



# **CONSTITUTION**

## **OF THE NEW ZEALAND AUTOMOBILE ASSOCIATION (INCORPORATED)**

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## **1. NAME**

- 1.1 The name of the incorporated society is “The New Zealand Automobile Association (Incorporated)”.

## **2. PURPOSES AND POWERS**

- 2.1. The purposes of the Association are to:

- (a) advance the interests of Members, motoring, and mobility generally,
- (b) provide products and services for the benefit and use of Members and where appropriate members of the public,
- (c) co-ordinate, promote, facilitate, and protect the interests of its Members, whether of international, national, or more limited scope, and for such purposes to consult with and where appropriate make such representations and submissions as may be expedient to protect and enhance the interests of its Members,
- (d) undertake any commercial activities that the Board may consider appropriate and which contribute to the benefits derived by the Members,
- (e) educate and advocate on mobility issues on behalf of Members, with views based on research and data, and
- (f) promote and encourage each District Council to be advocates in their District on mobility issues including infrastructure, safety and matters that the National Council might determine to be relevant from time to time.

- 2.2. The Association shall have the power to do all lawful things that a natural person is capable of doing, consistent with the purposes. The Association’s powers are exercised by and through the National Council and its Officers elected and appointed in accordance with this Constitution.

- 2.3. The Association shall not be carried on for the financial gain of any of its Members, provided that:

- (a) a Member may receive reimbursement for reasonable expenses legitimately incurred on behalf of the Association while pursuing the Association’s purposes,
- (b) a Member may receive incidental benefits (such as trophies, prizes, or discounts on products or services) in accordance with the Association’s purposes,
- (c) a Member may charge and receive all usual professional, trade, or other charges for work done by their business in connection with the Association, including acts which a Member could have done personally, and
- (d) the Association may enter into a transaction or proposed transaction with a Member is in the ordinary course of the Association’s business and on usual terms and conditions.

## **3. MEMBERSHIP**

### **3.1. Rules**

- (a) This Constitution shall be available to Members pursuant to the Act and the Association shall ensure a current version is available on its website ([www.aa.co.nz](http://www.aa.co.nz)).
- (b) Each Member and Officer is entitled to request a printed copy of this Constitution but shall pay to the Association a reasonable fee for such copy.

- (c) Each Member agrees (and is deemed to agree) to be bound by and comply with this Constitution.

### **3.2. Becoming a Member**

- (a) Any Person may apply for membership of the Association by completing the prescribed form (which must include consenting to becoming a Member) and paying or committing to pay the annual subscription.
- (b) The National Council will from time to time determine:
- i. the prescribed form,
  - ii. the benefits, rights and privileges of each class of membership,
  - iii. the subscription fees attaching to each class of membership, and
  - iv. any other terms or conditions attaching to any class of membership.
- (c) Each application for a new membership shall be considered by the Chief Executive Officer (who may delegate this determination to any other one or more employees of the Association) and the applicant shall be notified whether the application has been accepted or not.
- (d) Membership shall be for a term of 12 months.
- (e) The rights and privileges of membership attach to the Member and are not capable of being transferred or assigned.
- (f) A Member may obtain a renewal of membership upon payment of the prescribed annual subscription, subject to Rule 6 under which a Person cannot secure a renewal without approval from the National Council. Nonpayment of an annual subscription will result in the membership being cancelled.
- (g) Any Member whose annual subscription is unpaid is unable to vote or take part in any meeting of the Association and will not be entitled to any of the privileges of membership while the annual subscription remains unpaid.
- (h) The National Council may, in its absolute discretion, and shall in the case of Officers and their partners who live at the same residential address, waive payment of or refund to any Member the whole or any part of the annual subscription payable or paid by that Person.

### **3.3. Ceasing to be a Member**

- (a) A Member ceases to be a Member:
- i. by written resignation from that Member's class of membership which will be effective from the date the resignation is received by the Association (or any subsequent date stated in the notice of resignation, provided this is prior to the renewal date),
  - ii. where the Member has failed to pay the prescribed annual subscription on or before the due date,
  - iii. on being expelled by the National Council under Rule 5 with effect from the date specified in the notice,

- iv. on termination of a Member's membership following a dispute resolution process under this Constitution with effect from the date specified in the notice, or
- v. on death.

### **3.4. Obligations once Membership has ceased**

- (a) A Member who has ceased to be a Member under this Constitution:
  - i. remains liable to pay all subscriptions and other fees to the end of the then current annual subscription period,
  - ii. shall cease to hold themselves out as a Member of the Association,
  - iii. shall return to the Association all material provided to Members by the Association, and
  - iv. shall cease to be entitled to any of the rights of a Member.

### **3.5. Rejoining**

- (a) Any former Member may apply for re-admission in the manner prescribed for original applications, provided that if a former Member's membership was terminated following a disciplinary or dispute resolution process, the applicant may only be re-admitted with express prior approval of the National Council.

### **3.6. Life Members**

- (a) All nominations for a Life Membership shall be referred to the President, who, if it is considered meritorious, shall refer the nomination to National Council.
- (b) The National Council may, on the recommendation of the President, elect any Member to receive membership of the Association for life in recognition of the Member's outstanding contribution to the activities of the Association over several years or for any other reason whatsoever which the National Council may consider fit.
- (c) The rights and privileges of Life Members shall be determined by the National Council from time to time, provided that the Member shall be subject to all the same duties as a Member, except those of paying annual subscriptions.

## **4. MOBILITY AND VEHICLE RELATIONSHIPS**

- 4.1. The Association may, from time to time, create relationships with manufacturers or distributors of mobility products to provide products and services to a nominated vehicle on a commercial basis, and each relationship may be on differing terms and conditions ("Vehicle Solutions").
- 4.2. The operators of the nominated vehicles included in the relationships described in Rule 4 shall be known as "Vehicle Solutions Customers". Each Vehicle Solutions Customer shall have the rights and entitlements more particularly described in the applicable Vehicle Solutions relationship.
- 4.3. Vehicle Solutions Customers have no entitlements under this Constitution. For the sake of clarity, Vehicle Solutions Customers shall not be entitled to stand for or nominate any Person for office, to vote or otherwise participate in the affairs of the Association (unless the Vehicle Solutions Customer is also a Member of the Association).

