



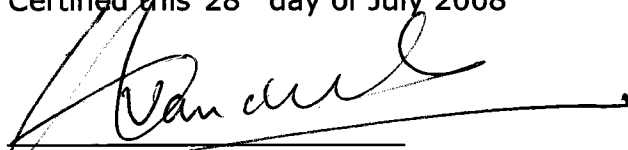
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CHARITABLE TRUSTS ACT 1957

Certificate

I, **ANTONY VAN DER MEER**, of 130 Priestley Terrace, NAPIER, Economist, and Trustee of **THE HAWKE'S BAY BRANCH OF THE ANTHROPOSOPHICAL SOCIETY IN NEW ZEALAND**, hereby certify that 8 page document annexed hereto are true copies of the rules of the said Trust.

Certified this 28th day of July 2008

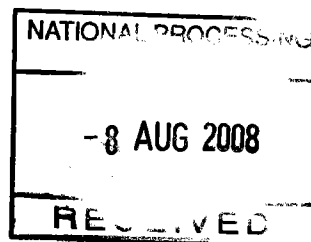

Antony van der Meer

RULES

OF

**THE HAWKE'S BAY BRANCH OF THE ANTHROPOSOPHICAL
SOCIETY IN NEW ZEALAND**

NPC# 13
18 AUG 2008



Rules
of
The Hawkes Bay Branch of the
Anthroposophical Society in New Zealand

1.0 Name

The name of the Society is The Hawke's Bay Branch of the Anthroposophical Society in New Zealand ("the Branch Society").

2.0 Legal Status and Preliminary

2.1 The Branch Society was incorporated on 15th October 1990 under the Charitable Trusts Act 1957.

2.2 These Rules were adopted by way of amendment on 9 April 2008.

2.3 The Branch Society is a branch of THE ANTHROPOSOPHICAL SOCIETY IN NEW ZEALAND ("ASNZ") which is a regional society within the General Anthroposophical Society ("GAS"), which has its centre at the Goetheanum, Dornach, Switzerland.

2.4 The term "member" in these rules shall mean a member of the Branch Society a prerequisite for such membership being that the member is a member of the GAS.

3.0 Purposes and Objects

3.1 The objects and purposes of the Branch Society are the following charitable objects and purposes which are recognised by the Courts of New Zealand as being charitable, including the following:

The Branch Society's objectives are expressed in the Principles given by Rudolf Steiner at the founding of die General Anthroposophical Society at Christmas, 1923.

The Branch Society is intended to be a community of human beings who desire to further the life of the soul – both in the individual and in human society – on the basis of a true knowledge of the spiritual world. This is to be attained not only by studying the works of spiritual science but also by fostering educational opportunities for those people in all walks of life who seek answers to contemporary issues out of a renewal of human culture. It is a purpose of the Branch Society to cultivate Anthroposophy through artistic, scientific and educational activities (in the broadest sense of these concepts) and the Branch Society intends to devote all reasonable means available to realise this purpose. This shall include the appropriate supporting of libraries and providing of lectures and publications.

In carrying out those objects and purposes the Branch Society:

- (i) Shall provide a public benefit, but
- (ii) Shall not result in any individual person receiving any benefit or profit.

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3.2 Notwithstanding Rule 3.1:

- (a) The Branch Society shall be limited in furthering or attaining its objects to the advancement of charitable purposes in New Zealand, and
- (b) No member of the Branch Society shall derive any personal pecuniary gain from membership of the Branch Society, and
- (c) These Rules shall be read and interpreted subject to the provisions of Rule 3.1 which shall over-ride all other provisions in these Rules except to the extent that an ancillary non-charitable purpose is permitted under the Charities Act 2005.

3.3 Subject to Rules 3.1 and 3.2, the Branch Society shall have power to:

- (a) Make regulations to advance the attainment of any of the above objects.
- (b) Do any act or thing incidental or conducive to the attainment of any of the above objects.

4.0 Powers

4.1 Subject to Rules 3.1 and 3.2, in addition to its statutory powers, the Branch Society:

- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people as may seem expedient,
- (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient,
- (c) May invest in any investment in which a trustee might invest, and
- (d) Shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least ten clear days' written notice was given by circulation to all members.

