

THIS DEED is made the

BETWEEN

WHEREAS

- A** The parties to this deed wish to establish a charitable trust (“the Trust”) for the purposes described in rule 3 of this deed.
- B** The parties have agreed to enter into this deed specifying the purposes of the Trust and providing for its control and government.

THIS DEED WITNESSES

1 Name

The name of the Trust shall be the "Education for Ministry TRUST".

2 Office

The office of the Trust shall be such place in Wellington as the Board of Trustees may determine.

3 Purposes

The purposes of the trust are as follows:

- (a) To organise and promote the use in New Zealand of the study programme “Education for Ministry” under licence from the University of the South, Sewanee, United States of America;
- (b) To arrange appropriate training associated with the programme;
- (c) To co-operate with other educational organisations associated with the churches in New Zealand;
- (d) To publish material in New Zealand relevant to the Education for Ministry programme.

4 Tangata whenua

In attaining its purposes the Trust shall recognise the views and expectations of tangata whenua.

5 Structure of the trust

The Trust shall be administered by a Board of Trustees (“the Board”) who shall be accountable to and, where so provided, be elected by members of the Trust.

6 Members of the board

6.1 Number of board

The Board consists of at least five members.

6.2 Membership of board

The members of the Board are:

- (a) The chair, elected at the annual general meeting;
- (b) The national administrator;
- (c) At least three members elected at the annual general meeting.

6.3 Retirement of board

Those members of the Board who are elected at the annual general meeting shall retire after three years at the relevant annual general meeting, but shall be eligible for re-election at the same and subsequent meetings.

6.4 Nomination to board

Nomination for position on the Board shall be by way of notice of nomination in writing endorsed with the consent of the nominee and given to the Secretary not less than twenty-four hours before the time fixed for the annual general meeting. If there are insufficient nominations to fill the vacant positions on the Board, oral nominations may be received at the annual general meeting provided that no member shall be elected who has not consented to being nominated.

6.5 Vacancies

Subject to rule 6.1, the Board shall have the power to co-opt further members on the Board and to fill any casual vacancy on the Board until the next annual general meeting.

6.6 Name of board

The name of the Board shall be "Education for Ministry Trust Board".

7 Proceedings of the board

7.1 Meetings

The Board shall meet at such times and places as it determines, and shall elect a chairperson from amongst its members at its first meeting. The chairperson shall serve for three years and be eligible for re-election at a subsequent annual general meeting.

7.2 Officers

The Board shall appoint the officers of Secretary and Treasurer. These offices may be combined. The Secretary and Treasurer need not be members of the Board.

7.3 Chairperson

The chairperson shall preside at all meetings of the Board at which she or he is present. In the absence of the chairperson from any meeting the members present shall appoint one of their number to preside at that meeting.

7.4 Quorum

At any meeting of the Board three members shall form a quorum, and no business shall be transacted unless a quorum is present.

7.5 Voting

All questions before the Board shall be decided by consensus. However, where a consensus decision cannot be reached on a question, it shall, unless otherwise specified in this deed, be put as a motion to be decided by a majority of votes. If the voting is tied, the motion shall be lost.

7.6 Minutes

The secretary shall keep minutes of all Board meetings which shall be available for inspection by Board members at reasonable times.

8 Powers

8.1 General and specific powers

In addition to the powers implied by the general law of New Zealand or contained in the Trustee Act 1956, the powers which the Board may exercise in order to carry out its charitable objects are as follows:

- (a) to use the funds of the Trust as the Board thinks necessary or proper in payment of the costs and expenses of the Trust, including the employment of professional advisers, agents, officers and staff as appears necessary or expedient; and
- (b) to purchase, take on lease or in exchange or hire or otherwise acquire any land or personal property and any rights or privileges which the Board thinks necessary or expedient for the purpose of attaining the objects of the Trust, and to sell, exchange, bail or lease, with or without option of purchase, or in any manner dispose of any such property, rights or privileges as aforesaid; and
- (c) to carry on any business; and
- (d) to invest surplus funds in any way permitted by law for the investment of trust funds and upon such terms as the Board thinks fit; and
- (e) to borrow or raise money from time to time with or without security and upon such terms as to priority and otherwise as the Board thinks fit; and

- (f) to do all things as may from time to time be necessary or desirable to enable the Board to give effect to and to attain the charitable purposes of the Trust.

8.2 Employment

Under rule 8.1(a) the Board may employ as agents, officers and staff persons who are members of the Board.

9 Income, benefit or advantage to be applied to charitable purposes

9.1 Application

Any income, benefit or advantage shall be applied to the charitable purposes of the Trust.

9.2 Influence

No member or person associated with a member of the Trust shall derive any income, benefit or advantage from the Trust where they can materially influence the payment of the income, benefit or advantage except where that income, benefit or advantage is derived from:

- (a) professional services to the Trust rendered in the course of business charged at no greater rate than current market rates; or
- (b) interest on money lent at no greater rate than current market rates.

10 Accounts

10.1 True and fair accounts

The Board shall keep true and fair accounts of all money received and expended.

10.2 Audit

The Board shall as soon as practicable after the end of every financial year of the Board, cause the accounts of the Board for that financial year to be audited by an accountant appointed by the Board for that purpose and the Board shall present the audited accounts to the annual general meeting of the Trust together with an estimate of income and expenditure for the current year.

11 Power to delegate

11.1 Power to delegate

The Board may from time to time appoint any committee and may delegate in writing any of its powers and duties to any such committee or to any person, and the committee or person as the case may be, may without confirmation by the Board exercise or perform the delegated powers or duties in like manner and with the same effect as the Board could itself have exercised or performed them.

