

**Deed of Amendment and Restatement
of Rules of the Order of St John
Northern Region Trust Board**

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This Deed of Amendment and Restatement

is made on 11 November 2019
by the Order of St John Northern Region Trust Board (the '**Board**')

Background

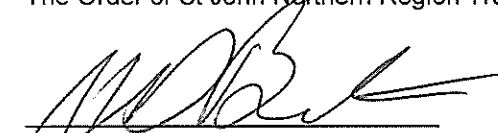
- A The Board is governed by the Rules of the Order of St John Northern Region Trust Board dated 29 June 1993 as subsequently amended most recently on 2 October 2017 ('**Existing Rules**').
- B Clause 15 of the Existing Rules allows the Board to alter or amend the Existing Rules in accordance with the following procedure:
 - i The amendment be tabled at a Board meeting and have received the positive vote of 75% of the members of the Board present at the meeting;
 - ii The amendment would not enable the trust fund to be applied for any purpose that is not a charitable purpose; and
 - iii The Priory's written consent must have been obtained by the Board prior to the amendment being tabled at the Board meeting in accordance with i above.
- C The Board has resolved to vary the Existing Rules pursuant to the power under clause 15 of the Existing Rules, by substituting the Existing Rules with the provisions set out in the Annexure to this Deed ('**New Rules**'), without prejudice to the continuity of the trusts currently governed by the Existing Rules.
- D The Board noted that the substitution of the Existing Rules with the New Rules will not enable the trust fund to be applied for any purpose that is not a charitable purpose.
- E The Board has received written consent from the Priory to substitute the Existing Rules with the New Rules.

Covenants

In accordance with the power of amendment contained in clause 15 of the Existing Rules, the Board hereby varies the Existing Rules by substituting all provisions of those rules in their entirety with the provisions of the Annexure to this Deed, to the intent and effect that from the date of this Deed, the trust governed to date pursuant to the Existing Rules continues in existence without interruption, but is administered in accordance with the provisions of the New Rules, being the rules contained in the Annexure to this Deed.

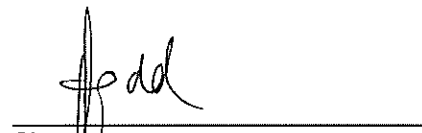
Executed as a Deed

By two authorised board members of
The Order of St John Northern Region Trust Board:



Signature
Julian Butsaj

Name



Signature
CHRIS TODD

Name

Annexure

Rules of The Order of St John Northern Region Trust Board

1 Interpretation

1.1 Definitions

In these Rules, the following terms have the following meanings except to the extent that the context requires otherwise:

'Area Committee' means a committee of the Priory which is elected to administer the affairs of the Priory in a prescribed area within the Northern Region, under an agreement or other arrangement with the Board.

'Board' means the board of trustees of the Trust.

'Board Appointed Member' means one of the Board Members appointed pursuant to clause 9.4, or any member appointed under a previous version of the Rules replaced with those contained in this restated and amended Deed, and any Board Member whose tenure has been extended pursuant to clause 9.5b.

'Board Elected Member' means one of the Board Members elected pursuant to clause 9.3, or any member elected under a previous version of the Rules, replaced with those contained in this restated and amended Deed, and any Board Member whose tenure has been extended pursuant to clause 9.5b.

'Board Member' means a member of the Board including any member of the Board that has been appointed or elected under a previous version of the Rules replaced with those contained in this restated and amended Deed and any Board Member whose tenure has been extended pursuant to clause 9.5b.

'Chancellor' means that person appointed as Chancellor from time to time under the Priory Rules and Regulations.

'Charitable Purpose' means and includes that term as defined by the Charities Act 2005 and also means and includes every charitable purpose (whether religious, educational or otherwise) within New Zealand and which shall be regarded as charitable by the law for the time being in New Zealand, but only to the extent that any such charitable purpose is also regarded as charitable under any law of New Zealand relating to income tax for the time being in force in New Zealand.

'Deed' means this Annexure, together with the accompanying Schedules.

'District' means a district containing a group of Area Committees within the Northern Region determined by the Board to make up a District Committee, which group may be varied by the Board from time to time under clause 7.4.

'District Committee' means a committee appointed by Area Committees pursuant to clause 7 to represent a group of Area Committees determined by the Board and to carry out functions determined by the Board.

'Executive Committee' means the committee described in clause 9.9.

'Financial Year' means the year ending on 30 June or any other date adopted by the Board as the date up to which financial statements shall be made in each year for the Trust.

'Invited Member' means a member of one of the Standing Committees of the Trust who has been invited by the Board to be a member of a Standing Committee pursuant to clause 23 of Schedule 1 of these Rules.

'Members' means members of the Priory as defined by Rule 5.1 of the Rules of the Priory in New Zealand of the Most Venerable Order of the Hospital of St John of Jerusalem.

'Northern Region' means that area in the North Island of New Zealand north of a line drawn commencing on the west coast at a point opposite, but excluding, Limestone Downs, then northwest crossing State Highway 1 at the Mercer Bridge, then southeast to, but excluding, Patetonga on State Highway 27, then east, but excluding Tirohia on State Highway 26, then across to the coast at a point including Waihi Beach and Waihi Township as more particularly delineated in red on the plan annexed as Schedule 3.

'Nominations and Appointments Panel' means the standing committee appointed by the Priory Chapter to govern and oversee the nomination, appointment and election process for the appointment and election of Board Members.

'Order Members' means Members of the Most Venerable Order of the Hospital of St John of Jerusalem who are normally resident in New Zealand.

'Region General Manager' means that person appointed by the Board from time to time as the principal officer of the Trust.

'Royal Charter' means the Royal Charter of 1955 as supplemented by the Supplemental Royal Charter of 1974 as may be further supplemented, revoked or replaced from time to time.

'Rules' means these Rules of the Order of St John Northern Region Trust Board, together with the accompanying Schedules.

