

TRUST DEED

## SOUTHERN YOUTH CHOIR TRUST

THIS DEED is made the 28 day of November 2000

## BETWEEN

WHEREAS

- A The parties to this Deed wish to establish a charitable trust ("the Trust"), for the purposes described in clause 4 of this Deed.
- B The parties have agreed to enter into this Deed specifying the purposes of the Trust and providing for its control and government.

THIS DEED WITNESSES

Name \_\_\_\_\_

The name of the Trust shall be the "SOUTHERN YOUTH CHOIR TRUST".

## 2 Acknowledgement of Trust

The parties hereto acknowledge that they stand possessed of the assets of the Trust upon trust for the purposes described in clause 4 hereof and with the powers contained in this Deed and implied by common law.

### 3 Office

The office of the Trust shall be such place in Dunedin as the Board of Trustees may determine and in the first instance shall be at 22 Constitution Street, Port Chalmers.

#### 4 Purpose

The purpose of the Trust is to:

### Structure of the Trust

The Trust shall be administered by a Board of Trustees ("the Board").

## 6 Members of the Board

## 6.1 Number of Board

## **6.2 First Membership of Board**

The signatories to this Deed shall be the first Board.

## **6.3 Vacancies**

Subject to Rule 6.1, the Board shall have the power to appoint further Trustees to replace any Trustee who for any reason is unable to continue as a Trustee. The appointment of new Trustees shall be a majority decision of the then current trustees.

## **6.4 Name of Board**

The name of the Board shall be the "Southern Youth Choir Trust Board".

## **7 Proceedings of the Board**

### **7.1 Meetings**

The Board shall meet at such times and places as it may from time to time determine.

### **7.2 Officers**

- a At it's first meeting the Board shall appoint a Treasurer who does not have to be a member of the Board.
- b At it's first meeting The Board shall appoint a Secretary who does not have to be a member of the Board.

### **7.3 Chairperson**

- a The first Chairperson of the Board shall be elected by the Board at its first meeting and shall hold office until the next Annual General Meeting. The Chairperson is eligible for re-election.
- b The Chairperson shall preside at all meetings of the Board at which she or he is present. In the absence of the Chairperson from any meeting the members present shall appoint one of their number to preside at that meeting.

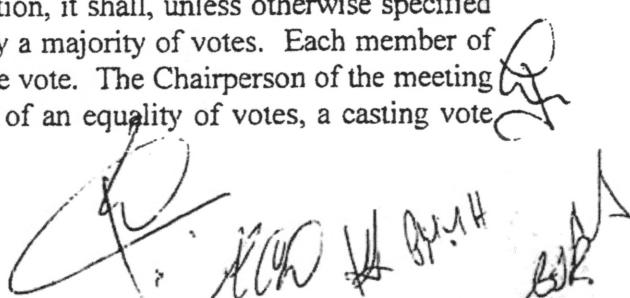
### **7.4 Quorum**

At any meeting of the Board one half of the membership of the Board personally present shall form a quorum and no business shall be transacted unless a quorum is present.

### **7.5 Voting**

All questions before the board shall be decided by consensus. However, where a consensus decision cannot be reached on a question, it shall, unless otherwise specified in this deed, be put as a motion to be decided by a majority of votes. Each member of the Board present shall be entitled to exercise one vote. The Chairperson of the meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote also.

### **7.6 Minutes**



The secretary shall keep minutes of all Board meetings which shall be available for inspection by Board members at reasonable times.

## 8. Powers

### 8.1 General and Specific Powers

In addition to the powers implied by the general law of New Zealand or contained in the Trustee Act 1956, the powers which the Board may exercise in order to carry out its charitable purposes are as follows:

- a to use the funds of the Trust as the Board thinks 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 or privileges which the Board thinks 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 Board thinks fit; and
- 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 Board thinks fit; and
- f to do all things as may from time to time appear expedient or desirable to enable the Board to give effect to and to attain the charitable purposes of the Trust.

### 8.2 Employment

Under rule 8.1(a) the Board may employ as agents, officers and staff persons who are members of the Board.

## 9. Income, Benefit or Advantage to be applied to Charitable Purposes

### 9.1 Application

Any income, capital, benefit or advantage shall be applied to the charitable purposes of the Trust.

### 9.2 Influence

No member or person associated with a member of the Trust 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 current market rates.

## **10 Accounts**

### **10.1 True and Fair Accounts**

The Board shall keep true and fair accounts of all money received and expended.

### **10.2 Financial Year**

The financial year of the Board shall end on the 31st December in each year.

### **10.3 Audit**

The Board shall as soon as practicable after the end of every financial year of the Board, cause the accounts of the Board for that financial year to be audited by an accountant appointed by the Board for that purpose and the Board shall present the audited accounts to the Annual General Meeting of the Trust together with an estimate of income and expenditure for the current year.

