

MTA Rules

November 2011

The MTA Rules and Bylaws are available on the MTA Website -
www.mta.org.nz/rules



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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.

A glossary at the end of these Rules provides MTA's definition/interpretation of words/phrases commonly used throughout MTA's Rules, Bylaws and Policies and are subject to change outside of the Rules and Bylaws.

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

MTA's objects 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 members
- secure and maintain public recognition of MTA for the benefit of members and 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 MTA's assets 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 an MTA special general meeting 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. 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 Wellington Office or on the MTA website www.mta.org.nz

5. Seal

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

6. Financial

6.1 Financial year

MTA's financial year shall end on 30 June.

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 entity engaged in the motor industry that meets MTA's standards shall be eligible to apply for membership.

A business entity will be eligible to apply for membership in respect of each separate business operation at a site controlled by or under the supervision of that business entity.

7.2 Types and categories

MTA has three membership types with various categories as defined in the Bylaws. Membership types include:

7.2.1 General member

Each membership granted by the Board to a business entity, shall be a general member.

A general member may qualify in more than one membership category as defined in the Bylaws.

7.2.2 Life member

Life membership may be awarded to any individual as recognition of special services to MTA, but such membership shall not extend to their business entity.

Life members shall be sponsored and nominated by the Board and shall be elected only at an MTA annual general meeting.

7.2.3 Honorary member

Honorary membership may be awarded to any individual or business entity nominated by the Board.

Honorary members shall be sponsored and nominated by the Board and shall be elected only at an MTA annual general meeting.

7.3 Standards

All general members must comply with all relevant MTA standards.

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

MTA's standards are described in the Bylaws.

7.4 Application

All applications for membership must be submitted in writing/electronically on MTA's application form together with payment of the relevant fees.

The Board shall have the power to either grant or refuse membership, and determine the basis on which it is granted, without having to give reason. The Board's decision will be final. Membership may be granted in respect of each separate business operation at a site controlled by or under the supervision of a single business entity.

7.5 Entitlements

Financial general members are entitled to all benefits of membership. Each financial general member is entitled to:

- one vote
- nominate an authorised representative of itself or another general member to hold office.

Life and Honorary members are entitled to member benefits as approved by the Board. However they will not be entitled to voting rights nor be eligible for election.

7.6 Representation

Each general member may be represented within MTA by one or more authorised representatives, but only one authorised representative is entitled to exercise that general member's vote. Each authorised representative must provide written proof that they have been authorised, and of the extent of that authorisation, by the general member.

7.7 Membership termination

7.7.1 Resignation

Any member may, at any time, resign from MTA 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 (5) five working days after having been given notice of such default by MTA, 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 MTA, which are due and unpaid at the time of their 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. The Board has the right to immediately suspend the membership of any member under urgency pending an investigation into the breach/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 (eg 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 10 working days of the Board's notice, to the Board for a 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 MTA 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 two other people selected by the President from a list of four people. The list of four 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
- have total discretion for determining its own procedures in relation to each matter referred to it.

Any decision of the Appeals Authority shall be final and binding upon the Board and the member.

8.2 Disciplinary Committee

There will be a Disciplinary Committee to which the Chief Executive Officer may refer complaints of misconduct against a member for consideration and recommendations.

The Disciplinary Committee's composition is set out in the Bylaws.

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

9. Use of MTA Brand/Logo

All general members shall display MTA's approved brand/logo/sign in a style, manner and position as defined in the Bylaws.

Other membership types may display MTA'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 cancelled, 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

Notices 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 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 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

MTA 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's membership may include one Optional Director.

The President, Vice President and four Elected Directors will be elected by general members. The election process is defined in the Bylaws.

The two Appointed Directors will be appointed by a majority decision of the President, Vice President and Elected Directors. The appointment process is defined in the Bylaws.

The one Optional Director may be appointed by a majority decision of the President, Vice President and Elected Directors at their discretion. The appointment process is defined in the Bylaws.

