

RULES OF BUSHY PARK TRUST

NAME

The name of the Trust shall be: BUSHY PARK TRUST

REGISTERED OFFICE

The registered office shall be at: 249 Wicksteed Street, Wanganui, c/- Markhams

THE OBJECTS and purposes for which the Trust is established are as follows:

1. TO establish, operate and assist the establishment and operation of projects and schemes in New Zealand to promote general charitable purposes recognised as such by the laws of New Zealand but with specific preference:

- (a) To maintain and develop the Bushy Park property as a nature show place for New Zealand.
- (b) To ensure the conservation and preservation of the Native Forest Reserve in as natural a state as possible in accordance with the current Management plan.
- (c) To encourage the appreciation of, and to facilitate public recreation and enjoyment of, a native forest reserve.
- (d) To develop educational facilities on the natural history of New Zealand with particular reference to the Bushy Park Forest Reserve.
- (e) To maintain the historic house and associated buildings along with appropriate development.
- (f) To generate income sufficient to ensure the development and maintenance in perpetuity of Bushy Park.

2. GENERALLY to carry out services in New Zealand which are beneficial to the community by promoting the objects set out in clause 1(a) and (b) and (c) and (d) and (e) and (f) and negotiating for the acquisition of property suitable for those purposes.

3. TO conduct such charitable objects which directly or indirectly advance the objects of the Trust.

THE POWERS and authorities which the Board may exercise in order to carry out its objects and purposes, in addition to those implied by the general law of New Zealand or contained in the Trustee Act 1956, are as follows:

4. EMPLOYMENT

- (a) To enter into contracts of employment or for services for any person body company, society or authority to submit quotes or tenders for any such or like work, and to engage in any business or transaction.
- (b) To employ any such persons in the operation of projects and schemes upon such terms and conditions and at such remuneration for services rendered as the Board may think fit.
- (c) To appoint and employ any persons as managers, foremen, agents and attorneys for all or any of the purposes of the Trust and to remunerate such persons for their services by wages, salary or commission or partly by one mode and partly by another and to delegate to such persons such discretion and authority for the operation of projects and schemes as the Board may think fit and may specify in any contract of employment of such persons.
- (d) To acquire hire operate and maintain any machinery or equipment for the operation of projects and schemes and any means of transportation whether of persons or of goods or both as the Board may deem necessary for the carrying out of the objects of the Trust and to make such charges for the use thereof as the Board shall deem reasonable.

5. PROPERTY

- (a) To purchase take on lease or as a gift or on loan or otherwise howsoever acquire land and hold the same upon the trusts hereof.
- (b) To purchase take on lease or as a gift or on loan or otherwise howsoever acquire chattels and live and dead stock of any kind whatsoever and hold same upon the trusts hereof.
- (c) To lease let or grant the use of land and/or buildings or parts thereof held by the Board on limited terms for any lawful purpose in furtherance of the objects of the Board and apply the rents, commissions or other payments whatsoever accruing to the objects of the Trust.
- (d) To sell demolish or otherwise dispose of any real or personal property vested in the Board but only in furtherance of the trusts hereof.
- (e) To construct alter restore improve maintain manage carry out or control any land buildings or works or do anything whatsoever as the Board may deem necessary or convenient or calculated to advance directly or indirectly the objects of the Trust; and to develop lay out and plant any land, to prepare land for building and any other purposes consistent with the objects of the Trust and to do or cause to be done all matters ancillary thereto and to enter into contracts and arrangements of all kinds with architects builders and others.
- (f) To encourage by all the means at the Board's disposal the taking out of covenants over land in order to achieve the objects of the Trust.

- (g) To encourage the revegetation of land with appropriate plant species.

6. FINANCE AND INVESTMENT

(a) To lend moneys to any person, body, company or society (whether incorporated or not) or to invest moneys in any business or commercial undertaking (subject always to the terms of any trust or grant or endowment attaching to any such moneys held by the Board) upon mortgage or debenture or interest bearing deposit or commercial bonds or in any other such mode and upon such terms as the Board may think fit, with or without security and notwithstanding that such loan or investment may not be authorised by the Trustee Act 1956.

(b) To borrow from any person body company or society (whether incorporated or not) any moneys, on the security of all or any of the Board's real or personal property both present and future, either under legal mortgages or charges with powers of sale and other usual powers, or by any other securities or without security, or against the security of property owned by any other person body company or society or under the guarantee of any such person body company or society, and generally on such terms and conditions as the Board thinks fit and the Board may also borrow money from the Board's bankers on overdraft or otherwise and with or without security.

