

MTA Rules

5 November 2016

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 achieve a sustainable business advantage
- 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; and
 - 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 comments and 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 administered.
- 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:

General member

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

Based on its business operations, a general member may qualify in more than one membership category as defined in the Bylaws.

Life member

Life membership may be awarded by the Board to any individual person as recognition of special services to MTA, but such membership shall not extend to that person's business entity.

Nominations for Life members shall be considered by the Board and the Board will announce its decision at an MTA annual general meeting.

Honorary member

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

Nominations for Honorary members shall be considered by the Board and the Board will announce its decision 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 to MTA through the nomination process approved by the Board together with payment of the relevant fees and/or levies.

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

A financial general member is a member who is not in default of any payment owed to MTA and is 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 at any General Meeting nor be eligible

for election due to such life or honorary status. A Life member or a personal Honorary member may be appointed as the authorised representative of a financial general member and exercise that general member's voting entitlements.

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 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.

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 have his or her membership terminated 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 removal.

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.

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.

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 such levy or levies to be paid by any or all members or categories of members or regions. The due date for payment, terms and conditions of annual subscription and any levy will be determined and specified in the Bylaws.

12. Board of Directors

MTA has a Board of Directors (Board).

12.1 Board

Subject to Rule 12.1.2, the Board shall comprise:

- five Elected Directors (of which one is elected as the President); and
- two Appointed Directors,

In addition, the Board may by a majority decision appoint one Optional Director at any time.

The Elected Directors (including the President) will be elected by general members. The election process is provided in the Bylaws.

The two Appointed Directors will be appointed by the Elected Directors

Interim period

Certain changes to the Board election process were adopted at the 2014 annual general meeting. A transition period applies until the 2017 annual general meeting.

At the 2016 annual general meeting the two Elected Directors elected in 2014 for a two year term shall retire from office and the two Elected Directors replacing them shall be elected for a three year term as provided in Rule 12.3.2. The Appointed Director appointed for a one year term following the 2015 annual general meeting shall retire from office and the Appointed Director replacing him or her shall be appointed for a two year term as provided in Rule 12.3.3.

At the 2017 annual general meeting the two Elected Directors elected in 2015 for a two year term above shall retire from office and the two Elected Directors replacing them shall be elected for a three year term as provided in Rule 12.3.2.

Vice President role

The Vice President will be appointed by the President from one of the Elected Directors. The President will confirm or revise the appointment after each annual general meeting.

12.2 Eligibility

President

To be eligible for election to the President position 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; and
- must be nominated by another financial general member; and
- must be over the age of eighteen years; and
- must be a fit and proper person; and
- must fit the criteria for directors as recommended from time to time by the Remuneration Committee, as approved by the Board.

Elected Directors

To be eligible as an Elected Director (other than the position of President), 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 nine months, within the five 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 current board member, as a member of an MTA Committee, or has held relevant corporate governance experience such as a trade group, franchise council, local council, board of trustees, or similar, and
- must not be a current employee of MTA or an employee of a subsidiary or an associated company of MTA; and
- must be nominated by another financial general member, and
- must be over the age of eighteen years, and
- must be a fit and proper person; and
- must fit the criteria for directors as recommended from time to time by the Remuneration Committee, as approved by the Board.

Appointed Directors

Appointed Directors shall be appointed by the Elected Directors within 60 days of the relevant annual general meeting. The Board will take the following into consideration when appointing Appointed Directors:

- a preference for candidates with no connection to any MTA member (but this criteria is only persuasive, not binding, on the Board's decision)
- any skill gap the Board is looking to fill, based on its corporate objectives and priorities over the next five years;
- the skill set, and relevant experience of any prospective candidate;
- the criteria for directors as recommended from time to time by the Remuneration Committee as approved by the Board; and
- any other relevant considerations, such as demonstrable corporate governance experience, to ensure optimum operation of the Board.

Optional Director

The Optional Director may be appointed at the discretion of the majority of the Board. The Board will take the following into consideration when appointing an Optional Director:

- any skill gap the Board is looking to fill that cannot be covered by the appointment of Appointed Directors, based on its corporate objectives and priorities over the next five years;
- any geographical, diversity or sector representation that the Board considers is not adequately covered;
- the criteria for directors as recommended from time to time by the Remuneration Committee as approved by the Board; and
- any other relevant considerations to ensure optimum governance of the Board.

Restriction on other appointments

During their term Board members may not hold office as an elected Category Committee member, Regional Chair, Branch President or Branch Vice President.

During their term Board members must not hold office on any other motor industry organisation whose interests, in the opinion of the Board, will or may conflict with those of MTA.

12.3 Term of Office

President

The President shall be appointed for a three year term ('Full Presidential Term').