4.2 Notwithstanding any other provision, the Branch Society shall not expend any money:

- (a) Other than to further purposes recognised by law, nor
- (b) For the sole personal or individual private financial benefit or profit of any member.

4.3 Any transactions between the Branch Society and any member, officer or Committee member, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Branch Society would deal with third parties not associated with the Branch Society, and any payments made in respect of such transactions shall be limited to:

- (a) A fair and reasonable reward for services performed,
- (b) Reimbursement of expenses properly incurred,
- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

5.0 Membership

5.1 Unless otherwise declared in writing by the member, all members of the GAS who reside in the Hawke's Bay District, or for whom Hawke's Bay is the nearest branch of the ASNZ, are deemed to be members of the Branch Society.

5.2 A member will be deemed to resign by the act of moving out of the Hawke's Bay district without expressing in writing an intention to remain a member.

- 5.3 Members shall do nothing to bring the Branch Society into disrepute.
- 5.4 The Committee reserves the right to expel a member who fails to comply with the Rules. Such action will only be taken after consulting with local members and providing the member with the opportunity to respond.
- 5.5 An expulsion under Rule 5.4 may be rescinded by a majority resolution of the Committee or of a General Meeting.
- 5.6 Every member shall advise the Committee or any person designated by the Committee of any change of address.
- 5.7 The Secretary shall keep a membership register of Members recording their names and addresses and the dates each member became a member.
- 5.8 Members shall be asked to pay such annual contributions as determined at a general meeting, but should any members have financial difficulties the Committee may, at its discretion, reduce, postpone or remit such payments.
- 5.9 Members Liability:
(a) The liability of members shall be limited to their subscriptions and any other debts they may have incurred to the Branch Society.
(b) The members shall not be personally liable for the obligations and contracts of the Branch Society.
(c) Members who have resigned or whose membership has been terminated shall have no claim of any nature whatsoever to any assets of the Branch Society.
- 6.0 General Meetings
- 6.1 The Annual General Meeting shall be held in each year at a time and place fixed by the Committee providing it be held within 15 months of the previous Annual General Meeting.
- 6.2 Special General Meetings for any specific purpose may be called by the Committee or by written requisition to the Secretary signed by not less than seven members and which shall give notice(s) of motion together with relevant explanations.
- 6.3 The Chairperson of a General Meeting shall be appointed by the Committee and shall only have a deliberative vote.
- 6.4 At least 14 clear days before any General Meeting the Secretary shall post to all members written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report(s), Statement of Financial Accounts, a list of and information about nominees) and notice of any notices of motion.
- 6.5 The failure for any reason of any member to receive such notice shall not invalidate the meeting or its proceedings.
- 6.6 The quorum for General Meetings is 12 members.

- 6.7 Each member present at a General Meeting has one vote
- 6.8 The manner of voting, whether by ballot, by show of hands or by voice, shall be at the discretion of the meeting.
- 6.9 The business of the Annual General Meeting shall include:
- (a) Ascertaining that a quorum is present
 - (b) Minutes of the previous General Meeting(s),
 - (c) Matters arising
 - (d) Annual Report from the Committee and sub-committees
 - (e) Consider the Annual Financial Accounts,
 - (f) Approval of a budget for the next financial year,
 - (g) Approval of appointment of a person to review the financial accounts
 - (h) Set Annual Contribution for the ensuing year
 - (i) General business including motions of which notice has been given
 - O Election of Committee Members
 - CO Election of Trustees
 - (1) Adjournment

A vote shall not be taken on matters concerning the Branch Society's spiritual goals and tasks, which shall be handled only in free discussion.

