



10006873986

DEED OF TRUST

Te Runanga O Ngatihine Trust

(Please note that this document incorporates all amendments approved up to and including 24/6/93)

THIS DEED is made on

BETWEEN MARYANNE BAKER of Moerewa Economic Development Officer for TE RUNANGA O NGATI HINE MAORI EXECUTIVE COMMITTEE (the Settlor")

A N D RAEWYN TIPENE of Maromaku, Tutor, JIM TIPENE of Kawakawa, Tutor, MERI GEORGE of Punaruku, School Principal, NGARO HEMI BAKER of Whangarei, Researcher and IRITANA BROWN of Kawakawa, Student (with their successors in office called "the Trustees")

RECITALS:

- A. The Settlor wants to create the Charitable Trust hereinafter declared for the benefit of the community generally and in particular as hereinafter defined; and
- B. At the same time as the Settlor has signed this Deed the Settlor has paid the sum of TEN DOLLARS (\$10.00) to the Trustees to be held upon the trusts and other provisions set out in this Deed.

OPERATIVE PART:

- 1. The Settlor directs and the Trustees hereby acknowledge that they will stand possessed of the sum of \$10.00 together with all other moneys or property paid to or transferred to the Trustees for the purposes of these trusts along with any accumulations of income and all money, investments and property representing the same (in this Deed called "the Trust Fund") as the Trustees of a Trust Board to be incorporated under the Charitable Trust Act 1957 upon the trusts, subject to the provisions, and for the objects and purposes set out in Section III thereof.
- 2. The Trustees shall have the powers set out in Section III hereof.
- 3. The proceedings of the Trustees shall be governed by the rules set out in Section IV hereof.
- 4. The Trustees accept the Trusts imposed by this Deed.

SCHEDULE OF OBJECTS, POWERS AND RULES

SECTION I

The Board established for the objects and powers hereinafter set forth shall be known as TE RUNANGA O NGATIHINE TRUST.

SECTION II

Interpretation of words and phrases in this schedule:

"The Beneficiaries" Shall mean those persons of Ngati Hine of Ngati Hine" descent being descendants of HINEMARU.

"The Board" Shall mean the Board of Trustees constituted by this Deed.

"The Members" Shall be Hapuriki, Marae and Maori Committee Delegates of Te Runanganui o Ngatihine Maori Executive.

"The Trust" Shall mean TE RUNANGA O NGATIHINE TRUST.

"The Trustees" Shall mean the members of the Board appointed as Trustees from time to time.

SECTION III

The objects for which the Trust is established and the powers of the Board shall be as follows:-

1. Objects of the Trust

- (a) To execute only those actions and activities mandated by Te Runanganui o Ngati Hine Maori Executive.
- (b) To actively maintain, promote and encourage the knowledge and respect of Maoritanga, the development of social skills, and the educational health, economic development and advancement for or by the Beneficiaries of Ngati Hine.
- (c) To identify and implement educational, vocational and training opportunities, particularly those which encompass Ngati Hine Reo and tikanga.
- (d) To identify, create and implement employment for the Beneficiaries of Ngati Hine.
- (e) To protect, preserve and enhance the environment - both macro and micro - of the rohe of Ngati Hine.
- (f) To actively promote and encourage efficient communication between the Members, Beneficiaries of Ngati Hine and Nga Iwi Maori, Maori organisations and non Maori organisations.
- (g) To encompass the guiding principles of the Treaty of Waitangi and the Declaration of Independence 1835 in all endeavours.
- (h) To deliver Crown, local and public authority services and funds to the Beneficiaries of Ngati Hine.
- (i) To ensure that critical matters affecting the Trust, the Members and Beneficiaries of Ngati Hine are promoted and

addressed in an appropriate manner and in an appropriate forum

- (j) To promote or oppose bills, legislation or other measures or by-laws affecting the interests of the Trust and of the Members or Beneficiaries of Ngati Hine
- (k) To solicit and accept donations and gifts and transfer or conveyance of real or personal property.
- (l) To utilise and manage the assets and resources of the Trust in the best interest and to the best advantage of the Trust
- (m) To provide for the establishment, development and care or maintenance of Marae, meeting houses, reservations, burial grounds or places of historic or sacred interest in any way concerned with the Trust, the Members and Beneficiaries of Ngati Hine
- (n) To provide for assistance in any manner whatsoever in respect of those Members and Beneficiaries of Ngati Hine who may be indigent or suffer misfortune through accident, sickness or otherwise.
- (o) To assist the Members and Beneficiaries of Ngati Hine in their problems of and incidental to the management control or dealings with their interests in Maori land

