


# Constitution of the
# Mazda MX-5 Club of NSW Incorporated

**As amended, AGM, 28th October 2022**

# CONSTITUTION OF THE MAZDA MX-5 CLUB OF NEW SOUTH WALES INCORPORATED

## PART 1 – PRELIMINARY

### 1. NAME

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

### 1.1 OBJECTS

The objects of the Club are to promote the practical, sporting and social aspects of motoring within its membership or join with other persons, clubs, corporations 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**.** The Committee will consider requests for Chapters in remote areas with lesser numbers as appropriate.

Approved Chapters shall be bound by the Constitution of the Club.

Appendix B lists the authorised Chapters of the Club.

### 2. DEFINITIONS

2.1 In this Constitution, unless a different definition specifically appears:

"Act"

means *the Associations Incorporation Act 2009 No 7 – NSW Legislation (as amended)*

“Business Day”

means *a day of the year on which banks are not required or authorized by law to close*

“Committee”

means *the Committee of Management of the Club, as defined in clause 10.4*

“Financial Member(s)”

*includes nil-fee-paying members as defined in By-Law No.4*

"Financial Year"

means *the year ending 30 June*

“Friend Member”

means *a partner member covered under a joint membership or joint associate membership where the actual person may change from time to time*

“Gender”

*words denoting any gender include all genders*

"Mazda Australia"

means *"Mazda Australia Pty. Ltd."*

"Member"

means *a member of the Club*

“OAIC”

means *the Office of the Australian Information Commissioner*

“Office-Bearers”

are *the elected Office-Bearers of the Club as defined in clause 10.3*

"Ordinary Member of the Committee"

means *a member of the Committee who is not an Office-Bearer of the Club under clause 10.3*

“Privacy Policy”

means *the Privacy Policy as appears on the Club’s website*

“Public Officer”

*automatically assumed by the Secretary of the Club, or by the President if the office of Secretary becomes vacant, provided that the President is ordinarily resident in New South Wales*

"Regulations"

means *the Associations Incorporation Regulation 2022*

2.2 In this Constitution, a reference to the Secretary of the Club is a reference:

(a) where a person holds office as Secretary of the Club to that person; and

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

2.3 Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Act as in force from time to time.

2.4 Words or expressions contained in this Constitution referring to any genders shall include the other genders, and any words referring to persons shall, where the context and subject matter permit, include corporations.

## PART 2 – MEMBERSHIP

### 3. MEMBERSHIP GENERALLY

3.1 A person is eligible to be a member of the Club if:

(a) the person is a natural person, and

(b) the person has applied and been approved for membership of the Club in accordance with clause 4 and subclause 5.1

### 4. APPLICATIONS FOR MEMBERSHIP

4.1 An application for membership of the Club shall:

(a) be in respect of a class of membership set out in subclause 5.1 and on the Club's website;

(b) be made by completing the application form via the Club's website, along with the specified payment.

4.2 A person who complies with the provisions of subclause 4.1 is eligible to become a member of the Club.

4.3 A right, privilege, or obligation of a member by reason of their membership of the Club;

(a) is not capable of being transferred or transmitted to another person other than the specific Friend Member which can exist under a Joint Membership or Joint Associate Membership;

(b) terminates upon the cessation of their membership whether by

(i) death, or

(ii) resignation, or

(iii) failure to pay the annual membership fee under clause 5.3, or

(iv) expulsion from the Club.

### 5. MEMBERSHIP CATEGORIES, ENTRANCE FEE AND ANNUAL SUBSCRIPTION

5.1 Membership categories are as follows:

(a) Foundation Membership - persons involved in the Club since its inaugural meeting

(b) 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 Mazda MX-5 motor vehicle

(c) Joint Membership – available to any two natural persons of at least driver licence holding age who are the driver and/or co-driver of at least 1 Mazda MX-5 motor vehicle, provided both members use a single mailing address for the purpose of receiving Club correspondence

(d) 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

(e) Joint Associate Membership - available to any two natural persons of at least driver licence holding age who have an interest in the Mazda MX-5 motor vehicle, provided both members use a single mailing address for the purpose of receiving Club correspondence

(f) Junior Membership – available to any natural person who is under the age of 18 years and has an interest in the Mazda MX-5 motor vehicle

(g) Honorary Life Membership - may be offered to a person at the absolute discretion of the Committee

5.2 The entrance fee and annual subscription for each membership category will be displayed on the application form accessed via the Club's website.

5.3 The subscription renewal fee will fall due on the anniversary date of becoming a member, except for those persons who were financial members of the Club on or before 1st November 2009, in which case it will fall due on 1st November of each succeeding year.

5.4 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.

5.5 Members paying the Joint Membership subscription shall each enjoy the same rights, privileges and obligations as those members paying the Full Membership subscription. Members paying the Joint Associate Membership subscription shall each enjoy the same rights, privileges and obligations as those members paying the Associate Membership subscription.

5.6 Members paying Junior Membership have no voting rights.

5.7 Eligible persons who are financial members of the Club may change their Full or Associate Membership to Joint or Joint Associate Membership without paying an entrance fee, but there shall be no pro-rata refund of subscriptions already paid.

**6. MEMBERS' LIABILITIES**

6.1 The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of their membership of the Club.

6.2 The Club and all members are always bound by the Act, Regulations and any other legislation that applies.

6.3 The Club has opted-in to the Privacy Act so that all information relating to members is protected. The Club was accepted on to the OAIC register on 22nd September 2021.

6.4 The privacy policy of the Club may only be altered by the Committee upon approval by the OAIC.

**7. REGISTER OF MEMBERS**

7.1 Members are subject to the Privacy Policy of the Club as published on the Club's website.

7.2 The Club shall keep and maintain a register of members in which shall be entered the full name, residential address, date of birth and date on which the person became a member, and such other information as the Committee shall determine from time to time.

7.3 The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.

7.4 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

7.5 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

(a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or

(b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

7.6 The register of members will be stored electronically within the Club's secure on-line system. The information is accessed and maintained by the Membership Secretary and must be readily accessible to the Committee.

7.7 The register of members must be convertible into hard copy and must be able to be made available for inspection by members in hard copy at the Club's official address.

A cost of no more than $1 may be charged for each page of hard copy. Such copies are to remain the property of the Club and destroyed after being inspected. Copying of the information inspected is not permitted.

7.8 The Committee may under the legislation, refuse a member access to inspect the Club's register of members if they believe it could compromise confidentiality or privacy.

7.9 The Committee has access to the register of members to be able to fulfill the obligation of their roles and are bound by the Privacy Policy of the Club as published on the Club's website.

7.10 The Club shall maintain all membership record history of the full name, residential address, date of birth and date on which the person became a member for a minimum of 7 years as applicable to meet requirements under the Act, the Regulations and any other

legislation which applies.

