

**TRUST DEED OF THE OTAGO
NATURAL HISTORY TRUST**

DEED OF THE OTAGO NATURAL HISTORY TRUST
Charities Commission No CC10787

Dated the 4th February 2020

THE TRUSTEES

The original trustees were:

LESLIE HAMBLETON CLEVELAND of Fairfield, Company Manager
JOHN TERENCE DARBY of Dunedin, Zoologist
RALPH BRADLEY ALLEN of Dunedin, Botanist
NEIL SINCLAIR HARRAWAY of Dunedin, Television Producer

The current trustees are:

COLIN CAMPBELL HUNT of Dunedin, Emeritus Professor University of Otago
LYN CARTER of Dunedin, Senior University Lecturer
MARIAN LESLIE HOBBS of Dunedin, retired School Teacher
ROSS ALEXANDER SMITH of Dunedin, retired Chartered Accountant
TONY JOHN STEWART of Dunedin, retired Computer Consultant
DEBORAH JANE WILSON of Dunedin, Scientist

("the Trustees").

- The Trustees wish to substitute the provisions of the within Deed for the provisions of the Deed of Trust dated 6th October 2004, and to continue the Charitable Trust to carry out the aims set out in this Trust Deed.
- The Trustees currently hold the sum of \$6,800 as the Trust Fund, on trust, along with any other money or property received by the Trust to carry out the aims set out in this Trust Deed.
- The Trustees were incorporated as a Board under the Charitable Trust Act 1957 to carry out the aims, powers and rules set out in the Deed of Trust dated 25 August 1983 and shall continue to be so incorporated under this Trust Deed.

1. NAME

The name of the Board is the Otago Natural History Trust.

"ONHT" refers to the Otago Natural History Trust in this document

2. AIMS

The ONHT Board is established to carry out within New Zealand the following aims:

- 2.1 To promote the preservation, protection, conservation and fostering of flora and fauna found in New Zealand.
- 2.2 To provide facilities for the maintenance and care, and housing and display of flora and fauna found in New Zealand in an environment reflective of their natural habitat.
- 2.3 To educate and to encourage the awareness of the public, in respect of the preservation, protection and conservation of flora and fauna found in New Zealand.

2.4 To do anything else within New Zealand that will advance any of these aims.

3. POWERS OF THE ONHT BOARD

The ONHT Board will have the following powers:

- 3.1 To manage the affairs of the Trust.
- 3.2 To purchase, lease, hire or otherwise acquire any real or personal property.
- 3.3 To sell, let, mortgage or otherwise dispose of or deal with any of the property of the Trust.
- 3.4 To construct, maintain or alter any buildings or property.
- 3.5 To borrow, raise, invest or loan money in any manner and on any terms suitable to the Board.
- 3.6 To enter into any arrangement or contract with any individual, Government Department or corporate body.
- 3.7 To pay all or any of the expenses incurred in establishing and running the Trust.
- 3.8 To employ or engage staff, advisors or other people whether or not they are Trustees, and to pay their wages, salaries and/or their expenses on terms suitable to the Board.
- 3.9 To do anything else that in the opinion of the Board will further the charitable aims of the Trust.
- 3.10 Nothing in this Deed shall be construed as to permit any ONHT Board member or any person associated with any Board member to derive personal or pecuniary benefit from the business and investments of the Trust.

4. RULES OF THE ONHT BOARD

The Rules of the ONHT Board will be as follows:

4.1 Constitution of the ONHT Board

- 4.1.1 The ONHT Board will have between six and nine members, up to three of whom may be appointed according to the provisions of 4.1.5 to 4.1.11 below (Appointed Members), provided that members elected according to the provisions of 4.1.2 to 4.1.4 below (Elected Members) make up a simple majority.

Elected Members

- 4.1.2 Nominations for Board membership must be in writing and must be received by the secretary ten days prior to the Annual General Meeting. Election of ONHT Board members shall be by a simple majority of those Trust members present at the Annual General Meeting entitled to vote.
- 4.1.3 Each Board member shall hold office for three years with two Board positions being subject to election each year by rotation and every retiring member being eligible for re-election.

- 4.1.4 **In the event of a subsequent vacancy occurring on the Board,** that vacancy may be filled until the next Annual General Meeting by the remaining Board members who shall make the appointment having regard to the need to appoint persons interested in, and capable of assisting with, the Trust's objectives.

