

Constitution of the MX-5 Owners Club

1. Definitions

In this constitution the following expressions shall have the following meanings:

“the Club”	means the “MX-5 Owners Club”.
“the Company”	means the company limited by guarantee known as the “MX-5 Owners Club.”
“the Constitution”	means this constitution and any amendments hereto made in accordance with the provisions hereof.
“Member”	means any person or persons who are registered under a Membership number of the Club in accordance with clause 5 of this constitution.
“the National Committee”	means the body of persons appointed under clause 7 of this constitution.
“Area Coordinators”	means those people who from time to time are responsible for the running of an Area.
“Area”	means a geographical Area, which will be determined by the National Committee.
“the Club Magazine”	means the magazine published by the Club for its Members. For the avoidance of doubt the magazine is currently called “Softtop Hardtop”.
“in writing”	means written or produced by any substitute for writing, or partly one and partly another and shall include electronic forms of communication.
“Membership Card”	means a card issued to the Member for the purpose of proving that he is a valid Member of the Club.
“AGM”	means “Annual General Meeting”.
“EGM”	means “Extraordinary General Meeting”.

Words importing the singular number only include the plural number and vice versa.

Words importing the masculine gender only also include the feminine gender.

References to “MX-5” or “Mazda MX-5” shall also include Eunos Roadster, Mazda Roadster and Mazda Miata

2. Name

The Club shall be known as the “MX-5 Owners Club”.

3. Location

The main office of the Club shall be the registered office of the company.

4. Objects

The Club shall be a non profit-making Club whose objects are:

- i. To encourage and promote the exchange of information, technical or otherwise.
- ii. To encourage and promote social and sporting events.
- iii. To encourage and provide matters of general interest to Mazda MX-5 Owners and enthusiasts.
- iv. To design, manufacture or purchase books, maintenance materials, merchandise, regalia, spare parts, etc. for resale to Members or other Owners Clubs.
- v. To subscribe to any other regional, national or international club or association which may be of interest or benefit to Members.
- vi. To publicise, educate the public in, and provide information about the work of the Company, the Club and the MX-5.

- vii. To hold classes, exhibitions, gatherings, lectures, meetings, and rallies, to publish and or distribute books, newspapers, magazines and other literary works in connection with the activities and in furtherance of the objects of the Company, the Club and the MX-5.

The order of these objects does not imply any order of importance or emphasis placed upon them.

5. Membership

- i. Any person who is interested in joining the Club may apply for and be admitted to Membership of the Club. A person shall include an incorporated body or company and persons may become Members in joint names.
- ii. No person or persons shall be registered as a holder or holders of a Membership Card or be entitled to the benefit thereof unless they shall be a Member of the Club.
- iii. To become a Member each applicant must complete and sign a Membership application (or complete an on-line application) and pay the Membership dues that exist at the time.
- iv. The joint holders of a Membership shall be severally as well as jointly liable for the payment of Membership dues.
- v. No person may be entitled to have more than one Membership in any one year.

6. Termination of Membership

Membership of the Club shall cease on the occurrence of any of the following events:

- i. The rights and privileges of any Member shall lapse at the end of one (1) calendar year from the date at which the Member's name is placed on the Membership roll or from the date of the last renewal of their Membership.
- ii. The National Committee shall have the power to terminate the membership of any Member for breach of the Constitution, for non-payment of dues, or for conduct that brings the Club into disrepute or is deemed to be contrary to Club interests. Membership shall also be terminated if the Member fails to satisfy the requirements of membership at any time.

In the event that Membership of the Club is terminated:

- i. No rebate of dues paid previously to the Club will be made.
- ii. The Member must be given reasonable notice of the termination and the reasons for the termination.
- iii. If the Member is dissatisfied with the reason why their Membership has been terminated they may appeal the decision to the National Committee. Should the Member wish to further appeal against their removal then they will be given the chance to do so before the Members of the Club at the next AGM or EGM. Their Membership will however be suspended until that time.
- iv. If it is agreed at an AGM or EGM that the Member should not be ejected from the Club then:
 - a. They will be given an official apology from the National Committee.
 - b. They will have their Membership reinstated immediately.
 - c. They will be exempted from having to pay for their Membership fees for the following year.

