	TRUST DE	EED OF	
NEW ZEAI	AND CONS	ERVATION T	RUST
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JOYNT ANDREWS
BARRISTERS SOLICITORS
and
NOTARY PUBLIC

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NEW ZEALAND CONSERVATION TRUST

THIS DEED dated

PARTIES:

DONALD ANDREW FRIZZELL

KATHLEEN JOY RANGIWANANGA

KIRSTY ANN WILLIS

MICHAEL HEDLEY WILLIS

PAUL HEDLEY WILLIS

(hereinafter called the "Founding Trust Board Members")

THIS DEED RECORDS:

- 1.00 <u>DEFINITIONS</u>
- 1.01 In this Deed the following terms shall mean where the context so requires or admits:
 - (a) "Founding Trust Board Members" means the persons named as parties to this Deed.

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- (b) "Trust Board" means the Founding Trust Board Members during their term of office and such other persons as shall be appointed from time to time in substitution therefor or in addition thereto.
- (c) "Trustees" means any person appointed in accordance with Clause 7.01 hereof.
- (d) "Advisory Trustees" means the persons appointed from time to time as Advisory Trustees pursuant to Clause 7.02 hereof.
- "Corporate Members", "Ordinary Members", "Honorary Members","Adopting Members" and "Life Members" shall mean members of theTrust as hereinafter provided in Clauses 9 to 12 hereof inclusive.
- (f) "Management Company" means any company incorporated or appointed for the purpose of managing any of the operations of the Trust.
- (g) "Trust" means the New Zealand Conservation Trust based at and administered from Willowbank Wildlife Reserve in Hussey Road, Christchurch.
- (h) "Trust Deed" shall mean the Trust Deed executed by the parties hereto as may be amended from time to time as provided in clause 23 hereof.
- (i) "Trust Fund" means the Trust Assets and all investments, property or cash hereinafter transferred to and vested in the Trust Board to be held in accordance with the terms of the Trust.
- (j) "Company" means Willowbank Wildlife Reserve Ltd. an incorporated private company of Christchurch.

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2.00 <u>MISCELLANEOUS MATTERS AFFECTING INTERPRETATION</u>

- 2.01 Headings are used for convenience only and are not to be construed in any way affecting or qualifying the meaning of any of the provisions of the Trust Deed.
- 2.02 Words importing the singular shall include the plural and vice versa and words in the first person singular shall include the third person singular and words importing the masculine gender, the feminine gender and the neuter gender shall include all genders.
- 2.03 References to any statutory enactment shall mean and be construed as references to that enactment as amended and re-enacted from time to time and to every statute substituted therefor.

3.00 PROPER LAW

3.01 This Trust Deed and the trusts hereof shall be governed by and construed in accordance with the law for the time being in force in New Zealand.

4.00 <u>INCORPORATION</u>

4.01 The Trust shall be incorporated in accordance with the provisions of the Charitable

Trusts Act 1957 under the name of the New Zealand Conservation Trust.

5.00 OBJECTS

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- 5.01 The primary objects within New Zealand for which the Trust is established are:
 - (a) To preserve and protect species of animals and to preserve and protect native and other plants and to keep and maintain a collection of animals and plants and manufactured articles associated with animals and plants and to display the same for the purpose of educating the general public and children in particular and to operate a wildlife park and reserve both at Willowbank in Hussey's Road, Christchurch and elsewhere in New Zealand.

- (b) To promote, conduct and publish research as part of a programme to educate New Zealanders and visitors to New Zealand.
- (c) To carry on any other charitable object which may seem to the Trustees capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to advance the charitable objects of the Trust or any of them.
- 5.02 In addition to the powers implied by the General Law of New Zealand or contained in the Trustees Act 1956 the powers which the Trust may exercise in order to carry out its charitable purposes are as follows:
 - (a) To use the fund of the Trust as the Trustees think necessary or proper in payment of the costs and expenses of the Trust, including the employment of professional advisers, agents, officers and staff as appears necessary or expedient; and
 - (b) To purchase, take on lease or in exchange or hire or otherwise acquire any land or personal property and any rights of privileges which the Trustees think necessary or expedient for the purpose of attaining the objects of the Trust and to sell, exchange, bail or lease, with or without option of purchase, or in any manner dispose of any such property, rights or privileges as aforesaid; and
 - (c) To carry on any business; and
 - (d) To invest surplus funds in any way permitted by law for the investment of trust funds and upon such terms as the Trustees think fit; and

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- (e) To borrow or raise money from time to time with or without security and upon such terms as to priority and otherwise as the Trustees think fit; and
- (f) To do all things as may from time to time appear necessary or desirable to enable the Trustees to give effect to and to attain the charitable purposes of the Trust.
- 5.03 Under Rule 5.02 (a) the Trustees may employ as agents, officers and staff persons who are trustees.
- Any income, benefit or advantage shall be applied to the charitable purposes of the Trust.
- No member or person associated with a trustee shall derive any income, benefit or advantage from the Trust where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:
 - (a) Professional services to the Trust rendered in the course of business charged at no greater rate than current market rates; or
 - (b) Interest on money lent at no greater rate than the current market rate.

6.00 <u>DECLARATION OF TRUST</u>

In furtherance of the objects of the Trust the Trust Board will stand possessed of the Trust Fund in perpetuity and shall hold the Trust Fund and the income therefrom upon the trusts herein set forth including the powers and provisions expressed concerning the same.

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6.02 The Trust Board is authorised to accept as part of the Trust Fund any gifts, donations, bequests, devises, settlements or other disposition in money or money's worth to or in favour of the Trust Fund and to retain them in their original form without selling or converting the same into money and to hold the same upon trust for the general purposes of the Trust.

7.00 THE TRUST BOARD

- 7.01 The Trust Board shall consist of not less than 5 nor more than 7 persons comprising the Founding Trust Board Members being the persons named as parties to this Deed who shall be deemed to have been appointed as from the date of execution thereof together with such other persons as the Trust Board shall from time to time resolve to appoint as Trustees in addition to or in replacement for such Trust Board Members. The Trust Board shall include not more than two trustees appointed by the Company.
- 7.02 The Trust Board may in addition to the provisions of clause 7.01 appoint as advisors to the Trust Board from time to time Advisory Trustees, being persons with specialised knowledge and interests in relation to the objects of the Trust.
- 7.03 The term of appointment of each Trust Board member and each advisory trustee shall expire at the end of three (3) years and twelve (12) months respectively from the date of his or her appointment, provided always that he or she shall be eligible for re-appointment from time to time. The term of appointment of the Chairperson shall extend to after the Annual General Meeting following the expiration of the three (3) year term of appointment.
- 7.04 Any vacancy among the members of the Trust Board shall be filled by the remaining members of the Trust Board upon or as soon as possible after such vacancy shall arise so that the total number of members of the Trust Board shall not at any time be less than five (5) nor more than seven (7) and not less than 75% of Trustees must agree to any appointment made under this clause.

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- 7.05 No member of the Trust Board shall be paid any remuneration for services as a member.
- 7.06 No Advisory Trustee shall be paid any remuneration for service as an Advisory Trustee.
- 7.07 Every member of the Trust Board or any Advisory Trustee shall be entitled to be reimbursed out of the Trust Fund for all reasonable travelling, accommodation and other expenses properly incurred in attending meetings of the Trust Board or while engaged on the activities of the Trust Board, at the discretion of the Trust Board.
- 7.08 Advisory Trustees shall not be members of the Trust Board by virtue of their appointment as Advisory Trustees.
- 8.00 <u>DISQUALIFICATION OF MEMBERS OF THE TRUST BOARD OR</u>
 ADVISORY TRUSTEES
- 8.01 The appointment of any members of the Trust Board or any Advisory Trustee shall immediately cease if he or she:
 - (a) Becomes bankrupt or suspends payment or compounds with his or her creditors generally; or
 - (b) is declared or found to be mentally disordered or is confined as a mentally disordered person or becomes of unsound mind or incapable of performing his or her duties; or
 - (c) By notice in writing to the Trust resigns office; or

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- (d) Dies; or
- (e) Has attained the age of seventy-five (75) years; or
- (f) Without leave of the Trust Board is absent from two consecutive meetings of the Trust Board; or
- (g) In the opinion of 75% of members of the Trust Board has been guilty of any grave misconduct likely to reflect unfavourably upon or damage the reputation of the Trust.

<u>MEMBERSHIP</u>

9.00 <u>CORPORATE MEMBERS</u>

- 9.01 Corporate Members shall comprise such bodies and organisations whether incorporated or not who shall be admitted to Corporate Membership at the discretion of the Trust Board for such term and on payment of such amount and/ or annual subscription as shall be determined by the Trust Board from time to time.
- 9.02 Each Corporate Member shall during the term of its membership be entitled to appoint one representative to attend meetings of the Trust and shall be entitled to one vote by its duly authorised representative at meetings of the Trust.

10.00 ORDINARY AND/OR ADOPTING MEMBERS

10.01 These Members shall comprise all persons who, whether as individuals, families, junior members or otherwise, pay to the funds of the Trust such annual subscriptions and/or adoption fees as shall be determined by the Trust Board from time to time.

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- 10.02 Trustees and advisory Trustees have all the rights and privileges of Ordinary members during their term of office upon payment of such amount as the Trust Board may determine from time to time.
- 10.03 Each such Member over 18 years of age shall be entitled to one vote at meetings of the Trust.

11.00 <u>LIFE MEMBERS</u>

- 11.01 The Trust Board may admit persons to membership of the Trust as Life Members on payment of such amount as the Trust Board may determine from time to time.
- 11.02 Life members shall have all the rights and privileges of Ordinary Members, including the right to attend and vote at meetings of the Trust.

12.00 HONORARY MEMBERS

- 12.01 The Trust Board may from time to time appoint as Honorary Members of the Trust persons, who by reason of their position, experience or eminence, would render assistance in promoting the objects of the Trust or who may have rendered valuable assistance in the establishment or administration of the Trust. The term of any such appointment to be at the sole discretion of the Trust Board.
- 12.02 The number of Honorary Members shall not exceed ten (10) at any one time.
- 12.03 Honorary Members shall be entitled to be present and speak at general meetings of the Trust and shall be entitled to one vote.

13.00 <u>TERMINATION OF MEMBERSHIP</u>

13.01 The Membership of Ordinary and/or Adopting Members of the Trust may be terminated if a member fails to pay the annual subscription within two months of due date.

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- 13.02 The Membership of any member of the Trust may be terminated if it is resolved by the Trust Board it is not in the interests of the Trust that any member should remain a member of the Trust.
- 13.03 Any member may resign his or her membership by notice in writing to the Trust Board.

14.00 GENERAL MEETINGS OF MEMBERS OF THE TRUST

- 14.01 General Meetings of Members of the Trust shall be held at such times as the Trust Board shall from time to time appoint.
- 14.02 The Annual General Meeting of the Members of the Trust shall be held not later than 31st December in every year at a time and place to be fixed by the Trust Board for the following purpose:
 - (a) To receive the Annual Report and Financial Statements of the Trust for the preceding year ended 31st day of October.
 - (b) To decide on any resolution of which not less than fourteen (14) days notice in writing has been given to the Trust Board, or the submission of which a 75% majority of members present and entitled to vote at general meetings of the Trust approve may be submitted to the meeting, PROVIDED THAT no resolution shall bind the Trust Board unless ratified by the Trust Board.
- 14.03 Notice of General Meetings of the Trust may either be advertised in one or more of the daily newspapers or sent to members by post provided that not less than twenty-one (21) days prior notice of the date of the meeting shall be given.
- 14.04 The Chairperson of the Trust Board or in the absence of the Chairperson a Trust Board Member appointed by the Trust Board will chair general meetings of the

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- 14.05 Trust Board Members, Advisory Trustees, Corporate Members, Ordinary Members, Adopting Members, Honorary Members, and Life Members present in person or by proxy or by their duly authorised representative shall each be entitled to one vote at general meetings of the Trust and in the case of equality the Chairperson of the meeting shall have a casting vote as well as a deliberative vote.
- 14.06 Not less than eight (8) members entitled to vote at general meetings of the Trust present in person or by proxy or by their duly authorised representative shall constitute a quorum for meetings of the Trust.
- 14.07 Any resolution, recommendation, suggestion or motion will before acceptance or approval by the Trust be subject to approval by the Trust Board notwithstanding that Trust Board members may have been present at or voted upon any such resolution, recommendation, suggestion or motion.

15.00 PROCEEDINGS OF THE TRUST BOARD

- To the extent not otherwise provided for in this deed the Trust Board may from time to time make such regulations as to its meetings and as to its proceedings (including the appointment of subcommittees and delegation of its powers) as it shall think fit. Not less than five (5) members of the Trust Board shall constitute a quorum for meetings of the Trust Board. For the purposes of constituting a quorum a member of the Trust Board may be represented in their absence by properly authorised proxies.
- 15.02 The Trust Board shall hold its first meeting within three (3) months from the date of execution of this Deed.
- 15.03 In addition to such other meetings as it may hold from time to time the Trust Board shall hold an Annual General Meeting of the Trust Board prior to the

Annual General Meeting of the Trust in every year for the purposes of electing a Chairperson, receiving and approving the financial statements of the Trust and to appoint an auditor and for such other general business as the Trust Board shall think fit.

- 15.04 Meetings of the Trust Board shall be held at such times and places as are appointed:
 - (a) By the Chairperson; or
 - (b) by any four (4) or more members of the Trust Board acting jointly.

and shall be preceded (unless such requirement be waived) by 14 days' notice in writing to the members of the Trust Board entitled to attend any such meeting.

- 15.05 A meeting of the Trust Board, where notice of the meeting has been properly given, may be held either:
 - (a) By a number of Members of the Trust Board, who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (b) By means of audio, or audio and visual communication by which all members of the Trust Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 15.06 Any business which may be done by the Trust Board at a meeting under the provisions of this Clause 15 may be done by a resolution passed, without a meeting or any previous notice being required, by means of an entry in the Trust Board's minute book signed by at least 80% of the members of the Trust Board. A copy of the resolution signed by a Trust Board Member and transmitted by facsimile

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shall be accepted as due compliance with the provision of this clause for the purposes of entry of a resolution in the Trust Board's minute book. If such a procedure is adopted the Secretary of the Trust Board shall within 14 days after any resolution is passed in this manner send to every Trust Board Member by or on behalf of whom the entry has not been signed a copy thereof, including the signatures.

- 15.07 The founding Chairperson shall be Donald Andrew Frizzell who may hold office until the first Annual General Meeting of the Trust Board at which he or she shall be eligible for re-election to that office. At each subsequent Annual General Meeting of the Trust Board the Board members shall elect a Chairperson who shall hold office for that year. If at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting the members of the Trust Board present may choose one of their number to be Chairperson of the meeting.
- 15.08 Questions at any meeting shall be decided where possible by consensus. If a majority agrees that consensus is not possible then questions shall be decided by a majority of votes. Each member shall have one vote and a determination by a majority of members present shall for all purposes be deemed a determination of the Trust Board, subject to any other voting procedures herein. In case of an equality of votes the Chairperson shall have a second or casting vote.
- 15.09 Advisory Trustees shall be entitled to be present and speak at meetings of the Trust Board but shall not be entitled to vote.
- 15.10 The Trust Board may act for all purposes notwithstanding any vacancy in their number and all proceedings at any meeting of the Trust Board shall be valid and effectual notwithstanding that it may afterwards be discovered that any member of the Trust Board is not properly qualified.

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- 15.11 The Trust Board shall appoint a Secretary and shall cause minute books to be kept of the proceedings at meetings of the Trust Board and shall cause entries to be made therein of all resolutions put to the vote and of the result of the voting and any such minutes signed by the Chairperson or-by a member of the Trust Board appointed by the Trust Board for that purpose and who was present at the meeting shall be conclusive evidence of the due passing of any resolution and the amount of the majority voting in favour thereof.
- 15.12 The Trust Board shall appoint <u>A TREASURER</u> who shall have the custody of the books of account and charge of the funds of the Trust. It shall be the duty of the Treasurer to see that all statutory and other requirements with reference to the financial matters of the Trust are complied with and that the provisions of these rules as to such matters are carried out so far as lies in his or her power, and to perform such other duties as the Trustees may determine and as are normally incidental to the office of a Treasurer.
- 15.13 The Trust Board shall appoint AN AUDITOR OR AUDITORS who shall not be a Trustee, to audit the books and accounts of the Trust. The first Auditor or Auditors shall be appointed by the Trustees to hold office until the first Annual General Meeting and thereafter such Auditor or Auditors shall be appointed by and at each Annual General Meeting. The Auditor or Auditors shall have the right of access at all times to the books, accounts and vouchers of the Trust and shall be entitled to require from the Trustees and the officers of the Trust such information and explanations as may be necessary for the performance of his or her or their duties. The Trustee may fill any casual vacancy in office of Auditor but until such vacancy shall have been so filled the surviving or continuing Auditor or Auditors (if any) may act.

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This rule shall not be construed to preclude the naming of one and the same

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person to hold more than one office except that a person holding office as Auditor shall not be entitled to hold any other office.

- 15.14 The Common Seal of the Trust shall be in the custody of the Secretary and shall not be affixed to any deed or other document except by the authority of a resolution of the Trustees and in the presence of two Trustees who shall attest the affixing of the Seal. Any Deed or other instrument duly sealed and purporting to be signed by two trustees shall be deemed to be properly executed.
- No Trustee shall make any public press statement purporting to be made by or on behalf of the Trust or any section thereof except with the prior approval of a majority of the Trustees.

16.00 TRUST BOARD POWERS

- 16.01 The Trust Board shall have the following powers:
 - (a) To purchase, lease or otherwise acquire on such tenure as may be available any land as shall from time to time be required for the purposes of the Trust.
 - (b) To erect, maintain and replace from time to time such buildings and other constructions and works as shall be required for the purposes of the Trust.
 - (c) To fence all land held by the Trust to exclude pest mammal species.
 - (d) To carry out such roading of the land as shall be necessary for the purposes of the Trust.
 - (e) To clear the land of all pest species as may be identified from time to

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time as requiring eradication and to maintain pest populations at an acceptable level until pest management technology makes total eradication feasible.

- (f) To provide facilities for research, education and community involvement.
- (g) To levy fees and impose charges for entry to and use of all facilities.
- (h) To seek revenue and funds from all available sources.
- To establish and promote fee paying membership for individuals and corporate bodies.
- (j) To seek and maintain meaningful and ongoing involvement of any Government or other organisation the Trust Board considers fit.
- (k) To employ such staff as may be necessary to administer the affairs of the Trust Board and to manage the Trust upon such terms as the Trust Board shall think fit.
- (1) To borrow of raise moneys on mortgage or overdraft or otherwise with or without security at such rate of interest and upon such terms as the Trust Board shall think fit.
- (m) To do all such acts or things as shall be necessary to enable the Trust

 Board to carry out the objects of the Trust.
- (n) To delegate any of its powers to (or remove from) a board of management or corporate body or subcommittee and to establish if it shall think fit a management entity to administer and manage the Trust reserving to the

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Trust Board the power to appoint and remove the officers of any such entity. All such decisions by any such entity, subcommittee, corporate body or board of management will be subject to ratification by the Board of Trustees.

- (o) The full powers of investment prescribed in Section 13A of the Trustee

 Act 1956 and subject to the extensions and qualifications to those powers

 contained in the Act provided that the duty of the Trust Board to invest

 prudently shall not require the Trust Board to diversify its investment in

 so far as its investment in land acquired for the objects of the Trust or its

 shareholding in a management company is concerned.
- (p) Power to employ persons or agents including investment managers for the Trust Fund or any part thereof.
- (q) Power to operate businesses.
- (r) Power to promote or undertake research and any and all such other powers as are considered necessary, desirable or likely to facilitate the attainment of the objects of the Trust.

17.00 CUSTODIAN TRUSTEE

- 17.01 The Trust Board may appoint a custodian trustee on such terms as it shall think fit and on any such appointment or incorporation the provisions of Section 50(2) of the Trustee Act 1956 shall take effect.
- 17.02 The Trust Board shall have the power from time to time to terminate the appointment of a custodian trustee.

