

Automotive Parts and Accessories Association

Rules and By-Laws

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16 March 1999

1. **THE NAME**

The name of the Association shall be Automotive Parts and Accessories Association Incorporated.

2. **REGISTERED OFFICE**

The Registered office of the Association is 22-24 Olive Road, Penrose, Auckland.

3. **OBJECTS**

The objects of the Association are:

- a) To provide a national organisation for manufacturers, merchants and others engaged in the automotive aftermarket.
- b) To provide a national forum for members.
- c) To represent and promote the interests of all members.
- d) To provide services and goods that will assist all members.
- e) To co-ordinate the efforts and work of all its component sections and branches.
- f) To cultivate and obtain reciprocal relations with kindred bodies.
- g) To conduct, hold and promote, or assist in the conduct, holding and promoting of shows, exhibitions connected with the motor trade generally.
- h) To adopt such means as may seem expedient of making known any of the objects of the Association and in particular by advertising in the press, by circulars, by publications of books and periodicals, and by any other means.
- i) To foster wherever reasonably possible the development in New Zealand of the production and marketing of all goods applicable to the automotive trades in such a manner that the interests of the consumer and the industry in general are most efficiently and economically served.

4. **MEMBERSHIP**

a) Ordinary Membership

Ordinary membership of the association is open to those corporate bodies, partnerships or individuals who are engaged in manufacturing, supply or distribution on the automotive aftermarket.

b) Special Membership

Special membership (non voting) is open to those corporate bodies, partnerships or individuals engaged in manufacturing supply or distribution in the automotive aftermarket who, in the opinion of the Executive do not qualify for ordinary membership.

c) Affiliate Membership

Affiliate Membership is open to any corporate body, association, society,

Person or persons representing, in the opinion of the Executive the interests of any section or part of the automotive aftermarket.

d) Life Membership

Life membership may be conferred on any person who has, in the opinion of the Executive rendered conspicuous service to the industry.

e) Meritorious Service Award

A meritorious service award may be conferred on any person who has, in the opinion of the Executive, given extraordinary service to the Association.

5. APPLICATION FOR MEMBERSHIP

Application for membership is to be made to the Executive Director in writing, specifying the category of membership applied for. The Executive has the power to grant membership and shall have absolute power to grant or refuse such application on such terms and conditions as it thinks fit and its decision shall be final and binding.

6. TERMINATION OF MEMBERSHIP

a) Resignations

Any members may at any time retire from the Association by giving one month's written notice to that effect to the Executive Director. Resignation shall not absolve the member from any obligation or debt that he has accrued to the Association prior to resignation.

b) Non Payment of Subscription

Any member whose subscription is unpaid three months after subscription accounts have been rendered is liable to be struck off the register and shall cease to be a member.

c) Expulsion

The Executive may expel any members whose conduct, in its opinion, renders that member unfit to be a member of the Association and such a member shall cease to be a member of the Association as from the date of its resolution. Written notice of the intention to move a resolution to expel the member under this rule must be given to the Executive Director at least one calendar month before the meeting of the Executive at which such resolution is to be moved and the Executive Director must inform the member concerned of the notice at least 21 days before the day of such meeting. The member concerned has the right to attend the said meeting and make representations prior to the resolution being put.

d) Disqualification

Any member who ceases to qualify for membership in the class of membership in which they were admitted is liable to be disqualified from membership of the Association by the Executive.

7. SUBSCRIPTIONS AND FINANCIAL YEAR

The annual subscription payable by members for each year shall be as determined by the Executive. The financial year shall end on 31 March in each year.

8. **MANAGEMENT**

The Executive

- a) The affairs of the Association will be governed by the Executive who will be elected at the Annual General Meeting.
- b) The executive is comprised of:

Chairman
Deputy Chairman
Past Chairman
Executive Director
(8) eight persons elected at the Annual General Meeting

In addition to the Chairman, Deputy Chairman, Past Chairman and Executive Director, in order to effect a broad representation of the industry it is desirable that where possible the (8) eight elected members shall be comprised of persons representing distribution trades, supply and manufacturing.

- c) Co-option

The Executive may co-opt additional members for specific purposes and times.

9. **MEETINGS**

- a) Frequency

- i) Annual General Meeting

Once in every year an Annual General Meeting shall be held.

- ii) Ordinary or Special General Meetings

Ordinary or special general meetings must be called by the Executive Director at the request, in writing of (6) six ordinary members.

- iii) Extraordinary Meetings

Extraordinary meetings of the Association may be called by the Chairman on his own motion and must be called by the Chairman, or the Chairman being requested to do so by the Executive.

- b) Notice of Meetings

Fourteen clear days' notice specifying the place, day, hour and nature of the business to be transacted at any annual or Special General Meeting of the Association shall be given to all members.