7. Appointment and removal of the National Committee and Powers

- i. The National Committee shall manage the affairs and business of the Club.
- ii. The National Committee shall meet as often as is necessary and at least once every twelve (12) months.
- iii. Any two (2) Members of the National Committee may call a Committee meeting by notice in writing to all Members of the National Committee at least fourteen (14) days prior to

the date of such a Committee meeting. Such notice shall include the place, date and hour of the meeting and the purpose for which the meeting is being called.

- iv. Without prejudice to the foregoing the National Committee shall have the following specific powers:
- a. At any time to co-opt (either informally through agreement of the National Committee or through a more formal vote of the Membership of the Club) a Member of the Club to fill any casual vacancy amongst the elected Members of the Committee occurring through death, illness, resignation or otherwise. All such persons so appointed shall hold office only until the next Annual General Meeting but shall be eligible for re-election at that time.
 - b. To enter into all contracts and agreements which the Committee may deem necessary or desirable in connection with the management of the Club and to apply the funds of the Club in payment of the expenses of administration, management and running of the Club.
 - c. To appoint a Chartered Accountant being a Member of the Institute of Chartered Accountants in England and Wales or other appropriate person as Auditor to report on the accounts of the Club annually and to appoint lawyers and other professional advisers.
 - d. To agree the remuneration of the auditors, lawyers and any other professional advisers from time to time appointed or instructed by or on behalf of the Club.
 - e. To agree to be joined, bring, compromise or defend any claims or proceedings of any kind in relation to the affairs of the Club.
 - f. The National Committee shall maintain or cause to be maintained a register of names and current addresses of the Members of the Club indicating when they became Members, any other information they see fit with regard to the Membership of that Member and when, if appropriate, they ceased to be Members.
 - g. A third (1/3) of the National Committee (other than the Chairman) must stand for re-election each year at the AGM. This will be done on a rotational basis. The rota for re-election by post will be decided at the beginning and then each year these people will resign. This is in addition to any posts which are vacant through resignation at the time of the AGM.
 - h. Following the election of a National Committee, one of their first tasks is to appoint a Chairman Elect who, in full knowledge of the role, will succeed the Chairman when he or she retires, steps down, dies or is removed by a vote of no confidence.
 - i. The post of Chairman will be for one (1) year although this will not prevent an existing Chairman from putting themselves forward for re-election.
 - j. The person who was the previous Chairman may act in an advisory role to the new Chairman should the new Chairman request it. This advisory role does not give the previous Chairman any rights to attend Committee Meetings or to vote on Committee matters – unless it is by virtue of them currently holding another role on the Committee.
 - k. If a Member wishes to stand for election to the National Committee they must be nominated by an existing Member and seconded by an existing Member. They must also have been a Member of the Club for at least three (3) months as of the date for receipt of submission of nominations, unless agreed by the National Committee at least two (2) weeks prior to the notice of the AGM being sent to the Members.
- v. The office of a Member of the National Committee shall be vacated if:

- a. They become bankrupt or make any arrangements or compromise with their creditors generally.
 - b. If the National Committee resolves that they are incapable of performing their duties as a Committee Member.
 - c. If they resign their office by written notice to the National Committee.
 - d. If, without leave, they be absent otherwise than on affairs of the Club, from meetings of the National Committee for twelve (12) consecutive months.
 - e. If they cease to be a Member.
 - f. If they do not enter into the register of interests an item that should be registered in the register of interests as set out in Article 18(ii) below.
 - g. If there is a vote of no confidence in the Member, by the other Members of the National Committee.
- vi. Save as herein provided, election or removal of Members to and from the National Committee shall be dealt with only at AGMs or EGMs of the Club or at Committee Meetings. Resolutions for the removal of a National Committee Member or an Area Coordinator shall be made by any Member of the Club and shall be seconded by another Member of the Club.

8. Positions within the Committee

The number of Members of the National Committee and the individual roles within the National Committee shall be decided by the National Committee from time to time. The number shall be no less than five and there shall be no maximum number of Members.

