


DATED

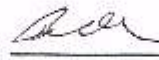
9 April 2016

**CONSTITUTION AND RULES OF
NEW ZEALAND COLLISION REPAIR ASSOCIATION INCORPORATED**


Member's Signature

Brent Mackay
Member's Name

CRA NX
Member's Title


Member's Signature

Tim McDonald
Member's Name

CRA NX
Member's Title


Member's Signature

Carl Henry
Member's Name

CRA NX
Member's Title

These are the alterations (or replacements) to
the rules referred to in the annexed certificate
of Alan Le Noel

CONSTITUTION AND RULES OF
NEW ZEALAND COLLISION REPAIR ASSOCIATION INCORPORATED

1. INTERPRETATION

In the interpretation of these rules, where not inconsistent with the context:

"National Executive" means the body of persons constituted under Rule 11.

"Financial Year" means from the 1st day of January to the 31st day of December, each year, both days inclusive, or such other dates as the National Executive determines.

"Collision Repair Work" includes:

- (a) The repair, salvage and recovery of motor bodies for motor cars, vans, buses or any other motor driven or electrically driven vehicles;
- (b) The repair of trailers and caravans, whether hauled by motor or electrically driven vehicles;
- (c) The painting or refinishing by any means, of any of the vehicles set out above;
- (d) The repair of any component parts and any work that may be required in connection with such repair, such as motor body panels and any other component parts used in connection with and repair to the bodies of any vehicles set out above; and
- (e) The repair or replacement of any radiators, windscreens and window glass forming part of motor vehicles.

"Persons" include natural persons, companies or corporate bodies (of whatever legal nature).

"Chairperson" means the chairperson of the National Executive as elected in accordance with Rule 11.2(a).

"Secretary" means the secretary of the Association appointed in accordance with Rule 14.1.

Words importing the masculine gender only include the feminine and vice versa and neuter.

2. NAME

The name of the Association is the "New Zealand Collision Repair Association Incorporated" (referred to in these Rules as "the Association").

3. REGISTERED OFFICE

The registered office of the Association will be at the office of the Secretary, or at such other place as the National Executive from time to time determines.

4. OBJECTIVES

The objectives for which the Association is established are:

- (a) To promote the interests of, and provide assistance to its members or any of them in any way whatsoever.
- (b) To represent its members in dealings with employees and other third parties.
- (c) To deliver educational programs to persons involved in Collision Repair Work and generally to disseminate relevant information to them.
- (d) To set out and enforce minimum standards of workmanship and ethical practice among its members and encourage persons involved in Collision Repair Work who are not members to meet those minimum standards.
- (e) To provide a forum for the settlement of disputes involving its members.
- (f) To do all other lawful things which may be incidental to the achievement of any of the above objectives.

5. POWERS

5.1 In attaining its objectives the Association has the rights, powers and privileges of a natural person, including for clarity, the power to purchase and sell assets, borrow money and mortgage property, lease or take a licence property, and all such other rights, powers and privileges necessary for the operation of an incorporated society.

5.2 Without limiting Rule 5.1, the Association has the power to establish and amend Branch Rules (in accordance with Rule 13.2), Guide to Good Membership, by-laws and such other rules and documentation as from time to time determined by the Association. The members of the Association will be bound by such other documentation as if that other documentation were part of this constitution, provided that:

- (a) The members have been given written notice of the establishing of, or amendment to, that documentation; and
- (b) The establishment of, or amendment to, that other documentation is approved by a majority of the Association's members at a special general meeting called for that purpose, if such a meeting is requested by five (5) voting members within one month of the notification being given.

- 5.3 Written notice for the purposes of clause 5.2(a) means any of the following:
- (a) Notice in the Association's magazine known as Paneltalk (or such other magazine in substitution for Paneltalk), the content and format of that notice to be as determined by the National Executive; or
 - (b) Written notice sent to each of the Association's members; or
 - (c) Such other reasonable method of notifying members as determined by the Association.
- 5.4 Such documentation will be deemed to take effect one month from the date of the notice if no meeting is called pursuant to clause 5.2(b) above.
- 5.5 The current documentation which the members will be bound by on the date this constitution is accepted by the members at a general meeting, is attached to this constitution and is as follows:
- (a) Guide to Good Membership; and
 - (b) Branch Rules.
- 5.6 If any such documentation conflicts with this constitution, the constitution will prevail.