7.0 Committee

- 7.1 From the end of each Annual General Meeting until the end of the next, the Branch Society shall be administered, managed and controlled by an executive Committee consisting of not less than three members and not more than seven members, and shall have full executive powers to carry out the aims and tasks of the Branch Society and to handle any matter affecting the Branch Society in New Zealand, other than those which fall to the decision by powers of the Trustees, and subject to these Rules and the resolution of any General Meeting, the Committee may exercise all the Branch Society's powers, other than those required by statute or by these Rules to be exercised by the Branch Society in General Meeting.
- 7.2 The three officers of the Committee shall be the Secretary, the Chairperson and the Treasurer who shall be committee members and appointed by the Committee
- 7.3 The Committee may co-opt a treasurer from outside the committee as an ex officio member of the Committee.
- 7.4 The quorum at all Committee meetings shall be three Committee members. Only Committee members present in person or by electronic link shall be counted in the quorum and entitled to vote, and voting by persons communicating with a meeting electronically shall be as valid as if they had been personally present.
- 7.5 Providing the Committee meets at least once every three months, the Committee shall meet at such times and places and in such manner as it may think fit including, where the chair considers it appropriate, by any audio-visual means or by computer conferencing.
- 7.6 The Committee may at its own discretion co-opt other members as additional members of the Committee or as members of any sub-committee for any purpose or length of time.

- 7.7 The Secretary shall record the minutes of all General Meetings and Committee meetings in a minute book open to inspection by any member, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be prima facie evidence that that meeting was duly called and shall prima facie be a true and correct record of what occurred at that meeting.
- 7.8 The Committee may employ any person or company to assist it to administer or manage the affairs of the Branch Society.
- 7.9 Indemnity for Committee:
- (a) No Committee member shall be liable for the acts or defaults of any other Committee member or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
 - (b) The Committee and each of its members shall be indemnified by the Branch Society for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.
- 8.0 Appointment of Committee Members
- 8.1 Committee members shall be elected by a majority meeting of the members at the Annual General Meeting and may hold office until the next Annual General Meeting.
- 8.2 Committee members cease to be eligible for re-nomination after serving for a continuous period of seven years.
- 8.3 New members of the Committee require nomination in writing, signed by at least two members as well as the nominee which shall be received by the secretary before the commencement of the Annual General Meeting. Sitting members of the Committee are eligible for re-election without re-nomination.
- 8.4 In the event of the number of Committee members falling below three and the Committee failing to increase its numbers, nominations for Committee members shall be delivered to the remaining Committee members and shall be dealt with at a Special General Meeting or at the Annual General Meeting.
- 9.0 Secretary
- 9.1 The Secretary shall hold the Branch Society's records, documents, common seal, membership register and books and keep the minutes.
- 9.2 The secretary shall deal with and answer correspondence and perform such other duties as directed by the Committee.
- 9.3 Every member shall in the first instance advise the secretary of any change of address.
- 10.0 Treasurer and Finance
- 10.1 The Treasurer is authorised to receive moneys on behalf of the Branch Society and deposit said moneys to the credit of the Branch Society in such banking accounts as the Committee may direct.
- 10.2 The Treasurer shall keep such books of account as may be necessary to provide a true

record of the Branch Society's financial position, report on the Branch Society's financial position to any Committee meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting together with a budget for the next financial year.

- 10.3 The Committee shall maintain bank accounts in the name of the Branch Society, and all expenses that fall within the approved budget shall be approved by the Treasurer and cheques and withdrawal forms signed by the Treasurer.
- 10.4. All expenses for amounts outside the approved budget must be approved by two members of the Committee.
- 10.5 All accounts paid or for payment shall be submitted to the Committee for approval of payment.
- 10.6 The Branch Society's financial year shall commence on 1 January of each year and end on 31 December in the same year.
- 10.7 The Annual General Meeting each year may appoint a person with a professional knowledge of financial accounts to examine and check the annual accounts of the Branch Society and provide a statement of their verification which shall be included with the annual Financial Statements.
- 11.0 Registered Office
- 11.1 The Registered Office of the Branch Society is 500 Nelson Street North, Hastings or as may be determined from time to time by the Committee.
- 12.0 Trustees
- 12.1 Three members shall upon election, be the trustees of the Branch Society and all its real property shall vest with the trustees
- 12.2 The Trustees shall fulfil all statutory duties required of Trustees in respect of the real property of the Branch Society and shall comply with all statutory requirements therefor.
- 12.3 The Trustees shall pay, satisfy or otherwise discharge:
 - 12.3.1 All costs, charges and expenses and all stamp duties and other fees incurred in connection with or arising out of or incidental to the transfer of any property to or from the Branch Society.
 - 12.3.2 All other debts and liabilities, costs and expenses generally which the Trustees may at any time or times be called upon to pay or defray and all monies which may now or from time to time be payable for any reason whatsoever in respect of the premises or in any circumstances arising out of the objects of the branch Society.
 - 12.3.3 PROVIDED ALWAYS HOWEVER, and it is hereby expressly declared, that if from time to time or at any time the Branch society's funds shall be insufficient to pay, satisfy or otherwise discharge the aforesaid debts, liabilities and any other monies, no personal liability shall attach to the trustees or any of them in respect of any such shortage or insufficiency and no claim in respect thereof shall be enforced personally against the Trustees or any of them and all such debts, liabilities and other monies shall be solely charged upon the Branch Society's funds.
 - 12.3.4 Without derogating from their duties and responsibilities in the administration of the