## 5. CONDUCT

- 5.1. All Members of the Association agree that they shall always observe the following customs and values:
- (a) comply with the rules of this Constitution,
  - (b) act honestly in all dealings with the Association, its Officers, employees, and contractors, and other Members,
  - (c) comply with the reasonable requests of the Association and adhere to the terms and conditions applicable to any products or services being used,
  - (d) be respectful of and to act reasonably with other Members, Officers, employees, and contractors of the Association, and
  - (e) not to bring the Association into disrepute.
- 5.2. The National Council has the discretion to expel or suspend (for any period) any Member from membership of the Association, or to censure any Member, where that Member has in the opinion of the National Council engaged in conduct:
- (a) which brings or threatens to bring the Association materially into disrepute, or
  - (b) which is materially prejudicial to the interests of the Association or any of the Association's related entities.
- 5.3. The National Council will, from time to time, establish a Disciplinary Committee on such terms as the National Council may determine to consider a complaint against a Member under this Rule 5.
- 5.4. A complaint against a Member under this Rule 5 can only be made by the Chief Executive Officer.
- 5.5. The Disciplinary Committee shall hear and determine any allegation a Member has engaged in conduct contrary to Rule 5.2 and shall report its findings and recommendation to the National Council.
- 5.6. The Disciplinary Committee must ensure that any Member facing an allegation under Rule 5.2 has been provided with information on that allegation and given a reasonable opportunity to provide an explanation in writing to the Disciplinary Committee, who shall consider that explanation before reaching its findings.
- 5.7. Provided that the requirements of Rule 5.6 have been met, neither the National Council nor the Disciplinary Committee need to follow the dispute resolution process in Rule 6, and upon receiving the report of the Disciplinary Committee the National Council shall:
- (a) accept the Disciplinary Committee's determination, and
  - (b) consider the appropriate penalty, if any, to impose.
- 5.8. Notwithstanding the above rules, the Chief Executive Officer shall have the right at an operational level where the safety of the Association's staff is at risk to immediately:
- (a) withhold any or all of the Association's services and products from a Member, or
  - (b) impose on a Member any special terms or conditions restricting the rights or entitlements of the Member for such time as the Chief Executive Officer shall consider appropriate.

Any exercise of the Chief Executive Officer's powers under this clause shall be reported promptly to the President.

- 5.9. There shall be no appeal against the decision of the National Council or the Disciplinary Committee under this Rule 5.
- 5.10. Any Member expelled under Rule 5, or who has resigned as a Member prior to the conclusion of the process provided for under Rule 5, shall only be entitled to apply for membership with the leave of the National Council.

## **6. COMPLAINTS AND DISPUTE RESOLUTION**

- 6.1. For the purposes of Rule 6, a dispute means a dispute as defined in the Act and includes a disagreement or conflict between Members, Officers, or any of those parties and the Association that affects the effective operation of the Association and that relates to this Constitution, any bylaws, or the Act , but excludes any matters which are the subject of a complaint under Rule 5, which shall be governed by Rule 5.
- 6.2. A Member or an Officer may make a complaint by giving to the Association Secretary a notice in the prescribed form that:
  - (a) sets out the allegation or allegations to which the dispute relates in sufficient detail that the accused Member, Officer, or the Association, are fairly advised of the allegation or allegations concerning them to enable that Person or the Association to prepare a response,
  - (b) clearly identifies the Member or Officer accused in the complaint or the Association as the case may be,
  - (c) outlines the relief being sought in the complaint, and
  - (d) sets out any other information reasonably required by the Association.
- 6.3. The National Council, on receiving a complaint under this Rule, shall refer the complaint to a Disciplinary Committee for consideration and for it to make findings and a recommendation to the National Council on the complaint.
- 6.4. The Disciplinary Committee shall ensure that:
  - (a) the Member or Officer who made the complaint is given a reasonable opportunity to make written submissions to the Disciplinary Committee,
  - (b) the Member or Officer complained against or the Association (if the complaint is against the Association) is advised of the complaint and given sufficient details and time given to enable the respondent to prepare a response,
  - (c) the Member or Officer complained against or the Association (if the complaint is against the Association) is given a reasonable opportunity to make written submissions to the Disciplinary Committee, and
  - (d) it takes such other steps as the Disciplinary Committee considers necessary in the interests of natural justice.

- 6.5. The Disciplinary Committee may consider the complaint and shall decide (subject to confirmation by the National Council under Rule 5.6) to the effect:
- (a) the complaint is found to be substantiated and recommending appropriate relief,
  - (b) the Disciplinary Committee has been unable to decide that the complaint is substantiated and recommending it be dismissed,
  - (c) there are grounds for the complaint to be tabled without a finding being made, for such time and on such terms as the Disciplinary Committee may recommend,
  - (d) the complaint is considered to be trivial,
  - (e) the complaint is to be dismissed as it does not appear to disclose or involve any allegation of the following kind:
    - i. that a Member, an Officer, or the Association, has engaged in material misconduct,
    - ii. that a Member, an Officer, or the Association, has materially breached, or is likely to materially breach, a duty under this Constitution, any bylaws, or the Act,
    - iii. that a Member's rights or interests or Members' rights or interests as a Member have been materially damaged or their rights or interests generally have been materially damaged,
  - (f) the Person who makes the complaint has an insignificant interest in the matter,
  - (g) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with in other proceedings, or
  - (h) there has been an undue delay in making the complaint.
- 6.6. The National Council shall receive the report of the Disciplinary Committee and shall:
- (a) satisfy itself that the process followed by the Disciplinary Committee was in accordance with the principles of natural justice, and if so,
  - (b) confirm the Disciplinary Committee's determination, and
  - (c) consider the appropriate penalty, if any, to impose.
- 6.7. If the National Council does not consider that the Disciplinary Committee has followed a process that is in accordance with natural justice, it will re-submit the complaint to the Disciplinary Committee. The Disciplinary Committee will take such steps as are necessary to reconsider the complaint in accordance with natural justice, make a further determination under Rule 6.5 and re-submit the complaint to the National Committee under Rule 6.6.
- 6.8. The confirmation by the National Council of a determination of the Disciplinary Committee shall be final between the parties to the complaint. The determination by the Disciplinary Committee and the confirmation by the National Council shall be promptly given in writing to the parties.
- 6.9. The Association shall ensure that each complaint is investigated and determined as soon as reasonably practicable after a complaint is received and, in a fair, efficient and effective manner.

