

CONSOLIDATED RULES
INCORPORATING ALL
AMENDMENTS
**PUKEITI RHODODENDRON TRUST
INCORPORATED**

AS AT

2024

Draft

CONSOLIDATED RULES

PUKEITI RHODODENDRON TRUST INCORPORATED

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1. NAME

The name of the Society is **PUKEITI RHODODENDRON TRUST INCORPORATED** (“the Trust”).

2. REGISTERED OFFICE

The registered office of the Trust shall be at 2290 Carrington Road, New Plymouth or such place in New Zealand as the Committee may from time to time determine.

3. BACKGROUND

- A. The **PUKEITI RHODODENDRON TRUST INCORPORATED** has been established under rules dated 24 October 1951 as varied and/or consolidated by Deeds dated 1 December 2001, 23 August 2010, 4 November 2011, and 11 October 2017 (“the Original Rules”).
- B. The Committee of the Pukeiti Rhododendron Trust Incorporated (the Trust), pursuant to the powers contained in rule 27 of the Original Rules, may alter, add to or rescind the Rules provided they have the support of the members of the Trust in accordance with the Rules.
- C. Prior to the Committee exercising their powers contained in rule 27 of the Original Rules (now found in rule 35 of these Consolidated Rules), any proposed variations, additions or revocations must, to be effective, be:
- (a) Passed by a majority of those members of the Committee present at a duly called meeting of the Committee, and
 - (b) Passed by a seventy-five percent (75%) majority of members of the Trust present at a general meeting of the Trust of which at least 28 days’ notice has been given to members in New Zealand stating the nature of the resolution for confirmation at the meeting so called.
- D. The Committee wishes to vary, add to or revoke certain terms of the Original Rules to the extent that the Original Rules is replaced entirely by the provisions of this Deed, and in anticipation of the same, have sought the approval of the Committee and members of the Trust in accordance with rule 27 of the Original Rules.

4. CHARITABLE OBJECTS OF THE TRUST

The Trust is established for exclusive charitable objects (“the Objects”) which are sought to be beneficial to the community by:

- (a) encouraging an interest in and the development of the genus rhododendron, scientific research into its breeding and culture and the promotion of such other purposes as may advance the culture of the genus.
- (b) encouraging an interest in and the development of ornamental and other trees, plants and shrubs.
- (c) acting as a common meeting ground for enthusiasts and disseminating knowledge of horticulture and silviculture.

- (d) acquiring, establishing and maintaining botanic gardens, arboreta, plant museums, plant nurseries, scenic reserves both public and private, forests, gardens and parks.
- (e) beautifying the land acquired, enhancing the forest remnants, and conserving and providing sanctuary for native flora and fauna.

No Limitation: The Objects of the Trust will not, except where the context expressly requires it, be in any way limited or restricted by reference to, or inference from, the terms of any other clause of these Rules.

Objects Independent: The Committee shall be empowered to carry out any one or more of the objects of the Trust independently of any other object of the Trust.

5. POWERS

In carrying out the above objects of the Trust the Committee may at their discretion exercise the following powers:

- (a) To acquire land both freehold and leasehold or on monthly and other tenancies as it thinks fit and to terminate the engagement of any agent, employee or contractor.
- (b) To engage agents, employees and contractors and to remunerate them in such manner as it thinks fit and to terminate the engagement of any agent, employee or contractor.
- (c) To borrow money either with or without giving security and upon such terms and conditions as to repayment, interest and otherwise, as it thinks fit.
- (d) To manage, develop and improve any real or personal property for the time being owned or occupied by it and to make charges for admission to any property occupied by it.
- (e) To erect buildings and other works to assist in the attainment of its objects or to provide for the comfort and recreation of members and other persons.
- (f) To have or join in having any property owned or occupied by it made a private scenic reserve under the provisions of "The Reserves and Domains Act 1953" or any Act in substitution therefore upon such terms and conditions as it shall think fit.
- (g) To establish bank accounts and to draw, make, endorse and accept negotiable instruments of any kind.
- (h) To sell lease or otherwise dispose of any real or personal property owned by it upon such terms and conditions as the Trust thinks fit.
- (i) To hold or join or assist in holding shows, exhibitions and competitions and to award prizes in respect of the Objects.
- (j) To make donations and award scholarships, bursaries and prizes to any person engaged in work or study of a kind that in the opinion of the Trust will assist to further the objects of the Trust.
- (k) To join with any person, film company, corporation, local authority or department or agency of the Government in any activity which in the opinion of the Trust will assist to further the objects of the Trust.
- (l) To invest the funds of the Trust in such investments and either with or without security as it shall think fit.