6. MEMBERSHIP

- 6.1 There are four (4) classes of membership of the Association:
- (a) FULL MEMBERSHIP - open to all persons engaged in Collision Repair Work in New Zealand able to demonstrate and, if necessary, produce evidence to the reasonable satisfaction of the National Executive that they meet and comply with the criteria covering full membership from time to time determined by the National Executive.

Provided that in respect of each business engaged in such work only one person will be entitled to be a full member and that person must be either the company or corporate body carrying on the business or a natural person associated with it. Full members will be entitled to vote at general meetings in accordance with the rules set out in this constitution.
 - (b) ASSOCIATE MEMBERSHIP - open to persons engaged in trade allied to Collision Repair Work (including suppliers of services and equipment to persons engaged in such work). Associate membership is available at the absolute discretion of the National Executive and on such terms and conditions as it determines from time to time.

Associated members will be entitled to receive notice of and attend general meetings but not to vote at them unless they have paid the full standard membership from time to time fixed by the National Executive. In that case, Associated members will be entitled to full voting rights as if they were Full members. In all other respects, whether or not they have paid the full standard membership, Associated members will enjoy all the privileges of Full members.

- (c) AFFILIATED MEMBERSHIP - open to trade groups and trade associations, the main objectives of which are associated with Collision Repair Work or the membership of which is considered beneficial to the Association. Affiliated membership is available at the absolute discretion of the National Executive and on such terms and conditions as it determines from time to time. Affiliated members will be entitled to receive notice of and attend general meetings but not to vote at them. Affiliated members will in all other respects enjoy all the privileges of Full members.
- (d) HONORARY LIFE MEMBERSHIP - applicable to those natural persons whose special service to the Association is recognised by the election of that person as an honorary life member by not less than seventy five percent (75%) of the voting members present at an Annual General Meeting after either:
 - (i) In the case of a person who is or has been a member of a branch, that branch has nominated that person to the National Executive and the National Executive has approved that nomination; or
 - (ii) In the case of any other person, that person is nominated by the National Executive.

Honorary life members will enjoy all the privileges of Full members plus free registration to the Annual Conference.

- 6.2 Any Person who wishes to become a member of the Association must apply in such manner as is from time to time determined by the National Executive and pay the registration fee and annual subscription from time to time fixed by the National Executive. On receipt of the application and payment of the relevant fees, the applicant will, unless the applicant has been declined pursuant to clause 6.3, become a member of the Association, subject to a probationary period of 12 months, during or at the end of which time the National Executive may determine at its sole discretion whether the applicant is suitable or desirable as a member of the Association. For clarity, during or at the end of this probationary period, a member may have his or her membership terminated or made subject to such terms and conditions as the National Executive determines, without being subject to any procedural or other rules set out in this constitution. Further, the rules of natural justice are expressly excluded in relation to such termination or determination of terms and conditions.
- 6.3 In addition to the probationary period set out above, the National Executive has an overriding discretion to decline applications for membership from those persons who, in the sole opinion of the National Executive, are not suitable or desirable to become members of the Association. Any decision of the National Executive will be final and no correspondence will be entered into in relation to such decision.

- 6.4 In the case of non incorporated entities (such as partnerships), only one natural person as a representative of that non incorporated entity will be entitled to be a member of the Association, whether a full, associate and affiliated member. Notwithstanding that the natural person representative will vote as an individual in accordance with rule 10.11 below, the provisions of these Rules, including but without limitation, the disciplinary procedures, will apply in all respects in relation to that non incorporated entity, and not simply in relation to that natural person representative.

