

A.  
This is the Document, marked "A" referred to in the annotated  
Declaration.

Made at Auckland. this 15 Day March 1995.

before me.  
Rodney Angus Hoggard

International Sailors' Society, RODNEY ANGUS HOGGARD, J.P.  
Auckland (Incorporated) RETIRED DIRECTOR  
1/27 SYMONDS STREET,  
ONEHUNGA, AUCKLAND  
PH (09) 636-9135

## CONSTITUTION

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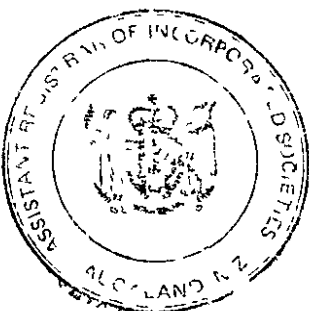
## RULES



10001471828

Effective 20 December 1993

with amendments required by Department of Justice January 1995



**AMENDED CONSTITUTION AND RULES OF THE  
INTERNATIONAL SAILORS' SOCIETY, AUCKLAND (INCORPORATED)  
(FORMERLY THE BRITISH SAILORS' SOCIETY, AUCKLAND (INCORPORATED))**

**Incorporated under the Incorporated Societies Act 1908**

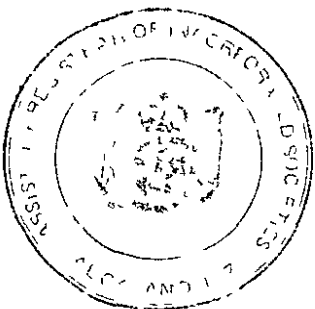
**INTRODUCTION**

The following represents the rules of the above Society as amended by the Annual General Meeting of the Society held at Auckland on the 7th day of December 1972, where all former rules of the Society were rescinded and replaced with new ones

These new rules were further amended at the Annual General Meeting of the Society held in Auckland on the 2nd day of September 1988

These rules were subsequently revised and adopted at the Annual General Meeting held in Auckland on 20 December 1993 at which the name of the Society was changed to the International Sailors' Society. Auckland (Incorporated)

In these rules, unless the context otherwise requires, 'he', 'his' and other words suggesting the male gender shall be taken as referring to either gender



CONSTITUTION AND RULES OF THE  
INTERNATIONAL SAILORS' SOCIETY, AUCKLAND (INCORPORATED)

Incorporated under the Incorporated Societies Act 1908

**NAME**

1 The name of the Society shall be THE INTERNATIONAL SAILORS' SOCIETY AUCKLAND (INCORPORATED), hereinafter called "the Society"

**REGISTERED OFFICE**

2 The Registered Office of the Society shall be at such place within the Auckland Metropolitan Area as the Board of Directors, hereinafter called "the Board", shall from time to time determine

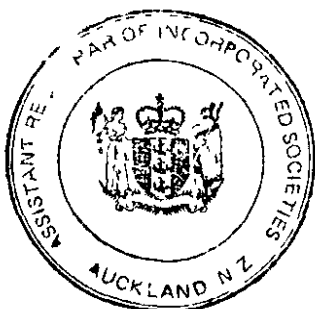
**OBJECTS**

3 Preamble The British Sailors' Society, 'A Charity for Seafarers' whose head office is at Orchard Place Southampton, SO9 7SS Hampshire, England - hereinafter called "the Parent Body" - has for its objects the spiritual help and provision to social comfort and educational facilities to seafarers (both men and women) in ports throughout the world. The Society has for many years been carrying on and endeavouring to extend the work of the Parent Body in the Ports in the Auckland Province of New Zealand

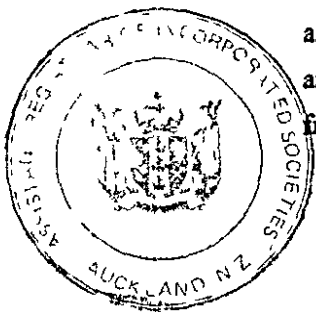
4 The INTERNATIONAL SAILORS' SOCIETY (NEW ZEALAND) INCORPORATED (hereinafter called "the New Zealand Society") was incorporated in 1961 as the British Sailors' Society (New Zealand) Incorporated. It aims to provide a central coordinating body in New Zealand to facilitate the aims and objects of the various organisations known as "British Sailors' Societies" that were established in various centres in New Zealand and to provide a continuing link with the Parent Body and through it with Sailors' Societies throughout the world

5 The principle objects within New Zealand of the Society shall be

a To carry on and extend the work and activities of the Parent Body in the ports situated within the province of Auckland in New Zealand.