(c) To draw make accept endorse discount execute and issue promissory notes bills or exchange bills of lading warrants debentures and other negotiable or transferable instruments and give guarantees of all sorts.

(d) The income and property of the Trust from whatever source derived shall be applied solely towards the promotion of the objects of the Trust, and no portion of the funds shall be paid or transferred, directly or indirectly, by way of dividend or bonus or otherwise, to members of the Trust except that payments by way of salary to any member employed by the Trust shall be permitted.

7. CAPITAL AND INCOME

In arriving at the net income of the trust funds or deciding what income is available for distribution to deduct or set aside or make such other provision as the Board may think necessary for the purposes of repaying or reducing any mortgage or any other indebtedness liability or encumbrance incurred or owing or that may in the future be incurred or become owing in respect of the trust funds or any part thereof or any property comprised therein and any such amount so set aside deducted or otherwise provided shall if the Board shall so decide cease to be regarded as income and shall be deemed added to the capital of the trust funds, and in the like manner the Board may set aside and deduct such sums as the Board may think fit to allow for depreciation of any buildings other erections or any plant machinery or other assets comprised in the trust funds and further in the like manner the Board may set aside such sums or make such other provision as the Board may think fit or a reserve against losses and contingencies and may write off losses from time to time or resort to the reserve fund in mitigation of losses or for any other purpose. Any deduction setting aside or other provisions made by the Board under this sub-clause may be made in such a manner and on such terms and conditions in all respects as the Board may in the Board's

absolute discretion think fit and may be applied to the purposes aforesaid at such time and in such manner as the Board may think fit or if not so applied may be treated as income available for distribution at such times as the Board may think fit.

8. PUBLICITY

(a) To adopt such means of making known the activities and objects of the Trust as may seem expedient and in particular but not so as to limit the generality thereof by advertising in the press by circulars and by publication of books periodicals brochures maps and any printed and illustrative material whatsoever and by contributions to the press periodicals and books, and also by films and other means approved by the Board.

(b) To print publish distribute and sell any books articles research monographs pictures photographs maps and any other works upon such terms and conditions agreed with the authors thereof as the Board may think fit and to commission and make grants to authors at the discretion of the Board.

(c) To make such charges for admission to property held by the Board and to exhibitions displays lectures films and other education services arranged by the Board as the Board may deem reasonable.

9. GENERAL POWERS

(a) To enter into any arrangement with any government or authorities supreme municipal local or otherwise that may seem conducive to the Trust's objects or any of them and to obtain from any such government or authority any rights privileges concessions and subsidies which the Board may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.

(b) To obtain the enactment of any provisions order of Act of Parliament or heritage classification designation or by-law for enabling the Board to carry out any of its objects or for any other purpose which is directly or indirectly calculated to benefit the Trust or to further or more effectively carry out its objects provided that the objects and purposes of such society trust association or institution are wholly charitable.

(c) To promote any other society trust association institution or limited liability company for the purpose of acquiring or taking over all or any of the property rights and liabilities of the Board or for any other purpose which may seem directly or indirectly calculated to benefit the Trust or to further or more effectively carry out its objects provided that the objects and purposes of such society trust association or institution are wholly charitable.

(d) To co-operate with any other society trust institution or authority whether incorporated or not whose objects are altogether or in part similar to those of the Trust or to become a member of and to procure from or communicate to such society trust or institution such information as may be likely to further the objects of the Trust.

(e) To apply the assets and income of the Trust howsoever derived towards all or any of the aforesaid charitable objects and purposes.

- (f) To do all or any of the above things as principals agents contractors Trustees or otherwise and by or through agents Trustees or otherwise and either alone or in conjunction with others.
- (g) To do all such other things incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.
- (h) To pay all or any of the expenses incurred in and in connection with the incorporation and establishment of the Trust and the Board and in furthering or carrying out the objects of the Trust or any of them including the employment of counsel solicitors accountants auditors architects professional advisors builders engineers contractors doctors nurses and veterinarians and the employment and training of supervisors officers and servants or any other persons as shall appear necessary or expedient and upon such salaries wages terms and conditions as shall appear necessary or expedient, notwithstanding that such person may be a member of the Board.
- (i) To establish, develop and manage public and recreational facilities in accordance with the objects of the Trust.
- (j) To institute, initiate or take and to defend, compromise or abandon legal proceedings involving the property or affairs of the Trust.

