

CONSTITUTION AND RULES OF NEW ZEALAND PARKING ASSOCIATION (INCORPORATED)

1. TITLE

The name of the Association shall be "NEW ZEALAND PARKING ASSOCIATION (INCORPORATED)"

2. OBJECTIVES

The objectives of the Association shall be to promote communication, liaison, and co-operation, mutual support, and the maintenance of common ethical standards in the field of parking and enforcement between local authorities, other organisations providing parking services and trade suppliers, and

- a. To collect and disseminate information which will keep members well informed.
- b. To provide access and distribute as required, information about proposed changes that will affect members
- c. To facilitate and encourage discussion on matters pertaining to the parking industry nationwide.
- d. To make such representations and assist others to do the same to Government, Local Authorities and other appropriate organisations as required.
- e. To have a liaison role with Government Departments, Local Authorities and other organisations as required.

3. ATTAINING OBJECTS

The Association shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Association.

4. PROPERTY OF THE ASSOCIATION

The Association must apply all property and income of the Association towards the promotion of the objects or purposes of the Association. No part of the Association's property or income may be paid or otherwise distributed (whether directly or indirectly) to members of the Association, except in good faith and in the promotion of the Association's objects or purposes.

5. POWERS AND FINANCE

In the furtherance of its objects the Association shall have the following powers:

- a. To receive and administer donations, subscriptions and other funds which may from time to time be paid to the Association for the purposes of furthering the objects of the Association.
- b. To invest any monies not immediately required by the Association in any duly authorised trustee investment or in any other manner which may from time to time; be authorised by the Association.
- c. To employ at such remuneration as the Association may think fit any person or persons whom the Association considers necessary to carry out the work of the Association or any other special projects it may undertake in accord with its objects, if required.

- d. To do all such other lawful acts and things which are incidental and which are or may be conducive to the attainment of all or any of the objects of the Association.
- e. The Treasurer shall record the finances of the Association and shall present regular financial reports and statements to the committee, and a financial statement for each year to the Annual General Meeting of the Association (**AGM**).
- f. The financial year of the Association shall be from 1 July to 30 June.
- g. Bank accounts shall be held in the name of the Association and payments drawn on such bank accounts shall be authorised by such persons as may be designated by the Management Committee.
- h. The elected Treasurer shall be authorised to appoint an Auditor who is not a member of the Management Committee and who shall be a member of the New Zealand Society of Accountants. The Auditor shall audit the accounts of the Association and shall attach an audit report to the Treasurer's Annual Financial Statements for presentation to the AGM.
- i. To indemnify any person, firm, company or corporations against debts, liabilities, cost, losses, expenses, claims, damages, actions and proceedings of all kinds incurred on behalf of the Association or in the course of any services to, for, or on behalf of the Association and in connection with the forgoing to charge all or any of the property to the Association.

6. MEMBERSHIP

- a. The Association shall consist of the following members:
 - (i) local authorities;
 - (ii) other organisations providing parking services; and
 - (iii) trade suppliers whose names are included in the register of members held by the Association.
- b. Applications for membership shall be made on a form approved by the Management Committee and any such application shall be approved jointly by the Secretary and Treasurer who will be required to advise the outcome of the application at the Management Committee's next meeting. If an application is unsuccessful, the Secretary and Treasurer must explain the reasons to the Management Committee and will reconsider the application if the Management Committee so requests.
- c. Any person, on the recommendation of 75% of the Management Committee may be considered for Honorary Life Membership at an AGM or Special Meeting of the Association and any such person shall be declared to have been duly appointed an Honorary Life Member if ratified by a 75% majority of voting members present.
- d. An Honorary Life Member shall not:
 - (i) have any voting rights unless they are a nominated as a delegate at an AGM or Special Meeting of the Association (as the case may be); and
 - (ii) be required to pay an application fee or annual membership fee.
- e. Members will be required to pay an annual membership fee and following payment of such fee will be deemed to be 'financial members' of the Association with the right to a single vote at a meeting of the Association.

7. TERMINATION OF MEMBERSHIP

- a. Any person's or entity's membership of the Association or Management Committee may be terminated by the following events:
 - (i) Resignation by way of written notice to the Secretary of the Committee; or

- (ii) Expulsion by way of a resolution at an AGM or Special Meeting of the Association called for that purpose, and passed by a majority of not less than two thirds of those members present at the meeting.
- b. After having undertaken due enquiry, the Management Committee shall have the power to suspend or expel any member of the Association or Management Committee for:
 - (i) Failing to pay the annual membership fee within 90 days of the date the membership fee falls due;
 - (ii) Making a false or inaccurate statement in an application for membership of the Association;
 - (iii) Breaching any rule, regulation or by-law of the Association; or
 - (iv) Committing any act deemed detrimental to the Association, or that brings the Association into disrepute.
- c. The Management Committee must notify all voting members of any proposed expulsion of a member not less than eight weeks prior to an AGM or Special Meeting of the Association called for that purpose.
- d. Any member who is subject to expulsion shall have the right to be heard at an AGM or Special Meeting of the Association.
- e. Subject to any rights of judicial review the expelled member may have, the decision reached at an AGM or Special Meeting of the Association in relation to the expulsion of a member will be final.