- (m) To publish or join in assisting to publish any reports or other publications in any way relating to any object of the Trust.
- (n) To accept gifts, donations, devises, and bequests of real and personal property of any kind.
- (o) From time to time to transfer Trust assets to the Pukeiti Trust Fund (charity registration number CC11275), established by a Deed of Trust dated 29 October 1971, varied and consolidated by Consolidated Trust Deeds dated 17 September 1998 and 19 December 2004, and varied by Deeds of Variation dated 10 September 2010, 25 October 2012 and 29 June 2018; and to accept transfers of assets from the Pukeiti Trust Fund.
- (p) Generally, do such acts and things as may be necessary or desirable to further the objects of the Trust.

6. MEMBERS

- (a) Until otherwise so determined the members of the Trust shall be divided into the following classes:
 - (i) Life Members who must be such existing members of the Trust. Life Members are elected by any general meeting of the Trust in recognition of outstanding and sustained service to the Trust or outstanding financial support by gifts of money or property. No person shall be so elected unless the Committee have resolved that such person shall be nominated for election as a life member. A Life Member shall not be liable to pay any further subscription after being so elected and will enjoy the benefit of such membership for the duration of their lifetime or until such earlier time that their membership shall otherwise cease in accordance with these Rules.
 - (ii) Ordinary Members who shall be persons who have paid the subscription of an Ordinary Member. The subscription fee for Ordinary Members will be determined by the Committee from time to time. Each Ordinary Member will enjoy the benefit of this membership until such time that their membership ceases in accordance with these Rules.
 - (iii) Members in Perpetuity who may be Ordinary Members of the Trust who may at any time during their membership of the Trust pay the Trust a sum of \$100.00 or such other sum as the Committee may decide. Upon payment the members will be known as a Members in Perpetuity and will not be liable for the payment of any further subscription during that member's lifetime. The Member in Perpetuity shall continue to enjoy all the privileges and duties (other than the payment of subscriptions) of an Ordinary Member of the Trust. The said sum of \$100.00 must be paid into the Endowment Fund of the Pukeiti Trust Fund. It is acknowledged that from the date of this Deed there will not be new Members in Perpetuity, however all existing Members in Perpetuity will continue to hold this membership status for the remainder or their lifetime or until such earlier time that their membership shall otherwise cease in accordance with these Rules.
 - (iv) Endowment Members and Senior Endowment Members (if aged sixty-five (65) or over) may be Ordinary Members of the Trust who must at any time during their membership of the Trust pay a fee to be determined by the Committee from time to time, which sum must be paid into the Endowment Fund of the Pukeiti Trust Fund. Upon payment of the relevant fee all members will be known as Endowment Members or Senior Endowment Members (if aged sixty-five (65) or over), and will continue to enjoy all the privileges and duties (except for payment of subscription fees) of an Ordinary Member of the Trust for the duration of their lifetime or until such earlier time that their membership shall otherwise cease in accordance with these Rules. For the avoidance of doubt, Endowment Members and Senior

Endowment Members (if aged sixty-five (65) or over) after payment of the relevant fee will not be liable for the payment of any further fees or subscriptions for the duration of their membership. Senior Endowment Membership may, at the Committee's discretion, be granted to individuals or couples. Where Senior Endowment Membership is granted to a couple, then the fee will be the same fee charged to individual Senior Endowment Members, however the couple shall together be entitled to only one vote at general meetings of the Trust.