10. INTERPRETATION

The objects set forth in this Appendix shall not except where the context expressly requires be in any way limited or restricted by reference to or any inference from the terms of any clause and none of the clauses or the objects therein specified shall be deemed subsidiary or ancillary to any other clause or object and the Board shall be fully empowered to pursue and carry out all or any of the objects set out in this Appendix independently of any other of such objects PROVIDED THAT all or any of the powers or authorities are exercised in pursuance of the objects and purposes for which the Trust is established.

11. NOTWITHSTANDING anything contained or implied in this Appendix "A" or in the annexed Appendix "B" the objects and purposes of the Trust shall at all times be read and construed as being limited to such activities and for such purposes as are exclusively charitable under the law of New Zealand.

APPENDIX B

RULES

1. FUNDS AND PROPERTIES

(a) The funds and property vested in the Board shall be administered by the Board in accordance with these Rules

(b) All moneys received shall be paid to the credit of the Board at such Trading Bank or Savings Bank as the Board members shall from time to time appoint and cheques on the bank account and other negotiable instruments shall be signed by two Board members or one Board member and either the Secretary or the Treasurer. Endorsements of cheques and other negotiable instruments in favour of the Board shall be made by a Board member or by the Secretary or the Treasurer or such other person as may be appointed by the Board.

(c) The Secretary or the Treasurer shall have power to receive and give receipts for all legacies, donations, subscriptions or other moneys bequeathed made, given or lent to the Board and every such receipt shall be an effective discharge for the money or other property therein stated to have been received.

(d) No part of the income or property of the Board shall be paid or transferred directly or indirectly by way of profit to any Board member PROVIDED THAT nothing herein contained shall preclude any reasonable payment to a Board member for services rendered or for goods supplied or by way of interest on moneys borrowed from or by way of rent for premises let or leased to the Board by any Board member.

(e) All moneys and funds raised or collected by or on behalf of the Trust shall be distributed by the Board in the manner prescribed in these Rules providing that nothing herein shall be deemed to prevent the Board from establishing a reserve fund or funds for any of the purposes of the Trust.

2. MEMBERSHIP

(a) The Trust shall consist of an unlimited number of members who are interested in promoting the objects of the Trust. Persons desiring to join shall sign an application form and pay the prescribed subscription, and thereby shall become members of the Trust. Corporate bodies may apply for membership of the Trust and upon approval by the Board shall become members of the Trust.

(b) Membership may include honorary, life, foundation, family, individual, junior, corporate, overseas or any other class of membership as determined by the Board.

(c) The Board may from time to time award Life Membership to persons who have shown extraordinary commitment or energy in advancing the Trust and its objects.

(d) The Board shall decide the annual subscription to be paid by members. The amount of the annual subscription may be changed from time to time as the Board thinks fit. The amount of the subscription may vary for different classes of membership.

(e) If any member shall willfully ignore the rules of the Trust or allow his/her subscription to be in arrears or otherwise act to the detriment of the interest of the Trust, the Board may by resolution remove the name of such member from the list of members and thereupon such member shall cease to be entitled to any of the rights of membership.

(f) All persons who are working with or employed by the Board on any of its projects or schemes shall be project members. In the event of there being any doubt as to whether a person is qualified as a project member the matter shall be decided by the Board whose decision shall be final.

3. ELECTION TO AND DURATION OF MEMBERSHIP

(a) Membership of the Trust shall be open to all persons and corporate bodies who or which are interested in the aims of the Trust and who or which join in accordance with these Rules, save that project members need not join but become qualified as such by virtue of their being accepted by the Board to work on or be employed in any of the Board's projects and schemes.

(b) No person or corporate body shall be entitled to membership of the Trust as of right and neither the Trust nor the Board shall be obliged to give any reason for a decision to elect or not to elect any person or corporate body to membership.

(c) Termination of membership shall not terminate any then existing financial obligation of a former member.

4. CONSTITUTION OF THE BOARD

(a) The Board shall consist of a maximum of 12 members. The following organizations should be invited to make a nomination to the Board.

- Wanganui District Council
- Horizons Regional Council
- NZ Historic Places Trust
- Department of Conservation
- Royal Forest & Bird Protection Society
- Nga Rauru

The Board reserves the right to decline this nomination, whereupon the organization will again be invited to make a nomination to the Board. The process will continue until the Board accepts the nomination.

If the above organizations do not accept the invitation to nominate someone to the Board then the Board may fill the vacancy according to the clause (b) below, until the next Annual General Meeting.

An accountant, who shall be the Treasurer to the Trust and also a member of the Management Committee.

The Chairman of the Management Committee.

Four other members appointed by the Board.