'Standing Committee' means a specifically established committee of the Trust.

'Statutes' means the Royal Charter and Statutes of the Most Venerable Order of the Hospital of St John of Jerusalem (2004) and includes any amendments to revisions or re-enactments to the Statutes.

'St John the Baptist Day' means the 24th of June in any year.

'The Prior' means the person appointed as Prior pursuant to Rule 9 of the Priory Rules and Regulations.

'The Priory' means the Priory in New Zealand of the Most Venerable Order of the Hospital of St John of Jerusalem.

'The Priory Chapter' means the body constituted under Rule 11 of the Priory Rules.

'The Priory Rules and Regulations' means the rules and regulations of the Priory for the time being in force, and includes the schedules to those rules and regulations.

'The Priory Board' means the body constituted under Rule 13 of the Priory Rules.

'Triennium' means a period of three years commencing at midnight on the eve of St John the Baptist Day, calculated from 1999, and each such subsequent period.

'Triennium Year' means each third year ending at midnight on the eve of St John the Baptist Day, calculated from 1999.

'Trust' means the Order of St John Northern Region Trust Board as governed by these Rules.

'Trust Fund' means:

- a all moneys, investments and property, both real and personal, which may be received and accepted by the Board as part of the Trust Fund from time to time; and
- b the funds, investments and properties held from time to time representing the above and accretions to and income from those funds, investments and properties.

1.2 General construction

In interpreting these Rules, the following rules must be applied unless the context requires otherwise:

- a Headings are for reference only and are not an aid in interpretation.
- b Words and phrases used in the Priory Rules and Regulations shall unless the context otherwise requires have the same meaning in these Rules, provided that, should there be any conflict in meaning between the Priory Rules and Regulations, the meaning in the Priory Rules shall prevail.
- c References to statutory provisions will be construed as references to those provisions as they may be amended, replaced or re-enacted or as their application is modified by other provisions from time to time.
- d References to a clause are to a clause of these Rules, as amended from time to time in accordance with these Rules.
- e Words importing the plural include the singular and vice versa and words importing gender import all genders.
- f Any reference to a '**law**' includes common or customary law and any constitution, decree, judgment, legislation, order, ordinance, regulation, status, treaty or other legislative measure, in each case of any relevant jurisdiction (and '**lawful**' and '**unlawful**' shall be construed accordingly).
- g The words and expressions defined are indicated by initial capital letters for convenience. The absence of an initial capital letter shall not alone imply that the word or expression is used with a meaning different from that given by its definition.
- h Any reference to '**mutatis mutandis**' means making any necessary alterations to points of detail.

1.3 Authority and Status of these Rules

The provisions of these Rules are based on the provisions of the Priory Rules and Regulations and, in the case of inconsistency; a provision shall be construed, until amended, in a manner consistent with the Priory Rules and Regulations.

2 Continuation of Trusts

The continuation of the trusts established in accordance with the Trust's Rules dated 29 June 1993, as subsequently amended, on the basis of these Rules is confirmed.

3 Name of Trust

The Trust governed by these Rules shall be known and referred to as 'The Order of St John Northern Region Trust Board' or, with the consent of the Priory, such other name as the Board may determine from time to time.

4 Objects

4.1 Objects

Subject to clause 4.4, the Board shall hold the Trust Fund upon trust for the objects set out in the fourth statute of the Statutes and any objects for the Trust set by the Priory from time to time.

4.2 Purposes and role

Acting in accordance with the authority delegated by the Priory, the Board shall hold the Trust Fund upon trust for the following purposes and roles:

- a to govern, administer, control, and manage all the affairs of the Priory in the Northern Region in accordance with the Priory Rules and Regulations and these Rules.
- b to be responsible for and to assume all the business, undertakings and contractual obligations of the Priory in the Northern Region and the employment and conditions of all personnel representing interests or undertakings of the Priory in the Northern Region.

4.3 Property

When property is accepted or acquired by the Board for any or all of the general objects and purposes of the Trust, the Board may:

- a apply income from such property in or towards any of such objects and purposes as they may in their absolute and unfettered discretion deem necessary; or
- b accumulate such income until the same can in their opinion be usefully applied for all or any of such purposes in accordance with clause 4.

For the purposes of this clause, the word 'property' shall mean and include all forms of property with the intent that the word be construed as widely as possible.

4.4 Limited to Charitable Purposes

Notwithstanding anything to the contrary expressed in or implied by these Rules, the objects and purposes for which the Trust is established and the activities for which the Trust Fund may be applied, are limited to Charitable Purposes.

4.5 Limited to precepts embodied in the objects, purposes and powers of the Priory

The Trust adopts and declares its adherence to the charitable principles and precepts embodied in the objects, purposes, and powers of the Priory prescribed in Rule 7 of the Priory Rules and Regulations. The Board shall at all times observe and be subject to the Royal Charter, the Statutes, Priory Rules and Regulations, and all other rules and regulations made by the Priory from time to time and for that purpose will follow the directions imposed or given by the Priory.

5 Head Office

The head office of the Trust shall be in Auckland or such other place as the Board may determine from time to time.

6 Membership

6.1 Membership

The members of the Trust are those Members who are ordinarily resident in the Northern Region.

6.2 Termination

A Member will cease to be a member of the Trust if:

- a the Member ceases to be ordinarily resident in the Northern Region; or
- b the Member's membership is terminated by the Priory in accordance with the Priory Rules and Regulations.

In the case of doubt, the Board shall be the absolute judge of whether or not someone has ceased to be ordinarily resident in Northern Region.

6.3 Register of Members

A register of members of the Trust shall be maintained by the Region General Manager.

7 Districts and District Committees

7.1 Establishment

The Board may from time to time constitute Districts within the Northern Region and within which there shall be established District Committees made up of persons appointed by each Area Committee within a District.

7.2 Role and functions

A District Committee will have the role and functions determined by the Board.

