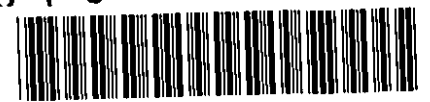


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IN THE MATTER of the Charitable Trusts Act 1957 0134



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AND

IN THE MATTER of BAY OF PLENTY SEAFARERS CENTRE a duly incorporated Society
MAY 31 9 50 AM '83

I, COLIN ROSS ABERNETHY of Mount Maunganui Solicitor do solemnly and sincerely declare as follows

1 THAT I am a board-member of the Society abovementioned

2 THAT the BAY OF PLENTY SEAFARERS CENTRE adopted a new set of Rules at a Special General Meeting of the Society held on the 18th day of November 1982. The Rules marked "A" annexed to the Notice of Alteration of Rules filed contemporaneously with this declaration are the Rules approved at the said meeting and they were passed in accordance with the clubs then existing Rules

AND I make this solemn declaration conscientiously believing the same to be true and by virtue of the Oaths and Declarations Act 1957

DECLARED at Mount Maunganui)
this 28th day of March)
1983 before me)

A Solicitor of the High Court of New Zealand

THE CHARITABLE TRUSTS ACT 1957

NOTICE OF ALTERATION TO RULES

NAME OF SOCIETY

BAY OF PLENTY SEAFARERS CENTRE

PRESENTED BY

Dowd Thomason Strachan & Moultrie
Solicitors
Mount Maunganui

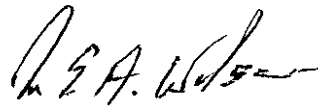
TO

The Registrar of Incorporated Societies
Hamilton

BAY OF PLENTY SEAFARERS CENTRE hereby gives you notice in accordance with Section 23 of the said Act that its Rules have been altered and substituted by the set of Rules annexed hereto and thereon marked "A"

WE the several persons whose names are subscribed hereto being members of the abovementioned Club hereby certify that the said new set of Rules was adopted on the 18th day of November 1982 by a resolution of the members of the Society in accordance with the provisions of the Rules of the Society and in accordance with the provisions of the Charitable Trusts Act 1957

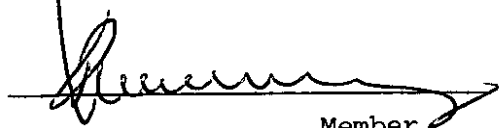
DATED at Mount Maunganui this 20th day of March 1983



Member



Member



Member

CONSTITUTION OF THE
BAY OF PLENTY SEAFARERS CENTRE

1 NAME

The Society shall be called the "Bay of Plenty Seafarers Centre"

2 OBJECTS

The objects of the Society are:

- (a) To liase and affiliate with the British Sailors Society (New Zealand) Incorporated
- (b) To promote the social comfort and moral and spiritual welfare of seafaring men resident in and visiting the Port of Mount Maunganui without regard to their nationality or religious belief
- (c) To make available the services of Ministers of Religion and laymen on board ship and ashore
- (d) To provide entertainment, refreshments, and facilities, and when necessary accommodation for payment or otherwise

3 POWERS

In furtherance of the objects the Society shall have the following powers

- (a) To purchase hire lease or otherwise acquire for the purposes of the Society any real or personal property and in particular any land buildings furniture boats launches books newspapers periodicals and musical instruments
- (b) To construct maintain and alter any building hall or other work necessary or convenient for the Society
- (c) To improve manage sell lease borrow or raise money on mortgage dispose of or otherwise deal with all or any part of the property real or personal of the Society in such manner as the Board shall think fit

THESE are the Rules marked with the letter "A" and referred to
 in the annexed Declaration of COLIN ROSS ABERNETHY of Mount Maunganui
 Solicitor declared at Mount Maunganui this 28th day of March
 1983 before me: *[Signature]*
 A Solicitor of the High Court of New Zealand