(v) Corporate members include Companies, Societies or other bodies, whether incorporated under any Act of Parliament or not, elected to membership under the provisions and pay a subscription as set from time to time by the Committee. A Corporate member will be entitled, by notice in writing to the Secretary of the Trust, to nominate a representative to attend and vote at meetings of the Trust. Corporate members will be entitled to other privileges of membership as the Committee may from time to time decide.

(b) The following persons were the foundation members of the Trust and are all now deceased:

Max Grant Maxwell, Farmer, Opunake R D
Victor Caddy Davies, Company Director, New Plymouth
Griffith William Arthur Williams, Farmer, Ohangai, Hawera
Philip John Ayckbourn, Company Director, New Plymouth
Monica Romaine Brewster, Married Woman, New Plymouth
Arthur Louis Richardson, Farmer, Tataraimaka
Arthur Harold Goudie, Nursery Manager, New Plymouth
Russell Matthews, Civil Engineer, New Plymouth
Cyril Hendry Croker, Barrister, New Plymouth
John Michael Hudson, Farmer, Tikokino, H B
Elizabeth Mary Matthews, Married Woman, New Plymouth
Robert Kay Ireland, Flourmiller, Oamaru
Freda Agnes Ireland, Married Woman, Oamaru
Kenneth Bickerton Burns, Farmer, Timaru
Roland Fraser Stead, Farmer, Amberley
Thomas Hugh Nairn White, Farmer, Takapau
Ada Clements Kynoch, Married Woman, Takapau
Andrew Gale Larcom, Farmer, Ararata
Ronald Claris Gordon, Farmer, Taihape
Alan-Hadfield Marshall, Farmer, Marton
William Douglas Cook, Farmer, Gisborne
Henry Nathaniel Rowe, Merchant, New Plymouth
Inez Rachael Corrigan, Married Woman, Hawera
Graham Petterson, Plant Propagator, Gisborne
Louisa Ellen Williams, Married Woman, Ohangai, Hawera

In recognition of their services in forming the Trust all became Life Members of the Trust.

(c) The annual subscription for Ordinary Members and Corporate members and the fee payable by Endowment and Senior Endowment Members will be determined by the Committee.

7. ELECTION OF MEMBERS

(a) The Trust must at all times have a minimum of ten (10) members.

- (b) Any person desiring to become a member must make application in writing to the Secretary. Any application received by the Secretary in accordance with this rule will constitute the applicant's consent to become a member of the Trust pursuant to section 76 of the Incorporated Societies Act 2022.
- (c) Members may resolve at any general meeting that an entrance fee must be payable by new members and may fix the amount. Any resolution of this kind may be varied or rescinded at any subsequent general meeting.

8. **CEASING OF MEMBERSHIP**

A member will cease to be a member if:

- (i) That member resigns from membership in writing;
- (ii) That member fails to pay the appropriate subscription within twelve (12) months from the date of notification. The Committee will resolve that the breaching member is no longer a member of the Trust.
- (iii) That member is expelled from membership pursuant to rule 9.
- (iv) Dies while a member of the Trust.

9. **EXPULSION OF MEMBERS**

The Committee may by resolution expel any member who:

- (i) Commits any breach of these Rules or of any by-laws made under these Rules, or
- (ii) Damages, misuses or misapplies any property of the Trust, or
- (iii) Is guilty of conduct of any kind prejudicial to the objects or interests of the Trust;

10. **REGISTER OF MEMBERS**

- (a) The Secretary must keep a register of members ("Register") in accordance with section 79 of the Incorporated Societies Act 2022.
- (b) The Register must contain:
 - (i) the name of each member;
 - (ii) the last known contact details of each member;
 - (iii) the date on which each person became a member; and
 - (iv) all other information prescribed by any regulations (if any) enacted under the Incorporated Societies Act 2022.
- (c) The Secretary must update the Register as soon as practicable after becoming aware of changes to the information recorded on the Register.

