

ART DECO TRUST
SPECIAL GENERAL MEETING



DATE & TIME: Tuesday, 24 September 2019, 5:30 pm
VENUE: Art Deco Trust Centre, 7 Tennyson St, Napier

Present: Michael Fowler (Chair), Tania Wright (Board Member), Stuart Ainslie (Board Member), Pamela Reading-Windle (Board Member), Karen Cowley, Peter Ashley, Niki Keehan, Sue Page, Jill Verschaffelt, Derek Forsdick, Maggie Hanlon, Christie Lyon, Martin Bain, Yvonne Bain, John Cocking, Judy Barnes, Alan Parsons, Tony Mairs, Denise Gore, Lee Anne Freeman, Lelsey Emor, Beverley Thomsen, John Ellison, Diana Swayn, Peter Ball, Michael Madden, Murray Mills, Barbara Harding, Elayne Versteerg, Dale Burne, Peter Allan, Penny Maddon, Jillian King, plus two late arrivals.

In Attendance: Garth Cowie (GM)
Vanessa van Kampen (Secretary)

Apologies: Elaine Buxton, Nicola Cowie, Kerry Heath, Ann Galloway, Beth Boag, David Low Michael Yalland, Barbara Arnott, Lawrence Robinson, Marion Fell, Janice Winter Helen Ball, Val Golding, Bev Thomsen, Sue Myles, Ana Sullivan

The Board chair opened the meeting with a power-point presentation, explaining the growth of the Trust and the festival event. It was noted that with significant growth, enthusiasm, along with relevant skill was needed. The Trust, which now has a turnover of \$2 million, is significantly more complex than when it started in 1987. The Art Deco Festival is the largest Hawke's Bay festival that engaged with tourism, cars, walks, retail, and heritage with approximately 140 volunteers to assist with the event.

The Chair addressed the competitive environment that the event and trust works in with cruise ship passengers now having a choice with other competitors coming on board with the Art Deco theme. Health and Safety requirements are now strict.

The proposed rule changes had been identified via the recent capability review. These rule changes were provided via email to members in advance of the meeting, and were also provided as hard copies at the meeting. Those present were advised that part of the review was looking through the rules, and subsequently recommendations were made. An internal audit of festival also looked at our rules and agreed the changes.

The Board have unanimously agreed the presented changes which have been reviewed by two legal firms. These changes will bring clarity and clarity of application along with assisting efficient governance of the Trust.

After each rule change questions were put to the floor.

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Rule Change 9.1

The change was verbally represented and the current board structure was explained with each Board member being introduced, including their connections and background.

With the proposed changes in place, the 'new look' board was explained.

Possible new Board members have been identified and approached; Hamish Saxton who is the new Tourism Hawke's Bay CEO and Rachel Bashnick who works for Crowe Horwath Accounting are likely to be suggested for the board with expertise in tourism and accounting. Tania Wright would continue in her role as a representative from Napier City council.

It was summarised that the Board are asking to replace one *elected* with one *appointed* member to bring in more expertise.

The following questions were raised by members from the floor:

Had Hamish Saxton and Rachel Bashnick had already been approached?

The Chair confirmed that they had, however their appointments would be via the AGM.

Could the board have the ability to terminate a member of the board?

Response from the Chair stated that as it currently stands, you cannot dismiss a board member. This change was quantified as not due to disharmony in the current board, just a tidy up.

Question as to how input from volunteers had been altered.

The Chair confirmed that there had been no change with only one volunteer currently on the Board. It was noted however that from time-to-time other members attend board meetings, such as the current Volunteer Committee Chair, who has attended recently to ensure dialogue between volunteers and board is current.

Rule Change 9.2

Also explained that there is no real change with elected members. Board appointed members and the lawyers involved in the changes considered that the existing ruling may dissuade people, therefore if you are approached due to expertise there is no requirement for you to become a member.

How this looks as a new board was explained along with the fact that biography's for each candidate will be provided to members prior to the AGM to allow for an informed choice.

Questions were put to the floor for this change which resulted in a request for confirmation that as a non- member of the trust you cannot vote at the AGM which was affirmed by the Chair.

Rule Change 9.3

Explained; an appointed board member cannot be a chair. Check for the system.

Presently the AGM elects the board, the board elects the chair. Rationale that the board chooses the chair as they know who will be the best fit which ensures the person chosen is willing to take up the role.