7.11 Membership historical information must be readily available to the Committee.

7.12 Membership status will be recorded as follows:

(a) financial

(b) unfinancial as defined in subclause 8.3

(c) resigned as defined in subclause 8.1

(d) expelled as defined in clause 9

**8. RESIGNATION AND TERMINATION OF MEMBERSHIP**

8.1 A member of the Club who has paid all moneys due and payable by them to the Club may resign from the Club by giving notice in writing to the Membership Secretary of their intention to resign. No pro-rata subscription fee refunds shall be given.

8.2 Upon receipt of a notice given under subclause 8.1 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.

8.3 Non-payment of annual membership subscription
A member is deemed to be unfinancial if their annual membership subscription remains unpaid for a period of up to 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.

The membership status will be deemed to be resigned after the expiry of 3 months from the renewal date. Reactivation of an unfinancial membership will require payment in full for the lapsed period.

**9. RESOLUTION OF DISPUTES**

9.1 Subject to this Constitution, the Committee may by a resolution passed by 75% of the Committee excluding any abstentions at a duly convened meeting:

(a) expel a member from the Club.

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

(i) has refused or neglected to comply with this Constitution; or

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

9.2 Before any member is expelled or suspended the Committee shall inquire into their conduct and may appoint two or more members of the Committee or the Club to independently conduct information gathering from those parties involved in or witnesses to the dispute. The member shall be given the opportunity to respond and to justify or

explain their conduct.

9.3 Provided that a quorum is established as per subclause 14.5 when the matter is inquired into, the Committee may pass a resolution in accordance with subclause 9.1.

9.4 If any member fails to appear at any properly constituted inquiry of which they have been given not less than 21 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 clause 9.

9.5 All and any findings shall be subject to the Privacy Policy of the Club as published on the Club's website and shall remain in confidence within the Committee.

9.6 Right of appeal of a disciplined member

(a) A member may appeal in writing to the Club against a resolution of the Committee under subclause 9.1, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice in writing to that effect.

(b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(c) On receipt of a notice from a member under subclause 9.6 (a), the Secretary must notify the Committee, which is to convene a Special General Meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.

(d) At a Special General Meeting of the Club convened under subclause 9.6 (c):

(i) no business other than the question of the appeal is to be transacted, and

(ii) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and

(iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(e) The appeal is to be determined by a simple majority of votes cast by members of the Club.

## PART 3 – COMMITTEE

### 10. COMMITTEE

10.1 The affairs of the Club shall be managed by a Committee constituted as provided in subclause 10.4.

10.2 The Committee:

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

(b) may, subject to this Constitution, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by Special General Meetings of the members of the Club; and

(c) subject to this Constitution, 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 Club, including the creation, amendment and deletion of By-Laws relating to the administration and operations of the Club. Such current By-Laws shall be included in Appendix C to the Constitution.

10.3 The Officer-Bearers of the Club are:

(a) the President;

(b) the Vice-President;

(c) the Treasurer; and

(d) the Secretary.

10.4 Subject to section 28 of the Act, the Committee shall consist of:

(a) the Office-Bearers of the Club;

(b) a minimum of six (6) and a maximum of eight (8) Ordinary Members, and

(c) the Convenors of approved Chapters.

10.5 The Committee must include 3 or more members, each of whom is aged 18 years or more and at least 3 of whom are ordinarily resident in Australia.

10.6 Associate members and Joint Associate members of the Club shall not be permitted to hold more than 20% of the Committee positions.

10.7 The provisions of clause 11 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 subclause 10.4

10.8 Each Member of the Committee shall hold office in accordance with clause 11.

10.9 The Committee may engage non-Committee members to assist in the management of the Club.

10.10 A Committee member may hold up to 2 offices (other than both the offices of President & Vice-President).

10.11 There is no maximum number of consecutive terms for which a Committee member may hold office.

10.12 The register of Committee members must, at all reasonable hours, be kept available for inspection, free of charge, by any person.

**11. ELECTION OF COMMITTEE MEMBERS**

11.1 At the first Annual General Meeting held after incorporation of the Club, all positions for membership of the Committee shall be open for election.

11.2 At each Annual General Meeting held subsequent to the first Annual General Meeting of the Club referred to in subclause 11.1, 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.

11.3 The one-half referred to in subclause 11.2 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.

11.4 Candidates nominated for election as Office-Bearers or as Ordinary Members of the Committee shall be financial members of the Club. The Convenors of approved Chapters shall not be subject to election at the Annual General Meeting of the Club but shall be elected by members of the Club at a meeting held at a Chapter level.

11.5 Nominations of such candidates shall:

(a) be in writing in the form set out in Appendix E, signed by the candidate and two financial members of the Club, and

(b) be received by the Secretary of the Club not less than 21 days before the date of holding of the Annual General Meeting, and

(c) may be signed electronically.

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

11.7 Subject to section 34 of the Act, nominations of candidates for the position of Secretary shall be limited to members who are ordinarily resident in New South Wales.

11.8 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.

11.9 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.

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

11.11 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.

**12. VACANCY**

12.1 A casual vacancy in the office of a Committee member arises if the member:

(a) dies; or

(b) ceases to be a member of the Club; or

(c) resigns from office by written notice given to the Secretary; or

(d) is removed from office under clause 12.2; or

(e) is absent from all meetings of the Committee held during a period of 6 months without the consent of the Committee; or

(f) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth; or

(g) is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or

(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or

(i) becomes a mentally incapacitated person.

12.2 The Club in general meeting may, by resolution:

(a) remove a Committee member from office at any time, and

(b) appoint another member of the Club to hold office for the balance of the Committee member's term of office.

12.3 A Committee member to whom a proposed resolution referred to in subclause 12.2 relates may:

(a) give a written statement, of a reasonable length, to the President or Secretary, and

(b) request that the Committee send a copy of the statement to each member of the Club at least 7 days before the General Meeting at which the proposed resolution will be considered.

12.4 If the Committee fails to send a copy of a statement received under subclause 12.3 (a) to each member in accordance with a request made under subclause 12.3 (b), the statement must be read aloud by the member presiding at the General Meeting at which

the proposed resolution will be considered.

12.5 The Committee may appoint a member of the Club to fill a casual vacancy other than a vacancy arising from the removal from office of a Committee member.

12.6 Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next Annual General Meeting.

**13. DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

13.1 The Committee may, in writing, delegate to one or more Sub-Committees (consisting of the member or members of the Club that the Committee thinks fit) the exercise of any of the functions of the Committee that are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function which is a duty imposed on the Committee by the Act or by any other law.

13.2 A function the exercise of which has been delegated to a Sub-Committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.

13.3 A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.

13.4 Despite any delegation under this clause, the Committee may continue to exercise any function delegated.

13.5 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.

