

Constitution and Rules
of
The Oamaru Whitestone Civic Trust

INDEX

<u>RULES</u>	<u>Page</u>
1. Interpretation	1
2. Name	1
3. Office	1
4. Objects	2
5. Powers	3
6. Membership	4
7. Constitution of the Board of Trustees	5
8. Functions, Powers and Duties of the Board of Trustees (including power to appoint Committees)	7
9. Officers of the Board	7
10. General Meetings of Members	8
a. Annual General Meeting	8
b. Special General Meeting	9
c. Procedure for calling General Meetings	9
d. Representation and voting at General Meetings	9
e. Quorum at General Meetings	10
f. Procedure at General Meetings	10
11. Meetings of the Board	10
12. Proceedings at Meetings of the Board	11
13. Members' Interests	11
14. Regulations	12
15. Accounts	12
16. Application of Funds and Property	13
17. Common Seal	13
18. Dissolution and Disposal of Funds	14
19. Alteration to Rules	14
20. Incorporation	14
Conflict of Interest Policy	15

Constitution and Rules
of
The Oamaru Whitestone Civic Trust

DATED: this 14th day of April 1989.

1. INTERPRETATION:

In these Rules, unless the context requires a different interpretation .

- (1) “the Board” means the Board of Trustees constituted hereby.
- (2) “the Trust” means The Oamaru Whitestone Civic Trust constituted hereby.
- (3) “the Objects” means the objects set forth in rule 4 hereof.
- (4) “Member” means a person or corporate body for the time being in one or more of the categories defined in Rule 6 hereof.
- (5) “Year” and “Financial Year” means the period beginning on the first day of January in any year and ending on the last day of December the same.
- (6) “The Oamaru Whitestone Civic Trust” means the Trust hereby created.
- (7) Singular words shall include the plural and vice versa.

2. NAME:

The name of the Trust shall be THE OAMARU WHITESTONE CIVIC TRUST

3. OFFICE:

The office of the Trust shall be at such place in Oamaru as the Board may from time to time determine.

4. OBJECTS:

The objects for which the Trust is established are:

- (a) To ensure the preservation, enhancement, renovation and appropriate redevelopment of the Harbour/Tyne Street Historic precinct of Oamaru Town, its buildings, streets, supporting townscape and harbour environs.
- (b) To ensure the preservation, enhancement, renovation and appropriate redevelopment of the historic buildings generally and the environs of the town of Oamaru and the North Otago countryside.
- (c) To promote a civic environment whereby the Town of Oamaru, its surroundings, and its adjacent countryside and coastline becomes a resource for the use, benefit and enjoyment of all Oamaru and North Otago citizens and all visitors to the area.
- (d) To undertake and conduct, at the request of any Territorial Authority the administration of any historic buildings or historic precinct in Oamaru and North Otago where such local authority is the owner or lessor of such buildings, including the preservation, enhancement, restoration and appropriate redevelopment of such historic buildings or historic precinct and, for that purpose, to have all the powers in relation to such administration and the conduct thereof as are contained in Clause 5 hereof in which the general powers of the Trust are set forth.
- (e) To stimulate public interest in and care for the beauty, history and character of the Town of Oamaru and its surroundings and adjacent North Otago countryside and coastline and its associated historical and architectural character.
- (f) To preserve, develop and improve buildings and features of general public amenity or historic interest or beauty.
- (g) To create or improve features of beauty of interest in and about the Town of Oamaru and its contiguous countryside and coastline.
- (h) To encourage where it is considered desirable the use of historic buildings for tourist and commercial purposes promoting employment and business opportunities for the citizens of North Otago.
- (i) To promote high standards in architecture, landscape, management, building, and town and country planning.
- (j) To promote knowledge of and interest in the objects of the Trust by means of meetings, exhibitions, lectures, publications, education courses and other forms of instructions and publicity.

- (k) To maintain communication with and co-operation with Government and its agencies persons or corporate bodies in New Zealand (including membership of other corporate bodies) for the purpose of promoting directly or indirectly the objects of the Trust: PROVIDED that all objects hereinbefore specified shall be deemed to be objects relating solely to New Zealand.