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 financial general member, or an authorised representative of a financial general member who has been approved by that general member to stand on its behalf, and
- must be a current Board member or have served on the Board within the three years immediately prior to the annual general meeting for which elections for the position of President or Vice President are being held, and
- must be nominated and seconded by a financial general member, and
- must be over the age of eighteen years, and
- must be a fit and proper person.

The President and Vice President are elected annually by postal/electronic election (as defined in Rule 13.1 below) prior to 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 be a financial general member, or an authorised representative of a financial general member who has been approved by that general member to stand on its behalf, and
- must have served for at least six months, within the three years immediately prior to the annual general meeting for which elections for the position of Elected Director are being held on the MTA Board, as a member of a Category Committee, an Advisory Group or a Branch Executive, and
- must be nominated and seconded by a financial general member, and
- must be over the age of 18 years, and
- must be a fit and proper person.

The Elected Directors will be elected by postal/electronic election (as defined in Rule 13.1 below) prior to the 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 financial general member or an authorised representative of a financial general member who has been approved by that general member to stand on its behalf.
- The other Appointed Director need not be a financial general member.

To be eligible for appointment as an Appointed Director appointees:

- must be over the age of 18 years, and
- must each 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:

- need not be an MTA financial member
- must be over the age of 18 years, and
- must be a fit and proper person.

An Optional Director may be appointed at any time for a one-year term, 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 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 all elected, appointed and co-opted Board members shall expire at the conclusion of the annual general meeting.

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

The term of elected Directors will commence at the conclusion of the annual general meeting that immediately follows the election of those Directors.

The term of appointed and co-opted Directors will commence on the date of written/electronic confirmation of their appointment.

If a Board member leaves the industry they may retain their position on the Board if invited to do so by resolution of the Board.

12.4 Vacancies

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, other than at an annual general meeting, may be filled (subject to the following sub-clause) 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.

Any vacancy that occurs at an annual general meeting as a result of a Director standing down or being elected for another position, amongst the Elected Directors during a term of office shall be filled by the next highest polling nominee for the position of Director. Any such replacement Elected Director shall hold office on a temporary basis until the next annual general meeting. In the event that there is no next highest polling director available, then the Board may make an appointment in accordance with the Appointed Director process.

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 MTA's affairs. For those purposes the Board shall have full power and authority to exercise all the powers and perform all the duties for which MTA has been established and do all the things incidental or conducive to the attainment of MTA's objects including, without limitation:

- the proper collection and disbursement of MTA's 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 of MTA's monies 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
- the delegation of any of its powers to MTA staff under the control of the Chief Executive Officer
- the borrowing, raising or securing the payment of money for the purposes of MTA in such amounts, and on such terms, as MTA 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 MTA 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 percent 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 percent of MTA's assets before the transaction, or
- the disposition of, or an agreement to dispose of, whether contingent or not, assets of MTA the value of which is more than 15 percent of the value of MTA's assets before the disposition, or
- a transaction that has or is likely to have the effect of MTA acquiring rights or interests, or incurring obligations or liabilities, the value of which is more than 15 percent of the value of MTA'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 by postal and/or electronic ballot, as defined in the Bylaws.

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 eg 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 MTA no later than 30 November 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 an annual general meeting.

The Board shall convene a special general meeting of MTA upon receipt in writing by not less than three percent 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 agenda driven and held at such times and places as recommended by the Committee Chair, 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 their 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 their absence, by the Vice President or in their 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 and Board members
- 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 five working 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 percent of the required attendees eg Board members for a Board meeting.

At least 10 working days notice shall be given to relevant members for Council meetings.

The notice of meeting 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.

15.7 Annual general meeting business

The following items (but not limited to) must be conducted at the annual general meeting:

- acknowledgment of the Commerce Act Compliance statement
- presentation of the annual report and financial statement (including all subsidiaries) for the year
- announcement of President and Vice President
- announcement of Elected 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 percent 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.