13.6 The Committee may, in writing, revoke wholly or in part any delegation under this clause.

13.7 A Sub-Committee may meet and adjourn as it thinks proper.

**14. COMMITTEE PROCEEDINGS**

14.1 The Committee shall meet at least 4 times in each year at such place and such time as the Committee may determine and using any electronic means available as necessary.

14.2 Additional meetings of the Committee may be convened by the President or by any 4 of the members of the Committee.

14.3 Notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee. Notice of a meeting given under clause 14.2 must specify 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.

14.4 Mazda Australia may be invited to send an observer to attend a meeting of the Committee.

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

14.6 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 an additional meeting in which case it lapses.

14.7 At the meetings of the Committee:

(a) the President or in their 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.

14.8 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 hostile to the purpose of the Club, Mazda Australia or the observer sent by Mazda Australia may either before or during the Committee meeting, give notice of such objection to the Chairperson of the meeting and after discussion with the Committee members present and Mazda Australia or delegated representative, the Chairperson may defer consideration or transaction of that item of business.

14.9 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.

14.10 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 subclause 10.9 are not entitled to vote at a meeting of the Committee.

14.11 Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to them at a reasonable time before the meeting or by sending it by post or email to their usual or last known address at least 2 business days before the date of the meeting.

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

14.13 Any act or thing done or suffered, or purporting to have been done or suffered, by

the Committee or by a Sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or Sub-Committee.

**15 DUTIES OF OFFICERS**

15.1 The Committee shall determine the duties of the Office-Bearers, in addition to those required under the Act.

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

15.3 Appendix A, 'Schedule of Committee Responsibilities', lists the duties of Office-Bearers and Committee members holding designated positions.

15.4 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 (as amended). 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.

**16. TRANSACTION OF BUSINESS OUTSIDE MEETINGS OR BY TELEPHONE OR OTHER MEANS**

16.1 The Committee may transact its business by the circulation of papers, including by electronic means, among all Committee members.

16.2 If the Committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Committee members, is taken to be a decision of the Committee made at a meeting of the Committee.

16.3 The Committee may transact its business at a meeting at which 1 or more Committee members participate by telephone or other electronic means approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate, provided a member who speaks on a matter can be heard by the other members.

16.4 The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Committee for the purposes of:

(a) the approval of a resolution under subclause 16.2, or

(b) a meeting held in accordance with subclause 16.3.

16.5 A resolution approved under subclause 16.2 must be recorded in the minutes of the meetings of the Committee.

## PART 4 – GENERAL MEETINGS

### 17. ANNUAL GENERAL MEETINGS – HOLDING OF

17.1 The Club shall in each calendar year convene an Annual General Meeting of its members as required by the Act.

17.2 The Annual General Meeting shall be held within 6 months of the end of the Financial Year at a date determined by the Committee.

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

### 18. ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

18.1 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 Special General Meeting held since that meeting;

(b) to receive from the Committee reports upon the transactions of the Club during the last preceding Financial Year;

(c) to elect Officers of the Club and the Ordinary Members of the Committee in accordance with clause 11; and

(d) to receive and consider the financial statement submitted by the Club in accordance with section 48 of the Act.

18.2 The Annual General Meeting may transact special business of which notice is given in accordance with this Constitution.

18.3 The Annual General Meeting shall be in addition to any other meetings that may be held in the same year.

18.4 All business that is transacted at the Annual General Meeting with the exception of that specially referred to in this Constitution as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

### 19. SPECIAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

All meetings of members convened for the purpose of transacting business, other than the Annual General Meeting, shall be called “Special General Meetings”.

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

19.2 The Committee may from time to time, hold informal meetings of members for the purpose of reporting to and/or providing information to members, notice to be given on the Club website or by email newsletter.

19.3 The Committee shall, on the requisition in writing of members representing not less than 10% of the total number of Club members, convene a Special General Meeting of the Club.

19.4 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 and may consist of several documents in a like form, each signed by one or more members making the requisition:

(a) a requisition may be in electronic form, and

(b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

19.5 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.

19.6 A Special General Meeting convened by members in pursuance of this Constitution 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 Club to the persons incurring the expenses.

19.7 All business that is transacted at a Special General Meeting shall be deemed to be special business.

**20. NOTICE OF MEETINGS**

20.1 The Secretary of the Club shall, at least 14 days before the date fixed for holding an Annual General Meeting or a Special General Meeting and at least 21 days before the date for holding a Special General Meeting at which a special resolution will be put, cause to be sent to each member of the Club at their address or email 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 post or email and also advised via the Club's website, 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.

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

20.3 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.

**21. QUORUM FOR GENERAL MEETINGS**

21.1 No item of business shall be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time when the meeting is considering that item.

21.2 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.

21.3 Mazda Australia shall be entitled to send an observer to attend any General Meeting.

21.4 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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.

**22. PRESIDING MEMBER**

22.1 The President, or in their absence, the Vice-President, shall preside as Chairperson at each General Meeting of the Club.

22.2 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 Chairperson at the meeting.

**23. ADJOURNMENT**

23.1 The Chairperson 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.

23.2 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.

23.3 Except as provided in subclauses 23.1 and 23.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

23.4 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 hostile to the purpose of the Club, 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 Chairperson of the meeting and after discussion with the Committee members present and Mazda Australia or delegated representative, the Chairperson may defer consideration or transaction of that item of business.

**24. MAKING OF DECISIONS**

24.1 A question arising at a General Meeting of the Club is to be determined by:

(a) a show of hands or, if the meeting is one to which clause 29 applies, any appropriate corresponding method that the Committee may determine, or

(b) if on the motion of the Chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.

24.2 If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

24.3 Subclause 24.2 applies to a method determined by the Committee under subclause 24.1 (a) in the same way as it applies to a show of hands.

24.4 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

**25. SPECIAL RESOLUTIONS**
25.1 A special resolution may only be passed by the Club in accordance with section 39 of the Act.

**26. VOTING**
26.1 Upon any question arising at a General Meeting of the Club, a member of any class set out in paragraph 5.1 (a), (b), (c) or (g) has one vote. Any member who is under 18 years of age is not entitled to vote.

26.2 All votes shall be given personally or by proxy.

26.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

26.4 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 Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

26.5 A poll that is demanded on the election of a Chairperson 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 Chairperson may direct.

26.6 A member is not entitled to vote at any General Meeting unless all moneys due and payable by them to the Club have been paid.

26.7 Associate members and Joint Associate members are not entitled to vote on matters of special business conducted at either an Annual General Meeting or at a General Meeting convened for that purpose.

**27. PROXY VOTING**
27.1 Each financial member shall be entitled to appoint another financial member as their 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 Chairperson is permitted to hold more than 5 proxy votes.