5. POWERS:

The Trust shall have the following powers:

- (a) To purchase, erect, build, take or lease, or otherwise obtain the use of occupation of and to manage, extend, improve, develop, alter, maintain and repair and to sell, let, lease, donate, or otherwise dispose of real and personal property of every description.
- (b) To accept the custody, control and management of any real or personal property situated in North Otago which may be bequeathed or donated to or purchased by or through the Trust or which being held in the name of any territorial authority whether as owner or lessor the Trust is requested by such authority to administer, have custody and control of and manage such property.
- (c) To accept and carry out any trusts attached to gifts or bequest to or for the benefit of the Trust.
- (d) To invest all or any moneys held by the Trust in and upon investments 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 Board 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, collections, donations, legacies, devises, gifts, grants and subsidies.
- (f) To borrow or raise moneys for the furtherance of the objects aforesaid.
- (g) To secure in such manner as the Board shall think fit the repayment of any monies borrowed or raised by the Trust, and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property of the Trust both present and future AND to give and execute in the prescribed manner mortgages, debentures, and other instruments as security for such repayment AND to pay off, redeem or purchase any such securities.
- (h) To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange, warrants and other negotiable securities or transferable instruments.

- (i) Subject to the provisions of The Charitable Trusts Act 1957, to enter into, seal, execute, and perform all deeds, documents, instruments, agreements, papers and writing, 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 foregoing objects.
- (j) To institute, initiate, or take and to defend, compromise, or abandon legal proceedings involving property or affairs of the Trust.
- (k) To employ staff including if thought fit a Chief Executive Officer to assist in the work of the Trust at such wages and on such terms as may be deemed expedient and to obtain and pay for professional and other advice and services.
- (l) To do all such other acts and things as are incidental to or will further or conduce to the attainment of the foregoing objects or any of them.

6. MEMBERSHIP:

- (a) Membership of the Trust shall be open to all persons, corporate bodies, societies and other associations, whether incorporated or unincorporated, who or which are interested in the aims of the Trust and who shall apply to the Trust for membership. The classes of membership shall be as follows:
 - (i) Ordinary members shall be
 - (a) Those members (not being corporate bodies, societies or other associations whether incorporated or unincorporated) who shall be annual subscribers to the Trust of the sum of not less than ten dollars (\$10.00) or such other sum as the Board shall from time to time determine.
 - (b) Those individuals comprising together a family group of not more than two adults and three children at school who shall be annual subscribers to the Trust of such a sum by way of family membership subscription as the Trust shall from time to time determine. For the purposes of voting, only the adults included in each family membership subscription shall be entitled to vote, each having one vote.
 - (c) Those members who are in receipt of any Social Welfare Benefit or National Superannuation or who are over the age of 65 years from whom the Board, upon application, agrees to accept such lower annual sum as it shall from time to time determine by way of subscription and who upon payment of which shall be admitted to ordinary membership.
 - (ii) Associate Members, being individuals who are attending primary or secondary school or any institution of tertiary education, who shall be the annual subscribers to the Trust of the sum of 50 cents or such other sum as the Board shall from time to time determine. Associate Members shall not be entitled to vote at any annual or General Meeting.