7. CEASING MEMBERSHIP

- 7.1 **RESIGNATION:** Any member may resign from membership of the Association by giving two (2) weeks written notice to the Secretary of his or her intention to do so and paying all subscriptions, levies or any other money owing by him or her up to the expiry of such notice. On the expiry of such notice and payment of all money owing, the member will cease to be a member of the Association.

- 7.2 **FAILURE TO PAY:** If any member fails to pay any subscriptions, levies or other money due by that member prior to 30th April, that member's membership may be terminated by the Association without further notice.

- 7.3 **CONTRARY ACTIONS:** Any member of the Association who fails to comply with this constitution, or any rule or by-law of the Association (such as those documents referred to in Rule 5.2) or has brought the Association into disrepute, as determined by the National Executive in its sole discretion, may:

- (a) Be expelled by decision of the National Executive; or
- (b) Be placed on a probationary period for a period and on terms and conditions to be determined by the National Executive;

provided that:

- (a) In both cases, the member has been charged in writing at least fourteen (14) days prior to the meeting of the National Executive with the alleged failure to comply or contrary act and has been afforded the opportunity of appearing before the National Executive for the purpose of the answering that charge; and
- (b) In the case of a customer complaint or other dispute as defined in Rule 8.7 of the Branch Rules, the disputes procedure set out in the Branch Rules and the Guide to Good Membership has first been complied with.

In the case of probation, at the end of that probationary period, the National Executive may determine at its sole discretion whether the member is to continue as a member of the Association, and if so on what terms, or whether the member is to be expelled or otherwise have his or her membership terminated which the National Executive may do without being subject to any rules to the contrary regarding disciplinary proceedings and the like set out in this constitution. Further, the rules of natural justice are expressly excluded in relation to such expulsion, or termination at the end of this probationary period.

- 7.4 Cessation of membership does not absolve the member from liability for any fees, levies or other money owing and the Association may take whatever action it considers appropriate to pursue such moneys owing.

8. SUBSCRIPTION AND REGISTRATION FEES

- 8.1 Prior to the commencement of each Financial Year, the National Executive will fix the annual subscription payable for that coming year by each membership class and that subscription will fall due on the first day of that year.
- 8.2 New members will be charged their first annual subscription on a monthly pro rata basis.
- 8.3 Prior to the commencement of each Financial Year, the National Executive will also fix a registration fee in respect of each membership class and any new member joining during that next year must pay that fee in addition to any subscription that may be payable.
- 8.4 The National Executive must consult with local branches prior to setting the annual membership subscriptions if the proposed increase in the annual membership subscription is greater than the increase in the CPI (Consumer Price Index).

9. LEVIES

- 9.1 The National Executive may, from time to time, levy its members or any class of its members for the purpose of meeting any costs incurred or to be incurred in connection with the work of the Association. This is subject to the amount of any levies in any year in total not exceeding five percent (5%) of the annual subscription of that year. Whenever such a levy is imposed, the Secretary must notify all members of the amount or amounts levied and the reason for such levy. Such levy or levies will be due and payable thirty days after the sending of such notice.
- 9.2 Any branch of the Association may, after obtaining permission from the National Executive raise a voluntary levy on its branch members, to a maximum of 10% of the annual subscription, provided that the levy is approved by a majority of the branch members present at an Extraordinary General Meeting of that branch.

