoming Captain. Runs can be redone or sourced from the database.
11. General communication with Club members and answering emails through the Captain's site.
12. Responsible for maintaining Club Radios and handing out at runs.
13. Supply a Sign on Sheet for all runs and weekends away and forward afterwards to Membership secretary for allocation of points.
14. Obtain a CAMS permit for all club runs and weekends away.
15. Try to make runs interesting and also social e.g. breakfast and picnic runs. Also vary locations north, south, west.

6 Membership Database Secretary

The Membership Database Secretary shall:

- a) Process membership renewals - Perform annual renewal transition. Send out bulk email with renewal form annually; Process credit card payments; Update database; Send reminder emails every two months up to six months after start of membership year.
- b) Process new membership applications - Process credit card payments; Update database; Process badge orders.
- c) Reporting: Send updated database to Membership Secretary each time database is updated. Send monthly Membership Report to all Committee Members prior to monthly meeting. Send deposit spreadsheet to Treasurer each time credit card batch is processed.
- d) Reply to membership@mx5.com.au emails.
- e) Maintain points for MOTY & NMOTY.
- f) Send broadcast emails from current database addresses.

Membership Secretary

- a) Receive and answer club membership related telephone enquiries from prospective and existing members.
- b) Maintain an up to date mailing list of members who do not have emailing addresses. Generate address labels for the same. Arrange for the printing and mail out of the monthly "Club Events" to them.
- c) On receipt of Membership Data Base Updates from the Membership Database Secretary generate covering letters and data information request forms for all new members. Generate covering letters for membership renewal applications. Print and laminate membership cards. Send out club windscreen stickers. Print address labels and arrange for mail out of the above.
- d) Collect new membership and replacement name badges from the supplier. Generate covering letters and address labels from the database and arrange for mail out.
- e) Present an update membership status report at monthly committee meetings.
- f) Update stationery supplies from Office Works and purchase postage stamps from the post office as required.

7 Competition Secretary

The Competition Secretary shall:

- a) Take responsibility for the planning, arrangement and operation of the competition / sporting and driver training activities of the Association as directed or approved by the committee.
- b) Appoint and train members as necessary to assist in the arrangement of the operation of the Association's sporting activities.
- c) Liaise with the Publicity Officer, Club Events Editor and Webmaster to ensure adequate promotion of all sporting activities of interest to the Association's members.
- d) Ensure the financial viability of all sporting activities through liaison with the Association's Treasurer.
- e) Recognises the achievements of the Association's members through the organisation of a sporting activities presentation event.
- f) Act as the Association's delegate to the Confederation of Australian Motor Sports (CAMS) State Council.

8 Publicity Officer

The Publicity Officer shall:

- a) Obtain information from within and outside the Association for inclusion in the club magazine. Information such as the president's report; competition and Chapter reports. Articles from members eg Club Runs, articles of interest to the motor enthusiast. Committee members list; new members list; photos; coming events as well as finding fillers to help with the formatting, jokes etc. All these make the basis of the Club magazine.
- b) Ensure the club magazine - Club Torque publication is entertaining and is produced on a regular basis (4 publications per year if possible). This involves compiling the information; organize the magazine format to fit; design of front cover, organise appropriate racing photos or Club run photos and format into a PDF file.
- c) Ensure the quality of the publication and that it represents the value, principles and all aspects of the Mazda MX5 Club of NSW activities/events.
- d) Email the publication file to the printers as arranged.
- e) Emailing recent membership list minus personal details, not forgetting other states, other selected car clubs, sponsors and life members.
- f) Following printing, prepare publications for postage with posting at a Australia Post Office.

8A Event Calendar Coordinator;

The Event Calendar Coordinator shall:

- a) Compile the Club's monthly events calendar.
- b) Circulate the draft calendar to Committee members to check or provide missing data.

- c) Arrange publication of the calendar via the Club's Website.
- d) Arrange email notification to members that the updated calendar is available.
- e) Provide a copy to the appropriate Membership officer for circulation to post recipients.

9 Regalia Officer

The Regalia Officer shall:

- (a) Determine, in conjunction with "The Committee" what regalia items are to be created and maintained as normal stock.
- (b) Create and produce regalia items through liaison with suppliers. This may be managed through a data base.
- (c) Purchase regalia items for stock.
- (d) Record stock and sales through an E data base that displays item of stock, colour, size, stock quantity, purchase cost, stock on hand costs, sale price and items sold with payments to the Club.
- (e) Manage the production, stock, promotion and sale of club regalia through actively attending club events with regalia.
- (f) Analyse stock and sales and manage regalia inventory accordingly.
- (g) Financial management with the banking of regalia sales. Inform Treasurer of all banking details with date and amount banked monthly.
- (h) Maintain an E cash book showing, stock on hand carried over from financial year to the next; month; date stock ordered; item description; cost of stock including embroidery; stock on hand and banking details and date of banking. This report is to be sent to the Treasurer on the annual cash flow for regalia or as asked.
- (i) Report to "The Committee" monthly.

