

IN THE MATTER

of "The Charitable
Trusts Act, 1957"

AND

IN THE MATTER

of WAIKATO CITY
ASSEMBLY OF GOD
TRUST BOARD

**DECLARATION OF TRUST AND RULES OF
THE WAIKATO CITY ASSEMBLY OF GOD
TRUST BOARD**

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**DECLARATION OF TRUST AND RULES OF THE WAIKATO CITY
ASSEMBLY OF GOD TRUST BOARD TO BE INCORPORATED BY
MEMORIAL UNDER THE PROVISIONS OF THE CHARITABLE TRUSTS ACT
1957**

NAME

1. The name of the Board shall be "Waikato City Assembly of God Trust Board" (hereinafter called "the Board").

REGISTERED OFFICE

2. The registered office of the Board shall be at 34 East Street, Hamilton or at such other place as the Board shall from time to time determine.

OBJECTS

3. The objects of the Board (which shall at all times be exclusively charitable) shall be:
 - (a) To act as trustee for and on behalf of an Assembly of God established as Assembly of God Trust Board (hereinafter called "the Assembly") in accordance with the constitution of the "Assemblies of God in New Zealand (incorporated)" (hereinafter called "the Church")
 - (b) To hold all trust property for the purpose of promoting the word of God and engage in, and carry on, educational and charitable works by the Assembly in accordance with the constitution of the Church and the fundamental truths approved from time to time by the General Council of the Church and all amendments, modifications or alterations hereto and to do all such things as are incidental or conducive to the attainment or furtherance of this or any of the objects hereinafter set forth.

- (c) To acquire, purchase, exchange, hold, manage, own, lease, rent, sell, convey, mortgage, encumber, charge, guarantee, dispose of and deal with in any legal manner whatsoever any real or personal property to aid and further the work of the Church in the community.
- (d) To accept by transfer, conveyance, gift, demise, bequest or otherwise from any person or persons, trustee or trustees, board, company, council or other corporation or the Church any real or personal property whether subject to any existing trusts or encumbrances or not.
- (e) To undertake the trusteeship of any charitable trust, including any trust for the advancement of religion or the advancement of education, in any way concerning the said Assembly.

MEMBERS OF BOARD

- 4. The elected members of the Board shall consist of not less than three members of the Assembly elected by general meeting of the members of the Assembly. The first trustees shall be:
 - a) Raymond John Moxham.
 - b) David Howard Fawcet.
 - c) Paul Leonard Goslett.

who have consented to act as Trustees, and declare by these presents to uphold the Trusts recorded herein. These persons so mentioned shall take office upon the incorporation of the Board and shall remain in office until resignation, retirement or removal by resolution of a general meeting of the members of the Assembly. All vacancies shall be filled by resolution of a general meeting of the members of the Assembly. The Pastor for the time being of the Assembly shall be an ex officio member of the Board.

POWERS OF BOARD

5. For the purpose of carrying out the objects of the Board or any of them or for the purpose of improving any property held by the Board or any property held for Assembly purposes or any property held for Assembly purposes the Board shall have the following powers:
 - (a) To administer the real and personal property in its control or disposition in such manner as the Board thinks fit.
 - (b) To purchase, take on lease or in exchange rent or acquire, mortgage, encumber, guarantee or to charge, lease or let and sell, exchange, transfer, convey or dispose of any real or personal property whatsoever.
 - (c) To open and operate on any account or accounts in such bank or banks or savings bank or savings banks as the Board shall by resolution determine in the name of the Board, any such account to be operated on by any two members of the Board.
 - (d) To invest or otherwise deal with the funds accruing from such property as the Board shall hold in trust according to the trusts affecting the same.
 - (e) To negotiate and enter into all such agreements, arrangements and contracts as may be necessary to erect, improve, maintain, repair, renovate or alter any building structure or erection or for the financing thereof as the Board may deem advisable for the attainment of its objects.

PROVIDED THAT the application of any funds received by the Board by way of gift, bequest, donation or otherwise from any person or persons, trustee or trustees, board, company, council or other corporation or the Church which comes within the jurisdiction of section KC5 or section DJ4 of the Income Tax Act 1994 shall be limited wholly or principally to purposes within New Zealand.

