



MTA RULES AND BYLAWS

Updated July 2021

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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, trademarks 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 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 MTA National Office in Wellington or in the MTA Members Toolbox - <https://toolbox.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.

Based on its business operations, 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 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.

7.2.3 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

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 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.

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, trademarks 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

12.1.1 Board

The Board shall comprise:

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

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

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

The Appointed Director will be appointed by the Elected Directors

12.1.2 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

12.2.1 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.

12.2.2 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.

12.2.3 Appointed Director

The Appointed Director shall be appointed by the Elected Directors and his or her tenure will commence within 60 days of the relevant annual general meeting.

The decision on the selection or reappointment of an Appointed Director may be made by the Elected Directors at any time during the calendar year of the AGM at which the Appointed Director's tenure will end.

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.

12.2.4 Optional Directors

The Optional Directors 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

12.3.1 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.

12.3.2 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.

12.3.3 Appointed Director

The Appointed Directors shall be appointed for a two-year term.

12.3.4 Optional Directors

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

12.3.5 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 the Appointed Director 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.

12.3.6 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 with 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 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 the Appointed Director 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
- 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.

The Appointed Director shall be appointed by the Elected Directors.

Any 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
- Investment 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.

13.2.1 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.

13.2.2 Finance, Risk and Audit 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.

13.2.3 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, being a person of good character who has the appropriate skills for advising on investment decisions and is independent of MTA and the MTA membership. 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 (including representatives of Advisory Groups).

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.

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.

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 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

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.

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The Bylaws are issued pursuant to Rules 4 and 12.5 of the MTA Rules and are binding on members of the Association.

A glossary at the end of these Bylaws 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. Membership Categories

The categories within the General Member type are:

- Consulting/training
- Repairers
- Retail/wholesale
- Service station
- Vehicle dealers
- Other

2. Standards

All applicants for MTA membership and all entities granted membership, except Life and Honorary Members, must at all relevant times meet and comply with MTA Standards.

The Board shall have the power to set, amend and delete such standards as it sees fit to ensure that the objects of MTA described in Rule 3 are achievable.

MTA Standards must address the following:

- Ethical conduct among members
- Business conduct and accepted codes of practice
- Customer engagement
- Services provided accounting for membership type and category
- Qualifications required (if any) for delivery of services
- Minimum sufficient equipment needs by membership type and category
- Premises or relevant site of business operations, including Environmental impact
- Insurance

In developing and maintaining MTA Standards the Board may have regard to legislative and regulatory requirements, industry codes of practice, standards set by national and international bodies of significance, and other instruments of best practice operation.

3. Membership Requirements

All membership requirements, as listed below, must be met before membership can be granted, and must be maintained as a condition of continued membership.

3.1 Legal Business Entities

Members are legal business entities that meet MTA Standards and are engaged in the motor industry.

3.2 Business Entity

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

3.3 Multi sites

A business entity that has applied for or has been granted membership for operation at a particular premises or site must apply for MTA Membership if that entity or related entity operates a relevant motor industry business at another premise or site.

3.4 Applications for Additional Membership

MTA may request that an application for membership be made with respect to any additional business operation notified pursuant to Bylaw 3.2.

3.5 Granting of Membership

Any grant of membership for that additional business operation will be subject to the eligibility requirements of the MTA Rules and Bylaws and will be at the sole discretion of MTA and on such conditions as MTA may determine appropriate.

3.6 Related Entities

A “related entity” for the purposes of Bylaw 3.2 means a legal entity that shares a controlling connection (e.g. director, stakeholder) with the original business entity.

3.7 MTA Gift Vouchers

All general members shall accept MTA Gift Vouchers.

3.8 MTA-approved charge cards

MTA may require certain general members to accept certain MTA-approved charge cards. The relevant charge cards will be advised to any entity that applies for membership and is likely to be required to accept such cards.

All relevant members shall accept MTA approved charge cards as defined below but not limited to:

- Drive card
- Fleet card
- One card
- Dual card
- FleetSmart

3.9 Applicant

An applicant must be an entity engaged in the motor industry that meets MTA's standards.

3.10 Qualifications of Staff

Applicants and members must have or employ at least one person with a suitable qualification where one exists, that meet MTA's standards appropriate to the service/s being offered.

A suitable qualification would include a qualification approved by the relevant New Zealand authority (e.g. NZQA) or an equivalent overseas qualification. Where a qualification is from overseas, it is up to the member to provide evidence of equivalency and competency for the overseas qualification.

3.11 Equipment

Applicants and members must have equipment available on a permanent basis and be adequate for service/s being offered.

3.12 Premises

Applicants and members must have the continuous use of appropriate commercial premises that are suitable for the locality, the type of business and, if repairs to motor vehicles are carried out, must include an enclosed building which can house such vehicles and repair equipment. Such premises shall not include premises used or intended to be used solely or principally for residential purposes. The suitability or otherwise of the applicant's premises and whether those premises are truly commercial shall be assessed within MTA's standards.