Appointed Members

- 4.1.5 The ONHT Board may at its discretion invite an organization with particular expertise, interest or legislative role in the conservation of New Zealand's indigenous flora and fauna, or having a significant role with respect to the activities of the Trust, to nominate a representative for appointment to the Board as an Appointed Member.
- 4.1.6 An appointment under 4.1.5 of these rules shall be accompanied by a Memorandum of Understanding (MOU) that sets out explicitly the aspirations, rights and responsibilities of the parties and their respective roles in facilitating the aims and operation of the ONHT.
- 4.1.7 An organization invited to nominate a representative shall advise or reconfirm in writing, the name of their representative to the Trust secretary not less than 10 days prior to the Annual General Meeting each year. At the Annual General Meeting, Trust members will be advised of the names of the nominees. The acceptance of the nominee's appointment to the ONHT Board, will not be arbitrarily or unreasonably withheld.
- 4.1.8 An Appointed Member shall have the same rights and obligations as an Elected Member.
- 4.1.9 An Appointed Member shall hold office for three years or for the duration of the relevant MOU, whichever expires first. The Appointed member will be eligible for reappointment at the end of their term subject to the MOU continuing.
- 4.1.10 In the event of an Appointed Member being unable to continue in office, the nominating organisation may advise in writing a replacement representative to the Trust secretary. The next ONHT Board meeting may accept the nominee for subsequent ONHT Board meetings. The acceptance of the nominee's appointment to the ONHT Board will not be arbitrarily or unreasonably withheld.

Advisors

- 4.1.11 The Board may at its discretion invite an organization with particular expertise, interest or legislative role in the conservation of New Zealand's indigenous flora and fauna, or having a significant role with respect to the activities of the Trust, to nominate a representative to attend ONHT Board meetings as an Advisor.
- 4.1.12 The Board may at its discretion invite an individual with particular expertise, interest or legislative role in the conservation of New Zealand's indigenous flora and fauna, or having a significant role with respect to the activities of the Trust, to attend ONHT Board meetings as an Advisor.
- 4.1.13 An Advisor shall not have voting rights at a Board meeting.

4.2 ONHT Board Meetings

- 4.2.1 The Board will hold such meetings in every year as it considers necessary to carry out the aims of the Trust.
- 4.2.2 A meeting of the ONHT Board members may be called at any time by direction of the Chairperson or of three Board members and shall be notified to other members within three days after receipt by the Chairperson of such a request.
- 4.2.3 At the first meeting of each year's Board the members will appoint the following officers:
- (i) a Chairperson who will be responsible for convening and chairing the Board meetings provided that if, at any meeting the Chairperson is not present within five minutes of the time appointed, the members present may choose one of those present to chair the meeting;
 - (ii) a Secretary who will carry out the functions allocated to the Secretary in this Deed; and
 - (iii) a Treasurer who will control the funds of the Board.
- 4.2.4 If at any time an office holder ceases to be a Board member the Board may appoint another member to that office for the remainder of the yearly term.

4.3 Notice of ONHT Board Meetings

Notice of all Board meetings will be given in writing or orally to each Board member at least ten days prior to the meeting and shall include the object of the meeting if appropriate. It shall not be necessary to give notice of a meeting to Board members absent from New Zealand. If all Board members agree, however, a Board meeting may be called at any time without such notice.

4.4 The Running of ONHT Board Meetings

- 4.4.1 The Quorum for all Board meetings will be three Elected Members.
- 4.4.2 Decision making at any meeting will be by consensus, but failing a consensus decisions will be made by a simple majority of the Board members present at the meeting.
- 4.4.3 Every Board member present at a Board meeting will be entitled to one vote. In the event of a tie the Chairperson will have a second or casting vote.
- 4.4.4 The Board may from time to time appoint two or more of its members to form a sub-committee. The sub-committee may co-opt other people who are not Board members.
- 4.4.5 A resolution in writing signed by all Board members entitled to receive a notice of a meeting of Board members shall be as valid as if it had been passed at a meeting of Board members duly convened. Any

such resolution may consist of several documents in like form each signed by one or more Board members.

4.5 Minute Book

All proceedings of ONHT Board meetings and meetings of members will be recorded in a minute book which will be held by the Secretary of the Board.

4.6 The Common Seal

The Common Seal of the ONHT Board will be held by the Secretary and will be used only when authorised by a resolution of the Board. When the seal is used it will be signed by the Secretary and one other Board member appointed to sign that document.