## **7. DISTRICTS**

- 7.1. The National Council shall divide the area under its control into such Districts as it shall in its sole discretion deem desirable.

## **8. DISTRICT COUNCILS**

- 8.1. Each of the Districts shall have a District Council to manage its affairs as provided in this Constitution, and to carry out the functions as delegated by the National Council.
- 8.2. The District Council shall consist of up to 10 District Councillors as determined by that Council from time to time. At the respective District Annual General Meetings, District Councillors shall be elected in the manner provided in this Constitution and shall hold office until they retire in accordance with the provisions of Rule 10 or otherwise cease to hold office.
- 8.3. Each District Council shall meet to discuss local mobility issues and promoting matters of important mobility policy on behalf of Members. Where any issue of mobility policy is raised locally affecting the interests of Members within the District, the District Chair or their nominee may speak on behalf of the Association and where mobility policy issues are raised affecting the rights of Members nationally, the District Council shall promote the issue through the National Council where the President, and/or the Chief Executive Officer (or their nominee) shall speak on behalf of the Association.
- 8.4. In addition to their role in representing the interests of Members within the District, each District Council shall have such powers as shall be delegated to them by the National Council provided however that if there is any conflict between a decision of a District Council and one of the National Council the National Council decision shall prevail.

## **9. ELECTION OF DISTRICT COUNCILLORS**

- 9.1. Nominations for a District Council shall be made in writing signed by 2 Members of the Association and by the nominee and deposited with the District Chair or their nominee at least 21 days before the date for the Annual General Meeting for the relevant District.
- 9.2. Notice of the date of the District Annual General Meeting and of the date nominations close shall be published on the Association's website and secondly by posting a copy of the notice in the office of the AA Centres in the District at least 28 days before the date of the Annual General Meeting of the District. The accidental omission to give any notice to, or the non-receipt of any notice by, any Member shall not invalidate the proceedings at any meeting.
- 9.3. No Person shall be eligible to hold office as a District Councillor unless that Person is a Member of the Association. Any current employee of the Association or any of its subsidiaries or associated companies shall not be eligible to hold office as a District Councillor. In the event of any doubt as to a Person's eligibility to hold office, the question shall be referred to the National Council for determination.
- 9.4. A statement from the nominee, of not more than 120 words, may be given to the District Chair or their nominee at the time of nomination, setting out the nominee's position, experience, qualifications, length of membership and views on any matters affecting the Association. This statement shall be made available to Members at the Annual General Meeting of the relevant District and may be available prior to the meeting upon request.
- 9.5. If the number of candidates nominated for a District Council does not exceed the number of vacancies to be filled, the candidates nominated shall be deemed to be elected and shall take office at the conclusion of the Annual General Meeting of the relevant District.



- 9.6. If the number of candidates exceeds the number of vacancies to be filled a ballot shall take place at the Annual General Meeting of the relevant District, in accordance with Rule 28.

## **10. RETIREMENT FROM DISTRICT COUNCIL**

- 10.1. At each District Annual General Meeting at least 2 District Councillors shall retire from office. The order of retirement shall be as follows:
- (a) first, any District Councillor who has been appointed by that District Council to fill a vacancy in that District Council in accordance with Rule 11.2, and
  - (b) secondly, the longest serving District Councillor. If 2 or more District Councillors have been in office an equal length of time, the District Councillors to retire shall, in default of agreement between them, be determined by lot. The length of time a District Councillor has been in office shall be computed from the last election of that Person.
- 10.2. A retiring District Councillor shall retain office until the conclusion of the Annual General Meeting of the relevant District at which time the successor to the retiring District Councillor shall take office.
- 10.3. Any retiring District Councillor shall be eligible for election or re-election.

## **11. RESIGNATIONS FROM AND VACANCIES ON DISTRICT COUNCIL**

- 11.1. Notice of the resignation of a District Councillor from a District Council must be given in writing to the Association and will take effect from the receipt of the notice by the Association.
- 11.2. A District Council can fill any vacancy which may occur in that District Council. Any such appointment shall only be valid until the conclusion of the next Annual General Meeting of that District Council.

## **12. ELECTION OF CHAIR FOR DISTRICT MEETINGS**

- 12.1. Each District Council at its first meeting after each Annual General Meeting of its District shall elect from among its members a Person to chair the meetings of the District Council ("District Chair") and a deputy. The Chair or in their absence the deputy shall preside at all meetings of that District Council. Should a vacancy occur for any reason in this office then the District Council at the next meeting following the vacancy occurring shall appoint another of its Council members to fill the vacancy.
- 12.2. If the District Chair or the deputy are not present at any meeting the other Members of that District Council present may from among themselves choose one of their number to chair the meeting.
- 12.3. The role of each District Chair shall be to preside over each meeting of their respective District Council, and to stimulate debate, identify local and national mobility policy issues within the District.
- 12.4. There shall be no fixed term for a Person to act as District Chair.

## **13. MEETINGS OF DISTRICT COUNCIL**

- 13.1. Each District Council shall meet at a time and place decided by the District Council from time to time. Any special meetings of the District Council may be convened by the Chair or shall be convened at the request of 2 Members of the District Council and will be held at a time and place to be determined by the District Chair.
- 13.2. The quorum at all meetings of a District Council shall be a majority of District Councillors. Where a District Council is made up of an odd number of Councillors the quorum is to be rounded up to the nearest whole number.

- 13.3. Should any District Councillor fail to attend 3 consecutive meetings without a reason which the District Council deems sufficient, that District Council may by resolution declare the office of that Person to be vacant and immediately a vacancy in that District Council shall be created.
- 13.4. A District Councillor may upon written request to, and consent of, the District Chair, be granted a leave of absence.
- 13.5. A District Councillor may upon written request to, and consent of, the District Chair, attend a District Council meeting by means of audio or audio-visual communication.
- 13.6. Notwithstanding any other provision in this Constitution, in respect of District Council meetings, the District Chair may, at their sole discretion, permit votes to be cast by District Councillors on resolutions at a particular meeting of the District Council by electronic means.

