

DATED - 12 DECEMBER 2018

TAUPO RSA TRUST BOARD

DEED OF TRUST

1. INTERPRETATION

- a. The term “trust fund” shall include the said capital sum and other real and personal property from time to time belonging to or vested in or under the control or management of the Trustees or which shall be vested in them and including the capital and the income thereof and sums of money and property from time to time paid or transferred or donated to the Trustees for the purposes hereof.
- b. The term “Returned Servicemen” and “Ex-Servicemen” where used herein shall have the same meaning as is set forth in respect of those terms in the rules of the Royal New Zealand Returned Services Association Incorporated.
- c. The singular shall include the plural.
- d. The masculine shall include the feminine.
- e. The trust hereby created may be called and referred to as “The Taupo RSA Trust” and referred in this Deed and its SOPs as the Trust.
- f. Any requirement of “notification” shall be either by Post or Electronic Message as determined by the sender. If an Electronic Message is used, the receiver must be known, by the sender, to have the ability to receive the message.
- g. The Founder is the Taupo Returned Service Association Incorporated.

2. PURPOSES

The purposes of the trust fund shall be as follows:

- a. To assist indigent, aged, sick or infirm Returned Servicemen and Ex Servicemen and their wives, widows and dependants.
- b. To assist aged or infirm or disabled indigent persons in special circumstances.
- c. To assist any public charity or any organisation dispensing charity or relieving or caring for the aged or sick or infirm in special circumstances.
- d. To contribute to the benefit of NZ military cadet units.
- e. To contribute to any medical research fund or to any school fund or to the education of any person or persons.
- f. Any other charitable purpose as defined in Section 61(A) of the Charitable Trusts Act 1997 or in any statutory modification thereof in special circumstances

3. STANDING OPERATING PROCEDURES

The Trustees may produce subordinate rules, known as Standing Operating Procedures (SOPs) to manage the day to day operation of the Trust. The SOP is an absolute authority under this Deed.

- a. The SOPs can't alter the general scope of or conflict with, this Deed.
- b. The SOPs are to be approved by a resolution at an Ordinary Meeting of the Trust and carried by a minimum of five Trustees.
- c. The SOPs are to be numbered sequentially with an identifier of time it was promulgated.
- d. The SOPs are to be managed by the Secretary and distributed to members of the Founder, through the Founder.

4. CAPITAL AND INCOME

The Trustees may pay or apply the whole or any part of the trust fund including both the capital and the income thereof in or towards any one or more of the purposes herein expressed as they may in their absolute discretion decide and they may accumulate any income until the same can in their opinion be usefully applied for any one or more of such objects.

5. SPECIAL TRUSTS

When property real or personal is accepted by the Trustees upon special trusts declared by the donor thereof all the owners and provisions of these presents shall be deemed to be incorporated in the instrument declaring the special trusts except in so far as the same shall be expressly excluded or modified by or be inconsistent with the special trusts.

6. POPPY FUND

There shall be a Special / Implied Trust, known as the Taupo RSA Poppy Fund (The Poppy Fund), incorporated into and managed by the Taupo RSA Trust Board. The Poppy Fund will receive public donations, collected as part of the annual NZ Poppy Day Appeal, as well as ad-hoc donations throughout the year. The management and use of the Poppy Funds will be consistent with the RNZRSA Manual.

- a. The Poppy Fund shall be used to directly assist all eligible Returned and Service personnel and their dependants who are in necessitous circumstances and who reside within the Taupo District.
- b. The Poppy Fund shall form part of the financial reports of the Taupo RSA Trust Board; but, shall be administered in separate, exclusive and transparent financial accounts.

