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Application by trustees for incorporation as a charitable trust board

Section 7(3) Charitable Trusts Act 1957

NOTES | The name cannot be the same as, or deceptively similar to, the name of any other incorporated trust board, society, company or other body corporate, nor can it be contrary to the public interest (for example, be offensive or prohibited by an enactment). Check existing trust board, society and company names for free by doing a **Register Search** online at www.companies.govt.nz.

1. We, being trustees under "a trust document" that creates a trust exclusively or principally for charitable purposes, hereby apply to be incorporated as a board under the Charitable Trusts Act 1957.

Note | Examples of trust documents include a deed of trust, will, declaration of trust or a similar authorisation.

2. We, as trustees, are not at present incorporated.

3. Proposed name of board

The Clutha Foundation

4. Address of registered office

This address must be a physical (street) address and NOT a PO Box, Private Bag or Document Exchange (DX) address.

6 John Street
Balclutha 9230

5. Address for premises (optional)

Where provided, this address must be a physical (street) address.

6. Addresses for communication

Postal address (this can be a PO Box address) to which communications from the Registrar of Incorporated Societies may be sent. The Registrar may also contact the board by email. The email address you provide here will not be publicly available.

Postal address

PO Box 216, Balclutha 9240

Email address (optional)

7. Authorised by:

This application is made with the authority of

The Clutha Foundation

COMPANIES OFFICE

27 JUN 2018

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(State name of society for which the trustees act and mode of authorisation by the society. If there is no such society this should be stated.)

8. The following documents are attached to the application

- ☒ Copy of the trust document (certified as a correct copy by an applicant with the following statement: "I hereby certify that this is a correct copy of the trust deed or rules of the [name of trust board]" as per section 10(2)(a) of the Charitable Trusts Act 1957, and
- ☒ Statutory declaration as per section 10(2)(b) of the Charitable Trusts Act 1957.

9. Date

15 June 2018

13 JUL 2018

COMPANIES OFFICE

13 JUL 2018

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10. Your contact details

Name and postal address

Linda Moore
PO Box 216
Balclutha 9240

Proposed name of board

The Clutha Foundation

Signatures of the trustees who are applying to be incorporated as a board

1 Full name Bryan Alexander Cadogan Signature [Signature]

Residential address

5 Lewin St. Balclutha

2 Full name Fiona Margaret Harlow Signature [Signature]

Residential address

589 Captain Bridge Road, RD1, GORE 9771

3 Full name KERRY THERESA SEYMOUR Signature [Signature]

Residential address

9 EDINBURGH PLACE BALCLUTHA.

4 Full name NOLAN HOWARD O'MALLEY Signature [Signature]

Residential address

146 BENHAR ROAD, RD 2 BALCLUTHA

5 Full name William Garnett Thomson Signature [Signature]

Residential address

12 Highfield Ridge, Hidden Hills, WAIKATO.

6 Full name Hamish Crawford Anderson Signature [Signature]

Residential address

280 Kaitangata Highway, Stirling 9231

7 Full name Stephen Neil Kornyei Signature [Signature]

Residential address

19 Hospital Road - Balclutha

8 Full name SUSAN JAYNE JOHNSON Signature [Signature]

Residential address

9A SPRINGFIELD STREET, BALCLUTHA

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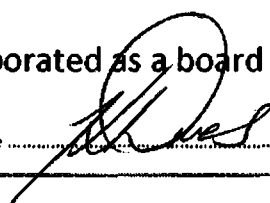
Application by trustees for incorporation as a
charitable trust board (continued)

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Form CT1

Proposed name of board

The Clutha Foundation

Signatures of the trustees who are applying to be incorporated as a board

1	Full name	Kelli Anne Dwyer	Signature	
	Residential address	77 Dwyer Road, RD 1 OUTRAM 9073		
2	Full name		Signature	
	Residential address			
3	Full name		Signature	
	Residential address			
4	Full name		Signature	
	Residential address			
5	Full name		Signature	
	Residential address			
6	Full name		Signature	
	Residential address			
7	Full name		Signature	
	Residential address			
8	Full name		Signature	
	Residential address			

Application by trustees for incorporation as a
charitable trust board (continued)

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Form CT1

Proposed name of board

The China Foundation

Statutory declaration supporting the application for incorporation as a
charitable trust board

Section 10(2)(b) Charitable Trusts Act 1957

I, Hamish Crawford Anderson

(Your full name)

of, 280 Kaitangata Highway, Stirling 9231

(City / town)

do solemnly and sincerely declare that:

1. I am one of the applicants under the application for incorporation submitted with this statutory declaration.
2. There are no trusts, other than those set out in the trust document, under which the applicants for incorporation hold any property.

