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ADOPTION, ALTERATION OF RULES

(Section 7 (b) and 21)

Please note that the information in this form should be either
typewritten or printed or neatly handwritten in block capitals
When completing this form, please refer to notes overleaf

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Society
Name

SEAFARERS WELFARE BOARD
FOR NEW ZEALAND
INCORPORATED

Society Number

216790

I, CHRISTOPHER JAMES PETHER
of 82 MESSINES ROAD, KARORI, WELLINGTON

do solemnly and sincerely declare as follows

1 That I am* a member of/~~the Solicitor to~~ the abovenamed Society

2 That annexed hereto and marked with the letter "A" is/are -

~~*(a) the rules, signed or sealed, which have been adopted by the society, a majority of whose members have consented to the application for incorporation, or~~

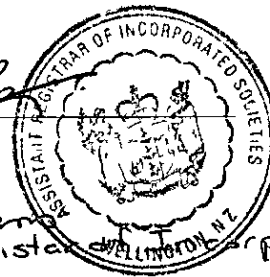
~~*(b) the alteration of rules of the society, which alteration has been made in accordance with the rules of the society~~

3 That the rules comply with section 6 of the Incorporated Societies Act 1908

And I make the solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Oaths and Declaration Act 1957

Declared at Wellington,
this 27th)
day of May)
Year 1998 before me)

B. J. Pether
n 5 William
Assistant Registrar of Incorporated Societies



A Solicitor, Justice of the Peace or other person authorised to take a Statutory Declaration

Presented by

B. J. Pether
82 Messines Road
Karori
Wellington

Account No

Telephone

04-4768 055

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04-4768 055

*Delete whichever is not applicable

CONSTITUTION, OBJECTS & RULES OF THE SEAFARERS WELFARE BOARD FOR NEW ZEALAND [INCORPORATED].

Preamble:

WHEREAS there are three worldwide societies concerned with the welfare of seafarers at work in the ports of New Zealand

AND WHEREAS these said societies are associated with certain subsidiary or associated societies in New Zealand

AND WHEREAS greater benefits would accrue to seafarers in the social and recreational field if a measure of co-operation is obtained between these Societies

AND WHEREAS each society has its constitution, purpose, funds and properties for which it is a trustee

AND WHEREAS it is affirmed by them that nothing therein shall detract from the principle of the inviolability of their constitutions, purposes, funds and properties

AND WHEREAS there is a need for the establishment and maintenance of Seafarers' Centres in New Zealand

AND WHEREAS conscious of their responsibility to co-ordinate their functions and to ensure no overlapping of endeavour or public appeal

AND WHEREAS it was agreed in a joining meeting held in 1964 of the said societies to wit the Apostleship of the Sea Incorporated, the International Sailors' Society, New Zealand, Incorporated and the Missions to Seamen in New Zealand, (these three hereinafter referred to as the "Societies, Group 1), that a coordinating organisation be formed and incorporated under the provisions of the Incorporated Societies Act 1908 and be designated as the **Seafarers' Welfare Board for New Zealand Incorporated.**

BE IT THEREFORE RESOLVED as follows:-

DEFINITIONS.

In these rules the following words and phrases shall have the meaning herein after stated unless there are words to exclude or restrict such meanings or they are inconsistent with the context thereof

"Board": means the "Seafarers' Welfare Board for New Zealand Incorporated"

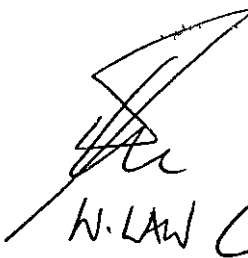
"Societies" means the following societies or bodies

Group 1.

- a The Apostleship of the Sea, Incorporated
- b The International Sailors Society, New Zealand, Incorporated
- c The Missions to Seamen in New Zealand

Group 2.