#### **14. ANNUAL GENERAL MEETINGS OF THE DISTRICTS**

- 14.1. The Annual General Meeting of the Members of each District shall be held in the month of November in each year and at a time and place determined by the District Council. In addition to the retirements and election of District Councillors, the other business to be conducted by the District Annual General Meeting shall be to receive a report of that District's affairs, the Annual Report of the Association for the preceding financial year and to discuss any general business arising from the same and to transact any other business of which due notice has been given or for which this Constitution otherwise provides.
- 14.2. The quorum at all General Meetings of a District shall be 7 Members.
- 14.3. All the provisions contained in Rule 27.2 to 27.5 (both inclusive) shall with any necessary modifications as to grammar or sense apply to all General Meetings of the Districts.

#### **15. VOTING AT DISTRICT COUNCIL MEETINGS**

- 15.1. Each District Councillor in attendance at a meeting of a District Council shall have 1 vote. The member chairing the meeting shall in all cases have a deliberative vote and in case of equality of voting on a show of hands shall also have a casting vote.
- 15.2. All questions put to a District Council at any meeting shall be determined by a majority of the votes of the District Councillors who are present at the meeting and entitled to vote. Voting shall be on the voices or by a show of hands as the member chairing the meeting may decide provided however that a secret ballot shall be taken if demanded by any District Councillor.

#### **16. NATIONAL COUNCIL**

- 16.1. The National Council is the paramount governing committee to exercise oversight of the affairs of the Association by:
  - (a) appointing the Board,
  - (b) approving an annual strategic business plan and budgets as presented by the Board,
  - (c) receiving regular reports from the Chief Executive Officer on the business affairs of the Association accompanied by appropriate information including financial, health and safety and other regulatory information for the purposes of being informed of the performance of the Association,
  - (d) receiving and issuing the Association's Financial Statements, and an Annual Report, prior to each Annual General Meeting of the Association,

- (e) approving any major business development which represents a significant departure from any previously approved business plan(s), and
  - (f) delegating such powers, duties, and obligations, to the Board, the Chief Executive Officer, or District Councils as it considers desirable from time to time.
- 16.2. The National Council shall consist of the President and 1 representative from each District Council appointed in accordance with this Rule.
- 16.3. Each District Council shall, prior to the Annual General Meeting of the Association in every year, nominate 1 of its District Councillors to represent it as a member of the National Council, subject to the nominee consenting in writing to their appointment as National Councillor for that District Council and not being disqualified from office.
- 16.4. No National Councillor may represent more than 1 District Council, but a National Councillor may also serve as District Chair.
- 16.5. At the Annual General Meeting of the Association, each National Councillor nominated by each District shall assume office which they will hold until the next Annual General Meeting of the Association, provided however that if during the term of office the National Councillor ceases to be a District Councillor then that Person shall immediately resign and the provisions of Rule 20 shall apply.
- 16.6. Any National Councillor shall be eligible for reappointment to the National Council if that Person is a District Councillor.
- 16.7. Each National Councillor representing a District shall be charged with the following duties:
- (a) to communicate to the District Council such matters as are raised at meetings of the National Council from time to time, and to act as a liaison between the President, the National Council, and the District,
  - (b) to participate at District Council level in order that the District Council can be fully and fairly informed of any existing Association advocacy policies, and the rationale for those policies,
  - (c) to assist the District Council in identifying, addressing and resolving any matters of local or national interest within the District, and where appropriate assisting the District by utilising the advocacy resources of the Association, in terms of any policy set from time to time by the National Council,
  - (d) to represent the views of the Members of the Association based in the District at National Council, and
  - (e) to attend and participate at all National Council meetings, emergencies excepted, to promote the best interests of the Association.

## **17. SUB-COMMITTEES**

- 17.1. The National Council may appoint sub-committees consisting of such Persons and for such purposes as it thinks fit. Unless otherwise resolved by the National Council and except for the Board:
- (a) the quorum of every sub-committee is half the members of the sub-committee but not less than 2,
  - (b) no sub-committee shall have power to co-opt additional members,

(c) a sub-committee must not commit the Association to any financial expenditure without express authority from the National Council, and

(d) a sub-committee must not further delegate any of its powers.

## **18. MEETINGS OF THE NATIONAL COUNCIL**

18.1. The National Council shall meet at a time and place decided by the National Council from time to time. Any Special Meetings of the National Council may be convened by the President or shall be convened upon the request of 3 National Councillors and will be held at a time and place to be fixed by the Chief Executive Officer.

18.2. The quorum at all meetings of the National Council shall be a majority of current National Councillors. Where the National Council or committee is made up of an odd number of members the quorum is to be rounded up to the nearest whole number.

18.3. In the event of a National Councillor (excluding the President) being unable to attend any meeting of the National Council the District Council that appointed the National Councillor shall be entitled to appoint another of its District Councillors as a substitute for the meeting. The substitute National Councillor shall for that occasion have the full powers of any National Councillor other than the President. Notification of any such appointment shall be given in the manner provided by Rule 20.3.

## **19. VOTING AT MEETINGS OF THE NATIONAL COUNCIL**

19.1. Every National Councillor present in person at a meeting of a National Council shall have 1 vote. The President (or any Person acting as chair) shall in all cases have a deliberative vote and in case of equality of voting on a show of hands shall also have a casting vote.

19.2. All questions put to the National Council at any meeting shall be determined by a majority of the votes of the National Councillors who are present at the meeting and entitled to vote. Voting shall be on the voices or by a show of hands as the President may decide provided however that a secret ballot shall be taken if demanded by any National Councillor.

## **20. RESIGNATIONS FROM AND VACANCIES ON THE NATIONAL COUNCIL**

20.1. Notice of the resignation of a National Councillor must be given in writing to the Association Secretary and will take effect upon the acceptance of the resignation by the National Council.

20.2. If a National Councillor resigns, dies, or otherwise ceases to be a member of the National Council then the District Council which appointed the National Councillor shall be entitled to appoint another of its District Councillors to fill the vacancy.

20.3. The replacement National Councillor shall be deemed to have been duly appointed when written notification of the appointment has been received by the Association Secretary.

## **21. ELECTION OF PRESIDENT AND VICE PRESIDENT**

21.1. Nominations for candidates for President and Vice President shall be:

(a) made in writing,

(b) signed by 2 National Councillors and by the nominee, and

(c) deposited with the Association Secretary no later than 30 September in each year.