11. **COMMITTEE**

- (a) **Composition of the Committee:** The affairs of the Trust must be managed by a Committee which will consist of at least three (3) members but no more than nine (9) members consisting of:
 - (i) one (1) member being a nominated representative of the Taranaki Regional Council; and

- (ii) up to two (2) co-opted members;
- (iii) The remainder of members shall be elected by the members of the Trust at large in accordance with the process set out in sub-rule (b) below;

provided that at all times the majority of Committee must be comprised of members of the Trust and/or representatives of bodies corporate that are members of the Trust.

(b) Elected Committee Members Appointment:

- (i) The Trust's members shall be called on annually to make nominations for up to two (2) elected Committee members.
- (ii) Any call for nominations for elected Committee members must be made within two (2) months of the end of the Trusts financial year and must specify all Committee members retiring.
- (iii) All nominations are to be signed by one (1) member and accepted by the member being nominated and have the residential address of the member being nominated.
- (iv) The names of those nominees will be provided to the members in advance of the Annual General Meeting called by the Committee and in accordance of rule 21.
- (v) The results of the election are to be declared at the Annual General Meeting and the elected Committee members will be appointed as Committee members effective immediately.
- (vi) Committee members elected under this rule will be appointed to the Committee for a term of three (3) years.

(c) Elected Committee Members Retirement:

- (i) Contemporaneously with each appointment of elected Committee members under rule 11(b) above, two (2) of the incumbent elected Committee members must retire from office.
- (ii) The elected Committee members to retire will be those who have been longest in office since the date of their last election to the Committee but as between persons who became Committee members on the same day those to retire (unless they otherwise agree among themselves) shall be determined by lot.
- (iii) Every retiring Committee member will be eligible for re-election.

(d) Vacancy in Elected Committee Members:

- (i) The Committee may appoint new Committee members to fill every vacated position or to make up any deficiency in numbers between elections.
- (ii) Any member appointed to make up any deficiency in numbers between elections shall be deemed for the purpose of rotation under rule 11(c), to have been elected at the Annual General Meeting immediately prior to the new Committee member's appointment.

- (iii) Any member appointed to fill any vacated position must retire by rotation in the year in which the member whom the new Committee member replaces would have been due so to retire.
- (e) **Co-opted Committee Members:**
- (i) The Committee may at its discretion appoint co-opted members to the Committee at any time to provide the balance of skills, attributes and knowledge necessary to give effect to the objects of the Trust.
 - (ii) At any time that there is no member appointed to the Committee that is also a representative or trustee of Pukeiti Trust Fund, then the Committee must exercise its power under rule 11(d) to appoint a representative or trustee of Pukeiti Trust Fund as a co-opted member of the Committee.
 - (iii) Co-opted members elected under this rule will be appointed to the Committee for a term to be advised by the Committee at the time of appointment, but in any event, not exceeding three (3) years. Notwithstanding their term of appointment, any co-opted member can be removed at any time by the Committee at its discretion.
- (f) **Qualifications of Committee Members:** The following persons are disqualified from being elected or appointed or otherwise holding office as a Committee member:
- (i) any person that is not a natural person;
 - (ii) natural persons under the age of sixteen (16) years, however, at least one (1) person must be eighteen (18) years or older;
 - (iii) a person who is an undischarged bankrupt;
 - (iv) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993;
 - (v) a person who is disqualified from being an officer of a charitable entity under section 31(4)(b) of the Charities Act 2005;
 - (vi) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years;
 - (A) a person who has committed an offence under subpart 6 of Part 4 of the Incorporated Societies Act 2022;
 - (B) a person who has committed a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961);
 - (C) a person who has committed an offence under section 143B of the Tax Administration Act 1994;
 - (D) a person who has committed an offence under section 22(2) of the Incorporated Societies Act 2022;
 - (E) a person who has committed an offence, in a country, State, or territory other than New Zealand, that is substantially similar to an offence specified in sub-rules (i) to (iv) above;