The President may serve for a total of nine consecutive years as a Director on the Board (including as a non-President elected Director) provided that if a President is validly appointed at an annual general meeting to serve a further Full Presidential Term that would take that President beyond nine consecutive years, such President is nevertheless entitled to complete that Full Presidential Term.

At any annual general meeting where an election is held for a new President to begin a Full Presidential Term, the President will be elected from among the existing Elected Directors, which may include the current President (if eligible for re-election). In the event that such Presidential election results in there being less than the required four Elected Directors (other than the President), the casual vacancy provisions at Rule 12.4 shall apply.

Other Elected Directors

Elected Directors (other than the President) shall be appointed for a three year term ('Full Elected Director Term'). Two Elected Directors shall be elected, each for a Full Elected Director Term, at every annual general meeting that is the first anniversary following the commencement of a President's Full Presidential Term. Two Elected Directors shall be elected, each for a Full Elected Director Term, at every annual general meeting that is the second anniversary following the commencement of a President's Full Presidential Term.

An Elected Director may serve for a total of nine consecutive years provided that if an Elected Director is validly appointed at an annual general meeting to serve a further three year term that would take that Elected Director beyond nine consecutive years, such Elected Director is nevertheless entitled to complete that three year term.

Appointed Directors

Appointed Directors shall be appointed for a two year term. One Appointed Director shall be appointed in accordance with Rule 12.2.3 following every annual general meeting.

Optional Director

An Optional Director shall hold office for such period as determined by the Board and such period must be reviewed and reconfirmed annually.

Commencement and expiry of full term

Terms of office for the Elected Directors (including the President) commence immediately following the conclusion of the annual general meeting following the relevant election process and expire at the conclusion of the relevant annual general meeting at which that Elected Director's term expires.

Terms of office for Independent Directors commence at the date of appointment by the Board (being within 60 days from an annual general meeting) and expire at the conclusion of the annual general meeting that is approximately two years from the date of appointment.

Resignation prior to expiry of term

If an Elected Director provides at least three months' notice to the Board of his or her resignation which is to take effect from the upcoming annual general meeting and the Elected Director has not completed his or her Full Elected Director Term, at that annual general meeting a replacement Elected Director shall be elected to fulfil the remainder of the relevant Full Elected Director Term (rather than a three year term).

If the President provides at least three months' notice to the Board of his or her resignation which is to take effect from the upcoming annual general meeting and the President has not completed his or her Full Presidential Term, at that annual general meeting one of the current Elected Directors shall be elected as President to fulfil the remainder of the relevant Full Presidential Term (rather than a three year term). A new

Elected Director must be elected at that annual general meeting to fulfil the remainder of the term of the Elected Director elected as President.

If an Elected Director or the President resigns (or otherwise ceases to hold office) more than three months before an upcoming annual general meeting and such resignation is not with effect from the upcoming annual general meeting, the casual vacancy provisions at Rule 12.4 shall apply until the next annual general meeting and the provisions of the above paragraph to replace that Elected Director or President (as the case may be) shall apply at the next annual general meeting.

If an Elected Director or the President resigns (or otherwise ceases to hold office) with effect from the upcoming annual general meeting and such resignation is not provided within three months' of the upcoming annual general meeting, the casual vacancy provisions at Rule 12.4 shall apply until the annual general meeting following the upcoming annual general meeting and the provisions of the first two paragraphs of this Rule 12.3.6 to replace that Elected Director or President (as the case may be) shall apply at that annual general meeting.

12.4 Casual Vacancies

Any vacancy that may occur amongst the Elected Directors (including the President) on a date other than an annual general meeting (whether by resignation or as a result of an Elected Director being appointed President, or otherwise) shall be filled by Board appointment and any replacement director shall hold office until the conclusion of the next annual general meeting.

Any vacancy that may occur amongst the Elected Directors (including the President) that is to take effect from the upcoming annual general meeting but is not notified to the Board within three months of that upcoming annual general meeting (whether by resignation or as a result of an Elected Director being appointed President, or otherwise) shall be filled by Board appointment and any replacement director shall hold office until the conclusion of the next annual general meeting following the upcoming annual general meeting.

Any vacancy that may occur amongst the Appointed Directors on a date other than an annual general meeting (whether by resignation or otherwise) shall be filled by a majority decision of the Elected Directors and any replacement Appointed Director shall hold office until the conclusion of the next annual general meeting.

If a vacancy occurs in respect of an Optional Director, the Board may determine whether or not to fill such vacancy.

Notwithstanding any other provision in these Rules, the Board may choose not to fill any vacancy arising amongst Elected Directors or Appointed Directors provided that such vacancy arises not more than three months before an upcoming annual general meeting and the Board is able to provide for the election of a replacement Elected Director at the upcoming annual general meeting, as the case may require.

