

In conformity with Section IV, Rule 12, these presents are the schedule of Objects Powers and Rules adopted at the General Meeting of the Board of Trustees on 25th May 2015 replacing those adopted on 20th April 2010, 28th October 2008, 3rd October 1979 and amended on 22nd April 2008, 31st October and 28th November 1990 and 17th November 1999.

**THE SIR PETER BLAKE MARINE EDUCATION AND RECREATION BOARD
(AK212209)**

SCHEDULE OF OBJECTS POWERS AND RULES

SECTION I

The Board established for the objects and powers hereinafter set forth shall be known as

THE SIR PETER BLAKE MARINE EDUCATION AND RECREATION BOARD

SECTION II

Interpretation of words and phrases in this Schedule

“The Board” - shall mean the Board of Trustees constituted by this Board

“The Trustees” – shall mean the Members of the Board appointed as Trustees from time to time

In this deed where the context so admits –

- (a) words implying the masculine gender shall include the feminine
- (b) words implying the singular number shall include the plural and vice versa

SECTION III

The Objects for which the Board is established and its powers shall be as follows:

- 1 (a) TO PROVIDE for children, youth and young men and women within the city and suburbs of Auckland and elsewhere in New Zealand, facilities for the education, training, understanding and participation of and in all types of outdoor education including but not exclusively in particular marine sports and activities of all descriptions including; swimming, sailing, boating, canoeing, kayaking, rowing, surfing, water skiing, underwater diving, underwater photography and similar.
- (b) TO TEACH and provide opportunity for learning outdoor activities, marine skills, seamanship and safety techniques of all descriptions.
- (c) TO PROMOTE a greater understanding of skills and demands of all outdoor and marine sports and activities.
- (d) TO PROMOTE a greater understanding of all outdoor safety requirements and lifesaving skills directly or indirectly relating to all outdoor and marine sports and activities.
- (e) TO FOSTER and encourage active participation in all types of marine sports.
- (f) TO PROMOTE a better understanding of marine conservation, the environment, and in particular, of the sea and inland waters and to encourage scientific enquiry of marine life contained in such seas and inland waters.

- (g) TO PROVIDE programmes, courses, films, lectures, demonstrations, seminars, conventions, trainers, tutors, instructors and learning aids of all descriptions to better assist in the promotion and teaching of the aforesaid objects.
- (h) TO PROVIDE all or any other services or facilities which may in the opinion of the Board be conducive to promoting greater enjoyment and better utilization of all marine sports, outdoor activities and facilities.
- (i) TO MANAGE a centre at LONG BAY BEACH, NORTH SHORE, and at such other places as the Board may direct for the better provision of the herein stated Objects of the Board.
- (j) TO ENGAGE professional or voluntary tutors, teachers and assistants of all descriptions on contract or otherwise and to enter into contract to arrangements for the employment of such person on any basis advantageous to the Objects of the Board.
- (k) TO CARRY on the business of promoters, publishers, printers, advertisers and advisors and any other similar activities or business which can conveniently be carried on in connection therewith.
- (l) TO PROMOTE establish, manage, finance or in any way assist any camp school or training course, conducive to the Objects of the Board.
- (m) TO ADOPT such means of making known the activities and Objects of the Board and facilities and courses of training under its sponsorship as may seem expedient, and in particular by advertising in the press, by circulars, by publication of books, periodicals, pamphlets, e-mail and via a website or any other form of advertising.
- (n) GENERALLY to purchase, take on lease, or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Board may think necessary or convenient for the purposes of its business and in particular but without limiting the foregoing, any land, buildings, easements, machinery, plant, stock in trade, buses, motor vehicles, aeroplanes and vessels of any description.
- (o) TO LEND or invest with or without security on such terms as may seem expedient whether or not such loan or investment shall be or constitute a trustee investment and/or to guarantee the performance of any contract by any person.
- (p) TO BORROW from time to time at its discretion for the purpose of the Board from any person, company, firm or Body Corporate, any sum or sums of money with or without security and if secured on the security of all or any of the Board's property (real or personal) assets and effects both present and future either under legal mortgages or charges with powers of sale and other usual powers or by any other securities of the Board generally on such terms and conditions as to rate of interest or otherwise as the Board thinks fit and the Board may also borrow monies from the Board's bankers on overdraft to otherwise with or without security.

(q) (i) TO ACQUIRE and undertake the whole or any part of the business, property assets and liabilities of any persons company or Body Corporate carrying on any business or activity which the Board is hereby authorized to carry on or can conveniently be carried on in connection with the Objects of the Board.

