

**The Boys' Brigade**

**Northern Regional Trust**

**Dated: 13 December 1989**



**SEP RUL**

# THE BOYS' BRIGADE NORTHERN REGIONAL TRUST

KNOW ALL PERSONS BY THESE PRESENTS that we

BRUCE GORDON HARRIS	Accountant
ROBERT BAIRD	Company Manager
SELWYN DAVID BEESTON	Clerk
BEVAN HOWARD BROWN	Registered Surveyor
IAN RUSSELL COOMBRIDGE	Accountant
WARREN ARNOLD HIGHT	Accountant

all of Auckland (hereinafter called "the Trustees", which term shall include the trustees for the time being hereof, whether original, additional or substituted) are the holders of the sum of TEN DOLLARS (\$10) upon certain trusts and subject to certain conditions.

AND WHEREAS it is desired to set forth and define the said trusts and purposes and to declare the conditions governing the management of the Trust property;

AND WHEREAS on 23 June 1983, the AUCKLAND BOYS' BRIGADE TRUST was incorporated as a Trust Board ("the Board") under the provisions of the Charitable Trusts Act 1957;

AND WHEREAS by a resolution of the Trustees dated the 13th day of December 1989, and by a decision of a two thirds majority of the persons specified in clause 20 of the Deed of Trust dated 20 June 1983 given at four meetings of the Auckland Battalions held on the

16th day of August 1989	(North Shore Battalion)
14th day of June 1989	(Central Auckland Battalion)
21st day of November 1989	(West Auckland Battalion)
6th day of August 1989	(Manukau Battalion)

it was agreed and resolved that the Deed of Trust dated 20 June 1983 (as amended) be replaced by the provisions of this Deed and that the name of the AUCKLAND BOYS' BRIGADE TRUST be changed to THE BOYS' BRIGADE - NORTHERN REGIONAL TRUST.

NOW THESE PRESENTS WITNESS and the Trustees do, and each of them doth hereby acknowledge and declare :

- (a) THE Trustees shall hold and stand possessed of the said sum of TEN DOLLARS (\$10.00) together with all property both real and personal which may at any time be vested in the Trust (all such property being hereinafter collectively referred to as "the Trust property") upon trust to apply the same for the purposes and in the manner hereinafter contained.
- (b) The provisions of this Deed shall replace those of the Deed dated 20 June 1983 (as amended) and that notice shall be given to the Registrar of Charitable Trusts that the name of THE AUCKLAND BOYS' BRIGADE TRUST is to be changed to THE BOYS' BRIGADE - NORTHERN REGIONAL TRUST

## OBJECTS

2. The objects for which the Trust is established are as follows:

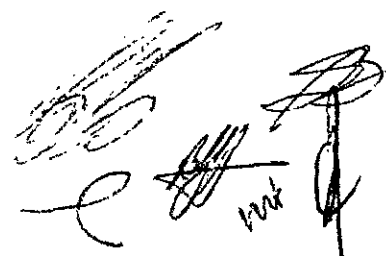
a. To further the objects of The Boys' Brigade in New Zealand Inc (hereinafter referred to as the Brigade) NAMELY "The advancement of Christ's Kingdom among Boys and the promotion of habits of Obedience, Reverence, Discipline, Self Respect and all that tends toward a true Christian Mzaliiness" and in particular but without in any way limiting the generality of the foregoing to further the ongoing work of the Brigade in the Northern Region under the direction and jurisdiction of the Northern Regional Executive of the Brigade and in particular:

- (i) To provide all financial and property management services as required by the Northern Regional Executive including the soliciting for and the raising of further funds at the discretion of the Trustees.
- (ii) To contribute towards the capital and operating costs of the Development and Outreach work of the Brigade in the Northern Region.
- (iii) To contribute towards the capital and operating costs of the Training Programmes of the Brigade in the Northern Region.
- (iv) To make at their discretion, grants or other forms of financial assistance to any Battalion, Company or other recognised unit of The Boys' Brigade Movement, upon application being made for purposes which, in the opinion of the Trustees, will further, or be conducive to the furthering, or attainment of any of the aforesaid objects.
- (v) To make at their discretion, grants or other forms of financial assistance, to any other youth or educational organization in New Zealand having as its object the extension/development of youth work, or the training/development of young people or leaders of young people in New Zealand under conditions that provision be made in the programme of such organization for the participation of members of the Brigade.

b. To hold, administer, maintain, and deal with all assets both real and personal which may be vested in it on behalf of the Boys' Brigade Movement in the Northern Region, including at the time of execution of these presents, The Michael Stead Memorial Lodge at Kauaeranga Valley, and Stedfast Park at Piha.

c. The aforesaid objects may only be exercised within New Zealand. The term "The Boys' Brigade Movement", where it appears in these presents, shall mean the youth organization founded in Glasgow, Scotland, by Sir William Alexander Smith on 4 October 1883, and operating in New Zealand under the general auspices and jurisdiction of the society known as "The Boys' Brigade in New Zealand Incorporated" at the time of execution of these presents.