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

**28. POSTAL OR ELECTRONIC BALLOTS**

28.1 The Club may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under subclause 9.6).

28.2 A postal or electronic ballot is to be conducted in accordance with Schedule 2 to the Regulations.

**29. TRANSACTION OF BUSINESS OUTSIDE MEETINGS OR BY TELEPHONE OR OTHER MEANS**

29.1 The Club may transact its business by the circulation of papers, including by electronic means, among all members of the Club.

29.2 If the Club transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the Club made at a General Meeting of the Club.

29.3 The Club may transact its business at a General Meeting at which 1 or more members participate by telephone or other electronic means approved by the Committee that gives each member a reasonable opportunity to participate, provided a member who speaks on a matter can be heard by the other members.

29.4 The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the Club for the purposes of:

(a) the approval of a resolution under subclause 29.2, or

(b) a meeting held in accordance with subclause 29.3.

29.5 A resolution approved under subclause 29.2 must be recorded in the minutes of the meetings of the Club.

## PART 5 – MISCELLANEOUS

### 30. INSPECTION OF BOOKS

30.1 The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:

(a) records, books and other financial documents of the Club,

(b) this Constitution,

(c) minutes of all Committee meetings, Annual General Meetings and Special General Meetings of the Club.

30.2 A member of the Club may obtain a copy of any of the documents referred to in subclause 30.1 on payment of a fee of not more than $1 for each page copied.

30.3 Despite subclauses 30.1 and 30.2, the Committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

### 31. FUNDS MANAGEMENT

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

31.2 All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.

31.3 The Club must, as soon as possible after receiving any cash money, issue an appropriate receipt.

31.4 Subject to any resolution passed by the Club in a General Meeting, the funds of the Club are to be used solely in pursuance of the objects of the Club in the manner that the Committee determines.

31.5 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 and Secretary, provided that the two officers are not the same person.

31.6 As soon as practicable after the end of each financial year, under the Act, the Committee must cause financial statements for that year to be prepared, in relation to the Club's financial affairs (including its affairs as trustee of any trust).

The financial statements must give a true and fair view of the Club's affairs and must deal with such matters as are prescribed by the Act.

### 32. SEAL

32.1 The Common Seal of the Club shall be kept in the custody of the Secretary.

32.2 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.

**33. ALTERATION OF THE CONSTITUTION AND STATEMENT OF PURPOSES**
An application for registration of a change in the Club's name, objects or Constitution in accordance with section 10 of the Act is to be made by a Committee member.

**34. NOTICES**
34.1 A notice may be served by or on behalf of the Club upon any member either personally or by sending it by post or email to the member at their address shown in the register of members.

34.2 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.

34.3 Where a document is sent by email, the document shall, unless the contrary is proved, be deemed to have been given to the person.

**35 THE CLUB IS A NOT-FOR-PROFIT SPORTING BODY**
35.1 Subject to the Act and the Regulation, the Club must apply its funds and assets solely in pursuance of the objects of the Club and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

35.2 From time to time the Club may dispose of surplus equipment with any financial gain being deposited into the Club's bank account with notation of the source of the income.

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

(a) by special resolution of the Club;
(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 Club; and
(e) surplus property is to be distributed to an organisation/s having similar objects to the Club provided at the time of distribution, the organisation/s have similar rules preventing the distribution of property to their members.

35.4 In this clause, a reference to the surplus property of a Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of the winding up of the Club.

**36. CUSTODY OF RECORDS**
Except as otherwise provided by this Constitution, all records, books and other documents relating to the Club must be kept in New South Wales.

Except as otherwise provided in this Constitution, the Secretary shall keep in their custody or under their control all books, documents and securities of the Club.

**37. AUDITOR**

The Committee shall appoint a qualified accountant (i.e. Certified Practising Accountant; Chartered Accountant or similar) to audit the accounts of the Club 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.

**38. INSURANCE**

The Club may effect and maintain insurance at the discretion of the Committee. Club events which have obtained permits from Motorsport Australia are covered by insurance as specified by that Organisation.

**39. SEVERABILITY**

Any term or clause of this Constitution which is deemed wholly or partially void or unenforceable is severed to the extent that it is void or unenforceable. The validity or enforceability of the remainder of this Constitution is not affected. Any ambiguity due to the severed portion shall result in reference to the definition as prescribed in the Act.

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# APPENDIX A

## Schedule of Committee Responsibilities

*As amended by the Committee 11th October 2023.*

In addition to the responsibilities listed below, all Committee members are required to submit to the monthly Committee meeting a report covering their main activities since the previous meeting.

### 1 President

The President shall:

(a) Be well-informed on all club activities

(b) Actively promote a constructive, supportive and cooperative culture in the Club that is aligned with the Club's mission statement and core values.

(c) Have a good working knowledge of the club constitution, rules, by-laws, policies and procedures as well as the roles and responsibilities of all committee members.

(d) Take a leading and active role in the management and governance of the Club, ensuring the Club sets and meets its goals and objectives, is administered according to the Club Rules and completes all legal and compliance obligations.

(e) Work with the committee to ensure progress against strategic priorities by regularly reviewing club activities and operational plans.

(f) Regularly liaise with and support committee members to ensure they fulfil their roles and responsibilities.

(g) Provide Club members with the opportunity and encouragement to participate in the operation of the Club, including the committee.

(h) Act as principal spokesperson for the Club, maintaining a liaison with Mazda Australia Pty Ltd and other motoring clubs as required, including active participation in the National Executive of MX-5 Clubs.

(i) Chair all meetings and be responsible for the proper proceedings at all meetings, ensuring issues are dealt with fairly.

(j) Determine the recipient of the President's Award for Extraordinary Service and present it at the Annual General Meeting.

### 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.

In addition, the Vice President shall:

(a) Carry out logistics for Committee Meetings, Annual General Meetings, Special General Meetings including venue bookings, catering and communication.

(b) Seek out and regularly liaise with sponsors for the Club and/or Chapters.

(c) Manage advertising in Club Torque magazine.

(d) Seek out discount offers from vendors, with the aim of improving the benefits offered to Club members.

(e) Act as the liaison between the Club and the Club's chosen charity.

**3 Treasurer**

The Treasurer shall:

(a) Collect and receive all moneys due to the Club and make all payments authorised by the Club.

(b) Keep proper accounts showing the true and fair view of the financial affairs of the Club:

   a. maintaining records necessary for the Club's reporting requirements.

   b. reporting financial status at each Committee meeting.

(c) In conjunction with the Membership Secretary, maintain the records of the financial membership of the Club.

(d) Present to the members at the Annual General Meeting a statement, audited if required by the Committee, containing the matter as specified in the Act.

**4 Secretary**

The Secretary shall:

(a) Act as the Public Officer of the Club liaising with members of the public, affiliated bodies and government agencies.

