

THE NATIONAL AUTOGRASS SPORT ASSOCIATION LIMITED BY-LAWS



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BY-LAWS OF THE NATIONAL AUTOGRASS SPORT ASSOCIATION

These By Laws form the constitution under which the National Autograss Sport Association Limited ("NASA") will operate. The By Laws are supplementary to the company's Articles of Association and, in the event of any conflict, the Articles of Association will take precedence.

Any Full Member (i.e League Representative), Affiliate Member (i.e. Autograss Club) or Associate Member (i.e. racing or non-racing licence holder) may propose amendments or additions to these By-Laws. Any such proposals should be made in writing to the Company Secretary and will be referred to the next Annual General Meeting of the Company for approval and adoption.

Regulations governing the organisation of racing events and racing procedure will be documented in the Members' Handbook, which will be issued to all licence holders.

Regulations governing the eligibility and construction of racing vehicles will be documented in the Construction Rule Books, which will be available for purchase from all Affiliated Clubs.

Supplementary regulations governing the National Autograss Championships will be documented in the "Nationals File", which will be issued to all Leagues and to all NASA Officials.

Regulations included in the Members' Handbook, Construction Rule Books and Nationals File will be determined by the Board of Directors.

1 THE ROLE OF NASA

- 1.1 NASA is the Governing Body for Autograss™ Racing in the United Kingdom and the Republic of Ireland.
- 1.2 The primary objective of NASA is to promote affordable and accessible motor sport with the following priorities:
 - (a) To protect competitors, officials and members of the public by the consistent application of the highest possible standards of safety;
 - (b) To ensure fair and open competition by the consistent application of rules applicable to all events and all competitors;
 - (c) To promote a safe racing and social environment by the consistent application of high standards of discipline;
 - (d) To ensure that all participants and members of the public are protected by appropriate insurance cover;
 - (e) To operate under the highest standards of environmental responsibility and awareness;
 - (f) To promote among affiliated clubs and individual members a respect and consideration for local communities and other users of the countryside.
- 1.3 In the UK NASA is a recognised governing body named in The Motor Vehicles (Off Road Events) Regulations 1995 and The Motor Vehicles (Off Road Events) (Amendment) (England) Regulations 2010. These are Statutory Instruments issued under The Road Traffic Act 1995.

NOTE:

The Motor Vehicles (Off Road Events) Regulations 1995 (SI 1995/1371) (as amended) lists bodies that are appointed to authorise off-road events. The eleven approved bodies are;

Amateur Motor Cycle Association Limited

Association of Land Rover Clubs Limited;

Auto-Cycle Union Limited

The British Schoolboy Motorcycle Association

The International Organisation of Professional Drivers Limited

The National Autograss Sport Association Limited

NORA 92 Limited

National Traction Engine Trust

The Royal Automobile Club Motor Sports Association Limited

Scottish Auto Cycle Union Limited

Youth Motorcycle Sport Association (YMSA) Limited

Although there is nothing in law that requires the organiser of an event taking place entirely on private land to obtain authorisation from anyone other than the landowner, the wise organiser looks beyond that and considers wider implications, such as risk to public and participants; health and safety considerations; insurance and other such matters. Since these bodies have well tried and tested codes of practice that applicants must agree to, seeking authorisation is a practical and sensible way of maintaining administrative and organisational standards.

It is worth understanding why these regulations exist when there is no compulsion to seek authorisation. In the 1990s, changes to the Road Traffic Act extended various offences such as careless and dangerous driving so that they applied on private ground to which the public has access just as they do on the public highway. An unintended consequence was that, for instance, racing in an Autograss meeting on private ground could render the participant liable to a charge of dangerous driving because the ground was open to the public for that occasion. In order not to stop entry-level motor sport dead, the government introduced the off road event regulations to remove the possibility of careless or dangerous driving charges under the conditions set out in those regulations. Thus it is clearly in the interests of a club organising an event during which participants are expected to drive, either by way of demonstration or competition, to obtain sanction from one of the authorising bodies.

2 THE STRUCTURE OF NASA

- 2.1 The National Autograss Sport Association Limited (NASA) is a Company Limited by Guarantee and is therefore governed by the company law applicable in England and Wales.
- 2.2 NASA is a not-for-profit organisation.
- 2.3 NASA's governing document is its Memorandum and Articles of Association, to which these By-Laws are subsidiary.
- 2.4 NASA is controlled by its "Full Members", who are defined by the Articles of Association as:
 - (a) One named individual appointed by each League, this appointment to stand until the member is withdrawn and replaced by the league, or until the League's membership of NASA is terminated.
 - (b) Any Honorary Members appointed under the conditions set out in the Articles of Association.
- 2.5 The day to day running of NASA is delegated to the Board of Directors, who are elected by the Full Members in accordance with the Articles of Association and the additional provisions of these by-laws.
- 2.6 Each League will also appoint delegates to a number of National Committees, the roles of which are defined in these By-Laws. These Committees are:
 - (a) The League Chairmen's, or League Representatives' Committee
 - (b) The League Scrutineers' Committee
 - (c) The League Marshals' Committee
 - (d) The League Safety Officers' Committee
- 2.7 Each League will comprise one or more Clubs. Clubs are "Affiliated Members" of NASA as defined in the Articles of Association and must comply with the conditions in section 3 of these By-Laws.
- 2.8 Each person wishing to participate in Autograss, as a competitor, mechanic, official or social member must obtain the appropriate NASA licence by taking out membership of an affiliated Club. Individual licence holders are "Associate Members" of NASA as defined in the Articles of Association.