Board members and the Chief Executive Officer shall be entitled to speak at Board meetings.

Council members and the Chief Executive Officer shall be entitled to speak at Council meetings.

Committee members, Board Representatives and the Chief Executive Officer or their representative shall be entitled to speak at Committee meetings.

Employees of Wellington 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 an 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. The ballot may be either at once or after an interval or an adjournment or otherwise. 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

The Chief Executive Officer shall be appointed by, and be accountable to the Board. The Chief Executive Officer shall be responsible for MTA's general and financial administration.

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 MTA'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

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

Upon the winding up of MTA, 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 MTA's objects 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 MTA 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.

Glossary – MTA Rule, Bylaws and Policies

This glossary provides MTA’s definition/interpretation of words/phrases commonly used throughout MTA’s Rules, Bylaws and Policies and is subject to change outside of the Rules and Bylaws.

<p>Authorised representative</p>	<p>An authorised representative of a general member may be an owner, director, partner, shareholder, or trustee of the business entity responsible for the general member.</p> <p>An authorised representative of a general member may also be an employee of that business entity if that employee is employed in the business operation at the site to which the general membership relates, provided that the employee has been approved as an authorised representative by the owner, director, partner, shareholder, or trustee of the business entity responsible for the general member.</p> <p>Where an owner, partner, trustee, or shareholder is a company the individual who exercises the company’s powers or rights under the Rules must be an individual director, shareholder, or employee of the company.</p>
<p>Business entity</p>	<p>A sole trader, the partners of a partnership, a company, the trustees of a trust or any other legal person carrying on business.</p>
<p>Elected officer and/or elected/appointed official</p>	<p>A person serving within a governance capacity within MTA ie MTA and subsidiary boards, Category Committee, Advisory Groups, Branch Executive Committee (includes elected and/or co-opted people)</p>
<p>Executive Team</p>	<p>MTA’s senior management:</p> <ul style="list-style-type: none"> • Chief Executive Officer • Advocacy and Training General Manager • Chief Financial Officer • Marketing and Communications General Manager • Member Benefits General Manager

Fit and proper person	<p>In determining whether a person is a 'fit and proper person' for the purposes of these Rules, the following criteria are taken into account:</p> <ul style="list-style-type: none"> • whether the person has the qualifications and experience reasonably expected for membership • whether the person is of good character • whether the person has, at any time, been declared bankrupt or been a director of a company that has been put into receivership, liquidation, statutory management, or voluntary administration • whether the person has been convicted of an offence, and if so: <ul style="list-style-type: none"> – the nature of the offence; and – the circumstances in which the offence was committed (including the time that has elapsed since the offence and the person's age when the offence was committed) • whether the person: <ul style="list-style-type: none"> – is the subject of current disciplinary action in respect of a profession or occupation (being disciplinary action taken by a regulatory or disciplinary body for persons engaging in that profession or occupation); – has been the subject of disciplinary action of the kind that has involved a finding of guilt • any other circumstances that may be appropriately considered.
General member	<p>A general member is each membership granted to a business entity by the Board. A single business entity may hold more than one general membership at any one time, each of which will be considered to be a separate and independent membership for the purposes of these Rules.</p> <p>Where appropriate, references to 'general member' may be read as references to the business entity responsible for that general membership, and a right expressed to be exercisable by a general member means a right exercisable by the business entity responsible for that general membership.</p>
<p>Motor industry</p> <p>Supports – in relation to its use in the 'motor industry' definition</p>	<p>Any activity that primarily supports any vehicle or machine powered by an engine.</p> <p>Includes but not limited to: advising, consulting, designing, developing, dismantling, distributing, enhancing, fuelling, funding, insuring, manufacturing, marketing, recycling, repairing, servicing, selling, towing, training, transporting.</p>