- c) Quorums

The quorum for meetings will be as follows:

Annual, special and extraordinary general meetings – not less than (10) ten members present.

Executive meetings – (6) six present.

In ascertaining whether a quorum exists, only ordinary financial members will qualify.

10. **ELECTIONS**

Attendance

a) Attendance and Speaking Rights

Any class of member may attend any annual, special, ordinary or extraordinary general meeting and have speaking rights.

b) Election

Elected officers will be elected by ordinary financial members. The Executive will be elected at the Annual General Meeting.

c) Vacancies

i) Any Vacancies which may occur in the office of Chairman, Deputy Chairman or in the Executive between the Annual General Meetings may be filled by the Executive. Any person so elected by the Executive shall retain their office so long only as the member in whose place they are appointed would have retained it if no vacancy had occurred.

ii) The Executive shall be deemed to be duly constituted and shall continue to possess all the powers herein after stated, notwithstanding any vacancies in its body, but such vacancies shall be filled up as soon as is, in the judgement of the Executive, possible and expedient.

d) Voting at Meetings

i) At all general meetings each financial member entitled to be present shall have one vote only (except as below) with the exception of the Chairman who shall have a deliberative, and, in the case of equality, a casting vote.

ii) At all meetings, unless a poll is demanded, all matters will be Decided by a majority of members present and voting, and where it is desired to determine the number of votes otherwise than by a poll, voting shall be by show of hands.

iii) At any meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or lost and a confirmed entry to such an act in the minute book of the Association will be conclusive evidence without further proof of such fact.

iv) Voting at meetings of the Executive will be on the basis of one Vote per person authorised to be at the meeting and present in person.

e) Terms of Office

Each term of office shall be for one year, retiring officers being eligible for re-election.

- f) Proxies
 - i) Any ordinary member may, by giving notice in writing to the Executive Director, appoint any other members as his/her proxy for voting at general meetings.
 - ii) Any member of the Executive may, by giving notice in writing to The Executive Director, appoint any other Executive member as his/her proxy for a meeting of the Executive. Such persons holding proxies shall have the full powers of such absent members.

11. **DUTIES AND POWERS OF THE CHAIRMAN**

- a) The Chairman shall:
 - i) Supervise the business and affairs of the Association.
 - ii) Assume the position of Chairman at all meetings and undertake Such lawful duties as may relate to the office of Chairman.
 - iii) Undertake such other lawful things and acts as may be necessary or desirable to carry on the business of a meeting with order and regularity.
- b) In the absence of the Chairman the Deputy Chairman shall assume such duties.

12. **POWERS AND DUTIES OF THE ASSOCIATION**

- a) All monies payable to the Association shall be received by the Executive Director who shall forthwith lodge these to the credit of the Association in such manner as may from time to time be decided by the Executive.
- b) The Association may:
 - i) Borrow money for the purposes of the Association and may give security for any such monies upon any property of the Association.
 - ii) Take or lease any lands, buildings or parts of buildings and Chattels and may sell, let or dispose of the same as and when it thinks fit.
 - iii) Invest and deal with the monies of the Association not immediately required in such a manner as may from time to time be decided subject to the supervision of the Executive.
 - iv) Enter into, do and perform all contracts, acts, matters and things in any way connected with objects of the Association or detailed thereto as may from time to time be decided.
 - v) Provide secretarial services for any organisation or person approved by the Executive at such fee as that Executive shall determine.

13. **POWERS OF THE EXECUTIVE**

- a) The Executive shall exercise all the powers and perform all the duties incidental or conducive to the attainment of the objects of the Association mentioned in these rules not exercisable by members in general meeting.

- b) They may delegate any of their powers or duties to committees of any number of members of the association and from time to time make, alter or rescind regulations, rules and by-laws for conducting the business delegated to such committees.

14. **BY-LAWS**

The Executive by resolution in general meeting, may make, amend or rescind the by-laws.

15. **ALTERATION OF RULES**

The rules of the Association may be altered, added or rescinded at any general meeting. Notification of any proposed change must be given to the Executive Director at least 14 days before the general meeting. The notice of the meeting must contain details of the proposed change.

16. **WINDING UP**

The Association may be wound up by a three fourth majority of the votes of members present at a special meeting called for the purpose, provided that one month's notice of any such proposal shall be given to all members of the Association. In the event of dissolution, all surplus assets after payment of all liabilities and liquidation fees shall be disposed of and distributed in such manner as the Association at such special meeting may determine.

Adopted at the Inaugural Meeting in Auckland, 18 November 1987 and amended at the Annual General Meetings in October 1991, October 1993 and October 1997.

Automotive Parts and Accessories Association