10. MEETINGS

- 10.1 The Association must hold an Annual General Meeting each calendar year during or within three months of March. The Annual General Meeting will be at such place and time as determined by the National Executive and notified to the members by the Secretary.
- 10.2 Other general meetings of the Association (to be known as "Extraordinary General Meetings") must be called by the Secretary whenever the Chairperson or 2 members of the National Executive think fit or on receipt by the Secretary of a requisition in writing requiring that such a meeting be held, signed by at least five (5) voting members of the Association and specifying clearly the nature of the business to be transacted at it.
- 10.3 In this constitution, the term "general meeting" will apply to both Annual General Meetings and Extraordinary General Meetings, unless specified otherwise.
- 10.4 Every general meeting must be called by the Secretary by providing notice either written or electronically to the members at least twenty (20) days prior to the date of the meeting. The notice must state the time and place of the meeting and the nature of the business to be transacted at it. In the case of an Extraordinary General Meeting, no business may be transacted other than that specified in the notice calling the meeting.
- 10.5 Should the Secretary fail within five (5) days to call a meeting when required to do so in accordance with Rule 10.2 above, any three (3) members of the National Executive may call such meeting and any meeting called in this manner will be deemed to have been as validly called as if it had been called by the Secretary.
- 10.6 Unless otherwise required by these Rules every decision made at a general meeting must be decided by a majority of those voting members present. Voting will be by a show of hands, provided that if any voting member requests that any matter be decided by secret ballot such a ballot must be held under the direction of the Chairperson.
- 10.7 All general meetings must be chaired by the Chairperson, (or in the absence of the Chairperson, such other person as the meeting decides). The Chairperson may, subject to the decision of the general meeting, decide any questions that may arise in relation to such meeting or as to the conduct, adjournment or termination of it.
- 10.8 If any member is unable to attend any general meeting that member may appoint any other person (whether a member or not) as a proxy to attend and vote on that member's behalf provided that notice of such appointment has been delivered to the Secretary at least seven (7) clear days before the date of the meeting.
- 10.9 The quorum at any general meeting must be fifteen (15) voting members. If a quorum is not achieved, a further meeting may be called in accordance with clause 10.4 and if a quorum is not achieved at this further meeting, the meeting may continue and business may be transacted as if a quorum had been achieved.

- 10.10 Any company or corporate body which is a member of the Association may authorise such person as it thinks fit (but no more than one person) to act as its representative ("the Corporate Representative"). The Corporate Representative will be entitled to exercise the same powers on behalf of the member which the Corporate Representative represents as that member could exercise if it were an individual member of the Association and such member will for all purposes (including the constitution of a quorum) be deemed to be personally present in the person of its Corporate Representative.
- 10.11 Any natural person registered as a member of the Association, but in the capacity as a representative of a non incorporated entity (such as a partnership) pursuant to clause 6.4, will be entitled to exercise the same powers on behalf of the non incorporated entity which the natural person represents as if that natural person were an individual member of the Association in its own right. The Association will be under no obligation to determine whether the natural person representative is acting in accordance with the non incorporated entity's instructions at any time.

11. NATIONAL EXECUTIVE

- 11.1 The affairs of the Association will be managed by a body known as the National Executive. The National Executive may exercise all powers of the Association which are not covered by the Incorporated Societies Act 1908 (or any statutory modification or re-enactment thereof) or these Rules required to be exercised by the Association in general meeting, subject always to any directions given by the Association in general meeting.
- 11.2 The National Executive will consist of:-
- (a) A Chairperson.
 - (b) One natural person appointed each year by each branch of the Association in accordance with this Rule or the National Executive can, as it sees fit, co-opt a maximum of two additional natural persons. Each appointee must be a person who is a member of that branch and the Association or the Corporate Representative of a company or corporate body having that status.
 - (c) In addition to the nine members of the National Executive referred to above, the immediate past Chairperson may also be appointed as a member of the Executive for a further year by a simple majority vote of the National Executive.
- 11.3 CHAIRPERSON - The Chairperson will be elected at the Annual General Meeting. The Chairperson appointed will be subject to annual reconfirmation at each Annual General Meeting following his or her appointment.