2 Powers of the Board

- (a) To commence, carry on, promote, support, undertake and encourage all such projects, fund-raising campaigns, garden-parties, fairs, lotteries, plans, clubs, organisations, matters or things of any other kind whatsoever as maybe necessary or desirable for the purpose of achieving or promoting any of the objects or purposes herein specified
- (b) To undertake, promote, support and encourage other charitable works within New Zealand as the Board from time to time approves.
- (c) To adopt such means of making known the activities and objects of the Trust and facilities, displays, exhibitions, concerts and courses of tuition under its sponsorship as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books, periodicals and pamphlets or any other form of literature or materials for the promotion of the objects of the Trust.
- (d) Generally to purchase, take on lease, or in exchange, hire or otherwise acquire, any real and personal property and any rights or privileges necessary or convenient for the purposes of the Board and in particular but without limiting the

foregoing, any land, buildings, easements, machinery, plant, stock in trade, omnibuses, motor vehicles, aeroplanes and vessels of any description

- (e) To lend or invest with security on such terms as may be appropriate whether or not such loan or investment shall be or constitute a trustee investment, and/or to guarantee the performance of any contract by any person.
- (f) To borrow from time to time at its discretion for the purpose of the Trust from any person, company or body corporate, any sum of money with or without security, and if secured on the security of all or any of the Trusts property (real or personal) assets and effects both present and future either under legal mortgages, or charges with powers, of sale and other usual powers or by any other securities of the Trust generally on such terms and conditions as to rate of interest or otherwise as the Board thinks fit and the Board may also borrow moneys from the Board's bankers on overdraft or otherwise with or without security.
- (g) To promote, form and incorporate or concur in any steps or proceedings which may be taken to incorporate a limited liability company or to promote and form any other business enterprise or to acquire and undertake the whole or any part of the business, property, assets and liabilities of any persons, company or body corporate to carry on or carrying on any business or activity which the Board is hereby authorised to carry on or which can conveniently be carried on in connection with the objects of the Trust,
- (h) To enter into any partnership, union of interests, co-operation, joint venture or reciprocal concession with any person, company or body corporate, carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Board is authorised to carry on or engage in or any business or transaction capable, or being conducted so as directly, or indirectly to benefit the Trust,
- (i) To enter into any arrangements with any Government or authority supreme, municipal, local or otherwise that may seem conducive to the Trusts objects or any of them, and to obtain from any such Government or authority any rights, privileges or concessions which maybe desirable to obtain and to carry out, exercise and comply with any such arrangements, privileges, rights and concessions,
- (j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- (k) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal

with all or any part of the property undertaking and rights of the Trust

- (l) To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Trust.
- (m) To obtain any Court Order, Regulation, Order in Council or Act of Parliament for enabling the Trust to carry any of its objects into effect or for effecting any modification of the Trusts constitution, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Trusts interests
- (n) To raise funds and receive grants to further the purposes of the Trust.
- (o) To grant bursaries or scholarships for the purposes of promoting and actively assisting in the promoting of the aforesaid objects of the Trust
- (p) To develop and turn to account any land acquired by the Trust or in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings, and by planting, paving, draining, farming, cultivating and letting on building lease or building agreement, and by advancing money to, and entering into contracts and arrangements of all kinds with buildings and others.
- (q) To pay all or any of the expenses incurred in, and in connection with the incorporation and establishment of this Trust
- (r) To repay and reimburse the Trustees or the members of any Committee of the Board for all reasonable travelling and out of pocket expense properly incurred by them in their administration of the Trust.
- (s) To appoint advisory trustees, managers, agents and attorneys in New Zealand or any part of the world for all or any of the purposes of the Board, and to remunerate such managers, agents and attorneys by salary or commission, or partly by one mode and partly by the other mode
- (t) To employ officers and/or servants, either full time or part time, whether or not they are Trustees and/or members of any Committee of the Board, and to pay them such salaries or wages, and employ them on such terms as the Board may think proper.
- (u) To do all or any of the above as principals, agents, contractors, trustees or otherwise, and by or through agents, trustees or otherwise, and either alone or in conjunction with others