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

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- 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.

12.6 Subsidiary/related Company Directors

In relation to the appointment of a director to any subsidiary or related company of MTA, the Board may appoint any person that it sees fit except for a person that is a current employee of MTA or its subsidiaries or associated companies.

12.7 Power to remove Directors

Any Director may be immediately removed from office by a resolution signed by no less than two-thirds of all the Directors of the Board excluding the director being voted on.

13. Elections/Appointments

13.1 Board

The Elected Directors shall be elected by postal and/or electronic ballot, as provided in the Bylaws. Elected Directors are eligible for re-election in accordance with Rule 12.3.2.

Appointed Directors shall be appointed by the Elected Directors.

The Optional Director (should one be appointed) shall be appointed by a majority decision of the Board.

13.2 Committees

The Board may establish any committees of the Board as it sees fit. Unless the Board unanimously determines otherwise, the following Standing Committees shall be established as Committees of the Board:

- Remuneration Committee
- Finance, Risk and Audit Committee
- Investments Committee

The President and Vice President shall, ex officio be a member of all Committees at their discretion. Such membership includes the right to speak at Committee meetings but, if the President and/or Vice President is not an elected member of that Committee, such membership does not include any rights to vote on matters to be determined by the Committee, nor does it include the right to receive any remuneration.

Remuneration Committee

Unless otherwise determined by the Board, the Remuneration Committee shall be comprised of three members as recommended by the President and approved by the Board and being the following:

- The President;
- The Vice President; and
- One director (may be an Elected Director, an Appointed Director or an Optional Director).

The Remuneration Committee shall be responsible for recommending to the Board from time to time, the criteria that directors must meet to be considered for appointment to the Board. The Bylaws set out the method for applying such criteria.

The chair of the Remuneration Committee shall be determined by the Board and the Board will ensure that no one director chairs two Standing Committees.

Finance and Risk Committee

Unless otherwise determined by the Board, the Finance and Risk Committee shall be comprised of three members as recommended by the President and approved by the Board and being the following:

- Three Directors (being any combination of Elected, Appointed, or Optional Directors).

The chair of the Finance, Risk and Audit Committee will be selected by the Board and the Board will ensure that no one director chairs two Standing Committees.

Investments Committee

Unless otherwise determined by the Board, the Investments Committee shall be comprised of three members as recommended by the President and approved by the Board and being the following:

- One Elected Director;
- One Appointed Director; and
- One director (may be an Elected Director, an Appointed Director or an Optional Director).

The Board may determine that one of the members of the Investments Committee may be substituted for an alternative external member, if the Board considers that this is required, however there must always remain at least one

Independent Director on the Investments Committee (unless the Board unanimously determines otherwise).

The chair of the Investments Committee will be selected by the Board and the Board will ensure that no one director chairs two Standing Committees.

14. Council

The Council shall consist of:

- the Board, and
- Regional Chairs and (if any) Regional Vice-Chairs, 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

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.

Annual and Special General Meetings may be held using any audio, audio and visual, or electronic communication technology that gives each general member attending a reasonable opportunity to participate.

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.

Council meetings

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

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.

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 his or 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 or her absence, by the Vice President or in his or 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.

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 (if newly appointed)
- announcement of Elected Directors (if newly appointed)
- appointment of Auditor
- appointment of Appeals Authority members
- announcement of Category Committee members
- general business

15.8 Quorum

General Meeting

The quorum for an annual or special general meeting is 50 financial general members in attendance in person or by proxy when the meeting is called to order and present throughout the meeting, provided that proxies cannot account for more than one third of the quorum requirement.

If a quorum is not present one hour after the time appointed for a general meeting to commence, the meeting shall stand adjourned and be reconvened at a date no sooner than one week and no later than four weeks after the original meeting date. At least five days' notice of the reconvened meeting must be sent to all members. Those present in person or by proxy at the reconvened meeting shall be deemed to be a sufficient quorum.

Board meeting

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.

Committee meeting

The quorum of a Committee meeting shall comprise a majority of the relevant Committee's 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.

The President is entitled to speak at all Board Committee 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 his or her representative shall be entitled to speak at Committee meetings.

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.

A financial general member entitled (but unable) to attend a general meeting may vote by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by the President no later than 48 hours before the commencement of the general meeting,

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. Regions and Branches

The Board may create regions for administrative purposes and set out how those regions are governed in the Bylaws.

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 general meeting.

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 General Meeting. If the Board does not call a 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.

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| <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>Fit and proper person</p> | <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. |

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| <p>General member</p> | <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 some form of energy consuming motive power.</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> |