10 Social Secretary

The Social Secretary shall:

- a) Take responsibility for the arrangement of social activities of the Club.
- b) Co-ordinate activities with the Club Captain to ensure social interaction on club drives and events.
- c) Ensure that the IMG on-line booking fees charged for events are recouped in the entry fee for the event.
- d) Adhere to the February 2010 Committee decision limiting social event subsidies to \$15 per member for early bird bookings, otherwise to \$10 per member.
- e) Carry out such duties as the Committee may by a two-thirds majority or more direct from time to time.

These duties entail the following tasks:

Committee Meetings

Check venue is available and not previously booked by a private function. If booked locate a new venue and book if required, and then advise committee about change of venue.

SGM, AGM, GM

Booking of venue; Promotion of event; Create Club Events blurbs; Take phone/email RSVP's; Arrange finger food with proposed venue and Liaise with President

Concours d' Elegance (held with President's BBQ).

Liaise with the Captain in selecting and booking the venue. Make suitable lunch arrangements. Create booking forms for the BBQ. and liaise with the Captain in publishing entry/booking forms. Receive snail mail/fax/website booking forms

Christmas In July

Booking of venue; Promotion of event; Create flyer/booking/entry forms; Arrange lunch menu with proposed venue. then confirming the bookings; Delivery of booking forms to treasurer for billing once RSVP date closed. Liaise with Captain who will organise a run for the event and obtain a CAMS permit.

Weekends Away (in conjunction with the Captain)

Booking of venue; Promotion of event; Create flyer/booking/entry forms; arrange dinner and lunch menus with proposed venues; Receiving e-mail, snail mail/fax/website booking forms then confirming the bookings; Delivery of accounts to treasurer for payment. Liaise with the Club Captain who will obtain a CAMS event permit, organise a run for the event and design the run sheet.

Christmas Party

Booking of venue; promotion of event; liaise with Captain re CAMS event permit
Create flyer/booking/entry forms etc. Arrange menu with proposed venue to a value pre-determined by the Committee; receiving e-mail, snail mail/fax/website booking forms then confirming the bookings; delivery of accounts to treasurer for payment; assign tasks for the committee members that are on the agenda.

Arranging decorations, table layout, lectern, PA system, laptop and projector.

Arranging Special Guest, presentation of Concours and MOTY awards/thanks.

Technical Events

Organise at least two day or evening Tech events each year along lines of Dyno testing; Engine tuning; Wheel alignment day; Springs & suspension night; Performance Tyres night; Car finish protection night etc.

11. Chapter Convenors

The Convenor has many responsibilities, drawn from the positions of secretary, club captain, publicity officer, regalia, secretary, president and some limited responsibilities for finance. The Convenor draws on the advice and experience of the Club President and committee.

The Convenors position is largely autonomous, taking guidance from the MX5 Club of NSW policies, principles and practices and adapting them for local conditions.

The Convenor is responsible for conducting Chapter events. The Chapter may establish local committees or volunteer to support the activities of that Chapter. The Convenor chairs committees meetings to:

- 1 Develop an annual programme of events, taking into account MX5 Club of NSW activities. Events are classified as social or touring and a relevant committee is allocated responsibility.
- 2 The social committee determines whether the events will involve social activities and visits to locations of interest.
- 3 The touring committee determines how the chapter will get to the locations including morning tea breaks and lunch stop.
- 4 The Convenor is assisted by a volunteer who represents the Chapter at meetings such as the Council of Motor Clubs.

The Convenor is responsible for administrative tasks that may include:

- 1 Responding to enquiries concerning the Club and Chapter
- 2 Publicising Club and Chapter activities to Chapter members
- 3 Conducting monthly Chapter meetings
- 4 Advising the MX5 Club of NSW publicity officer of Chapter activities
- 5 Maintaining attendance records
- 6 Managing club subsidies for subsidised events, including record keeping and acquittal
- 7 Managing club funds provided to the Chapter for events/projects
- 8 Maintaining the Chapter Member of the Year records
- 9 Identifying recipients for Annual Chapter Awards
- 10 Obtaining appropriate approvals, ie CAMS event approvals
- 11 Compiling "Chapter and Verse" for the Club Torque publication

The Convenor is responsible for identifying, negotiating and managing relationships with Chapter Sponsors.