Mobile Specialist and/or Mobile Repairer applicants must operate from a vehicle of an appropriate standard and be equipped with the appropriate and relevant equipment for the service being provided as determined within the MTA standards. If major repairs are to be carried out these may only be performed at an approved MTA workshop. An agreement to this effect must be in place.

3.13 Service

Applicants and members must provide a service appropriate to the type and range of service/s to which their membership relates.

3.14 Insurance

Applicants and members must maintain adequate insurances for the type and range of service/s offered.

4. Membership Application

The Board delegates to the Chief Executive the authority to review and approve or reject applications for membership. The Chief Executive may sub-delegate this authority to any relevant member(s) of the MTA senior management group.

An application may be submitted through a Regional Hub or directly to MTA Office. All membership applications will be processed by MTA Office within a reasonable timeframe.

Without limitation, where the applicant has a poor credit history or fails a credit check, the application may be declined.

At the time of application, the applicant shall pay a non-refundable application fee and the current MTA subscription. The Chief Executive has the discretion to waive the application fee and/or prorate the MTA subscription to account for the date of application within the financial year.

MTA Office will review the application with consideration for the MTA Standards and any applicable policies. Consideration of an application will include MTA Office requesting a review of and feedback on the application by the relevant MTA Regional Hub.

In the case of an application being declined, there shall be no requirement to offer a reason and the application fee shall not be refunded.

5. Misconduct

Any person may submit a complaint or allegation of misconduct by a member in writing (including e-mail) to the Chief Executive Officer.

5.1 Minor misconduct

Following are examples of minor misconduct:

- breaches of the MTA Rules and/or standards (including failing to honour the Customer Promise and/or Warranty, unprofessional site presentation etc)
- media attention that is prejudicial to the MTA brand
- conduct which is prejudicial to MTA's objectives and purpose

- making a financial arrangement with creditors
- performing services or work without the requisite skills, competencies, supervision by qualified staff or minimum equipment as listed in the relevant list.

5.2 Serious misconduct

Following are examples of serious misconduct:

- multiple breaches of the MTA Rules and/or standards (including failing to honour the Customer Promise and/or Warranty, unprofessional site presentation etc)
- failing to participate in and/or adhere to an MTA mediation agreement
- failing to adhere to a tribunal or court ruling
- illegal vehicle trading from premises
- a conviction for an offence punishable by imprisonment
- a declaration of bankruptcy or liquidation or a winding up of a member, whether voluntary or otherwise
- becoming an unfit or improper person
- suspension or revocation of an authority, licence or approval issued by a government agency or Ministry
- abuse of a customer or staff member
- failure to pay annual membership fees but continuing to use MTA branding and/or MTA services

6. Disciplinary Committee

The Disciplinary Committee shall consist of three members of MTA's executive team appointed by the Chief Executive Officer.

6.1 Functions

The Committee shall:

- receive and consider complaints referred under the MTA Rules, Bylaws and Policies
- action all other functions designated by the Board
- have all the powers necessary to carry out its functions.

6.2 Hearing of Complaints

- All complaints must be registered with the Chief Executive Officer who may refer the matter to the Disciplinary Committee.
- The Committee can only hear complaints referred by the Chief Executive Officer.
- The Committee may determine its own procedure of hearing complaints subject to the following:
 - the member against whom a complaint has been laid shall be entitled to appear in person (at his/her own cost) and shall have the right to produce evidence and to cross-examine witnesses in respect of the complaint
 - the Committee may receive in evidence any statement, document, information or matter that may, in its opinion, assist it to deal effectively with the matter before it whether or not the same would be admissible in a court of law

- the Committee may, if it thinks fit, examine any person, on oath or otherwise, any evidence or require any person to verify by statutory declaration any statement by him/her in respect of the complaint.

6.3 Recommendation by Disciplinary Committee

In relation to each complaint referred by the Chief Executive Officer, the Disciplinary Committee will make a recommendation in writing to the Board and will provide the Board with all supporting information necessary to enable the Board to understand the recommendation and to make a decision. A recommendation by the Disciplinary Committee may take the form of:

6.3.1 No further action

A recommendation that no further action be taken against the member who is the subject of the complaint or

6.3.2 Censure

A recommendation that the member be censured by the Board or

6.3.3 Suspension

A recommendation that the member's membership be suspended by the Board. In instances where membership suspension is recommended, that recommendation will include:

- the proposed effective date of suspension, and
- the period the suspension would cover, and
- what actions would be required during the term of suspension; or

6.3.4 Cancellation

A recommendation that the member's membership be cancelled by the Board. In instances where membership cancellation is recommended, the recommendation will include the:

- proposed date from which cancellation will be effective, and
- member's responsibility under the MTA Rules, particularly Rule 9 Use of MTA brand/logo.

7. Censure/Suspension/Cancellation of MTA Membership

On receipt of an allegation of misconduct the Board may, at its sole discretion, immediately censure the member or suspend or cancel the member's MTA membership. To avoid doubt, a matter does not need to be heard by the Disciplinary Committee before the Board may censure a member or suspend or cancel that member's MTA membership.

7.1 Censure

Censure will be effected by the Board writing to the member expressing the Board's disapproval and/or reprimanding that member. The way in which a member may be censured will be set out in the Policies.