(ii) TO ENTER into any partnership, union or interests, co-operation, joint venture or reciprocal concession with any person, company or Body Corporate, carrying on or engaged in or about to carry on or engage in any business or transaction which this Board is authorized to carry on, or engage in or any business or transaction capable of being conducted so, as directly or indirectly to benefit this Board.

(iii) TO ENTER into any arrangement with any Government of authority, supreme municipal local or otherwise that may seem conducive to the Board's Objects or any of them and to obtain from any such Government or authority, any rights, privileges or concessions which the Board may think it is desirable to obtain and to carry out, exercise and comply with any such arrangements, privileges, rights and concessions.

(iv) TO DRAW make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(r) TO CONSTRUCT maintain and alter any buildings or works necessary or convenient for the purposes of the Board.

(s) TO OBTAIN any Court Order Regulation, Order in Council or Act of Parliament for enabling the Board to carry any of its Objects into effect or for effecting any modification of the Board's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Board's interests.

(t) TO SELL, improve, manage, develop, exchange, lease, mortgage, enfranchise dispose or turn into account or otherwise deal with all or any part of the property undertaking and right of the Board.

(u) TO RAISE funds and receive grants to further the purposes of the Board.

(v) TO GRANT bursaries or scholarships for the purposes of promoting and actively assisting in promotion of the aforesaid Objects of the Board.

(w) (i) TO DEVELOP and turn to account any land acquired by the Board or in which it is interested and in particular by laying out and preparing the same for building purposes. Constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings, and by planting, paving draining farming cultivating and letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with Builders and others.

(ii) TO DEVELOP and protect such trade marks, patents and other intellectual property as may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

(iii) TO ARRANGE such insurance covers including indemnity covers as the Board may determine from time to time to protect the assets and the business interests of the Board.

(x) TO REPAY and recoup the Trustees for all travelling and out of pocket expenses incurred by them in their administration of the Trust and to pay to the Trustees such honorarium either annually or otherwise as it thinks fit.

(y) TO APPOINT advisory trustees, managers, agents and attorneys in New Zealand or any part of the world for all or any of the purposes of the Board and to remunerate such managers, agents, and attorneys by salary or commission or partly by one mode and partly by the other mode.

(z) TO EMPLOY officers and/or servants either full time or part time whether or not they are Trustees and to pay them such salaries or wages and employ them on such terms as the Board may think proper. Any Trustee so appointed to any employment under the Trust who it is proposed shall receive any remuneration, allowance, benefit or advantage of any kind whatsoever from the Trust shall not be entitled to attend or vote, to take part in any way in any determination by the Board in relation to such appointment or proposal.

PROVIDED HOWEVER THAT the clause shall not apply to any Trustee who is a solicitor or chartered accountant in relation to any professional fee proposed to be paid for such solicitor or chartered accountant for professional services rendered to the Trust.

PROVIDED THAT in connection with any business carried on the Board, no payment shall be made to any person

(a) who is a settler or member of the Board or

(b) who is a shareholder or director of the company carrying on business or

© where that person and that settler or member are associated persons (as the term is defined in The Income Tax Act 2004)

for work done or services rendered in connection with any such business nor shall, in carrying on of any business, any benefit or advantage (whether or not convertible into money) or any income as defined in The Income Tax Act 2004 be afforded to, or received, gained, achieved or derived by any such person where that person is able, by virtue of that capacity as settler or member or associated person in any way (whether directly or indirectly) to determine, or to materially influence in any way the determination of, the nature of the amount of that payment, benefit or advantage or that income or the circumstances in which it is to be so received, gained, achieved, afforded or derived.

(zz) TO PROVIDE for public participation in and the support of the activities of the Board by making available on such terms and conditions as the Board may determine by ordinary resolution, subscribing membership and/or associateship for the Board through a society to be named "FRIENDS OF MERC".

(yy) TO DO all or any of the above as Principals agents, contractors, trustees or otherwise and by or through agents, trustees or otherwise and either alone or in conjunction with others.

(xx) TO DO all such other things as in the opinion of the board may be incidental or conducive to the attainment of any of the foregoing objects for the exercise of any of the foregoing powers.

(ww) THE INCOME and property of the Board howsoever derived shall be applied toward the attainment of the Objects of the Board as set forth in this Schedule in such manner as the trustees think fit and by way of trustee investment or otherwise.

(vv) TO ALTER in any way all or any of the Rules set forth in Section III in this Schedule in the manner set forth in Clause 12 of the said Rules but not to alter Rule 12.