- b To promote and provide for the religious and intellectual well-being in the interests of social welfare of all seafarers (both men and women) in such ports,
- c To conduct religious services afloat and ashore and to provide a chapel for religious services as conducted by chaplains of the Society, the Mission to Seamen, and the Apostleship of the Sea Notwithstanding this object, the Society acknowledges the close links existing between the Society and the Saint James Church, Auckland. and it is the objective of the Society to work closely with the ministers and session of Saint James for the welfare of seafarers in the ports of the Auckland Province.
- d To distribute the Holy Scriptures and other Christian literature among seafarers.
- e To provide reading rooms and libraries ashore and afloat
- f To provide nautical and other educational facilities and instruction for seafarers.
- g To visit seafarers on board ship or who may be in hospital or in prison and to attend police and other courts and institutions on their behalf.
- h To provide for accommodation, or render aid or assistance to seafarers who may have been shipwrecked, or who are sick or injured or unemployed or stranded.
- i Generally to assist and promote the interest and welfare of seafarers who are in need. in Auckland ports or afloat in neighbouring waters.
- j To invite and accept on behalf of the Society any devise, bequest, gift, donation, or subscription of real or personal property, money securities, shares, debentures, or other property or assets, and to hold the same in trust for the objects of the Society or any of them with power to realise and convert the sums or any part thereof into money and to pay and apply the proceeds for the purposes of the aforesaid, or any of them, or to invest the proceeds or any part thereof in trustee securities or any such other securities as the Board may from time to time determine and form a trust fund and to pay or apply the dividends and income or any part thereof to and toward the attainment of the above-named objects or any of them with power from time to time to realise and sell off all or any part of such trustee securities or such other securities as the Board may have from time to time determined, and to re-invest the money or any part thereof in other trustee securities or such other securities as the Board may from time to time determine.



- k To purchase, lease or otherwise acquire for the purposes of the Society, or any of them and to hold upon trust and administer manage, erect, alter repair, maintain, improve, sell mortgage, let, hire, demise, exchange, insure or otherwise deal with or dispose of any land, buildings, property or assets of the Society or any estate or interest therein,
  - l To borrow money on mortgage on all or any part of the present or future property of the Society or on debenture or other security or without any such security and to apply the money so raised for the purpose of the Society, provided that payments by way of interest on monies borrowed from any member shall not exceed commercial interest rates, and
  - m To do all such matters and things as are or may be incidental either directly or indirectly, or in any way conducive to the attainment of the objects of the Society or any of them
- 6 Nothing expressed or implied in these rules shall permit the activities of the members to be carried on for the private pecuniary profit of any individual provided that nothing herein shall preclude the payment of reasonable and proper remuneration for services actually rendered to the Society

#### **AFFILIATION**

- 7 The Society shall foster the closest possible liaison with the Parent Body and other branches of the British Sailors' Society in New Zealand working through and in active cooperation with the New Zealand Society with which it will at all times maintain affiliation, but such affiliation shall in no way derogate from the autonomous nature of the Society

#### **MEMBERSHIP**

- 8 The membership of the Society shall consist of persons contributing to the support of the Society Any person contributing \$5 00 per year, or such other amount as the Board shall from time to time determine shall be eligible for membership, but such candidate for admission must first be approved by the Board, who shall not be bound to give any reason for its refusal



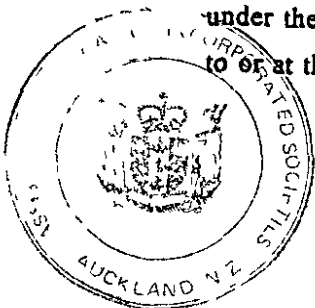
- 9 A member may resign by notice in writing to the Society or his name may be removed by resolution of the Board to that effect, but such person shall remain liable for any subscription then due
- 10 The Board shall have power to elect a limited number of honorary members of the Society, without payment of any subscription, but such election shall be subject to confirmation of the next annual general meeting

#### PATRON AND VICE PATRON

- 11 Subject to their prior approval, the Patron of the Society shall be His/Her Excellency, the Governor General of New Zealand, and the Vice Patron shall be the Mayor of the City of Auckland