2.9 All Leagues, Clubs and licence holders are bound by the rules of the Association, which comprise:

- (a) The Articles of Association
- (b) These By-Laws
- (c) The Members' Handbook, issued annually to all licence holders
- (d) The Vehicle Construction Rules and Regulations
- (e) Supplementary regulations issued for the National Championships

2.10 The respective roles and responsibilities of the "Full Members" and of the Board of Directors (referred to as "The Committee") are defined as follows by the Articles of Association:

Article 12 - Powers of the Committee

12.1 - Without prejudice to any provisions in these Articles, the Committee shall have the following powers:

- a the management of the business and control of the Association and in addition to the powers and authorities conferred upon the Committee, the exercise of all such powers and the doing of all such acts and things as may be exercised or done by the Association and which are not hereby or by the Act expressly directed or required to be exercised or done by the Association in General Meeting and shall, for the avoidance of doubt, have the right to fix, from time to time, all or any subscriptions payable by any or all classes of Members of the Association;*
- b to purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as the Committee may think fit;*
- c to borrow money, and to mortgage or charge its undertaking and property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party PROVIDED THAT the aggregate amount for the time being outstanding of monies borrowed or secured by the Association shall not at any time, without the previous sanction of the Members acting by way of ordinary resolution, exceed £5,000. However, no person dealing with the Association shall be concerned to see or enquire as to whether this limit is observed and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had, at the time when the debt was incurred or security given, expressed notice that the said limit had been or would be thereby exceeded;*

- d to appoint, at the Committee's discretion, remove or suspend such officers and other staff for permanent, temporary or special services as the Committee may, from time to time, think fit and to invest them with such powers as the Committee may think expedient and to determine their duties and fix the salaries or emoluments of such officers or other staff;*
- e to constitute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association;*
- f to refer any claims or demands by or against the Association to arbitration and to observe and to perform the awards;*
- g to make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association;*
- h from time to time to make or secure the making of all such regulations and standing orders as the Committee thinks proper with regard to the affairs and concerns of the Association and, from time to time, repeal and alter the same or make others in lieu thereof as may seem expedient provided that the same do not contravene any of the provisions herein contained and provided that no by-laws or regulations shall be made under this power which would amount to such an addition to or modification of these Articles as could only legally be made by a special resolution passed by the Members in accordance with the Act. All such regulations and standing orders for the time being in force shall be binding upon all Members until the same shall be varied or set aside by the Members acting by way of ordinary resolution. No Members shall be absolved from such by-laws by reason of not having received a notice of the same or of any alterations or additions thereto or having otherwise no notice of them;*
- i from time to time and at any time by power of attorney, appoint any trust, firm or person or body of persons whether nominated directly or indirectly by the Committee to be the attorney or attorneys of the Association and to delegate to such attorneys such powers as the Committee shall, in their absolute discretion, think fit (not exceeding those vested in or exercisable by the Committee under these Articles) and, for such period and subject to such conditions as they may think fit. Any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Committee may think fit;*
- j the Association may exercise the powers conferred by section 350 of the Act with regard to having an official seal for use abroad and such powers shall be vested in the Committee;*

- k to delegate powers within stated terms of reference to a management committee or to a standing committee as follows:*
 - i the management committee and/or other standing committees shall consist of such Directors and other persons as the Committee shall from time to time decide, and powers delegated to the management committee and/or standing committee shall be exercised in accordance with any regulations that may be imposed by the Committee. All acts and proceedings of the management committee and/or the standing committees shall be reported to the Committee fully and promptly;*
 - ii the Committee shall elect the chairman of any management committee and/or standing committee provided that such person appointed is a Director and if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may chose one of their number to be chairman of the meeting provided that such person shall also be a Director;*
 - iii any such management committee and/or standing committee shall meet and adjourn as it deems proper. Questions arising at any such meeting shall be determined by a majority of votes of the Directors present and, in case of an equality of votes, the chairman appointed at that management committee and/or standing committee shall have a second or casting vote but shall not have a casting vote under any other circumstances.*
- l to authorise the payment by the Association to the Committee of all or any out of pocket expenses reasonably incurred by them in the performance of their duties; and*
- m subject to these Articles and any provisions of the by-laws and the regulations of the Association from time to time, to do all such other acts as are conducive in the interests of the good management of the Association and the promotion of its objects.*

Article 5 – defining matters to be decided by the Members in general meeting

5.2 *The business of an annual general meeting shall comprise:*

- a the consideration and approval of the report and accounts presented by the Committee and the auditor’s report;*
- b the election of any Directors who sit upon the Committee of the Association;*
- c the election of such other officers as the Association may from time to time decide to appoint;*
- d the appointment and the fixing of the remuneration of the auditor or auditors of the Association; and*
- e the fixing of annual subscriptions due to be paid by Members (if any) in the event that any such decisions relating to subscriptions have not been taken by the Committee in accordance with Article 4.8.*
- f consider any other business, as submitted to the Secretary in writing up to 14 days before the meeting.*