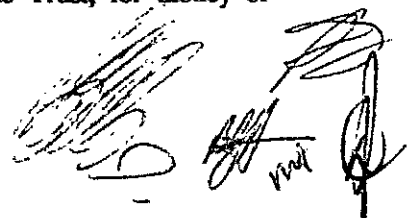
The terms "Northern Region", "Battalions" and "Companies" where they appear in these presents shall be as defined in the Regulations of The Boys' Brigade in New Zealand, current from time to time.



**POWERS**

3. THE Trustees, for the carrying out of the objects and purposes aforesaid, under the authority of the Northern Regional Executive, shall have full power and discretion:

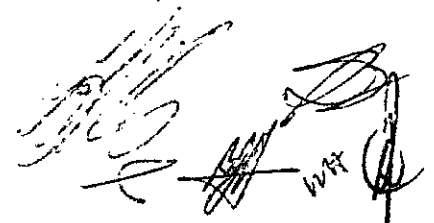
- a. To purchase, take on lease, or in exchange, hire or otherwise acquire lands, buildings and any real and personal estate or other property or any interest in the same;
- b. To improve, manage, work, develop and maintain, or sell, lease, let, under-let, exchange, surrender, borrow money on mortgage, charge, dispose of, or otherwise deal with, and turn to account all or any of the property (real or personal) for the time being of the Trust, or in which the Trust has an interest, to lend, invest or deposit money on mortgage or any security, and to erect, construct, alter and maintain any buildings or chattels;
- c. To exercise all the powers conferred on Trustees by the Trustee Act 1956 and any amendment or re-enactment thereof.
- d. To keep on deposit at any bank, or to invest in any securities authorized by law for trusts, hereby created and not immediately required for the purposes of the Trust, or for the purpose of forming a sinking fund or otherwise, as a provision for the repayment of any mortgage, or for the rebuilding, enlargement, or addition to the buildings, and property, from time to time, and to vary such investments, and all income from such deposits or investments thereof, shall be applied either as payment of interest on any mortgage, or generally for the purposes of the Trust.
- e. To apply the profits and other income (if any) of the Trust whencesoever derived, and all property and assets of the Trust solely in promoting the objects of the Trust as set forth in these presents, and no portion thereof shall be paid, or transferred directly or indirectly by way of dividend, or bonns, or otherwise howsoever, by way of profit to the Trustees, or any of them, PROVIDED HOWEVER, that nothing herein contained, shall prevent the payment in good faith, of remuneration to any agents or servants of the Trust, or other persons, in return for any services actually rendered to the Trust.
- f. To delegate any of their powers to committees consisting of such persons, (who may comprise or include all or any of the Trustees), as the Trustees shall think fit, for the purpose of the administration of the trusts hereby declared;
- g. To receive and take any gift of money or property, for any of the purposes and objects of the trusts herein declared, whether subject to any special trust or not, but so that the Trustees may nevertheless decline to accept any gift or donation at their discretion, or to take over any property which has annexed to it any condition or obligation not approved by the Trustees.
- h. The receipt of the Trust for any money payable upon any sale, exchange, or mortgage, or for any rent reserved upon any lease, or agreed to be paid in respect of any tenancy or otherwise received by the Trust, shall be a sufficient discharge for the same to any purchaser, mortgagee, lessee, tenant or other person dealing with the Trust, for money or



moneys worth, and such purchaser, mortgagee, lessee, tenant, or other person shall not be bound or concerned to see to the application of the said money or rent, or to see whether any resolution has been passed authorizing the Trust to so act.