LIMITATION OF POWERS

6. Notwithstanding anything to the contrary herein contained or implied should either the General Council of the Church at any time by resolution

passed by a majority of not less than two-thirds of those present and voting at a General Council or the Executive Presbytery of the Church by resolution passed by a majority of not less than two-thirds of those present and voting determine that the said Assembly has infringed or failed to comply with the provisions of these presents or of the constitution of the Church or the fundamental truths approved by the General Council as aforesaid or any of them or has ceased to function as a church body, the Board shall forthwith assign, transfer, convey or otherwise dispose of all real and personal property under its control or disposition at the date of such resolution to the Church or its nominee or otherwise as it shall direct **PROVIDED HOWEVER** that should a majority of the trustees of the Board give notice in writing to the Executive Presbytery within one calendar month of receipt of the determination of the Executive Presbytery that they disagree with such determination of the assets of the Trust Board shall be deemed to be held in trust for the Church until the General Council shall either ratify, modify or reverse such determination.

OFFICERS OF THE BOARD

7. The Board may appoint its own secretary and treasurer and such officers as it may require. Whether any such appointments are made or not the Board shall keep proper records of all its proceedings and transactions and shall at least once during every financial year of the Assembly submit a properly audited statement of accounts approved by the Board to the general meeting of the members of the Assembly.

MEETINGS

8. Meetings of the Board may be held at any time, after at least seven days notice. Two-thirds of the members of the Board for the time being shall constitute a quorum. The Pastor of the Assembly, if present and willing to act, shall be chairperson of all meetings of the Board but should he be absent or unwilling to act the members present may elect a chairperson but no chairperson shall have a casting vote. Each member of the Board shall have one vote.

BY-LAWS OF THE BOARD

9. The Board may by resolution enact by-laws for the government and control of its affairs not inconsistent with these presents or the constitution of the Church or any statute regulations or rule by-law governing or concerning Trust Boards.

COMMON SEAL

10. The Board shall have a Common Seal to be kept in safe custody by such person as the Board shall by resolution direct and such seal shall be affixed to every deed, contract or document requiring execution by the Board pursuant to a resolution of the Board and in the presence of not less than three members of the Board.

ALTERATION OF RULES

11. These rules shall not be amended, added to or altered in any way except by resolution of the Board passed at a properly constituted meeting by the votes in favour of not less than two-thirds of the members of the Board present and voting, and confirmed either by a resolution of the General Council of Assemblies of God in New Zealand (incorporated) passed at a General Council meeting by the votes in favour of not less than two-thirds of the members of the General Council present and voting or by a resolution of the Executive Presbytery by the votes in favour of not less than two-thirds of the members of the Executive Presbytery present and voting **PROVIDED THAT** no such alteration shall be permitted which in any way alters the exclusively charitable nature of the trust.

PERSONAL PECUNIARY BENEFIT

12. No member of the Board or any person associated with the Board shall be entitled to receive any benefit, advantage or income from the Board.

12.1 Interested Trustee

- (a) Any trustee who is or may be in any other capacity whatsoever 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 that trustee's interest to the other trustees and shall not take any part whatsoever in any deliberations of the trustees concerning any matter in which that trustee is or may be interested other than as a trustee of the trust.

Restrictions on benefits to and influenced by interested persons

- (b) Recipients not to influence benefits:
Notwithstanding anything contained or implied in this deed, any person who is:
- (i) A trustee of the trust;
 - (ii) A shareholder or director of any company carrying on any business of the trust;
 - (iii) A settlor or trustee of any trust which is a shareholder of any company carrying on any business of the trust;
 - (iv) An associated person (as defined by the Income Tax Act 1976) of any such settlor, trustee, shareholder or director;

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way the determination of the nature or amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

12.2 **No private pecuniary profit for any individual, and exceptions**

No private pecuniary profit shall be made by any person from the trust, except that:

- (i) Any trustee may receive full reimbursement for all expenses reasonably and properly incurred by that trustee in connection with the affairs of the trust.
- (ii) The trust may pay reasonable and proper remuneration to any officer or servant of the trust (whether a trustee or not) in return for services actually rendered to the trust.
- (iii) Any trustee may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that trustee or by any firm or entity of which that trustee is a member, employee or associate in connection with the affairs of the trust.
- (iv) Any trustee may retain any remuneration properly payable to that trustee by any company or undertaking with which the trust may be in any way concerned or involved for which that trustee has acted in any capacity whatsoever, notwithstanding that trustee's connection with that company or undertaking is in any way attributable to that trustee's connection with the trust.

12.3 **Trustees to comply with restriction**

The trustees, in determining all reimbursements, remuneration and charges payable in terms of this clause shall ensure that the restrictions by the following clause is strictly observed.

12.4 **Professional account and influence**

A person, in the course of, and as part of the carrying on of his or her business of a professional public practice shall not, by reason only of his or her rendering professional services to the trust or to any company by which any business of the trust is carried on, be in breach of the terms of this clause.