11.2 Delegate bound

Any committee or person to whom the Board has delegated powers or duties shall be bound by the charitable terms of the trust.

11.3 Delegation revocable

Every such delegation shall be revocable at will, and no such delegation shall prevent the exercise of any power or the performance of any duty by the Board.

11.4 Delegate need not be board member

It shall not be necessary that any person who is appointed to be a member of any such committee, or to whom any such delegation is made, be a member of the Board.

12 Common seal

The Board shall have a Common Seal which shall be kept in the custody of the Secretary, or such other officer as shall be appointed by the Board and shall be used only as directed by the Board. It shall be affixed to documents only in the presence of and accompanied by the signature of two members of the Board.

13 Membership of the trust

Any participant in the Education for Ministry programme, whether student, mentor, or trainer and any graduate of the programme, who is on a current list of graduates held by the national administrator, is a member of the Trust. Any other person or any group or organisation that agrees with the purposes of the Trust may, subject to the Board's approval, become a member of the Trust by application in writing and upon payment of a subscription (if any).

14 Subscription

The Board may require members of the Trust to pay a subscription of such amount or amounts as may from time to time be fixed by resolution in general meeting.

15 Resignation of members of the trust

15.1 Resignation by notice

Any member of the Trust may resign membership at any time by giving to the Secretary notice in writing to that effect and such notice, unless otherwise expressed, shall take effect immediately.

15.2 Resignation deemed

Any member who fails to pay the annual subscription on or before the expiration of twelve months after it has become due shall be deemed to have resigned membership.

16 Expulsion of members of the trust

16.1 Notice of complaint

Any person may make a complaint to the Board that the conduct of a member of the Trust is or has been injurious to the character of the Trust. Every such complaint shall be in writing and addressed to the Secretary.

16.2 Meeting

If the Board considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the Board and to offer a written or oral explanation of the member's conduct.

16.3 Notice of meeting

The Board shall give the member at least fourteen (14) days written notice of the meeting. The notice shall:

- (a) sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and
- (b) inform the member that, if the Board is not satisfied with the member's explanation, the Board may expel the member from the Trust.

16.4 Board may expel

If, in the meeting, the Board decides to expel the member from the Trust, the member shall cease to be a member of the Trust.

16.5 Appeal

A member expelled by the Board may within 14 days give written notice of appeal to the Secretary. The Secretary shall then call a special general meeting to take place within 21 days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member shall be reinstated immediately.

17 Annual general meeting

17.1 Time and place of meeting

The annual general meeting of the Trust shall be held each year in one of the months of February, March, April or May at such place, date and time as the Board shall determine.

17.2 Business of meeting

The annual general meeting shall carry out the following business:

- (a) receive the minutes of the previous annual general meeting and of any other special general meeting held since the last annual general meeting; and

- (b) receive the Trust's statement of accounts for the preceding year and an estimate of income and expenditure for the current year; and
- (c) receive reports from the Board and its committees; and
- (d) subject to rule 6, elect members of the Board; and
- (e) fix the annual subscription (if any); and
- (f) consider and decide any other matter which may properly be brought before the meeting.

18 Special general meeting

18.1 Secretary may call meeting

A special general meeting of the board shall be called by the Secretary on receipt of a request in writing for such a meeting stating the reason for having the meeting and signed by not less than ten members of the Trust.

18.2 Meeting for appeal against expulsion

Subject to the provisions of rule 16 a special general meeting of the Board shall be called by the Secretary for the purpose of hearing an appeal from an expelled member.

18.3 Notice of meeting

The prescribed notice calling a special general meeting shall state in general terms the business for which the meeting is called and at that meeting only the business so stated shall be discussed.

19 Procedure for general meeting

19.1 Definition

In these rules the term "general meeting" includes both an annual general meeting and a special general meeting.

19.2 Notice of meeting

Fourteen days written notice of each general meeting shall be given to all members of the Trust. This notice shall state that the meeting is 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 meeting is to be held.

19.3 Quorum

Five members of the Trust present personally shall constitute a quorum for a general meeting. A member that is a group or organisation shall be deemed to be personally present if it is represented at the meeting by its duly appointed nominee.

19.4 Chairperson

The Chairperson of the board or the Chairperson's nominee shall chair each general meeting.

19.5 Voting

All questions at a general meeting shall be decided by consensus. However, if a consensus decision cannot be reached on any question, it shall, subject to rule 20, be put as a motion to be decided by a majority of votes. Each member shall have only one vote. Voting shall be by show of hands. If the voting is tied, the motion shall be lost.

20 Alteration of rules

These rules may be altered, added to, rescinded or otherwise amended by a resolution passed by two-thirds majority at a general meeting, provided that no such amendment shall:

- (a) detract from the exclusively charitable nature of the trust or result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable; or
- (b) be made to rules 9 or 21 unless it is first approved in writing by the Department of Inland Revenue or the Charities Commission, as the case may be.

21 Dissolution and Disposition of surplus assets

- (a) A resolution to dissolve the Education for Ministry Trust shall only be proposed at an annual or special general meeting and shall be carried by a majority of at least three-quarters of the members present.
- (b) The dissolution shall take effect from the date of the resolution or such other date as specified in the resolution and the members of the executive committee shall be responsible for the winding-up of the assets and liabilities of the trust.
- (c) Any surplus property remaining after the discharge of the costs, debts and liabilities of the trust shall be given to a church educational organisation or organisations nominated by the last trust board, such organisations to be engaged in activities similar to those of the trust, or, if the committee is unable to make such decision, shall be disposed of in accordance with the directions of the High Court pursuant to section 27 of the Charitable Trusts Act 1957.

IN WITNESS this deed is duly executed.

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in the presence of:)
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