

**2007**

**MTA Rules**

**October 2007**

The MTA Rules and Bylaws are available on the MTA Website -  
[www.mta.org.nz/rules](http://www.mta.org.nz/rules)



**Rules  
of the  
Motor Trade Association (Incorporated)**

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**Rules  
of the  
Motor Trade Association (Incorporated)**

**All these Rules will be construed with reference to the Incorporated Societies Act 1908 and its amendments and any regulations made there under.**

**1. Name**

The name of the Association is Motor Trade Association (Incorporated) (MTA).

**2. Vision and Mission Statements**

The Board shall approve Vision and Mission Statements from time to time.

**3. Objects**

The objects of the Association are to:

- assist members to add value to their businesses;
- promote and encourage ethical conduct amongst members;
- prescribe and enforce Standards relating to members and how they conduct their business;
- enhance the professional standing of the Association's members;
- secure and maintain public recognition of the Association for the benefit of its members and of the community;
- conduct, promote and assist with activities related to the motor industry;
- institute, promote and support, or oppose, legislative or other measures or proceedings affecting the interests of the industry;
- carry out any other related activities that are in the interests of the industry;
- protect and manage the assets of the Association, including finances, investments, trade marks and/or intellectual property;
- form entities for the purpose of acquiring, holding and dealing in land, buildings and property, real and personal, of any kind whatsoever and to acquire, hold and deal in the shares of any such companies or any other limited liability company and to accept any debentures and debenture stock issued by such companies.

**4. Rules, Bylaws and Policies**

**4.1 Rules**

These Rules are supported by Bylaws and Policies.

These Rules may only be amended by a majority vote at a Special General Meeting of the Association convened for that purpose of which at least 30 days notice shall be given.

Any alterations, amendments, additions or deletions approved at such a meeting shall be deemed to become effective from the time they have been accepted by the Registrar of Incorporated Societies.

## **4.2 Bylaws**

- Bylaws support the Rules and provide detail, processes and authorities and may be amended by the Board after consultation with members.
- The Board has the power to set, amend and revoke Bylaws as follows:
  - At least 30 days notice in writing must be given to all members of the intent to set, propose, amend or rescind a Bylaw. This notice will include:
    - ~ The actual wording
    - ~ The purpose
    - ~ An explanation, if required,
    - ~ The date from which it will take effect
    - ~ The process for providing comment and feedback, including closing date, and address to which comment and feedback should be sent.
- After the closing date the Board shall give full consideration to all comment/feedback received, and may, if it thinks fit, make necessary alterations.
- The Board shall confirm, by notice in terms of Rule 10, any alteration, the proposed Bylaw, amendment and/or rescission, and the date from which it takes effect.
- Subject only to the requirement to consult, the decision of the Board in relation to setting, amending and revoking a Bylaw is final and binding on members.

## **4.3 Policies**

- Policies support the Rules and Bylaws and describe how they are administrated.
- The Board has the power to set, amend and revoke Policies.

## **4.4 Binding on Members and Interpretation**

All Rules, Bylaws and Policies are binding on members.

Should any doubt arise concerning the interpretation of any Rule, Bylaw or Policy for the time being in force, the decision of the Board by way of resolution shall be conclusive and binding on all members of the Association. Such decisions will be advised to members in a manner provided for in Rule 10.

## **4.5 Source of Rules, Bylaws and Policies**

All Rules, Bylaws and Policies are available for inspection at National Office.

## **5. Seal**

The Association shall have a seal bearing the words "Motor Trade Association (Incorporated)" which shall be fixed to all deeds and documents required to be sealed and to all notices required to be authenticated. The seal shall be kept at the registered office of the Association in the custody of the Chief Executive Officer and shall be affixed by him/her in the presence of one Board Member.

## **6. Financial**

### **6.1 Financial Year**

The financial year of the Association shall end on June 30.

### **6.2 Auditor**

An Auditor shall be appointed at every Annual General Meeting as recommended by the Board.

## **7. Membership**

### **7.1 Eligibility**

Any business directly and actively engaged in a motor industry or related business or activity and meeting the Association's Standards as approved by the Board shall be eligible to apply for membership.