#### THE BOARD OF MANAGEMENT

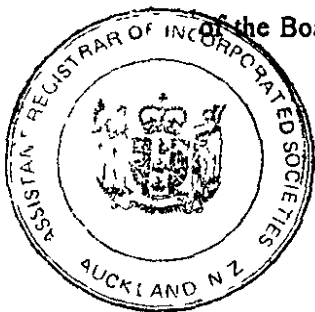
- 12 The management and control of the Society shall be vested in the Board of Directors ("the Board") which may exercise all the powers of the Society as are not by statute or these rules required to be exercised in general meeting
- 13 The Board shall consist of not less than six members of whom not less than three shall be nominated members and three shall be elective members together with such co-opted member or members as the Board may from time to time determine
- 14 The nominated members shall be representatives, who may be either a clergyman or a layman, from any of the following churches in the Auckland Metropolitan area, namely the Presbyterian Church of New Zealand, the Methodist Church of New Zealand, and the Baptist Union of New Zealand. Each representative shall be appointed by the respective Church Court, Body, or Association administering the general oversight of that church in the Auckland metropolitan area and shall be a member in good standing of a church belonging to the denomination whom he represents. A duly appointed church representative shall continue to hold office until he is removed from office by resolution of the body appointing him, or until his decease. Should any such representative be unable to attend any meeting of the Board, he shall be entitled to appoint another person to act as his proxy at such meeting and to speak and vote on his behalf. The instrument appointing such proxy shall be in writing under the hand of the appointer and shall be lodged with the Secretary of the Society prior to or at the meeting which the proxy attends on behalf of the representative



- 15 Elective members shall be members of the society. At the Annual General Meeting such elective members longest in office shall retire as may be necessary to reduce the number of elected members to three. Thereafter the member having been longest in office shall retire in each year. Each retiring member shall be eligible for re-election. Each annual meeting shall thereupon elect sufficient persons to fill the vacated offices,

#### MEETINGS AND POWERS OF THE BOARD

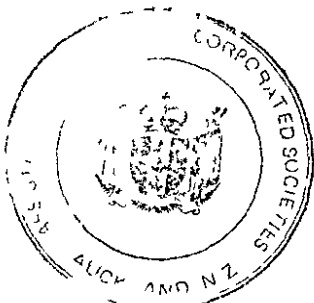
- 16 The control and investment of the funds of the Society shall be vested in the Board who shall have full power to administer the finances and affairs of the Society and to purchase, lease, exchange, rent, acquire, mortgage, charge, let, hire, invest, sell, or otherwise turn to account and deal with the assets of the Society.
- 17 The Board may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking property and assets of any part thereof and to issue debentures, bonds, and other securities as the Board may decide PROVIDED ALWAYS that so long as there shall remain any mortgage charge, or debenture on any of the assets of the Society which is guaranteed by the Parent Body, no sale, disposal, or further encumbering of the landed property of the Society shall be approved by the Board without the prior consent of the Parent Body.
- 18 The Board may meet, adjourn, or otherwise regulate its proceedings in such manner as it sees fit.
- 19 The quorum for a meeting of the Board shall be four Board members personally present.
- 20 Every matter shall be determined by a majority of Board members present and voting on the question.
- 21 The Board shall elect a Chairman for such period as it shall determine and who shall have a casting vote whether or not they shall have previously voted on the same question.
- 22 The Board may act notwithstanding any vacancy in its body.
- 23 A Board member may resign from the Board by giving notice to the Secretary or Chairman of the Board.



- 24 A Board member who is absent from the meetings of the Board for one year without leave of absence shall cease to be a member of the Board and his name shall be removed accordingly
- 25 Any vacancy among the elective Board members may be temporarily filled by the Board and the person or persons so appointed shall hold office until the next annual meeting of the Society
- 26 Minutes of meetings of the Board shall be kept and entered in the Minute Book of the Society
- 27 The Board shall appoint either from its own members or otherwise a person to be Secretary and another to be Treasurer of the Society in each case with or without remuneration and may appoint any other necessary or proper officers for the management of the affairs of the Society, PROVIDED ALWAYS THAT remuneration shall be reasonable and appropriate in all cases
- 28 The Board shall have power to appoint a House Management Committee and such other committees as it shall deem necessary for the effective working of the Society and to make, amend, and vary from time to time rules and by-laws for the proper conduct of such committee or committees
- 29 The Board shall, if so requested by two or more representatives appointed under clause 14 hereof defer until its next meeting decision on any matter under consideration which such representatives feel would conflict with the principles upheld by their Churches

#### ANNUAL GENERAL MEETING

- 30 The Annual General Meeting of the Society shall be held during the month of July in each year The financial year shall end on 31st March in each year
- 31 Notice of any general meeting including the Annual General meeting shall be forwarded to members of the Society by letter at least 14 clear days before the date of such meeting, but the non-receipt by any member of such notice shall not invalidate the proceedings for such general meeting Such notice shall set out the business to be transacted