- (F) a person who has committed a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere;
- (vii) a person who is subject to any of the following orders:
 - (A) a banning order under subpart 7 of Part 4 of the Incorporated Societies Act 2022
 - (B) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003;
 - (C) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009;
 - (D) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act;
- (viii) a person who is subject to an order that is substantially similar to an order referred to in this rule 11(f) under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations; or
- (ix) a person who does not comply with any qualifications for officers otherwise contained in these Rules.
- (g) **Removal of Committee Members:** The position of Committee member must be vacated if a Committee member:
 - (i) dies;
 - (ii) resigns from office by notice in writing to the Trust;
 - (iii) is no longer qualified to hold office as a Committee member in accordance with the criteria set out in rule 11(f) above;
 - (iv) is in the unanimous opinion of the Committee members, unfit to act or incapable of so acting as a Committee member;
 - (v) has, for more than six (6) months, been absent without permission of the Committee members from meetings of the Committee held during that period and the Committee members resolve that the office be vacated;
 - (vi) had been initially appointed or co-opted to act on the Committee or Sub-Committee as the case may be, as a member of the Trust, and that Committee or Sub-Committee member ceases to be a member of the Trust.

12. POWERS OF THE COMMITTEE

Subject to the provisions of these Rules and to any directions that may from time to time be given by any General Meeting of the Trust the affairs of the Trust must be managed by the Committee which may exercise all the powers and functions given to the Trust by law and by these Rules. Provided that no freehold or leasehold land owned by the Trust may be disposed of by sales, lease or otherwise without the authority of a resolution of a General Meeting of the Trust.

13. CHAIR OF THE COMMITTEE

- (a) The Committee shall elect a Chairperson and a Deputy Chairperson. The Chairperson or, in the Chairperson's absence, the Deputy Chairperson, will preside over:

- (i) All General Meetings of the Trust
 - (ii) All meetings of the Committee.
- (b) For the avoidance of doubt, the Committee authorises the Deputy Chairperson to carry out all duties, functions, roles and responsibilities of the Chairperson in the elected Chairperson's absence.

14. SUB-COMMITTEES

- (a) The Committee may appoint sub-committees with such functions, personnel, Chairperson or convenor and other officers as may be determined, providing that the functions and powers of any sub-committee formed must be clearly set out in writing.
- (b) Each sub-committee will appoint a person or persons from among its members to take minutes of all sub-committee meetings and such minutes will be provided to the Secretary for circulation among the Committee members; and
- (c) Each sub-committee must adhere to all policies and budgets (as applicable) for that sub-committee as set by the Committee from time to time.
- (d) Any sub-committees formed pursuant to this rule must be comprised of any members or non-members appointed by the Committee provided that:
 - (i) there must be at least one Committee member on each sub-committee; and
 - (ii) the majority of members of each sub-committee must be members of the Trust.
- (e) Any sub-committee may in its discretion make a recommendation to the Committee of any person from that sub-committee to be appointed as a co-opted member of the Committee under rule 11(e) of this Deed.

15. EXECUTIVE OFFICERS

The Committee may from time to time appoint and change the appointment of a Secretary and a Treasurer or a Secretary-Treasurer and any other officer deemed necessary by the Committee. Any appointed officer will have duties as determined by the Committee and may be paid or honorary and will receive such honorarium or remuneration as may be determined by the Committee. Any appointed officer will be entitled to be present at any meeting of the Committee but will not be entitled to vote unless the officer is a member of the Committee.

16. HONORARY OFFICERS

- (a) The Trust at any Annual General Meeting may elect a Patron and such other honorary officers as may from time to time be determined at any such meeting. It may not be necessary for a Patron or other honorary officer to be a member of the Trust.
- (b) No such officer will have any executive functions by virtue of such office.
- (c) If at any Annual General Meeting there is no election to any such honorary office that office will remain vacant.

17. CONTACT PERSONS

The Trust must have three (3) designated contact persons at all times who will act as the point of contact between the Trust and all external parties. The contact persons will be the Trust's Chairperson, Deputy Chair and the Secretary from time to time.

18. COMMITTEE AND SUB-COMMITTEE MEETINGS

The Committee and any Sub-Committees will hold meetings as they think fit and, subject to rule 14, will regulate their own proceedings in such manner as they think fit.

19. EXECUTION OF DOCUMENTS

All documents required to be executed by the Committee will be deemed to be validly executed and binding if the Trust's entry into the documents have first been approved by the Committee members and such documents are signed by at least two (2) persons either being Committee members or any other person whom the Committee from time to time authorise in writing.