- (v) To do all such other things as may be incidental or conducive to the attainment of any of the foregoing objects for the exercise of any of the fore-going powers
 - (w) The income and property of the Board howsoever derived, shall be applied solely toward the attainment of the objects of the Trust as set forth in clause 1 of this Section schedule in such manner as the Board thinks fit and by way of Trustee investment or otherwise.
 - (x) To alter in any way, all or any of the rules set forth in Section IV hereof in the manner set forth in Rule 9 of Section IV hereof but not to alter Rule 9 of that Section itself provided that no alteration or addition shall be made that detracts from the charitable purposes of the Board
3. The objects set forth in any clause or sub-clause of this section shall not, except where the context expressly requires, be in any way limited or restricted by reference to, or any inference from, the terms of any clause or sub-clause. None of such clauses or sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to any other clause, sub-clause or objects, but the Board shall have the full power to exercise all or any of the objects and powers set out in the schedule, independently, of any other of its objects and powers provided however that all or any of the powers or authorities are exercised in pursuance of the charitable objects and powers for which the Trust and/or the Board are established.
4. Nothing express or implied in this Trust Deed shall permit the activities of the Board to be carried on for the private pecuniary benefit of any individual
5. Notwithstanding anything to the contrary contained or implied in the Trust Deed or the rules, in relation to any business carried on by the Board no payments shall be made to any person
- (a) Who is a Settlor or a Trustee or a Member of the Trust, or
 - (b) Who is a Shareholder or Director of any Company by which any business of the Trust is carried on; or
 - (c) Who is a Settlor or Trustee of a trust that is a shareholder of any Company by which any business of the Trust is carried on, or
 - (d) Where that person and that Settlor or Trustee are associated persons (as that term is defined in the Income Tax Act 1976)
6. The Trustees shall not lend money nor lease property or assets at less than current commercial rates, having regard to the nature and terms of the loan, to any person (as defined in the Income Tax Act 1976)

- (a) Who is a settlor or trustee of the Trust, or
 - (b) Who is a shareholder or director of any company by which any business of the Trust is carried on; or
 - (c) Who is a settlor or trustee of a trust that is a shareholder of any company by which any business of the Trust is carried on, or
 - (d) If that person or that company and the settlor or trustee or shareholder or director referred to in any of the foregoing paragraphs of this proviso are associated persons (as that term is defined in the Income Tax Act 1976)
7. Any Trustee who is or may be in any other capacity whatever interested or concerned directly or indirectly in any property or undertaking in which the Trust is or may be in any way concerned or involved shall disclose the nature and extent of his interest to the other Trustees, and shall not take any part whatever in any deliberations of the Board concerning any matter in which he is or may be interested other than as a Trustee of the Trust.
8. The objects or purposes of this Trust are or shall be charitable and shall be deemed not to include or extend to any matter or thing which is or shall be held or determined to be non-charitable, and the objects and powers of the Trust and Board shall be restricted accordingly and limited to New Zealand
9. That upon winding-up or dissolution of the Trust all surplus assets after the payment of all costs, debts and liabilities shall be paid or disposed of, to or for the benefit of a charitable organisation or charitable purposes within New Zealand as the Board may determine prior to winding up. This is subject to the provisions of Section 27 of the Charitable Trusts Act 1957, which provides that on dissolution the surplus assets shall be disposed of as the High Court of New Zealand directs. Upon dissolution or winding-up the Board will if necessary apply to the High Court for directions to dispose of its surplus assets in accordance with this clause

SECTION IV

The RULES of the Board shall be as follows.

1. Constitution of the Board

- (a) The Board shall consist of five (5) to fifteen (15) Trustees
- (b) No Trustee shall be personally liable for any debt or obligation incurred by the Trust
- (c) The first Trustees (referred to as 'the initial Trustees') shall

be those elected by the Members at the inaugural meeting of the members whose appointment shall commence from the date of the Trust Deed.

