

**Guillain Barre Syndrome Support Group New Zealand Trust**  
**Charitable trust deed - board of trustees**

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THIS DEED is made the        day of

BETWEEN

JENNIFER AMYMURRAY of New Plymouth, Housewife, DR JOHN VERDIS PODD of Palmerston North, University Lecturer, ROBERT ATHOL STOTHART of Wellington, Retired Educationalist, PETER ROBERT WYNNE SCOTT of Palmerston North, Self-employed, ANTHONY RALPH PEARSON of Motueka, Retired Accountant, JULIE MAREE RIVETT of Christchurch, Housewife, JOHN MATTHEW DAVIES of Auckland, Retired Director/Editor (TV), FORBES EADIE BENNETT of Hastings, Medical Practitioner, DONALD MARTIN of Wellington, Marketing Consultant and Company Director (“trustees”)

WHEREAS

- A     The parties of this deed wish to continue the charitable trust (“the Trust”), named in clause 1 for the objects described in clause 3 of the deed, which was established by the original deed dated 22<sup>nd</sup> February 2001 and registered under the Charities Act 2005 No CC20639 on 25<sup>th</sup> January 2008.
- B     The parties have agreed to enter into this deed specifying the purposes of the Trust and providing for its control and government under these revised provisions.

THIS DEED WITNESSES

**1. Name**

The Name of the Trust shall be the GUILLAIN BARRE SYNDROME SUPPORT GROUP NEW ZEALAND TRUST

**2. Office**

The office of the Trust shall be at such place as the Board of Trustees may determine from time to time.

**3. Purposes**

The purposes of the trust are as follows:

- a) to provide information to the public and health sector on the illness “Guillain Barre Syndrome” in order to educate people and increase awareness of this rare illness;
- b) to sponsor research into the causes, effects of the illness and to assist in publishing research findings to improve public awareness of the illness;
- c) to sponsor research to identify methods of treatment for sufferers of the illness in the community and to find a cure for the illness;
- d) to provide educational and informational support to community members involved with sufferers of the illness;

- e) to promote community awareness and community education of the Guillain Barre Syndrome by organising educational activities.
- f) to seek accept and receive property, money, grants, contributions, donations, legacies, subscriptions, sponsorships and any other goods for the objects of the Trust,
- g) to do all things as may from time to time be necessary or desirable to enable the Board to give effect to and attain the charitable purposes of the Trust,
- h) or for any other purpose within New Zealand (whether relating to the relief of suffering, poverty, the advancement of education or any other matters beneficial to the community) which are charitable according to the law of New Zealand.

#### **4. Structure of the Trust**

The Trust shall be administered by a Board of Trustees (“the Board”) who shall be accountable to and elected by members of the Trust.

#### **5. Members of the Board**

- 5.1 **Number of Board.** The Board shall consist of not less than four nor more than ten members. All members of the Board are required to be members of the Trust and to be aged 21 or over.
- 5.2 **Membership of Board.** The signatories of this deed shall be the first Board and subsequent elections to the Board at each Annual General Meeting (AGM) of the Trust shall be as provided hereunder.
- 5.3 **Retirement of Board.** One third of the Board shall retire at each AGM, but shall be eligible for re-election.  
The members required to retire at the first two AGM’s shall be determined by lot and subsequently shall be those who have served longest from the date of their last election or re-election
- 5.4 **Nomination to Board.** Nominations for position on the Board shall be by way of notice of nomination in writing endorsed with the consent of the nominee and given to the Secretary not less than twenty-four hours before the time fixed for the AGM. If there are insufficient nominations to fill the vacant positions on the Board, oral nominations may be received at the AGM provided that no member shall be elected who has not consented to being nominated. If nominations are equal to or less than the number of vacancies then those nominated shall be declared duly elected. If a greater number of nominees than vacancies occurs then a ballot shall be held at the AGM to determine which nominees shall fill the available vacancies.

### 5.5 **Record of changes of members of the Board**

Upon every appointment, retirement, re-appointment or termination of any member of the Board the Secretary will ensure that an entry is made in the minute book of the Trust to that effect and that any statutory requirements are met

5.6 **Vacancies.** Subject to rule 5.1, the Board shall have the power to co-opt additional members on the Board and to fill any casual vacancy on the Board until the next AGM.

### 5.7 **Termination**

A member of the Board shall cease to hold office if he or she retires from office by giving written notice to the Secretary. A member of the Board may be removed from office if the Board deems that member to be unfit to carry out his/her duties.

5.8 **Name of Board.** The name of the Board shall be the GUILLAIN BARRE SYNDROME SUPPORT GROUP NEW ZEALAND TRUST BOARD.