Failure to comply with any terms and/or conditions in a written censure from the Board may lead to the immediate suspension or cancellation of that member's MTA membership. 6.2

7.2 Suspension

Suspension will result in the removal by the Board of the member's entitlement to all benefits of membership, including those as an elected/appointed official, for a specified period of time.

MTA membership may be suspended by the Board in writing pending investigation (as defined in the Policies) into an allegation of misconduct. Any such suspension notice must include the:

- effective date of the suspension
- period the suspension would cover
- actions required of the member during the term of the suspension.

While suspended, the member will lose entitlements to all benefits of membership and will be required to advise customers/suppliers of this suspension and its terms and conditions.

Upon completion of the investigation into the alleged misconduct the Board will advise the member, in writing, of its decision eg lifting the suspension (reinstalling full MTA membership entitlements) or recommending cancellation of MTA membership. Failure by the member to comply with the terms of the suspension may lead to immediate cancellation of that member's MTA membership by the Board.

7.3 Cancellation

Cancellation will result in the permanent removal by the Board of a member's entitlement to all benefits of membership.

MTA membership may be cancelled immediately by the Board in writing for misconduct. Any such cancellation notice must include the:

- date from which cancellation will be effective, and
- member's responsibility under the MTA Rules, particularly Rule 9 Use of MTA brand/logo.

Any member aggrieved by the Board's decision to censure/suspend/cancel MTA membership may appeal, in writing or electronically within 10 working days of the Board's notice, to the Board for review of its decision by the Appeals Authority.

8. MTA Customer Promise Fund

The MTA Customer Promise Fund exists as a final recourse for the protection of customers who are disadvantaged by a member who defaults under his/her obligations under the MTA Customer Promise and/or MTA Warranty. However, the Chief Executive Officer may approve claims deemed appropriate to uphold the MTA's reputation.

9. Use of MTA Brand/Logo

Approved forms of the MTA logo shall be prominently displayed by each general member as public evidence of affiliation with the Motor Trade Association (Inc). This logo must be prominently displayed outside unless a commercial agreement specifically prevents it. In this case, where possible, the logo is to be prominently displayed internally.

Members must ensure all MTA branded material is kept in good condition. Assessment of the condition of MTA branding will be part of any review of the MTA Member standards.

All MTA signage and branded material must be removed within ten (10) working days of MTA confirming the termination of membership under Rule 7.7. The exiting member shall permanently discontinue all advertising of the business as a member of MTA and the use of any MTA product or trademark. MTA reserves the right, and MTA members authorise MTA, to arrange for the removal of any MTA branded material still displayed on a business premises following termination of membership. The cost of this removal will be charged to the exiting member business.

10. Subscriptions and Levies

10.1 Subscriptions

All members, other than Life and Honorary members, shall pay an annual subscription as follows:

- an MTA subscription of an amount and according to a scale to be determined by the Board
- any business entities that are or would be required to have separate memberships under Bylaw 3.1 may apply for a multi site subscription for each separate business operation at each site, at such a rate as determined by the Board. Multi site subscriptions must be charged and paid on a single invoice
- the MTA subscription shall be due on 1 July of that year (or upon application for new membership applicants)
- such subscriptions shall be paid to MTA on terms and conditions as determined by the Board (including payment terms, methods, and any allowable pro rata calculations)
- the Chief Executive Officer shall collect all subscriptions and any applicable levies and account to the Board for these subscriptions
- no membership subscriptions may be refunded after 30 September of that financial year unless the member has been a member for seven (7) consecutive years or more and resigns, in which case that member can apply for a pro rata refund of the unused subscription less an administration fee.

10.2 Levies

The Board shall determine and advise members of the terms, conditions, and due date for payment of levies.

11. Council Role and Duties

The Council is recognised as a key forum for long-term strategic guidance to the Board and may provide recommendations to the Board.

12. Establishing/Disestablishing Regional Hubs, Category Committees, and Advisory Groups

From time to time the Board may establish/disestablish:

- Committees called 'Regional Hubs'
- Category Committees, and
- Advisory Groups

to assist in local engagement with members, the administration and operation of the Association, and to advise and make recommendation/s to the Board and management on matters relating to their regions, categories, and specialist subject areas.

As at the adoption of these Bylaws and as changes are made to committees or groups, the Board will publish the list of Regional Committees, Category Committees, and Advisory Groups. This list will be appended to these Bylaws.

The activities of these committees and groups will be subject to Board approval of funding and other resources.

Regional Hubs, Category Committees, and Advisory Groups shall not be aligned to any third-party brand.

12.1 Establishing Regional Hubs, Category Committees, and Advisory Groups

In establishing a Regional Hub, Category Committee, or Advisory Group, the Board will consider:

- For a Regional Hub,
 - the representation of an identifiable geographic region or subset of members within boundaries or parameters determined by the Board; and
 - addressing activities that promote and assist the administration and operation of the Association;
- For all Regional Hubs, Committees, and Groups,
 - the relationship to a definable activity within the motor industry (not addressed by another group or committee) and
 - the existence of issues important to the Association and the motor industry that need consideration.