4.7 7 Control of Funds and Property

- 4.7.1 The ONHT Board, through its Treasurer, will keep proper books of account and will prepare annual accounts which are to be audited.
- 4.7.2 All funds received by the Board will be paid into the Board's bank account.
- 4.7.3 The financial year of the Trust shall end on the 30st day of June in each year.
- 4.7.4 All cheques, withdrawal slips and electronic bank transfers drawn on the Board's account will be signed or electronically authorized by the Treasurer and one of two other Board members appointed by resolution of the Board
- 4.7.5 The income and property of the ONHT is to be applied solely to further the aims of the Trust. No income or property is to be paid or transferred directly or indirectly to any members of the Board. This will not prevent payment of reasonable wages or expenses to any officer or employee of the Board or to any Board members for any services performed by them for the Trust.
- 4.7.6 The Board may decide that a Board member may charge an arm's length fee for any services carried out by him or her where the Board would have had to pay for that service if it was carried out by somebody who was not a Board member.

4.8 Liability of ONHT Board Members

Notwithstanding the powers of the Board, no Board member shall be subject to any personal action except if they commit a breach of trust in their role as Board member or as the result of some fraudulent act, wilful breach or omission which causes some form of loss to the Board or inhibits the aims and purposes of the Trust as set out in this Deed.

5. ONHT MEMBERSHIP

5.1 Categories of ONHT Membership

The members of the Trust shall be:

- 5.1.1 "Ordinary members": Any individual who, during any financial year of the Trust, has paid the annual subscription as set by the Annual General Meeting in any year.
- 5.1.2 "Family member": All families who during any financial year of the Trust have paid the annual family subscription as set by the Annual General Meeting in any year.
- 5.1.3 "Foundation members": All persons and corporate bodies who or which have contributed, in one sum, Two hundred and fifty dollars (\$250.00) or more to the Trust. Foundation membership will not be available after the 2004 Annual General Meeting.
- 5.1.4 "Life Membership": All persons who have paid a life membership subscription as set by the Annual General Meeting in any year.
- 5.1.5 "Honorary Life members": Any person irrespective of his or her contribution in money or property to the Trust may be elected by Annual General Meeting to life membership by reason of outstanding services to the Trust.
- 5.1.6 "Concessionary Member": Any student or beneficiary who, during any financial year of the Trust, has paid the annual subscription as set by the Annual General Meeting in any year.

5.2 Rules Relating to ONHT Membership

- 5.2.1 No person 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 refuse any person membership.
- 5.2.2 Each ordinary member, family member and concessionary member shall be such a member only for the period covered by their annual subscription.
- 5.2.3 Foundation members, Life members and Honorary Life members shall be members for life.
- 5.2.4 Any member may resign from membership by written notice addressed to the Board Secretary and such notice shall take effect on receipt by the Secretary but without prejudice to any outstanding financial liabilities to the Trust. Upon receipt of resignation, the Trust shall not refund any subscriptions.
- 5.2.5 Any member whose subscription has been due and unpaid for the current period may be removed from membership without proof of his or her having received any demand for the subscription.

5.2.6 Membership entitles the member to one vote at General Meetings on each motion requiring a vote.

6. GENERAL MEETING OF MEMBERS

6.1 Annual General Meeting

Each year the ONHT Board shall convene an Annual General Meeting of members to be held within four months of the end of the financial year and no later than 15 months from the previous Annual General Meeting.

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

- 6.1.1 To approve the minutes of the previous Annual General Meeting and of any other General Meeting which may have been held since the last Annual General Meeting.
- 6.1.2 To receive from the Board a Chairperson's Report, Revenue Statement, Balance Sheet and Audit Report for the preceding financial year.
- 6.1.3 To elect members of the Board for the coming year.
- 6.1.4 To elect an auditor or auditors.
- 6.1.5 To consider and decide any other matter which may properly be brought before the meeting.

6.2 Special General Meetings

Special General Meetings of members may be convened by the ONHT Board from time to time as follows:

- 6.2.1 The Board shall, upon the request made to it in writing by not less than ten per cent of members entitled to vote, convene a Special General Meeting. Any request shall set out the object of the meeting proposed to be called and shall be left with the Secretary at the office of the Board.
- 6.2.2 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.
- 6.2.3 Any two members of the Board may convene a Special general meeting.

6.3 Notice of Special General Meetings

Notice of Annual General Meetings or Special General Meetings will be given by the Board in writing to each member at least 21 days prior to the date of the meeting. Such notice will state whether the meeting is to be a Special General Meeting or an Annual General Meeting and shall specify the place, date and time at which the same is to be held. The Board may give such additional notice by means of newspaper or other announcement as it thinks fit.