- 2 THE OBJECTS set forth in any Clause or Sub-clause of this Schedule shall not except where the context expressly requires, be in any wise limited or restricted by reference to or any inference from the terms of any other Clause or Sub-clause. None of such Clauses or Sub-clauses or the object therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to any other Clause, Sub-clause or objects but the Board shall have the full power to exercise all or any of the Objects and powers set out in this Schedule, independently or of any other of its Objects and Powers.
- 3 NOTWITHSTANDING anything herein before contained the Objects of purposes of this Trust are or shall be Charitable and shall be deemed not to include or extend for any matter or thing which is or shall be hereinafter held or determined to be non-Charitable and the powers and purposes of the Board and Trust shall be restricted accordingly and limited to New Zealand.
- 4 THAT upon the Winding Up or dissolution of the Board except as hereinafter provided all surplus assets after the payment of all costs, debts and liabilities shall be paid to or disposed of at the direction of an independent Arbitrator appointed for this purpose by the Board prior to the dissolution of the Board.
IT IS HEREBY DECLARED THAT it is the intention of the Board that such property, buildings, plant and equipment remaining after any disposal of assets necessary for the payment of the cost, debts and liabilities of the Board upon a Winding Up or Dissolution shall be vested in the North Shore City Council or its legal successors and shall not be available for disposal by the direction of the independent Arbitrator appointed as aforesaid. The foregoing provisions of this paragraph are subject to the Provisions of Section 27 of The Charitable Trust Act, 1957 which provides that on dissolution the surplus assets shall be disposed of as the High Court of New Zealand directs, it being the wish of the Board that upon Dissolution or Winding Up an application will be made to the High Court to dispose of surplus assets in accordance with this Clause.

SECTION IV

The Rules of the Board shall be as follows

1 CONSTITUTION OF THE BOARD

- (a) The first Trustees of the Board were
HAROLD LAURENCE BAXTER
IAN VICTOR SAGE
DAVID TEMPLETON GRAY
ROSS GARRETT
DONALD JASPER MCLEOD BURFOOT and
JOHN ORAMS

Whose appointment commenced from the date of the original Trust Deed to which this is annexed.

- (b) Trustees of the Board shall be not less than eight (8) nor more than twelve (12) Trustees of the Board, and such Trustees may include:
 - i) One (1) representative from the Auckland Territorial Authority.
 - ii) One (1) representative from North Shore Territorial Authority.
 - iii) Such further or other persons or representatives of Friends of MERC, Sports Bodies, Organisations, Authorities, Institutions or members of the public as may be approved by the Board from time to time.
 - iv) In addition the Board may from time to time appoint Honorary Trustees and a Youth Representative. Such persons will act in an advisory capacity and will not have voting powers. These persons will not be counted as part of the Board when considering maximum and minimum numbers.
- (c) IN the event of any Organisation referred to in 1 (b) (or a succeeding Organisation as referred to in Clause 1 (f)) failing to nominate within a reasonable time a representative for appointment as Trustee then the Board shall have the right to either leave such position vacant or appoint such other suitable trustee who may in its sole discretion best represent the section of interest of such Organisation provided that the Board shall not allow the Board of Trustees upon the Board to be less than eight (8).
- (d) A Trustee shall hold office for a term not exceeding three (3) years from the date of his/her appointment but shall thereafter be eligible for re-appointment for a further term or terms.
- (e) The immediate past Chairman of the Board shall as of right be entitled to continue as a Trustee for a further period of one year and shall thereafter be eligible for re-appointment as a Trustee in the manner provided in Sub-clause (d).
- (f) WHERE any of the Organisations mentioned in clause 1 (b) of these Rules shall cease to exist or all or a substantial part of its functions are succeeded to by some other Organisation then such last mentioned Organisation shall have the right of representation in the Board as was held by its predecessor.
- (g) THE representatives appointed by any of the aforementioned Organisations and who become a trustee may be replaced at any time by the Organisation which he represents on such Organisation giving notice in writing to that effect to the Secretary or other Officer of the Board and if there shall be any difference or dispute as to who is the representative of any Organisation on the Board, the decision of the Board in general meeting shall be final.
- (h) A TRUSTEE may be expelled from the Board upon a vote of not less than three quarters ($\frac{3}{4}$) of the Trustees at a General Meeting of the Board. At least two (2) weeks prior to the convening of such meeting the Chairman of the Board shall give notice of the proposed notice of expulsion to the Trustee concerned, together with a summary of the reasons or allegations for the proposed expulsion and shall invite the Trustee concerned to make his reply thereto at a General Meeting so convened.