## **11 Power to Delegate**

### **11.1 Power to Delegate**

The Board may from time to time appoint any committee and may delegate in writing any of its powers and duties to any such committee or to any person, and the committee or person as the case may be, may without confirmation by the Board exercise or perform the delegated powers or duties in like manner and with the same effect as the Board could itself have exercised or performed them.

### **11.2 Delegate Bound**

Any committee or person to whom the Board has delegated powers or duties shall be bound by the charitable terms of the Trust.

### **11.3 Delegation Revocable**

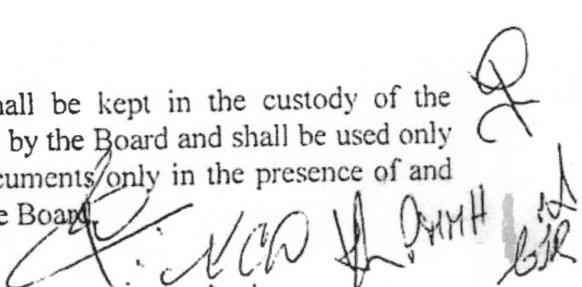
Every such delegation shall be revocable at will, and no such delegation shall prevent the exercise of any power or the performance of any duty by the Board.

### **11.4 Delegate need not be Board Member**

It shall not be necessary that any person who is appointed to be a member of any such committee, or to whom any such delegation is made, be a member of the Board.

## **12 Common Seal**

The Board shall have a Common Seal which shall be kept in the custody of the Secretary, or such other officer as shall be appointed by the Board and shall be used only as directed by the Board. It shall be affixed to documents only in the presence of and accompanied by the signature of two members of the Board.



## **13 Annual General Meeting**

### **13.1 Time and Place of Meeting**

The Annual General Meeting of the Trust shall be held prior to the end of February in each year at such place, date and time as the Board shall determine.

### **13.2 Business of Meeting**

The Annual General Meeting shall carry out the following business:

- a receive the minutes of the previous Annual General Meeting and of any other Special General Meeting held since the last Annual General Meeting; and
- b receive the Trust's statement of accounts for the preceding year and an estimate of income and expenditure for the current year; and
- c receive reports from the Board and its committees; and
- d subject to rule 6, appoint additional or replacement members of the Board as is necessary; and
- e elect a Chairperson for the ensuing year; and
- f elect a Treasurer for the ensuing year; and
- g elect a Secretary for the ensuing year; and
- h consider and decide any other matter which may properly be brought before the meeting.

## **14 Special General Meeting**

### **14.1 Secretary may call Meeting**

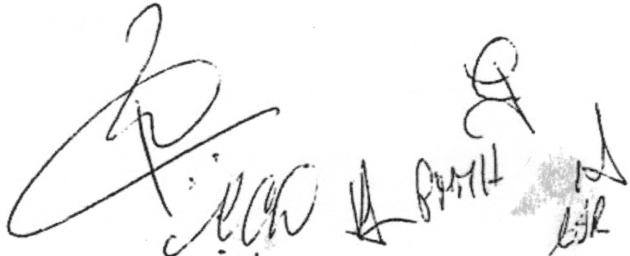
A Special General Meeting of the Board shall be called by the Secretary on receipt of a request in writing for such a meeting stating the reason for having the meeting and signed by not less than three members of the Board.

### **14.2 Notice of Meeting**

The prescribed notice calling a Special General Meeting shall state in general terms the business for which the meeting is called and at that meeting only the business so stated shall be discussed.

## **15 Procedure for General Meeting**

### **15.1 Definition**



In these rules the term "General Meeting" includes both an Annual General Meeting and a Special General Meeting.

## **15.2 Notice of Meeting**

Fourteen days written notice of each General Meeting shall be given to all members of the Board. This notice shall state that the meeting is the Annual General Meeting or a Special General Meeting as the case may be and shall specify the place, date and time at which the meeting is to be held.

## **15.3 Quorum**

Rule 7.4 as to quorum shall apply.

## **15.4 Chairperson**

The Chairperson of the Board or the Chairperson's nominee shall chair each General Meeting.

## **15.5 Voting**

All questions at a General Meeting shall be decided by consensus. However, if a consensus decision cannot be reached on any question, it shall be put as a motion to be decided by a majority of votes. Each member shall be entitled to one vote. The Chairperson shall be entitled to a deliberative vote and, in the event of an equality of votes, a casting vote also.