3 AN AUTOGRASS CLUB

- 3.1 An Autograss Club will be an affiliated member of NASA as defined in the Articles of Association.
- 3.2 An Autograss Club must be a member of an Autograss League as defined in the Articles of Association.
- 3.3 All clubs must appoint a minimum of the following officials, whose details must be notified to NASA annually, or in the event of any change:
- (a) Chairman
 - (b) Secretary
 - (c) Treasurer
- 3.4 In addition any club applying for a permit to hold racing events must appoint and notify to NASA the following officials:
- (d) Chief Scrutineer
 - (e) Chief Marshal
 - (f) Safety Officer
- 3.5 A club must be constituted as a not-for profit organisation. A club may be an unincorporated association, or incorporated as a Company Limited by Guarantee, or adopt any other appropriate legal form.
- 3.6 A club must have a formal written constitution, which must be approved by the club's members in General Meeting. This constitution must at a minimum include:
- (a) Provision for the election of officers as above
 - (b) A requirement to maintain accounting records adequate to identify all income, expenditure, assets and liabilities.
 - (c) An internal disciplinary procedure that follows the guidelines set out in the NASA Members' Handbook.
 - (d) A statement that in the event of any conflict
 - (i) Between Club and League constitutions, the League will take priority
 - (ii) Between Club or League constitutions and NASA regulations, NASA regulations will take priority
- 3.7 A club will be responsible at all times for its own debts and commitments, with no recourse whatsoever to NASA.

3.8 A club must operate within the following guidelines:

- (a) A club may only be affiliated to one League.
- (b) A club may leave one league and join another league, on condition that this does not breach any of the conditions in Section 4 of these By-Laws, and on condition that no outstanding debts or obligations remain either to NASA or to the club's existing League.
- (c) A club may only change leagues after receiving the approval of the NASA board of Directors. Such a change will be effective on 1 January following the date of approval.
- (d) A club which changes leagues must then comply with the relevant conditions applicable to new clubs, set out in Section 5 of these By-Laws
- (e) If a club changes leagues, the affiliation fees payable in respect of that club for the following year (see Section 7) will be deducted from the fees payable by the old league and added to the fees payable by the new league.
- (f) In exceptional cases, a club may apply to NASA to leave its existing league and join another league, even though the geographical area of the league which it intends to join is not adjacent to the existing league area. If the move is approved by NASA, the club will be required to forfeit all rights to race/operate in its existing area and may only race/operate in its new area.

4 AN AUTOGRASS LEAGUE

- 4.1 A League will be responsible for promoting Autograss racing within an agreed geographical area. All clubs operating and/or staging racing events within the League's area will be required to be affiliated to NASA through membership of that League.
- 4.2 The geographical boundaries of a League's area may be adjusted from time to time by agreement with any neighbouring leagues affected and the NASA Board of Directors.
- 4.3 All Leagues must appoint a minimum of the following Senior League Officials, whose details must be provided to NASA annually, or in the event of any change:
 - (a) League Chairman
 - (b) League Secretary
 - (c) League Treasurer
 - (d) League Chief Scrutineer
 - (e) League Chief Marshal
 - (f) League Safety Officer
- 4.4 The League Chairman, League Chief Scrutineer, League Chief Marshal and League Safety Officer will by default be the officials entitled to attend and vote at their respective National Committee meetings (see By-Law 10). However, the League may appoint a League NASA Representative, NASA Scrutineering Representative or NASA Marshalling Representative to assume these roles.
- 4.5 Each of the above positions must be held by one named person.
- 4.6 A League may appoint additional officials without limit to perform local duties, but only the named individuals above will have the right to represent the League at NASA meetings and to receive official communications from NASA.
- 4.7 A League will be entitled to receive expenses in respect of the attendance of League Officials at NASA Committee Meetings. These expenses will be paid at the rate determined from time to time by the Board of Directors and will be calculated based on a nominal distance from the centre of the league's agreed geographical area to the meeting venue. In the case of two or more League officials attending meetings at the same venue on the same day, expenses will only be paid in respect of one return journey.
- 4.8 A League must be constituted as a not-for profit organisation. A League may be an unincorporated association, or incorporated as a Company Limited by Guarantee, or adopt any other appropriate legal form.

- 4.9 A League must have a formal written constitution, which must be approved by the League's members in General Meeting. This constitution must at a minimum include:
- (a) Provision for the election of officers as above
 - (b) A requirement to maintain accounting records adequate to identify all income, expenditure, assets and liabilities.
 - (c) An internal disciplinary procedure that follows the guidelines set out in the NASA Members' Handbook.
 - (d) A statement that in the event of any conflict
 - (i) Between Club and League constitutions, the League will take priority
 - (ii) Between Club or League constitutions and NASA regulations, NASA regulations will take priority.
- 4.7 A League will be responsible at all times for its own debts and commitments, with no recourse whatsoever to NASA.
- 4.8 A League will be responsible for the administration of its member clubs in respect of all matters affecting NASA.
- 4.9 A League will be responsible for maintaining discipline within the League and its affiliated clubs. A League may be asked to account to the NASA Board of Directors in respect of any disciplinary action taken, or in respect of incidents giving rise to potential disciplinary action that occur at events held within that League.
- 4.10 A League will be entitled to nominate competitors to represent that League at the National Championships. Detailed procedures regarding the National championships are documented in "The National File", a copy of which will be issued annually to all leagues.
- 4.11 If at any time a League does not have a minimum of one club within the League that is either currently organising race meetings (in its own name or participating in league-organised events) or actively seeking a race venue, the NASA Board of Directors may cancel the League's membership of NASA or require the League to be merged with a neighbouring League.
- 4.12 The NASA Board of Directors may also recommend the merger of two neighbouring Leagues in circumstances where the Directors consider that at least one of the leagues concerned is not sustainable as a separate entity. The Directors' recommendation will only be implemented if agreed by the two leagues concerned.