AND I make this solemn declaration conscientiously believing the same to be true, and by virtue of the Oaths and Declarations Act 1957.

H. C. Anderson

Signature

COMPANIES OFFICE
27 JUN 2018
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Declared at

Balclutha

this

15

day of

June

2018

before me:

JP. Lenore Kopua 94153

Justice of the Peace, Solicitor or other person
authorised to take a statutory declaration

THE CLUTHA FOUNDATION

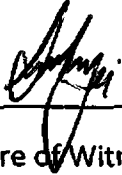
DEED OF TRUST

I hereby certify that this is a correct copy of the trust deed or rules of the **Clutha Foundation** as per section 10(2)(a) of the Charitable Trusts Act 1957.

SIGNED BY: William Garnett Thomson



In the presence of:



Signature of Witness

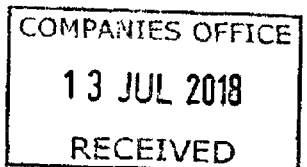
Stephen Neil Kornyei

Occupation of Witness

19 Hospital Road - Balclutha

Address of Witness

Date: 9 July 2018



THE CLUTHA FOUNDATION

DEED OF TRUST

DATED: Wednesday 13 June 2018

PARTIES

1. **Hamish Crawford Anderson, Mayor Bryan Alexander Cadogan, Kelli Anne Divers, Fiona Margaret Hancox, Susan Jayne Johnstone, Stephen Neil Kornyei, Noel Howard O'Malley, Kerry Therese Seymour and William Garnett Thomson**

WHEREAS

- A. **Clutha Development Incorporated trustees wish to facilitate the establishment of a Community Foundation in the Clutha District.**
- B. **A Steering Committee was formed to research and make recommendations to Clutha Development Incorporated.**
- C. **Clutha Development Incorporated endorsed the recommendations from the Steering Group to establish a Community Foundation that would proactively commit and encourage philanthropic giving that will benefit the people and communities of the Clutha District**
- D. **The Trustees named above are the inaugural Trustees of the Foundation.**
- E. **The Trustees have received the sum of \$100 to be held by them in their joint names together with any further sums or assets acquired or vested in the Trustees upon the trust and with and subject to the powers and discretions set out or implied in this Deed.**

THIS DEED WITNESSES

1. DEFINITIONS AND CONSTRUCTION

- 1.1 **In this deed, unless the context otherwise requires:**

Administration Fund means a fund established by the Foundation to meet its administration costs;

Annual Financial Statements means the annual financial statements of the Foundation's activities; prepared in terms of clause 12;

Annual plan means a financial, strategic, business plan for the Foundation encompassing all relevant aspects of the foundations activities;



Balance Date means 31 March or any other date adopted from time to time by the Trustees at the end of the Foundation's Financial Year;

Board means the Board of Trustees and is made up of the Trustees for the time being of the Foundation. The Trustees named above are the current Trustees.

Chairperson means the Trustee appointed as chairperson of the Foundation pursuant to clause 9.1;

Charitable Body means any person or any group of two or more persons whether incorporated or unincorporated formed for the purpose of furthering or promoting a Charitable Purpose;

Code of Conduct means any Code of Conduct adopted by the Board in respect of behaviour of the Trustees, members of Committees (including co-opted members), employees, and other persons representing the Foundation (including ambassadors and friends).

Committee means any of the committees established in terms of clause 8. Committees have been established for investments, grants, nominations, communications, and audit and risk purposes, and operate under their own terms of reference.

Concessionary Provisions means sections CW 41 (Charities: non-business income), CW 42 (Charities: business income), CX 25 (Benefits provided by charitable organisations), DB 41 (Charitable or other public benefit gifts by company), and DV 12 (Maori authorities: donations) and subpart LD (Tax credits for charitable or other public benefit gifts) of the Income Tax 2007; and, if the Trustees are registered under the Goods and Services Tax Act, the provisions of that Act relating to non-profit bodies, as defined in section 2 (1) of that Act.

Deed or Trust means this deed as amended or replaced from time to time

Financial Statements means the financial statements of the Foundation prepared in accordance with clause 12.3;

Financial Year means any year or other accounting period ending on a Balance Date;

Foundation means the trust established by this Deed;

Foundation Fund means all property and funds of the Foundation and includes all capital and income for the time being held by the Foundation;

High Court means the High Court of New Zealand;

Patron means the person appointed pursuant to clause 7;

Persons includes any individual, corporation, entity, partnership, joint venture, association, trust, organisation, government department, or local authority;

Policy Manual means any policy manuals and guidelines, and operating guidelines to promote best practice for the trust administration adopted or to be adopted by the Trustees in respect of the Foundation (as amended or replaced from time to time);

Statement of Investment Policy means any statements, policy manuals, and guidelines of the Foundation to ensure best practice investment of the Foundation Fund.