(b) Keep a true record of attendance and all minutes of the resolutions and proceedings of each General Meeting and each Committee Meeting

(c) Issue notices of all meetings in accordance with the. guidelines set out in the Constitution.

(d) Maintain the Register of Committee Members and other Club records in conjunction with the Treasurer and the Membership Secretary.

(e) Attend to all correspondence to and from the Club and bring them to the attention of the Committee as soon as practicable.

(f) Organise the procedural part of the Annual General Meeting.

(g) Notify the Department of Fair Trading, the ATO and ASIC of any relevant change in the Club's formal details.

(h) Collect all Club documents from former Committee members and deliver the documents to the new Committee member in accordance with sections 28 and 35 of the Act.

**5 Club Captain**

The Club Captain shall:

(a) Ensure that the Club has been granted any relevant licences and permissions prior to the commencement of any activity which may require such licences or permissions.

(b) Organise the annual President's Picnic and associated events such as Show and Shine, and Concours d'Elegance including venue bookings, catering and communication.

(c) Plan and organise the annual Brass Monkey charity event, communicating details of the event to members and other car clubs and encouraging their participation.

(d) Liaise with the Convenors and Coordinators and provide training and guidance to the Chapters and BreakFast Club, facilitating the establishment of common

chapter processes, templates, guidelines and other resources.

(e) Chair a conference of Convenors and Coordinators at least once per year to discuss events and matters of common interest.

(f) Take responsibility for the arrangement and operation of the activities of the Club as directed by the Committee.

(g) Establish and facilitate the management of a shared archive supporting Convenors and Coordinators to record details of their runs.

**6 Membership Secretary**

The Membership Secretary shall:

(a) Act as the primary contact for all matters related to Club membership.

(b) Control and maintain the membership database.

(c) Process new membership applications.

(d) Support members with transacting membership payments.

(e) Maintain a register of former members.

(f) Coordinate the mailing of membership packs to new and renewing members.

(g) Coordinate the production and mailing of member name badges.

(h) Manage the distribution of bulk emails to members via the membership database.

(i) Coordinate event entry payments via the membership database.

(j) Produce membership reports for the Committee and Club Torque magazine.

(k) Manage the MOTY and NMOTY system and supply annual report to the Committee.

(l) Coordinate the Membership Tenure Awards and MXV Award.

**7 Motorsport Secretary**

The Motorsport Secretary shall:

(a) Take responsibility for the planning, arrangement and operation of the competition / sporting and driver training activities of the Club as directed or approved by the Committee.

(b) Appoint and train members as necessary to assist in the arrangement of the operation of the Club's sporting activities.

(c) Liaise with the Publications Officer, Club Events Editor and Webmaster to ensure adequate promotion of all sporting activities of interest to the Club's members.

(d) Ensure the financial viability of all sporting activities through liaison with the Club's Treasurer.

(e) Recognises the achievements of the Club's members through the organisation of a sporting activities presentation event.

(f) Act as the Club's delegate to the Motorsport Australia State Council.

8 **Publications Officer**

The Publications Officer shall oversee the design and publication of the Club Torque magazine by:

(a) Compiling information and articles submitted from within and outside of the Club for inclusion in the magazine.

(b) Ensuring the magazine is entertaining and is produced on a regular basis (4 publications per year).

(c) Ensuring the quality of the publication and that it represents the value, principles and all aspects of the Mazda MX-5 Club of NSW activities/events.

(d) Managing the liaison with the designated Printer sending files for printing and carrying out proof-reading, and ensuring distribution is carried out correctly.

(e) Assisting the Membership Secretary to maintain the mailing list file to include members, sponsors, other car clubs, advertisers and stakeholders.

## 9 Regalia Officer

The Regalia Officer shall:

(a) Determine, in conjunction with the Committee, what regalia items are to be available to members and which items are to be maintained as stock.

(b) Ensure that all Chapters use the MX-5 Club of NSW logo without modification of the design or differential colouration of the logo text.

(c) Liaise with regalia representatives from each Chapter to facilitate combined orders of Chapter regalia on a regular basis, placing orders for stock and members through designated suppliers.

(d) Manage the interface and relationship with regalia suppliers.

(e) Record combined stock and sales information for all Chapters, updating the Treasurer with regalia assets at the end of each financial year and reporting to the Committee as required on regalia sales.

(f) Ensure member payments are made for their purchases and supplier invoices are paid through the Treasurer.

(g) Manage and maintain digital regalia assets such as website, order forms.

(h) Coordinate and facilitate the production of one off and special regalia items as required.

## 10 Governance Officer

MX5 Club of NSW Governance refers to the adherence of process, procedures, and plans to the approved current Constitution of the Mazda MX5 Club of NSW and the legislative instruments required by Federal and NSW direction. Governance shall ensure that management of the Club acts with integrity, transparency and uses communication that will provide relevant and timely information to the Club membership.

The Governance Officer shall:

(a) Identify risks to Club operations, procedures and responsibilities.

(b) Review applicable Club specific legislative requirements annually for change or revision and advise the Committee appropriately.

(c) Review documentation to ensure compliance with Constitutional and Legislative directives.

(d) Work with the Governance sub-committee to resolve complex issues.

(e) Advise Club committee of ‘best practice’ alternatives if appropriate.

### 11 General Committee Member

The General Committee Member position does not have a defined portfolio and exists primarily for succession planning by providing Committee experience to a member who has expressed interest in taking on a Committee role in the future.

The General Committee Member shall:

(a) Attend Committee meetings and contribute to the management of the Club.
(b) Gain familiarity with the responsibilities of each Committee role.
(c) Aid any Committee member in the performance of their duties as directed by the Committee.
(d) Other duties as requested from time to time by the Committee.

### 12 Chapter Convenors

The Convenor is responsible for managing their Chapter and coordinating Chapter events.

The Chapter may establish local committees or volunteers to support the activities of the Chapter.

The Convenor is responsible to:

1. Decide how their Chapter will be run, optionally breaking the tasks into defined roles then finding volunteers and supporting them to take on and be successful in these roles.
2. Develop and oversee an annual program of events that meet the expectations of members, considering activities of other Chapters and interest groups. Events are classified as runs, social, technical or educational.
3. Engage members and build fellowship by providing strong and consistent communication about what is happening within the Chapter.
4. Manage the events program operation to ensure a simple and smooth process for members to participate, leveraging the Club's website and appropriate social media.
5. Manage Chapter administration including sponsor relationships, chapter awards, Chapter finances, subsidies and allowances, and participation on the Committee in the broader running of the Club.
6. Manage Chapter assets and regalia, holding and tracking regalia stocks and coordinating member orders.

## EX-OFFICIO REPRESENTATIVES

### 13 BreakFast Club Coordinator

The purpose of the BreakFast Club is to facilitate runs starting early in the day and multi-day events that concentrate on the driving experience and nature of the roads for enthusiasts of all ages, to provide events of interest for younger members, and to encourage young or inexperienced members to become better drivers and responsible road users.