Trust the Trustees may in their absolute discretion take such advice as they see fit, and delegate such power and authority as they think fit, but not the exercise of any discretion conferred on the trustees by these rules.

12.4 The Trustees shall meet as often as the business of the Branch Society requires, but not less than once every year.

13.0 APPOINTMENT OF TRUSTEES

13.1 The members have the power of appointing replacement trustees as follows:

13.1.1 The trustees shall provide the secretary with the names of members the trustees wish to nominate as suitable for appointment as trustee(s), and

13.1.2 The Secretary shall at fourteen days notice, advise the members in writing of the nominations of persons for possible appointment at a General Meeting as replacement trustee, and

13.1.3 The members may either elect at a General Meeting a replacement trustees from those nominated by the trustees, or may decline to do so, and

13.1.4 If the members are not prepared to appoint a Trustee nominated by the Trustees, then the members may nominate such persons for election as a replacement trustee as they think fit,

13.1.5 All Trustee appointments shall be for a three year term.

13.2 No Trustee shall serve more than three consecutive three year terms as a Trustee.

13.3 The trustees shall retire in rotation with the intention that there be some continuity as trustees change.

13.4 In the event of a trustee dying or being disqualified, leaving a vacancy in the number of trustees, the Committee shall elect a committee member to fill the vacancy and that person shall hold such office until the next Annual General Meeting or until the election and qualification of a successor.

13.5 The Trustees hereof shall be indemnified as are the Committee members by Rule 7.9, mutatis mutandis, hereof

14.0 Execution of Documents

14.1 The Branch Society shall have a Common Seal which shall be kept in safe custody and shall not be affixed to any deed or document except pursuant to a resolution of the Trustees.

14.2 Documents shall be executed for the Branch Society pursuant to a resolution of the Committee:

(a) By affixing the Common Seal witnessed by the two Committee members, or

(b) Where the document is not required by statute to be executed under common seal, by two Committee members signing on behalf of the Branch Society.

15.0 Alteration of Rules

15.1 These Rules may be amended or replaced by resolution of any General Meeting called for that purpose passed by a majority of those members present, provided that no amendment may be made which would:

- (a) Result in the Branch Society's removal from the register of charitable entities under the Charities Act 2005 or alter the exclusively charitable nature or tax-exempt status of the Branch Society, or
 - (b) Alter the Rules restricting the purposes or objects of the Branch Society to purposes or objects out of New Zealand, or
 - (c) Alter the Rules precluding members from obtaining any personal benefit or profit from their membership, or
 - (d) Imperil any tax beneficial status which the Inland Revenue Department may bestow upon on the Branch Society such as a 'Donee Organisation' status, or
 - (e) Conflict with the provisions of the Charitable Trusts Act 1957 or Charities Act 2005, or
 - (d) Alter the Rules as to winding up, or
 - (e) Conflict with any of the Bylaws of the ASNZ.
- 15.2 Any proposed motion to amend or replace these Rules shall be given in writing to the Chairperson at least three weeks before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 15.3 At least 14 clear days before the General Meeting at which any such proposal is to be considered the Committee shall post written notice to all members of the proposed motion, of the reason for the proposal, and of any recommendations from the Committee in respect thereof.
- 16.0 Winding up
- 16.1 The Branch Society may be wound up under the provisions of the Charitable Trusts Act 1957.
- 16.2 **If** the Branch Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be applied in accordance with the objects and purposes of the Branch Society and the GAS and will be given or transferred to charitable organisations within New Zealand with similar objectives, as may be determined in accordance with the statute or resolution to wind up, but no distribution shall be made to any member.