Rule Change 9.5

Currently you can be a member and then continue after your time has lapsed. The new rule will give a maximum of 6 years. 12 years is considered to be too long.

Questions from the floor:

If you had been on the board, you cannot re-stand?

Confirmed by the Chair that six years is maximum, you cannot leave and then re-join.

Rule change 9.6

Explained. The fit from each current board member was noted against (a) - (f) to show that all aspects within the Trust are covered. Confirmation from the Chair that the board has worked very well using this model.

The meeting requested that the wording in this rule change from 'practicable' to 'possible' and also that (d) Heritage be moved to (a) to reflect this as a top priority. The rationale behind this request was that Heritage results in tourism.

Rule change 9.7

Explained. Designed to give the board the ability to 'gap fill' as needed until the following AGM which will avoid the need to hold a special general meeting.

It was noted that should the chair resign, that the replacement must be an appointed member.

Rule change 9.8

Explained as a standard rule that appears in most constitutions.

A question from the floor was raised:

How are contractors treated under this clause?

The Chair explained declaration of interests to the board to cover staff and contractors.

Rule Change 9.9

Explained as a minor change with nominations to close on the 5th day at 5:00 pm to give time to ensure that information is collated and printed in advance prior to the AGM. That it was 5 days (and not 5 working days) was confirmed at the meeting.

Rule Change 10, 11, 12 and 13

Standard clauses that need to be included as a safety measure so explained as a tidy up.
RE Clause 9.11. Discussion was had around 'unsuitable' members in general, rather than just referring to Board members. The Chair responded confirming that as a board member you can be disqualified and therefore membership is considered irrelevant. For Trust members it would be impracticable to manage and most likely not relevant.

Rule Change 6.2

Explained as being introduced with the change in accounting system whereby all members will eventually move from a common membership renewal date, to renewal upon their joining anniversary date.

Other Minor Rule Changes

The Chairman explained the need to remove the reference to the Treasurers position in the current rules and there were a couple of minor rule changes to achieve that.

It was agreed by the meeting that two adjustments are required to the tabled proposed rules:

Heritage moving to (a).

Re Rule 9.6.

Nicki Keehan moved that the heading 'Heritage' be moved to position (a) as a priority.

Seconded Peter Ball

All in favour - Agreed

Re Rule 9.11.

John Ellison moved an amendment to read; 'disqualified as a member of the Board'.

Seconded Derek Forsdick.

All in favour - Agreed

The Chair therefore moved that the two changes to the rules to be included in the resolution below:

"That the rule changes to the constitution of the Art Deco Trust Incorporated as listed in this notice dated 13 September 2019 and presented to the members at the Special General Meeting on 24 September 2019, be adopted by the members".

For:	34
Against:	0
Abstained:	0

Votes were via ballot paper and counted by Vanessa van Kampen (Secretary), along with Derek Forsdick (Member)

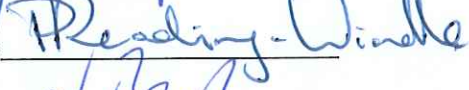
Meeting close: 6:30 pm

Signed as a true and correct record of the Special General Meeting by


Chairman: Michael Fowler 

Board Member: Stuart Ainslie 

Board Member: Tania Wright 

Board Member: Pamela Reading Windle 

Board Member: Neil Barber 

Board Member: Vaughan Walsh 

Dated this 16th Day of DECEMBER 2019

RULES OF ART DECO TRUST INCORPORATED

Updated 4 October 2019



5.1 Appendix 1 – Current Rules Back to Document

Art Deco Trust Incorporated Rules 20 November 2013

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1. INTRODUCTION

1.1 The following shall be the Rules of the Art Deco Trust Incorporated, formed pursuant to the Incorporated Societies Act 1908. The Art Deco Trust is a Charity registered pursuant to the Charities Act 2005.

2. REGISTERED OFFICE

2.1 The registered office of the Trust shall be at 7 Tennyson Street, Napier, or such other place where the activity of the Trust is undertaken.

Handwritten signatures and initials in blue ink, including 'Sally', 'GHW', 'NBS', and 'ARW', along with the text '1 | Page'.

3. DEFINITIONS

3.1 For the purpose of these Rules:

Board means the Board of the Trust provided for by Rule 9.