9. Proceedings of the National Committee

- i. The National Committee may meet together for the dispatch of business, adjourn or otherwise regulate their meetings as they see fit.
- ii. At least five (5) Members of the National Committee will constitute a quorum.
- iii. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.
- iv. On the request of any Member of the Committee, the Chairman or Secretary shall, at any time, summon a meeting of the National Committee by serving notice upon the Members of the National Committee. A Member of the Committee who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- v. A meeting of the National Committee at which a quorum is present shall be competent to exercise all the authorities, discretions and powers by or under this Constitution for the time being vested in the National Committee generally.
- vi. All acts bona fide carried out by any meeting of the National Committee or any person acting as a Member of the National Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid, or that they or any of them are disqualified, be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a Member of the National Committee.
- vii. A resolution in writing by all the Members for the time being of the National Committee who are entitled to receive notice of a meeting of the National Committee shall be as valid and effectual as if it had been passed at a meeting of the National Committee.
- viii. Members of the National Committee may be reimbursed reasonable expenses properly incurred by them in connection with the discharge of their duties. Sums in excess of £50 must be authorised by the Treasurer before they are incurred.
- ix. Members of the National Committee will have their annual subscription to the Club waived in lieu of their work for the Club during their term in office.

10. Area Coordinators

For practical and organisational purposes, the Club is split into geographical Areas; these are currently defined by postcode. Each Area should have an Area Coordinator whose appointment is approved by the National Committee. The Area Coordinator is a voluntary position and should be chosen by the local Area Members and that person should then be put forward to the National Committee for approval. Where the workload of running an Area warrants it, a Joint Area Coordinator can be appointed. Again this appointment should be made by the local Members and then put forward to the National Committee for their approval. A maximum of two Area Coordinators are allowed for each Area and their annual subscription to the Club will be waived in lieu of their work for the Club whilst they are an Area Coordinator.

11. AGMs and EGMs

- i. The Club shall hold an AGM at such time and place as may be determined by the National Committee, and shall specify the meeting as such in notices calling it, providing that every AGM shall be held not more than fifteen (15) months after the holding of the last preceding AGM.
- ii. The National Committee may and shall, upon the request in writing from the holders of not less than 5 per cent in number of the Members of the Club call an EGM of the Club to be convened and held in the manner prescribed for AGMs save that only fourteen (14) days notice shall be necessary.
- iii. The National Committee may convene an EGM whenever they think fit giving fourteen (14) days notice.
- iv. An AGM shall be called by three (3) calendar months notice in writing at the least.
- v. Notice of AGMs and EGMs shall be exclusive of the day for which it was given, and shall specify the place, day and hour of the Meeting and the general nature of that business.
- vi. Notices of AGMs and EGMs shall include a form of voting proxy for the Members unable to attend.
- vii. An Agenda (or Draft Agenda) of AGMs shall include the exact wording of any resolution to be voted upon at the meeting and shall be sent to the Members at least one (1) calendar month before such meeting. No business other than that specified in the Agenda of the meeting and documents therewith shall be considered at the meeting.
- viii. At every General Meeting the Chairman of the Committee (and in their absence a Chairman appointed by the majority of those present at the meeting) shall preside. Voting rights shall be exercised by way of a show of Membership Cards or Proxy form and if necessary by way of a poll.
- ix. Members will be entitled to appoint a Proxy to vote in their stead. A proxy need not be a Member of the Club.
- x. The instruments appointing a Proxy shall be in writing under the hand of the appointer or his attorney duly appointed in writing and will be in the format approved by the National Committee for that meeting.
- xi. At all meetings in the case of an equality of votes, the Chairman shall have a second or casting vote.
- xii. Any resolution to be proposed otherwise than by the Committee at any AGM or EGM of the Club shall be submitted in writing to the Chairman or Secretary not less than two (2) calendar months before the date of the meeting if it is an AGM or one (1) calendar month if it is an EGM and shall be signed by a proposer and a seconder who must be Members of the Club.
- xiii. Any resolution involving a change to the Constitution shall require not less than a three quarter (3/4) majority of all votes cast.
- xiv. At all General Meetings of the Club the quorum shall be ten Members present or by proxy. Should the number of Members of the Club fall to less than the quorum then the quorum shall be made up of all the remaining Members of the Club.

- xv. Minutes of all General Meetings will be prepared by the National Committee and circulated to all Members of the Club in the next edition of the Club Magazine to go to print or, if appropriate, prior to that date by some other form.
- xvi. If within half an hour from the time appointed for the Meeting a quorum is not present, the meeting shall be dissolved.