7.3 Procedures etc

The composition, quorum and procedures of a District Committee will be determined by the Board from time to time. Except as determined by the Board, a District Committee may meet, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.

7.4 Composition and geographical areas and variation of same

There shall be five Districts in accordance with the geographical areas of Northland, North-Northwest Auckland, Central Auckland, East-South Auckland and Thames-Coromandel PROVIDED HOWEVER that from time to time the Board may vary the geographical areas of the Districts, the number of Districts, and/or the composition of a District Committee, but always in consultation with the affected Area Committees.

7.5 Disestablishment, re-establishment

The Board may disestablish any District Committee at any time and, if the Board thinks fit, re-establish that District Committee, always in consultation with the affected Area Committees.

7.6 Electoral Roll

The Secretariat of the Nominations and Appointments Panel shall maintain and keep updated an electoral roll containing the contact details of the Members that are ordinarily resident in each District for the purposes of electing Board Elected Members under clause 9.3.

8 Powers of the Board

8.1 Powers of Board

In managing the Trust Fund the Board shall have the power to do all lawful things (not inconsistent with the objects and purposes of the Trust) that are incidental to or conducive to the attainment of the charitable objects and purposes set out in clause 4. Certain specific powers of the Board are outlined in Schedule 2 of these Rules. However, this clause 8.1 and Schedule 2 of these Rules are not intended and are not to be taken, either alone or in conjunction with any other clause or clauses, to suggest in any way that the Board is entitled to act as if it were the absolute owner of the Trust Fund for any purpose, other than the limited purposes set out in the first sentence of this clause 8.1, and the powers that the Board shall have and may exercise with respect to the Trust Fund shall at all times be subject to and within the limits of the authority delegated to the Board by the Priory from time to time.

Notwithstanding anything else in these Rules or in Schedule 2 contained or implied, bequests to the Trust that are required to be applied only in the Northern Region shall not be subject to any direction from the Priory or the Priory Board that such funds shall be applied outside the Northern Region and/or for any purpose other than that for which same shall have been bequeathed.

8.2 Management and administration of the affairs of the Priory in the Northern Region

The management and administration of the affairs of the Priory in the Northern Region shall be vested in and acquired by the Board which may subject to these Rules exercise all powers and discretion and do all things which the Trust is by these Rules or otherwise authorised to exercise and do.

8.3 Delegation of powers

The Board may delegate any or all of the powers, authorities and discretions exercisable by the Board under these Rules to any Standing Committee, attorney, agent or person as the Board directs. The Board may in delegating any of its powers, authorities and discretions delegate on such terms and conditions as are prescribed by the Board and may include a power of sub-delegation.

9 Board

9.1 Administration by Board

The Trust shall be administered by the Board.

9.2 Composition of the Board

The Board shall consist of not more than eleven and not less than eight Board Members who shall be elected and appointed in the following manner:

- a Not more than six and no less than three Board Elected Members elected in accordance with clause 9.3, or elected under a previous version of the Rules replaced with those contained in this restated and amended Deed, and any Board Elected Member whose tenure has been extended.
- b Not more than five Board Appointed Members appointed by the Priory Board in accordance with clause 9.4, or appointed under a previous version of the Rules replaced with those contained in this restated and amended Deed, and any Board Appointed Member whose tenure has been extended.

9.3 Election of Board Elected Members

- a The Board Elected Members shall comprise of one Member from each District.
- b Where there is a vacancy in the position of a Board Elected Member, the Nominations and Appointments Panel, in consultation with the Chairperson of the Board, shall conduct a nominations and elections process using the District's electoral roll maintained under clause 7.6 provided that for the purposes of this clause 9.3, a vacancy in the position of a Board Elected Member does not occur if that Board Member's term is extended.
- c Once the process for nominations and elections has been completed under clause 9.3b, the Secretariat of the Nominations and Appointments Panel shall notify the Priory Board of the candidate with the highest votes, who shall confirm the appointment of that candidate as a Board Elected Member.

9.4 Appointment of Board Appointed Members

- a Where there is a vacancy in the position of a Board Appointed Member, the Nominations and Appointments Panel, in consultation with the Chairperson of the Board, shall conduct a nominations process for the purposes of presenting a list of candidates to the Board, provided that for the purposes of this clause 9.4, a vacancy in the position of a Board Appointed Member does not occur if that Board Member's term is extended.
- b The Board shall consider the list of candidates provided under clause 9.4a and will recommend the candidate that they consider appropriate to fill the vacancy on the Board to the Priory Board, who shall confirm the appointment of that candidate as a Board Appointed Member.

9.5 Term of Board Members

- a Subject to clause 9.5b, Board Members may hold office for one term of up to three years and may be eligible for re-appointment or re-election at the expiry of that term, provided that:
 - i the maximum consecutive terms that a Board Member may hold office is for two consecutive terms of three years, or six consecutive years in aggregate; and
 - ii any person who has held office for the maximum term as contemplated by clause 9.5ai may be eligible for re-appointment or re-election after a stand down of at least three years.
- b Notwithstanding the term for which a Board Member has been appointed or elected (including appointed or elected under a previous version of the Rules replaced with those contained in this restated and amended Deed), the Priory Board may, on recommendation from the Nominations and Appointments Panel, determine that a person may hold office for a term or terms that are longer than three years, provided the Priory Board considers it to be in the best interests of the Trust. On such recommendation the Priory Board may determine that the term or terms of a Board Member be extended (with such extension being deemed to render that Board Member's tenure to be continuous and not giving rise to a vacancy), provided that the term shall not be extended if it would result in that person holding office for more than 9 consecutive years. For the purposes of determining what is in the best interests of the Trust under this clause, the Priory Board may take into account:
 - i the health of any Board Member;
 - ii critical timing issues for the Trust; and
 - iii the range of diversity, skills and governance experience of the Board Members; or
 - iv any other factor that the Priory Board considers relevant for extending the term for a Board Member.