- 11.4 If at any time the office of Chairperson becomes vacant from any cause whatever, the National Executive may appoint a new Chairperson. The new Chairperson will (subject to these Rules) hold office for the unexpired period of his or her predecessor's original term of office and be eligible for re-election at the following Annual General Meeting. This appointment is subject to ratification by the Association at a general meeting if the appointment is made within six (6) months of the last Annual General Meeting and such a meeting is requested by any five (5) voting members.
- 11.5 **BRANCH APPOINTEE** - Each branch must advise the Secretary of the person appointed by it, and also of another member or Corporate Representative (who must be a member of that branch) to attend meetings of the National Executive if the first appointee is unable to do so, prior to the Annual General Meeting in each year and at such other times as are necessary. The appointee will (subject to these Rules) hold office from that Annual General Meeting until the next and be eligible for re-appointment. Subject to written notification from the branch, any other full member of that branch may attend if the two representatives are not available. Associate Members will not be eligible for election to the National Executive. There can be a maximum of two representatives/managers of business owners appointed as National Executive delegates.
- 11.6 If the position held by any member of the National Executive appointed by a branch pursuant to Rule 11.2 (b) becomes vacant, that branch must appoint a replacement (who in respect of an appointee under Rule 11.2 (b) must be eligible in terms of Rule 11.2 (b)) and notify the Secretary as soon as that appointment is made. The person so appointed will (subject to these Rules) hold office for the unexpired period of his or her predecessor's original term of office and will be eligible for reappointment.
- 11.7 Any member of the National Executive may be removed from office by a majority vote of the branch he/she is representing. That branch must then appoint a replacement in terms of Rule 11.6.
- 11.8 Any member of the National Executive who is absent from (3) consecutive meetings without satisfactory reason, will be deemed to have vacated his or her position. The National Executive may decide in its absolute discretion whether any reason given for absence from such meetings is satisfactory.
- 11.9 Notwithstanding anything contained in this Constitution and Rules:
- (a) no person shall be eligible for appointment or election as the Chairperson or a member of the National Executive if that person is an officer of or holds a similar position in any other association (whether incorporated or unincorporated), body, group or entity which has objects, purposes or objectives similar to any or all of the objectives set out in Rule 4;

- (b) any person who is Chairperson or a member of the National Executive and who, while such, becomes an officer of or holds a similar position in, any such association, body, group or entity referred to in Rule 11.9(a) above, shall immediately be deemed to have been removed from being Chairperson or a member of the National Executive as the case may be, and the provisions of Rules 11.4 or, as the case may be, Rule 11.7 will apply (with any necessary changes)

Provided always that this Rule 11.9 will not be construed so as to make ineligible for election or appointment as Chairperson or a member of the National Executive:

- (i) any person by reason of that person being in the business of Collision Repairs Work; or
- (ii) any person by reason of that person being a trustee of I-CAR New Zealand Trust

12. PROCEEDINGS OF NATIONAL EXECUTIVE

- 12.1 The National Executive may meet for the despatch of business, adjourn, and otherwise regulate meetings, as it thinks fit. Questions arising at any meeting must be decided by majority vote. In the case of an equality of votes, the Chairperson will have a second or casting vote. The Secretary must call a meeting at the written request of any member of the National Executive. The Secretary must give notice of a meeting of the National Executive to all National Executive members within 10 days of the requisition being given.
- 12.2 The quorum necessary for the transaction of the business of the National Executive is four (4).
- 12.3 The continuing members of the National Executive may act notwithstanding any vacancy in their body, provided that their number is not reduced below the number fixed by these Rules as the necessary quorum. If the number is reduced below the number fixed by these Rules as the necessary quorum, the continuing members may act only to require those branches without representatives to appoint such representatives to the National Executive.
- 12.4 The Chairperson will be the chairperson of the meetings of the National Executive provided that if at any meeting the Chairperson is not present within five (5) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting. That person appointed will have all the powers and discretions as if he or she were the Chairperson.
- 12.5 The National Executive may delegate any of its powers to committees consisting of such member or members of the Association as it thinks fit. Any committee so formed must in the exercise of the powers delegated to it conform to any terms, conditions or regulations imposed on it by the National Executive.

- 12.6 A committee may elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within five (5) minutes after the time appointed for holding the meeting, the members of the committee present may choose one of their number to be chairperson of the meeting.
- 12.7 A committee may meet and adjourn as it thinks fit. Questions arising at any meeting must be determined by majority vote of the members of the committee present, and in the case of an equality of votes the chairperson will have a second or casting vote.
- 12.8 A resolution in writing signed by all the members of the National Executive for the time being entitled to receive notice of a meeting of the National Executive will be as valid and effectual as if it had been passed at a meeting of the National Executive duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the National Executive.

