



PAPAWAI MARAE COMMITTEE TRUST DEED

THIS DEED is made in this year of 2017/2020

BETWEEN:

Pikitia Tuuta

Michele Elliott

John Cunningham

Amiria Te Whaiti

Kahura Watene

Liz Watson

Elizabeth Hemi

hmt.
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M. Elliott
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John Cunningham
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Amiria Te Whaiti
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Kahura Watene
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Liz Watson
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Elizabeth Hemi
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WHEREAS

- A. The parties to this Deed wish to establish a charitable trust ("the trust") for the objects described in Clause 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 PAPAWAI PA TRUST.

2. Office

The registered office of the Trust shall be 22 Massey Place, Masterton or at any such place as determined by the Trustees from time to time.

3. Purposes

The purposes of the Trust are:

- i. to preserve the cultural values and beliefs of the whanau and hapū of Papawai by:
 - ensuring that these cultural values and beliefs are reflected in all the undertakings of the Trustees when conducting business on behalf of those whanau and hapū;
 - preserving the heritage of Papawai Pa for future generations;
 - incorporating the spirit of kotahitanga into the life of the whanau and hapū of Papawai Pa;



- reviving and further understanding the traditional cultural protocols and practices at Papawai Pa.
- ii. to manage the resources of Papawai Pa in a manner which:
 - ensures that all transactions are transparent and conducted according to the Trust's policies;
 - uses an agreed approach in raising monies for specific projects;
 - ensures the monies are available for the purposes of maintaining facilities and meeting established costs;
 - ensures that applicable statutory and regulatory requirements are complied with.
- iii. to consult with the whanau and hapū of Papawai Pa about development projects, to enhance Papawai marae and develop the people.
- iv. to actively contribute to the development of strategies designed to promote and increase health status and educational achievement of the whanau and hapū of Papawai Pa.
- v. to actively explore possibilities to promote employment for the whanau and hapū of Papawai through the development of planned business enterprise.
- vi. to foster a positive relationship with Kahungunu ki Wairarapa, Rangitane o Wairarapa and Ngāti Kahungunu Iwi Incorporated, to further future development for the whanau and hapū of Papawai Pa.

Notwithstanding anything in this Deed, the objects shall always be confined to purposes within Aotearoa New Zealand that are charitable according to the laws of Aotearoa New Zealand.

4. Structure of the Trust

The Trust shall be administered by a committee of Trustees ("the Trustees") which shall be accountable to and elected by members of the whanau and hapū of Papawai Pa at its Annual General Meetings.

5. Members of the Trust

Number of Trust

The Trust shall consist of not less than five (5) or no more than 7 members.

Membership of Trust

New trustees shall be elected at each Annual General Meeting of the Trust as required.

Retirement of Trustees

Trustees shall hold office for three (3) years, but shall be eligible for re-election at the Annual General Meeting. Of the said first elected Trustees, two (who shall be selected by the lot) shall retire at the second Annual General Meeting, another two (also selected by the lot) shall retire at the third Annual General Meeting, another three shall also retire at the fourth Annual General Meeting and another three shall retire at the fifth Annual General Meeting.

At each subsequent Annual General Meeting the three Trustees who have been longest in office shall retire. Each Trustee who retires and is re-elected shall be considered for the purpose of rotation as a new member.

Trustee Nomination

Nomination for position on the Trust Committee shall be by way of notice of nomination in writing, endorsed with the consent of the nominee.



Vacancies

Subject to the number of active trustees, the Trust Committee, shall have the power to nominate further members and to fill any casual vacancies until the next Annual General Meeting.

Name of Trust

The name of the Trust shall be Papawai Pa Trust.

Attendances at Meetings

Trust meetings will be held on a bi-monthly basis. Trustees will attend a minimum of seven (7) meetings annually and should only be absent for two consecutive meetings. (Note: exceptional circumstances, eg. sickness, overseas travel will be considered). Trustees who are absent for two consecutive meetings without contacting either the Secretary or Chairperson will be deemed to have resigned their trusteeship.