9.6 Board Members not to be employees

A Board Member must not be an employee of the Trust, the Priory Chapter, or the Priory Board.

9.7 Chairperson and Deputy Chairperson of the Board

- a From 1 July 2014, the Chairperson and Deputy Chairperson of the Board shall be elected by a majority vote of the Board at the first Board meeting following 1 July in each year.
- b For the avoidance of any doubt, from the date of adoption of these Rules until 30 June 2014 the Chairperson and Deputy Chairperson shall be those appointed or elected prior to the date of adoption of these Rules, subject to any retirement, removal or other change made in accordance with these Rules.

9.8 Procedures of the Board and Standing Committees

The Board shall regulate its procedures and appointment of Standing Committees in accordance with Schedule 1 of these Rules as varied from time to time by the Board in accordance with clause 14.

9.9 Executive Committee

In the event that any matter must be addressed, with such urgency that a special Board meeting cannot be convened, or an out of session Board decision cannot be obtained in time, and subject to any limitations from time to time imposed by the Board, authority under these Rules is delegated to a Standing Committee known as the Executive Committee. The Executive Committee is comprised of the Chairperson, up to two other Board Members, and the Region General Manager, with any two acting jointly to make such decision or take such action as is necessary on behalf of the Board. Any such action shall be reported in full and confirmed at the next Board meeting.

9.10 Board and Committee Administration

The Region General Manager shall be responsible for the overall administration and support of the activities of all Board and Standing Committees.

9.11 Reimbursement of Expenses to Board Members

The Board and all members of Standing Committees may be reimbursed out of the income and assets of the Trust for all travel, hotel and other out of pocket expenses expended in attending Board and Standing Committee meetings or otherwise attending to the Trust's business.

9.12 Cessation of office of Board Members

- a A Board Member shall be deemed to have vacated office and a casual vacancy to have occurred if that Board Member:
 - i dies;
 - ii is absent from three consecutive Board meetings without specific leave of absence being granted by the Board;

- iii shall cease to be able to manage his or her affairs in terms of the Protection of Personal and Property Rights Act 1988;
 - iv becomes bankrupt, insolvent, or makes any arrangement or composition with his or her creditors;
 - v resigns office by notice in writing to the Board;
 - vi becomes prohibited from being a director of a company by reason of any order under Section 382 of the Companies Act 1993 or any statutory provision substantially re-enacting that section or to the like effect;
 - vii is or becomes ineligible to be an officer of a charitable entity under section 16 or section 31 of the Charities Act 2005 or any statutory provision substantially reenacting those sections or to the like effect;
 - viii is removed from office pursuant to clause 9.13;
 - ix is removed temporarily or permanently by the Priory pursuant to clause 20.1d; or
 - x ceases to be a Member.
- b The Board may by a vote of 75% of the Board Members present at a meeting of the Board (other than the Board Member who is affected) remove any Board Member who is charged with or convicted of a criminal offence punishable by imprisonment.

9.13 Removal from office

A Board Member may be removed from office in the following ways:

- a A Board Member or Board Members may at any Board meeting table a notice of motion of no confidence in another Board Member. The motion shall be carried when passed by a majority of votes of Board Members present at the meeting (such vote excluding the Board Member named in the motion). Such a motion of no confidence may only be discussed and voted on if not less than five business days' notice of the meeting has been given to all Board Members and either:
 - i the Board Member named in the motion is present at the meeting; or
 - ii if not able to be present at the meeting, the Board Member named in the motion has provided a written statement to the Board within two business days after the notice of meeting has been given and that statement has been circulated to all Board members at least two business days before the meeting.
- b if the Board Member named in the motion neither attends the meeting nor provides a written statement under clause 9.13a, the meeting may proceed to consider and vote on the motion of no confidence without the Board Member named in the motion being present.
- c If a motion of no confidence in a Board Member is passed, any Board Member may at the same meeting at which the notice of motion is passed table a notice of motion to remove the Board Member concerned. To pass such a motion, a vote of not less than 75% of Board Members in favour of such a motion will be required (such vote excluding the Board Member named in the motion). If the Board Member named in the motion to remove is present at the meeting, the meeting may proceed to consider and vote on the

motion to remove. If the Board Member named in the motion to remove is not present, the meeting will be adjourned to a day within the following 14 days on which the Board Member concerned advises that he or she can attend a meeting and the other Board Members are able to attend. If the Board Member named in the motion to remove does not advise a day on which he or she can attend an adjourned meeting, or does not attend the adjourned meeting on the day advised, the adjourned meeting can proceed on the fourteenth day and the meeting may consider and vote on the motion to remove.

- d Any three or more Board Members, present at a Board meeting at which a vote is to be taken under clause 9.13a or clause 9.13c, may require that that vote be taken by secret ballot; and, if a secret ballot is required by three or more Board Members, that vote will be taken at the meeting by secret ballot.

10 Proceedings of Board

The proceedings of the Board shall be regulated in accordance with the provisions contained in Schedule 1 of these Rules.

11 Annual General Meetings

The provisions relating to annual general meetings are contained in Schedule 1 of these Rules.

12 Conflict of interest

12.1 Disclosure of interests

- a A Board Member will be interested in a transaction to which the Board Member is a party if the Board Member:
 - i is a party to, or will derive a material financial benefit from that transaction;
 - ii has a material financial interest in another party to the transaction;
 - iii is a director, officer or trustee of another party to the transaction, or person who will or may derive a material financial benefit from the transaction, not being a party that is wholly owned by the Trust;
 - iv is the parent, child or spouse of another party to the transaction, or person who will or may derive a material financial benefit from the transaction; or
 - v is otherwise directly or indirectly interested in the transaction (except in his or her capacity as a Board Member).
- b As soon as a Board Member becomes aware of the fact that he or she is interested in a transaction or proposed transaction with the Trust, he or she must disclose to their co-Board Members at a meeting of the Board:
 - i if the monetary value of the Board Member's interest is able to be quantified, the nature and monetary value of that interest; or

- ii if the monetary value of the Board Member's interest cannot be quantified, the nature and extent of that interest.
- c A disclosure of interest by a Board Member must be recorded in the minute book of the Trust.
- d A Board Member who is interested in a transaction may not participate in any discussion on the transaction nor vote on the transaction.