The BreakFast Club Coordinator is responsible to

(a) Develop and oversee an annual program of events that meet the expectations of BreakFast Club members, considering activities of other Club activities. Events are classified as runs, social, technical or educational.

(b) Engage BreakFast Club members and build fellowship by providing strong and consistent communication about what is happening within the Club.

(c) Manage the events program operation to ensure a simple and smooth process for members to participate, leveraging the Club's website and appropriate social media.

(d) Coordinating and submission of reports and photos for the Club website and Club Torque magazine.

(e) Manage BreakFast Club administration and maintain attendance and MOTY records for BreakFast Club events.

## 14 Membership Assistant

The Membership Assistant shall:

(a) Arrange the production and postage of membership packs for new members and member renewals.

(b) Arrange the collection and postage of name badges ordered by the Membership Secretary from the supplier.

(c) Update stationery supplies as needed.

(d) Supply receipts of expenses to the Treasurer for reimbursement.

## 15 Motorsport Assistant

The Motorsport Assistant shall:

(a) Attend Committee meetings and contribute to the management of the Club.

(b) Assist the Motorsport Secretary as directed.

(c) Gain familiarity with responsibilities of the Motorsport Secretary.

(d) Manage motorsport-related social media.

(e) Connect with the Media on Club motorsport activities in conjunction with the Motorsport Secretary.

## 16 Website Coordinator

With guidance and support of the Vice President, the Website Coordinator shall:

(a) Be the principal person responsible for all technical matters arising from the Club's website and email accounts.

(b) Function as the liaison with the Club's webhost(s) and website developer for all support issues and potential future developments of the website.

(c) Ensure that the Club's domain name(s) is supported with valid contact details and renewed, as necessary.

(d) Coordinate training and instruction on the use of the website for all Club members who will publish content on the website.

(e) Identify opportunities to improve the services offered to members through the website.

(f) Manage the Committee Board and the Buy & Sell classified advertisements on the website.

## 17 HCCRS Administrator

With guidance and support of the President, the HCCRS Administrator shall:

(a) Ensure that all required processes are followed for registrations under the Historic Vehicle Scheme (HVS) and Classic Vehicle Scheme (CVS).

(b) Maintain the necessary records to support approvals of Conditional registration under the Historic Vehicle Scheme (HVS) and Classic Vehicle Scheme (CVS).

(c) Support the Club's nominated assessors in acquiring and maintaining their knowledge base to carry out vehicle assessments for the HVS and CVS.

(d) Ensure the Club's nominated assessors undertake the necessary checks to attest that vehicles submitted by members meet the historic vehicle or classic vehicle requirement and are therefore eligible for the scheme.

(e) Maintain the procedures on the Club's website for the HVS and CVS to ensure they are kept up to date with any changes introduced by Services NSW.

## APPENDIX B

## CHAPTERS

In accordance with subclause 1.2 of the Constitution, the following Chapters of the Club exist as of 18th October 2019:

Canberra Chapter

Hunter Chapter

Illawarra Chapter

RPM (Rivers, Plains, Mountains) Chapter

Mid North Coast Chapter

Sydney Chapter

South Coast Chapter

# APPENDIX C

## APPROVED BY-LAWS

### BY-LAW NO. 1

### TRAVEL AND EXPENSE REIMBURSEMENT POLICY AND PROCEDURES

*Approved by Committee May 2008 and amended 28th August 2013 and 11th October 2023.*

**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 subclause 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, stationery 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. It is not the intention of this policy that preparation for every club run or event should be considered to be a claimable expense. This should be restricted to unusual circumstances. Organisers are encouraged to exercise economic responsibility by researching Club runs via online mapping tools and seek feedback on road conditions via personal contacts, social media, tourist information services, etc.

1.4 Reimbursement of expenses that are not in compliance with this policy requires the prior written approval of the President and Treasurer.

1.5 All Club Officials are responsible for complying with this policy. Club Officials submitting expenses that 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 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 "Request for Reimbursement" form.

2.2 While tax invoices are recommended for all expenses submitted for reimbursement, the Club defers to the ATO's maximum threshold (refer ) for the provision of tax invoices as the maximum allowable expense to be processed without a tax invoice. For amounts under the threshold, the substantiation must include information relating to:

(1) the amount of the expenditure;

(2) the time of the expenditure; and

(3) the purpose of the expenditure.

2.3 Requests for reimbursement lacking this information may not be processed.

**3.0 APPROVALS**

3.1 The "Request for Reimbursement" form together with required documentation, must be submitted to the Treasurer for review and approval.

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

3.3 Should the President, Secretary or Treasurer request reimbursement, they are not permitted to be part of the approval process for their own claim.

**4.0 REIMBURSEABLE EXPENSES**

4.1 The following are reimbursable expenses assuming they follow 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 a major event.
- Fuel use in the planning of a major event.
- One flower arrangement sent to the bereaved family by the Club or relevant Chapter on the passing of an active financial Club member, eligibility being assessed by the Office Bearers of the Club or relevant Chapter Convenor.
- Other reasonable and necessary business expenses, not specifically excluded by this section but approved by the 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 their 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 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 President and Treasurer.

**7.0 POLICY REVIEW**
This policy may be reviewed on a yearly basis.

**SCHEDULE 1 to BY-LAW NO.1**

(Reviewable on a yearly basis as required)

**Maximum claimable amounts:**

- Hotel or Motel accommodation Up to $160 per event
- Fuel Up to $100 per event
- Bereavement flowers Up to $120 per occurrence
- Other reasonable expenses As determined by the President and Treasurer.

**BY-LAW NO. 2**

**ANNUAL SUBSCRIPTIONS – COMMITTEE MEMBERS' PARTNERS**

*Approved by the Committee 14th January 2009 and amended 12th June 2019.*

1. Paragraph 2(g) of By-Law No.4, exempts elected members of the Committee, during their term of office, from paying the annual membership subscription.

2. Committee members are defined in paragraph 10.4 of the Constitution. An Ordinary Committee member sharing a portfolio is limited to **two** memberships and **one** vote.

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

3. The term "partner" shall be given the broadest interpretation by the Committee.

4. The role of convenor can be shared between **two** memberships where there are up to **two** people per membership type.

**BY-LAW NO. 3**

## MEMBER AND NEW MEMBER OF THE YEAR AWARD RULES

*Approved by the Committee 10th February 2010 and amended 8th February 2017, 11th October 2023 and 9th July 2025.*

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. The awards are aimed at acknowledging and further encouraging individual member involvement in the Club activities listed in clause 12 of this By-law. All Club events are to be considered in the determination of the awards, including Chapter and Club motorsport events.