5 FORMATION OF NEW CLUBS

- 5.1 Applications for the forming of a new club must be made in writing to the NASA Secretary.
- 5.2 Upon receiving the application the Secretary will request all relevant details of the proposed club, which will be tabled for consideration by the Board of Directors.
- 5.3 The Directors will contact any existing club and league which is considered to be potentially affected by the formation of the new club, requesting their comments.
- 5.4 New clubs will be expected to apply to join an existing league, except in exceptional circumstances due to geographical isolation.
- 5.5 After considering the application and any other representations, the Directors will decide whether to accept or reject the application.
- 5.6 A new club will not be accepted if it is felt that it would adversely affect existing clubs.
- 5.7 A new club will be charged an initial joining fee of £100. This fee may be waived in the case of an existing club splitting into two or more operational clubs, when the normal method of affiliation fees will apply.
- 5.8 A new club will select a maximum of two letters to be used as a prefix for race car identification. These letters may not be the same as is currently used by clubs or that would be confused with those already used. The final decision in the allocation of the club prefix will be made by the Directors.
- 5.9 Upon acceptance of a new club, that club will be given all the paperwork necessary to start operating and a Director may attend a meeting to offer advice.
- 5.10 New clubs will only be accepted on the condition that they undertake to organise a minimum of three race meetings a year at their own venue. If the club fails to fulfil these conditions, the club must re-apply to the Directors who will have the discretion whether or not to allow the club to continue as an affiliated member of NASA.
- 5.11 A new club must have its track and venue inspected before an event permit is issued.
- 5.12 A new club must include the words "Autograss Club" within its name. Existing clubs may be exempted from this requirement for heritage reasons.

6 FORMATION OF NEW LEAGUES

- 6.1 Applications to form a new League must be made in writing to the NASA Secretary and will be referred to the Board of Directors for consideration and approval in line with the procedures for new clubs (Section 5).
- 6.2 A new league will be accepted only if the following conditions apply:
- (a) The proposed new League must serve a geographical area which is not served by any existing League.
 - (b) In exceptional circumstances an application may be considered to split an existing league. Such an application will only be considered in circumstances where the geographical area covered by the existing league is accepted to be causing hardship to the League's clubs and their members.
 - (c) There must be a minimum of two clubs in the League.
 - (d) Each club must have a venue and intend to run a minimum of three race meetings a year.
 - (e) Each club must have sufficient members to be considered viable.
 - (f) The league must have a minimum of 100 members, of which a minimum of 75 will be registered as drivers.
 - (g) The league committee will be formed of an equal number of members from each club for the first year.
 - (h) A new league must comply with all the conditions of a league as detailed in Section 4 of these By-Laws
- 6.3 In circumstances where a new League is proposed that will open up a new geographical catchment area to Autograss racing, the Directors will have the discretion to waive requirements (c) to (g) above.
- 6.4 A new league must include the name of its area, or another appropriate geographical reference subject to the approval of the Directors, and the words "Autograss League" within its name. Existing leagues may be exempted from this requirement for heritage reasons.

- 6.5 In its first year of operation a new league will be accepted on a probationary period. The League will be subject to the following restrictions during that year:
- (a) The League will be encouraged to send delegates to the National Committee meetings, but the League's delegates will not have voting rights.
 - (b) The league will not be permitted to nominate a Full Member of NASA
 - (c) The League will not receive an allocation of competitor places for the Men's National Championships. However, the League's members will be encouraged to enter the Ladies' and Juniors' National Championships.
- 6.6 At the end of its first year of operation, the Directors will review the performance of the new league and will have the discretion either to admit the new league on a full membership basis, to extend the probationary period for a further year, or to terminate the new league's membership.
- 6.7 The admission of a new league on a full membership basis must be approved by the Full Members of NASA in General Meeting and will be effective from the following 1 January.
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7 CLUB AND LEAGUE AFFILIATION FEES AND RECHARGES

- 7.1 NASA's operating costs will be financed by Affiliation Fees paid annually by each Club and League, and an annual Registration Fee in respect of each affiliated club.
- 7.2 Affiliation fees will be set annually by the Board of Directors. The fee will be expressed as an amount per licence holder, which a scale of charges applying to the various categories of licence. The fee charged to each club will be calculated based on that club's confirmed membership for the preceding year.
- 7.3 Registration fees will be set annually by the Board of Directors and will be a flat rate applied to all affiliated clubs.
- 7.4 NASA will in addition recharge insurance premiums to each Club and League. These recharges will be calculated to recover in full the annual insurance premiums paid by NASA in respect of:
- (a) Public and employers' liability relating to racing events held under NASA event permits only;
 - (b) Public liability cover for competitors and officials;
 - (c) Directors' and Officers' liability for club and league officials;
 - (d) Personal accident cover for competitors and officials;
 - (e) Cover for specified club and league equipment.
- Leagues will be advised annually of the details of cover provided by NASA insurances. The method of apportioning the premium recharges will be determined annually by the Board of Directors and advised to Leagues prior to being invoiced.
- 7.5 All fees and recharges will be invoiced in advance at the beginning of each racing season. Insurance recharges will be subject to subsequent adjustments in respect of cancelled or additional racing events.
- 7.6 By default these fees and recharges will be charged to Leagues, who will then have the responsibility to recover the fees as appropriate from the affiliated clubs within each league. However, Leagues will have the option to make an election in writing to the NASA Treasurer for these fees to be charged directly to the clubs within their league. Such election must be received by the NASA Treasurer on or before 31 January of the year in which it is to be effective, and must be renewed annually.
- 7.7 Leagues and clubs will be offered the option of paying these fees and recharges in a single advance payment, or in instalments payable before specified due dates.

8 ELECTION OF BOARD OF DIRECTORS

- 8.1 The number of directors to hold office at any one time will be determined by the Board, subject to the maximum and minimum number laid down in the Articles of Association.
- 8.2 Directors will hold office for a maximum of three years before being required to retire by rotation at the next Annual General Meeting, in accordance with the Articles of Association.
- 8.3 All retiring directors seeking re-election, and all new candidates for election to the Board, must deliver the following to the Company's Registered Office a minimum of 40 clear days before the date of the Annual General Meeting:
 - (a) A signed declaration of willingness to be elected, or re-elected, as a director;
 - (b) Nominations from a proposer and seconder, who must both be full members of the Company;
 - (c) A "Curriculum Vitae" of the candidate, in an appropriate form to be circulated to the full members of the Company.
- 8.4 Should the number of candidates standing for election or re-election to the Board at an Annual General Meeting be less than or equal to the number of declared vacancies, voting will be conducted as follows:
 - (a) A separate resolution for the election or re-election of each candidate will be put to the meeting;
 - (b) All candidates receiving more votes "for" than votes "against" the resolution for their election will be deemed to be elected;
 - (c) In the event of an equal number of votes "for" and "against" the election of a candidate, a second vote will be taken. Should the second vote fail to resolve the tie, the appointed Chairman of the meeting will have a casting vote.
- 8.5 Should the number of candidates standing for election or re-election to the Board at an Annual General Meeting be greater than the number of declared vacancies, voting will be conducted as follows:
 - (a) A separate resolution for the election or re-election of each candidate will be put to the meeting;
 - (b) Any candidates receiving more votes "against" than votes "for" the resolution for their election will be excluded from the election;

- (c) The remaining candidates receiving the highest number of votes "for" the resolution for their election will be deemed to be elected.
 - (d) In the event of an equal number of votes "for" the election of two or more candidates, a second vote will be taken between those candidates. Should the second vote fail to resolve the tie, the appointed Chairman of the meeting will have a casting vote.
- 8.6 No director may also be nominated by a League as a Full Member of the Company, except that a newly elected director who holds an existing position as a League Representative/Full Member, may retain both positions for a transitional period not exceeding one year.
- 8.7 No director may also be a director or principal involved in the organisation or promotion of any NASA approved Autograss Championship or Series.
- 8.8 Any director who is removed from office by the members under section 15.5 of the Articles of Association may not stand for re-election until the first Annual General Meeting after three full years have passed since the removal from office.
- (Note: Section 15.5 of the Articles states "The Association may by ordinary resolution, for which special notice shall not be required, remove any Director before the expiration of his period of office").*
- 8.9 Any director who resigns from office as a result of breaching the Board's code of conduct and confidentiality, or as a result of any conflict of interest, may not stand for re-election until the first Annual General Meeting after three full years have passed since the resignation.
- 8.10 Should any director be deemed, by a majority resolution of the Board, to have been in serious breach of the Board's code of conduct and confidentiality, or to have failed to declare a conflict of interest, that director will be requested to offer his or her resignation. If the director fails to comply within 14 days, the Board will refer the decision to the members by calling an Extraordinary General Meeting at the earliest opportunity.

SECTION 9 - ELECTION OF NASA OFFICIALS

9.1 Elected NASA Officials

The following NASA officials will be elected at the Association Annual General Meeting and will hold office until the next Annual General Meeting:

- (a) Association Chairman ("The Chairman of the League Representatives' Committee")
- (b) Association Vice-Chairman ("The Vice-Chairman of the League Representatives' Committee")

The following NASA officials will be elected at the Association Annual General Meeting and will hold office until for up to a three year term:

- (c) NASA Scrutineers (up to three positions)
- (d) NASA Chief Marshal
- (e) NASA Assistant Chief Marshals (up to three positions)
- (f) NASA Safety Officers (up to three positions)

9.2 Appointment of other NASA officials

The following NASA officials will be appointed by the Board of Directors and will hold office until such time as they are replaced by the Board:

- (a) Company secretary
- (b) Association secretary
- (c) Treasurer
- (d) Registration co-ordinator
- (e) Race permit co-ordinator
- (f) Board minutes secretary
- (g) Webmaster

The above positions may be held by a director or non-director.

The following position will be appointed by the Association Chairman

- League Chairmen's committee secretary ("minutes secretary")

The following position will be appointed by the NASA Marshals' Committee

- Marshals' committee secretary

The following position will be appointed by the NASA Scrutineers' Committee

- Scrutineers' committee secretary

The following position will be appointed by the NASA Safety Officers' Committee

- Safety Officers' committee secretary

The following positions will be appointed by the Registration Co-ordinator

- Registration secretaries (number of positions to be determined by need)

9.3 Candidates for election, or re-election, to any of the positions listed in 9.1 above must be nominated in accordance with the procedure for candidates for the Board of Directors (By-Law 8.3).

9.4 (a) All candidates for election to positions listed in 9.1 above must be subject to election by the members of the League Representatives Committee. To be appointed a candidate must receive more votes for than votes against his or her appointment. In the case of a tie, the chairman of the meeting at which the vote is taken shall have a casting vote.

(b) If there are more than more candidates than available positions for any of the above roles, the candidate(s) receiving the highest number of votes will be deemed to be appointed.

9.5 Candidates for the position of NASA Chairman or Vice Chairman must be either:

(a) The serving NASA Chairman, or

(a) The serving NASA Vice Chairman, or

(b) A serving League Chairman or League NASA Representative.

Following the election of the NASA Chairman and Vice Chairman, the elected officials will be expected to stand down as the representatives and Full Members for their nominating leagues, which will then be entitled to nominate replacement representatives and Full Members.

9.6 Candidates for the position of NASA Scrutineer must be either:

(a) A serving NASA Scrutineer, or

(b) A serving League Chief Scrutineer or NASA Scrutineering Representative

9.7 Candidates for the position of NASA Chief Marshal or Deputy Chief Marshal must be either:

(a) A serving NASA Chief Marshal, or Deputy Chief Marshal

(b) A serving League Chief Marshal or NASA Marshalling Representative

9.8 Candidates for the position of NASA Safety Officer must be either:

- (a) A serving NASA Safety Officer
- (b) A serving League Safety Officer or NASA Safety Representative

9.9 If there are insufficient candidates for one or more of the above positions, the Board of Directors may at their discretion either:

- (a) Fill the vacant positions with a nominee of the Board, or
- (b) Determine a date for a second election to fill the vacant position(s) and set an appropriate extended period for nominations to be received.

9.10 The positions listed in 9.1 (c), (e) and (f) are intended to be held jointly by up to three elected officials subject to the following:

- (a) The joint office holders will be responsible for nominating one of their number to chair any National Committee meeting (see Sections 10 to 15)
- (b) On an occasion that requires a single named official (for example Chief Marshal for a National Championship event) the joint office holders will be responsible for nominating one of their number to assume that position.
- (c) The joint office holders will be required to stand for re-election on a cyclical basis – i.e. one of the holders of each office will require re-election each year. This means that each individual holder of these joint offices will be elected for a maximum of a three year term.

10 NATIONAL COMMITTEES

10.1 The Board of Directors will be supported in the day to day governance of the sport by four National Committees comprised of representatives of each current League.

- (a) The League Chairmen's Committee
- (b) The League Scrutineer's Committee
- (c) The League Marshals' Committee
- (d) The League Safety Officers' Committee

10.2 The role of these committees will be

- (a) To act as a channel of communication between Associate Members and those responsible for the governance of the sport;
- (b) To ensure that due consideration and discussion is given to matters raised by Leagues on behalf of their affiliated clubs and individual licence holders;
- (c) To provide a forum for senior League officials to share knowledge and opinions;
- (d) To make recommendations to the Board of Directors concerning matters within that committee's remit;
 - (i) Members of the National Committees will understand that the Board of Directors has delegated power to deal with all matters connected with the day to day running of the Company and the Association. The Board of Directors is the sole rule-making body. The National Committees may advise the Board and may make recommendations, but the Board will not necessarily be bound by such recommendations.
 - (ii) Members of the Board will understand in turn that the National Committees are set up to be representative of the views of the wider membership. Therefore, although the Board has delegated authority to accept or reject any recommendation from the National Committees, the Board has a moral duty to give due consideration to the wishes of the membership, so expressed.
- (e) To provide feedback and advice to the Board of Directors on all matters concerning the governance, conduct and promotion of Autograss racing.

10.3 Terms of reference applicable to all NASA National Committees

- (a) Each committee will appoint a Secretary to serve until such time as the committee resolves to remove or replace its secretary.
- (b) The committee will be expected to hold a full meeting of its members at least every two months and it is recommended that meetings are held at least monthly.
- (c) Meetings may be held, at the committee chairman's discretion, either at a physical location or via a suitable online medium. It is recommended that meetings during the racing season should be held online.
- (d) It is recommended that committee members should be given a minimum of 7 days' notice of online meetings and 14 days' notice of physical meetings.
- (e) Meetings may be held at shorter notice, but this will require the consent of at least 75% of the members entitled to vote in the meeting.
- (f) Meeting dates will be set by the committee chairman. However, members comprising at least 20% of the current members entitled to vote in the committee may, by written request to the committee secretary, demand that a meeting should be held. At least 14 days' notice must be given of a meeting so called.
- (g) Items to be included on the agenda for meetings of these committees must be:
 - (i) Submitted at least 7 days before the meeting to the committee secretary.
 - (ii) Confirmed in writing by a registered League Official.
 - (iii) There will be no formal restrictions on the subjects that may be discussed at meetings of these committees. The committee chairman will make the final decision on the inclusion of any specific item on the agenda and may refer an item to be discussed by a different committee if considered more appropriate
- (h) Each league nominated voting member will have one vote within the committee. Leagues may nominate a substitute member for a specific meeting but must advise the committee secretary of the substitution prior to the designated start time of the meeting.
- (i) The committee chairman, or person acting as chairman for the specific meeting, will have no vote other than a casting vote as in (i) below.