- (d) To invest any money in the hands of or belonging to the Society in such securities as the Board may deem safe and desirable, and from time to time to vary investments for others of a like or different nature
- (e) To amalgamate with any Company, Institution, Society or Association having objects altogether or in part similar to those of the Society
- (f) To take over, purchase or otherwise acquire and undertake and carry on all or any part of the property assets business liabilities and engagements of any Company Institution Society or Association with which the Society is authorised to amalgamate as aforesaid
- (g) To receive take and accept any legacy bequest gift of money or property of any kind whether subject to any special trust or not, for any one or more of the objects of the Society and to carry out and administer any such trust
- (h) To accept and hold upon trust any money or property of any kind belonging to any seamen and to act as Trustee and Agent for Seamen
- (i) To take all such steps as may be considered necessary or expedient either by action in or application to any Court of Justice or Judge thereof or by promoting any Bill in Parliament or in any other way or manner howsoever for the purpose of securing or enforcing the due and proper administration of any trust or trust property committed to, held by, vested in, or under the control of the Society or any person or of any Company, Society or Association having objects wholly or in part similar to those of the Society. Also to promote any Bill in Parliament and to apply for and obtain any Act of Parliament which in the opinion of the Board is or may be necessary or expedient for enabling the Board to fully carry out any of the objects of the Society or for effecting any amendment, modification or extension of its Constitution or for any other purposes as to the Board may seem expedient
- (j) To apply the funds income and property of the Society solely towards the promotion of the objects of the Society and not directly or indirectly by way of dividend or bonus or otherwise by way of profit to any member of the Society

- (k) To appoint on salary or on wages managers, officers, servants, and other persons necessary for carrying out the objects of the Society and to remove or discharge them
- (l) To do all such other things as are or may be incidental or conducive to the full attainment and carrying out of the objects of the Society

4 MEMBERSHIP

- (a) There shall be two classes of membership.
 - (1) Ordinary Members - are such persons of sound repute and standing whose written application for membership is accepted by the Board of Management and whose annual subscription fee of \$1.00 is paid
 - (11) Honorary Members - all seafarers who hold a valid seamans card shall be honorary members of the Society and shall be entitled to use of the Society's premises and facilities subject to the approval of the Board
- (b) The Board of Management shall have power to cancel the membership of any member who is guilty of what in their opinion is serious misconduct
- (c) No member shall by reason of his membership have any transmissible or assignable interest by operation of law or otherwise in any property of the Society

5 ROLL OF MEMBERS AND VISITORS BOOK

A book shall be kept in which the names of all ordinary members shall be recorded. Honorary members shall sign a "Visitors Book" on each occasion of their visit to the Centres facilities

6 BOARD OF MANAGEMENT

- (a) The business, general concerns and affairs of the Society shall be controlled managed and conducted by a Board of Management (herein called "the Board")

- (b) The Board shall be elected from ordinary members at an Annual General Meeting of members as herein provided and shall consist of not less than three and not more than ten members. The Board shall elect from its number a President, Secretary, Treasurer, and such other officers as it may consider fit
- (c) The Board shall meet at such time and place as may be advised by the President for the time being by notice being given at least 7 days before such intended meeting to all members of the Board. Not less than three Board members may direct that a meeting be convened by written request being given to the President such meeting to be held within 10 days of such request being made
- (d) No business shall be transacted at any meeting of the Board unless at least 3 members are present thereat
- (e) At every meeting the President (if present) shall be Chairman and shall have a deliberative vote and casting vote. In the absence of the President the members present shall elect one of their number to be Chairman who shall have a deliberative and casting vote while Chairman
- (f) All questions before the Board shall be decided by a majority of the votes
- (g) In the event of the death resignation or retirement of any member of the Board the vacancy shall be filled as early as practicable by the remaining members of the Board electing a fit and proper person to fill the vacancy but in the event of the remaining members of the Board being at any time less (exclusive of the President) than three in number, the persons to fill the vacancy or vacancies shall be elected or appointed by the President and remaining members of the Board with the approval of a Judge of the High Court or the Mayor of Mount Maunganui
- (h) Any member of the Board absent from two consecutive meetings without leave shall forfeit his seat