- (i) ANY Trustee may resign from membership of the Board by giving notice in writing to that effect and such resignation shall take effect as from the date of the receipt by the Board of the said notice.
- (j) THE TRUSTEES shall be bound by the Rules as set forth in this Section IV and also by such Regulations as are made and are accepted from time to time by the Board.

2 FUNCTIONS, POWERS AND DUTIES OF THE BOARD

- (a) TO CONTROL administer and manage the property and affairs of the Trust.
- (b) TO CARRY out effect and perform the Objects of the Trust according to Law and as provided in and by The Charitable Trusts Act, 1957 and the Charities Act 2005 and in accordance with these rules
- (c) TO APPOINT such officers, assistants, servants, either honorary or otherwise and upon such terms conditions and at such remuneration as the Board shall think fit and from time to time to remove and replace any persons so appointed.
- (d) TO APPOINT sub-Committees, Ad-Hoc Committees or Management Committees as the Board may from time to time think expedient for the carrying out of the Objects. Members of any sub-Committee need not necessarily be Trustees.
- (e) TO DO all such other things as not being contrary to Law and not prohibited by these Rules shall or may be necessary or desirable in the opinion of the Board for the carrying out and performance of the Objects.
- (f) TO DO all such other things as shall be necessary or desirable in order to comply with the provisions of The Charitable Trusts Act, 1957 and the Charities Act 2005 and their relationship with the Trust

3 GENERAL MEETINGS OF THE BOARD

- (a) A GENERAL Meeting of the Board shall be held once at least in every year at such time and place as may be determined by the Board and not more than fifteen (15) months shall be allowed to elapse between any two such General Meetings.
- (b) The abovementioned General Meetings shall be called Annual General Meetings.
- (c) At each Annual General Meeting the Board shall elect the following Officers:
 - (i) A Patron or Patrons who may or may not be Trustees
 - (ii) A Chairman who shall be a Trustee
 - (iii) A Deputy Chairman who shall be a Trustee

- (iv) A Secretary who may or may not be a Trustee
- (v) A Treasurer who may or may not be a Trustee

Each such Officer shall hold his appointment until the election of such Officers at the next Annual General Meeting.

- (d) THE Board shall receive and consider all reports, accounts, programmes and other material submitted to it by sub-Committees and determine all matters of policy or directive as may be sought by any sub-Committee.
- (e) A Special General Meeting shall be called by the Secretary on receipt of a requisition signed by at least five (5) Trustees.
- (f) All other Meetings of the Board shall be deemed to be Ordinary Meetings and shall be called by the Chairman or the Secretary for the conduct of ordinary business of the Board.
- (g) FOURTEEN (14) days notice at least specifying the place, the day and the hour of meeting and in case of special business, the general nature of such business shall be given to the Trustees but the accidental omission to give notice to any member or the non-receipt of any member of such notice shall not invalidate the proceedings at any Ordinary or General Meeting. Notice shall be deemed to have been given to any member if it be posted or emailed to his last known postal/email address and he shall be deemed to have received such notice when it would in the ordinary course of post/email have been delivered to such address.
- (h) The Board shall meet in at least six (6) separate months of the year for the carrying out of its duties. One such meeting shall be the Annual General Meeting. The Board may call additional Ordinary Meetings for the conduct of ordinary business when a majority of the Board at the meeting determining the need for any additional meeting/s agree.

4 PROCEEDINGS AT MEETINGS OF THE BOARD

- (a) NO business shall be transacted at any Meeting unless there be personally present or represented by proxy at the commencement of business at least forty per cent (40%) of the Trustees which shall constitute a quorum.
- (b) IF within half an hour from the time appointed for the Meeting a quorum is not present the Meeting if convened upon the requisition of the Trustees shall be dissolved and in any other case it shall stand adjourned to the same day in the following week at the same time and place or to such other day and at such other time and place as the Chairman may determine and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Trustees present shall be a quorum.
- (c) THE Chairman shall be entitled to take the chair at every Meeting or if there be no Chairman or at any Meeting he shall not be present within fifteen (15) minutes after the time appointed for the holding of such Meeting, the Deputy Chairman if he is then present shall

be entitled to take the chair and if he is not present the members present shall choose one of their number to be Chairman.