- 21.2. Notice of the nominations shall be given promptly by the Association Secretary to all District Councils.
- 21.3. No Person shall be eligible to hold office as President or as Vice President unless that Person is a member of a District Council and has served on the Board or National Council for at least 1 complete year within the previous 5 years.
- 21.4. No Person shall hold office as President for more than 3 consecutive years.
- 21.5. The National Council shall hold a meeting to take place immediately following the conclusion of the Annual General Meeting of the Association in December of each year. At that meeting the National Council shall elect from the nominations the President and Vice President of the Association. Each shall hold office (subject to this Constitution) from the time of the election for a period of 12 months or until the next election conducted after the conclusion of the next Annual General Meeting of the Association.
- 21.6. If the Person elected as President is also a National Councillor for a District, then that District Council may appoint another Person to be the National Councillor in lieu, to take effect upon the receipt of notice of the appointment by the Association Secretary.
- 21.7. If a vacancy shall occur in the office of President or Vice President, the National Council may elect a Person to hold office until the next Annual General Meeting of the Association.
- 21.8. The President, or in their absence the Vice President, shall have the right to preside at all meetings of the National Council. If the President and the Vice President are absent from the meeting the National Councillors present shall elect one of their number to preside.
- 21.9. In the event of the temporary absence of the President from New Zealand the Vice President shall act as President or if the Vice President is unavailable the National Council may appoint a National Councillor or a Board Member to act as President. Such acting President shall be entitled to exercise all the functions and powers of the President until the return of the President to New Zealand when the appointment of the acting President shall lapse.
- 21.10. The President shall be the titular head of the Association and, with the Chief Executive Officer, shall be charged with ensuring compliance by the Association with this Constitution.
- 21.11. In addition to the duties set out in this Constitution, the President shall, under the guidance of the National Council and the Board as the case may be, promote the interests of the Association through the following avenues:
- (a) attendance at District Council meetings from time to time,
  - (b) presiding over National Council and Board meetings,
  - (c) communications with National Councillors and District Chairs from time to time,
  - (d) representing the Association on such bodies as the National Council or Board may request,
  - (e) representing the Association at such meetings, or conferences of other groups where mobility interests are being considered, either within New Zealand or abroad, and
  - (f) Promoting at appropriate levels, the advocacy and mobility policies of the Association.
- 21.12. The Vice President shall support the President in such a way as the President and Chief Executive Officer may request from time to time to the intent that, should the President be unable to discharge

all or any of the Presidential duties, then the Vice President shall step into and fulfil that role on such terms and for such duration as the President, Chief Executive Officer and Vice President may agree.

## **22. THE BOARD**

22.1. **Composition:** The Board shall consist of:

- (a) the President,
- (b) the Vice President,
- (c) up to 6 Elected Board members, and
- (d) up to 2 Independent Board members appointed in accordance with Rule 22.3.

22.2. **Elected Board member eligibility:** No Person shall be eligible to be elected as an Elected Board member unless that Person is a member of a District Council and has served on the Board or National Council for at least 1 complete year within the previous 5 years.

22.3. **Independent Board members:** The National Council may, upon the recommendation of the Board, appoint up to 2 Independent Board members at any time (whether that Person be a Member of the Association or otherwise).

22.4. **Vacancy:** If a vacancy shall arise on the Board, the National Council may appoint a replacement.

22.5. **Ex Officio:** The President and the Vice President shall be members of the Board ex officio and shall retire and be replaced as and when they cease to hold their respective offices.

22.6. **Tenure and Rotation:** The Elected Board members of the Board shall be subject to retirement by rotation 2 in each year. Those retiring, if eligible through continuing membership of a District Council, may offer themselves for re-election. The Elected Board members to retire in each year shall be those who have been longest in office and if more than 2 shall be determined by lot. Any Independent Board members shall cease to hold office in accordance with the terms of their appointment.

22.7. **Ceasing to hold office:** An Elected Board member shall continue in office (subject to retirement by rotation) unless they resign in writing, die, or cease to be a District Councillor. All Board members are entitled to attend meetings of the National Council as an observer, with a right to speak with leave from the President but with no voting rights. If an Elected Board member retires from the Board then, in order to be eligible to stand for re-election, the Person must be a member of a District Council.

22.8. **Nominations:** Nominations for candidates for the Elected Board member positions must be:

- (a) made in writing,
- (b) supported by a resolution of the candidate's resident District Council,
- (c) signed by a National Councillor from another District and by the nominee, and
- (d) deposited with the Association Secretary no later than the end of September in each year.

Notice of the nominations shall be given promptly by the Association Secretary to all District Councils.



- 22.9. **Mode of Election and Appointment:** The National Council shall, at the meeting to be held immediately after the Annual General Meeting of the Association held in December elect from the nominations, Elected Board members to fill available vacancies. Each shall hold office (subject to this Constitution) from the time of the election.
- 22.10. **Monies:** All monies and funds of the Association shall be kept in the name of the Association and shall be invested as directed from time to time by the Board. The Association's bank accounts shall be operated by such Persons authorised in writing by the Board, from time to time.
- 22.11. **Responsibilities:** Subject to any express restrictions in this Constitution, the Board shall be responsible for monitoring, governing, directing, and supervising the business and commercial affairs of the Association and shall have and may exercise all the powers necessary to do so. The Board shall have the governance of the commercial affairs of the Association as its principal role and shall:
- (a) monitor the proper management, administration and conduct of the business and commercial affairs of the Association in terms of the Business Plan and Budget,
  - (b) prepare annual strategic business plans and budgets, and submit these to the National Council for approval,
  - (c) present the Financial Statements for the National Council to issue (and then for Members to be presented with the Annual Report at the Annual General Meeting of the Association),
  - (d) monitor commercial opportunities for the Association,
  - (e) determine the commercial direction and service delivery of the Association,
  - (f) supervise the discharge of duties by the Chief Executive Officer,
  - (g) monitor the health and safety activities of the Association and generally ensure due proper and timely compliance with all relevant legislative and regulatory requirements of the Association,
  - (h) act in good faith and in the best interests of the Association when exercising powers or performing duties,
  - (i) report through the Chief Executive Officer to National Council on the financial, health and safety and regulatory performance of the Association, and
  - (j) ensure the National Council is kept informed of the commercial activities.
- 22.12. **Major Transaction:** The Board may not procure or permit the Association to enter into a Major Transaction unless the transaction is approved by the National Council or made contingent on approval by the National Council. For the Purposes of this clause, Major Transaction means:
- (a) the acquisition of, or an agreement to acquire, whether contingent or not, assets the value of which is more than half the value of the Association's assets before the acquisition,
  - (b) the disposition of, or an agreement to dispose of, whether contingent or not assets of the Association the value of which is more than half of the value of the Association's assets before the disposition, or
  - (c) a transaction that has or is likely to have the effect of the Association acquiring rights or interests or incurring obligations or liabilities, including contingent liabilities, the value of which is more than half the value of the Association's assets before the transaction.