13. BRANCHES

13.1 There will be a branch at each of the following places:

- (a) Northland
- (b) Auckland
- (c) Central North Island
- (d) Hawkes Bay
- (e) Manawatu/Wanganui/Taranaki
- (f) Wellington
- (g) Canterbury/Westland
- (h) Otago/Southland

and at such other places as the National Executive decides.

13.2 Every branch will be governed by this constitution, the "Branch Rules" determined time to time by the National Executive after consultation with the branches on which they may impact, such other documents as per Rule 5.2, and will generally be subject to the directions of the National Executive in all respects.

14. SECRETARY

14.1 The National Executive may appoint and remove a Secretary of the National Executive and the Association on such terms as it thinks fit. It is preferable, but not necessary, that the Chief Executive Officer or Association Manager of the Association be the Secretary. The Secretary will not have any voting rights.

14.2 The Secretary has the following functions:

- (a) Give notice of, attend and take minutes of all meetings of the National Executive and general meetings of the Association;

- (b) Conduct all correspondence and carry on the business of the Association in accordance with the decisions of its general meetings and of the National Executive;
- (c) Keep a register of the names, occupations, addresses, dates of joining and dates of ceasing membership in respect of all members;
- (d) Receive and collect all subscriptions, levies, registration fees and other moneys payable to the Association and deposit the same into a bank;
- (e) Pay all accounts of the Association when due;
- (f) Keep a proper set of accounts and prepare annually a correct statement of account and balance sheet for the auditor;
- (g) The role and responsibilities of a treasurer of an incorporated society, including responsibility for supervising the Association's funds in accordance with the direction of the National Executive; and
- (h) Do all other things necessary for the administration of the Association, and as determined from time to time by the National Executive.

15. AUDITOR

- 15.1 There must be an auditor ("the Auditor") of the Association, who must be appointed annually at the Annual General Meeting and be a suitably qualified practicing member of the Institute of Chartered Accountants of New Zealand (ICANZ) or such other regulatory body which may replace that society. The Auditor will (subject to these Rules) hold office from the Annual General Meeting of his or her appointment until the next and will be eligible for re-appointment. The Auditor may be removed during the currency of his or her term by the Association at a general meeting called for that purpose, provided that a new Auditor is complying with this Rule is appointed.
- 15.2 The books and accounts of the Association must be audited annually, and at such other times as the Association requires, by the Auditor and the Auditor must sign the annual statement and balance sheet, if correct, or report his or her reason for refusing to do so. The Auditor will be paid such fee as the National Executive from time to time fixes. The Auditor will not be eligible to hold any other office in the Association.

16. SEAL

There will be a seal of the Association which must be kept in the custody of the Secretary. All documents requiring execution by the Association must be executed by affixing the seal to the document pursuant to a resolution of the National Executive and be witnessed by any two (2) members of the National Executive or one member of it and the Secretary.

17. ALTERATION TO RULES

These rules or any of them (including the name of the Association) may be altered, added to or rescinded by 75% of the members of the Association present at a general meeting provided that notice of the intention to propose such resolution and the nature of it has been set out in the notice calling the meeting. No addition to or alteration or rescission of these rules shall be effective if it in any way alters Rule 18.

18. VOLUNTARY WINDING UP

If at any time the Association goes into liquidation or is wound up or dissolved (other than in the manner described in Rule 19), the person or persons appointed liquidator or liquidators shall hold the net proceeds arising from the sale and realisation of the property of the Association after payment of debts, liabilities and engagements of the Association and of the National Executive and all costs, charges and expenses connected with such realisation, liquidation, winding up and dissolution upon trust to dispose of them as decided by the Association in general meeting provided that in no circumstances shall any of the funds or assets of the Association be disposed of to any of its member or members.

19. COMPULSORY WINDING UP

In the event of the Association being wound up pursuant to Section 28 of the Incorporated Societies Act 1908, the assets must be disposed of in the same manner as is provided for on a voluntary winding up of the Association.