

CONSTITUTION OF THE
MAZDA MX5 CLUB OF NEW ZEALAND INC.

September 2011

1. NAME

The name of the Club shall be MAZDA MX5 CLUB OF NEW ZEALAND (INC).

2. OBJECTIVES AND POWERS

The objectives and powers of the Club shall be:

- a) To organise activities for and otherwise promote the enjoyment and understanding of the Mazda MX5 motor car for the benefit of members and the wider community, to provide technical information and organise events to enhance the use and enjoyment of the MX5.
- b) To subscribe to or affiliate with or co-operate with any other group, whether incorporated or not, whose objectives the Club may deem necessary or convenient to the attainment of any of its objectives.
- c) To purchase, take upon lease, hire or otherwise acquire and hold real and personal property rights and interest which the Club may deem necessary or convenient to the attainment of any of its objectives.
- d) To construct, maintain, improve, alter, remove, replace, manage or control any buildings, erections, or amenities and to carry out works of any kind which the Club deems necessary or desirable for the attainment of any or all of the objectives of the Club.
- e) To sell, lease, mortgage or otherwise dispose of any real and personal property of the Club and to grant such rights and privileges there over in such manner as the Club in General Meeting may deem necessary or proper.
- f) To invest and control funds of the Club as necessary or advisable for the attainment of the objectives of the Club.
- g) To promote and hold functions and entertainments of any kind, with or without

charge, and whether for the exclusive benefit of the members of the Club or not, and to use any funds derived therefrom for the furtherance of any or all of the objectives of the Club.

- h) To raise funds by levies, subscriptions and any other means and to accept donations and gifts which shall be used for the attainment of any or all of the objectives of the Club.
- i) To do all other things as are incidental or conducive to the attainment of the above objectives or any of them.

3. COMMITTEE

- a) The management of the Club shall be vested in the Committee which shall consist of the President, Vice President, Secretary and Treasurer (who shall be known as executive officers), as well as not less than FOUR (4) Committee members and not more than EIGHT (8).
- b) Presidency duration to be unstipulated.
- c) The Committee shall be elected each year at the Annual General Meeting.
- d) The Committee shall meet at least once every three months at such times and places the Committee determines.
- e) A quorum at meetings of the Committee shall be FOUR (4).
- f) The Committee shall have power to elect financial members to the Committee either to fill a vacancy or to increase the size of the Committee. The members elected by the Committee may have their term of office restricted as the Committee thinks fit.
- g) The Committee shall have the power to form such other sub-committees as it thinks fit and will have complete control over the constitution and powers of them.

4. VACATION OF OFFICE

A member of the Committee shall immediately vacate that office if he/she ceases to be a member of the Club or if he/she absents himself/herself without leave from three consecutive Committee Meetings or if he/she is validly removed by resolution of the members of the Club.

Any vacancy shall be filled by appointment by the Committee.

5. MEMBERSHIP

- a) Membership shall be on a per MX5 car basis entitling a maximum membership of two persons per car.
- b) Members upon completion of an application for membership and payment of an annual subscription and any entry fee as shall be determined by the members at an Annual General Meeting shall be admitted to the Club subject to the approval of the Committee.
- c) Any member may terminate their membership by giving written notice to the Club.
- d) The membership of any person shall be terminated by the Committee if the Committee considers that the conduct of that person is not conducive to the attainment of the objects of the club or brings the Club into disrepute PROVIDED THAT any such member shall be able to attend a meeting of the Committee after the expiration of 15 days notice to be heard in respect of any such conduct, and any such member shall have the rights to appeal at Special General Meeting. Any resolution at such meetings to terminate the membership of such member shall be by a simple majority of members present and entitled to vote.

6. LIFE MEMBERSHIP

- a) Life membership may be conferred by the Club at any Annual General Meeting in recognition of long or outstanding service to the Club.
- b) Proposals for Life membership shall be notified to all financial members at the time of notification of the Annual General Meeting and such notification shall clearly state the reasons for the proposal. Proposals must be nominated and seconded by financial members of the Club.
- c) Proposals shall be submitted to the Committee by the 31 March immediately

preceding the Annual General Meeting at which the proposal is to be considered.

- d) Life members are not required to pay an annual subscription.

7. RESIGNATION

Any member by giving the Secretary of the Club notification in writing may resign from membership of the Club provided such resignation is in the hands of the Secretary no later than the 15th day of September following receipt by the member of a notice of the subscription or other dues payable by him/her for the forthcoming financial year, no liability for payment will be incurred. Any resignation made after such date shall be accepted only on the condition that a proportion of the current year's subscription is paid, such proportion to be determined by the Committee but being not less than one half.

8. MEETINGS

8.1 Annual General Meeting

The Annual General Meeting of the Club shall be held every year on a date and in a place to be fixed by the Committee but within four (4) calendar months of the end of each financial year. 10 percent of the total number of financial members shall constitute a quorum Members shall be given at least 42 days notice prior to the Annual General Meeting. The business to be transacted shall be, but not limited to, the following:

- a) Confirmation of the Minutes of the previous Annual General Meeting.
- b) President's Report.
- c) Balance Sheet and Treasurers Report for the preceding twelve months.
- d) Election of the following officers of the Club:
 - President
 - Vice President
 - Treasurer

- Secretary
 - A Committee of not less than FOUR (4) and not more than EIGHT (8).
- e) Fixing the rate of subscriptions.
- f) General Business PROVIDED THAT any matter to be considered as General Business at the Annual General Meeting shall be notified to the Secretary not less than TWENTY-EIGHT (28) days before the date of the Annual General Meeting and the Secretary shall notify every member in writing not less than FOURTEEN (14) days before the date of the Annual General Meeting of any such matter. No person shall be elected President unless he/she has been a member of the Committee for at least twelve months prior to the Annual General Meeting to which he/she is elected. No person shall be elected an officer unless he/she has been a financial member of the Club for at least twelve months. The President elected at an Annual General Meeting shall not take up office until the conclusion of the Annual General Meeting at which he/she has been elected.