12.2 Disestablishing Regional Hubs, Category Committees and Advisory Groups

The Board may at any time restructure or disestablish a Regional Hub, Category Committee, or Advisory Group for one or more of the following reasons:

- The Board reviews and revises the composition or structure of a Regional Hub, Category Committee, or Advisory Group and determines to alter that Regional Hub, Category Committee, or Advisory Group;
- The Board reviews and revises the boundaries for one or more Regional Hubs with contiguous boundaries and determines that those regions should merge;
- The Board determines there has been a reduction in, or sustained lack of, activity within the relevant Category Committee or Advisory Group, or
- The Board has received a recommendation for disestablishment from the relevant Regional Hub, Category Committee, or Advisory Group (such recommendations will not be binding on the Board).

12.3 MTA Regional Hubs

As soon as practicable after the adoption of these Bylaws, the Board will publish a list of the initial Regional Hubs to be established, which will include any defined subset areas within each Region, and pursuant to these Bylaws, the Board may from time to time revise and reissue the list of Regional Hubs and/or subset areas within Regions.

Regional Hubs will be responsible for local engagement and ensuring delivery of MTA's administrative and operational functions to all members within the Regions, pursuant to any policies or procedures approved by the Board.

12.3.1 Composition

Each Regional Hub will comprise no less than five (5) and no more than ten (10) members approved by the Board, and will include:

- (a) A minimum of one (1) representative drawn from:
 - each branch (if any) within a Region based on a recommendation from that branch, or
 - each area defined by the Board within a Region, if fewer than two (2) branches exist in that Region, and selected by the Board;
- (b) Where possible, at least one (1) representative from each industry category group for which a Category Committee exists selected by the same process in 12.3.1(a);
- (c) Any other general member co-opted to the Regional Hub by the above representatives to meet specific skills' needs on the Regional Hub.

12.3.2 Terms of reference

Each Regional Hub will have a Terms of Reference approved by the Board.

Subject to the transition period conditions below, Regional Hub members will hold office for a term of two (2) years with a limit of four (4) consecutive terms on the committee. No member may serve as Regional Hub Chair for more than two (2) consecutive terms.

2015/2016 transition period: To balance continuity of knowledge with the opportunity to refresh membership, Regional Hub appointments will be staggered.

Disagreement on how that choice is to be made, then by drawing lots) which of its members will step down after one (1) year (with half being required to stand down after the first year, and if the numbers are uneven the number to stand down will be the whole number above 50% of the Regional Hub membership), and all Regional Hub members stepping down after that year will then be eligible for re-appointment for the usual two year term.

In the case of an odd number of members, the split will be rounded up.

12.4 Eligibility for MTA Regional Hubs

To be eligible to serve on a Regional Hub, a candidate:

- Must be a financial general member of MTA (or the authorised representative of such a member);
- May only serve on one Regional Hub at any time; and
- Must not hold an executive or governance position with any other industry-related organisation (excluding companies related to an MTA member) without prior approval from the MTA Board.

12.5 Residual Board powers

The Board may appoint or remove any or all members of a Regional Hub if:

- The appointment process under Bylaw 12.3.1 does not result in a Regional Hub that the Board considers to be representative of the Region's branches, subset areas, or industry categories; or

At its first meeting, the inaugural Hub for each Region will determine (in the event of

- The Board determines in its sole discretion the Regional Hub to be performing inadequately (for example, failing to meet agreed deliverables).

12.6 MTA Category Committees

Subject to the considerations above for establishing a committee, the Board will establish and maintain Category Committees to provide advice to the Board and Management regarding topical issues for the motor industry. The Board will publish a list of current category committees on the MTA website.

12.7 Category Committee Composition

Category Committees may comprise up to six members:

- Three members elected by general members on a rotating basis for two year terms, and
- One Board Representative (appointed by the President), and
- One co-opted expert (not optional) – an industry specialist recommended by the elected Committee members, and
- The option to co-opt one additional committee member recommended by the elected Committee members and to be approved by the Board. For the 2015 election, two elected committee positions will be for two year terms and one position will be for a one year term.

At the 2016 election, the Committee member elected for a one year term will step down and the vacancy opened for nominations. The committee member stepping down will be eligible for re-election. The member elected in 2016 will be elected for a two year term.

12.8 Eligibility

To be eligible for election to any position on a Category Committee the nominee:

- must be a financial general member
- must qualify under the membership category
- must serve on only one Category Committee at any one time, and
- may be eligible for re-election but may serve no more than four consecutive terms on any one committee
- must not hold an executive position eg Board, Committee member of any other industry related organisation that is deemed to be in competition/conflict with MTA.

12.9 MTA Advisory Groups

Subject to the considerations above for establishing an advisory group, the Board may establish Advisory Groups to provide advice to the Board and Management regarding topical issues for the motor industry. Advisory Groups will generally be set up on an ad hoc basis to address specific issues, but the Board may determine the life span of an advisory group at its discretion.

The composition and terms of reference of an advisory group will be determined as required by the Board having regard to the issue(s) to be considered, the urgency of the matter, and the skillset of members needed.