4. It is declared that the Trustees shall have the following additional powers and authorities to be read with, and so far as they do not restrict, or alter the same, to be deemed to be supplemental or additional to the powers, for the time being vested in a Trustee by law, namely:

- a. To lease, let, or bail, any real or personal property, for such period, and on such other terms as the Trustees shall think fit, with power to grant an option, or a covenant for purchase by a Lessee.
- b. To borrow money on the security of the Trust property, or any part thereof, upon such terms and conditions as the Trustees shall in their discretion think fit, and to execute any mortgage or charge to secure monies so borrowed.
- c. To acquire by purchase, gift, or otherwise, any policy of life insurance on the life of any person ( whether or not the Trustees shall have an insurable interest in that life), and to pay out of the capital or income of the Trust Fund (as the Trustees decide), all premiums and other moneys necessary to keep in force any such policy or any substituted policy, and to do and execute any acts, things, and instruments, in relation to any such policy, or the surrender thereof.
- d. To allow any real or personal property of any nature coming into the hands of the Trustees to remain in its existing form, for so long as they shall think fit and during such postponement of conversion, to pay out of the Trust, any outlay in respect of such property, as the Trustees may consider desirable.
- e. Generally to maintain, manage, improve, develop, repair, modify, and add to any real or personal property, for the time being comprised in the Trust property, in all respects, as if the Trustees were the absolute owners thereof.
- f. To employ and discharge such managers, servants, agents, overseer, employees, valuers, solicitors, accountants, and other persons as the Trustees may think fit, subject to the terms of any written contract existing between the Trust and such persons, and to pay such fees, salary, wages or other remuneration, and in every case as the Trustees may deem expedient, AND any Trustee, being a person engaged in any business or profession, may be so employed to act, and shall be entitled to charge and receive all usual professional and other charges for work done in connection with the trusts thereof, including acts which the Trustees could have done personally.
- g. It is declared that so long as the trust fund, or any part thereof, is invested in any shares in companies, the Trustees or any of them, so long as the trust fund, or any part thereof is vested in them, shall be at liberty to act as Director or Secretary, or be otherwise employed by any such companies, and either alone, or in conjunction with others, without being accountable for any remuneration payable to them, or to him as such.



## CONSTITUTION OF THE BOARD

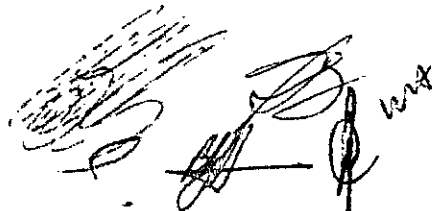
- 5a. The number of Trustees shall be determined by the Northern Regional Executive from time to time but shall be no less than six (6).
- b. The Trustees shall be appointed by the Northern Regional Executive for a period of two years, but shall be eligible for re-appointment. Terms of appointment shall take effect from the 1st April in each year following the appointment or at such other time as the Northern Regional Executive may decide.
- c. A Trustee may resign from office at any time by giving one (1) month's notice in writing to the secretary of the Trust. The Northern Regional Executive may appoint a new Trustee, who shall hold office for the unexpired portion of the term of office of the Trustee who has resigned.
- d. NOTWITHSTANDING the provisions of sub-clause (b), the Northern Regional Executive shall have power to remove a Trustee from office, by resolution of a 70% majority of all of the members present at an Executive meeting.
- e. The office of Trustee shall be vacated if the Trustee becomes bankrupt or makes any arrangement or composition with his or her creditors generally or becomes of unsound mind, or becomes the subject of any order for his or her protection made pursuant to the Protection of Personal and Property Rights Act 1988.
- f. In the event of the Northern Regional Executive ceasing to exist or failing in its duties and responsibilities as determined in subclauses (a),(b),(c),and (d) above then these powers and responsibilities shall be vested in the Executive for the time being of The Boys' Brigade in New Zealand Inc.

## ADMINISTRATION OF THE TRUST

- 6a. THE Trustees shall be responsible for the management of the Trust's funds and shall manage the same so as to fulfill the objects for which the Trust has been established.
- b. The Trustees may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall, unless otherwise provided, be decided by a majority of votes. In case of an equality of votes, the Chair person shall have a second or casting vote. The Chair person may, and the Secretary, on the requisition of three Trustees shall, at any time summon a meeting of the Trustees by the giving of at least 7 days notice in writing to each of the Trustees. It shall not be necessary to give notice of a meeting of Trustees to any Trustees for the time being absent from New Zealand. The quorum necessary for the transaction of business of the Trustees shall be 50% of those holding office at the time of the meeting, but with a minimum of four Trustees.
- c. The Board shall prepare an Annual Report of its activities during the preceding year with an audited balance sheet and income and expenditure statement and shall present a copy of the same to the

Northern Regional Executive, and in addition make copies available for all Battalions and Companies in the Northern Region.