8.2 Special General Meeting

Special General Meeting may be convened at any time by the Committee and shall be so convened to be held within TWENTY-ONE (21) days after receipt by the Secretary of a written request by members constituting one third of the total number of votes of all financial members of the Club who shall specify in such a request the business to be transacted. 10 percent of the total number of financial members shall constitute a quorum

8.3 Conduct of General Meeting

- a) At all General Meetings the President, or in the absence of the President the Vice President, shall chair the meetings.
- b) Every financial member present at a General Meeting shall be entitled to one vote and in the event of equality of votes, the Chairperson shall have a casting vote.
- c) At all General Meetings voting shall be by voice or show of hands

unless a ballot shall be requested by a majority of financial members present at the meeting in respect of any motion to be considered at such meetings and in the event of difference of opinion, the Chairperson shall decide if the vote shall go to ballot.

d) Voting on Life membership or any other item of business notified at the time of notification of the General Meeting may be by proxy vote.

e) If within half an hour of the time appointed for the meeting a quorum of members is not present the meeting shall stand adjourned to some convenient time, after the expiry of not less than TWENTY-ONE (21) days, In case any irregularity shall occur in the convening or holding of any meeting of the Club or in any election or other proceeding at or ancillary to any such meeting, and the same shall not be noticed and objected to at that meeting, all proceedings at such meetings shall be the same force and validity as if no such irregularity had occurred but if any irregularity shall be noticed and objected to the meeting shall decide thereon and such decision shall be final and conclusive.

9. METHOD OF ALTERATION OF THE CONSTITUTION

The Constitution of the Club may be altered, added to or rescinded by majority resolution of those present and entitled to vote at the Annual General Meeting at a Special General Meeting called for that purpose, provided that at least TWENTY-ONE (21) days notice has been given to the members in the manner provided for the calling of the Special General Meeting. Such notice shall contain a copy of or state briefly the nature of the resolution to alter, add to or rescind any clause to be moved at any such Special General Meeting PROVIDED THAT no addition or alternation to these clauses or any rescission of any clause shall be applied if it in any way affects clause 20 (Winding Up).

10. REGISTERED OFFICE

The registered office of the Club shall be at XXXXX or such other place as may from time to time be determined by the Committee.

11. POSTAL ADDRESS

The postal address of the Club shall be at PO Box 15551, New Lynn, Auckland or such other address as may from time to time be determined by the Committee.

12. FINANCIAL YEAR

The financial year of the Club shall terminate on the 31st day of May in each year.

13. THE COMMON SEAL

The Club shall forthwith have designed and made a Common Seal which shall be kept in the custody of the Secretary who shall be responsible for its safe keeping and control. The Common Seal shall only be affixed to any deed or document pursuant to a resolution of the Committee and in the presence of any TWO (2) members of the Committee.

14. PUBLIC STATEMENT

No member shall make or provide any oral or written statement for publication on behalf of the Association without first obtaining a majority approval of the Committee to such statement. In the event that such approval has not been obtained the Committee may suspend or terminate the membership of the member making or providing such statement.

15. SUBSCRIPTIONS

Subscriptions shall be due and payable in advance by the last day of August in each calendar year. The Committee may, at its discretion, determine the method by which such amounts shall be payable.

16. FINANCE

- a) All monies received by and on behalf of the Club shall forthwith be paid to the credit of the Club in such bank or investment accounts from time to time authorised by resolution of the Committee and all cheques or withdrawal slips drawn on such account or accounts shall be signed buy any two of the President, Treasurer and such other members of the Committee as it may from time to time by resolution

authorise as signatories.

- b) The Committee may from time to time invest and re-invest in such securities as it considers consistent with the aims and objectives of the Club.
- c) The Committee shall have power to borrow or raise money from time to time, if so required. (by the issue of debentures, bonds, mortgages or may other security founded or bases on all or any of the property and/or rights of the Club or without such security and upon such terms as the Committee shall think fit.) Delete this part in red.

17. PECUNIARY GAIN

No member shall receive or obtain any pecuniary reward from the property or operations of the Club.

18. INDEMNITY

Every President, Vice President, Treasurer, and member of the Committee and every other office or servant of the Club shall be indemnified by the Club out of the funds of the Club against all costs, charges and expenses with respect to any monies paid or any liability incurred by the Committee member/officer or in any act or thing done or omitted to be done by that Committee member/officer in any of the capacities aforesaid on the course of his/her office or duty.

19. NOTICES

A notice may be given by the Committee to any member either personally or by posting it to the member at his/her last known residential address or to the address supplied by that member to the Club. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting a letter containing the notice and to have been effected on the day after the date of its posting.

20. WINDING UP

- a) If at any General Meeting a resolution for the dissolution of the Club shall be passed by majority of the members present and voting, and such resolution shall at a Special General Meeting called for the purpose and held not less than THIRTY (30) days thereafter be confirmed by resolution passed by a majority of the members present and voting at such Special General Meeting the Committee shall proceed to wind up the Club by realising property of the Club by such future date as the resolution specified.
- b) In the event of the Club being wound up the assets of the Club shall be applied towards a charitable or non-profit organisation as shall be determined by resolution of the Committee or by trustees appointed at a meeting of members for this purpose.