(b) Vacancies in membership of the Board shall be filled by the decision of the remaining Board members who shall have regard to the need to appoint persons interested in the Board's objects by their skill, expertise, profession, standing in the community or other qualification.

(c) The office of the Board member shall become vacant if –

- (i) He/she shall resign office; or
- (ii) He/she shall become unfit or incapable of so acting or refuses to so act; or
- (iii) He/she shall be absent from New Zealand for a period of 12 months without obtaining leave of absence from the other Board members; or
- (iv) He/she shall die.

(d) All members of the Board shall be financial members of the Trust

5. GENERAL MEETING OF MEMBERS

(a) An Annual General Meeting shall be held within three months of the closing of the financial year to which it relates or as close to that as is practicable. The business to be transacted at the annual general meeting shall be -

- (i) 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 last Annual General Meeting.
- (ii) To receive from the Board a report, balance sheet and statement of accounts for the preceding financial year.
- (iii) To consider and decide any other matter which may properly be brought before the meeting.

(b) Special General Meetings:

- (i) Special General Meetings of members may be summoned by the Board from time to time.
- (ii) The Board shall upon the requisition made to it in writing by not less than ten per cent of members entitled to vote 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 Board.

- (iii) 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 any General Meeting, whether Annual or Special shall be given at least 14 days prior to the date appointed for the meeting. The Board may give such notice by means of newspaper or other announcement or by forwarding a notice thereof in writing to each member at his/her or its last known place of abode or business or at his/her or its last known electronic mail address. Such notice shall state that the meeting is to be an Annual or Special General Meeting and shall specify the place date and time at which the same is to be held.

(d) Representation and voting at General Meetings:

Every member shall be entitled to attend General Meetings and shall on each question submitted to the meeting have one vote.

A family being a family member of the Trust may attend and vote by one member of the family.

A corporate body being a member of the Trust may attend and vote by its representative duly appointed in writing under the hand of its Secretary or Chief Executive Officer.

Any member of the Trust entitled in his/her own right to vote at an Annual General Meeting if he/she shall be appointed as representative of a corporate body member and/or representing a family as a family member shall be entitled to additional votes in representative capacities.

(e) Quorum at General Meetings:

10 members who are entitled to vote or 10% of the members entitled to vote at such meeting, whichever is the smaller, shall constitute a quorum for a General Meeting.

(f) Procedure at General Meetings

- (i) At every General Meeting a member of the Board or such person as the Board shall decide, shall preside as Facilitator of such meetings. If at any such meeting the Facilitator shall not be present within ten minutes after the time appointed for the meeting or being present is unwilling or unable to act as such Facilitator the members of the Trust present or represented shall appoint one of their number to act as Facilitator of that meeting.
- (ii) 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 results of voices or on a show of hands) demanded by at least two members. Unless a poll is so demanded a declaration by the Facilitator 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 Facilitator directs and the result of the poll be deemed to be the resolution of the meeting of which the poll is demanded.

- (ii) In the case of an equality of votes whether on the show of hands or on a poll the Facilitator of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to take a second poll. In the case of an equality of votes, the Facilitator shall be entitled to a casting vote.

6. FUNCTIONS POWERS AND DUTIES OF THE BOARD

The functions powers and duties of the Board shall be:

- (a) To control, administer and manage the property 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, 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 sub-committees as the Board may from time to time deem expedient for the carrying out of the objects of the Trust. Sub-committees may be formed for the purposes of fundraising, wildlife management, membership, publicity, liaison with other groups or any other purpose necessary to further the objects of the Trust. Members of any sub-committee need not necessarily be members of the Board.
- (e) From time to time to prescribe regulations or to alter or revoke such regulations for the operation of any of the projects or schemes.
- (f) 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 performances of the objects.
- (g) To do all such other things as shall be necessary or desirable in order to comply with the provisions of the Charitable Trusts Act 1957 in their relation to the Trust.

7. PROCEEDINGS OF BOARD MEMBERS

- (a) The Board shall meet at least twice a year.
- (b) Subject to the subsequent provisions of this Clause the Board members shall meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit.