- (iii) Corporate members which shall be any corporate body, society or other association, whether incorporated or unincorporated which shall pay to the Trust annually the sum of fifty dollars (\$50.00) or such other sum as the Board shall from time to time determine.
 - (iv) Endowment members who shall be any person who shall give to the Trust such sum of money or other property to the value of not less than five hundred dollars (\$500.00) or such other sum as the Board shall from time to time determine or any local body, company, society or association which shall give to the Trust such sum of money or other property to the value of not less than one thousand dollars (\$1,000) or such other sum as the Board may from time to time determine and in all cases as shall also appear to the Board to entitle such person or body to be distinguished as an Endowment Member;
 - (v) Life members who shall be those persons who have rendered special services or made an outstanding contribution to the work of the Trust or have made such a notable contribution towards the attainment of objectives to which the Trust subscribes that in the opinion of the Trust their recognition is desirable and who shall hereafter be so elected by the Board.
- (b) Notwithstanding the foregoing provision, no person or corporate body shall be entitled to membership of the Trust as of right, and the Board may decline in its absolute discretion the application for membership of any person or body without being obliged to give any reason therefore.
 - (c) Any member may resign from membership by written notice addressed to the Secretary and such a notice shall take effect on receipt by the Secretary but without prejudice to any outstanding financial liability to the Trust.
 - (d) Each Ordinary Associate and Corporate Member shall be such a member only for a period from the date their respective subscription is paid, and (in the case of a new member) confirmation of their acceptance as members of the Trust by the Board, until the next Annual General Meeting and such member's right of attending and voting at meetings shall extend only to the Annual General Meeting which relates to that period. Each Endowment and Life Member shall be such for their life.

7. CONSTITUTION OF THE BOARD OF TRUSTEES:

- (a) The Trust shall be administered by a Board, the inaugural members of which shall be: all of whom shall hold office until the first Annual General Meeting of the Trust subject to Rule 7(c)

JOHN DAVID POLSON of Oamaru, Solicitor
JAMES KONG of Totara, Commercial Grower
DAVID ARTHUR WILSON of Oamaru Co-ordinator

REGINALD LLOYD BLOOR of Oamaru, Commercial Grower
ANNAMARIA NEIL of Oamaru, Company Director
REGINALD JAMES DENNY of Oamaru, Optician
GEORGE LATHAM BERRY of Oamaru, Solicitor

(b) As from the First Annual General Meeting of the Trust the Board shall be comprised of seven (7) persons until the 2001 Annual General Meeting and thereafter be comprised of eight (8) persons appointed as follows:

(i) Four members elected by the Annual General Meeting of the Trust who shall be appointed on a rotational two year term of office, with the two lowest polling members elected at the 2000 Annual General Meeting retiring at the 2001 Annual General Meeting and the two highest polling elected members retiring at the 2002 Annual General Meeting and with two Board members retiring in rotation each year thereafter. Board members retiring shall be eligible for re-election in accordance with the Rules.

Members seeking election to the Board must be members of the Trust. Nominations for elections to the Board must be made in writing by at least two members of the Trust, and be received by the Trust office before 4.00 pm on the 31st January each year accompanied by a curriculum vitae of the proposed Board Member, including information on their previous experience or involvement in matters relevant to the Objects of the Trust that they wish to make available to members.

(ii) Three members who shall be appointed by but need not be members of the Territorial Authority with responsibility for the administration of Oamaru Town and its environs. All such appointees shall hold office from appointment for a term defined by the Territorial Authority subject to Rule 7 (c). All such appointments shall be confirmed in writing to the Board by 21 December each year.

(iii) One member who shall be appointed by the North Otago Regional Committee of the New Zealand Historic Places Trust but should that committee no longer continue then by the New Zealand Historic Places Trust.

All such appointees shall hold office from appointment until the next annual General Meeting subject to Rule 7(c).

(c) If any member of the Board shall die, resign, become bankrupt, insolvent, insane or incapable, or shall refuse to act or shall be absent from three consecutive meetings of the Board without reasonable cause or without leave of absence granted by the Board, such person's office shall ipso facto become vacated and

- (i) In the case of an elected member the Board shall thereupon appoint some other person to fill the vacancy so arising and
- (ii) In the case of an appointed member the appropriate appointing authority shall appoint some other person to fill the vacancy so arising.

And in each case the person so appointed upon accepting such appointment shall hold office as a member of the Board until the next Annual General Meeting.