## 23. MEETINGS OF THE BOARD

- 23.1. **Chair:** The President, when present at the meeting, shall have the right to chair that meeting. In the President's absence, the Vice President shall assume the chair. If neither is present, the Board members present shall choose one of their number to be Chair at such meeting.
- 23.2. **Meetings:** The Board shall meet at a time and place decided by the Board from time to time. A special meeting of the Board may be convened by the President or upon the request of at least 2 Board members and will be held at a time and place to be fixed by the Chief Executive Officer.
- 23.3. **Notice:** Not less than 2 working days' notice of any meeting shall be given to every Board member who is in New Zealand. The notice must include the date, time, and place of the meeting and the matters to be discussed.
- 23.4. **Methods of Holding Meetings:** A meeting of the Board may be held by:
- (a) a number of Board members sufficient to form a quorum, being assembled together at the place, date, and time appointed for the meeting,
  - (b) means of audio, or audio- visual communication, by which all the Board members participating in the meeting and constituting a quorum can simultaneously hear each other throughout the meeting, or
  - (c) a combination of (a) and (b).
- 23.5. **Quorum:** A quorum for a meeting of the Board shall be a majority of the Board members. No business may be transacted at a Board meeting if a quorum is not present.
- 23.6. **Minutes:** The Board must ensure that full and accurate minutes are kept of all proceedings at the meetings of the Board, and the Association Secretary or other appointed officer shall record the name of each Board member present at any meeting of the Board in the minutes. Minutes which have been signed correct by the President are prima facie evidence of the proceedings.
- 23.7. **Written Resolution:** A resolution in writing signed or approved to by a majority of the Board members entitled to vote on the resolution is as valid and effective as if it had been passed at a Board meeting duly convened and held.
- 23.8. **Voting at Board Meetings:** Each Board member present at the meeting has 1 vote. The President (or acting Chair) shall in all cases have a deliberative vote and in case of equality of voting on a show of hands shall also have a casting vote. All questions put to the Board at any meeting shall be determined by a majority of the votes of the Board members who are present at the meeting and entitled to vote. Voting shall be on the voices or by a show of hands as the President (or acting Chair) may decide, provided however that a secret ballot shall be taken if demanded by any Board member.

## 24. DISCLOSURE OF INTERESTS

- 24.1. Every Officer must disclose any Interest they hold immediately after becoming aware of the fact that they are interested in a transaction or proposed transaction with the Association. That disclosure must be entered in the Interests Register, and be disclosed, to the Association Secretary and the Board, including:
- (a) if the monetary value of the interest is able to be quantified, the nature and monetary value of that interest, or
  - (b) if the monetary value of the interest cannot be quantified, the nature and extent of that interest.



- 24.2. For the purposes of Rule 24.1, a general notice entered in the Interests Register or disclosed to the Board to the effect that an Officer is a shareholder, director, officer or other trustee of another named company or other person and is to be regarded as interested in any transaction which may, after the date of the entry or disclosure, be entered into with that company or person, is a sufficient disclosure of interest in relation to that transaction.
- 24.3. Following full disclosure under this Rule, an Officer may vote in respect of any transaction in which the Officer is interested and if the Officer does so, the Officer's vote will be counted, and the Officer will be counted in the quorum present at the meeting. Section 64 of the Act is negated.

## **25. DISQUALIFICATION TO HOLD OFFICE**

- 25.1. A Person will be disqualified from holding a position as a District Councillor, a National Councillor, or as a Board member if they:
- (a) behave in a manner which in the opinion of a majority of the members of the District Council, National Council or Board (as the case maybe) has brought or may bring the Association into disrepute or in a manner which is contrary to the objects of the Association,
  - (b) become disqualified from being an officer under the Act,
  - (c) die,
  - (d) become a protected person under the Protection of Personal and Property Rights Act 1988, or
  - (e) are an undischarged bankrupt.

## **26. CHIEF EXECUTIVE OFFICER**

- 26.1. The Board shall, after consultation with the National Council, appoint a Chief Executive Officer, who shall manage the affairs of the Association. The conditions of employment of the Chief Executive Officer shall be as determined by the Board from time to time.
- 26.2. The Chief Executive Officer shall be responsible to the Board for the financial performance of the Association and shall be responsible to the National Council for the implementation of such policy and decisions, as the National Council shall determine from time to time. The Chief Executive Officer shall be responsible for the delivery of service to Members and the business development of the Association, recommending the strategic direction for the Association and supervising its ongoing commercial performance.

## **27. GENERAL MEETINGS OF THE ASSOCIATION AND ANNUAL CONFERENCE**

- 27.1. The Annual General Meeting of the Members of the Association shall be held in the month of December in each year, at a time and place as may be decided by the National Council. The business of the Annual General Meeting of the Association shall be to present the Annual Report, to be notified of the appointment of the National Councillors, to appoint an Auditor, and to transact any other business of which due notice has been given or which this Constitution otherwise provides for.
- 27.2. A Special General Meeting of the Members of the Association may only be called by direction of the National Council. The National Council may at any time of its own volition, call a Special General Meeting, or shall when requested in writing to do so by 500 Members or 3 District Councils, consider whether or not the requisition warrants the calling of a Special General Meeting (as opposed to leaving the issue to be raised at the next Annual General Meeting). Any such requisition shall specify the nature of the business to be transacted and specify the text of any resolution to be put

to the proposed Special General Meeting. In the event the National Council decides to call a Special General Meeting, it shall fix the time and place for holding the meeting, and no business shall be transacted at that meeting other than that which is specified in the notice issued by the National Council calling that meeting.