### **7.2 Types And Categories**

The Association has various membership types with various categories as determined by the Board and defined in the Bylaws. Membership types include:

#### **7.2.1 General Member**

Any business directly and actively engaged in a motor industry business or service. A General Member may qualify for more than one category membership.

#### **7.2.2 Corporate Member**

Any businesses directly and actively engaged in a motor industry business or service but are larger corporations – may be international or national, may not be a franchisee (franchised sites have to apply in their own right).

#### **7.2.3 Associate Member**

Any individual directly and actively engaged in a motor industry business or service e.g. employees (and who do not qualify as a Corporate or General Member).

#### **7.2.4 Affiliate Member**

Allied and/or provides services to the motor industry e.g. trainers.

#### **7.2.5 Life Member**

Life Membership may be conferred on any person as a recognition of special services rendered to the Association but such membership shall not extend to his/her business.

Life Members shall be sponsored and nominated by the Board and shall be elected only at an Annual General Meeting of the Association.

#### **7.2.6 Honorary Member**

Honorary Membership may be conferred on any person or corporation nominated by the Board.

Honorary Members shall be sponsored and nominated by the Board and shall be elected only at an Annual General Meeting of the Association.

### **7.3 Standards**

All General, Corporate and Associate Members must comply with all relevant Association Standards.

Breaches of Standards may be referred to the Board to consider the appropriate action.

The Standards are available as described in the Bylaws.

### **7.4 Application**

All applications for membership must be made in writing on the Association's official membership form together with relevant fees.

The Board shall have the power to either grant or refuse membership, without having to give reason.

## **7.5 Entitlements**

General Members are entitled to all benefits of membership. However, only one representative of a General Member who is financial is entitled to:

- one vote per membership;
- nominate and/or be eligible to hold office.

Corporate, Associates, Affiliates, Life and Honorary Members are entitled to membership benefits as approved by the Board, however they will not be entitled to voting rights nor be eligible for election.

## **7.6 Representation**

More than one person may represent each membership within the Association. Each representative shall be an owner, partner, trustee, shareholder, director or employee of the member, but only one representative shall be entitled to vote (voting representative).

## **7.7 Membership Termination**

### **7.7.1 Resignation**

Any member may, at any time resign from the Association by giving notice in writing to the Chief Executive Officer. That resignation shall take effect from the date of the notice or such later date as is specified in the notice. The member shall be liable for and required to pay any subscription and/or other payments, which may be due and unpaid at the date of resignation.

### **7.7.2 Unfinancial**

Any member whose subscription and/or levy(ies) is outstanding in terms of Rule 11 and who remains in default for a period of more than 7 days after having been given notice of such default by National Office may be resigned by the Board and removed from the Register of Members.

Any such member shall continue to be liable for all arrears of subscription and / or any other monies due by that member to the Association, which are due and unpaid at the time of his/her removal.

### **7.7.3 Misconduct**

The Board may, at its sole discretion, censure a member, or suspend or cancel the membership of any member for misconduct, as defined in the Bylaws, provided that the member shall first be given the opportunity to show just cause why they should not be censured, or why their membership should not be suspended or cancelled (subject to the Board's right to immediately suspend the membership of any member under urgency pending an investigation into the complaint against that member).

### **7.7.4 Recourse**

Should a member not comply with the Rules, Bylaws and/or Policies on termination of membership then the Board may undertake the following remedies:

- issue an injunction
- claim damages
- claim any unpaid monies (including subscriptions and claims against the Customer Promise Fund)
- claim costs for recovery or removal of infringing items (e.g. signage, stationery etc)
- claim legal and related costs.

#### **7.7.5 Appeal**

Any member aggrieved by the Board's decision in applying Rule 7.7.3 may appeal, in writing, within 14 days of the Board's notice, to the Board for review of its decision by the Appeals Authority. Any decision of the Appeals Authority shall be final and binding upon the Board and the member.

#### **7.8 Register Of Members**

The Chief Executive Officer shall keep a Register of Members.

Members shall promptly notify the Chief Executive Officer in writing of changes of address and any other particulars. Such Register shall be conclusive evidence as to all matters relating to membership.