- 32 At all general meetings of the Society each member shall have one vote but the Chairman (who shall be the Chairman of the Board and in his absence or unwillingness to act, one of the other Board members appointed by the meeting) shall be entitled to exercise a casting vote in addition to his deliberative vote. Voting shall be by show of hands or on the voices, unless a poll is demanded by at least 50% of the members present
- 33 Six members present shall constitute a quorum for all general and extraordinary general meetings and no business shall be transacted thereat other than the adjournment of the meeting unless a quorum be present
- 34 The business of the Annual General Meeting shall be
- a To receive and consider and if approved, to adopt the annual report of the Society and the financial statements and balance sheet and report of the auditor or auditors of the Society
  - b To appoint the Patron and Vice Patron of the Society
  - c To elect (if necessary) to the Board or confirm the appointment of such of the Elective members for the ensuing year as may be required in terms of Clauses 15 and 25 of these rules
  - d To confirm the election of honorary members, if any, nominated by the Board during the past year;
  - e To receive reports of any House Management Committee and any other committee set up for any particular purpose by the Board and which, in the opinion of the Board shall present a report to the Annual Meeting of the Society.
  - f To appoint or re-appoint an auditor or auditors, and
  - g Generally to transact all such other business of which due notice shall have been given,
- 35 Minutes of the proceedings and of all appointments and resolutions shall be kept and entered in the Minute Book of the Society and when signed by the Chairman, shall be final and binding.



### EXTRAORDINARY GENERAL MEETINGS

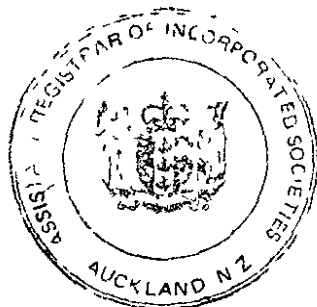
- 36 An extraordinary general meeting may be convened at any time with not less than 14 days notice by the Secretary at the direction of the Board, or at the request (addressed in writing to the Secretary) of any five members of the Society. An extraordinary general meeting resulting from a request of members shall be held within 28 days after the date of receipt of the request for the same. Every notice convening an extraordinary general meeting shall state the business to be considered at the meeting.

### COMMON SEAL

- 37 The society shall have a common seal and a Seal Register which shall be kept in the custody of the Secretary and shall be affixed to any document of writing only upon a resolution of the Board and in the presence of two Board members, or alternatively the chairman and one Board member in either case together with the Secretary.

### ACCOUNTS

- 38 Proper books of accounts in which shall be entered full true, up-to-date and complete accounts of the affairs and transactions of the Society of the assets and liabilities of the Society and of all mortgages, charges and securities over the property of the Society shall be kept at the registered office of the Society.
- 39 A copy of the statement of accounts including an Annual Statement of Income and Expenditure and of assets and liabilities of the Society duly audited, shall be presented to the Annual General Meeting of the Society for that year.
- 40 All monies received by, or on behalf of, the Society shall be deposited in an account or accounts opened in the name of the Society in any trading or trustee savings bank as the Board may from time to time determine and all cheques, withdrawals and negotiable instruments drawn on any bank account of the Society shall be signed by the Chairman of the Board and counter-signed by the Treasurer or by another Board member, or in any other manner as the Board may from time to time decide.



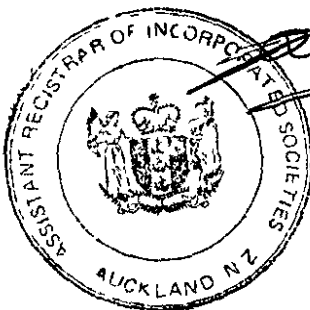
## ALTERATION TO RULES

- 41 Alterations, rescissions or additions to these Rules may be made and decided upon at an Annual General Meeting of the Society PROVIDED ALWAYS THAT
- a no such alteration, rescission or addition to the Rules shall be valid and effectual unless and until passed by a majority of two-thirds of the persons present at the Annual General Meeting considering the same and entitled to vote thereat,
  - b such alterations, rescissions or additions shall be valid only if they do not affect or detract from the exclusively charitable nature of the Society; and
  - c notice of motion affecting any such alteration, rescission or addition shall be lodged with the Secretary at least eight weeks prior to the date fixed for any such meeting and details of such notice of motion shall be included in any notice calling the meeting at which such notice of motion is to be considered

## WINDING UP

- 42 The Society shall be wound up voluntarily if a resolution to that effect is carried by a majority of members present and entitled to vote at an extraordinary general meeting of the Society convened for that purpose
- 43 Any resolution to wind up in terms of the foregoing Clause 42 herein must be confirmed to a subsequent general meeting of the Society called for that purpose held not earlier than 30 days after the date of which the resolution to be confirmed is passed. Notice of such resolution when confirmed is to be sent to the Registrar of Incorporated Societies
- 44 Upon the winding up of the Society or on dissolution by the Registrar, the surplus assets thereof after payment of all costs, debts and liabilities and subject to any trusts affecting the same, together with all records shall be handed to any charitable body whose purposes within New Zealand are similar to the aims and objects of the Society

*A Kempthorne bond OBE ANZN (eta)*  
*H. Hetherland Chairman*  
*[Signature] Treasurer.*



Alteration of rules registered, this 28<sup>th</sup>  
day of March 19 95  
F E VAIOU  
Assistant Registrar of Incorporated Societies,  
Auckland