

Settlor

**The Rotary Club of the Warkworth District Incorporated**

Trustees

**Kennith Lister Baird**

**David Alister Graham**

**Leo Gordon Dixon**

**Deed of Trust for the Conference Trust Fund 1990**

**Hesketh Henry**

**Solicitors**

**Auckland**

**934246-IRA**

**This Deed** Made this 26<sup>th</sup> day of August 1990

1. **The Rotary Club of the Warkworth District Incorporated**  
("the Settlor") **of the first part**
2. **Kenneth Lister Baird** of Warkworth, Retired  
**David alister Graham** of Birkenhead, Retired  
**LEO Gordon Dixon** Of Albany, Retired  
("THE Trustees") of the second part

**WHEREAS**

- A. The Settlor wishes to establish a Trust for charitable purposes with in New Zealand
- B. The Settlor will contemporaneously with the execution of this Trust Deed transfer to the Trustees the sum of \$50,000.00 in cash to be held by the Trustees upon the trusts and powers herein contained **and** it is anticipated that further money , investments and property may from time to time be paid to or transferred to or vested in the name or control of the trustees
- C. The Trustees have consented to become trustees hereof upon the trusts and with and subject to the powers and provisions herein contained

**PREAMBLE**

The CONFERENCE COMMITTEES OF THE Rotary Clubs of Noumea, Noumea Ducos Boulari and Warkworth were charged by the Rotary International Governor of district 991 for the 1989/ 1990 with the responsibility for the successful presentation in Noumea of the 1989/ 1990 District Conference and arising therefrom presented the Settlor the sum of \$50,000.00 in cash to be held in trust in the furtherance of the theme of the 1989/ 1990 Conference which was the "Conference of Friendship" to strengthen the bonds of friendship between Clubs of District 991 situated in the Pacific Islands and clubs of District 991 situated in New Zealand

**NOW THEREFORE** in consideration of the premises **THIS DEED WITNESSES** as follows:

1. In this Deed the following terms were the context shall have the following meanings:
  - a. " the Trustees" shall include the trustee or trustees for the time being hereof whether original, additional or substituted;
  - b. "the Trust Fund" Shall include the property contemporaneously transferred to the Trustees with the execution of this Trust Deed together with any property hereafter transferred to the Trustees and directed to be held on the trusts

contained herein and any further property whether real or personal of any nature and kind whatsoever which may hereafter or otherwise be acquired by the Trustees from any source whatsoever for the purposes of the said trusts and the moneys and the investments from time to time representing such property and income therefrom

- c. District 991 shall include any Rotary International District in succession thereto.
2. The Trust created by this Deed is to be known as THE CONFERENCE TRUST FUND 1990.
3. The Settlor hereby directs that the Trustees shall stand possessed of the Trust Fund and all income derived therefrom **UPON TRUST** to use or apply the whole or any part of the net annual income and/or the whole or any part of the capital (including any accumulation of income) for the following purposes:
  - a. To assist financially and support projects of those clubs of district 991 situated in the Pacific Islands of World Community Service or local community service in the Pacific Islands
  - b. To assist financially and support any underprivileged persons situated in the the Pacific Island countries of District 991
  - c. To assist financially and support the education and vocational exchange between people of the Pacific Island countries of District 991 and New Zealand
  - d. For Charitable purposes as defined in The Charitable Trusts Act 1957
  
4. a. The Trustees shall consist in the first instance of Leo Gordon Dixon of Albany, Retired; Kenneth Lister Baird of Warkworth, Retierd; Davis Alister Graham of Birkenhead, Retired.
  - b. There shall at all times be at least three and not more than five trustees to carry out the trusts hereof.
  - c. The term as trustee of David Alister Graham shall expire on 30<sup>th</sup> June 1993, the term as Trustee of Kenneth Lister Baird shall expire on 30<sup>th</sup> June 1994 and the term of Trustee of Leo Gordon Dixon shall expire on 30<sup>th</sup> June 1995.
  - d. Commencing 1<sup>st</sup> July 1991 and each 1<sup>st</sup> July thereafter the Governor and Governor Nominee of Rotary International District 991 shall be Trustee of this trust during their term of Rotary International Office .
  - e. The nominating committee of Rotary International District 991 ("the Nominating Committee") shall prior to each 30<sup>th</sup> June in each year appoint trustees for such vacancies as will exist from the following 1<sup>st</sup> July for a period of office

commencing from the said 1<sup>st</sup> July and ending on the 30<sup>th</sup> June three years after such a term begins. With the provision that any trustee other than those appointed as of right in terms of clause 4c must be either a past district governor of Rotary International District 991 or a past president of any one of the clubs from time to time situated in the Rotary International district 991. Any trustee appointed in terms of this clause 4e may be appointed for a subsequent term.