The Register of Members shall be confidential to the Association and not provided to any outside organisation without the prior consent of the Board.

### **8. Appeals Authority and Disciplinary Committee**

#### **8.1 Appeals Authority**

There will be an Appeals Authority whose role is to hear appeals referred by the Board under Rule 7.7.5.

The Appeals Authority shall:

- Consist of the President and three other people selected by the President from a list of nine people. The list of nine people shall be appointed at every Annual General Meeting as recommended by the Board.
- Be convened by the President at the earliest opportunity provided the member shall be given reasonable time to attend.
- Conduct its own procedures as provided for in the Bylaws.

#### **8.2 Disciplinary Committee**

The Board will appoint a Disciplinary Committee to which the Chief Executive Officer may refer complaints of misconduct against a member for consideration and recommendations by the Disciplinary Committee.

The Board is not bound by the recommendations of the Disciplinary Committee.

The Disciplinary Committee's composition and duties are set out in the Bylaws.

### **9. Use Of MTA Brand/Logo**

All General Members shall display the Association's approved brand/logo/sign in a style, manner and position as defined in the Bylaws.

Other Membership types may display the Association's approved brand/logo/sign in the manner prescribed by the Board in the Bylaws.

All signs, trade marks and intellectual property remain the property of MTA.

Any member who has resigned or has had their membership terminated shall at the member's expense immediately remove and return to MTA any signage owned by MTA and immediately cease the use and display of any MTA brand/logo/sign and/or material.

### **10. Notices**

Notice to members may be sent by newsletter, general circular, electronic communication (including email and facsimile) or any other medium that is in common practice at the time, to their contact details shown on the Register of Members.

Electronic Notice is deemed to have been given immediately once it is sent. Any other notices are deemed to have been given on the second business day following the day it was sent.

## **11. Subscriptions And Levies**

All members, except Life and Honorary members, shall pay to the Association an annual subscription, as determined by the Board.

In addition to the annual subscription the Board may in any year impose a levy(ies) to be paid by any or all of the members or categories of members or branches. The due date for payment, terms and conditions of annual subscription and such a levy(ies) will be determined and specified in the Bylaws.

## **12. Board of Directors**

The Association has a Board of Directors (Board).

### **12.1 Board**

The Board must comprise:

- A President, and
- A Vice President, and
- Four Elected Directors, and
- Two Appointed Directors.

In addition, the Board may comprise:

- One Optional Director

The President, Vice President, four Elected Directors, two Appointed Directors and one Optional Director shall be collectively “the Board members” and will be elected or appointed as follows:

- The President, Vice President and four Elected Directors will be elected by General Members.
- The two Appointed Directors will be appointed by a majority decision of the President, Vice President and Elected Directors.
- The one Optional Director may be appointed by a majority decision of the President, Vice President and Elected Directors at their discretion.

### **12.2 Eligibility**

#### **12.2.1 President and Vice President**

To be eligible for election to the President or Vice President positions on the Board the nominee:

- Must be a current Board member or have served on the Board within the three years immediately prior to the Annual General Meeting at which elections for the position of President or Vice President are being held, and
- Must be nominated and seconded by a General Member, and
- Must be over the age of eighteen years, and
- Be a fit and proper person.

The President and Vice President are elected annually at the Annual General Meeting and shall hold office for a one-year term. They are eligible for re-election but may serve no more than three consecutive terms.

### **12.2.2 Four Elected Directors**

To be eligible for election to one of the four Elected Director positions on the Board the nominee:

- Must have served for at least six months as an elected officer of the Association i.e. Committee or Branch Executive; and
- Must be nominated and seconded by a General Member, and
- Must be over the age of eighteen years, and
- Be a fit and proper person.

The Elected Directors will be elected at an Annual General Meeting for a two-year term. They are eligible for re-election and may serve up to three consecutive two-year terms, unless elected as President or Vice President in which case they may serve up to three consecutive one-year terms as President or Vice President.

### **12.2.3 Two Appointed Directors**

- One of the two Appointed Directors must be a General Member
- The other Appointed Director may not necessarily be a General Member and need not be a financial member

To be eligible for appointment as an Appointed Director appointees:

- Must be over the age of eighteen years, and
- Be a fit and proper person

The Appointed Directors shall be appointed within 28 days of the Annual General Meeting for a one-year term and may be re-appointed annually and may serve an unlimited number of terms.

### **12.2.4 Optional Director**

To be eligible for appointment as an Optional Director, the appointee:

- may not necessarily be a General Member and need not be a financial member
- Must be over the age of eighteen years, and
- Be a fit and proper person.

Any Optional Director may be appointed at any time for a one-year term and may be re-appointed annually and may serve an unlimited number of terms.

During their term Board members may not hold office as an elected Committee Member, Branch President or Branch Vice President.

During their term the Board members must not hold office on any other motor industry organisation unless appointed by or with the prior approval of the Board.

The President shall, ex officio be a member of all Committees.

### **12.3 Term of Office**

The term of office for the President, Vice President and Elected Directors shall expire immediately after the announcement of the newly elected President, Vice President and Elected Directors at the Annual General Meeting.

Continuing Board members will remain in office until the expiration of their term, unless removed earlier.

If a Board member leaves the industry he/she may retain his/her position on the Board if invited to do so by resolution of the Board.

### **12.4 Vacancies between Elections**

Any vacancy that may occur in the office of the President or Vice President during a term of office shall be filled from within the Board and any such replacement President or Vice President shall hold office on a temporary basis until the next Annual General Meeting.

Any vacancy that may occur amongst the Elected Directors during a term of office may be filled by Board appointment and any replacement Elected Director shall hold office until the end of the term of the Elected Director that has been replaced. On the completion of this term the replacement Elected Director is eligible for election and re-election and may serve up to three consecutive two-year terms as an Elected Director.

Where any vacancy occurs in the positions of Appointed or Optional Directors, such vacancy shall be filled by a majority decision of the President, Vice President and Elected Directors.

The occurrence of any vacancy or any failure to fill it shall not invalidate any act or proceeding.

### **12.5 Powers and Duties**

It shall be the duty of the Board to responsibly govern, manage, conduct and guide the affairs of the Association. For those purposes the Board shall have full power and authority to exercise all the powers and perform all the duties for which the Association has been established and do all the things incidental or conducive to the attainment of the objects of the Association including, without limitation:

- the proper collection and disbursement of Association funds
- the keeping of all usual and proper accounting records
- the compilation and verification of minutes and other records of its business
- the preparation, audit and submission to the Annual General Meeting of a report and financial statements for the preceding year
- the establishment/disestablishment of Committees and Focus Groups, whose duties and powers are defined in the Bylaws
- the establishment/disestablishment/merging of Branches
- disciplining of Elected/Appointed Officials (as defined in the Policies) for misconduct/non-performance in their position as an Elected/Appointed Official (as defined in the Bylaws)
- the investment of any monies of the Association not required for immediate use upon deposit at interest at any bank or in any other investment in such a manner as it may think fit
- delegation of any of its powers to the National Office under the control of the Chief Executive Officer

- borrowing or raising or securing the payment of money for the purposes of the Association in such amounts and on such terms as the Association may think fit and in particular by the issue of mortgages, charges and any other securities charged upon all or any of the real or personal property of the Association and to purchase, redeem or pay off any such securities
- from time to time as circumstances determine the taking of polls that may be conducted by the use of mail or any other medium

However, the Board must not enter into a major transaction unless it is approved or is contingent on approval at an Annual General or Special General Meeting. Such approval is to be by a 75% majority of General Members or their voting representatives present.

A major transaction is defined as:

- The acquisition of, or an agreement to acquire, whether contingent or not, assets the value of which is more than 15% of the Association's assets before the transaction, or
- The disposition of, or an agreement to dispose of, whether contingent or not, assets of the Association the value of which is more than 15% of the value of the Association's assets before the disposition, or
- A transaction that has or is likely to have the effect of the Association acquiring rights or interests or incurring obligations or liabilities the value of which is more than 15% of the value of the Association's assets before the transaction.
- Assets include property of any kind whether tangible or intangible.

### **13. Elections/Appointments**

#### **13.1 Board**

Except for Appointed Directors and any Optional Director the Board shall be elected, as defined in the Bylaws, by General Members or their voting representatives present at the Annual General Meeting.

Appointed Directors and any Optional Director shall be appointed by a majority decision of the President, Vice President and the Elected Directors in accordance with the procedures in the Bylaws and having regard to the criteria in the Policies.

#### **13.2 Committees**

Committees established by the Board shall be elected annually by postal and/or electronic ballot as defined in the Bylaws.

### **14. Council**

The Council shall consist of:

- The Board, and
- Branch Presidents, and
- Committee Chairs

The Council's duties are defined in the Bylaws.

## **15. Meetings**

### **15.1 General**

Unless special provision is made in these Rules for a particular type of meeting e.g. Board or Committee, the stated rules shall apply to all types of meetings.

### **15.2 Frequency**

#### **15.2.1 Annual General Meeting**

The Board shall convene an Annual General Meeting of the Association no later than November 30 in each year at such a time and place as the Board may determine.

#### **15.2.2 Special General Meetings**

A Special General Meeting shall be held at such time and place as the Board may decide for the specific purpose of transacting any business other than that to be transacted at the Annual General Meeting of the Association.

The Board shall convene a Special General Meeting of the Association upon receipt in writing by not less than 3% of General Members stating the object of the meeting proposed to be called.

If the Board fails to convene a Special General Meeting within 30 days of the date of delivery of the requisition, the requisitioners may convene it themselves.

#### **15.2.3 Council Meetings**

The Board shall convene a Council Meeting, at least annually, at a time and place nominated by the Board.

#### **15.2.4 Board Meetings**

The Board shall meet as decided upon by the President or upon a request in writing to the Chief Executive Officer by not less than five members of the Board.

Notwithstanding the foregoing, an emergency meeting of the Board may be called by any three of the President, Vice President, Directors, at such time and place as they may decide.

Board Meetings are conducted in accordance with the Policies.

#### **15.2.5 Committee Meetings**

Committee meetings shall be held at such times and places as recommended by the Committee, and approved by the Board.

### **15.3 Attendance**

Members and invited guests may attend Annual and Special General Meetings.

Members of the Board and invited members/guests may attend Board meetings. Invited members/guests shall not have the right to vote.

Members of the relevant Committee and invited members/guests may attend Committee meetings. Invited members/guests shall not have the right to vote. The Board may appoint a representative to any committee.

Members of the Council and invited members/guests may attend Council Meetings. Invited members/guests shall not have the right to vote.

The contemporaneous linking together by telecommunications of a number of Directors, Committee members not less than the quorum shall be deemed to constitute a meeting of the Board and or Committee and all the provisions in these rules as to meetings shall apply to such meetings by telecommunications.

The Chief Executive Officer or his/her nominee shall be present at all meetings.

#### **15.4 Chairperson**

All Annual, Special General and Board meetings shall be chaired by the President or in his/her absence, by the Vice President or in his/her absence by a Director as appointed by the Board, or in the absence of any Directors, by any General Member elected by the meeting.

At its first Committee meeting, after each Annual General Meeting, each committee shall elect a Chairperson. This may be the Board Representative.

#### **15.5 Minutes**

Minutes of all Meetings shall be kept and open for inspection as follows:

- Annual and Special General Meetings by members and Independent Directors.
- Board Meetings by Board Members
- Committee Meetings by relevant Committee Members and Board.
- Council Meetings by relevant Council Members.

Relevant Chairpersons may authorise the release of minutes or summarised minutes to members.

#### **15.6 Notice of Meetings**

At least 30 days notice of all Annual and Special General Meetings shall be given to members and that notice shall state the business to be considered at the meeting.

At least 7 days notice shall be given to relevant members for Board and/or Committee meetings. A meeting may be called at shorter notice with the prior consent of not less than 50% of the required attendees e.g. Board members for a Board meeting.

At least 14 days notice shall be given to relevant members for Council meetings.