- (c) Questions arising at any meeting shall, where possible be decided by consensus. If a consensus cannot be reached then a decision shall be arrived at by a majority vote with the Chairman being allowed a casting vote.
- (d) Any three Board members may at any time summon a meeting of the Board which shall be called within 14 days after receipt by the Secretary of a requisition signed in that behalf. It shall not be necessary to give notice of a meeting of the Board to any Board member for the time being absent from New Zealand.
- (e) A quorum shall be one half of the number of members of the Board appointed and present in New Zealand, including the Chairman or deputy Chair.
- (f) No more than 50% of the vote at any Board meeting may be from members who are also members of the executive committee.
- (g) The continuing Board members may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Board as the necessary quorum of members or the minimum number of Board members pursuant to Clause 4(a), the continuing member or members may act for the purpose of increasing the number of members to that minimum number but for no other purpose whatsoever.
- (h) The Board members shall elect a Chairman and a deputy Chairman and determine the period for which they are to hold office but if at any meeting the Chairman or deputy Chairman is not present within five minutes after the time appointed for holding the meeting the Board members present may choose one of their number to be Chairman of the meeting.
- (i) A Resolution in writing signed by all the Board members for the time being entitled to receive a notice of a meeting of Board members shall be as valid and effective as if it had been passed at a meeting of Board members duly convened and held. Any such Resolution may consist of several documents in like form each signed by one or more Board members.
- (j) The financial year of the Board shall end on the 30th day of June in each year.
- (k) Notice in writing of all meetings of Board members specifying the object or objects of such meeting shall be communicated by the Secretary to the Board members at least ten days prior to the date fixed for the holding of any meeting PROVIDED THAT by agreement of Board members notice may be given orally.

8. MANAGEMENT COMMITTEE

(a) The Board may delegate the day to day management of the Trust's property and the affairs of the Trust, in accordance with the Trust's Business Plan, to a management committee.

(b) Composition of management committee.

The management committee will comprise a maximum nine members.

The Board will appoint the chair of the management committee.

The Secretary and the Treasurer of the Board will be the Secretary and the Treasurer of the management committee.

The Chairpersons of the Wanganui, South Taranaki and Rangitikei branches of the Royal Forest & Bird Protection Society, or their nominees, shall be invited to be members of the management committee.

Three further members of the executive will be elected at the Annual General Meeting of the Trust, on a three-year rotational basis.

(c) All members of the management committee shall be financial members of the Trust.

(d) The management committee shall meet regularly and may appoint sub-committees as it may from time to time deem expedient for the carrying out of the objectives of the Trust.

Members of any sub-committee need not be members of the management committee. It is recommended that the management committee meet monthly.

(e) The quorum of the management committee shall be five.

9. MINUTE BOOK

All proceedings of Board members shall be recorded in the form of minutes entered in a proper Minute Book.

10. THE SEAL

The Board members shall have the safe custody of the Common Seal and the Board members may from time to time by Resolution change alter or adopt any new such Seal as they may deem proper. The Common Seal shall not be affixed to any document except by the authority of the Board members previously given and shall be so affixed in the presence of two Board members who shall affix their signatures to every document so sealed.

11. INDEMNITY

The Board members, Secretary, the Treasurer and other officers, if any, shall be indemnified by the Board from and against all losses and expenses properly incurred by them in or about the discharge of their respective duties. No Board member shall be liable for any loss provided that the same does not arise from his/her own wilful default or personal dishonesty.

12. ALTERATION TO RULES

These Rules may be altered added to rescinded or otherwise amended by a Resolution duly passed by a majority of 75% of the members present and voting at an Annual General Meeting or at a General Meeting convened for that purpose provided that the notice convening such meeting whether Annual or otherwise shall set forth the purpose of such alterations additions rescissions or other amendments. No alteration addition rescission or amendment shall be made to these Rules which would in any way detract from the exclusively charitable nature of the Trust.

13. ACCOUNTS

(a) The Board shall cause proper books of accounts 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 be kept at the offices of the Board or other place as the Board thinks fit and shall be available for inspection by members of the Board at times to be appointed.

14. PATRON

The Board may elect one or more Patrons.

15. AUDITOR

The accounts of the Board shall be audited by a Chartered Accountant who shall not be a member of the Board and who shall be appointed annually by the Board.

16. WINDING UP

(a) The Trust may be wound up if at a General Meeting of Board Members it passes a resolution to wind up the Trust and that resolution is confirmed at a subsequent General Meeting called for that purpose and held not sooner than the 28th day and not later than the 42nd day after the date on which the resolution to be confirmed was passed.

(b) On the winding up of the Trust or on its dissolution by the Registrar, all surplus assets after the payment of costs, debts and liabilities will be given to other charitable conservation organisation/s within New Zealand as the members of the Trust at a General Meeting will decide. If the Trust is unable to make such a decision, the

remaining assets will be disposed of in accordance with the directions of the High Court pursuant to Section 27 of the Charitable Trusts Act 1957 or subsequent enactment.