APPENDIX B

In accordance with Rule 1.2, the following Chapters of the Club exist as at 1 September 2008

Canberra/ACT Chapter
Hunter Chapter

SEE FOLLOWING PAGE FOR APPENDIX C AND BY-LAWS

APPENDIX C

APPROVED BY-LAWS

BY-LAW NO. 1

TRAVEL AND EXPENSE REIMBURSEMENT POLICY AND PROCEDURES

Approved by Committee May, 2008.

1.0 STATEMENT OF PURPOSE AND RESPONSIBILITIES

- 1.1 This document establishes policies governing the reimbursement of travel and other expenses incurred during the conduct of Club =business in fulfilling the objects set out in Clause 1.1 of the Club Constitution. It is Club policy to reimburse Club officials for ordinary, necessary and reasonable expenses when directly related to Club business.
- 1.2 Directly related means
- There is the expectation of deriving some current or future benefit for the Club, e.g. Club runs, events and/or weekends away, stationary etc.
 - The Club Official is actively engaged in an activity necessary to the performance of the Club Official's duties.
- 1.3 Club Officials are expected to exercise prudent judgment regarding expenses covered by this policy.
- 1.4 Reimbursement of expenses that are not in compliance with this policy requires the prior written approval of the Club President and Treasurer.
- 1.5 All Club Officials are responsible for complying with this policy. Club Officials submitting expenses what are not in compliance with this policy risk a delay, partial or forfeited reimbursement.
- 1.6 Club members may claim for reimbursement provided they have been nominated and tasked to conduct Club business on behalf of a Club Official. Approval to task a member should first be sought by the Club Official from the Club President and the reimbursement shall be bound by the requirements of this policy.

2.0 DOCUMENTATION

- 2.1 Requests for reimbursement of expenses must be submitted on the "Club Cheque Requisition" form
- 2.2 While original receipts are recommended for all expenses submitted for reimbursement, they are required for all expenses greater than twenty dollars (\$20). Requests for exceptions to this policy should document extenuating circumstances and be approved by the Club President and Treasurer.
- 2.3 The Club requires that all requests for reimbursement be substantiated with adequate records. This substantiation must include information relating to:
- (1) the amount of the expenditure
 - (2) the time of the expenditure
 - (3) the purpose of the expenditure
- 2.4 Requests for reimbursement lacking this information will not be processed and will be returned to the originator.

3.0 APPROVALS

- 3.1 The "Club Cheque Requisition" form, together with required documentation, must be submitted to the Club Treasurer for review and approval.

3.2 In the absence of the Club Treasurer, approval from the Club President is required.

3.3 Should the Club President or Treasurer request reimbursement, approval must be sought from the committee prior to payment.

4.0 REIMBURSEABLE EXPENSES

4.1 The following are reimbursable expenses assuming they are in compliance with section 1.0 and less than the value shown in Schedule 1 of this policy:

- Hotel or motel accommodation to a value not greater than the accommodation being arranged for a Club event. This reimbursement only applies to one (1) overnight stay per event, for the planning of weekends away and NOY monthly day trips.
- Petrol use in the planning of monthly day trips and weekends away.
- Other reasonable and necessary business expenses, not specifically excluded by this section but approved by the Club President and Treasurer.

4.2 The following expenses are not reimbursable under this policy:

- Traffic fines
- Tolls
- Parking fees
- Tips
- Hotel/Motel room movies and other forms of personal entertainment
- Alcohol and drinks
- Meals
- Oil, tyres, wear and tear and/or vehicle parts
- Motor vehicle insurance excess
- Any medical claim
- Any expenses deemed by the Committee as not in the spirit of this policy.

4.3 No policy can anticipate every situation that might give rise to legitimate Club expenses. Reasonable and necessary expenses which are not listed in section 4.1 may be incurred. Each Club Official must use his/her best professional judgment in determining if an unlisted expense is reimbursable under section 1.0 of this policy.

5.0 CASH ADVANCES

Under no circumstances will the Club issue a cash advance.

6.0 POLICY EXCEPTIONS

Generally, any exception to this policy must have the prior written approval of the Club President or Treasurer. Request for exceptions should document extenuating circumstances or proposed overall savings to the Club. At certain times, under unusual circumstances, exceptions may be made after the fact, however, payment by the Club will not be made without the approval of the Club President and Treasurer.

4.0 POLICY REVIEW

This policy may be reviewed on a yearly basis and does not require the approval of the Annual General Meeting to vary the policy or Schedule 1.