### 5.9 **Liability of Board Members**

A Board member shall be liable only for any loss attributable to his or her dishonesty or to his or her wilful commission or omission of an act which he or she knows to be a breach of trust. In particular no Board member shall be bound to take, or be liable for failing to take, any proceedings against a co- Board member for breach or alleged breach of trust.

### 5.10 **Indemnity**

Any Board member, officer or employee of the Trust shall be indemnified out of the assets of the Trust against any liability which he or she incurs in successfully defending any civil or criminal proceedings issued because of his or her actions in relation to the Trust

## **6 Proceedings of the Board**

6.1 **Meetings.** The Board shall meet at such times and places and in such manner as it determines but at least once per calendar year- in addition to the AGM, and shall elect a President from amongst its members at its first meeting and at every subsequent AGM. At least 14 days notice in writing of a meeting date shall be given by the Secretary to all Board members by letter, fax or e mail to their last notified contact address.

6.2 **Officer.** The Board shall appoint the officers of Secretary and Treasurer. These offices may be combined. The Secretary and Treasurer need not be members of the Board.

6.3 **President.** The President shall preside at all meetings of the Board at which she or he is present. In the absence of the President from any meeting the members present shall appoint one of their number to preside at that meeting.

- 6.4 **Quorum.** At any meeting of the Board a majority of members of the Board shall form a quorum, and no business shall be transacted unless a quorum is present in person or via simultaneous teleconference facilities.
- 6.5 **Voting.** All questions before the Board 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 voting is tied the President shall have a casting vote.
- 6.6 **Minutes.** The Secretary shall keep minutes of all Board meetings which shall be available for inspection by Board members at reasonable times.

## 7 **Powers**

- 7.1 **General and specific powers.** In addition to the powers implied by the general law of New Zealand or contained in the Trustee Act 1956, the powers which the Board may exercise in order to carry out its charitable objects are as follows:

- (a) to use the funds of the Trust as the Board 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 expedient; and
- (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 Board thinks necessary or expedient for the purpose of attaining the objects of the Trust, and to 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; and
- (d) to invest surplus funds in any way permitted by law for the investment of trust funds and upon such terms as the Board thinks fit; and
- (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 Board thinks fit.

- 7.2 **Employment.** Under rule 7.1(a) the Board may employ as agents, officers and staff persons who are members of the Board.

## 8 **Income, benefit or advantage to be applied to charitable purposes**

- 8.1 **Application.** Any income, benefit or advantage shall be applied to the charitable purposes of the Trust.
- 8.2 **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.

Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

## 9 Accounts

- 9.1 **True and fair accounts.** The Board shall keep true and fair accounts of all money received and expended.
- 9.2 **Audit.** The Board shall as soon as practicable after the end of every financial year of the Board, cause the accounts of the Board for that financial year to be audited by an accountant appointed by the Board for that purpose and the Board shall present the audited accounts to the next AGM of the Trust.

## 10 Power to delegate

- 10.1 **Power to delegate.** The Board 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 Board exercise or perform the delegated powers or duties in like manner and with the same effect as the Board could itself have exercised or performed them.
- 10.2 **Delegate bound.** Any committee or person to whom the Board has delegated powers or duties shall be bound by the charitable terms of the Trust.
- 10.3 **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 Board.
- 10.4 **Delegate need not be a board 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 Board.

## 11 Common seal

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

## 12 Membership of the trust

Any person who agrees with the purposes of the Trust may, subject to the Board's approval, become a member of the Trust by application in writing and upon payment of a subscription (if any). The Board shall maintain a register of members and shall issue membership certificates or other evidence of membership as it deems

appropriate. Membership shall not confer on any member the right to receive any of the income or capital of the Trust.

### **13 Subscription**

The Board may require members of the Trust to pay a subscription of such amount or amounts as may from time to time be fixed by resolution in general meeting.

### **14 Resignation of members of the trust**

14.1 **Resignation by notice.** Any member of the Trust may resign membership at any time by giving to the Secretary notice in writing to that effect and such notice, unless otherwise expressed, shall take effect immediately.

14.2 **Resignation deemed.** Any member who fails to pay the annual subscription on or before the expiration of twelve months after it has become due shall be deemed to have resigned membership.

### **15 Expulsion of members of the trust.**

15.1 **Notice of complaint.** Any person may make a complaint to the Board that the conduct of a member of the Trust is or has been injurious to the character of the Trust. Every such complaint shall be in writing and addressed to the Secretary.

15.2 **Meeting.** If the Board considers that there is sufficient substance in the complaint, it may invite the member to attend a meeting of the Board and to offer a written or oral explanation of the member's conduct.