18.00 <u>LIABILITY FOR BREACHES OF TRUST</u>

18.01 No member of the Trust Board or any sub-committee or board of management or







any trustee purporting to exercise its powers hereunder shall be liable for any loss unless attributable either to the dishonesty of that person (or in the case of a company to the dishonesty of any employee of that company) or to the wilful commission or omission of any act known by that person (or, in the case of a company, known by any employee of that company) to be a breach of trust.

19.00 LIMITATION OF LIABILITY OF THE TRUST BOARD

19.01 The liability of the Trust Board, or any members of the Trust Board shall at all times be limited to the assets of the Trust under the Administration of the Board.

20.00 BANK ACCOUNT

20.01 The Trust Board shall maintain a bank account for the Trust at such bank as shall from time to time be nominated by the Trust Board. All moneys belonging to the Trust Board shall as and when received be paid into or deposited with such bank to the credit of such account. All cheques and other negotiable instruments shall be drawn in the name of the Trust Board and shall be signed, countersigned or endorsed in such manner as the Trust Board shall determine from time to time.

21.00 BOOKS OF ACCOUNT

The Trust Board shall keep or cause to be kept proper accounts in respect of all receipts and payments on account of the Trust Board and of all dealings connected therewith. As soon as practicable after the end of each year the Trust Board shall prepare or cause to be prepared a statement showing the financial position of the Trust Board at the conclusion of that year including a Statement of the Financial Position and a Statement of Financial Performance for that year and shall publish such statements as part of an annual report to the Trust Board and to the members of the Trust.

22.00 <u>AUDIT</u>

The books of account shall be audited as soon as convenient after the conclusion

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of each financial year by a duly qualified auditor appointed by the Trust Board, appointed in accordance with clause 15.13 hereof.

23.00 AMENDMENTS TO TRUST DEED

- 23.01 The Trust Board may by deed at any time or times, with the approval of not less than a majority vote of 80% of the total membership of the Trust Board at a properly convened meeting of the Trust Board for which the quorum shall be 80% of their total number, revoke add to or vary all or any of the terms and provisions of, and, without limiting the generality thereof, all or any of the Trust's beneficial interests powers and discretions set out or contained in, this Deed as varied from time to time PROVIDED THAT no part of the Trust Fund or the income therefrom shall become subject to any trusts other than trusts for charitable purposes and PROVIDED FURTHER that no additions or variations shall be made without the consent of the Commissioner of Inland Revenue first being obtained.
- 23.02 When considering any proposed variation to the Trust Deed the Trust Board shall as far as practicable preserve the integrity of the Trust's original purpose and intent by departing therefrom only to such extent as may be considered necessary or desirable given changed circumstances in order to fulfil objectives as nearly and closely aligned as possible with the Trust's original purpose and intent.

24.00 <u>LIQUIDATION</u>

24.01 The Trust Board may at any time, by a majority vote of 80% of the total membership of the Trust Board at a properly convened meeting for which the quorum shall be 80% of their total number, resolve in writing that the Trust be put into liquidation and surplus assets shall be disposed of. In this event the surplus assets after payment of the Trust's liabilities and expenses in winding up shall be given on such terms as the trustees shall decide to such one or more charitable societies or trusts with similar objectives in New Zealand as the trustees shall decide. Any surplus assets shall be disposed of as the High Court may determine.

<u>IN WITNESS WHEREOF</u> the parties hereto have set their hands and seals the day first hereinbefore mentioned.

SIGNED by the said
DONALD ANDREW FRIZZELL
as a founding Trust Board
Member in the presence of:



SIGNED by the said KATHLEEN JOY RANGIWANANGA as a founding Trust Board

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SIGNED by the said KIRSTY ANN WILLIS as a founding Trust Board Member in the presence of:

Member in the presence of:

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SIGNED by the said MICHAEL HEDLEY WILLIS as a founding Trust Board Member in the presence of: Melle

SIGNED by the said
PAUL HEDLEY WILLIS
as a founding Trust Board
Member in the presence of:

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