- (d) One-third of the initial Trustees shall retire at the Annual General Meeting of the Members held in 1994. Thereafter one-third of the initial Trustees shall retire at the Annual General Meeting held in each of the following two years
- (e) In subsequent years one-third of the Trustees being those having longest held office (the term of office shall for this purpose be calculated from the date such person was elected to the position) shall retire annually
- (f) For the purposes of the preceding clauses where the number of Trustees is not three or a multiple of three, one-third of the Trustees shall be deemed to one-third of the next highest number that is a multiple of three.
- (g) If the Trustees acting within the framework set out in the preceding clauses are unable to determine who of their number should retire then same may be determined by ballot conducted by the Trustees.
- (h) Retiring Trustees may offer themselves for reappointment
- (i) For such of the Trustees' positions as may require to be filled (and as often as a vacancy in their number arises) an election shall forthwith be held at that or the next succeeding Annual General Meeting or at a Special General Meeting as the case may be.
- (j) In nominating and electing Trustees to fill a vacancy or vacancies, the Members shall pay due regard to the composition of the Board and the Maori Committee areas or Marae and Hapū within the rohe of Ngati Hine represented by each Trustee to the intent that insofar as is possible and practicable the Board shall comprise at any one time a Trustee representing each of the Hapū, Maori Committees' and Marae or areas known as Motatau, Tau Henare, Eparima, Otiria, Mohinui, Kawiti, Te Rapunga, Tere Awatea, Te Rito, Waitangi, Matawala, Te Horomanga, Moerewa Maori Committee as well as the Chairman, Vice Chairman and Treasurer of Te Runanga o Ngati Hine Executive Committee
- (k) A Trustee shall immediately cease to be a Trustee upon the happening of any of the following events
 - (1) if he shall resign from office by notice in writing addressed to the Board and sent to its registered office
 - (11) if he shall die or become of unsound mind
 - (111) if on the motion of at least two-thirds of the number of Trustees expressed by formal resolution at a special meeting of the Board duly convened in the manner

hereinafter provided of which due notice has been given to all Trustees it is determined

- (1) that he is reasonably unable or unfit to carry out his duties as a Trustee.
- (2) that he has failed to genuinely and sincerely endorse the aims and objects of the Trust and the Marae, hapuriki or Maori Committee represented by such Trustee

(iv) if he does not personally attend three (3) consecutive meetings without approval or leave of the Board.

- (1) For the purposes of the preceding clause the term "two-thirds" of the number of Trustees shall mean, where the number of Trustees is not three or a multiple of three, two-thirds of the next highest number that is a multiple of three
- (m) If any Trustee shall die, resign, become bankrupt, insolvent, insane or incapable or shall refuse to act or shall be absent from three consecutive meetings of the Board without reasonable cause or without leave of absence granted by the Board, his office shall ipso facto become vacant and shall be filled by someone appointed in the manner hereinafter provided.

2. Functions of the Board

- (a) To control, administer and manage the property and affairs of the Trust.
- (b) To carry out, effect and perform the objects of the Trust according to law and as provided in and by the Charitable Trusts Act 1957 and in accordance with these rules and by the exercise of the powers vested in the Board as set forth in Clause 2 of Section III hereof.
- (c) To appoint such officers, assistants, servants, either honorary or otherwise, and upon such terms, conditions and at such remuneration as the Board shall think fit (but having due regard to Clause 5 of Section III hereof) and from time to time to remove and replace any persons so appointed.
- (d) To appoint sub-committees, ad hoc committees, or executive committees as the Board may from time to time think expedient for the carrying out of the objects. Members of any committee need not necessarily be Trustees.
- (e) To do all such other things, not being contrary to law and not prohibited by these rules, as shall or may be necessary or desirable for the carrying out and performance of the objects

3. Obligations of the Board

- (a) To ensure that profits and other income (if any) of the Trust

whencesoever derived shall be applied solely in promoting the objects of the Trust as set out in Clause 1 of Section III hereof and subject as herein contained no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to any Trustee, or to any Member.