Board Charter means the document created by the Board pursuant to Rule 10.2.

Chair means the person elected by the Members to be the Chair of the Trust.

General Manager means the person appointed by the Board and employed by the Trust to hold the senior executive position.

General Meeting means any Annual General Meeting or Special General Meeting of the Trust.

Member means a Person for the time being in one or more of the classes defined in Rule 5.1.

Person shall include any individual or incorporated body or unincorporated body.

Purposes of the Trust means the purposes expressed in Rule 4.1.

Resolution means a resolution passed at a General Meeting by a simple majority of the Members present and voting.

Rostered Volunteer means a volunteer rostered within the Art Deco Trust.

Special Resolution means a resolution passed at a General Meeting by at least two-thirds of the Members present and voting.

Trust means the Art Deco Trust Incorporated.

Vice Chair means the person elected by the Members to be the Vice Chair of the Trust.

4. PURPOSES OF THE TRUST

4.1 The purposes of the Trust are:

- a) To ensure Napier continues as "The Art Deco City" by engaging with the community to encourage the retention, preservation, restoration and enhancement of Napier's buildings in the Art Deco and related styles and to encourage their use as viable commercial properties or as city landmarks.
- b) To undertake research and promotion, and provide public information and education through increasing the appreciation and understanding of Art Deco and related styles and the Art Deco era heritage.
- c) To have Napier as an acknowledged world leader in Art Deco era heritage and to encourage sympathetic design in the Art Deco quarter and throughout Napier city.
- d) To provide Art Deco leadership, networking and coordination within the Hawke's Bay region.
- e) To deliver initiatives that support tourism and economic benefits to Napier and Hawke's Bay by acting as a tourism operator, retailer, publisher and event organiser.
- f) To do any act or thing incidental or conducive to ensuring organisational capability and financial viability to achieve the foregoing purposes.

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- g) Such other like charitable purposes as are recognised by the Court of New Zealand as being charitable and as the Board may from time to time determine.

5. MEMBERSHIP

5.1 There shall be the following categories of Members (save that the Board has power to create other categories of Members to suit changes from time to time) who shall be entitled to the rights and privileges of membership as decided from time to time by the Board:

- a) Life Members.
- b) Honorary Members.
- c) Subscribing Members divided into the following categories:
 - i. Single Members
 - ii. Family/Joint Members
 - iii. Endowment Members
 - iv. School Members
 - v. Corporate Members

5.2 For the purpose of these Rules:

- a) Life Member: Means a person who has been elected for membership under rule 5.4.
- b) Honorary Member: means a person who has made a contribution to the Trust and is so designated by the Board to be granted Honorary Membership for such term as the Board may specify. All rostered volunteers and staff while holding these positions are deemed to be Honorary Members. An Honorary Member shall not be liable for any subscription.
- c) Subscribing Member: means a person becoming a Subscribing Member pursuant to Rule 5.3, and who sought membership of the Trust in order to participate in its activities or support its purposes.
 - i. Single Member means any one person.
 - ii. Family/Joint Member means any two or more persons of the same family.
 - iii. Endowment Member means any person, local body, company or association who shall pay such subscription as the Board shall determine entitles such person to be distinguished as an Endowment Member. A non-personal Endowment Member may in writing appoint a person to attend any General Meeting as its representative.
 - iv. School Member means any school which has become a member pursuant to Rule 5.3 hereof. A School Member may in writing appoint a person to attend any General Meeting as its representative.
 - v. Corporate Member means any company, local body, society, association or firm which has become a Corporate Member pursuant to Rule 5.3. A Corporate Member may in writing appoint a person to attend any General Meeting as its representative.

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5.3 Subject to Rule 5.8, any person, company, school, local body, society, association or firm may become a Member of the Trust (save and except that Life Members shall only be elected at a General Meeting in accordance with Rule 5.4 hereof) by completing the standard Application for Membership form existing at that time and paying the relevant subscription.

5.4 Subject to due process by the Board, any General Meeting may elect any person who has rendered eminent service to the Trust, or its purposes, to be a Life Member. Life Membership entitles that person to all rights and privileges of membership without payment of any subscription throughout the Member's lifetime.

5.5 No Member shall, at any time, be entitled to exercise or receive any of the rights or privileges of membership until the Member has paid all monies payable to the Trust.