- (j) Any votes taken within the committee shall be decided by a simple majority. In the event of a tied vote the committee chairman, or person acting as chairman for the specific meeting, will have a casting vote.
- (k) The committee secretary will be responsible for providing minutes to the NASA Association Secretary within 7 days of each meeting. The NASA Association Secretary will be responsible for obtaining board approval for the minutes to be circulated and for circulating minutes to (i) all members of the committee concerned (ii) all members of the league chairmen's committee (iii) all Board members.
- (l) If considered necessary on grounds of practicality, meetings may be held that are restricted to representatives from leagues in a specified geographical area or another sub-group of committee members. When such meetings are held, minutes must be circulated via the NASA Association Secretary to all league representatives and board members.
- (m) The members nominated to these committees by their Leagues will be deemed to have delegated authority to speak and vote at meetings on behalf of their leagues. However, if a majority of members present at a committee meeting consider it appropriate, discussion or voting on a specific issue may be deferred to allow members to refer back to their Leagues.
- (n) Any member of the Board of Directors may attend these committee's meetings at the invitation of the Committee Chairman. A Director may speak at the meeting at the invitation of the Chairman, but may not vote. The Chairman may determine whether a particular Director should be present for the whole meeting or only for specific agenda items.

11 THE LEAGUE REPRESENTATIVES' COMMITTEE

- 11.1 The members of this committee will be the named NASA Representatives for each League. This will by default be the League Chairman but will include any person nominated by the League as a full Member of the Company, in accordance with the Articles of Association.
- 11.2 Although the committee will comprise Full Members of the Company, its meetings will not be regarded as General Meetings of the Company unless the meeting has been called as an annual General Meeting or Extraordinary General Meeting, in accordance with the Articles of Association.
- 11.3 At any meeting other than a Company General Meeting, it is permitted for a League to nominate a substitute member to attend one or more of the committee meetings and to assume the right to speak and vote on behalf of that League. The nomination of a substitute member must be confirmed in writing by a registered League Official and advised to the committee chairman prior to the commencement of the meeting. No substitute members may vote in Company General Meetings, which are meetings of Full Members called in accordance with the Company Articles of Association. In such meetings, the rules for Proxy voting contained in the Articles of Association will apply.
- 11.4 Any meeting other than a Company General Meeting will be chaired by the NASA Chairman, or in his absence the NASA Vice-Chairman. If neither the Chairman nor NASA Vice-Chairman is present within 15 minutes of the stated start time of the meetings, the members present may elect one of their number to chair the meeting. A Company General Meeting will be chaired by a Director selected by the Board, in accordance with the Articles of Association.

12 THE LEAGUE SCRUTINEERS' COMMITTEE

- 12.1 The members of this committee will be the named NASA Scrutineering Representatives for each League. This will by default be the League Chief Scrutineer but a League may nominate another person to represent the league on this committee.
- 12.2 It is permitted for a League to nominate a substitute member to attend one or more of the committee meetings and to assume the right to speak and vote on behalf of that League. The nomination of a substitute member must be confirmed in writing by a registered League Official and advised to the committee chairman prior to the commencement of the meeting.
- 12.3 Meetings will be chaired by any one of the elected NASA Scrutineers. Should these positions currently be unfilled meetings may be chaired by the Board's nominated Director for Scrutineering.

13 THE LEAGUE MARSHALS' COMMITTEE

- 13.1 The members of this committee will be the named NASA Marshalling Representatives for each League. This will by default be the League Chief Marshal, but a League may nominate another person to represent the league on this committee.
- 13.2 It is permitted for a League to nominate a substitute member to attend one or more of the committee meetings and to assume the right to speak and vote on behalf of that League. The nomination of a substitute member must be confirmed in writing by a registered League Official and advised to the committee chairman prior to the commencement of the meeting.
- 13.3 Meetings will be chaired by any one of the elected NASA Chief or Deputy Chief Marshals. Should these positions currently be unfilled meetings may be chaired by the Board's nominated Director for Marshalling.

14 THE LEAGUE SAFETY OFFICERS' COMMITTEE

- 14.1 The members of this committee will be the named NASA Safety Representatives for each League. This will by default be the League Safety Officer, but a League may nominate another person to represent the league on this committee.
- 14.2 It is permitted for a League to nominate a substitute member to attend one or more of the committee meetings and to assume the right to speak and vote on behalf of that League. The nomination of a substitute member must be confirmed in writing by a registered League Official and advised to the committee chairman prior to the commencement of the meeting.
- 14.3 Meetings will be chaired by any one of the elected NASA Safety Officers. Should these positions currently be unfilled meetings may be chaired by the Board's nominated Director for Safety.

15 NASA MEETINGS

- 15.1 Company meetings shall be called, and their proceedings shall be governed, in accordance with the relevant sections of the Articles of Association. Company meetings are defined as:
- (a) The Annual General Meeting of the Company
 - (b) Any Extraordinary General Meeting of the Company.
 - (c) Meetings of the full Board of Directors
- 15.2 Meetings of the National Committees shall be called, and their proceedings shall be governed, in accordance with Sections 10, 11, 12, 13 and 14 of these by-laws.
- 15.3 No audio or visual recording of the proceedings of any formal NASA meeting is permitted.