8. FUNCTIONS POWERS AND DUTIES OF THE BOARD OF TRUSTEES:

The functions, powers and duties of the Board shall be:

- (a) To control, administer and manage the property, funds, and affairs of the Trust.
- (b) To carry out, effect and perform the objects according to law and as provided in and by the Charitable Trusts Act, 1957, and in accordance with these Rules.
- (c) To appoint officers, including if thought fit a Chief Executive Officer, assistants and other servants whether honorary or otherwise, and upon such terms and conditions and at such remuneration as the Board shall think fit AND from time to time to remove and to replace any person so appointed.
- (d) To appoint committees as the Board may from time to time deem expedient for the carrying out of the Objects. Members of any committee need not necessarily be members of the Board,
- (e) To do all such other things as not being contrary to law and not prohibited by these Rules shall or may be necessary or desirable in the opinion of the Board for the carrying out and performance of the Objects.
- (f) To do all such other things as shall be necessary or desirable in order to comply with the provisions of the Charitable Trust Act 1957, in their relation to the Trust.

9. OFFICERS OF THE BOARD:

- (a) The Board shall have the following officers who shall be appointed by the Board at its first meeting (in the case of the inaugural meeting of the Board) and otherwise at its first meeting following the Annual General Meeting in each year:
 - (i) **A CHAIRPERSON** who shall be a member of the Board. No Chairperson may hold office as such for more than five (5) consecutive years.
 - (ii) **A DEPUTY CHAIRPERSON** who shall be a member of the Board.
 - (iii) **A SECRETARY** who need not be a member of the Board whose duties shall

be to give notice of all meetings, to keep minutes and records of all meetings of the Board and of any committees, and to perform such other duties as the Board may direct or as are normally incidental to the office of Secretary.

- (iv) **A TREASURER** who need not be a member of the Board who shall have the custody of the books of account and charge of the funds of the Trust. It shall be the duty of the Treasurer to see that all statutory and other requirements with reference to the financial matters of the Trust are complied with and that the provisions of these Rules as to such matters are carried out so far as lies in the Treasurer's power, and to perform such other duties as the Board may determine or as are normally incidental to the office as a Treasurer.
 - (v) **A PATRON** who need not be a member of the Board who shall be appointed at the discretion of the Board.
- (b) An Auditor or Auditors who shall not be a member or members of the Board shall be appointed to audit the books and accounts of the Trust. The first Auditor or Auditors shall be appointed by the Board to hold office until the first Annual General Meeting and thereafter such Auditor or Auditors shall be appointed by and at each Annual General Meeting. The Auditor or Auditors shall have the right of access at all times to the books, accounts and vouchers of the Trust and shall be entitled to require from the Board and other officers of the Trust such information and explanations as may be necessary for the performance of the Auditor's duties. The Board may fill any casual vacancy in the office of Auditor but until such vacancy shall have been so filled, the surviving or continuing Auditor or Auditors (if any) may act.
- (c) This Rule shall not be construed to preclude the naming of one and the same person to hold more than one office except that a person holding office as Auditor shall not be entitled to hold any other office.

10. GENERAL MEETINGS OF MEMBERS:

A. ANNUAL GENERAL MEETING

Within three (3) months of the end of the Trust's financial year a general meeting of Members to be called "the Annual General Meeting" shall be summoned by the Board in manner hereinafter prescribed.

The business to be transacted at the Annual General Meeting shall be:

- (a) To approve the minutes of the previous Annual General Meeting and of any other General Meeting which may have been held since the date of the first Annual General Meeting.
- (b) To receive from the Board a report, Balance Sheet and Statement of Accounts for the preceding financial year.

- (c) To elect Members of the Board as provided by these Rules.
- (d) To elect an Auditor or Auditors.
- (e) To transact such other general business as the meeting may determine.

B. SPECIAL GENERAL MEETING

- (a) Special General Meetings of Members may be summoned by the Board on its own initiative from time to time in manner hereinafter prescribed.
- (b) The Board shall upon a requisition made to it in writing by not less than ten (10) members convene a special general meeting. Any requisition so made shall express the object of the meeting proposed to be called and shall be left with the Secretary at the Office of the Trust.
- (c) The prescribed notice calling each such meeting shall specify in general terms the business for which the meeting is called and only the business so specified shall be discussed at such meeting.