3. The MOTY award will be presented to the relevant financial member who accrues the highest total points during the award year. Runner-up MOTY award may also be presented at the discretion of the Committee.

4. The NMOTY award will be presented to the relevant financial member who accrues the highest total points in the first full award year after joining the Club. A runner-up NMOTY award may also be presented as the discretion of the Committee.

5. The award year is the period from 1st November to 31st October.

6. To qualify for consideration of MOTY and NMOTY awards, a member must include their name and member number on a run or other event sign-on sheet or provide those details when registering for a club event.

7. Committee members and partners 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.

8. Eligibility: A member shall not receive the MOTY award more than once. A NMOTY award winner is eligible for the MOTY award in subsequent years. Should a new member be determined as the MOTY winner, they will be considered ineligible for the NMOTY award in the same year.

9. Committee members are responsible for submitting participation information for each member to the Membership Secretary for collation.

10. The Membership Secretary will collate points and nominate the MOTY and NMOTY winners. Decisions regarding the winner of either award are final.

11. The MOTY and NMOTY awards will be presented at a major event in December or if not feasible, as soon as practicable.

12. 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 event | 6 per day |
| Assisting to run a Club event | 3 per day |
| Organising a recurring Club social event | 2 per day |
| Participating in a Club event | 2 per day |
| Attending Annual General Meeting | 3 |
| Official at a Club motorsport event – full day (e.g. flag / grid Marshall) | 4 |
| Official at a Club motorsport event – partial day (e.g. scrutineer) | 2 |
| Writing an article published in Club Torque or on Website | 6 |
| Providing photos published in Club Torque or on Website | 4 |
| Significant effort in social media publicity of club runs | 2 |

NOTES:

- The "per day" points allocation specified in the Schedule is capped at a maximum of 5 days. To recognise participation in a Club event which exceeds 5 days, members will accrue 2 points per day for the first 5 days, then 1 point per day for any additional days.
- Recurring Club social events include monthly dinner meetings and coffee gatherings.
- A member attending/organising an event who also writes an article and/or provides photographs of the event published in Club Torque or on Website earns accumulated points
- Motorsport events include club track days, MX-5 Cup rounds, Motorsport Australia Supersprint rounds, Regularity Relays, Driver Training Days, Motorkhana, Hillclimb and Drift Days.
- "Organising a Club event" includes Event Secretary and Clerk of Course at Club track events.
- Members who organise an event are not eligible to earn points for assisting at the same event.

13. Chapters may each present Chapter awards to recognise Club members who organise and participate in events managed by that Chapter. The winner of a Chapter award shall not be precluded from consideration for the Club awards.

14. Privately financed Mazda dealership or other awards arranged by a Chapter are outside the ambit of these rules.

**BY-LAW NO. 4**

**MEMBERSHIP ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS**

*Approved by the Committee 11th August 2010, amended 14th December 2017, 11th October 2023 and 10th December 2025.*

1. An entrance fee of $25.00 is payable for each membership category except Junior Membership.

2. The annual subscription is payable in advance in accordance with subclause 5.3 in each year and is as follows:

| | |
|---|---|
| ● Full Membership | $65.00 (per natural person) |
| ● Associate Membership | $65.00 (per natural person) |
| ● Joint Membership | $90.00 (per two natural persons) |
| ● Joint Associate Membership | $90.00 (per two natural persons) |
| ● Junior Membership | $20.00 (per natural person) |
| ● Honorary Life Membership | $Nil (per natural person, including partners who are not a Life Member) |
| ● Elected Committee members (during the term of office only) | $Nil (per two natural persons) |
| ● First Decader - Member who joined during the Club's first decade (1990-2000) and has maintained continuous membership | $Nil (per natural person) |

**BY-LAW NO. 5**

## ANNUAL SUBSIDY/ALLOWANCE POLICY FOR CLUB AND CHAPTERS

*Approved by the Committee 14th October 2020, and amended 19th November 2020 and 9th July 2025.*

**1. Preamble**
The purpose of this policy is to provide clear guidance to all elements of the Club regarding the provision of subsidies and allowances. While the Committee generally applies a "user pays" philosophy to most Club events (1), it is considered that the provision of selected subsidies is appropriate as a member benefit and for the development and maintenance of the Club's morale and "esprit de corps". Rationale for an increase in the Development Allowance (in place since 2013) is the rise in the costs of gifts, prizes, etc. amidst a growing membership.

**2. Event Subsidies**
Financial members attending the President's Picnic will be fully subsidised, with $25 per financial member attending being the maximum for venue/catering selection. The Club Captain will be responsible for the administration of this Event Subsidy, including acquittal of all expenses while the Treasurer will issue a statement of Event Subsidies usage.

Event Subsidies will also be provided for each Chapter to a maximum of $25 per participating financial member per year. The subsidy may be allocated to the Chapter Christmas Party and/or Convenors BBQ at the discretion of the Chapter Convenor. The Chapter Convenor will be responsible for the administration of these Event Subsidies, including acquittal of all expenses while the Treasurer will issue a statement of Event Subsidies usage.

**3. Development Allowance**
Further to the above Event Subsidies, provision of Development Allowances shall be made to allow:

- The purchase of regalia to use as prizes or gifts,
- The purchase of items from third parties to use as prizes or gifts,
- Prizes or gifts to be for members as recognition of a contribution to the Chapter e.g. run leader, event organiser, etc.

All subsequent expenses must be reconciled with the Treasurer by the relevant Committee member.

The Development Allowance amount is fixed at $400 per Chapter providing that the Chapter holds a minimum of 12 events throughout the year with at least 1 in each month. If a Chapter's event numbers do not comply with this proviso, then their Chapter Allowance amount will be determined by the Committee.. For the purpose of this policy, the "BreakFast Club" shall also be eligible.

**4. Review Process**
This policy may be reviewed by the Committee as required.

**5. Unforeseen Expenditure**

While the "user pays" philosophy is applied to most Club events, the Club accepts some financial risk with most events. While the Club will endeavour to minimise this risk; some unforeseen expenditure may occasionally occur. Should such risks be realised, the Club will endeavour to cover any reasonable unexpected costs incurred from attending members, consistent with the intent of By-Law No.5.

**BY-LAW NO. 6**

## MEMBERSHIP TENURE AWARD RULES

*Approved by the Committee 12th March 2014 and amended 11th October 2023.*

1. Membership Tenure Awards are referred to in this By-law as the "Tenure Awards".

2. Tenure Awards are aimed at acknowledging and further encouraging long-term membership in the Mazda MX-5 Club of NSW.

3. Each Tenure Award consists of a small metal badge acknowledging continuous membership milestones of 5 Years, 10 Years, 15 Years, 20 Years, 25 Years, 30 Years and 35 Years. Recipients are encouraged to wear their badges at club events.