12.10 Powers and Duties

12.10.1 Regional Hubs

Each Regional Hub is an administrative and operational extension of MTA Office and will have the power to act on behalf of MTA within that region but subject to any budgets, business plans, strategic plans, or other governance documents or decisions of the Board or approved by the Board.

12.10.2 Category Committee and Advisory Group

Each Category Committee and Advisory Group shall consider all matters referred to it and will advise and make recommendations to the Board and management.

12.11 Vacancies

12.11.1 Reason for vacancy

A vacancy may arise through:

- Resignation from the hub, committee, or group;
- Departure from industry; or
- Change in eligible status

12.11.2 Resignation

In the case of resignation from a Regional Hub, Category Committee, or Advisory Group, the relevant body may co-opt another financial general member (or its authorised representative) to complete the term of the resigning member.

Any such co-opted member must be approved by the Board.

12.11.3 Industry departure

In the event of a vacancy arising on a Regional Hub, Category Committee, or Advisory Group due to a business member leaving the industry (eg selling business), the authorised representative of that member may be invited by the President to retain their position on the Regional Hub, Category Committee, or Advisory Group until the end of the relevant term of appointment.

Should the Regional Hub, Category Committee, or Advisory Group member decline the invitation, the relevant body may:

- operate with reduced members (subject to quorum requirements), or
- co-opt a replacement member subject to the Board's approval.

12.11.4 Change in status

The Board may remove a Regional Hub, Category Committee, or Advisory Group member should one or more of the following events occur:

- the termination under the MTA Rules for any reason of the general member with which the hub, committee, or group member is connected;
- the person ceases to represent a financial general member;
- the person becomes personally bankrupt;
- the business member the Hub, Committee, or Group member represents enters into a compromise with its creditors (Part 14, Companies Act 1993), or goes into voluntary administration (Part 15A, Companies Act 1993), or is placed into liquidation or receivership;
- the Hub, Committee, or Group member becomes of unsound mind or is considered unfit or improper;
- the Board determines in its sole discretion that the actions or commercial position of the member could affect the reputation of MTA; or
- the Board determines in its sole discretion that a member has failed to discharge their obligations to MTA. In the case of vacancy due to the Board removing a Regional Hub, Category Committee, or Advisory Group member, the relevant body may co-opt another financial general member (or its authorised representative) to complete the term of the ineligible member, and any such co-opted member must be approved by the Board.

13. Elections/Appointments

13.1 Board and Category Committee elections

All Board elections and Category Committee elections shall be held by postal and/or electronic ballot as follows:

13.1.1 Returning Officer

The Returning Officer shall be a person appointed by the Board for the purposes of conducting Board elections and Category Committee elections.

13.1.2 Votes

Each financial general member is entitled to one vote for each Board position that is the subject of the election and one vote for each Category Committee position that is the subject of the election.

13.1.3 Elections

Elections for Board vacancies and Category Committee vacancies shall be held no later than 14 days prior to the relevant annual general meeting ('Election Day').

13.1.4 Member notification

Members are to be given at least 60 days' notice in writing of the Board and Category Committees:

- Election Day (as determined by the Returning Officer), and
- the vacancies that elections are being held for.

13.1.5 Nominations of candidates

Each financial general member may nominate one candidate per Board position and/or one candidate per Category Committee position, as the case may be. Every nomination shall be:

- for a member nominated for the position of Elected Director of the Board, a member that meets the eligibility criteria for Elected Directors under Rule 12.2.2 of the MTA Rules, and
- for a member nominated for the position of a Category Committee member, a member that meets the eligibility criteria for Category Committee members under Bylaw 12.6 of these Bylaws, and
- on a nomination form approved by the Chief Executive Officer, and
- made and seconded by another financial general member that is not the financial general member who made the nomination, and
- assented to by the nominee in writing, and
- sent (postal, electronically or facsimile) or given to the Returning Officer. The Returning Officer's decision as to the validity or acceptance of a nomination is final. Nominations shall close at 5.00pm on the day 30 days before the Election Day. Any nomination received after that time shall not be accepted.

13.1.6 Position where the number of nominees equals the number of vacancies

If in any election the number of candidates validly nominated for a particular vacancy is the same as the number of vacancies for the Board and/or for the Category Committee, the Returning Officer shall declare the candidates duly elected.

13.1.7 Position where the number of nominees is less than the number of vacancies

If at any election the number of candidates validly nominated for a particular vacancy or vacancies is less than the number of vacancies on the Board and/or a Category Committee, the President shall nominate a consenting member or members (as the number of positions may require) that meet the eligibility criteria for Elected Directors under Rule 12.2.2 of the MTA Rules and/or the eligibility criteria for Category Committee members under Bylaw 12.6, as the case may require, within five working days of the closing of nominations to fill the remaining vacancy or vacancies. These nominees will be deemed to be elected Category Committee members or Elected Directors as the case may be.