The notice of meetings shall be deemed to have been given if it is sent or included in a newsletter or general circular to all members, which is sent through the post addressed to the member at his/her address shown in the register of members.

#### **15.7 Annual General Meeting Business**

The following items (but not limited to) must be conducted at the Annual General Meeting:

- Presentation of the Annual Report and Financial Statement (including all subsidiaries) for the year
- Election of President and Vice President
- Election of Directors
- Appointment of Auditor
- Appointment of Appeals Authority Members
- Announcement of Category Committee Members
- General Business

#### **15.8 Quorum**

The quorum for an Annual or Special General Meeting shall comprise 50 General Members or their voting representatives present.

The quorum for a Board meeting shall comprise more than 50% of the Board, provided that such number includes the President, or Vice President.

The quorum of a Committee meeting shall comprise not less than three Committee members.

### **15.9 Speaking Rights**

General Members and the Chief Executive Officer shall be entitled to speak at Annual and Special General Meetings.

Members of the Board and the Chief Executive Officer shall be entitled to speak at Board Meetings.

Members of the Council and the Chief Executive Officer shall be entitled to speak at Council Meetings.

Committee Members, Board Representatives and the Chief Executive Officer or his/her representative shall be entitled to speak at Committee meetings.

Employees of National Office and others may be given the right to speak on an individual basis, with the approval of the meeting/s in question.

### **15.10 Voting – Ballot (not including election of Officials)**

Every matter, other than election of officials, submitted to a Annual, Special, Board, Council and/or Committee Meeting shall, unless otherwise stated in these Rules, be decided on a majority vote.

In the case of an Annual or Special General Meeting voting shall be by voices, show of hands or ballot, as determined by the Chairperson.

If a ballot is demanded by the Chairperson or by at least one-third of the General Members or their voting representatives present, it shall be taken in such a manner and at such time and place as the Chairperson of the meeting may direct and either at once or after an interval or an adjournment or otherwise and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded. The demand for a ballot may be withdrawn.

The demand for a ballot shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a ballot has been demanded.

A declaration by the Chairperson that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry made to that effect in the book of proceedings of the meeting, shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against such resolution.

### **15.11 Casting Vote**

In the case of Annual, Special, Board, Council and/or Committee Meetings, if the votes are equal both on a show of hands and, if applicable a ballot, the Chairperson shall have a casting vote in addition to a deliberative vote.

## **16. Chief Executive Officer and National Office**

The Chief Executive Officer shall be appointed by, and be accountable to the Board. The Chief Executive Officer shall be responsible for the general and financial administration of the Association and its National Office.

## **17. Branches**

Branches shall be defined as geographical areas of members as defined by the Board in the Bylaws.

The Board shall determine Model Branch Rules stating how branches shall be administered. Model Branch Rules will be consistent with the Association's Rules and will apply to all Branches whether separately incorporated or not. The Model Branch Rules do not preclude branches including any other provision/s or variation/s appropriate to their circumstances provided the Board has approved them.

## **18. Winding Up**

The Association may be put into liquidation in accordance with the Incorporated Societies Act 1908.

Upon the winding up of the Association, any property remaining after the satisfaction of all debts and liabilities, and the costs, charges, and expenses of the winding up, shall be transferred to such other association or organisation having objects similar to the objects of the Association or in such other manner as may be determined by the general meeting at which the winding up is approved.

Any remaining assets shall not be paid or distributed to the members of the Association without the written consent of the Inland Revenue Department.

## **19. Alteration of Rules**

These Rules may only be changed by a majority vote of General Members or their voting representatives at a Special General Meeting called for that purpose.

Rule changes may be submitted by the Board or to the Board in writing from any Council Committee, Branch and/or General Member for consideration at a Special General Meeting convened for that purpose. If the Board does not call a Special General Meeting for the recommended Rule change a Special General Meeting in accordance with Rule 15.2.2 may be invoked by General Members.

The recommendations must be forwarded in writing to the Chief Executive Officer at least 60 days prior to the Special General Meeting where they are to be considered.

At least 30 days notice of the intention to hold a Special General Meeting to consider an alteration, amendment, addition or deletion of these Rules, must be given to each member stating each change to be considered.