12.2 Dealing with Board Members' "interests"

Subject to clause 12.1, each Board Member may act as a Board Member and still contract or otherwise deal with Board Members or the Board in his or her personal capacity or in any other capacity as if he or she had not been elected or appointed as a Board Member, and shall not be liable to account to the Trust for any profit or other benefit derived from any such arrangement. The right to continue to act as a Board Member will apply even though a Board Member's interest or duty in a particular matter may conflict with any duty he or she may have in respect of the Trust.

12.3 Professional account and influence

A person who, in the course of and as part of the carrying on of his or her business of a professional public practice, provides professional services to the Trust shall not, by reason only of his or her rendering professional services to the Trust or to any company by which any business of the Trust is carried on, be in breach of the terms of clause 12.2.

12.4 Board to comply with restrictions

The Board, in determining all reimbursements, remuneration and charges payable in terms of this clause, shall ensure that the restrictions imposed by clauses 12.3 and 12.7 are strictly observed.

12.5 Board Member "interests"

Any Board Member who is or may be in any other capacity whatsoever personally interested or concerned directly or indirectly in any property or undertaking in which the Trust is or may be in any way concerned or involved shall be entitled to act as a Board Member and subject to clause 12.1d, to exercise all of that Board Member's powers and discretions notwithstanding such interest, providing such interested Board Member has disclosed in writing the nature and extent of that Board Member's personal interest to the Board.

12.6 No private pecuniary profit of any individual

- a No Board Member or person with any control (as referred to in section CW42 of the Income Tax Act 2007) over the business of the Trust may direct or divert to their own benefit or advantage an amount derived from the business of the Trust.
- b No private pecuniary profit shall be derived from the Trust by any person involved in this Trust whether as a Board Member or otherwise, except that where it is considered appropriate by the Board:
 - i the Trust may pay reasonable and proper remuneration to any Board Member in return for special services actually rendered to the Trust beyond, and in addition to, his or her duties as a Board Member;

- ii any Board Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Board Member or by any firm or entity of which that Board Member is a member, employee or associate in connection with the affairs of the Trust; and
- iii any Board Member may retain any remuneration properly payable to that Board Member by any company or undertaking with which the Trust may be in any way concerned or involved for which that Board Member has acted in any capacity whatsoever, notwithstanding that that Board Member's connection with that company or undertaking is in any way attributable to that Board Member's connection with the Trust.

12.7 Restriction on benefits where recipient may influence benefits

Except as expressly provided for elsewhere in these Rules, in relation to any business carried on by the Trust, no payments shall be made to any person who is:

- a a Board Member; or
- b a shareholder or director of any company by which the business of the Trust is carried on; or
- c a trustee of a trust that is a shareholder of a company by which the business of the Trust is carried on; or
- d an associated person (as defined by the Income Tax Act 2007) of any such Board Member, shareholder or director;

for work done or services rendered in connection with any such business nor shall, in the carrying on of any such business, any benefit or advantage (whether or not convertible into money) or any income of any of the kinds referred to in section CW42(8) of the Income Tax Act 2007 be afforded to, or received, gained, achieved or derived by such person where that person is able, by virtue of that capacity as Board Member, shareholder, director or associated person, in any way, whether directly or indirectly to determine, or to materially influence the determination of:

- e the nature or extent of a relevant benefit or advantage; or
- f the circumstances in which a relevant benefit or advantage is, or is to be, given or received.

12.8 Exemptions

The Board may resolve to suspend or relax the provisions of clause 12, except clauses 12.1d, 12.6 and 12.7, in respect of any particular proposal or transaction or to ratify any transaction which would otherwise contravene this clause.

12.9 Employees

Employees of the Priory will not be eligible to be elected or appointed as Board Members. If a Board Member becomes an employee of the Priory, that Board Member will be deemed to have resigned on the date of their employment and a casual vacancy will be deemed to have arisen accordingly. For the purposes of this clause 12.9:

- a the word 'employee' means a person, other than a volunteer, who receives payment for work for St John in New Zealand other than out of pocket expenses; and
- b for the avoidance of doubt, a person does not cease to be a volunteer by reason only of receiving remuneration for specific work of limited duration.

12.10 Standing Committees

The foregoing provisions in this clause 12 shall apply mutatis mutandis to members of Standing Committees.

13 Responsibility of Board Member

13.1 Limitation of liability

No Board Member shall be liable for any loss other than those attributable to that Board Member's own dishonesty or to the wilful commission by the Board Member of any act known by that Board Member to be a breach of trust. No Board Member will be bound to take or be liable for failing to take, any proceedings against another Board Member for breach or alleged breach of trust.

13.2 Indemnity

Each Board Member and every person acting on behalf of the Board shall (except to the extent prohibited by law) be indemnified out of the Trust Fund for any personal liability incurred in respect of the exercise or attempted exercise of the trusts, powers and discretions vested in the Board pursuant to these Rules and in respect of any matter or thing done or omitted to be done in any way relating to the Trust (provided such liability is not attributable to his or her own dishonesty or to the wilful commission or omission by him or her of an act known by him or her to be a breach of trust), and shall have a lien on and may use any moneys for the time being in the hands or coming into the hands of the Board for the above indemnity. For the avoidance of any doubt, the indemnity provided under this clause extends to any costs reasonably incurred by any Board Member or former Board Member in defending or pursuing any legal proceedings relating to that person's Board membership or the administration of the Trust, except where an outcome of those proceedings includes a finding of an act of dishonesty or wilful commission by that person or an act known by him or her to be a breach of trust.