- (b) To cause proper books of account to be kept which shall constitute a full true and complete record of the receipts and expenditure of the Trust and of its financial affairs and transactions and of its assets and liabilities. The said books of account shall be kept at the registered office of the Trust or at such other place or places as the Board thinks fit and shall be open to the inspection of any Trustee at all reasonable times and from time to time.
- (c) All moneys received by or on behalf of the Trust shall forthwith be paid to the credit of the Board in an account with such Bank or savings Bank from time to time to be fixed by the Board. All cheques or withdrawal slips drawn on the account shall be signed by two Trustees being such persons as the Board may from time to time resolve.
- (d) The Board shall as at the 31st of March in each year (or such other annual balance date as the Board may adopt and herein referred to as "the annual balance date") cause to have prepared statements of account showing the capital assets and liabilities of the Trust at the annual balance date, a balance sheet and statement of the Trusts profits, losses and all receipts and expenditure during the year ending on that date.
- (e) The Board shall cause to be delivered to the auditor appointed by the Members the annual statements of account. The auditor shall make an annual audit as at the balance date and deliver a report to the Board in the same manner and dealing with the same matters as if he were auditing the affairs of a limited liability company. Every Trustee and every officer of the Board shall immediately produce to the auditor all such accounts books papers and documents relating to the affairs of the Trust as the auditor may require.
- (f) The Board shall hold a meeting of the members every calendar year as its Annual General Meeting after the annual balance date aforesaid.
- (g) At each Annual General Meeting the treasurer shall submit a copy of the balance sheet, statement of accounts and auditors report referred to in the preceding clauses together with a summary of the assets, property and liabilities of the Trust as at the said annual balance date.
- (h) At each Annual General Meeting the chairman shall present a full and comprehensive written report detailing the preceding years activities and operations and the state and condition of the Trust and its plans for the ensuing 12 months.

- (i) The Board shall hold a Special General Meeting of the Members upon receiving a notice of a requisition in writing signed by not less than one-third of the members stating the purpose for which the meeting is required. Such Special General Meeting shall be held not more than 14 working days from the date of receipt of the notice of requisition. The Board may call a Special General Meeting of the Members of its own motion if it considers that it is desirable or necessary for such meeting to be held.
- (j) To complete and keep a good and true record of all donors and donations to the Trust Fund
- (k) To do all such other things as are specified elsewhere in this Trust Deed or as shall be necessary or desirable in order to comply with the provisions of the Charitable Trusts Act 1957 and their relationship with the Trust and to achieve the objects of the Trust specified in clause 1 of Section III hereof

4. Notice of General Meetings

- (a) Notice of a General Meeting shall be given by advertisement inserted in the Northern Advocate and the Northern News at least once not more than four weeks and not less than two weeks before the date of the meeting.

5. Conduct of Business by Board

- (a) The officers of the Board shall be a chairman, vice chairman, secretary and treasurer.
- (b) The chairman shall be appointed by the members out of the Trustees by the majority vote at the Annual General Meeting.
- (c) The Chairman shall hold that office until the next Annual General Meeting has been held or he shall sooner resign or cease to be a Trustee.
- (d) The secretary and treasurer shall be appointed by the members but need not be Trustees in which event they shall have the right to attend all Board meetings and receive all minutes and be entitled to peruse all records and shall have the right to take part in any discussions at Board meetings but shall have no voting rights or powers.
- (e) The Seal of the Trust shall be kept in the custody of the secretary of the Board and shall be used only by authority of a resolution of the Board duly passed at a meeting of the Board or by way of memorandum
- (f) Every instrument to which the Seal is affixed shall be signed by a Trustee and shall be countersigned by the secretary or by a second Trustee

- (g) The Board shall meet not less than every two (2) months at a time and place to be appointed from time to time
- (h) Each Trustee and all persons entitled to attend at Board meetings shall receive at least seven (7) days prior notification in writing or otherwise of each forthcoming meeting of the Board meeting.
- (i) The quorum for meetings of the Board shall be one-third of the number of Trustees who hold voting rights. For the purposes of this sub-clause the provisions specified in Clause 1(1) of Section IV hereof shall apply.
- (j) The chairman shall preside at all meetings of the Board at which he is present but in his absence from any meeting the Board shall elect another member to act as chairman of that meeting.
- (k) The Board shall cause minutes to be kept of the proceedings and decisions of such meetings to be entered in books provided for the purposes and all such minutes if signed by the chairman of the meeting or of the next succeeding meeting shall be taken as prima facie evidence of the matters therein recorded
- (l) Each Trustee present or represented by an attorney or otherwise at a meeting of the Board shall be entitled to only one vote. The chairman shall not be entitled to have a casting vote.
- (m) Except where otherwise regulated in this Trust Deed any of the powers and authorities hereby given to or vested in the Board may at any time be exercised by a simple majority of the Trustees and all acts and proceedings of such majority of the Trustees shall, in such case, be as valid and effectual as if they had all concurred therein.
- (n) Any Trustee who shall dissent from the exercise of any such powers or authorities shall have his dissention recorded but shall nevertheless concur in executing or signing any documents or doing any act necessary for giving effect to the exercise of any such powers or authorities by the majority of the Trustees without being responsible for loss of for any breach of duty hereunder
- (o) Any Trustee who, by reason of illness, infirmity or temporary absence abroad, may be unable, or unable without inconvenience, to take an active part therein may, in order to facilitate business, by power of attorney or otherwise empower any of the other Trustees to use his name for execution or signature of documents or for any of the purposes hereof.
- (p) In order to facilitate the business of the Board it shall be proper for the Trustees to exercise the powers and authorities hereby given to or vested in them and to make decisions in relation to the business of the Board by way of memorandum.
- (q) A memorandum signed by all Trustees shall have the same effect as a resolution to that effect duly passed at a meeting PROVIDED