8. DISCIPLINE

- a. In addition to any powers elsewhere specifically declared in these rules, the Management Committee may impose such penalty as it thinks fit, including disqualification, suspension, expulsion, temporary banning or trespass orders or loss of voting rights on any member in respect of any misconduct whether in breach of these rules or of that member's duties and obligations or otherwise and may determine the consequences of non-payment of fines, fees or subscriptions.
- b. Any conduct or behaviour that is deemed by the Management Committee to be in breach of these rules or the spirit of these rules may result in the Management Committee taking any action it considers appropriate to prevent such conduct or behaviour from re-occurring.

9. ELECTION OF OFFICERS AND MANAGEMENT COMMITTEE

- a. The Association shall be administered by a Management Committee consisting of the following:
 - (i) Chairperson;
 - (ii) Deputy Chairperson;
 - (iii) Secretary;
 - (iv) Treasurer; and
 - (v) Six other financial members all to be elected annually at the AGM.
- b. The Chairperson, Deputy Chairperson, Secretary and Treasurer will be the Officers of the Association.
- c. In addition to the above members of the Management Committee, there may be ex officio members called upon by the Management Committee as and when required.
- d. Nominations for Officers and members of the Management Committee must be submitted electronically or by post and will be deemed to have been seconded when received by the Secretary of the Management Committee, and after the Secretary has verified the

nomination as valid (being a financial member of the association). The Secretary will ensure all valid nominations are forwarded to the Chairperson not less than eight weeks before the day of the AGM.

- e. The Chairperson (or his/her nominee) must provide written notice of all nominations (along with resumes) to all voting members not less than two weeks prior to the AGM.
- f. All nominated persons must be present at the AGM. If a nominee is unable to attend, the Chairperson reserves the right to accept their nomination in absentia and their inclusion in the ballot.
- g. Voting in an election shall be by secret ballot. Each financial member shall have one vote. Should nominations not equal the number of nominations required, the Chairperson may accept nominations from the floor at the AGM. An Officer or member of the Management Committee will be elected to the respective position if a majority of financial members who are present at the meeting (including postal votes and proxy votes) vote in favour of that nomination.
- h. Financial members who are unable to send a delegate to any meeting may be represented by proxy given in writing or provide a postal vote that must be received by the Secretary not less than one day prior to the relevant meeting.
- i. The election of Officers and members of the Management Committee shall take place during the AGM, and which will be included in the programme of the Annual Conference at a time deemed suitable by the Management Committee at the time. The newly or re-elected Chairperson shall take the chair as soon as the election results are declared.
- j. Nominations for Chairperson are restricted to people that have been:
 - (i) On the Management Committee for at least one year; and
 - (ii) A financial member of the Association for at least three years.

10.OFFICERS

- a. All Officers will have the following rights and responsibilities:
 - (i) One vote at an AGM or Special Meeting of the Association.
 - (ii) To represent the Association and its interests to any external parties where appropriate to the Association's activities.
 - (iii) To perform the duties of their designated office in accordance with those set by the Management Committee from time to time.
 - (iv) To ensure that the Association meets the minimum requirements of all applicable legislation.
- b. The term of appointment of each Officer will continue from the date of their election or appointment until the conclusion of the following AGM.
- c. In the event that the term of an Officer is terminated (for whatever reason) before the next AGM, the Management Committee will (by majority vote) appoint a suitably qualified candidate to hold the vacant Officer position until the next AGM, where that candidate's position will be put to a vote.

11.MANAGEMENT COMMITTEE

- a. Management of the Association will be vested in the Management Committee.
- b. No person shall hold more than one position on the Management Committee at any one time.
- c. The Management Committee shall meet at such other intervals as shall from time to time be determined by the Management Committee.

- d. The Chairperson or, in his/her absence, the Deputy Chairperson, shall preside over all meetings of the Management Committee.
- e. The Chairperson or, in his/her absence, the Deputy Chairperson shall be ex officio a member of every subcommittee. In the event of equality of voting on any matters to be voted on at a meeting of the Management Committee, the Presiding Person shall exercise a casting vote.
- f. A quorum of the Management Committee shall be three financial members of the Association and must include the Chairperson and Deputy Chairperson.
- g. A member of the Management Committee may lose his or her seat on the committee for any of the following:
 - (i) Absence from three or more consecutive Management Committee meetings without leave of absence; or
 - (ii) Breach of any rule, regulation or by-law or by any act detrimental to the Association.