The Trustees means the Trustees for the time being of the Foundation (including any co-opted Trustees);

Trustee Act means the Trustee Act 1956; and/or any amendment, substitution or replacement of same.

1.2 INTERPRETATION

1.2.1 In this Deed, unless the context otherwise requires:

- (a) references to one gender includes all other genders;
- (b) reference to the singular include the plural and vice versa;
- (c) the headings and the index shall not affect the construction of the Deed;
- (d) references to clauses are references to clauses of this Deed; and
- (e) references to a statute include references to regulations, orders or notices made under or pursuant to such statute, as from time to time amended and includes substituted provisions that substantially correspond to those referred to.

2. NAME

2.1 The name of the Foundation shall be **"The Clutha Foundation"** or such other name as the Board may decide from time to time.

3. OFFICE

3.1 The registered office of the Foundation shall be at the offices of 6 John Street, Balclutha, or at such other place as the Board may decide from time to time.

4. PURPOSES

4.1 The purposes of the Foundation are as follows:

- (a) To provide support, both financial and otherwise, for Community Organisations and for any Charitable Purpose.
- (b) To promote and encourage generosity among the people of New Zealand towards Community Organisations and any Charitable Purpose.
- (c) To establish and administer separate named funds within the Trust Fund in order to fulfil the wishes of individual donors who wish to support Community Organisations and any Charitable Purpose.

4.2 All of the aforesaid purposes and activities are to be within new Zealand with a focus (but not as a restriction) for the Clutha District and any neighbouring area or region which is not actively served by a Community Foundation

5. STRUCTURE OF THE FOUNDATION

- 5.1 The Foundation shall be administered by a Board of Trustees who shall be appointed in accordance with the procedure in clause 6 and who shall set policies and resolve courses of action and the means and direction of implementation of same to achieve the charitable purposes of the Foundation.

6. CONSTITUTION OF THE BOARD

- 6.1 The present Trustees of the Board are the Trustees named above, and whose appointment as at the date of this Deed is confirmed and acknowledged by their execution of this Deed.
- 6.2 The Board shall at all times comprise a minimum of five (5) Trustees, and a maximum of ten (10) Trustees who shall include the following:

- (i) A representative of the Mayor of the Clutha District Council;
- (ii) A member of the Chartered Accountants Australia and New Zealand or its successor; and
- (iii) A member of the New Zealand Law Society or its successor.

All new Trustees and members of any committee (including to fill any casual vacancy), and the reappointment of a Trustee shall be:

- Recommended by the Nominations Committee (Refer to Appendix 1)
- Approved by the Board; and
- Appointed by the Patron

- 6.3 The maximum number of ten (10) Trustees may be exceeded as reasonably required to facilitate Board retirement, succession planning, to co-opt special skills, or representation of the geographic diversity of the Clutha District.
- 6.4 A Trustee shall hold office for a term of four (4) years from the date of appointment or reappointment. All Trustees shall be eligible to be considered for reappointment, but there shall be a maximum limit of two (2) terms (eight (8) years in total), notwithstanding that:
- 6.4.1 The term for the Mayor's representative will be in line with the Territorial Local Authority election cycle.
- 6.4.2 The maximum term set above in 6.4 will not apply to the inaugural trustees who in the interest of continuity may have a term of up to 11 years as determined by Clause 6.5.1
- 6.5 At each annual general meeting two (2) of the sitting Trustees shall retire, but be eligible for reappointment in accordance with 6.4 above.
- 6.5.1 At the inaugural meeting of the Foundation, the order of Trustees retiring shall be decided by the drawing of lots. Initial trustees are entitled to serve a minimum of two four year terms, irrespective of their initial retirement cycle.
- 6.6 The Patron and/or any Trustee (including a co-opted Trustee) may be removed from office by the Board upon a vote of not less than three-fourths majority of the Trustees at a general meeting of the Board. At least ten (10) working days' prior to the convening of such meeting the Chairperson of the Board shall give notice of the proposed removal to the

person concerned, together with the reasons for the proposed removal and shall invite the person concerned to make his or her reply thereto at the general meeting so convened.

- 6.7 Any Trustee may retire from the Board by giving notice in writing to that effect and such retirement shall take effect as from receipt by the Board of the said notice.