6. Proceedings of the Trust

Meetings

The Trust Committee shall meet at such times and places as it determines, and shall elect a chairperson from amongst its members at its first meeting and at subsequent annual meetings.

Officers

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

Chairperson

The Chairperson shall preside at all meetings of the Trust 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 the meeting.

Quorum

At any meeting of the Trust, five (5) members shall form a quorum, and no business shall be transacted unless a quorum is present.

Voting

All questions before the Trust 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 Chairperson shall have the casting vote.

Minutes

The Secretary shall keep minutes of all Trust meetings which shall be available for viewing by Trust members as requested. Copies of minutes are to be filed.

7. Powers

General and Specific Powers

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

- a) To approve the use of Trust funds as the Trust 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 expendent;



- 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 Trust thinks necessary or expedient for the purpose of attaining the objects of the Trust, and 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, of the Trust;
- d) To invest surplus funds in any way permitted by law for the investment of trust funds and upon such terms as the Trust thinks fit;
- 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 Trust thinks fit;
- f) To do all things as may from time to time appear desirable to enable the Trust to give effect to and attain the charitable purposes of the Trust.

Employment

Under Clause 7a above, the Trust may employ as agents, officers and staff, persons who are members of the Trust.

8. Income, benefit or advantage to be applied to charitable purposes

Application

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

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.

9. Accounts

True and Fair Accounts

The Trust shall keep true and fair accounts of all money received and completed.

Audit

The Trust shall engage the services of an accountant to undertake an audit of its accounts annually should the balance in the Trusts accounts exceed \$25,000. The Trust shall present the audited accounts to the Annual General Meeting (as applicable) together with an estimate of income and expenditure for the current year.

10. Power to delegate

Power to delegate

The Trust 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 Trust exercise or perform the delegated powers or duties in like manner and with the same effect as the Trust could itself have exercised or performed them.

Delegate bound



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

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 Trust.

Delegate need not be a Trust 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 Trust.

11. Common Seal

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

12. Membership of the Trust

Any person who or any group or organisation, including any family group, which agrees with the purposes of the Trust, may, subject to the Trust's approval become a member of the Trust by application in writing and upon payment of subscription (if any).

A register of members shall be maintained.

13. Annual General Meeting

Time and Place of Meeting

The Annual General Meeting of the Trust shall be held each year at such a place, date and time as the Trust shall determine. An advertisement advertising the Annual General Meeting will be placed in the local newspaper 21 days prior to the meeting.

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 Trusts' Statement of Accounts for the preceeding year and an estimate of income and expenditure for the current year, and
- c. Receive reports from the Trust and its committees', and
- d. Elect members of the Trust, and
- e. Consider and decide any other matter which may properly be brought before the meeting.

14. Special General Meeting

Secretary may call meeting

A Special General Meeting of the Trust 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 5 members of the Trust. Advertisement advertising the meeting to be placed in the local newspaper 21 days prior to the meeting.



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.

15. Procedure for General Meeting

Definition

In these rules the term "General Meeting" includes both an Annual General Meeting and a Special General Meeting.

Notice of Meeting

14 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.

Quorum

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

Chairperson

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

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 Clause 16 below, 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.

16. Alteration of rules

These rules may be altered, added to, rescinded or otherwise amended by a resolution passed by a 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 Clauses 8 above or 17 below unless it is first approved in writing by the Inland Revenue Department.

17. Disposition of Surplus Assets

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, shall be given to such exclusively charitable organisation within Aoteara New Zealand as the Trust decides or, if the Trust is unable to make such a 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 THE MATTER of the Charitable Trust Act 1957

AND

IN THE MATTER of an application for Incorporation of The Papawai Marae Committee

Charitable Trust, I Pikitia Tuuta (Chairperson) do solemnly and sincerely declare as follows:

1. that I am one of the subscribers to the application dated this
2. that there are no trusts as provided in Section 10(2)(b) of the Charitable Trusts Act 1957 on which the applicants or any of them hold property being trusts not set out in the Deed of Trust accompanying the said application.

AND I MAKE this solemn declaration conscientiously believing the same to be true and by virtue of the Oaths and Declarations Act 1957.

DECLARED at MASTERTON this day

Signed:

