



## ANALYSIS

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1980, No. 2—*Private*

**An Act to provide for the winding up and dissolution of certain Automobile Associations and the merging of their interests and the vesting of their assets in the Automobile Association (Central) Incorporated** [15 December 1980

WHEREAS for the strengthening and advancement of the Automobile Association movement in New Zealand it has been agreed by and between the Automobile Association (Wellington) Incorporated (hereinafter called AA Wellington), the Automobile Association (Hawke's Bay) Incorporated (hereinafter called AA Hawke's Bay), and the Automobile Association (Manawatu) Incorporated (hereinafter called AA Manawatu) (all being duly incorporated societies having their registered offices at Wellington, Napier, and Palmerston North respectively) that they would, as from the 1st day of September 1980, cease to function as separately incorporated associations and instead form one association in which their respective memberships, assets, interests, and activities would be merged and with which other Automobile Associations in New Zealand would similarly be able to merge should they in the future desire so to do: And whereas pursuant to the said agreement it has

been further agreed by and between the 3 said Associations first, that AA Wellington alter its name to the Automobile Association (Central) Incorporated and alter its rules to provide appropriately for the constitution and operation of that Association following the merger, such alterations to take effect on the 1st day of September 1980 and, secondly, that on and after the 1st day of September 1980 AA Hawke's Bay and AA Manawatu be wound up voluntarily, their members then becoming members of AA Central, and their assets transferred to AA Central: And whereas in furtherance of the said agreements, AA Wellington by resolution of its members in general meeting on the 29th day of October 1979 resolved to alter its name to the Automobile Association (Central) Incorporated and to alter its rules to provide for the merger as aforesaid, such alterations to take effect on the 1st day of September 1980: And whereas in furtherance of the said agreements AA Hawke's Bay by resolution of its members in general meeting on the 13th day of November 1979 approved the proposed merger with AA Central and the vesting of its assets in AA Central on and after the 1st day of September 1980 and in order to give effect thereto resolved pursuant to section 24 (1) of the Incorporated Societies Act 1908 that the Association be wound up voluntarily and that resolution was confirmed at a subsequent general meeting called together for that purpose on the 18th day of December 1979: And whereas in furtherance of the said agreements AA Manawatu by resolution of its members on the 19th day of November 1979 resolved that the Association be wound up on the 31st day of August 1980 for the purposes of the said merger and that the Association's assets be then transferred to AA Central and that resolution was confirmed at a subsequent general meeting called together for the purpose on the 4th day of January 1980: And whereas neither AA Hawke's Bay nor AA Manawatu has complied with those provisions of the Companies Act 1955 which are applicable to the winding up of an incorporated society by virtue of section 24 (2) of the Incorporated Societies Act 1908 and regulation 8 (3) of the Incorporated Societies Regulations 1979: And whereas it is appropriate that the windings up of AA Hawke's Bay and AA Manawatu should be deemed not to commence until the 1st day of September 1980: And whereas it is provided by the rules of AA Hawke's Bay that upon the winding up of that Association all surplus assets shall be transferred to an association having substantially

similar objects to those for which that Association was established and in such manner and on such conditions as the members of the Association in general meeting may determine: And whereas it is provided by the rules of AA Manawatu that upon the winding up of that Association for the purposes of merger with another Automobile Association the property and assets of the Association may be transferred to that other Association: And whereas the members of both AA Hawke's Bay and AA Manawatu having resolved that the assets of their respective Associations should be transferred to AA Central and it being undesirable for there to be any realisation of those assets except as may seem appropriate to AA Central, it is desired to provide for the vesting of those assets in AA Central upon AA Central assuming responsibility for all debts and liabilities of those Associations: And whereas it is desirable to make provision for the eventuality that another Automobile Association or other Automobile Associations in New Zealand may desire to merge with AA Central: And whereas the merger of AA Wellington, AA Hawke's Bay, and AA Manawatu cannot be attained otherwise than by legislation: And whereas a true merger of AA Central and any other Automobile Association without the other Association being wound up cannot be attained otherwise than by legislation:

BE IT THEREFORE ENACTED by the General Assembly of New Zealand in Parliament assembled, and by the authority of the same, as follows:

**1. Short Title**—This Act may be cited as the Automobile Association (Central) Act 1980.

**2. Interpretation**—In this Act, unless the context otherwise requires,—

“AA Central” means the incorporated society presently known as the Automobile Association (Wellington) Incorporated and to be known upon due registration of the requisite alteration of its rules as the Automobile Association (Central) Incorporated:

“District Land Registrar” means the District Land Registrar of the district within which any land to be dealt with or affected is situated:

“Statutory resolution” means—

(a) In the case of AA Hawke's Bay, the resolution to wind up that Association passed at a general meet-

ing of its members on the 13th day of November 1979 and confirmed at a further such general meeting on the 18th day of December 1979:

(b) In the case of AA Manawatu, the resolution to wind up that Association passed at a general meeting of its members on the 19th day of November 1979 and confirmed at a further such general meeting on the 4th day of January 1980:

“Registrar” means the Registrar of Incorporated Societies:

“Act” means the Incorporated Societies Act 1908:

“Regulations” means the Incorporated Societies Regulations 1979.

**3. Modification of winding up requirements**—The provisions of section 24 (2) of the Act and of regulation 8 of the regulations shall not apply and shall be deemed never to have applied to the voluntary winding up of AA Hawke’s Bay or to the voluntary winding up of AA Manawatu pursuant to their respective statutory resolutions.

**4. Dissolution of AA Hawke’s Bay and AA Manawatu**—Notwithstanding anything in the Act or in any regulations in force under the Act, AA Hawke’s Bay and AA Manawatu shall be deemed to have been dissolved on the 1st day of September 1980, and the Registrar shall accordingly make in the register the entries of such dissolutions, together with a reference to this section.

**5. Vesting of property of AA Hawke’s Bay and AA Manawatu in AA Central**—(1) On the 1st day of September 1980—

(a) All real and personal property belonging to AA Hawke’s Bay and AA Manawatu shall be deemed to have become vested in AA Central:

(b) All money payable to AA Hawke’s Bay or AA Manawatu shall be deemed to have become payable to AA Central:

(c) All liabilities, contracts, and engagements, and all rights, authorities, and duties of any nature whatever, of AA Hawke’s Bay or AA Manawatu shall be deemed to have become liabilities, contracts, engagements, rights, authorities, and duties of AA Central:

(d) Every person who immediately before that date was an officer or employee of AA Hawke's Bay or AA Manawatu shall be deemed to have become, without further appointment than this section, an officer or employee of AA Central on and subject to the same terms and conditions of employment (including those applicable to salaries and allowances) as applied to him immediately before that date.

(2) Subject to subsection (4) of this section, the District Land Registrar, on receiving a written request from AA Central under its seal, incorporating a reference to this section, shall make such entries in his registers and on any outstanding documents of title and generally do all such things as may be necessary to give effect to the provisions of subsection (1) of this section in respect of land and interests in land specified in the request.

(3) All references to AA Hawke's Bay or AA Manawatu in any security, deed, testamentary instrument, or other document whatever which is subsisting immediately before the 1st day of September 1980, or in any notice or other communication served, given, or sent before, on, or after that date in relation to any such security, deed, instrument, or other document shall, unless the context otherwise requires, be read as references to AA Central.

(4) No Registrar of Deeds or District Land Registrar or any other person charged with the keeping of any books or registers shall be obliged, solely by the provisions of this section, to change the name of AA Hawke's Bay or AA Manawatu to that of AA Central in his books or registers or in any document in his charge; but the presentation to any such Registrar or other person of any instrument—

- (a) Executed or purporting to be executed by AA Central;
- (b) Relating to any property held immediately before the commencement of this section by AA Hawke's Bay or AA Manawatu; and
- (c) Containing a recital that the property has become vested in AA Central by virtue of the provisions of this section—

shall, in the absence of proof to the contrary, be sufficient evidence that the property is vested in AA Central.

(5) Except as provided in subsections (3) and (4) of this section, nothing in this section shall derogate from the provisions of the Land Transfer Act 1952.

**6. Actions, etc., by or against AA Hawke's Bay and AA Manawatu not to abate—**(1) This section shall apply to—

- (a) Any action, arbitration, or proceeding or cause of action, arbitration, or proceeding which immediately before the 1st day of September 1980 was pending or existing, by, against, or in favour of, AA Hawke's Bay or AA Manawatu:
- (b) Any cause of action, arbitration, or proceeding, by, against, or in favour of, AA Hawke's Bay or AA Manawatu arising on or after the 1st day of September 1980 but arising out of a contract made by AA Hawke's Bay or AA Manawatu before that date or in respect of anything done or omitted to be done by AA Hawke's Bay or AA Manawatu before that date.

(2) Any action, arbitration, or proceeding and any cause of action, arbitration, or proceeding to which this section applies shall not abate or be discontinued or be in any way prejudicially affected by reason of the provisions of this Act, but the same may be prosecuted and, without amendment of any writ, pleading, or other document, continued and enforced by, against, or in favour of AA Central in its own name as and when it might have been prosecuted, continued, and enforced by, against, or in favour of, AA Hawke's Bay or AA Manawatu if this Act had not been passed.

**7. Provision for further mergers—**(1) On the request of any other Automobile Association in New Zealand and with the consent of AA Central, the Governor-General, on the advice of the Minister of Justice, may by Order in Council declare that the provisions of this section shall apply to that Association.

(2) In this section the term "merging association" means any Automobile Association in respect of which a declaration has been made under subsection (1) of this section.

(3) Notwithstanding anything in the Act or in any regulations in force under the Act or in its rules, any Automobile Association in New Zealand, which is an incorporated society, wishing to merge its interests and vest its assets in AA Central, may pass a resolution to that effect and shall in that resolution state the date on which the merger shall take place, being a date not less than 30 days after the date on which the resolution is confirmed pursuant to subsection (4) of this section.

(4) Every such resolution shall be confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed was passed.

(5) A copy of such resolution signed or sealed in duplicate by at least 3 members of the merging association and accompanied by a statutory declaration made by a solicitor or at least 1 member to the effect that the resolution has been passed in accordance with the provisions of this section shall be delivered to the Registrar not later than 14 days after the date on which the resolution is confirmed at the prescribed subsequent general meeting of members.

(6) Notwithstanding anything in the Act or in any regulations in force under the Act, if the requirements of this section have been complied with the merging association shall be deemed to be dissolved on the date specified in its resolution of merger, and the Registrar shall make in the register the entry of such dissolution, together with a reference to this section and the *Gazette* reference of the Order in Council which applied the provisions of this section to the merging association.

(7) The Registrar shall, on application by AA Central, issue a certificate that the merging association has been dissolved pursuant to this section.

(8) On the date on which the merging association is dissolved, the provisions of sections 5 and 6 of this Act shall apply as if references in those sections to AA Hawke's Bay or AA Manawatu were references to the merging association, and as if references in those sections to the 1st day of September 1980 were references to the date of dissolution.

**8. Private Act**—This Act is hereby declared to be a private Act.