HOWEVER that any powers authorities or decisions exercised or made by way of memorandum shall be ratified by way of formal resolution duly recorded in the books of the Board at the next meeting of the Board

- (r) Any such memorandum may consist of a number of documents in like form each signed by one or more Trustees
- (s) The provision of clause 5(m) hereof relating to majority decisions may apply to any business conducted by way of memorandum.

6. Proceedings at General Meetings

- (a) The quorum at General Meetings shall be at least 10 members
- (b) The chairman of the Board shall preside as chairman at every General Meeting or if the chairman is not present the Trustees present shall elect one of their number to be chairman of the meeting.
- (c) If at any General Meeting no Trustee is willing to act as chairman or if no Trustee is present the members present shall choose one of their number to be chairman of the meeting
- (d) The provisions of the preceding clause shall apply also to the position of secretary.
- (e) The chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (f) Each member present or represented by proxy at a General Meeting shall be entitled to only one vote
- (g) The chairman shall not be entitled to have a casting vote.
- (h) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded -
 - 1. by the chairman; or
 - 1.1 by at least 10 members present in person
- (i) Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to

that effect in the book containing the minutes of the proceedings of the General Meeting shall be conclusive of the votes recorded in favour of or against the resolution

- (j) The demand for a poll may be withdrawn
- (k) If a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
- (l) A member shall be entitled to appoint a proxy to represent him at a General Meeting and may authorise that proxy to vote on his behalf. The appointment of the proxy shall be in writing and signed by the Member appointing the proxy but shall not otherwise be required to be in any particular form.
- (m) The business of an Annual General Meeting shall be to receive and consider,
 - (i) the chairmans report required by clause 3(h) of Section IV hereof
 - (ii) the financial statement and auditors report required by clause 3(g) Section IV hereof.
 - (iii) the appointment of an auditor to audit the annual statement of account
 - (iv) the election of Trustees in terms of clause 1 of Section IV hereof
 - (v) such other matters as may properly be brought before the meeting

7. Winding up

- (a) The Trust may be wound up by application to the High Court of New Zealand if at a Special General Meeting called for that purpose a resolution requiring the Trust to be wound up is passed by a majority of not less than three-fourths of the Members entitled under these rules to vote present personally or represented by proxy at such meeting
- (b) If upon the winding up of the Trust there remains after the satisfaction of all its debts and liabilities any property whatever the same shall not be paid or distributed among the Trustees nor the Members of the Board. Instead it shall be disposed of in accordance with Clause 9 of Section III hereof.

8. Registered office

The registered office of the Trust shall be determined by the Board from time to time by resolution and notified to the Registrar of Incorporated Societies at Auckland

9. Alteration to rules

The Members may add to amend, alter or rescind any of these rules at a Special General Meeting of which notice has been given of an intention to consider the amendment of rules and by a resolution passed by a majority of not less than three-fourths of the Members entitled under these rules to vote present personally or represented by proxy at such meeting. No addition to, amendment, alteration, or rescission of clauses 3(a) or 7(b) of Section IV hereof shall be permitted which would result in the Board being declared non-charitable by the Registrar of Incorporated Societies and the Commissioner of Inland Revenue or either of them.

10. Incorporation

In addition to and without limiting the powers contained or implied in Clause 2 of Section III hereof the Board shall have power to apply for incorporation under the provisions of the Charitable Trusts Act 1957.