7 GENERAL MEETING OF MEMBERS

- (a) An Annual General Meeting shall be held in June of each

year to receive the report of the proceedings of the Board together with an audited statement of the finance of the Society and to elect Board members and to transact any other business

- (b) General meetings of the Society shall be summoned by advertisement or by notice in writing addressed to every ordinary member at least 14 days before the date mentioned in such notice. Special General Meetings may be convened by the Secretary at the request of the Board or not less than one quarter of the ordinary members such meeting to be held within 28 days of such written request being given
- (c) Ordinary members only shall be entitled to vote and be heard at any General Meeting

8 AUDITOR

The Board shall appoint an Auditor (who shall not be a member of the Board) and such Auditor shall audit the Accounts, and have power to at any time call for the production of all books, accounts vouchers deeds documents and papers of every kind relating to the affairs and property of the Society. The Auditor shall be paid such fee as may be agreed by the Board

9 FINANCE

- (a) The Board shall cause full true and particular accounts to be kept of all money and property received by the Board or its officer on behalf of the Society from every source, and in particular shall cause a cash book to be kept, and full true and particular entries made therein of every receipt and disbursement
- (b) All sums of money received shall be promptly paid into a Bank Account to be opened and kept at the Bank of New Zealand and/or Westpac Banking Corporation, or at such other Bank as the Board shall direct
- (c) Every cheque on any such Bank Account shall be signed by at least two members of the Board and all accounts shall be passed for payment by the Board

- (d) The Board shall cause a full and truthful account of the receipts and expenditure and of the assets and liabilities of the Society to be prepared every year, viz., up to 31st March in every year. Such accounts shall be verified by the Auditor
- (e) All such accounts and also the books of the Society may be inspected by the Government Auditor and by any member of the Board at all reasonable times

10 BY-LAWS

The Board shall have power to make regulations and by-laws for the conduct of members, officers, servants, and those persons who may be entitled to use the rooms and buildings of the Society, and to alter amend or rescind such by-laws as occasion may require, and such by-laws shall have the same effect as, but shall not be opposed to these Rules

11 COMMON SEAL

The custody of the Common Seal of the Society shall be entrusted to such person or persons as the Board shall from time to time appoint and such Seal shall only be used when authorised by an order of the Board duly entered in the Minutes, and the Seal shall be affixed or impressed in the presence of at least two members of the Board

12 SALE OF LIQUOR

- (a) Liquor may be dispensed to members over the age of 20 years or as permitted by the Sale of Liquor Act 1962 and in strict compliance with the directions of the Liquor Licensing Commission
- (b) The sale of liquor shall be made by a duly appointed manager under the Sale of Liquor Act who shall have full authority to open and close the bar within the permitted times, refuse to serve persons who are intoxicated or likely to cause a disturbance, refuse entry to the premises of any person notwithstanding that person may be a member, and to request members who are unruly or intoxicated to leave the premises

- (c) The Board may make such by-laws as it considers necessary to further control the sale of liquor

13 ALTERATION OF RULES

Any of these Rules (except Rule 6(g)) may be altered, amended or rescinded and any new Rule or Rules may from time to time be made, with the sanction of two-thirds of the members of the Board at a duly convened meeting of the Board specially called for that purpose

14 WINDING-UP

The Board may terminate the existence and wind-up the affairs of the Society by Special Resolution passed at a Special Meeting of the Board called for that purpose at least two months before such meeting is held and if upon such dissolution and winding-up there remains after satisfaction of all debts and liabilities of the Society any property whatsoever the same shall be transferred to the Public Trustee, to be held by him in trust for aged, infirm or destitute seamen residing at Mount Maunganui or elsewhere or for such other charitable objects and purposes as the High Court or a Judge thereof may on the application of the Public Trustee, by petition or otherwise direct or order