- 27.3. At least 14 days' notice of any General Meeting of the Association shall be given, at the sole discretion of the National Council, in such manner at the National Council shall decide. The accidental omission to give any notice to, or the non-receipt of any notice by, any Member shall not invalidate the proceedings at any meeting.
- 27.4. All General Meetings of the Association shall be presided over by the President and, in the absence of the President, by the Vice President. If both the President and the Vice President are absent the Members present at the General Meeting shall choose one of themselves to preside over the meeting.
- 27.5. A notice of motion to be put to a General Meeting of the Association shall be in writing and delivered to the Association Secretary not less than 1 calendar month prior to the General Meeting at which the motion is to be considered. The Association Secretary shall upon receipt of any notice of motion promptly forward to each District Council a copy of the notice.
- 27.6. The quorum at all General Meetings of the Association shall be 20 Members present.
- 27.7. The Association shall convene an Annual Conference at a place in New Zealand as decided by the National Council. The number of delegates eligible to attend the Annual Conference from each District shall be determined by the National Council from year to year. The format of and the procedure at the Annual Conference shall be determined by the National Council from time to time.
- 27.8. Where a General Meeting of the Association has been called and due to an event of force majeure is unable to proceed at the time and place fixed for that meeting, then National Council may:
- (a) resolve to convert the in-person meeting to an electronic meeting and post notice of this change on the Association's website ([www.aa.co.nz](http://www.aa.co.nz)); or
  - (b) resolve to defer the meeting to a later time, to be held:
    - (i) at the same or a different location, or
    - (ii) as an electronic meeting,
    - (iii) and post notice of any change on the Association's website ([www.aa.co.nz](http://www.aa.co.nz)).
- 27.9. Minutes of all General Meetings of the Association shall be kept. Minutes of the most recent General Meeting may be made available to Members on request.

## **28. VOTING AT ASSOCIATION AND DISTRICT MEETINGS**

- 28.1. At all General Meetings of the Association every Member present is entitled to 1 vote or if a Member is unable to attend that Member may by written notice, on the form prescribed and personally signed by that Member, appoint a proxy to attend and vote on that Member's behalf.
- 28.2. At all General Meetings of a District every Member present in person is entitled to 1 vote.
- 28.3. All questions put to a General Meeting of the Association or of a District shall be determined by a majority of the votes of those entitled to vote subject however to the provisions of Rules 27 and 35.

- 28.4. All questions put to a General Meeting of the Association shall be decided on the voices, on a show of hands or other means communicated by the Chair. A secret ballot shall be taken only if demanded by a majority of those Members present and entitled to vote, or the Chair.
- 28.5. All questions put to a General Meeting of a District Council shall be decided on the voices or on a show of hands. A secret ballot shall be taken only if demanded by a majority of those Members present in person and entitled to vote, or by the District Chair.
- 28.6. The Chair presiding over a General Meeting of the Association or of a District Council shall have a casting vote in addition to a deliberative vote.
- 28.7. The National Council shall prescribe the form of proxy to be used at a General Meeting of the Association which the Association Secretary shall make available for Members on request. The form of proxy shall be numbered consecutively, may contain all or any of the motions to be determined at the General Meeting (dependent on whether the Member intends to appoint a general or a specific proxy), and may contain a provision directing the proxy as to the manner of voting on all or any of the motions. Proxies must be completed on the prescribed form and received by the Association Secretary not less than 48 hours before any General Meeting at which that proxy is intended to be used.

## **29. FINANCIAL YEAR AND FINANCIAL RECORDS**

- 29.1. The Association's financial year shall commence on 1 July of each year and end on 30 June (the latter being the Association's Balance Date).
- 29.2. The Board shall at each Annual General Meeting of the Association and on request make available the Annual Report of the Association for the preceding financial year. The form and content of the Annual Report and Financial Statements shall be determined by the Board and shall comply with any applicable law for financial reporting from time to time in force.
- 29.3. The Association will keep accounting records in written form or in a form or manner that is easily accessible and convertible into written form, and the accounting records will be kept for the current accounting period and for the last 7 completed accounting periods of the Association.

## **30. AUDITOR**

- 30.1. The Financial Statements of the Association shall be examined by the Auditor and the correctness or otherwise of the same shall be ascertained by an audit and shall be reported to the Association. The Auditor shall at all reasonable times have access to all books and accounts and relative documents and shall be entitled to require from the officers or employees of the Association such information and explanation as may be deemed necessary for the performance of those duties.

## **31. MODIFICATION, ADDITION OR RECISSION OF THIS CONSTITUTION**

- 31.1. Subject to Rule 35, no addition to, and no alteration, amendment, or rescission, of this Constitution shall be made except by a resolution passed by a majority of two-thirds of the Members present or by proxy at an Annual or Special General Meeting of the Association. For clarity, no addition to, and no alteration, amendment, or rescission, of this Constitution, shall be made which would allow personal financial gain to any individuals.
- 31.2. The Association Secretary shall before the date fixed for the Annual or Special General Meeting of the Association specially called for that purpose give notice of the meeting and any proposed additions, alterations, amendments and/or rescissions to the Constitution, in such manner as directed by the National Council.
- 31.3. Any addition, alteration, amendment, or rescission, approved by the Association shall then be lodged for registration in accordance with the provisions of the Act.

## **32. REGULATIONS AND BYLAWS**

- 32.1. The National Council may from time to time make such regulations or bylaws concerning the affairs and administration of the Association as the National Council considers necessary or desirable to achieve the objects of the Association, provided the regulations and bylaws are not inconsistent with the Act or this Constitution. The National Council may similarly amend or rescind any regulations or bylaws made under this Rule 32.1.
- 32.2. No regulations or bylaws made, rescinded or amended in accordance with Rule 32.1, shall be deemed to constitute an alteration of, addition to or rescission of this Constitution. To the extent there is any conflict between any regulations or bylaws and this Constitution, the terms of the Constitution shall prevail.

## **33. SIGNATORIES**

- 33.1. A deed may be entered into on behalf of the Association signed by:
- (a) 2 Board members, or
  - (b) 1 Board member and the Chief Executive Officer.

## **34. REGISTERED OFFICE**

- 34.1. The Registered office of the Association shall be at such place as may be decided upon from time to time by the National Council.