- f. Should any Trustee resign during his term of office then the Nominating Committee shall appoint a trustee for the balance of the term of the resigned trustee.
  - g. At the first meeting of the trustees on or after the 1<sup>st</sup> July in any year the Trustees shall elect a Chairman who shall be one of the Trustees and shall hold office until the 1<sup>st</sup> July the following year.
  - h. The Trustees shall have the power to employ any person on terms as they see fit.
5. **IT IS DECLARED** that the trustees shall have the power to do all or any of the following things either alone or jointly or in common with any other person persons corporation or corporations namely:
- a. To purchase erect build take lease or otherwise obtain the use or occupation of and manage extend improve develop alter modify pull down demolish donate or otherwise dispose of real and personal property of every description and any tenure therein.
  - b. To accept the custody control and management of any real or personal property which may be given whether bequeathed or otherwise to the foundation.
  - c. To accept and carry out trusts attach gifts whether by will or otherwise or to or for the benefit of the Trust.
  - d. To invest all or any moneys held by the Trust on the trusts hereof in any upon such investment as the Trustees may from time to time decide notwithstanding that any such investment may not be authorised by law for the time being in force in New Zealand for the investment by Trustees of Trust Funds
  - e. To adopt such means as the Trustees may from time to time determine for the purpose of raising money and for obtaining property for the furtherance of the objects of the Trust and to accept contributions collecting donations legacies advises gifts grants and subsidies.
  - f. To secure in such manner as the Trustees shall think fit the repayment of any moneys borrowed or raised by the Trustees and in particular by the issue of

securities debentures or debenture stock perpetual or otherwise charge upon all or any of the property of the Trust both present and future and to give and execute in the prescribed manor mortgage debentures and other instruments as security for such repayment and to pay off redeem or purchase such securities

- g. To draw make accept endorse discount execute and issue promissory notes cheques bill of exchange warrants and other negotiable securities or transferable instruments.
- h. Subject to the provisions of the Charitable Trusts act 1957 or any statutory modification variation or re-enactment thereof to enter into seal execute and perform all deeds documents instruments agreements papers and writings and to do all such other things acts deeds and matters as shall be necessary incidental or conducive to the attainment of any of the objects hereof
- i. To Institute initiate take defend compromise or abandon legal proceedings involving the property or affairs of the trust.
- j. Subject to the rules the rules hereof to exercise all or any of the powers conferred on Trustees by the Trustee Act 1956 or any statutory modification variation or re-enactment thereof.
- k. To do all such other acts and things as are incidental or will further or conduce to the attainment of the objects hereof pr any of them.
- l. To control and administer and manage the property funds and affairs of the Trust.
- m. To carry out effect and perform the objects hereof according to law and as provided in any by the charitable Trusts Act 1957 and any statutory modification variation or re-enactment thereof and in accordance with these rules.
- n. To appoint officers assistants and other servants or staff whether honorary or otherwise and upon such terms and conditions and at such reasonable remuneration as the Trustees shall think fit and from time to time remove and to replace any person so appointed and to obtain and pay for professional and other advice and services.
- o. To own maintain preserve manage control operate improve and develop any lands or other assets for the time being vested in them for any of the purposes for which the Trust is established in such manner as the Trustees shall think fit.
- p. To expend money in any manner which in the opinion of the Trustees may be desirable for carrying out the purpose for which the Trust is established, and for the insuring of any building or other structures situated on any land or tenure thereof or plant or equipment vested in the Trustees being destroyed or damaged by fire or earthquake or otherwise the Trust may

rebuild or repair or not at it my determine and in the event of the insurance money arising from any policy of insurance proving in the opinion of the Trustees may employ any other funds vested in the Trustees towards a satisfactory repairing or rebuilding any such building or other structures or plant or equipment.