15.3 **Notice of meeting.** The Board shall give the member at least fourteen (14) days written notice of the meeting. The notice shall:

(a) sufficiently inform the member of the complaint so that the member can offer an explanation of the member's conduct; and

(b) inform the member that, if the Board is not satisfied with the member's explanation, the Board may expel the member from the Trust.

15.4 **Board may expel.** If, in the meeting, the Board decides to expel the member from the Trust, the member shall cease to be a member of the Trust.

15.5 **Appeal.** A member expelled by the Board may within 14 days given written notice of appeal to the Secretary. The Secretary shall then call a special general meeting to take place within 21 days of receipt of the notice of appeal. If that meeting passes a resolution rescinding the expulsion, the member shall be reinstated immediately.

## **16 Annual General Meeting (AGM)**

16.1 **Time and place of meeting.** The AGM of the Trust shall be held each year at such place, date and time as the Board shall determine. Not more than 18 months shall elapse between one AGM and the next.

16.2 **Business of meeting.** The AGM shall carry out the following business:

- (a) receive the minutes of the previous AGM and of any other special general meeting held since the last AGM; and
- (b) receive the Trust's statement of accounts for the preceding year; and
- (c) receive reports from the Board and its committees; and
- (d) subject to rule 5, elect members of the Board; and
- (e) fix the annual subscription (if any); and
- (f) consider and decide any other matter which may properly be brought before the meeting.

## **17 Special General Meeting**

17.1 **Secretary may call meeting.** A special general meeting of the Board 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 ten members of the Trust.

17.2 **Meeting for appeal against expulsion.** Subject to the provisions of rule 15 a special general meeting of the Board shall be called by the Secretary for the purpose of hearing an appeal from an expelled member.

17.3 **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.

## **18 Procedure for General Meeting.**

18.1 **Definition.** In these rules the term "general meeting" includes both an AGM and a special general meeting.

18.2 **Notice of meeting.** Fourteen 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 AGM 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.

18.3 **Quorum.** Ten members of the Trust present personally or fifty percent of the members, whichever is less, shall constitute a quorum for a general meeting.



- 18.4 **President.** The President of the Board or the President's nominee shall chair each general meeting.
- 18.5 **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 rule 18 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 President shall have a casting vote.
- 19 Alteration of rules.**  
These rules may be altered, added to, recinded or otherwise amended by a resolution passed by 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 rule 8 or 20 unless it is first approved in writing by the Charities Commission.
- 20 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 organisations within New Zealand as the Board decides or, if the Board is unable to make such decision, shall be disposed of in accordance with the directions of the High Court pursuant to section 27 of the Charitable Trusts Act 1957.
- 21 Governing Law**  
This Deed shall be governed by and construed in accordance with New Zealand law.

IN WITNESS this deed is duly executed

SIGNED by  
JENNIFER AMY MURRAY  
in the presence of:

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.....  
Signature

.....  
Print Name

.....  
Occupation

.....  
Place of Residence

SIGNED by  
DR JOHN VERDIS PODD  
in the presence of:

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Signature

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Print Name

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Occupation

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Place of Residence

SIGNED by  
ROBERT ATHOL STOTHART  
in the presence of:

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Signature

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Print Name

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Occupation

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Place of Residence

SIGNED by  
PETER ROBERT WYNNE SCOTT  
in the presence of:

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Signature

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Print Name

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Occupation

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Place of Residence

SIGNED by  
ANTHONY RALPH PEARSON  
in the presence of:

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Signature

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Print Name

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Occupation

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Place of Residence

SIGNED by  
JULIE MAREE RIVETT  
in the presence of:

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Signature

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Print Name

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Occupation

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Place of Residence

SIGNED by  
JOHN MATTHEW DAVIES  
in the presence of:

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Signature

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Print Name

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Occupation

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Place of Residence

SIGNED by  
FORBES EADIE BENNETT  
in the presence of:

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Signature

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Print Name

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Occupation

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Place of Residence

SIGNED by  
DONALD MARTIN .....  
in the presence of:

.....  
Signature

.....  
Print Name

.....  
Occupation

.....  
Place of Residence

## SCHEDULE 1

Assets and property held by the Guillain Barre Syndrome Support Group New Zealand Trust:

1. Monetary donations, membership fees and donations in kind given to the Guillain Barre Syndrome Support Group New Zealand Trust to assist in its work sponsoring medical research into the illness “Guillain Barre Syndrome” and promoting community awareness of the illness.
2. Office and administrative equipment and documentation, proprietary computer software, publications and literature for distribution relating to the illness.