C. PROCEDURE FOR CALLING GENERAL MEETINGS

Notice of each general meeting shall be given at least ten (10) clear days prior to the date appointed for the meeting by advertisement in at least one daily newspaper circulating in the Town of Oamaru AND by forwarding notice thereof in writing to each member at his, her or its last known place of abode or business. Such notice shall state that the meeting is to be the Annual General Meeting or a Special General Meeting as the case may be, and shall specify the place, date and time at which the same is to be held.

D. REPRESENTATION AND VOTING AT GENERAL MEETINGS

Subject to the provisions of clauses 6 (a) (i) (b) (Family Members) and 6 (a) (ii) (Associate Members) of these rules, every financial member shall be entitled to attend General Meetings and shall on each question submitted to the meeting have one vote. A corporate body being a member of the Trust may attend and vote by its representative or representatives duly appointed in writing under the hand of its Secretary or some other officer of that corporate body. Any member of the Trust entitled in that person's own right to vote at a General Meeting if that person shall be appointed as representative of a corporate body member shall also be entitled to exercise the vote of that corporate body member in that person's representative capacity.

E. QUORUM AT GENERAL MEETINGS

Fifteen (15) members present personally or by representative and entitled to vote at such meeting shall constitute a quorum for a General Meeting.

F. PROCEDURE AT GENERAL MEETINGS

- (a) At every General Meeting the Chairperson (or in the Chairperson's absence or incapacity the Deputy Chairperson) of the Board shall preside as Chairperson of such meeting. If at any such meeting the Chairperson or Deputy Chairperson shall not be present within ten minutes after the appointed time for the meeting or being present is unwilling or unable to act as such Chairperson the Members present or represented shall appoint one of their number to act as Chairperson of that meeting.
- (b) At any meeting a resolution put to the vote of the meeting shall be decided on the voices or show of hands unless a poll is (before or on the declaration of the result of voices or on a show of hands) demanded by at least three members. Unless a poll is so demanded a declaration by the Chairperson that a resolution has on the voices or on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. If a poll is duly demanded it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the meeting on that question.
- (c) In the case of an equality of votes whether on the show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall have a second or casting vote.

G. POSTAL VOTING FOR ELECTION OF MEMBERS OF THE BOARD

- (a) Subject to the provisions of clauses 6 (a) (i) (b) (Family Members) and 6 (a) (ii) (Associate Members) of these rules, every financial member shall be entitled to cast a postal vote for the election of the Board in accordance with the following provisions.
- (b) Notice of Meeting
 - (i) The notice of the meeting and its purpose shall be given by post to each member by the Secretary not less than 20 clear days before the date of the meeting.

- (ii) The notice of a meeting at which members are entitled to cast a postal vote must state the name of the returning officer authorised by the Board to receive and count postal votes at that meeting.
 - (iii) The election of members of the board will be in accordance with clause 7 (b) (i)
- (c) Manner in which postal vote to be cast
- (i) A member may cast a postal vote for the members of the board of trustees to be elected at the meeting by returning the voting form to the returning officer. No voting form shall be valid unless it is delivered to the returning officer by the date specified for the close of voting.
 - (ii) If the number of candidates does not exceed the number of vacancies to be filled, the candidates shall be duly elected as Trustees and the members shall be advised with the notice of meeting for the Annual General Meeting.
- (d) Duties of person authorised to collect and count postal votes
It is the duty of the person authorised to receive and count postal votes at a meeting:-
- (i) to collect together all postal votes received by him or her.
 - (ii) to count the number of members voting for each nominated member for the board.
 - (iii) to sign a certificate stating that he or she has carried out the duties set out in clauses (i) and (ii) and setting out the results of the counts required by clause 10 (e) (i) and (ii).
 - (iv) to ensure that the certificate required by clause 10(e) (iii) is presented to the chairperson of the meeting.
- (e) Certificate of postal votes to be annexed to minutes
The chairperson of a meeting must ensure that a certificate of postal votes held by him or her is annexed to the minutes of the meeting.