- q. To provide any services or facility which the Trustees shall think fit for the purpose of either directly or indirectly assisting the Trustees in promoting the objects.
- r. To sell any real or personal property belonging to the Trust upon such terms as the Trustees thinks fit whether as to the giving of credit or taking securities or otherwise.
- s. To purchase or otherwise acquire or take on lease or bailment any real or personal property upon such terms as the trustees think fit.
- t. To let lease or hire out upon such terms as the Trustees think fit any property which for the time being may be vested in the Trustees and not immediately required for any of the Trusts purposes.
- u. To enter into any contracts or arrangements for the provision by any person or body or any services or facilities and whether by way of contract or employment or otherwise which the Trustees are authorised to provide.
- v. To borrow money on mortgage or otherwise upon such terms as the Trusties think fit and to give and accept guarantees of monetary and other obligations.
- w. From time to time prepare and publish advertisement pamphlets and other publications containing information and matters of interest relative to the Trust with a view to promoting its objects.
- x. To take and act upon the opinion of any barristers of the High Court of New Zealand of at least seven years standing in relation to the interpretation of the Act, these Rules or the Declaration of Trust or any other document or any statute or as to the administration of any of the trusts declared and authorised by the Act these Rules or the Declaration of the Trust without being liable to any person who may claim to be in any way beneficially or otherwise interested in respect of any act done in accordance with such opinion. Provided nevertheless that nothing in this provision shall prohibit the Trustees from applying to the High Court if it should think fit or prohibit any other person who may so claim to be beneficially interested from so doing
- y. To do all such other things as may not be contrary to law and not prohibit by these rules shall or may be necessary or desirable for the carrying out and performance of the objects or any of them.

6. Nothing expressed or implied herein shall permit the activities of the Trust to be carried on for the personal pecuniary profit of any individual.
7. a. Any Trustee shall not be liable to determine or materially influence in any way whatsoever any income, benefit or advantage that such person may receive as a result of such person's employment by the Trust. Such person shall not participate in any deliberation and proceedings by which such income benefit or advantage is being determined.  
  
b. Any Trustee who is or may be in any other capacity whatever interested or concerned directly or indirectly in any property or undertaking in which the Trust is or may be in any way concerned or involved shall disclose the nature and extent of his interest to the other Trustees and shall not take any part whatever in any deliberation of the Trust concerning any matter in which he is or may be interested other than as a Trustee of the Trust.
8. A meeting of the Trustees may be held at any time or place but it shall not be necessary for the Trustees to act unanimously but all their powers and all discretions vested in the Trustee to act unanimously but all their powers and all discretions vested in the Trustees may be exercised by the majority of those who are present and vote at any meeting **PROVIDED THAT** Three Trustees at least shall form a quorum.
9. Minutes of all the proceedings of all meetings of the Trustees shall be recorded in a book to be kept for the purpose by the secretary and shall be signed by the Chairman of the meeting or of the meeting at which the minutes are being read and confirmed and every such minute purporting to be so signed shall be a prima facie evidence of the facts therein stated
10. The Trustees shall keep an account or accounts at such Bank or Banks as they shall from time to time determine and the cheques shall be drawn signed and endorsed by such person or persons as the Trustees shall from time to time direct.
11. The trustees shall cause true accounts to be kept in such am manner as they think fit of all their receipts credits payments and liabilities and all other matters necessary for showing the true state and condition of their trust.
12. It shall be lawful for the Trustees by unanimous resolution to revoke or vary or add to any of the provisions of these presents so long as such revocation variation or addition is not inconsistent with the general scope of these presents.
13. The Trustees may from time to time appoint a secretary to the trust to hold office during the pleasure of the Trustees
14. The Trustees if and when the Trustees become incorporated shall provide a Common Seal of the Trust which shall always be deposited with the Secretary of the Trustees

for the time being and which shall be affixed by the authority of the Trustees previously given at a meeting of the Trustees of any document requiring execution by the Trustees. Every such affixing shall be performed in the presence of and accompanied by the signatures of two Trustees and shall be sufficient evidence of the authority to affix such Seal and no person dealing with the Trustees shall be bound or concerned to see or enquire as to the authority under which any document is sealed and in whose presence.

**IN WITNESS WHEREOF** These presents have been executed the day and year first herein before written.

**SIGNED** by **THE ROTARY CLUB OF THE WARKWORTH District Incorporated** as Settlor in the presence of:

Signe under the seal; The president two directors and the Secretary.

The three Trustees

Witnessed by the solicitor and a company Secretary of Takapuna.

Incorporation Certificate issued 6<sup>th</sup> July 1997 # AK/847736