- d. The Board shall annually appoint a suitably qualified person as auditor, who is not a Trustee. The auditor shall audit the Trust's books of accounts and shall report whether the annual accounts and statement of income and expenditure of the Trust are true and correct. The auditor shall have access at all reasonable times to the books and accounts of the Trust.
- e. All meetings of the Board shall be open to any officer or reserve officer of The Boys' Brigade Movement, provided that any such person shall not be entitled to take an active part in the proceedings of the Trust, but may speak with the permission of the Chair person. Notwithstanding anything in this clause, the Trustees may move a meeting of Trustees into committee for the purpose of discussing questions relating to employed staff, or to the employment of staff.
- f. At the first meeting of Trustees held after the annual appointment of Trustees, or at the first meeting of Trustees held after 1 April in any year during which no Trustees are due for appointment the Trustees shall elect a Chair person and appoint a Secretary and a Treasurer of the Trust, who need not necessarily be Trustees, and who may be the same person, if the Trustees so resolve.
- g. A resolution in writing signed by all Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees duly convened. Any such resolution may consist of several documents in like form each signed by one or more Trustees.
- h. All proceedings of the Board and committees of the Board shall be recorded in the form of minutes entered into proper Minute Books.
- 7.a A banking account or accounts for the purposes of the Trust shall be opened and kept with a bank or banks to be selected by the Trustees.
- b. All cheques or orders for the payment of monies by the Trust shall be signed by two persons approved for the purpose by the Trustees.
- c. The Trustees shall cause proper books of account to be maintained in which shall be kept full, true and complete accounts of the affairs and transactions of the Trust.
- d. The books of account shall be kept at the Trust's office or at such other place or places as the Board thinks fit, and shall be open for inspection at all reasonable times by any Trustee, or member of the Northern Regional Executive.
- e. The Board shall provide and keep in custody a Common Seal which shall be used only by authority of the Board or of a committee thereof authorized by the Board in that behalf and every instrument to which the Common Seal is affixed shall be signed by two Trustees.



**LIABILITY OF THE TRUSTEES**

8. THE Trustees shall not be personally liable for losses incurred in the administration of the funds held by them, provided always that the Trustees have acted in good faith, and any such losses should be borne by the funds so administered. No Trustee shall be bound to take or be liable for failure to take any proceedings against a co-Trustee for any breach or alleged breach of trust committed by such a Trustee.

**ALTERATION TO TRUST DEED**

9. THE provisions of this Deed or any of them, excepting this clause, (and clause 2, which may only be altered in accordance with clause 10) may be altered, added to, negatived, or otherwise modified in any way by Deed of Modification, executed pursuant to a resolution passed, first, by at least a 70% majority of all the Trustees, who shall for the time being hold office, and second, by a resolution passed by a 70% majority of the members of the Northern Regional Executive present at the meeting when the resolution is put. In both cases at least 14 days notice shall be given of the meeting and the notified agenda for the meeting shall include the text of any proposed changes.

**DISSOLUTION OF THE TRUST**

10. THE Trust shall not be dissolved and neither shall the general objects of the Trust, as declared in Clause 2 hereof, be altered except by the decision of a 70% majority of the members of the Northern Regional Executive present at a meeting of which at least 14 days notice has been given, and for which the notified agenda has included notice of such dissolution, or of the text of any proposed changes to the provisions of clause 2 hereof as the case may be. Upon dissolution of the Trust, the disposal of the assets of the Trust shall not be paid to or distributed amongst the members of the Trust but shall be given or transferred to some other Institution or Institutions within New Zealand having charitable objects similar to the charitable objects of this Trust which shall prohibit the distribution of its or their income and property amongst its or their members and which limits the distribution of its or their income and property to within New Zealand as shall be determined by the Executive of The Boys' Brigade in New Zealand (Inc) or in the event of that body having been dissolved, the matter shall be determined by a Judge of the High Court of New Zealand.

IN WITNESS WHEREOF these presents have been executed the  
13th day of December, One thousand nine hundred and eighty nine.  
Signed by

BRUCE GORDON HARRIS  
as Trustee in the presence of

*Robertson of Auckland  
Director*

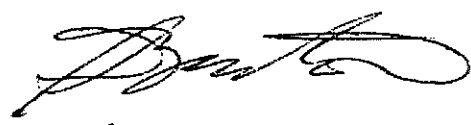
ROBERT BAIRD  
as Trustee in the presence of