13.3 Standing Committees

The foregoing provisions in this clause 13 shall apply mutatis mutandis to members of Standing Committees

14 Revocation or amendment

These Rules may be altered, added to or rescinded by the Board complying with the following procedure:

- a Any proposed amendment must be tabled at a Board meeting and receive the positive vote of 75% of the members of the Board present at the meeting at which the amendment is tabled.

- b No alteration, addition or rescission to a clause shall be made which would enable the Trust Fund to be applied for any purpose that is not a Charitable Purpose, or that would compromise the effect of this restriction.
- c No clause shall be altered, added to or rescinded without the written consent of the Priory Chapter and such consent will be obtained by the Board in writing prior to the consideration of the alteration, addition, or rescission at the Board meeting referred to in sub clause a above.

15 Winding up

15.1 Voluntary winding up

The Trust shall be wound up upon a direction of the Priory to that effect or upon a resolution of the Board passed to that effect with the prior consent of the Priory.

15.2 Distribution

Upon a winding up for any reason, the surplus assets and funds of the Trust after payment of all liabilities shall be paid, applied, transferred or appropriated to the Priory or for other charitable purposes, in such manner as the Priory determines.

16 Execution of Contracts, Other Obligations

A contract or other enforceable obligation may be entered in to by the Board as follows:

- a an obligation which, if entered into by a natural person, would by law be required to be by deed, may be entered into on behalf of the Board by:
 - i two or more Board Members; or
 - ii a Board Member, or any other person authorised by the Board, whose signature must be witnessed; or
 - iii one or more attorneys appointed by the Board in accordance with these Rules;
- b an obligation which, if entered into by a natural person, would by law be required to be in writing, may be entered into on behalf of the Board in writing by a person acting under the Board's express or implied authority; and
- c an obligation which, if entered into by a natural person, is not by law required to be in writing, may be entered into on behalf of the Board in writing or orally by a person acting under the Board's express or implied authority.

17 Receipt of Funds

All money received on behalf of the Trust shall be receipted and banked into bank accounts in the name of the Trust and established by authority of the Trust. Such accounts shall be drawn upon only by any two of the authorised persons. In these Rules, 'authorised person' means:

- a any person who for the time being is by name, office, or position designated by the Trust as an authorised person for the purposes of this clause, and

- b any person belonging to any class of persons which is for the time being designated by the Trust as a class of authorised persons for the purpose of this clause.

18 Audit

The Trust's annual financial statements shall be audited, unless:

- a the Trust's annual financial statements form part of and are integrated into the consolidated financial statements for the Priory and the three Region Trust Boards; and
- b those consolidated financial statements are the subject of an audit; and
- c the Board is satisfied with the accounting policies, procedures and controls for the Trust.

Where the Trust's annual financial statements must be audited pursuant to this clause, the auditor shall be a Chartered Accountant appointed by the Priory Board. The auditor's remuneration shall be as fixed by the Priory Board.

19 Enquiry by Persons Dealing with the Trust

No person dealing with the Trust:

- a shall be concerned to enquire as to the validity, propriety, or regularity of anything done or purporting to have been done by the Trust or the Board in relation to the Trust's activities or the exercise purported exercise of its or their powers; or
- b shall be affected by notice of any invalidity, impropriety or irregularity in relation to such dealing, exercise or purported exercise of any such power or any such appointment.

20 Powers and Authority of the Priory

20.1 Additional powers of the Priory

The Priory shall, in addition to its powers and authorities set out in any other clause, have the following powers and authorities:

- a to vary the boundaries of the Northern Region;
- b to provide policy directives to the Trust and/or the Board;
- c to vary the authority delegated to the Board by the Priory, or to withdraw that authority; and
- d to take such other action as the Priory considers appropriate in respect of the affairs of the Priory in the Northern Region (including suspension of the operations of the Trust either temporarily or permanently and the removal and replacement of some or all of the Board Members either temporarily or permanently).

20.2 Board shall comply with policy directions and actions from the Priory

The Board will at all times immediately and continuously comply with all policy directions the Priory may make and actions that the Priory may take in accordance with this or any other clause.

20.3 Method of exercising powers

The Priory may exercise any of the above powers and any other power or authority contained in these Rules by the Prior (having supreme authority over the Priory pursuant to Rule 9.1 of the Priory Rules), by resolution of Priory Chapter (to the extent of its jurisdiction pursuant to the Priory Rules) and/or by resolution of the Priory Board in each case notified in writing to the Trust or the Board signed by any office holder of the Priory or by its chief executive officer and addressed to the head office of the Trust. Such notice will:

- a if sent by post, be deemed to have been received 48 hours after posting;
- b if delivered, will be deemed to have been received on the date of delivery; and
- c if sent by facsimile or other electronic means, will be deemed to have been delivered on the date of transmission.

21 Nominations for Priory Board

On receipt of a request from the Nominations and Appointments Panel for nominations for appointment as members of the Priory Board, the Board shall nominate up to three potential candidates in accordance with Rule 13.7a of the Priory Rules.