5.6 Any Member may resign membership at any time, but without affecting the Member's liability for subscriptions and any other monies payable to the Trust up to the date of resignation.

5.7 The membership of any Member whose subscription remains unpaid for twelve months may be cancelled by the General Manager, but without affecting the

Member's liability for subscriptions and other monies payable to the Trust up to the date of cancellation.

5.8 Notwithstanding the foregoing provisions, no person, company, school, local body, society, association or firm shall be entitled to membership of the Trust as of right and the Board may decline in its absolute discretion any application for membership without being obliged to give any reason therefore.

5.9 Cancellation of Membership: If in the opinion of the Board the conduct of any Member is any of the following:

- a) Such that the reputation, good order or welfare of the Trust is endangered or
- b) has acted contrary to the Rules or values of the Trust or
- c) this conduct renders that member unfit to remain a Member of the Trust.

Then the Board shall have the power to declare that Member is no longer a member of the Trust.

5.10 Any former Member may apply for re-admission in the manner prescribed for new applicants. However, if a former Member's membership was terminated under Rule 5.9 the applicant may only be re-admitted after due consideration by the Board.

6. SUBSCRIPTIONS

6.1 Subscribing Members as set out in Rule 5.1 (c) shall pay an annual subscription of such amount as may be fixed by the Board from time to time.

6.2 Annual subscriptions shall be payable on the anniversary of becoming a member of the Art Deco Trust. 6.3 The General Manager shall have the discretion to reduce the amount of subscription payable by a Member joining the Trust part way through the financial year.

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7. GENERAL MEETINGS

7.1 The Board shall call an Annual General Meeting once in each calendar year not later than three (3) months after the end of its financial year, for which written notice shall be dispatched to Members by the General Manager at least twenty-one (21) calendar days prior to the day set for the meeting.

7.2 The business of the Annual General Meeting shall include the presentation and approval of the Annual Report and audited Financial Statements, and the election of the Chair - and other Board Members. Other business may include voting on motions for which due notice has been given, other matters the Board may wish to be discussed and, at the discretion of the Chair, general business raised from the floor of the meeting.

7.3 A Special General Meeting may be called at any time on the decision of the majority of the Board or on the requisition to the General Manager of twenty five (25) Members. Such requisition shall be in writing and state the purpose for which a Special General Meeting is required. In either case the General Manager shall forthwith convene a meeting for which written notice shall be dispatched to members at least ten (10) calendar days before the meeting, specifying the business agenda, the wording of any motion(s) to be put to the vote, and providing any other relevant information pertaining to the meeting's business

7.4 The quorum of any General Meeting shall be twenty five (25) Members provided that if within thirty (30) minutes after the time fixed for the holding of a meeting, a quorum is not present, no meeting shall be held. In the case of an Annual General Meeting a further meeting shall be called as soon as practicable.

7.5 All General Meetings shall be chaired by the Chair and if absent by the Vice- Chair. If both are absent, the Members present shall select another Board Member to Chair that meeting.

8. VOTING AT GENERAL MEETINGS

8.1 Voting for the election of Officers and other Board Members must, unless otherwise determined by Resolution of the meeting, be by way of secret ballot.

8.2 Subject to Rule 8.1, voting at General Meetings shall be by show of hands. If however, the Chair shall so decide, or upon the demand of six Members present at the meeting, voting shall be by ballot.

8.3 No Member shall vote by proxy. To avoid doubt, this shall not preclude a representative of an Endowment, School or Corporate Member from voting.

8.4 Each Member (Single, Honorary, Life) shall be entitled to one vote at any General Meeting. Two persons in a Joint/Family Membership are entitled to one vote each providing they are attending the meeting. Each Endowment, School, and Corporate Member must designate one (1) person to represent that member and that person shall exercise one vote at any General Meeting.

8.5 In the case of an equality of votes whether on a show of hands or on a ballot, the Chair shall be entitled to a casting vote.

9. OFFICERS AND BOARD

9.1 The Board shall consist of not less than six (6) and not more than seven (7) Board Members comprised as follows:-

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- (i) Three (3) Elected Board Members; and
- (ii) Up to a maximum of four (4) Appointed Board Members

9.2 Elected Board Members

The Elected Board Members shall be elected by resolution from the membership of the Trust by vote if necessary, at an Annual General Meeting of the Trust and shall hold office for a two (2) year term.

9.3 Appointed Board Members

Appointed Board Members do not have to be Members of the Trust.

The Board may appoint up to four (4) Appointed Board Members (one (1) of whom may be a Nominee of the Napier City Council).

Appointed Board Members are to be ratified by a majority vote of Members at the Annual General Meeting immediately following their appointment and shall hold office for a two (2) year term.

9.4 At the first meeting of the Board following an Annual General Meeting, the Board shall elect from its number (a) a Chair, who must be an Elected Board Member, and (b) a Vice Chair.

9.5 Appointed and elected Board Members shall hold office for a term of two (2) years following their confirmation of appointment or election at an Annual General Meeting and shall be eligible to continue for a further two (2) terms (maximum six years in total).

9.6 Board Members (whether elected or appointed) at any time, shall as far as reasonably practicable have experience in some or all of the following fields:-

- a) Heritage;
- b) Volunteering and the community and not for profit sector;
- c) Marketing and tourism;
- d) Finance, audit and risk;
- e) Local Government;
- f) Business growth and management

9.7 If the number of Board Members shall fall below six (6) or if any position on the Board becomes vacant between Annual General Meetings the Board may appoint any member of the Trust to fill the vacancy until the next Annual General Meeting. In the event of a vacancy in the position of Chair (by reason of resignation, disqualification, death or other reason), the Board shall elect any one of the elected Board Members as the Chair until the next Annual or Special General Meeting.

9.8 Staff employed by the Trust at the time of election, whether full or part time or on a temporary basis, are not eligible for election or appointment to the Board.

9.9 Nominations for elected Board Members, who must be Members of the Trust shall be called for by the Board Secretary at least twenty eight (28) days before the date of the Annual General Meeting. Each candidate shall be proposed and seconded in writing by Members of the Trust and the completed nomination form can be delivered to the Board Secretary at the Trust's offices or by a supplied email address. Nominations shall close at 5pm on the fifth (5) day before the Annual General Meeting at which such election or confirmation of appointment is to take place. The proposer and seconder for any nomination shall be a Member of the Trust.

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9.10 A person seeking appointment, election or to remain in office as a Board Member must not be a person disqualified under section 16 of the Charities Act 2015.

9.11 Any Board Member that in the opinion of the Board has by their actions brought to bring the Trust into disrepute, committed an act of bankruptcy, had a Judgment of the Court entered against them for a sum greater than \$20,000.00 or has missed three successive Board Meetings shall be deemed to disqualified as a Member of the Board.

9.12 Any Board Member wishing to resign may do so in writing to the Chair.

9.13 Upon these amended Rules taking effect under section 21 of the Incorporated Societies Act 1908 ("the Effective Date") and until the first Annual General Meeting after the Effective Date, the Board shall consist of the Board Members elected or appointed before the Effective Date pursuant to the Rules then in force.

10. BOARD ROLE AND POWERS AND BOARD MEETINGS

10.1 The Board's role is to govern the Trust in order to implement the Purposes of the

Trust as set out in Rule 4.0

10.2 Obligations of the Board shall include to:-

- a) Create a Board Charter and operate within its terms.
- b) Appoint a General Manager with a written job description.

10.3 The Board Charter shall provide a guide for the conduct of the Board and detail the role and responsibilities of the Board and its Members and the relationship between the Board and Management Staff. The Board Charter shall be reviewed at least annually. The Board Charter shall be made available for viewing by any member of the Trust upon request. In the event of any inconsistency between the Board Charter and these Rules, the Rules shall prevail.

10.4 The Board may exercise the following powers:

- a) To acquire by purchase, lease or grant any property or rights to improve or develop the same that may be held by the Trust.
- b) To erect, maintain, alter and repair any buildings or erections or other property that may be held by the Trust.
- c) To manage, let, sell, exchange or otherwise dispose of Trust property.
- d) To lend, invest, borrow, raise or secure the payment of money in such manner as the Board shall think fit, upon such terms and conditions as shall be deemed expedient and in particular by mortgage or debenture, perpetual or otherwise, bank overdraft or other securities, and to charge if need be such mortgages, debentures or other securities upon the floating assets or upon any of the property of the Trust present or future.
- e) To open and operate trading and savings bank accounts.
- f) To set the annual subscription rates for membership of the Trust.
- g) To apply the whole of the income and funds of the Trust in promoting its Purposes.

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h) To do all such lawful acts and things as are incidental or conducive to the attainment of the Purposes of the Trust.

i) To make, alter or rescind by-laws, protocols or policies whether by Board Charter or otherwise, so long as these are not repugnant to these Rules or the provisions of law.

10.5 The Board may exercise any power vested in the Trust and not required by these Rules to be exercised by the Trust in a Meeting, and may delegate any of its powers to committees which may be formed from time to time. The Board may revoke any authority so delegated.

10.6 The Board may also delegate any power vested in it to the General Manager or to a Board Member, as shall be determined at Board meetings from time to time.

10.7 The Board shall have power to appoint and to instruct delegates or representatives to bodies with which the Trust is affiliated or which have provision for representation of the Trust at their meetings.

10.8 The Board shall be empowered to form committees from time to time to assist in the carrying out of its functions, powers and duties, and to co-opt Members or non-Members to such committees. The functions, powers and duties of any committee shall be those which are transferred or delegated by the Board, which shall determine the terms of reference including the purpose and constitution of any committee.

10.9 Board Meetings shall be conducted at the times and in the manner provided for in the Board Charter. A quorum for Board meetings shall be five (5) Board Members.

11. TRUST PATRONS

11.1 A Trust patron or patrons may be elected by resolution at a General Meeting and any patron so elected shall hold this position until the next Annual General Meeting when he/she shall be eligible for re-election.

11.2 A non-Member of the Trust may be nominated for the position of patron. If elected, he/she shall not be required to pay an annual subscription but shall be entitled to attend Trust functions and General Meetings. A non-Member appointed patron shall not have voting rights.

11.3 A Member, if elected patron, shall retain his/her rights and privileges as a Member but shall not be eligible for appointment to the Board or any other position in the Trust.

11.4 An existing employee of the Trust may not be elected patron and a patron may not remain patron if he/she becomes employed by the Trust.

12. FINANCIAL YEAR

12.1 The financial year of the Trust begins on 1st September of every year and ends on 31st August the next year.

13. AUDITOR

13.1 The Board shall appoint an audit qualified or audit registered member of the New Zealand Institute of Chartered Accountants or equivalent body to audit the annual Financial Statements of the Trust. The Auditor must be independent and comply and report in accordance with the professional and ethical standards mandatory to membership of the Institute.

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14. PECUNIARY GAIN

14.1 No Member of the Trust shall receive or obtain any pecuniary gain (except as salaried officer) from the property or operations of the Trust provided that this rule shall not prevent the payment to Members, Volunteers, Employees and Contractors of the Trust for services rendered of such expenses or remuneration as the Board or General Manager shall decide. No dividend whatsoever shall be paid to any Member who shall not be entitled to make any claim for any share in the assets of the Trust but shall while a Member, be only entitled to the rights and privileges provided for by these Rules and on ceasing to be a Member shall have no claim whatsoever upon the Trust.

15. THE SEAL

15.1 The Board shall approve a seal for the Trust which shall be obtained by and kept in the custody of the General Manager. The seal shall not be affixed to any instrument except pursuant to a resolution of the Board. The affixture of the seal to all instruments shall be attested under the hands of any two Officers of the Trust.

16. ALTERATION OF RULES

16.1 These Rules may be altered by a Special Resolution passed at a General Meeting provided that such meeting is conducted in compliance with all of Rule 7 of these Rules.

AND FURTHER PROVIDED THAT:

- a) No such alteration shall enable any Member to receive any pecuniary benefit as a result of the alteration other than as allowed pursuant to Rule 14.1; and
- b) no alteration shall be made which would alter the cultural nature of the Purposes of the Trust or which would result in the application of Trust funds towards any person or organisation outside of New Zealand.

17. WINDING UP

17.1 The Trust may be wound up under the provisions of the Incorporated Societies Act 1908.

17.2 If, after winding up or dissolution of the Trust, and after the satisfaction of all debts and liabilities, there remain any funds or property whatsoever available, the same shall not be paid or distributed amongst Members but shall be given or transferred for the use of such Napier based organisation as is deemed by resolution at a General Meeting as complying with the primary purpose of the Trust and which does not detract from its charitable purposes.

17.3 In default of any such valid resolution at or before dissolution, as to the organisation to which such funds or property shall be transferred, then the matter shall be determined by a court having jurisdiction.

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