4. The award year is the period from 1st November to 31st October.

5. Members who gain a tenure milestone within the award year are eligible to receive a Tenure Award in that year.

6. Tenure Awards are to be presented by the President and Membership Secretary at the Annual General Meeting or another later event (e.g., Chapter Christmas Party).

7. Members who are unable to be presented in person shall receive their Tenure Award by post.

**BY-LAW NO. 7**

## HONORARY LIFE MEMBERSHIP

*Approved by the Committee 9th March 2016.*

1. Honorary Life Membership may be offered to a member at the absolute discretion of the Committee (subclause 5.1 (g)). Life Membership is the highest Award available to recognise the exceptional contribution of individuals to the Club. It is therefore only to be awarded in exceptional circumstances.

2. In considering the award of Life Membership the following points shall be assessed
    a. The Nominee has shown exemplary, sustained and highly meritorious contributions to the Club;
    b. The general attitude and overall demeanour of the Nominee reflects a dedication to the values of the Club as expressed in our reason for being, mission statement and vision statement; and
    c. The Nominee has continuous membership of the Club for at least 5 years.

3. Any three financial members may nominate another member for Life Membership. Nominations must demonstrate how the Nominee meets the above criteria and shall be submitted in writing to at least two of the Club Office Bearers for consideration by the Committee.

4. The Nominee shall not be informed of their nomination.

5. If the Nominee is a current Committee member, they shall be excluded from the Committee's assessment of the nomination.

6. The views of existing Life Members on the Nominee's worthiness of becoming a Life Member may be taken into consideration by the Committee when assessing the nomination.

7. Life Membership is awarded if the Committee unanimously endorses the nomination. The assessment of the entire Committee shall be looked for not simply the Committee meeting attendees. Committee member(s) may choose to abstain, in which case it will not impede a unanimous decision.

8. If the Committee does not unanimously endorse the Nominee, the Nominators shall be informed of the decision in writing by the Secretary. The nomination may be resubmitted after a minimum period of 12 months from the date of the decision.

9. Recipient(s) are announced at the Annual General Meeting or an alternate Club event of eminent status.

10. A framed certificate and name badge is the physical recognition of the award.

**BY-LAW NO. 8**

## CONDITIONAL REGISTRATION SCHEMES

*Approved by the Committee 10th July 2019 and amended 8th December 2021.*

1. This by-law covers the Club's requirements for Conditional Registration under the Historic Vehicle Scheme (HVS) and Classic Vehicle Scheme (CVS).

2. The Historic Vehicle Scheme and Classic Vehicle Scheme are only available to Club members and only available for Mazda MX-5 models and their equivalent Eunos models that have reached an age of 30 years or more.

3. The Club's nominated Scheme Administrator is responsible for ensuring that all required records are kept for authorised registration and for authorising the registration under this scheme.

4. The Club's nominated assessors will undertake the necessary checks to attest that the car meets the historic vehicle or classic vehicle requirement and is therefore eligible for the scheme.

5. The car's road worthiness is to be assessed under the normal Services New South Wales pink slip system and is not the responsibility of the Club.

6. The Historic Vehicle Scheme and Classic Vehicle Scheme are covered by procedures which are available on the Club's website.

7. The Club reserves the right to rescind its approval for either of the registration schemes as per Club procedures.

**BY-LAW NO. 9**

## MXV AWARD

*Approved by the Committee 11th October 2023.*

1. The MXV Award is designed to supplement the MOTY/NMOTY (By-Law No.3) and membership tenure awards (By-Law No.6).
2. Any member who achieves the milestone of 1015 cumulative MOTY points during a continuous period of membership is eligible to receive the MXV Award. This includes Committee members.
3. The points tally commences from 2013 when MOTY became a Club-wide award with all Club events being considered in their determination, including Chapter events and motorsport.
4. This award recognises sustained commitment to the Club over many years of event attendance, organising events, and contributions of stories and photos for our website and magazine.
5. Recipients of the MXV Award are presented with a special metal badge at the Annual General Meeting.
6. Background to the name of the award:

    - The Mazda MX-5 Club of NSW is dedicated to the appreciation of the Mazda MX-5. The letters M and X are Roman numerals (M is 1000, X is 10), while 5 corresponds to the letter V. Hence, MX-5 can be represented by the sum of these numbers, 1015, and the letters MXV.

    - A cumulative total of 1015 MOTY points was considered to be an appropriate criterion for the MXV award because it embodies an exceptional contribution to the success of Club events over several years.

**BY-LAW NO. 10**

## SERVICE AWARD

*Approved by the Committee 3rd April 2024.*

1. This award recognises the long-term contribution of members to the management of the Club through their service on the Committee.

2. A Service Award is granted to a member who has served specific milestones on the Committee. The milestones are Bronze (5 Years), Silver (10 Years), Gold (15 Years), and Platinum (20 Years). At the time of presenting the award, the recipient shall be a financial member of the Club. The Committee may decide to withhold an award from a specific member, by a resolution passed by 75% of the Committee excluding any abstentions at a duly convened meeting.

3. A custom trophy of etched crystal or glass is to be presented to each Service Award recipient at an Annual General Meeting. In the case of a Joint Membership where both members served together in the same role(s), one trophy shall be presented with both member names recorded on it.

## .APPENDIX D

## PROXY FORM

I,…… …….. Member Number ……

of…… …, being a financial member of

the Mazda MX-5 Club of NSW Incorporated, hereby appoint

……. Member Number ……

of…… ……, being a financial member of

the Club, or in their absence, the Chairperson, as my proxy to vote on my behalf at the

[Annual/Special General Meeting] of the Club to be held on [date]

and at any adjournment thereof.

Unless otherwise instructed, the proxy may vote as they think fit.

Signed ……this……..day of ……...[year].

**Note:**

- Completed proxy forms must be emailed to secretary@mx5.com.au no later than 24 hours prior to the meeting.
- Each member is entitled to lodge a proxy.
- No member is allowed to hold more than 5 proxy votes.
- Associate members, Joint Associate members, and Junior members are not entitled to vote on matters of special business.
- Junior members have no voting rights.

**APPENDIX E**

**COMMITTEE NOMINATION FORM**

# Mazda MX-5 Club of NSW Incorporated Nomination Form Club Committee

**Committee Position:**

_____

**Name of Nominee (#)** : _____ **Member No.** _____

Signature :_____

**Nominated by (#)** : _____ **Member No.** _____

Signature :_____

**Seconded by (#)** : _____ **Member No.** ____

Signature :_____

**Date** : _____

# Nominee, nominator and seconder must all be current financial members of the Mazda MX-5 Club of NSW Incorporated.

This form must be completed in full and received by the Secretary at secretary@mx5.com.au not less than 21 days before the date of holding of the Annual General Meeting.