20. BY-LAWS

The Committee may from time to time make and vary, rescind or add to by-laws relating to the management control use and admission to and property owned or occupied by the Trust and to property owned or occupied by the Trust and to the exercise of any powers or functions of the Trust. Any such by-law may be varied or rescinded by any General Meeting of the Trust.

21. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of the Trust must be held within six (6) months of the end of the Trust's financial year at such time and place in New Zealand as the Committee may decide. The Secretary must give 28 days' written notice of an Annual General Meeting to each member stating the nature of the business to be brought to the meeting. Notice must be sent to each members' last known address or email address as reflected on the Register.
- (b) The business of the Annual General Meeting will consist of:
 - (i) The consideration of Annual Reports to be furnished by the Committee;
 - (ii) The election of members of the Committee in accordance with these Rules;
 - (iii) The consideration of a statement of accounts including a Balance Sheet containing a summary of the assets and liabilities of the Trust to be furnished by the Committee; and
 - (iv) Any motion of which notice has been given to the Secretary not less than forty-two (42) clear days before the date of the meeting.

22. EXTRAORDINARY GENERAL MEETING

- (a) The Committee may whenever it thinks fit and shall on a requisition in writing signed by any ten (10) or more members convene an extraordinary general meeting.
- (b) Twenty-eight (28) days' notice specifying the place, the day and the hour of any extraordinary meeting and the purpose or the general nature of the business must be given by notice sent by post or by electronic means by the Secretary to each member of the Trust in New Zealand at their last known postal or email address as reflected on the Register.

23. GENERAL MEETINGS

At any general meeting of the Trust any motion of which notice has been given may be amended without any further notice being required.

24. RESOLUTION IN LIEU OF MEETING

A resolution in writing approved by no less than seventy-five percent (75%) of members entitled to vote is valid as if it had been passed at a general meeting of the Trust. Such resolution may consist of one (1) or more documents in similar form (including letters, electronic mail, or other similar means of communication) each approved by or on behalf of one (1) or more of the members entitled to vote. A member's approval to a written resolution can be provided by signing the resolution, or by providing their written approval (by electronic means or otherwise).

25. QUORUM

- (a) The quorum of any General Meeting will be ten (10) members.
- (b) The quorum for a meeting of the Committee or any Sub-Committee must be at least 50% of the Committee members.
- (c) If within half an hour from the time appointed for an Extraordinary General Meeting a quorum is not present, the meeting will be dissolved. In any other case it must stand adjourned until the same day of the next week at the same time and place and the members present at the adjourned meeting may transact any business as if they constituted a full quorum.
- (d) For the purposes of determining quorum, members may attend the meeting in person or by audio-visual means, as long as they can clearly communicate with other attendees and participate in the meeting's proceedings.

26. ADJOURNMENT

The Chairperson of any General Meeting or a meeting of the Committee may, with the consent of 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.

27. METHODS OF VOTING

- (a) **Committee Meetings:** At all Committee and Sub-Committee Meetings all voting must be by voice or by show of hand and every member present in person or by audiovisual means will be entitled to one vote. The Chairperson of the Committee or Sub-Committee may from time to time approve a motion for voting by Committee or Sub-Committee members by electronic means. In order for any electronically mailed motion to be carried, a minimum of seventy-five percent (75%) of the Committee or Sub-Committee must approve the motion by exercising a vote by replying electronically or as otherwise in accordance with the direction specified in the electronic mail eliciting a vote.
- (b) **General Meetings:**
 - (i) At all General Meetings of the Trust all voting must be by show of hand for every member present in person, by proxy or by electronic means. Each member will be entitled to one vote.
 - (ii) In the case of any equality of votes the Chairperson will have a casting vote in addition to any vote exercisable by the Chairperson by virtue of being a member.

- (iii) If a poll is demanded by not less than ten (10) members at any meeting of the Trust it must be taken under such conditions as the Chairperson may determine.
- (iv) All voting by proxy must be subject to the following requirements:
 - (A) No person will act as proxy who is not a member of the Trust; and
 - (B) The Instrument appointing a proxy and any power of attorney or other authority under which it is signed must be deposited at the registered office of the Trust not less than 48 hours before the time appointed for holding the meeting in respect of which such proxy is to be used; and
 - (C) Any other requirements set by the Committee from time to time and advised to the members not less than seven (7) working days before the time appointed for holding the meeting in respect of which such proxy is to be used.
- (v) All voting by electronic means must be in accordance with such processes and requirements set by the Committee from time to time and advised to the members not less than seven (7) working days before the time appointed for holding the meeting in respect of which voting by electronic means is to be used.
- (vi) No member will be entitled to vote at any meeting unless all subscriptions or moneys due to the Trust by any member have been paid.

28. **CONFLICTS OF INTEREST**

- (a) A member of the Committee who is interested in a matter relating to the Trust:
 - (i) must not vote or take part in a decision of the Committee relating to the matter; and
 - (ii) must not sign any document relating to the entry into a transaction or initiation of the matter; but
 - (iii) may take part in any discussion of the Committee relating to the matter and be present at the time of the decision of the Committee (unless the Committee decides otherwise and the interested member shall have no vote on that matter).
- (b) However:
 - (i) a member of the Committee who is prevented from voting in a matter under rule 28 (a) above may still be counted for the purposes of determining whether there is a quorum at any meeting at which the matter is considered; and
 - (ii) rule 28 (a)(i) or (ii) will not apply to a member of the Committee (**Interested Member**) in relation to a particular matter if all members of the Committee who are not interested in the matter consent to the Interested Member acting as referred to in rule 28 (a)(i) or (ii).
- (c) Despite rule 28(b) above, if fifty percent (50%) or more of members of the Committee are prevented from voting on a matter then an extraordinary general meeting of the Trust must be called under rule 22 to consider and determine the matter.

29. **MINUTES**

- (a) Minutes must be kept to record all of the proceedings of meetings of the Trust and of the Committee.
- (b) Any Sub-Committee of the Committee must keep such minutes of its proceedings as it is required to keep by the body by which it was appointed.

30. **ACCOUNTS**

The Committee will cause true accounts to be kept:

- (i) Of all sums of money received and expended by the Trust and the matters in respect of which such receipts and expenditure takes place;
- (ii) Of all assets and liabilities of the Trust including all mortgages, charges and securities of any description affecting any of the property of the Trust;
- (iii) The financial year will begin on 1st July and end on 30th June in each year.

31. **AUDIT/REVIEW**

- (a) A suitably qualified professional must be elected as an Auditor or Reviewer at each Annual General Meeting of the Trust and any retiring Auditor will be eligible for re-election subject to the requirements of the Incorporated Societies Act 2022.
- (b) The Committee must prior to the end of each financial year resolve as to whether the accounts for that financial year are to be audited or to be subject to a review.
- (c) The Committee will as soon as practicable after the end of every financial year, cause the accounts for that financial year to be audited or to be subject to a review, as decided pursuant to rule 31(b), by the suitably qualified professional appointed pursuant to rule 31(a).
- (d) The audited or reviewed accounts will be presented to the members at the Annual General Meeting.

32. **RESTRICTIONS RELATING TO BUSINESS INCOME**

32.1 **General Restrictions:** In any tax year, for the purposes of the Income Tax Act 2007, where any business, within the ambit and scope of that Act and in particular section CW 42 of that Act, is carried on by or for the benefit of the Trust:

- (a) **Tax Exempt Business Income:** the Committee must not derive directly or indirectly from any such business any amount of income that is not exempt from income tax under section CW 42 of the Income Tax Act 2007; and
- (b) **Benefits/Advantages to Certain Persons:** within the ambit and scope of rules 32.2 to 32.4, no person with some control over the business may direct or divert, to their own benefit or advantage, any amount derived from that business.