13.1.8 Position where the number of nominees is more than the number of vacancies

If at any election of an Elected Director to the Board or of a member to a Category Committee the number of candidates nominated is greater than the number of vacancies, an election shall be conducted by postal and/or electronic ballot of voters in accordance with the following provisions:

- The Returning Officer shall, as soon as practicable after the closing day for nominations, arrange for the preparation of ballot papers, setting out the names of the eligible candidates representing each designation in alphabetical order of their surnames, and stating that to be a valid vote it must reach the Returning Officer by 5.00pm on Election Day.
- The Register of Members as it stands on the day, 30 days before Election Day, shall be used as the electoral roll.
- The Returning Officer shall, as soon as practicable after the ballot papers have been prepared, and not later than 20 days before the Election Day, send by post or electronic mail to each member whose name is on the Register of Members, the appropriate ballot papers together with biographical details of the candidates. For postal voting an envelope addressed to the Returning Officer will be included.
- No ballot paper shall be valid unless the Returning Officer receives it before 5.00pm on Election Day.
- Each member shall vote by marking the ballot paper in such a manner that the name of the person/s for whom the member wishes to vote is clear to the Returning Officer.
- The Returning Officer, with such assistance as he/she considers necessary, shall count the votes recorded in the ballot papers received by him/her after rejecting invalid-ballot papers, and the candidate/s receiving the greatest number of votes shall be elected. In the event of the number of votes being equal for any two (2) or more candidates, the Returning Officer shall, if it is necessary, determine by lot which of those candidates shall be elected.

13.1.9 Returning Officer to be sole judge of regularity of election

The Returning Officer shall be the sole and absolute judge of the regularity and propriety of all matters connected with any election, and no election shall be called into question on the grounds that:

- a ballot paper or an addressed envelope was not forwarded to any voter, or
- a ballot paper from any voter was not received by the Returning Officer, or
- a ballot paper prepared by the Returning Officer was invalid in form; or
- any vote was invalidly cast, or
- any other irregularity occurred in connection with any election unless in the opinion of the Returning Officer any such irregularity materially affected the result of the election; and occurred otherwise than in good faith.

If any election is called into question the Returning Officer shall either recount the votes after:

- including any vote that was not previously counted due to the irregularity; and/or
- rejecting any vote that was invalidly cast, and/or
- if the Returning Officer considers it necessary, notify the Board that a fresh election should be held. Any person who is elected as a result of an irregular election, but who is not the candidate who is finally elected to fill the vacancy, shall be deemed to have resigned from office. As soon as practicable after the conclusion of an election, the Returning Officer shall give the President written notice stating the name(s) of the elected candidate(s).

13.1.10 Board to inform members of elected nominees

As soon as practicable after receiving notice from the Returning Officer, the President shall give the members written notice of the name(s) of the nominee(s) who have

been elected.

13.1.11 Vacancies of the Board under these Bylaws

For the avoidance of doubt all references to a vacancy of the Board under these Bylaws relates to the election of Elected Directors as outlined in the MTA Rules, and does not have any application in relation to the filling of casual vacancies as referred to in Rule 12.4 of the MTA Rules.

14. Elected/Appointed Officials Misconduct/Non-performance

As per the MTA Rules (12.5 Power and duties) the Board may at its sole discretion, censure, suspend or expel an elected/appointed official from his/her elected/appointed position for misconduct or non performance of their duties in that position, provided however that the elected/appointed official shall first be given the opportunity to show just cause why he or she should not be censured, suspended or expelled.

The following are additional, non-exhaustive, examples to those listed in Bylaw 5 of what may constitute misconduct or non performance as an elected/appointed official:

- breach of confidentiality
- failure to observe all governance and Board Policies
- failure to observe a directive of the Board or any Committee.

Complaints/allegations of misconduct/non-performance must be submitted to the President in accordance with the Policies. Nothing in this Bylaw 14 applies to, or restricts, the removal of a director from office by the remaining directors of the Board under Rule 12.7 of the MTA Rules.

15. Censure/Suspension/Cancellation of an Elected/Appointed Official

On receipt of an allegation of misconduct or non-performance the President will investigate the allegation in accordance with the Policies. Where a conflict of interest arises, the Board shall appoint a non-conflicted Board member to carry out the responsibilities of the President under this Bylaw 15. Nothing in this Bylaw 15 applies to, or restricts, the removal of a director from office by the remaining directors of the Board under Rule 12.7 of the MTA Rules.

15.1 Censure

Censure is effected by the President writing to the elected/appointed official expressing the Board's disapproval and/or reprimanding that elected/appointed official. The way in which an elected/appointed official may be censured will be set out in the Policies. Failure by an elected/appointed official to comply with any terms and/or conditions of a censure may lead to immediate suspension or expulsion of that elected/appointed official.

15.2 Suspension

Suspension will result in the removal of an elected/appointed official from office for a specified period of time.

An elected/appointed official may be suspended by the President in writing pending investigation (in accordance with the Policies), into an allegation of misconduct/ non-performance.

While suspended the elected/appointed official will lose all entitlements as an elected/appointed official.

Upon completion of the investigation into the alleged misconduct or non-performance the President will advise the elected/appointed official in writing of his/her decision eg lifting the suspension or recommending expulsion of the elected/appointed official. Failure by the

elected/appointed official to comply with the terms of the suspension may lead to immediate expulsion as an elected/appointed official.