11. MEETINGS OF THE BOARD:

- (a) The Board may hold meetings from time to time at any convenient time and place that it shall appoint and shall meet on no fewer than five (5) occasions in each

financial year.

- (b) The Chairperson, or in the Chairperson's absence the Deputy Chairperson, may from time to time convene a meeting of the Board in addition to the meetings required by paragraph (a) hereof to be held at such convenient time and place as the Chairperson or in the Chairperson's absence the Deputy Chairperson shall determine or the Secretary shall convene such a meeting upon the requisition delivered to the Secretary of four members of the Board stating the purpose of which such meeting is required.
- (c) Notice of each meeting of the Board shall be given to all Members thereof by the Secretary sending a letter containing a copy of such notice by post prepaid and addressed to each Member of the Board at such Board member's last known address in New Zealand at least seven days prior to the date appointed for such meeting PROVIDED HOWEVER that the requirement of the aforesaid notice may be waived with the approval (to be recorded in the minutes of such meeting) of not less than five members of the Board.
- (d) At all meetings of the Board each member thereof present in person shall have one vote. All questions put to the Board shall be determined by a majority of votes of those members present. Voting shall be on voices or by a show of hands as the Chairperson may decide provided that a secret ballot shall be taken if requested by any member. In the case of an equality of votes the Chairperson or Acting Chairperson shall have a second or casting vote.

12. PROCEEDINGS AT MEETINGS OF THE BOARD:

- (a) At every meeting of the Board the Chairperson or in the Chairperson's absence the Deputy Chairperson shall preside as Chairperson thereof. If at any such meeting the Chairperson or Deputy Chairperson is not present within ten minutes after the time appointed for the holding of such meeting or is unwilling or unable to act as Chairperson, the Members present shall appoint one of their number to act as chairperson of that Meeting.
- (b) No business shall be transacted at any meeting unless quorum of the Members thereof is present at the time when the meeting proceeds to business..
- (c) Five (5) members personally present shall constitute a quorum for any meeting of the Board.

13. MEMBERS' INTERESTS:

- (a) A member of the Trust or the Board who in any way whether directly or indirectly has any pecuniary interest in a proposal or matter the subject of any discussion or

motion (or any proposed discussion or motion) at any general meeting of the Trust or at any meeting of the Board shall:

- (i) Immediately declare the nature of the member's interest.
- (ii) May continue to be present but shall not participate in any discussion nor exercise a vote on the matter being considered, to which the member has declared their interest.
- (iii) All declarations of interest shall be minuted by the Secretary.

PROVIDED HOWEVER that the member may prior to any such discussion and after having declared the member's interest as aforesaid express the member's own views in respect of the proposal or matter.

- (b) The provisions of Rule 13(a) may at any time be suspended or relaxed in respect of a particular matter or proposal by resolution of the Board (in the case of a meeting of the Board) or the general meeting (in the case of a general meeting). The member who has declared an interest shall not participate in any discussion or vote on any motion under this Rule 13(b).

14. REGULATIONS:

The Board may make, amend, or rescind any by-laws or regulations not inconsistent with these Rules to attain or facilitate the attainment of the Objects of the Trust or any of them and the control, administration and management of the Trust.
(See attached Conflict of Interest Policy).

15. ACCOUNTS:

- (a) The Board shall cause proper books of account to be provided and true and accurate entries to be made therein of the assets and liabilities of the Trust and of all the sums of money received and paid by the Trust under the authority of these Rules and in pursuance of the several aims and objects of the Trust.
- (b) Such books shall at times to be appointed by the Board be open to the inspection of every Member of the Board or any person appointed by the Board who may take extracts from the same.
- (c) All moneys collected or raised by the Board or otherwise belonging to the Trust shall within three (3) business days after they shall have come into the hands of the Treasurer be paid into a current account in the name of the Trust at such trading bank or trustee savings bank as the Board shall from time to time appoint.
- (d) No money may be withdrawn from the said Bank account except by the authority of the Board and by cheque signed by the Treasurer and Secretary, or Treasurer and one other Member of the Board, or, in the event of the incapacity of the Treasurer,

by any two members of the Board both of whose signatures will also be required on any negotiable instrument issued by the Board. Cheques and other negotiable instruments requiring endorsement for credit of the Trust's current account shall be executed in such a manner as the Board shall determine.