Schedule 1 Procedural Provisions

Meetings of the Board

- 1 Subject to the express provisions of these Rules, the Board may meet, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
- 2 The Chairperson or any three Board Members may make a written request to the Region General Manager to convene a Board meeting. The request shall signify the nature of the proposed business. The Region General Manager shall as soon as possible convene a meeting to be held within twenty one days after the date on which the request was received.
- 3 It shall not be necessary to give notice of a Board meeting to any Board Member who has given notice of his or her intention to be outside New Zealand over the period during which the Board meeting is to be held.
- 4 The Board shall cause minutes to be kept recording:
 - a the names of the Board Members present at each meeting of the Board and its Standing Committees;
 - b all resolutions and proceedings at all meetings of the Board and its Standing Committees; and
 - c any interests that are disclosed pursuant to clause 12.1.
- 5 The Board will keep minutes of its meetings and will provide a copy to the Priory Board. Minutes signed by the Chairperson of the next succeeding meeting shall be prima facie evidence of the matters recorded and of the regularity of the meeting.
- 6 Every Board Member has one vote, provided that in an event of an equality of votes the Chairperson may exercise a second, or casting vote. A resolution is passed if it is agreed to by all Board Members present without dissent or if a majority of the votes cast on it are in favour of it.
- 7 Any three or more Board Members present at the Board Meeting at which a vote is to be taken:
 - a under clause 9.4b of these Rules to make a recommendation to the Priory Board for the appointment of a Board Appointed Member to fill a vacancy on the Board;
 - b under clause 9.7a of these Rules to elect a Chairperson and/or Deputy Chairperson of the Board

may require that that vote be taken by secret ballot; and, if a secret ballot is required by three or more Board Members, that vote will be taken at the meeting by secret ballot.
- 8 A resolution in writing signed by all Board Members for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Board Members. Any such document purporting to have been sent by a Board Member by facsimile, telex, or other electronic means and bearing or appearing to bear the name and signature or an impression of the signature of the Board Member shall be conclusively deemed to have been signed by such Board Member.

- 9 A meeting of the Board may be held either:
- a by a number of Board Members, who constitute a quorum, being assembled together at the place, date and time appointed for the meeting, or at any Board Member's option; or
 - a by a number of Board Members, who constitute a quorum, participating in an audio, or audio and visual, communication by which all Board Members participating and constituting a quorum, can simultaneously hear each other throughout the meeting.
- 10 The Board may continue to act notwithstanding any vacancy in its number, provided a quorum is present.
- 11 The Board shall decide upon the frequency of Board and all Committee meetings.

Annual General Meetings

- 12 The annual general meeting of the Board will be held as soon as practicable after the end of the financial year and at such time and place as the Board shall determine.
- 13 An annual general meeting may be held either:
- a by a number of Board Members, who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - a by a number of Board Members, who constitute a quorum, participating in an audio, or audio and visual, communication by which all Members participating and constituting a quorum, can simultaneously hear each other throughout the meeting.
- 14 The business of the annual general meeting shall be to consider the annual report, the annual financial statements and the auditor's report (if the financial statements are audited pursuant to clause 18), and to transact any other business notified in the notice convening the meeting and any other business with which the Board agrees to deal.
- 15 At each annual general meeting, the Chairperson of the Board, or in his or her absence the Deputy Chairperson of the Board or another Board Member elected by the Board Members present, will preside and will present the annual report.
- 16 Members shall be entitled to attend the annual general meeting. A Member present at an annual general meeting shall not be entitled to vote on any matter but may address the meeting.
- 17 All Board Members present at an annual general meeting will have one vote and the Chairperson will have a second or casting vote in the event of an equality of votes.
- 18 The quorum for annual general meetings shall be the same as for Board Meetings.
- 19 Not less than twenty one days' notice shall be given of the annual general meeting. Notice shall be given by written notice sent by ordinary post or by electronic means to all Area Committees.
- 20 Any such notice sent shall be deemed to have been delivered 48 hours after posting (if sent by post) and on the date of transmission (if sent by electronic means) and shall be deemed to be notice of the annual general meeting to all Members.

- 21 If any irregularity occurs in relation to the convening of or any proceedings at an annual general meeting the meeting and all such proceedings shall be as valid and effectual as if no irregularity had occurred.

Standing Committees

- 22 The Board may, in addition to the Executive Committee, establish other Standing Committees as the Board, from time to time, may require. The Board may delegate any of its powers and authorities as it considers appropriate to a Standing Committee.
- 23 A Standing Committee, other than the Executive Committee, will be comprised of appropriate Board Members (one of whom will be appointed by the Board as Committee Chairperson) and persons chosen by the Board who are able to usefully contribute to the Committee agenda (in these Rules defined as 'Invited Members').
- 24 As a general principle, Invited Members should be fewer in number than the number of Board Members appointed to the Standing Committee. The decision as to whether to comply with this requirement is at the discretion of the Board. The Board may at any time, by resolution passed by a simple majority, remove an Invited Member from a Standing Committee.
- 25 The Board shall determine the term of office of the Chairperson, other Board Members, and Invited Members of Standing Committees.
- 26 In general terms, the function of each of the Standing Committees shall be:
- a to examine and recommend to the Board, through the Region General Manager, policies, procedures and priorities which shall attach to all activities for which the Standing Committee has a responsibility; and
 - b to exercise the authorities delegated to it from time to time by the Board.
- 27 The detailed terms of reference and responsibilities of each Standing Committee shall be established by the Board and may be varied from time to time at the discretion of the Board.

Attendance of Priory Chapter members at Meetings

- 28 Any Priory Chapter member shall be entitled to attend all or any Board meetings and to receive all papers and minutes for each meeting and be available for consultation and to offer advice to Board Members. However any Priory Chapter members so attending shall not be entitled to a vote at Board meetings.

Attendance of Management at Meetings

- 29 Appropriate management staff may be invited to attend all Board and relevant Standing Committee meetings to report to the Board/Committee concerned and be available for consultation and to offer advice to Board/Committee Members and if invited will attend. Management staff, in their capacity as such, shall not be entitled to a vote at either Board or Standing Committee meetings. The Chief Executive Officer of the Priory will be entitled to attend any meeting of the Board or a Standing Committee.