7. PATRON

- 7.1 There shall at all times be a Patron of the Foundation to be appointed by the Board.

- 7.2 The role of the Patron shall be honorary and awarded to a person approved by the Board as a suitable guardian of the values of the Foundation, and an experienced mentor in matters of protocols and practices of good governance.

- 7.3 The Patron will:

- (a) Be available to the Foundation's Chairperson and Deputy Chairperson at reasonable times to act as mentor to these officers.
- (b) Assist with planning and implementing new initiatives where appropriate.
- (c) Participate in the annual performance review of the Chairperson and Deputy Chairperson.
- (d) Be a member (ex-officio) of the Foundation's Nomination Committee, attend the meetings of that committee, and participate in and contribute to the processes of that committee.
- (e) Allow the name and image of the Patron to be used in any publicity or promotional materials issued by the Foundation.

7.4 Patron's Incapacity

If, while in office, the Patron dies, becomes incapable of fulfilling the role, or is otherwise not available for a period exceeding six months, the Board shall appoint a new Patron.

7.5 Tenure of Patron

The Patron shall hold office for a term of four (4) years from the date of appointment or reappointment. The Patron shall be eligible for reappointment with no limit on the number of reappointed terms.

8. COMMITTEES

- 8.1 The Board has the power to establish committees and to vest in those committees all or any of the Board's powers for any purpose.

- 8.2 The Board shall have full power to determine the function, membership, and powers of any such Committee.

- 8.3 The Board may appoint persons who need not be Trustees as members of such committees on such terms as the Board considers appropriate from time to time; and may at any time remove any member of any committee.

- 8.5 The Board shall establish a Nominations Committee comprising of the Chairperson, Deputy Chairperson, one other Trustee appointed by the Board and the Patron (ex officio)

- 8.6 The provision of clause 13 shall apply to the Committees.

- 8.7 The same obligation as, are set out in clause 20 for Trustees (as to declaration of interest), shall apply to members of Committees.

9. PROCEEDINGS OF THE BOARD

- 9.1 **Meetings.** The Board shall meet at such times and places as it determines, and shall generally regulate and set its own protocol and shall elect a Chairperson and a Deputy Chairperson from amongst its members at each annual general meeting or sooner if any vacancy occurs.
- 9.2 **Chairperson.** All meetings of the Board shall be presided over by the Chairperson if present, and if not, by the Deputy Chairperson. In the absence of the Chairperson and Deputy Chairperson from any meeting the Trustees present shall appoint one of their number to preside at the meeting as temporary Chairperson.
- 9.3 **Quorum.** At any meeting of the Board a majority of the Trustees shall form a quorum, and no business shall be transacted unless a quorum is present.
- 9.4 **Voting.** All questions before the Board shall where possible be decided by consensus or without dissent. However, when 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. If the voting is tied, the motion shall be lost. Provision can be made for conference calls or video or other electronic means to effectively meet and transmit valid votes.
- 9.5 **Minutes.** The minutes of all Board and committee meetings shall be available for inspection by Board members at reasonable times.
- 9.6 Trustees may be granted leave of absence for any period agreed by the Board.
- 9.7 **Common Seal.** If the Trustees become incorporated as a board under the Charitable Trusts Act 1957, then:
- 9.7.1 **Provision and Use of the Seal:** the Trustees will provide a common seal for the Board, which will be:
- (a) **Deposited with the Secretary:** deposited with the Secretary; and
 - (b) **Use of Seal:** affixed to any document requiring execution by the Board under common seal; and
- 9.7.2 **Affixation of Seal:** every affixing of the common seal must be performed in the presence of and accompanied by the signature of two Trustees, which will be sufficient evidence of authority to affix the seal; and shall be recorded in a seal register retained for such purpose.

10. POWERS

- 10.1 **Generic and specific powers.** In addition to the powers implied by the general law of New Zealand or contained in the Trustee Act 1956 or the Charities Act 2005 or otherwise, and subject to express terms of this Deed the Board shall have in relation to the Foundation Fund and all moneys income and assets of it all the powers of natural persons acting as beneficial owners and such powers shall not be restricted by any principle of construction

or rule of law except to the extent that such is obligatory and the powers which the Board may exercise in order to carry out its charitable objects include the following:

- (a) to use the Administration Fund as the Board thinks appropriate in payment of the costs and expenses of the Foundation; and
- (b) to renounce any gift which in the opinion of the Board is unacceptable; and
- (c) 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 Foundation, and to sell, exchange, or in any manner dispose of any such property, rights or privileges as aforesaid; and
- (d) to carry on any business directly or indirectly and whether via companies, partnerships, trading trusts or structures; and
- (e) to invest all or any part of the Foundation Fund in any way permitted by law and in such manner and upon such terms as the Board thinks fit; and
- (f) 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
- (g) to do all things as may from time to time appear necessary or desirable to enable the Board to give effect to and to attain the charitable purpose of the Foundation; and
- (h) to employ and appoint such managers, staff and professional advisors as the Board thinks appropriate to manage the affairs of the Foundation and the Foundation Fund; and
- (i) to appoint any company or body corporate whether constituted in New Zealand or overseas to be Custodian Trustee of the trusts hereby created and the provisions of sub-section (2), (3) and (4) and section 50 of the Trustee Act 1956 shall apply to any Custodian Trustee so appointed provided however that in so appointing a Custodian Trustee the Board shall act unanimously; and
- (j) to incorporate itself into a Trust Board under the Charities Act 2005.

10.2 No determination of income: Notwithstanding anything contained or implied in this Deed where the Board carries on or engages in any business by or on behalf of or for the benefit of the Foundation no person in any capacity related to the Foundation shall, except where exempted by the relevant legislation, in any way whether directly or indirectly determine or materially influence in any way the determination of:

- (a) The nature of the amount of any benefit or advantage (whether or not convertible into money) or any income of any of the kinds referred to in the relevant legislation able to be received, gained, achieved, afforded or derived by that person from that business; or
- (b) The circumstances in which that benefit or advantage of income is or is to be so received, gained, achieved, afforded or derived.

11. INCOME, BENEFIT OR ADVANTAGE TO BE APPLIED TO CHARITABLE PURPOSES

- 11.1 Application.** Any income, benefit or advantage shall be applied to the charitable purposes of the Foundation.
- 11.2 No private pecuniary profit.** Nothing expressed or implied in this Deed shall ever permit the activities of the Board or any business carried on by or on behalf of or for the benefit of the Board whether directly or indirectly including any Charitable Body upon the trusts of this Deed to be carried on for the private pecuniary profit of any individual at any time.
- 11.3 Influence:**
- (a) No Trustee, Committee Member, or person associated with a Trustee or Committee Member shall derive any income, benefit or advantage from the Foundation where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:
 - (i) professional services to the Foundation rendered in the course of business charged at no greater rate than current market rates; or
 - (ii) interest on money lent at no greater rate than current market rate.
 - (b) No Trustee receiving any remuneration from the Foundation shall take part in any deliberations or proceedings relating to the payment or otherwise of that remuneration nor shall that Trustee in any way determine or materially influence directly or indirectly the nature or amount of that payment or the circumstances in which it is to be paid.
 - (c) Other than in form of (a) above no Trustee or Committee Member shall be remunerated other than for any direct and reasonable expenses incurred and as previously approved and/or delegated by the Board.

12. ACCOUNTS

- 12.1 True and fair accounts.** The Board shall keep true and fair accounts of all money received and expended, disclosing all financial transactions and assets and liabilities and shall, as soon as practicable after the end of every Financial Year of the Foundation, and in accordance with 12.3, cause the Annual Financial Statements of the Foundation (including all investment funds established pursuant to clause 4.1) for that Financial Year to be audited by an appropriate auditor appointed by the Board for that purpose, and the Board shall present the audited Annual Financial Statements to the next annual general meeting of the Foundation.
- 12.2 Auditor Vacancies**
- (a) If no auditor is appointed or a casual vacancy in the office of auditor is not filled within three (3) months of the vacancy occurring, the auditor of the Foundation will be appointed by the Auditor-General.
 - (b) The Trustees shall, within five (5) working days of clause 12.2(a) becoming applicable, give written notice to the Auditor-General of this fact.
 - (c) If this clause 12.2 applies, the relevant provision of the legislation relating to public

bodies (currently the Public Audit Act 2001) shall apply to the Foundation, until an auditor is appointed at a special meeting of the Board, as if references in those sections to a public entity were references to the Foundation and with any other necessary modifications.

12.3 Audit

The Trustees shall within six (6) months after the end of each Financial Year:

- (a) prepare or have prepared Financial Statements in accordance with generally accepted accounting practice and the legislative reporting requirements for a charity with respect to the affairs of the Foundation for that Financial Year; and
- (b) have the Financial Statements audited.

12.4 The Annual Financial Statements of the Foundation shall show separately the total amount of all distributions of income and capital paid out in that Financial Year, and shall disclose investments and reserves or contingencies for funding obligations (if any).