- a The Merchant Service Guild I U O W Incorporated
- b The New Zealand Seafarers Union
- c The Maritime Safety Authority
- d The Auckland Sailors Home
- e The N Z Association of Shipping Agents Incorporated
- f South Canterbury Seafarers Welfare Centre

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1. **NAME:**

The Name of the Organisation shall be -
SEAFARERS WELFARE BOARD FOR NEW ZEALAND INCORPORATED

2. **OBJECTS:**

The Aims and Objects of the Board shall be

- a To foster ways and means of caring for seafarers throughout and all around the coast of New Zealand
- b To actively promote and strengthen cooperation between the Apostleship of the Sea Incorporated, the International Sailors Society, New Zealand Incorporated and the Missions to Seamen in New Zealand, and any such other approved bodies, in providing suitable facilities by way of residential clubs and other centres of activity for seafarers
- c Each member in Group One undertakes to ensure that welfare facilities and services are provided, in appropriate ports of New Zealand, for all seafarers, irrespective of nationality, race, colour, sex, religion, political opinion or social origin and irrespective of the state in which the ship on which they are employed is registered
- d To consider and decide when and where additional welfare facilities are required and when existing and proposed facilities are excessive, unnecessary or sub-standard, due regard being had to the spiritual and/or educational needs of the seafarers
- e To prevent undesirable over-lapping and/or duplication for appeals for public money
- f To hold or appeal for funds for welfare or welfare properties, to make grants for these purposes and if necessary to provide and administer welfare facilities, to hold land for such purposes
- g To do all such things as may be incidental to the attainment of the above primary objects of the Board

3. **REGISTERED OFFICE:**

The Registered Office of the Board shall be in Wellington

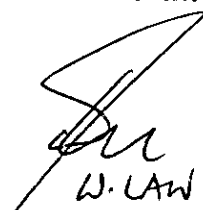
4. **CONSTITUTION OF THE BOARD:**

The Board shall comprise

- a A Council comprising of those councillors elected or appointed by the Societies in the manner according to Clause 11 a or another appropriate number if the number of Societies change
- b A Chairperson, a Treasurer and a Secretary appointed by the Council in the manner hereinafter provided See Clauses 11 d and 12 a
- c All persons or bodies corporate whose names have been entered on the Register of Members hereinafter referred to as Members

5. **MEMBERSHIP:**

- a The Societies who are Members as at the 31st day of March 1999 shall comprise the Members of the Board


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- b Any person or bodies corporate interested in the Aims and Objects of the Board may apply for membership in writing to the Secretary of the Board
- c Any application for membership may be accepted or declined at the discretion of the Council provided that the decision of the Council is unanimous
- d The Board may from time to time grant Life Membership to appropriate persons
- e A person or bodies corporate accepted as a member shall have their/its name/s entered into the Register of Members of the Board upon payment of the current annual subscription
- f Any Member may withdraw from the Board upon giving notice in writing to the Secretary That Member's name shall then be removed from the Register of Members
- g The Council may order that the name of any member shall be deleted from the Register of Members if -
 - i the Council decides that this decision is warranted
 - ii that Members subscription remains unpaid by the due date fixed by the Council whether or not that Member has given notice of his/her/it's intention to resign

6. PRIVILEGES AND RIGHTS OF MEMBERS

Each Member shall be entitled to consult Councillors and to place any proposal or recommendation before the Council by writing same to the Secretary

7. SUBSCRIPTION:

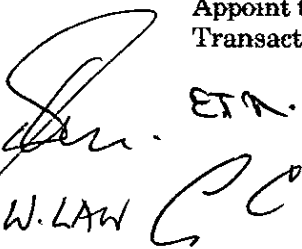
- a The annual subscription shall be fixed by the Council and the Secretary shall then inform the Members
- b The Council may allow a reduced annual subscription in respect of any application for membership coming in after the date fixed for the payment of subscriptions

8. REPRESENTATION:

At any general meeting of the Board, the Societies in Group 1 shall be entitled to three (3) representatives and those in Group 2 shall be entitled to one (1) representative Written notice of appointment of representatives shall be in the hands of the Secretary before the commencement of the Annual General Meeting

9. ANNUAL GENERAL MEETING:

- a The Annual General Meeting of the Board shall be held in the first quarter of each year The date shall be fixed by the Sub-committee and the Secretary shall notify all members at least fifteen (15) days before the Meeting date The Notice shall specify the nature of the meeting, the business to be discussed and any proposed resolutions
Every member shall be entitled to attend the Annual General Meeting
- b The Meeting shall
 - Receive and consider the Audited Financial Report of the Board
 - Appoint an Auditor for the coming year
 - Receive and consider any resolution brought to it according to 9 e
 - Receive the nominations of Councillors and appoint same
 - Appoint the Sub-Committee
 - Transact any other business that has been legally brought before the Meeting