- (e) Immediately after the end of each financial year the Treasurer shall prepare the annual balance sheet of the Trust as at the end of such financial year together with a Statement of Income and Expenditure of the Trust during that financial year, and such Balance Sheet and Statement of Income and Expenditure when duly audited shall be submitted to and approved by the Board and thereafter submitted to the next Annual General Meeting.
- (f) A copy of such Balance Sheet and Statement of Income and Expenditure shall be available to members of the Trust at the Annual General Meeting or from the Secretary not less than seven (7) days prior to the Annual General Meeting at which it is to be considered.
- (g) Once at least in every year the Accounts of the Trust shall be examined and the correctness of the Balance Sheet and Statement of Income and Expenditure ascertained by the Auditor who shall make a report to the Board on the Accounts so examined by the Auditor and on the Balance Sheet and such Statement of Income and Expenditure laid before the Board.

Such report shall state:

- (i) Whether or not the Auditor has obtained all the information and explanations which he has required.
- (ii) Whether in the Auditor's opinion the Balance Sheet and Statement of Income and Expenditure are properly drawn up so as to exhibit a true and fair view of the affairs of the Trust according to the best of the Auditor's information and the explanations given to the Auditor and as shown by the books of the Trust.
- (iii) Any other matter which in the opinion of the Auditor should be brought to the attention of the Board.

16. APPLICATION OF FUNDS AND PROPERTY:

The funds and property of the Trust shall be administered and controlled by the Board which may at its discretion invest or expend such funds and property in furtherance of the objects or any of them.

17. COMMON SEAL:

The Common Seal of the Board shall be in the custody of the Secretary and shall not be affixed to any deed or other document except by the authority of a resolution of the Board and in the presence of two Members of the Board who shall attest the affixing of the Seal.

Any deed or other instrument duly sealed and purporting to be signed by two Members of the Board shall be deemed to be properly executed.

18. DISSOLUTION AND DISPOSAL OF FUNDS:

No resolution for dissolving the Trust shall take effect unless it shall have been consented to by a two-thirds majority in number of the Members for the time being present and entitled to a vote at either an Annual General Meeting convened for that purpose and unless in the notice summoning such meeting due notice shall have been given of the intention to move such a resolution or unless an instrument of dissolution is duly executed by a two-thirds majority in number of such Members confirmed in either case at a further General Meeting of which due notice has been given and held not earlier than one month from the date on which such resolution to dissolve the Trust was passed and unless such confirming resolution shall be passed by two-thirds majority of the Members' present and entitled to vote. Should the Trust be dissolved in accordance with this Rule then any moneys and property remaining after the due settlement of the affairs of the Trust and the payment of all debts and claims shall be paid over to the New Zealand Historic Places Trust for the use of the said Trust within the Town of Oamaru and District of North Otago.

19. ALTERATION TO RULES:

These Rules may be altered, added to, rescinded, or otherwise amended by a resolution duly passed by a majority of two-thirds of the Members present and entitled to vote at an Annual General Meeting or at a Special General Meeting convened for that purpose provided that the notice convening such meeting whether Annual or otherwise shall set forth the purport of such alterations, rescissions, or other amendments PROVIDED THAT no addition to, amendment, alteration or rescission of these rules shall be permitted which would result in the Board being declared non-charitable by the Registrar of Incorporated Societies and the Commissioner of Inland Revenue.

20. INCORPORATION:

The inaugural Members of the Board as set out in Rule 7(a) are hereby authorised to apply for incorporation of the Trust as a Board under Part II of the Charitable Trusts Act 1957 and that a majority of such members of the Board be authorised to sign any documents which may be required in respect of such incorporation.