13. POWER TO DELEGATE AND TO TAKE ADVICE

- 13.1 Power to delegate:** The Board may from time to time in writing appoint any committee or similar entity whether advisory or not to be responsible for particular functions or purposes 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. The Board may devise terms of reference, procedures, policy manuals, requirements, guidelines for any management or other structures which it considers necessary or desirable from time to time for the attainment of any of the charitable purposes and may review any of these at any time. Any person, committee, delegate or other entity of any description shall be required to perform to all reasonable requirements of the Board at all times and to report to the Board upon request.
- 13.2 Delegate to bound:** Any committee or person to whom the Board has delegated powers or duties shall be bound by the charitable terms of the Trust Deed and shall be deemed to totally accept such responsibility.
- 13.3 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.
- 13.4 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 entity, or to whom any such delegation is made, be a member of the Board.
- 13.5 Advice:** The Board may take and act upon the opinion of any suitably qualified legal advisor practising in New Zealand on any matter, without being liable in respect of any act done by them in accordance with such opinion.
- 13.6 Court application:** Nothing in this clause prohibits the Board from applying to the High

Court for directions on the resolution of any matter or otherwise. If the Board does apply to the High Court, all expenses of the application are chargeable to the Foundation.

14. ANNUAL GENERAL MEETING

- 14.1 Time and place of meeting:** The annual general meeting of the Foundation shall be held each year at such a place, date and time as the Board shall determine.
- 14.2 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 Financial Statements for the preceding year; and
 - (c) receive reports from the Board and its Committees and other entities; and
 - (d) consider and decide any other matter which may properly be brought before the meeting and any reports from the Foundation's officers including reports and requests or advice (if any) from auditors.

15. ALTERATION OF DEED

- 15.1** This Deed may be amended by a resolution passed by a 75% majority of the Board, provided that no such amendment shall detract from the exclusively charitable nature of the Foundation and its objects or result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable; or

16. WINDING UP THE TRUST

- 16.1 Resolution:** The Trustees may wind up the Trust by a unanimous resolution of the Trustees passed at a Trustees' meeting called for that purpose and of no less than thirty (30) days' notice of that meeting has been given to Trustees of the Trust.
- 16.2** On the winding up of the Foundation 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 organisations within New Zealand 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 or the relevant statutory provisions at the time.

17. TRUSTEES LIABILITY AND INDEMNITY

- 17.1** None of the Trustees will be liable for:
- (a) A loss incurred by the Foundation other than as a result of that Trustee's own dishonesty, or deliberate breach of trust.
 - (b) The acts or omissions of anyone employed by, engaged in contract with, or in consultancy to the Board.
 - (c) Claims against the Board that cannot be satisfied because;
 - (i) all or part of the Foundation Fund has been distributed, unless the distribution was a deliberate breach of trust by the then Board;

(ii) any other circumstance not the fault of that Trustee.

17.2 No Trustee shall be obliged to take proceedings against a co-Trustee or a former Trustee.

17.3 Each of the Trustees will be indemnified out of the Foundation Fund for any liability incurred as the result of any act or omission by any of them as a Trustee, unless the liability is incurred as the result of that Trustee's own dishonesty or deliberate breach of trust.

AND the Board shall be entitled to pay Trustee indemnity insurance premiums on policies for same if available or the like.

17.4 Notwithstanding the provisions of section 13C of the Trustee Act 1956 and the likelihood that the Trustees will from time to time include persons whose profession, employment or business is or includes acting as a Trustee or investing money on behalf of others, the care diligence and skill to be exercised by the Trustees in exercising any power of investment shall not be that required of such persons by section 13C of the Trustee Act 1956 but, subject always to clause 17.5, shall at all times be the care, diligence and skill that a prudent person of business would exercise in managing the affairs of others.

17.5 Notwithstanding anything else in this Deed, no Trustee shall be liable for any breach of trust in respect of any duty to exercise the care, diligence and skill that a prudent person of business would exercise in managing the affairs of others or that a prudent person engaged in a profession, employment or business that is or includes acting as a Trustee or investing money on behalf of others, would exercise in managing the affairs of others merely (in either case) because the investments of the Foundation Fund are not diversified or otherwise.

18. CHARGING BY TRUSTEES

18.1 Subject to the provisions of clause 11, any Trustee of the Foundation who is engaged in a profession or business shall be entitled to be paid at market rates for services provided by that Trustee or that Trustee's firm on the same basis as if that Trustee were not a Trustee.