## **35. VOLUNTARY DISSOLUTION**

- 35.1. The Association is designed to be perpetual so any voluntary steps to dissolve must either be the initiative of National Council or the result of a clear majority of all the Members of the Association proactively voting to dissolve.
- (a) The process shall be as follows:
    - (i) A Special General Meeting of the Association must be called for the sole purpose of considering an Extra-ordinary Resolution to Wind Up the Association. Notwithstanding any other provision in this Constitution, no Special General Meeting shall be called to consider an Extra-ordinary Resolution to Wind Up the Association unless:
      - The National Council has resolved to call such a meeting; or
      - A Resolution has been duly passed at a Special General Meeting of Members which calls for such a meeting.
    - (ii) At the Special General Meeting called to consider an Extra-ordinary Resolution to Wind Up the Association, the adoption of an Extra-ordinary Resolution requires votes in favour from not less than 75 percent of all the Members of the Association. Members shall be entitled to vote in person or by proxy.
    - (iii) In the event the Extra-ordinary Resolution to Wind Up the Association is passed by the requisite majority, then a further Special General Meeting shall be held no earlier than 30 days after the date of the aforesaid Extra-ordinary Resolution for the purpose of passing a further Extra-ordinary Resolution confirming the adoption of the Extra-ordinary Resolution to Wind Up the Association. For the sake of clarity, the second Extra-ordinary Resolution requires the same votes in favour as the original Extra-ordinary Resolution to Wind Up the Association.

35.2. Upon the winding up of the Association its assets shall, after payment and discharge of all liabilities, be applied towards any Not-For-Profit Entity (not being a person or persons who are Members of the Association) having substantially similar objects and activities to those of the Association to be used by it or by them for purposes similar to the objects for which the Association was established and upon such conditions as the members of the Association in Special General Meeting may determine and if at the time of winding up of the Association there is not in existence any other Not-For-Profit Entity having similar objects and activities to those of the Association then the assets of the Association shall be applied towards such Not-For-Profit Entity or Entities with purposes in New Zealand as the members of the Association in Special General Meeting may determine provided however that neither the said Special General Meeting nor any other meeting of the Association shall have the power to determine that any assets of the Association shall be distributed to any Members of the Association nor shall any assets of the Association be distributed to any Members of the Association in any other way howsoever.

35.3. The provisions of this Rule cannot be amended altered rescinded or otherwise changed other than by an Extra-ordinary Resolution duly adopted at an Annual or Special General Meeting of the Association called for that purpose.

### **36. INDEMNITY AND INSURANCE**

36.1. The Association is authorised to provide indemnification, including effecting, and paying the costs of insurance, for current and former Officers, employees, and other appointees, and to any other representative which the Board may from time to time designate, to the fullest extent permissible by law.

### **37. REGISTER OF MEMBERS, CONTACT PERSON, AND ACCESS TO INFORMATION**

37.1. Contact Person: The Chief Executive Officer shall appoint at least 1 individual as the Contact Person for the purposes of the Act. The role and duties of the Contact Person shall also be to:

- (a) oversee the Register of Members; and
- (b) maintain the Interests Register.

37.2. Register of Members: The Association shall keep an up-to-date Register of Members, recording the details of each Member's:

- (a) name,
- (b) physical and mailing address,
- (c) phone number,
- (d) email address,
- (e) the date the Member became a Member, and
- (f) any information prescribed by regulations (if any).

37.3. Access to Information for Members: A Member may at any time make a written request to the Association for specific information held by the Association.

## 38. TRANSITIONAL PROVISIONS

### 38.1. Constitution in Force

- (a) This Constitution will take effect as the rules of the Association from the first 1 May that occurs after the date on which it has been approved at an Annual General Meeting and is registered by the Registrar of Incorporated Societies.
- (b) Notwithstanding the adoption of this Constitution, from the date that this Constitution comes into force until the conclusion of:
  - (i) the Annual General Meeting of the relevant Districts, the District Councils will comprise those persons who had been elected or appointed as Councillors and Chair of the relevant District Council immediately prior to the adoption of this Constitution;
  - (ii) the Annual General Meeting of the Association, the National Council and Board will comprise those persons who had been elected or appointed as the President, Vice President, Board Members, and National Councillors respectively immediately prior to the adoption of this Constitution.

## 39. INTERPRETATION

### 39.1. Definitions

In this Constitution, the following words and phrases have the following meanings, unless the context requires otherwise:

**Act** means the Incorporated Societies Act 2022.

**Annual Report** means the report produced annually on the operations and the Financial Statements (including the appointed Auditor's report) of the Association.

**Association** means The New Zealand Automobile Association (Incorporated).

**Association Secretary** means the Person appointed by the Chief Executive Officer from time to time, and who is responsible for the matters specifically noted in this Constitution.

**Auditor** means the auditor of the Association appointed in accordance with Rule 27.1.

**Board** means the body constituted under Rule 22.

**Board member** means the Elected and Independent Board members.

**Chief Executive Officer** means the Person who for the time being holds such role pursuant to Rule 26.

**Constitution** means the rules in this document.

**Contact Person** means the Association Secretary.

**District** means such area under the general control of the National Council pursuant to Rule 8 divided into a separate area to be subject to the immediate control of a District Council.

**District Council** means the body constituted under Rule 8.

**District Councillor** means a Person, who is a Member, and elected to this position or appointed by their District Council.

**Elected Board member** means a Person elected to the Board in accordance with Rules 22.8 and 22.9.

**Financial Statements** means the annual audited financial statements of the Association.

**Independent Board member** means a Person appointed to the Board in accordance with Rule 22.1.

**Interest** and **Interests Register** have the same meaning as defined in the Act.

**Life Member** means a Person given life membership in accordance with Rule 3.6.

**Member** means a Person who becomes a Member of the Association under Rule 3 and who has not ceased to be a Member of the Association.

**National Council** means the governing body of the Association constituted under Rule 16.

**National Councillor** means a member of the National Council.

**Officer** means a Person who is:

- (a) the President,
- (b) the Vice President,
- (c) a Board member,
- (d) a National Councillor,
- (e) the Chief Executive Officer, or
- (f) the Association Secretary,

excluding District Councillors, District Managers, and District Chairs.

**Person** means a natural person and “member” and “applicant” have corresponding meanings.

**Register of Members** means the register of Members kept under this Constitution as required by the Act.

**Rule** means the rules set out in this Constitution.

## 39.2. Interpretation of the Constitution

- (a) Subject to compliance with the Act, the National Council is the sole authority for the interpretation of this Constitution and in doing so the National Council may have regard to established customs and usages within the Association. The National Council’s decision on any question of interpretation or any matter affecting Members regarding this Constitution, shall be final and binding.