12. Obligations of Members

- i. To promote the Club and to support its continuation.
- ii. Not to bring the Club into disrepute.

13. Membership Cards

- i. The Membership Card itself shall convey no rights or privileges, but shall only be for identification.
- ii. If any Membership Card be worn or defaced, then upon production thereof to Membership Administration they may order the same to be cancelled and may issue a new Membership Card in lieu thereof.
- iii. If any Membership Card be lost or destroyed then upon proof thereof to the satisfaction of Membership Administration a new Membership Card will be issued to the Member.
- iv. A sum to be determined from time to time by the National Committee shall be paid to the Club for every Membership Card issued under Clauses 13(ii) and 13(iii).
- v. A Membership Card registered in the names of two (2) or more persons jointly shall be delivered to the person first named on the register. The Club shall not be bound to issue to such persons more than one (1) card in respect of the same Membership number.
- vi. Membership Cards belong to the Club and must be surrendered upon ceasing to be a Member of the Club. If a person later on rejoins the Club then a new Membership Card shall be issued and they will not be entitled to their original Membership Card or Membership number.

14. Accounts

- i. The financial year of the Club shall end on 31st December in each year or on such other date as the National Committee may decide.
- ii. The National Committee shall cause proper books of account to be kept with regard to:
 - a. All sums of money received and expended by the Club and the matter of which such receipts and expenditure took place.
 - b. The assets and liabilities of the Club.
 - c. At the AGM in every year the National Committee shall lay before the Club an income and expenditure account for the period since the last preceding account together with a balance sheet made up to the same date. Each such balance sheet shall be accompanied by proper reports of the National Committee and copies of such account balance sheets and reports shall be sent to the Members of the Club at least one (1) calendar month before the meeting either separately or printed in the Club Magazine.

15. Termination provisions.

- i. The Club shall continue in existence until a resolution is passed at a General Meeting of the Club by not less than three quarters (3/4) majority of all votes cast by or on behalf of Members.
- ii. In the event that it is decided that the Club be terminated then at the same General Meeting the Members shall decide what is to happen to the assets and property of the Club.

16. Notices

- i. Any notice to be given to or by any person pursuant to this Constitution shall be in writing.
- ii. Any notice sent by post shall be deemed to have been given on the second day following that on which the envelope containing the same is posted, and in the proving such service it shall be sufficient to prove that such envelope was properly addressed, stamped and posted.
- iii. Any notice sent by another form of communication shall be deemed to have been given 24 hours following the sending of the communication.
- iv. Service of a notice or document on any one of several joint Members shall be deemed effective service on the other joint Members.
- v. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by a person entitled to receive notice shall not invalidate the proceedings of that meeting and accidental omission shall include an omission which was deliberate but which arose out of or was connected with an honest but mistaken view of law or fact by a Member of the National Committee.
- vi. A Member whose registered address is not within the United Kingdom and who gives the Committee an address within the United Kingdom at which notices may be given to them shall be entitled to have notice given to them at that address.
- vii. A person present, either in person or by proxy, at any meeting of the Club or of the National Committee shall be deemed to have received notice of the meeting.

17. Minutes

The National Committee shall keep minutes of all its meetings. The minutes of such meetings shall contain details of the names of the Members of the National Committee present at the meeting and all resolutions and proceedings at that meeting.

18. Register of Interests

- i. The Chairman shall keep a register of interests of Members of the National Committee and Area Coordinators.
- ii. All Members of the National Committee (and their partner or spouse) and all Area Coordinators (and their partner or spouse) must declare any benefits (with a value over £50) that they receive that they would not have ordinarily received had they not been Members of the National Committee or an Area Coordinator.
- iii. If a Member of the National Committee or an Area Coordinator fails to declare an interest then they will automatically cease to be a Member of the National Committee or an Area Coordinator (as appropriate) unless agreed otherwise by a majority of the votes of the National Committee. It will then be up to the National Committee to decide whether they should accept or decline such benefits.

19. Property

The income and property of the Club shall be applied solely towards the promotion of its objects as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise whatsoever by way of profit to Members of the Club unless by way of the termination of the Club.

20. Proper Law

This Constitution shall be governed and construed in accordance with the Laws of England and Wales.