19. POWER TO PAY OR APPROPRIATE BEFORE DETERMINATION

19.1 Notwithstanding that the annual income of the Foundation shall not have been ascertained in any Financial Year the Board may at any time pay or apply any anticipated income and/or capital of the Foundation or any part thereof and/or appropriate any part of the Foundation Fund or part thereof for any charitable purpose or purposes as aforesaid.

20. DECLARATIONS OF INTEREST

20.1 No Trustee shall vote on any matter in which that Trustee has any personal or pecuniary interest or in which any company or person associated with a Trustee has any pecuniary interest.

20.2 Any Trustee shall declare any such interest as soon as the Trustee concerned becomes aware of the existence of the interest. The declaration shall include all relevant detail

needed to result in a full and fair disclosure. All Trustees shall act in the utmost good faith in all such matters to ensure transparency and honesty.

- 20.3 The Board shall ensure that a register of Trustees' current interests is maintained.
- 20.4 Subject to compliance with the above disclosure requirements any Trustee shall be entitled in any personal capacity (or otherwise) to have an interest in any entity or business having any dealings with the Board
- 20.5 All Trustees, Committee members, employees, Ambassadors and others closely associated with the Foundation shall adhere to the Code of Conduct time to time adopted by the Board.

SIGNED by Hamish Crawford Anderson
in the presence of:

H.C. Anderson

Signature of witness

Robert James Hewitt

Full name of witness

by D.O.

Occupation of witness

103 Lawrence

Address of witness

SIGNED by Mayor Bryan Alexander Cadogan
in the presence of:

BAC

Signature of witness

Robert James Hewitt

Full name of witness

by D.O.

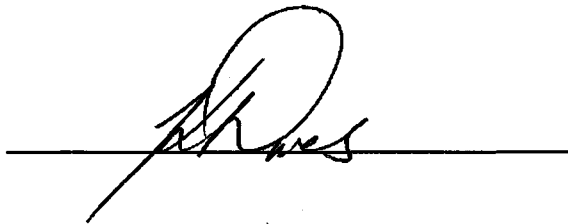
Occupation of witness

103 Lawrence

Address of witness

12
HA
CA
for H

SIGNED by Kelli Anne Divers
in the presence of:



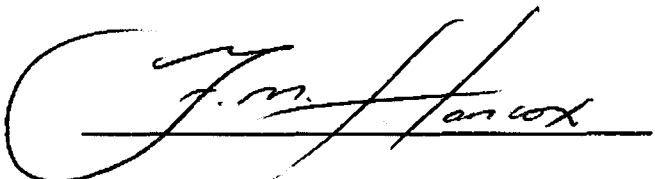

Signature of witness


Linda May Moore
Full name of witness

Chief Executive
Occupation of witness

19 Hospital Rd Balclutha
Address of witness

SIGNED by Fiona Margaret Hancox
in the presence of:



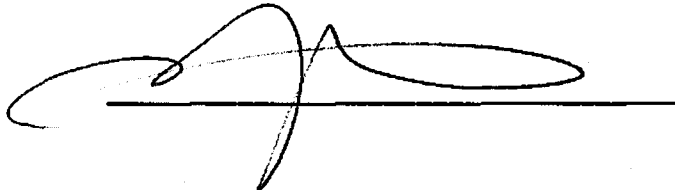

Signature of witness

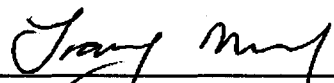
Robert James Hewitt
Full name of witness

by Dir
Occupation of witness

PO3 Lawrence
Address of witness

SIGNED by Susan Jayne Johnstone
in the presence of:




Signature of witness

Tracey Katherine Murray
Full name of witness

Accountant
Occupation of witness

6
13
Hd
Full

7 Smith St, Balclutha
Address of witness

SIGNED by Stephen Neil Kornyei
in the presence of:


Signature of witness

Robert James Hewett
Full name of witness

by D.I.
Occupation of witness

PO3 Lawrence
Address of witness

SIGNED by Noel Howard O'Malley
in the presence of:

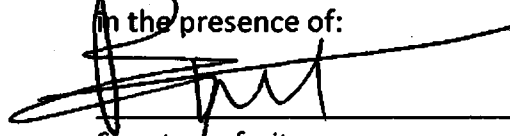

Signature of witness

Robert James Hewett
Full name of witness

by D.I.
Occupation of witness

PO3 Lawrence
Address of witness

SIGNED by Kerry Therese Seymour
in the presence of:


Signature of witness

Robert James Hewett
Full name of witness

by D.I.
Occupation of witness

K. Seymour

FD3 Lawrence

Address of witness

SIGNED by William Garnett Thomson

in the presence of:

[Signature]

Signature of witness

Robert James Hewitt

Full name of witness

by Dir

Occupation of witness

FD3 Lawrence

Address of witness

[Signature]

[Signature]
15
[Signature]

The Clutha Foundation

NOMINATIONS COMMITTEE

TERMS OF REFERENCE

1. Constitution

The Nominations Committee shall be an advisory committee of the Board established by the Board

2. Objectives

The objectives of the Committee are to assist the Board in planning the composition of the Board's Trustees, staff, co-opted members (appointees) and Ambassadors, evaluating the competencies required of prospective Trustees, identifying those prospective Appointees, establishing their degree of independence, developing succession plans for the Board, staff and co-opted members and making recommendations to the Board accordingly.

3. Membership

Membership of the Committee shall comprise the Patron (ex officio) and members of the Board appointed by the Board.

There shall be at least 4 members (including the Patron). The Chairman of the Committee shall be the Chairman of the Board or, when the appointment of a successor as Board Chairman is under consideration by the Committee, another Trustee as selected by the Board.

4. Secretarial and Meetings

The secretary of the Committee shall be appointed by the Board.

A quorum of members of the Committee shall be a majority of the committee members

All Trustees are entitled to attend and observe meetings of the Committee, except those Trustees whose positions as trustees are under consideration by the Committee in which case attendance is by invitation only.

Reasonable notice of meetings and the business to be conducted shall be given to the members of the Committee and all other members of the Board.

At least two meetings shall be had each year having regard to the occurrence of Board vacancies, actual and anticipated. Any member of the Committee may request an additional meeting at any time if they consider it necessary.

Minutes of all meetings shall be kept.



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5. Responsibilities

The responsibilities of the Committee shall be:

- To formulate succession plans for Appointees, taking into account the challenges and opportunities facing the Foundation and the skills and expertise accordingly required in the future
- To identify and nominate, for the approval of the Board and Patron, candidates to fill vacancies as and when they arise
- Before recommending an appointment, to evaluate the balance of skills, knowledge and experience on the Board and, in the light of evaluation, to determine the role and capabilities required for the appointment.
- Before recommending an appointment to evaluate the attributes of the applicant.

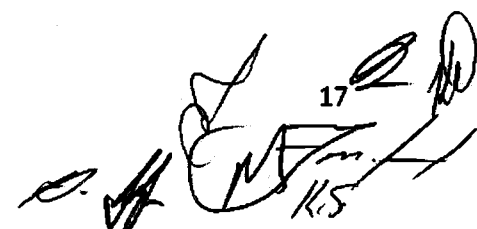
These attributes may include:

- The highest personal and professional ethical standard and honesty,
- Integrity and independence.
- Willingness and commitment to devote the required time to carry out the duties and responsibilities of a member of the Board or committee as the case may be.
- A commitment to improving our district and a history of community work/philanthropy.
- An ability to contribute to a harmonious, safe and productive board environment/culture.
- To determine, through thorough investigation and reference checking, that any proposed applicant once appointed to the Board , or committee, will have the values as set out in our Strategic Plan and will not affect detrimentally the reputation and high standing of the Foundation in the community.
- To 2 yearly review the structure, size and composition (including the skills, knowledge and experience) of the Board and its committees and to make recommendations to the Board regarding any changes.
- To keep under review the leadership requirements of the Foundation with a view to ensuring the continued ability of the Foundation to operate efficiently and effectively in the community
- To consider such other matters relating to Board nomination or succession issues as may be referred to it by the Board.

6. Authorities

The Committee will make recommendations to the Board on all matters requiring a decision. The Committee does not have the power or authority to make a decision in the Board's name or on its behalf.

The Committee is authorised by the Board, at the expense of the Foundation, to engage such outside services including executive search consultants and other outside sources of information and advice, as it considers necessary for carrying out its responsibilities; such authorisation is limited to \$1,000 plus GST for any one expense. Expenditure greater than this requires the prior approval of the Board.



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7. Review of Committee

The Committee will undertake a biennial (every 2 years) self-review of its objectives and responsibilities and the extent to which they have been achieved and/or discharged. Such objectives and responsibilities and their attainment will also be reviewed by the Board and any other person the Board considers appropriate.

8. Reporting procedures

After each meeting the Chairman will report to the Committee's recommendations and findings to the Board.

The minutes of all Committee meetings will be circulated to members of the Board and to such other persons as the Board directs

The Chairman of the committee will present an annual report to the Board summarising the Committee's activities during the year and any related significant results and findings with appropriate recommendations.

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