15.3 Expulsion

Expulsion will result in the removal of an elected/appointed official from office permanently.

An elected/appointed official may be expelled immediately, by the President, for misconduct/non-performance. Notice of expulsion of an elected/appointed official must be given to that elected/appointed official in writing advising:

- the date from which expulsion will be effective, and
- the elected/appointed official's responsibility under the MTA Rules, Bylaws and Policies.

15.4 Right of Appeal

An elected/appointed official may, within 10 working days of the date of written notice from the President censuring, suspending or expelling the elected/appointed official, appeal to the Board for a review by the Appeals Authority of any decision by the President to censure, suspend or expel that official.

16. Branches

16.1 Establishment

The Board may establish MTA branches throughout New Zealand. The Board shall define the area in which each branch shall operate.

Where a branch exists, it provides an interface between MTA Regional Hubs and members at a local level. Branches will not be required to undertake any administrative or operational functions other than appointing representatives to the Regional Hub.

Branches will operate with minimal formality under the guidance set out in clause 17 of these Bylaws. Branches may request approval from the MTA Board to adopt further provisions to operate in conjunction with clause 17, so long as those provisions are not inconsistent with the MTA Rules and Bylaws.

16.2 Disestablishment

A branch may only be disestablished with the approval of the Board based on a recommendation from a Branch Executive following a 30 day consultation period on the proposal to disestablish by that branch with its members.

Where the action is approved by the Board, the boundaries of the closest geographical surrounding branches will be extended to include members of the disestablished branch.

17. Model Branch Rules

This clause sets out the Model Branch Rules required to be determined by the Board under Rule 17 of the MTA Rules. These Model Branch Rules set out here in the Bylaws supersede and replace any previous Model Branch Rules issued by the MTA Board.

17.1 Minimal formality

Branches will operate with minimal formality. All members are subject to the requirements of the MTA Rules and must conduct themselves accordingly. Bylaw 17 is intended to provide guidance and structure to members who wish to continue to meet as a local branch group within a region.

17.2 Objectives

The objectives of the Branch shall be to operate as the local interface between MTA

Regional Hubs and members of the Motor Trade Association (Inc) and to further the objects of the Association.

17.3 Branch Executive

A Branch may, but is not required to, establish a Branch Executive. Any Branch Executive formed will:

- have a composition determined by the branch members;
- be representative of general members of the branch;
- determine its own meeting process (eg number of meetings, voting, need for minutes, etc)
- be elected or otherwise chosen by the branch members annually at the Branch Annual Members' Meeting;
- hold office until the next Branch Annual Members' Meeting; and
- be eligible for re-selection at the Annual Members' Meeting and will not be restrained by a limit on consecutive terms. The occurrence of any vacancy or any failure to fill it shall not invalidate any act or proceeding.

17.4 Financial

17.4.1 Financial Year

The financial year of a branch shall end on 30 June.

17.4.2 Branch funds

Consistent with the aim of minimal formality and reduced administration, branches should not manage assets (such as separate branch bank accounts) and should seek funding for branch activities (if any) from the relevant Regional Hub. Upon establishment of the Regional Hub structure, existing branches should, where possible, transfer existing branch funds to the use of the Regional Hub associated with the branch. Any branch funds not transferred pursuant to this clause should be deposited with MTA's preferred bank.

17.4.3 Branch administration

- (a) To the extent necessary and relevant, and subject to any policies or procedures issued by the MTA Board, the Branch Executive shall be responsible for the general administration of the branch.
- (b) MTA Office will administer the funds in the accounts referred to in clause 17.4.2 on behalf of and at the direction of the Branch.
- (c) The finances and property of the Branch shall be applied solely towards the promotion of the objects of the Association, with a primary focus on members within the relevant branch.

17.4.4 Administration representatives

The Branch Executive must nominate and advise MTA Office of three (3) Branch Executive members or, if no Branch Executive, three (3) branch members authorised to represent the branch with regards to the disposition of any branch funds administered by MTA Office.

17.4.5 Auditor

- (a) No auditor shall be appointed for any branch that has complied with the requirements under clauses 17.4.2, 17.4.3, and 17.4.4 of these Bylaws.
- (b) Any branch that has not complied with clauses 17.4.2, 17.4.3, and 17.4.4 of these Bylaws will be required to appoint an auditor and pay from its own funds for an

audit at the end of each financial year. The audit report must be provided to the MTA Board.

- (c) The requirement for an audit under clause 17.4.5(b) ceases upon a branch's compliance with clauses 17.4.2, 17.4.3, and 17.4.4 of these Bylaws.

17.5 Branch Membership

17.5.1 Eligibility

A general member automatically becomes a member of the branch within a region that is nearest geographically to the member.

Branch membership ceases, or is otherwise subject to similar restrictions and sanctions, in accordance with decisions about a member's status made by the Board (or its nominee) under the MTA Rules and Bylaws.

17.5.2 Existing Types And Categories

From 1 December 2015, special membership awards (such as life membership or honorary membership) will be considered and/or awarded by the relevant Regional Hub or by the MTA Board.