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- c On any matter or resolution put to the vote, each of the Societies in Group 1 shall be entitled to three (3) votes, each of the Societies in Group 2 shall be entitled to one (1) vote
Council Members have to be present to vote
- d A Quorum shall be not less than six (6) representatives All the Societies in Group 1 to be represented at the Meeting
- e Any matter or resolution, **notice of which has not been given**, may be brought before the Meeting provided that a two-thirds (2/3) majority of the Meeting allows it



10 SPECIAL GENERAL MEETINGS:

- a 1 The Secretary or Chairperson shall call a Special General Meeting of the Board if directed to do so by the Council
- 11 The Secretary or Chairperson shall call a Special General Meeting on receiving a written request to do so, signed by the Chairperson and Secretary of at least two (2) of the Societies in Group 1, who at the date of receipt of the request, shall be financial members The request shall specify clearly the reason for the calling of the meeting
- b In each case, after consultation with the Sub-Committee, the Secretary shall decide a date for the meeting and shall advise the members of the Board in writing of the same, giving at least fifteen (15) clear days notice The Meeting shall be held within twenty one (21) days of the receipt of the request for the meeting
- c The notice to the members shall specify the date, time and place of the meeting and the reason for its calling
- d The procedures governing any Special General Meetings shall be the same as that for the Annual General Meeting See Clause 9
- e The Sub-Committee of the Welfare Board has the right to invite whoever they wish, to any meeting or event organised by the Seafarers Welfare Board that will be beneficial to the welfare of Seafarers

11. THE COUNCIL

- a The Council shall be made up of the members nominated by the Societies at the Annual General Meeting The Council shall hold office until the next Annual General Meeting
Each of the Societies in Group 1 shall nominate three (3) Councillors and each of the Societies in Group 2 shall nominate one (1) Councillor
Casual vacancies on the Council shall be filled by a person nominated by the Society whose representative had vacated the position on the Council
- Six (6) Councillors shall constitute a Quorum At least three (3) Societies to be represented
- b No Councillor or Officer of the Board shall receive payment for the performance of their duties during their term of office
- c The general function of the Council shall be to further the Aims and Objects of the Board
- d Special Functions
 - 1 The Council shall appoint a Secretary to the Board who shall attend all meetings of the Council with power to speak but not to vote The Secretary shall hold office until they resign or another Secretary is appointed

- 11 The Council shall appoint a Treasurer and may, by resolution, approve that the same person may hold the positions of Secretary and Treasurer

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- 111 The Council shall fix the Annual Subscription and any special charges in accordance with, and subject to, the provisions of Clause seven (7)
- 1v The Council may appoint any suitable person (who need not be a member of the Board) to perform any "special office", that will further the Aims and Objects of the Board Any person so appointed shall continue in office until the next Annual General Meeting or until the Council decides that the "special office" is no longer required
- v The Council may at any time appoint "ad hoc committees", and may refer, in its discretion, any matter with or without a term of reference for such time and subject to any conditions, that the Council thinks appropriate
- v1 The Council shall set the date of the Annual General Meeting in accordance with Clause 9 a
- v11 The Council may call a Special General Meeting of the Board if it considers such a meeting is necessary either to amend this "Constitution, Objects and Rules" or to consider any resolution or for any other reason connected with the welfare or advancement of the Board
- e The Council shall meet as often as necessary to carry out its functions
A majority of the Council or the Chairperson may convene a meeting of the Council
- f A Sub-Committee of the Council shall be appointed at each Annual General Meeting consisting of -
 - 1 One Council Member of each of the three (3) societies in Group 1
 - 11 Any Officers of the Board if they are not included in 11 f 1 above
 - 111 The Secretary ex officio

The Sub-Committee shall -

 - 1 Act in routine matters between meetings of the Council
 - 11 Considered matters referred to it by the Council or Members and bring recommendations to the Council when only the full Council can make the decision
 - 111 The Sub-Committee shall present minutes of its meetings to the Annual General Meeting

12. CHAIRPERSON:

- a The Office of Chairperson shall be rotated every three years around the three Societies in Group 1 of this Constitution
- b The Chairperson of the Board shall be appointed at the first meeting of the Council held after the Annual General Meeting of the Board and within two (2) weeks of that Annual General Meeting The Council may re-appoint a Chairperson for further annual terms but no person shall hold the office of Chairperson for more than three (3) consecutive terms
- c The Chairperson shall be the "Spokesperson" for the Board on all matters unless the Sub-Committee decide that another person, on occasion, be more appropriate to represent the Board
- d The Chairperson shall preside over all Council, Board and Annual General Meetings and over any Special Meetings that may be called