Quorum for the Board and Standing Committees

- 30 A quorum for the Board will be decided by the Board at the first meeting following each Triennium election, and the quorum for a Standing Committee will be decided by the Board at the time at which the Committee is appointed by the Board. However, in no case shall a quorum be less than half the membership of the Board or relevant Committee. A meeting will normally be chaired by the Chairperson or Deputy Chairperson of the Board or relevant Committee. In the absence of the Chairperson and Deputy Chairperson, providing a quorum is present, the chair may be taken by a Board or relevant Committee member elected by the members present. Invited Members will not be eligible for election as Chairperson of Standing Committees at any time.
- 31 There is no quorum for the Executive Committee.
- 32 If at any meeting a quorum is not present within half an hour from the time appointed for such meeting then the meeting shall stand adjourned to the same day in the next week. If a quorum is not present at that next meeting, those present and voting shall form a quorum.

Voting and Casting Vote of Chairperson

- 33 A matter is carried at any meeting if there is a quorum and a majority of votes in favour by those present and voting. All Board Members, Standing Committee members, and Invited Members of the Standing Committees will be entitled to vote at meetings. In the case of equality of votes, the Chairperson will have a second casting vote.

Chairperson and Deputy Chairperson of the Board

- 34 The Board may appoint any Board Member to fill any casual vacancy in the positions of Chairperson or Deputy Chairperson. A person so appointed, shall hold office for the balance of the term of the original appointee.
- 35 The Chairperson and/or Deputy Chairperson may be removed from office in accordance with the following procedure:
- a A Board Member may at any Board meeting table a notice of motion of no confidence in the Chairperson and/or Deputy Chairperson. The motion shall be carried when passed by a majority of votes of Board Members present at the meeting. Such a notice of motion of no confidence may only be tabled if the Chairperson and/or Deputy Chairperson is/are present at the meeting at which the notice of motion is tabled or if not less than 48 hours notice of the motion has been given to the Chairperson and/or Deputy Chairperson to enable the Chairperson and/or Deputy Chairperson to attend the meeting at which the notice of motion is tabled.
 - b If a motion of no confidence is passed, a Board Member may table a notice of motion to remove the Chairperson and/or Deputy Chairperson. To pass such motion a vote of not less than 75% of Board Members present at the meeting in favour of such a motion will be required.
 - c A motion removing a Chairperson and/or Deputy Chairperson from office shall not operate to remove such person as a Board Member.

- 36 Any three or more Board Members, present at the Board Meeting at which a vote is to be taken under clause 33 or clause 35, may require that that vote be taken by secret ballot; and, if a secret ballot is required by three or more Board Members, that vote will be taken at the meeting by secret ballot.

Schedule 2 Powers of the Board

- 1 The Board's powers shall include the following:
- a To acquire, sell or dispose of any property in such manner and on such terms as the Board thinks fit.
 - b To invest any of the Trust's funds in any property or financial instrument and to vary any such investments from time to time.
 - c To acquire, carry on and dispose of any business or undertaking or any interest therein or to provide any services either alone or in conjunction with any other person on such terms as the Board thinks fit.
 - d To lease or bail and take on lease or bailment any real or personal property on such terms as the Board thinks fit.
 - e To maintain, improve, manage, develop, build on or subdivide any property in such a manner as the Board thinks fit.
 - f To borrow money (including on current account) for any purpose at such rate of interest and upon such other terms as the Trust thinks fit and no person lending money to the Board shall be bound to enquire as to the purpose of any such loan or see to the application thereof.
 - g To enter alone or together with any other person(s) jointly or severally, into any guarantee or indemnity and to authorise any company in which the Trust is interested to enter into any guarantee or indemnity.
 - h To renew or vary upon such terms as the Board thinks fit any mortgage charge, borrowings, debt, guarantee or indemnity.
 - i To give security by way of mortgage, charge, assignment or otherwise over the whole or any part of the Trust's property to secure any debt or other obligation of the Trust on such terms as the Trust thinks fit and to renew or vary any such security.
 - j To effect insurances or hedges of any kind of any property or other investment of the Trust or on the life of any person, or in relation to the acts or omissions of any Board Member, member or employee of the Trust.
 - k Subject to clause 9.6, to employ any person at such remuneration and on such terms as the Board thinks fit and to delegate any duties to any employee.
 - l To solicit and raise by public appeal or otherwise donations and other contributions for the activities of the Trust.
 - m To publicise the activities and services of the Trust.
 - n To appoint agents to act on behalf of the Trust and to delegate to them such functions and powers as the Trust thinks fit.
 - o To elect from time to time a Patron and Vice Patrons of the Trust.

- p To create sub-trusts to receive and hold investments or property upon trust to or for the benefit (in whole or in part) of a District, projects or organisations within the Northern Region.
 - q To seek support from companies, firms, individuals, trusts, statutory bodies, local and central government to assist in the work of the Trust in the Northern Region.
 - r To co-operate with any other agencies providing similar services to those provided by the Trust.
- 2 For the purposes of this Schedule the words 'investments' and 'property' shall mean and include all forms of investments and property to the intent that such words will be construed as widely as possible.
- 3 Notwithstanding anything contained in these Rules, the powers of the Board shall be limited and restricted at all times so that those powers shall be exercised only in a manner consistent with the definition of charitable purposes as defined in the Income Tax Act 2007 and/or the Charities Act 2005 as amended from time to time, or in any Act passed in substitution of any such Act.
- 4 For the avoidance of doubt, the provisions of this Schedule:
- a are intended to describe the powers that the Board shall have, and may exercise, with respect to the Trust's funds or property but always subject to, and within the limits of, the authority delegated by the Priory; and
 - b are not intended, and are not to be taken, either alone or in conjunction with any other provisions of these Rules, to suggest in any way that the Board is entitled to act as if it were the absolute owner of the Trust's funds or property for any purpose that is not consistent with the authority delegated by the Priory or with the powers and authorities of the Priory under these Rules.

PROVIDED HOWEVER any bequest to the Trust that is required to be applied only in the Northern Region shall not be subject to any direction from the Priory or the Priory Board that such funds be applied outside the Northern Region and/or for any purpose other than that for which same shall have been bequeathed.

Schedule 3 Plan