## **16 Alteration of Rules**

These rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a two thirds majority of the Trustees at a General Meeting, provided that no such amendment shall:

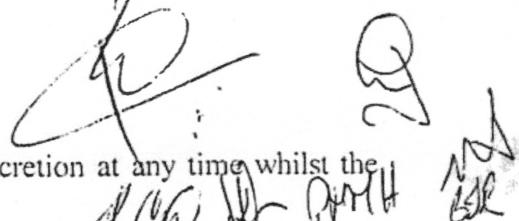
- a detract from the exclusively charitable nature of the Trust or result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable; or
- b be made to rules 9 or 17 unless it is first approved in writing by the Department of Inland Revenue.

## **17 Disposition of Surplus Assets**

On the winding up of the trust or on its dissolution by the Registrar, all surplus assets after the payment of costs, debts and liabilities shall be given to such exclusively charitable organisation within Otago, New Zealand with musical connections as the Board decides or, if the Board is unable to make such decision, shall be disposed of in accordance with the directions of the High Court pursuant to Section 27 of the Charitable Trusts Act 1957.

## **18 Resettlement**

The Trustees may in their absolute and uncontrolled discretion at any time whilst the



Trust remains in force resettle, by deed, the whole or any portion of the funds of the Trust, upon trust, provided that such resettle shall not transgress the rule against perpetuities and provided further that such resettle shall be in favour of only those trusts whose purposes are entirely charitable, and which contain rules 9, 16, and 17 hereof, or rules of similar effect.

#### 19 Trustees Indemnity Except for Fraud

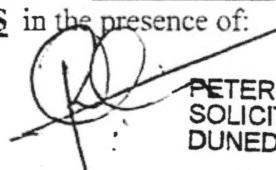
No Trustee shall be liable for:

- a any loss not attributable to dishonesty of the Trustee or to the wilful commission by the Trustee of an Act known to the Trustee to be a breach of trust; or
- b the neglect or default of any solicitor, bank, accountant, auditor, stockbroker, investment advisor or other agent employed in good faith by the Trustee; or
- c any claim made against the Trustee by any beneficiary or any creditor or any other person having any claim against the Trust Fund which cannot be satisfied because of any resettle or other distribution of any or all of the Trust Fund; or
- d any loss result or any investment made by the Trustees at arms length and in good faith.

A cluster of handwritten signatures and initials in black ink. The signatures appear to be 'J.P.', 'Q.', 'MCW', 'FMMH', and 'B.E.'.

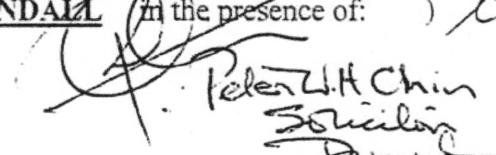
IN WITNESS this deed is duly executed

SIGNED by KAY ELLEN  
LUCAS in the presence of: ) *Kay Ellen Lucas*



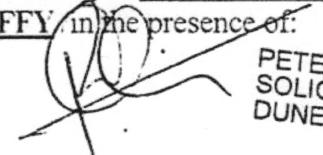
PETER W H CHIN  
SOLICITOR  
DUNEDIN

SIGNED by CAROLE ISABEL  
RANDALL in the presence of: ) *G. Randall*



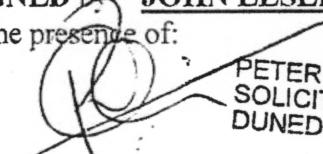
Peter W H Chin  
Solicitor  
Dunedin

SIGNED by ROBERT CHARLES  
DUFFY in the presence of: ) *R. Duffy*



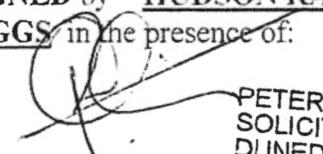
PETER W H CHIN  
SOLICITOR  
DUNEDIN

SIGNED by JOHN LESLIE  
in the presence of: ) *John Leslie*



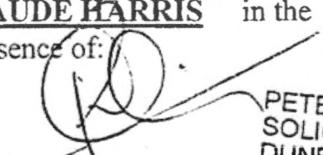
PETER W H CHIN  
SOLICITOR  
DUNEDIN

SIGNED by HUDSON RALPH  
BIGGS in the presence of: ) *Hudson Biggs*



PETER W H CHIN  
SOLICITOR  
DUNEDIN

SIGNED by PHILIPPA MARY  
MAUDE HARRIS in the  
presence of: ) *Philippa Mary Harris*



PETER W H CHIN  
SOLICITOR  
DUNEDIN



## CERTIFICATE OF INCORPORATION

of

### SOUTHERN YOUTH CHOIR TRUST (DN/1112268)

This is to certify that SOUTHERN YOUTH CHOIR TRUST was incorporated under the Charitable Trusts Act 1957 on the 17th day of January 2001.



Neville Harris  
Registrar of Incorporated Societies  
18 January 2001