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- d The Chairperson may vote on each and any issue before the Council or Board at any Meeting and shall have a substantive vote and a casting vote when required
- e In the absence of the Chairperson at any Meeting, the Members present, as long as there is a Quorum, shall elect one of their members to act as Chairperson for that meeting. On such occasions, the "ad hoc" Chairperson shall have the same function and powers as the Chairperson of the Council, if they had been present

13. TREASURER:

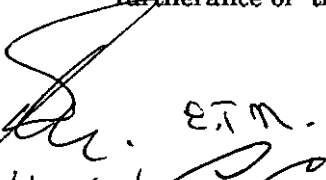
- a The Treasurer of the Board, who need not be a member of the Council, shall be appointed by the Council at its final meeting before the Annual General Meeting. The Treasurer shall have power to speak at all meetings but not to vote unless he/she is a nominated representative of the Societies (see Clause 11a)
- b The Treasurer shall be responsible for the custody of all funds and property of the Board and shall keep a record of the same
- c The Treasurer shall keep a record of all business transacted by or in the name of the Board and shall place before the members of the Board a statement of accounts for the preceding year as soon as possible after the 1st day of January in each year. The statement of accounts presented shall be first audited by the Board's appointed Auditor
- d The Treasurer shall keep a record of all subscriptions paid during the year
- e The Office of Treasurer may be held jointly with that of the Secretary See 11 d ii above. Where this is so, the Treasurer may not be a Member of the Council See 14 a below

14. SECRETARY:

- a The Secretary of the Board shall not be a member of the Council but shall have speaking rights at all meetings. The Secretary shall be appointed by the Council at the last meeting of the Council before the A G M, and preferably, be someone who is knowledgeable in maritime and welfare matters affecting Seafarers through-out New Zealand
- b The Secretary should be present at all Council Meetings
- c The Secretary shall call a Special Meeting of the Board according to Clause 10
- d The Secretary shall call the Annual General Meeting of the Board according to Clause 9 a
- e The Secretary shall be the Custodian of the Common Seal of the Board

15. POWERS INCIDENTAL TO THE AIMS AND OBJECTIVES OF THE BOARD.

- a The Board may acquire by purchase, lease, hire, devolution, gift or otherwise any property both real and personal or any interest in property which it may consider necessary for the carrying out of the Board's aims and objects
- b The Board may borrow, raise and give security for money by the issue of debenture stock, mortgage or charge upon all, or any part, of the property of the Board
- c The Board may invest any of its funds in any trustee security
- d The Board may launch appeals for funds at regional or national level from the public in furtherance of the Board's aims and objects


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16. ALTERATION TO RULES.

- a A motion for the alteration of the Rules of the Board may be presented at either the Annual General Meeting or at a Special General Meeting of the Board called for that purpose

Any resolution altering the Rules must be carried by a three quarter majority (3/4) majority of the representatives of the Societies

- b At least fifteen (15) clear days notice of any proposed motion shall be given to all members of the Board
- c If any alteration to the Rules is passed it shall come into operation on the day after the alteration is registered with the Registrar of Incorporated Societies

17. MISCELLANEOUS.

- a All monies received by or on behalf of the Board shall forthwith be paid to the credit of the Board in an account with such trading bank or savings bank as the council shall from time to time appoint
- b The Common Seal of the Board shall be held by the Secretary and shall be affixed to any document upon the authorisation of the Council in the presence of the Secretary and one (1) other councillor
- c In the event of the dissolution of the Society, the assets of the Board shall be disposed of in such manner as a General Meeting of the Board shall decide. If no decision is reached or no General Meeting held, the assets shall be converted into money and the proceeds thereof shall be divided equally between the Societies which are signatories to these Rules

These are the replacements to the rules marked "A" referred to in the annexed declaration of Christopher James Pether made before me this 21st day of May 1999

n J Williams
Assistant Registrar of Incorporated Societies

Carry Conway
Apostleship of the Sea (inc)

W. LAW. Mission to Seamen.

24/4/99

ETM
T N BBS. INTERNATIONAL SAILORS SOCIETY.
26/4/99.