12. POWERS OF MANAGEMENT COMMITTEE

- a. The Management Committee shall carry out the day-to-day running of the Association and shall have the power to:
 - (i) Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
 - (ii) Fix the manner in which such banking accounts shall be operated upon, providing the Management Committee approves all payments;
 - (iii) Fix application fees and annual membership fees payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
 - (iv) Adjudicate on all matters brought before it which in any way affect the Association;
 - (v) Cause minutes to be made of all proceedings at meetings of the Management Committee and any meetings of members;
 - (vi) Make, amend and rescind rulings and By-laws (including the duties of the Officers);
 - (vii) Have the power to form and appoint any sub-committee/s as required for specific purposes;
 - (viii) May at their discretion employ a person or persons to carry out certain duties required by the Association, including, but not limited to salaries or remunerations for such period of time, as may be deemed necessary; and
 - (ix) Appoint an officer/s or agent of the Management Committee to have custody of the Association's records, documents and securities.

13. ADMINISTRATION AND MEETINGS

- a. No business shall be transacted at any meetings of the Association unless a quorum of members is present at the time when the meeting proceeds to business.
- b. A quorum for any meeting of the Association will be constituted if 10 financial members are present in person at the relevant meeting. If, at the end of 30 minutes after the time set out in the notice for the opening of the AGM, a quorum is not present, the meeting shall stand and adjourn for one week.
- c. If at such reconvened meeting a quorum is not present, then those members present at the reconvened meeting shall be the quorum and will be deemed to be competent to discharge the business of the meeting.

- d. The Association shall hold an AGM as soon as is reasonably practicable after the end of the financial year (but no later than three months after the end of the financial year).
- e. The Chairperson must present an annual report of the Association at this time.
- f. The Secretary must give members at least two weeks' prior written notice of the AGM.
- g. The notice of the AGM must set out:
 - (i) the date and time of the meeting;
 - (ii) the details for nominations of Officers and members of the Management Committee;
 - (iii) the agenda of each meeting; and
 - (iv) any motions to be tabled and voted on.
- h. All current members may attend the AGM.
- i. In addition to the AGM, a Special Meeting of the Association may be called at any time by the Management Committee or upon the written request of 10 financial members of the Association.
- j. The Secretary must give at least 28 days' prior written notice of each Special Meeting and shall be given by way of electronic mail to each financial member's last registered email address.
- k. Notice of a Special Meeting must clearly set out the business for which the meeting has been called. No other business shall be dealt with at that Special Meeting.
- l. The quorum for a Special Meeting will be 10 financial members.
- m. The Chairperson or, in his/her absence, the Deputy Chairperson, shall preside over all meetings of the Association.
- n. In the event of equality of voting on any resolutions tabled at a meeting of the Association, the Presiding Person shall exercise a casting vote.

14.ALTERATIONS TO THE CONSTITUTION

- a. This constitution may be added to, altered, repealed or amended by resolution at the AGM of the Association, provided notice of motion of the resolution has been given to all members eight weeks prior to that meeting.
- b. The resolution shall require a two thirds majority of the members present or represented by proxy given by written authority and entitled to vote.

15.COMMON SEAL

- a. The common seal of the Association shall not be affixed to any instrument except by authority of a resolution of the Management Committee and in the presence of any two members of the Management Committee and the Chairperson, who shall sign the instrument to which the common seal is so affixed in their presence.
- b. The common seal will be in the custody of the Chairperson.

16.MEMBERSHIP FEE

- a. The annual membership fee and due dates for payment will be notified to members by the Management Committee at each AGM. When subscriptions are 90 days in arrears, a member's membership will be deemed to have lapsed.
- b. Only members who are up to date with the payment of annual membership fees shall have a vote at any meeting of the Association.

17.WINDING UP

The Association may be wound up at any time by a resolution at a Special Meeting of the Association called for that purpose at which a motion is passed by a 75% majority of financial members present resolving that it be wound up.

18.DISPOSITION OF PROPERTY

- a. In the event of the Association being wound up under rule 17, all assets of the Association, after all debts and liabilities have been satisfied, shall be paid and transferred to such other organisations or corporate bodies as shall be approved by the Association at a Special Meeting.
- b. Such assets may only be held by organisations or corporate bodies that have the same or similar purposes to the Association and shall be held on trust to be used for such purposes.
- c. If no such other organisation or corporate bodies shall be approved by resolution of the Association at such Special Meeting at which the resolution that the Association be wound up shall be passed then the Association shall forthwith apply to the Courts for directions as to the disposal of the assets of the Association.

19.PERSONAL BENEFIT

Any income, benefit or advantage shall be applied to the objectives of the Association. No member of the Association or any person associated with a member, shall participate in, or materially influence, any decision made by the Association in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value). The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

20.DISPUTE

In the event of any dispute, doubt or difference arising as to the interpretation or application of these rules, the decision of the Management Committee in respect of such a dispute, doubt or difference shall be final and binding.

This Constitution and Rules of the New Zealand Parking Association was approved at the Annual General Meeting held at Wellington on 22 September 2019.

Chairperson: Rob Harman Signed: Dated/..... /.....

Deputy Chairperson: John Purcell Signed: Dated/..... /.....

Secretary: Colleen Thessman Signed..... Dated/..... /.....

Executive Member: Colin Hillerby Signed..... Dated/..... /.....