SCHEDULE 1 to BY-LAW NO.1 (Reviewable on a year basis as required)

Maximum claimable amounts:

- | | |
|--------------------------------|--|
| • Hotel or Motel accommodation | Up to \$120 per event |
| • Petrol | Up to \$100 per event |
| • Other reasonable expenses | As determined by the Club President and Treasurer. |

BY-LAW NO. 2

ANNUAL SUBSCRIPTIONS – COMMITTEE MEMBERS' PARTNERS

Approved by the Committee 14th January, 2009.

Paragraph 4.2 (f) of the MX 5 Club of NSW Constitution, exempts elected members of the Committee, during their term of office, from paying the annual membership subscription. Committee members are defined in paragraph 13.4 of the Constitution.

This By-Law extends that exemption to partners of Committee members and the partner of the Webmaster, provided those partners are financial members of the Club.

The term “partner” shall be given the broadest interpretation by the Committee.

BY-LAW NO. 3

MEMBER AND NEW MEMBER YEAR OF THE YEAR AWARD RULES

Approved by the Committee 10th February, 2010.

1. The Member and New Member of the Year Awards are referred to in this By-law as the MOTY and NMOTY awards respectively.
2. For the purpose of this By-law there are three Club Chapters:-
 - Sydney, comprising those members resident in Metropolitan Sydney and adjoining areas and those members who have not selected another Chapter.
 - Canberra/ACT comprising those members who selected that Chapter in the application for Club membership;
 - Hunter, comprising those members who selected that Chapter in the application for Club membership.
3. The awards are aimed at acknowledging and further encouraging individual member involvement in the Club activities listed in Clause 15 of this By-law. Separate provisions apply to awards for competitors in Club track events.
4. The MOTY awards will be presented to the relevant Chapter member who accrues the highest total points during the award year.
5. The MOTY award year is the period from 1st November to 31st October.
6. The NMOTY will be presented to the relevant Chapter member who accrues the highest total points in the first full award year after joining the Club.
7. The Sydney, Canberra/ACT and Hunter Chapters may each present MOTY and NMOTY awards, but members are only eligible for the appropriate home Chapter award.
8. To qualify for consideration of either award, members must include their names and membership numbers on a run or other event sign-on sheet or provide those details when registering for a club event.
9. Committee members are not eligible to receive these awards unless the qualification was earned prior to election/appointment to a committee role or after having resigned the role
10. Privately financed Mazda dealership or other awards arranged by a Chapter are outside the ambit of these rules.
11. The Membership Database Secretary will allocate points and nominate the Sydney Chapter MOTY and NMOTY winners. Chapter Convenors have the responsibility for the Chapter awards.

12. Decisions regarding the winner of either award are final.

13. The Club Captain, Social Secretary and Club Torque Editor are responsible for submitting the appropriate New South Wales run or other event sign-on sheets or author and photo credits to the Club's Database Secretary for collation of points. The Competition Secretary is responsible for advising the names of members who act as officials in the conduct of track events.

14. The New South Wales awards will be presented at the Club's annual Christmas Party or if not feasible, as soon as practicable.

15. The eligible events and points accrued for MOTY and NMOTY awards will be determined or reviewed as necessary by the Committee and applied according to the following schedule;

SCHEDULE OF MOTY & NMOTY AWARD POINTS

Organising a Club Run/Concours, Tech or social event	6 pts
Assisting to run a Club Run/Concours, Tech or social event	3 pts
Acting as an official in the conduct of a track event	3 pts
Organising a Weekend Away	10 pts
Assisting to run a Weekend Away	5pts
Participating in a Club Run/Concours, Social or Technical event	2 pts
Non competitor attending a Concours event	1 pts
Attending Annual General Meeting	3 pts
Writing an article published in Club Torque	4 pts
Providing photos published in Club Torque or on Website	2 pts

NOTE: A member attending/organising an event who also writes an article and/or provides photographs of the event published in Club Torque earns accumulated points

BY-LAW NO. 4

MEMBERSHIP ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS (Rule 4.4)

Approved by the Committee 11th August 2010.

1. The entrance fees are as follows:

- (a) Full Membership - \$25.00;
- (b) Associate Membership - \$25.00;
- (c) Foundation Membership - \$Nil;
- (d) Joint Membership - \$25.00 (PROVIDED THAT both applicants use the same Membership Application Form)
- (e) Junior Member – \$Nil.

2. The annual subscription is payable in advance in accordance with Rule 4.3 in each year and is as follows:

- (a) Full Membership - \$55.00 (per natural person);
- (b) Associate Membership - \$40.00 (per natural person);
- (c) Foundation Membership - \$55.00 (per natural person);
- (d) Joint Membership - \$80.00 (per couple)
- (e) Junior Member - \$20.00. (per natural person)
- (f) Honorary Life Members and Elected Committee members (during the term of office only) – \$ Nil.