- c. The Poppy Fund shall be audited and reported on as part of the Taupo RSA Trust Boards financial reports.
7. The Trustees may invest the trust fund or any part thereof (with full power to the trustees from time to time to vary investments and to substitute and replace the same with others of a different or like nature) in manner following that is to say: -
 - a. Upon such investments as may from time to time be permitted to Trustees by the law for the time being in force in New Zealand relating to the investment of trust funds and in contributory mortgages whether through a Solicitors Nominee Company of otherwise howsoever.
 - b. In the purchase of freehold or leasehold property or personal property of all descriptions in New Zealand.
 - c. In or towards the erection or acquisition of flats or other buildings or the construction or additions or modifications of or to buildings.
 - d. In shares or debentures in any company or companies public or private or on deposit with or through any person, firm or company or companies or bank.
 - e. The Trustees shall have full power at their absolute discretion to sell any part or parts of the assets for the time being comprising the trust fund and to invest the proceeds of such sale or any accumulated income in such investments as are hereby authorised and in such manner as they may from time to time determine without being responsible for any loss resulting therefrom.

8. POWERS OF TRUSTEES

The Trustees shall (subject to the provisions hereof) have the following general powers, that is to say:

- a. To sell exchange partition invest mortgage or otherwise dispose of or deal with any real or personal property or any interest therein as fully and effectively as if they were the absolute owners thereof.
- b. To borrow money on the security of any property real or personal or any part thereof or without security upon such terms or conditions as to the Trustees shall deem proper.
- c. To pay all expenses and outgoings incurred in relation to the trusts from time to time reposed in them.
- d. By all lawful means to acquire and receive real and personal property and apply the same for all or any of the general purposes set out in Clause 2 hereof.

- e. To let any property for such term or terms at such rent and with or without taking a fine or premium and subject to such conditions as to the Trustees shall appear desirable.
- f. To accept surrenders of leases upon such terms and subject to such conditions as to the Trustees shall appear desirable.
- g. To appoint or remove or suspend and to pay or remunerate offices clerks or servants for services rendered by them as the Trustees may from time to time deem appropriate and to determine the duties and powers and fix the salaries or remuneration of any person employed by the Trustees.
- h. To repair and maintain or otherwise improve and to insure against loss or damage by fire or otherwise real and personal property held by the Trustees including power to insure for replacement and to discharge out of income or capital all outgoings properly payable in respect of any trust property.
- i. To seek incorporation in accordance with the provisions of the Charitable Trusts Act 1957.
- j. To do all such other lawful acts and things as are incidental to or conducive to the attainment of the general purposes of the trusts hereby created.

The Trustees shall (subject to the provisions hereof) have the following specific powers, that is to say:

- k. That assistance may be granted hereunder from time to time by way of grant of money or gifts of goods or chattels or other assets.
- l. That the Trustees may from time to time assist any person or institution or society by way of a loan of money secured or unsecured upon such terms as the Trustees shall decide.
- m. That the Trustees may in special circumstances contribute to the funeral expenses of any indigent Returned Serviceman or Ex-Serviceman.

9. MEETINGS

The Trust shall conduct Ordinary Meetings, for the day to day Management and operation of the Trust and Special Meetings, for the appointment of Trustees.

Ordinary Meetings

- a. The Trustees shall hold Ordinary Meetings at least bi-monthly at such place as may from time to time be determined.

- b. Notice in writing of each meeting shall be notified to each Trustee at least seven days before the meeting by the Secretary or some other person appointed by the Trustees in that behalf.
- c. The Trustees shall at their first meeting in each financial year elect one of their number to be Chairman of the meeting for such year and they shall appoint an Acting Chairman for filling his place in case of his death, resignation or absence. The chairman shall always be eligible for re-election.
- d. There shall be a quorum when a majority of the Trustees are present at a meeting. Every question at a meeting shall be determined by the majority of the trustees present and voting on the question and in the case of equality of votes the Chairman shall have a second or casting vote.
- e. If at the time appointed for a meeting a sufficient number of Trustees to form a quorum are not present or if at any meeting the business is not completed the Trustees present may adjourn the meeting to a day and time of which if the meeting is adjourned for more than two days, notice shall forthwith be delivered or sent by post to each Trustee.
- f. A minute book shall be provided and kept by the Trustees and minutes of all proceedings of the Trustees shall be entered in such minute book