6.4 Representation and Voting at General Meetings

- 6.4.1 Every member shall be entitled to attend General Meetings and will have one vote for each motion requiring it.
- 6.4.2 A family being a family member of the Trust may attend but will only be entitled to one vote.
- 6.4.3 Any member of the Trust entitled in his or her own right to one vote at a General Meeting shall, if also appointed as representative of a family member, be entitled to an additional vote in that capacity.

6.5 Procedure at General Meetings

- 6.5.1 At every General Meeting the Chairperson of the Board shall chair the meeting. If at any such meeting the Chairperson is not present within ten minutes after the time of the meeting or is unwilling or unable to act as Chairperson the members present or represented shall appoint one of their number to act as Chairperson for that meeting.
- 6.5.2 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 requested by at least two members. Unless a poll is so requested, a declaration by the Chairperson that a resolution has been carried, or carried unanimously, or by a particular majority, or lost shall be conclusive evidence of the fact. The minute book will be noted accordingly. If a poll is requested the Chairperson shall appoint two scrutineers and a secret ballot shall be held and the voting papers subsequently destroyed.
- 6.5.3 In the case of an equality of votes whether on the show of hands or on a poll the Chairperson of the meeting shall be entitled to a second or casting vote.

7. ALTERATIONS TO RULES

These Rules may be added to, altered or cancelled by a motion duly passed by members present and voting at an Annual General Meeting or Special General Meeting called for that purpose, provided that:

- 7.1 Written notice of the proposed change is included in the notice calling the meeting;
- 7.2 The meeting may amend the proposed change;
- 7.3 No alterations, additions or cancellations will be made to these rules that are in conflict with:
 - 7.3.1 the aims of the Trust;
 - 7.3.2 the charitable nature of the Trust;
 - 7.3.3 the Charitable Trust Act 1957; or
 - 7.3.4 the conditions of any exemption granted by the Inland Revenue Department.

8. WINDING UP

- 8.1 The Trust may be wound up if:

- 8.1.1 a majority of the members at a General Meeting pass a resolution to wind up the Trust;
 - 8.1.2 a second meeting is held, not earlier than 30 days from the date of the first meeting to confirm or reject the resolution; and
 - 8.1.3 at the second meeting a three quarter majority of the members present confirm the resolution.
- 8.2 On winding up, any surplus assets of the Charitable Trust will be distributed to other charitable organisations in New Zealand with aims similar to the within Trust.

THE PROVISIONS of this Deed, having been duly adopted at a Special Annual General Meeting dated 28 July 2011, are now agreed to on behalf of the members by the Trustees.

SIGNED by COLIN CAMPBELL HUNT
as Trustee

in the presence of:



Witness Signature:



Witness Full Name:

Rodney Bruce Mann's

Witness Occupation:

Photographer

Witness Address:

57 Irvine Road, The Cove, Dunean 9077

SIGNED by LYN CARTER
as Trustee

in the presence of:



Witness Signature:



Witness Full Name:

Rodney Bruce Mann's

Witness Occupation:

Photographer

Witness Address:

57 Irvine Road, The Cove, Dunean 9077

SIGNED by MARIAN LESLIE HOBBS
as Trustee
in the presence of:

Marian K. Hobbs

Witness Signature:

[Signature]

Witness Full Name:

Rodney Bruce Morris

Witness Occupation:

Photographer

Witness Address:

57 Irvine Road, The Cove, Duncraig 9077

SIGNED BY ROSS ALEXANDER SMITH
As Trustee
In the presence of:

[Signature]

Witness Signature:

[Signature]

Witness Full Name:

Rodney Bruce Morris

Witness Occupation:

Photographer

Witness Address:

57 Irvine Road, The Cove, Duncraig 9077

SIGNED BY TONY JOHN STEWART
As Trustee
In the presence of:

[Signature]

Witness Signature:

[Signature]

Witness Full Name:

Rodney Bruce Morris

Witness Occupation:

Photographer

Witness Address:

57 Irvine Road, The Cove, Duncraig 9077

SIGNED BY DEBORAH JANE WILSON
As Trustee
In the presence of:

[Signature]

Witness Signature:

[Signature]

Witness Full Name:

Rodney Bruce Morris

Witness Occupation:

Photographer

Witness Address:

57 Irvine Road The Cove Duncraig 9077