*Robertson of Auckland  
Director*

*[Handwritten signatures and initials]*

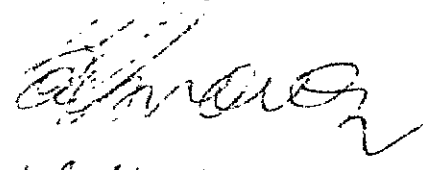


**SELWYN DAVID BEESTON**  
as Trustee in the presence of



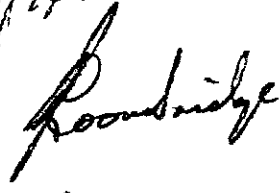
✓ *Robertson of Auckland*  
*Director*

**BEVAN HOWARD BROWN**  
as Trustee in the presence of



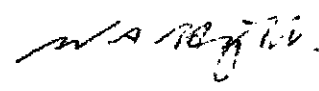
✓ *Robertson of Auckland*  
*Director*

**IAN RUSSELL COOMBRIDGE**  
as Trustee in the presence of

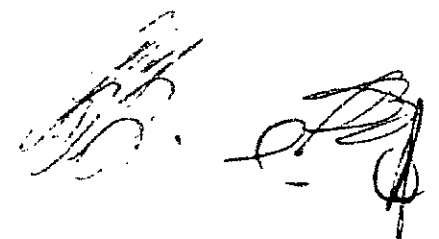


✓ *Robertson of Auckland*  
*Director*

**WARREN ARNOLD HIGHT**  
as Trustee in the presence of



✓ *Robertson of Auckland*  
*Director*



DATED

1992

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PARTIES

DAVID RAYMOND SIMPSON, IAN LESLIE BOGUE, GRAEME NEIL  
JOHANSEN, NOEL FRANCIS PACHOUD, BEVAN HOWARD BROWN,  
ROBERT BAIRD and SELWYN DAVID BEESTON

(the Trustees)

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DEED OF VARIATION OF TRUST DEED

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Gaze Burt  
Solicitors  
Auckland

920618.lra

THIS DEED made the 1st day of July 1992.

BETWEEN DAVID RAYMOND SIMPSON, Accountant, IAN LESLIE BOGUE, School Teacher, GRAEME NEIL JOHANS, Prison Officer, NOEL FRANCIS PACHOUD, Retired, BRYAN HOWARD BROWN, Registered Surveyor, ROBERT BAIRD, Company Manager and SELWYN DAVID BEESTON, Clerk, all of Auckland (hereinafter referred to as "the Trustees")

WHEREAS:

- A. The Trustees are trustees of THE BOYS' BRIGADE - NORTHERN REGIONAL TRUST a charitable trust duly incorporated under the Charitable Trusts Act 1957.
- B. The Trustees wish to record various amendments to the Deed of Trust dated the 13th day of December 1989 (hereinafter called "the Deed").

NOW THIS DEED WITNESSES that:

1. THE Deed is amended by adding the following proviso to clause 9:

"PROVIDED always that any alteration, addition to, negativeness or modification to the provisions of this Deed shall be valid if, and only if, it does not alter the exclusively charitable nature of the Trust."

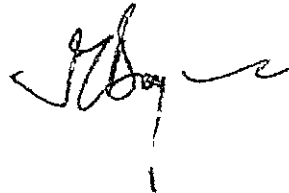
2. IN all other respects the terms of the Deed are hereby confirmed.

SIGNED by the said )  
DAVID RAYMOND SIMPSON ) *David Simpson*  
in the presence of: )

*Robertson of Auckland*  
*Director*

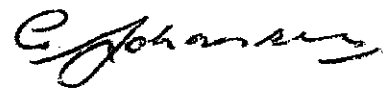
*[Handwritten signatures]*

SIGNED by the said )  
IAN LESLIE BOGUE )  
in the presence of: )



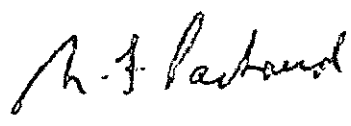
Robertson of Auckland  
DIRECTOR

SIGNED by the said )  
GRAEME NEIL JOHANSEN )  
in the presence of: )



Robertson of Auckland  
DIRECTOR

SIGNED by the said )  
NOEL FRANCIS PACHOUD )  
in the presence of: )



R. E. Williams Esq JP

SIGNED by the said )  
BEVAN HOWARD BROWN )  
in the presence of: )



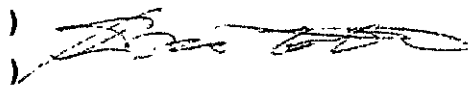
Robertson of Auckland  
DIRECTOR

SIGNED by the said )  
ROBERT BAIRD )  
in the presence of: )



Robertson of Auckland  
DIRECTOR

SIGNED by the said )  
SELWYN DAVID BRESTON )  
in the presence of: )



Robertson of Auckland  
DIRECTOR