Special Meetings

- g. The Trustees shall hold Special Meetings solely to appoint Trustees at an as required date.
- h. The meeting is to consist of no more than seven Trustees and no more than seven financial returned and service members of the Founder.
- i. A quorum for a meeting is four Trustees.
- j. The Chairman for a meeting is the Chairman of the Trust, or a person appointed by the Trustees in the Chairman's absence.
- k. The meeting is to be conducted by the Chairman in accordance with standard meeting practices.
- l. Resolutions of the meeting are to be determined by a simple majority, the Chairman has a casting vote in the case of a tied resolution.
- m. Special Meetings and the appointment of Trustees are to be managed in accordance with the appropriate Standing Operating Procedures.

10. ACCOUNTS

The Trustees shall keep an account or accounts at such bank or banks (including a savings bank or banks) as they shall from time to time determine and cheques and withdrawals and authorities shall be drawn signed or endorsed as the case may be by such person or persons (including in all instances at least one Trustee) as the Trustees shall from time to time in writing direct.

11. AUDIT

The Trustees shall cause true accounts to be kept in such 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 the trust and such accounts shall be audited at least once in each year by a chartered accountant appointed in that behalf by the Trustees.

12. REVOCAION OR ADDITION

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 or variation or addition is not inconsistent with the general scope of these presents.

13. SECRETARY

The Trustees may from time to time appoint a secretary for such term as the Trustees consider appropriate and may pay to such secretary such sum by way of remuneration or reimbursement for expenses incurred.

14. TRUSTEES

There shall, ordinarily, be seven Trustees of the Taupo RSA Trust Board to govern and manage the Trust's affairs.

- a. The Trustees shall hold office at the pleasure of the founder for a period of not greater than three years at which time they shall retire and new Trustees be appointed provided that nothing in this clause shall prohibit a Trustee from being reappointed pursuant to sub-clause 14(b).
- b. Trustees shall be appointed by an ordinary resolution passed at a special meeting of the Trustees (including Trustees to whom the provisions of clause 14(a) apply and who have tendered their resignation accordingly) and no more than seven current financial Returned or Service members of the Founder.
- c. The procedures and requirements for the appointment of a Trustee are detail in Standing Operating Procedures.
- d. Where a Special Meeting has been notified and nominations called; if no nominations have been received by the specified date in the Standing Operating Procedures then the Trustees may, in their absolute discretion, appoint a Trustee,

pro-tem, for a period of one year or until the next Special Meeting, whichever is sooner.

- e. Notwithstanding the provisions of sub-clause 14(a), any Trustee who is bankrupt, convicted of any offence punishable by imprisonment, or who is found upon due enquiry to have breached any of the rules of the Taupo Returned Services Association Incorporated may forthwith be summarily removed from office as a Trustee by resolution of the Committee of the Taupo Returned Services Association Incorporated as founder.
- f. For the purposes of Clause 14(a) the date of retirement of each existing Trustee shall be calculated from the date of their appointment provide that if the date of appointment is more than three years before the date of this Deed then it shall be deemed to be the most recent triennial anniversary of that date.
- g. The total number of Trustees shall not at any time exceed seven (7), nor be less than four (4).
- h. A Trustee must be a current financial Returned or Service member of the Founder or someone who has provided significant service in the Armed Forces of New Zealand or to the Taupo Returned Services Association Inc and who has been unanimously nominated by the Taupo RSA Trust Board Inc

15. WINDING UP

In the event of this trust being wound up then the balance of the trust fund shall be given or transferred to one or more charitable institutions or societies having objects similar to those of this trust as shall be determined by a majority of the members of the founder present in person at the general meeting of the founder, and in default thereof to such institution or institutions or society or societies as a judge of the high court of New Zealand shall determine, and such determination shall be final provided that in no circumstances shall any part of the trust fund be transferred to the founder, or distributed among the members of the founder.