SIGNED by JOHN DAVID POLSON

SIGNED by JAMES KONG

SIGNED by REGINALD LLOYD BLOOR

SIGNED by DAVID ARTHUR WILSON

SIGNED by ANNAMARIA NEILL

SIGNED by REGINALD JAMES DENNY

SIGNED by GEORGE LATHAM BERRY

Oamaru Whitestone Civic Trust

Regulation Under Clause 14 of the Constitution

Conflict of Interest Policy

“The board places great importance of making clear any existing or potential conflicts of interest for its members. All such conflicts of interest shall be declared by the member concerned and documented in the Board Conflicts of Interests Register. Accordingly:

1. Any business or personal matter that is, or could be, a conflict of interest involving the individual and his/her role and relationship with the organisation, must be declared and registered in the Conflicts of Interests Register.
2. All such entries in the Register shall be presented to the Board and minuted at the first Board meeting following entry in the register.
3. Where a conflict of interest is identified and/or registered, the Board member concerned shall not vote on that issue. Only with the unanimous agreement of all other members present may the member concerned participate in any Board discussion on that topic. Failing such agreement being reached, the individual shall either refrain from participation or leave the room.
4. When the Chairperson is aware of a real or potential conflict of interest involving one or more Board members, the Chairperson must take whatever steps are necessary to ensure that the conflict is managed in an appropriate manner according to this policy.
5. Individual Board members, aware of a real or potential conflict of interest of another Board member, have a responsibility to bring this to the notice of the Board.”

OWCT Minutes 19.10.98

RESOLVED

OWCT98/132 Messrs Norman/Murphy

“That the, sample conflict of interest policy be approved and that the policy be included as a regulation under Rule 14 of the Trust’s Constitution and that it be subject to any conditions or requirements of Rule 13 of the Constitution. A copy of the conflict of interest policy to be attached to the minutes of the Trust’s meeting and to the Trust’s Constitution.”

Mr Norman recommended that the Secretary be asked to devise a standard form with the relevant information concerning possible conflicts of interest and that the form be forwarded to all Trustees.

G. POSTAL VOTING FOR ELECTION OF MEMBERS OF THE BOARD

- (a) Subject to the provisions of clauses 6 (a) (i) (b) (Family Members) and 6 (a) (ii) (Associate Members) of these rules, every financial member shall be entitled to cast a postal vote for the election of the Board in accordance with the following provisions.
- (b) Notice of Meeting
- (i) The notice of the meeting and its purpose shall be given by post to each member by the Secretary not less than 20 clear days before the date of the meeting.
- (ii) The notice of a meeting at which members are entitled to cast a postal vote must state the name of the returning officer authorised by the Board to receive and count postal votes at that meeting.
- (iii) The election of members of the board will be in accordance with clause 7 (b) (i)
- (c) Manner in which postal vote to be cast
- (i) A member may cast a postal vote for the members of the board of trustees to be elected at the meeting by returning the voting form to the returning officer. No voting form shall be valid unless it is delivered to the returning officer by the date specified for the close of voting.
- (ii) If the number of candidates does not exceed the number of vacancies to be filled, the candidates shall be duly elected as Trustees and the members shall be advised with the notice of meeting for the Annual General Meeting.
- (d) Duties of person authorised to collect and count postal votes
It is the duty of the person authorised to receive and count postal votes at a meeting:-
- (i) to collect together all postal votes received by him or her.
- (ii) to count the number of members voting for each nominated member for the board.
- (iii) to sign a certificate stating that he or she has carried out the duties set out in clauses (i) and (ii) and setting out the results of the counts required by clause 10 (e) (i) and (ii).
- (iv) to ensure that the certificate required by clause 10(e) (iii) is presented to the chairperson of the meeting.

- (e) Certificate of postal votes to be annexed to minutes
The chairperson of a meeting must ensure that a certificate of postal votes held by him or her is annexed to the minutes of the meeting.