- (a) Anyone awarded Branch Life Membership prior to 1 December 2015 may continue to enjoy the recognition of this title for the special services that person rendered to the Branch/Association. Such membership remains personal and shall not extend to his/her business.
- (b) Any person or corporation awarded Branch Honorary Membership prior to 1 December 2015 may continue to enjoy the recognition of such an award until such time as the Executive or the MTA Board rescinds that award.

17.6 Powers and Duties

The Branch Executive is responsible for conducting the Branch affairs in accordance with the MTA Rules and Bylaws.

The Branch will be required to select at its Annual Members' Meeting at least one (1) representative to serve on the relevant MTA Regional Hub to champion branch and local interests.

The Branch may also be asked by the Regional Hub to supply a sector or category representative to the Regional Hub.

Transitional provisions:

At the initial establishment of Regional Hubs, in the event that a branch has not yet held an annual meeting of members to select that branch's representative(s) on the Regional Hub, the branch representative will be the Branch President (or his/her nominee) and the Branch Executive's choice for any other representative(s) required by the Regional Hub. These representatives will hold office until the branch membership convenes a meeting to confirm its selection.

17.7 Meetings

17.7.1 General

A Branch may set its own procedures for meetings, including whether or not minutes are kept. If minutes are kept, they should be available for reading by Branch Members and the Board.

17.7.2 Branch Annual Members' Meeting

An annual meeting of members must be held within 3 months of the conclusion of each

financial year at such a time and place as the Branch Executive may determine or, if no Branch Executive, by a decision of at least eight (8) financial general branch members.

17.7.3 Branch Meetings – Executive and Members

Meetings of the Branch Executive may be held at such times and places and through any communication channel as the Branch Executive determines. An ordinary meeting of Branch Members will be in person and may be held as determined by the Branch Executive or if a request from eight (8) financial general members is received by the Branch President.

17.7.4 Order of Business – Branch Annual Members’ Meeting

A Branch Annual Members’ Meeting may include the following items of business:

- presentation of financial information (if any)
- presentation of next year’s budget (if any)
- selection of branch representative(s) to Regional Hub
- selection of Branch Executive (if any)
- General Business.

17.7.5 Quorum

The quorum for a Branch Annual Members’ Meeting will be the presence of authorised representatives from the lower number of: eight financial general members or 30 per cent of branch membership.

17.7.6 Voting and Speaking Rights

General Branch Members may speak at Branch Annual Members’ and ordinary Branch Members’ Meetings.

One member, one vote. In the case of a tie, the Chairperson of the meeting shall have a casting vote as well as a deliberative vote.

Employees of MTA Office and others may be invited to speak at the meeting.

17.8 Liability Arising From Branch Operations

When dealing with a third party on a contractual basis or otherwise, unless specifically authorised by MTA Office or the relevant Regional Hub, the Branch shall make it clear to the third party that the Branch is in fact acting in the capacity of a branch and not as an agent or otherwise of MTA or MTA Office.

17.9 Branch Disagreements

Any matter that cannot be resolved within the Branch, or any disagreement between branches that cannot be resolved by them, will be referred to the relevant Regional Hub or Hubs, whose decision shall be final and binding.

Disagreements between a Branch and a Regional Hub will be considered and resolved by the MTA Board, whose decision shall be final and binding.

Initial List of Regional Hubs, Category Committees, and Advisory Groups

As at [insert date], the MTA Board has determined to establish the following hubs, committees, or groups:

Regional Hub:	Coverage/Boundaries:
Referred to by a name or number as may be the case.	Each Regional Hub in the left column is defined by the geographical area of the corresponding branches listed here as at 1 November 2015.
Region 1	Auckland, Northland
Region 2	Greater Waikato, Tauranga, Bay of Plenty
Region 3	Wanganui, Manawatu, Taumarunui, North Taranaki, South Taranaki, Central Main Trunk Line
Region 4	Hawkes Bay, Central Hawkes Bay, Gisborne/Wairoa
Region 5	Wellington, Wairarapa, Nelson, Marlborough, Horowhenua
Region 6	West Coast, Canterbury, Ashburton
Region 7	South Canterbury, North Otago, Otago
Region 8	Gore, Central Otago, South Otago, Southland

Category :	Advisory Groups:
Sector specialist committees.	Ad hoc special advisers to the Board.
Automotive Technology	Environmental
Collision Repair	Heavy Vehicle
Dealer	
Motorcycle	
Service Station and Convenience Store	

This appendix does not form part of the Bylaws and is subject to change at any time following a decision of the MTA Board.

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 team comprising the Chief Executive and his or her direct reports with management responsibilities.</p>
<p>MTA Office</p>	<p>The term “MTA Office” is used to distinguish the activities of the Board and MTA Staff at national headquarters in Wellington from the Association of members as a whole (“MTA”).</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.
<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 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>



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While we have done our best to ensure all information is correct, this is subject to change – we're always working on ways to bring you more value for your membership. If things do change, the latest details will be at **www.mta.org.nz**.

The MTA Rules and Bylaws are also available online in the MTA Members Toolbox - **<https://toolbox.mta.org.nz/>**