16 COMMUNICATION WITHIN NASA

- 16.1 The diagram appended to these By-Laws shows the normal communication channels within the Association. It is intended as a guide to show that problems or views should go through certain channels, e.g. if a club member wants a certain rule change, they can approach their club committee; if they agree they can then approach their league committee, who can if they wish approach the League Chairmen's committee who can recommend a change to the Directors, through their chairman.
- Another route is via the Scrutineers or Marshals' and Safety Officers' committees for construction and marshalling rules.
- 16.2 Club problems should be resolved at club level: if that is not possible they should approach their league. If the league feels that they are in need of help, they should then approach NASA.
- 16.3 Matters relating to disciplinary procedure are dealt with under the disciplinary guidelines contained within the Members' Handbook.
- 16.4 Irrespective of the documented structure, there is a direct route for club members, club committees and league chairmen to approach the Directors. Approaches made via this route may get forwarded to another committee to deal with.

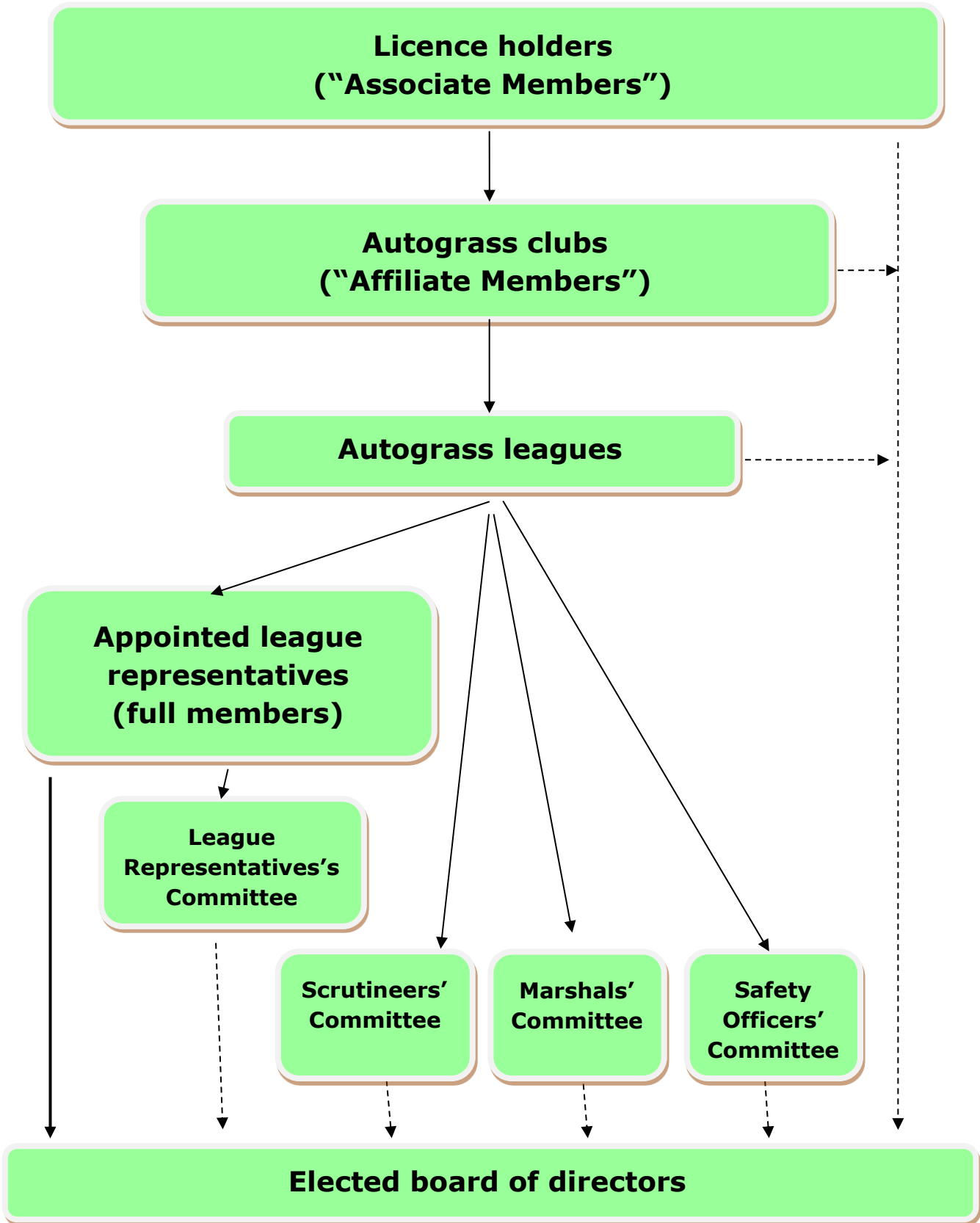
17 DISCIPLINE

- 17.1 All disciplinary actions, whether implemented by the Board of Directors or at League or Club level, must be carried out in accordance with the guidelines laid down in the Members' Handbook.

18 NASA TRADEMARK AND COPYRIGHT

- 18.1 No organisation other than an approved Club or League is permitted to use the registered trademark "Autograss" without the express written authority of the NASA Board of Directors.

THE MANAGEMENT STRUCTURE OF NASA



Solid lines/arrows above denote a controlling relationship (by appointment or election)

Dotted lines/arrows denote an advisory relationship or line of communication.