32.2 **Persons who may have Control:** For the purposes of rule 32.1 a person who may have some control over the business is a person who is, within the ambit and scope of section CW 42(5)–(7) of the Income Tax Act 2007:

- (a) **Settlor or Trustee:** a settlor or trustee of a trust carrying on the business or of a trust that is a shareholder in a company carrying on the business; or
- (b) **Director or Shareholder:** a director or shareholder of a company carrying on the business; or
- (c) **Associated Person:** a person associated with any person described in rules 32.1 and 32.2.

32.3 **Relevant Benefits/Advantages:** For the purpose of rule 32.2, an amount is directed or diverted to the benefit or advantage of a person described in rule 32.2 if that person is given or receives from the business any benefit or advantage, whether or not convertible into money, within the ambit and scope of section CW 42(6)–(8) of the Income Tax Act 2007, or any income of a kind specified in and not excluded by those sub-sections.

32.4 **Control over the Business and Ability to Direct or Divert Amounts:** For the purposes of rule 32;

- (a) a person described in rule 32.2 has some control over the business and is able to direct or divert amounts from the business to their own benefit or advantage if, by virtue of their position described in rule 32.2 and within the ambit and scope of section CW 42(5)–(8) of the Income Tax Act 2007, that person is, in any way, whether directly or indirectly, able to determine or materially influence in any way the determination of:
- (b) **Nature/Extent of Benefit/Advantage:** the nature or extent of any benefit, advantage or income described in rule 32.3; or
- (c) **Circumstances of Receipt:** the circumstances in which any benefit, advantage or income described in rule 32.3 is, or is to be, given or received.

33. **INCOME, BENEFIT AND ADVANTAGES TO BE APPLIED TO CHARITABLE OBJECTS**

- 33.1 Any income, benefit or advantage will be applied to the charitable objects of the Trust.
- 33.2 No member of the Trust, or anyone associated with a member, is allowed to take part in, or influence any decision made by the organisation in respect of payments to, or on behalf of, the member or associated person of any income, benefit or advantage.
- 33.3 Any payments made must be for goods or services that advance the objects of the Trust and must be reasonable and relative to the payments that would be made between unrelated parties.
- 33.4 Each member of the Committee is entitled to be indemnified against, and reimbursed for, all travelling, accommodation and other expenses incurred to advance the objects of the Trust.

34. **THE TRUST NOT FOR PROFIT**

The Trust is not created for purposes of profit and no member in their capacity as member may derive any pecuniary benefit from the funds of the Trust other than any salary, wages,

honorarium or other remuneration voted to them in respect of services rendered to the Trust.

35. ALTERATION OF RULES

- (a) The Rules of the Trust may be altered or added to or rescinded by a special resolution of the Trust. A resolution will be deemed a special resolution of the Trust if:
- (i) Passed by a majority of those members of the Committee present at a duly called meeting of the Committee, and
 - (ii) Passed by a seventy-five percent (75%) majority of members of the Trust present at a general meeting of the Trust of which at least 28 days' notice has been given to members in New Zealand stating the nature of the resolution for confirmation at the meeting so called.

36. DISPUTE RESOLUTION

All internal disputes among the Committee or otherwise in relation to the Trust must be dealt with in accordance with the dispute resolution procedures set out in the Incorporated Societies Act 2022.

37. WINDING UP AND SURPLUS ASSETS

- (a) The Trust assets may be distributed and the Trust wound up and dissolved by special resolution of the Trust. A resolution will be deemed a special resolution of the Trust if:
- (i) Passed by a majority of those members of the Committee present at a duly called meeting of the Committee; and
 - (ii) Passed by a seventy-five percent (75%) majority of members of the Trust present at a general meeting of the Trust of which at least 28 days' notice has been given to members in New Zealand stating the nature of the resolution for confirmation at the meeting so called.
- (b) If a decision is made to wind up or dissolve the Trust and any property remains after the settlement of the Trust's debts and liabilities, that property must be transferred or given to another organisation for a similar charitable purpose.
- (c) If the property belonging to the Trust is not able to be distributed in accordance with the foregoing provision of this rule, the Members may nominate any charitable entity, charitable entities or class or description of charitable entities to which surplus assets of the Trust shall be distributed upon winding up.