- (d) THE Chairman of a Meeting at which a quorum is present may with the consent of the Meeting adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (e) AT every Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the Trustees present in person or represented by proxy unless before or upon the declaration of the result of the show of hands a Poll be demanded by the Chairman or by any Trustee present in person or represented by proxy and entitled to vote. Unless a Poll be so demanded a declaration by the Chairman of the meeting that a Resolution has been carried or has been carried by a particular majority or lost or not carried by a particular majority shall be conclusive and an entry to that effect in the books of proceedings of the Board shall be sufficient evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such Resolution.
- (f) EVERY Trustee present or represented by proxy shall be entitled to one (1) vote
- (g) IF a poll be demanded in manner aforesaid on the election of a Chairman of a meeting or on any question of adjournment it shall be taken at the meeting and without adjournment and in any other case it shall be taken at such time and in such place and in such manner as the Chairman shall direct and the result of the Poll shall be deemed to be the Resolution of the Meeting at which the Poll was demanded
- (h) IN the case of an equality of votes either on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, as the case may be, shall be entitled to a further or casting vote.

5 INDEMNITY

The Board shall indemnify its Trustees and Officers including the Centre Director against all cost liabilities, losses or damages which may be incurred by them in or about the discharge and execution of their duties, provided always that they shall be acting in good faith and in accordance with the proper execution of their duties, unless the same happen through their willful default or dishonesty.

6 CUSTODY AND USE OF COMMON SEAL

THE Common Seal of the Board shall be kept in the custody of the Secretary of the Board and shall be used only by authority of a Resolution of the Board. Every instrument to which the Seal is affixed shall be signed by any two members of the Board.

7 CONTROL OF FUNDS

- (a) (1) All monies received by or on behalf of the Board shall forthwith be paid to the credit of the Board in an account with the ASB BANK Limited at its Branch at Browns Bay or such other bank or savings bank from time to time to be fixed by the Board.
- (2) All such monies shall be controlled by the current Supplementary Schedule of Financial Responsibility as approved by the Board of Trustees of the day.
- (b) THE income and property of the Board whensoever derived shall be applied solely towards the promotion of the Objects of the Board as hereinbefore set forth and no portion thereof shall be paid or transferred directly or indirectly to the members of the Board, provided that nothing herein shall prevent the payment in good faith of reasonable remuneration to any Officer or servant of the Board or to any member of the Board in return for any services actually rendered to the Board nor prevent the payment of interest at current rates on money lent or reasonable and proper rent for premises demised or let by any Member of the Board.

8 AUDIT

At each Annual General Meeting the Board shall appoint an Auditor who shall not be a Member of the Board.

9 ANNUAL REPORT AND STATEMENT OF ACCOUNTS

The Board at each Annual General Meeting shall present a report dealing with the affairs of the Board supported by a duly Audited Statement of the Income and Expenditure of the Board during the preceding financial year and the Statement of Assets and Liabilities.

10 WINDING UP

(a) THE Board may be wound up voluntarily if at a Special General Meeting a Resolution is passed requiring the Board to be wound up and the Resolution is confirmed at a subsequent Special General Meeting called for that purpose and held not earlier than thirty (30) days after the date on which the Resolution so to be confirmed is passed.

(b) IF upon the winding up of the Board there remains after the satisfaction all its debts and liabilities any property whatever the same shall not be paid or distributed among the members of the Board but shall be disposed of in accordance with the Objects and powers of the Board set forth in Clause 4 of Section III of this Schedule.

11 REGISTERED OFFICE

The Registered Office of the Board shall be the Sir Peter Blake Marine Education and Recreation Centre at 1045 Beach Road, Long Bay, Auckland notified to the Registrar of Incorporated Societies at Wellington.

12 ALTERATION OF RULES

THE Board may add to, amend, alter or rescind any of its Rules at a General Meeting of which notice has been given of an intention to consider the amendment of Rules and by a Resolution passed by a majority of not less than three-fourths of the members entitled under these Rules to vote, present personally or represented by proxy, at such meeting PROVIDED THAT no addition to amendment, alteration or rescission of Clauses 7 (b) or

10 (b) of these Rules shall be permitted which would result in the Board being declared Non-Charitable by the Registrar of Incorporated Societies and the Charities Commission and the Commissioner of Inland Revenue or their respective successors in office.

13 INTERPRETATION OF RULES

ANY question arising as to the interpretation of these Rules or any question arising on any subject within the scope of the Board's authority not otherwise provided for shall be decided by the Board whose decision shall be final.

14 INCORPORATION

IN addition to and without limiting the powers contained or implied in Section III of this Schedule the Board shall have power to apply for Incorporation under the provisions of The Charitable Trusts Act, 1957 and registration pursuant to the Charities Act 2005.