



Arahura Charitable Trust

***Providing community based support for people experiencing
mental health difficulties.***

Est February 1998.

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Constitution and Rules of Arahura Trust

1. Interpretation:

In these rules unless the context requires a different interpretation:

“The Board” means the Board of Trustees constituted hereby.

“The Trust” means Arahura Trust constituted hereby.

“The Objects” means the objects set forth in rule 4 hereof.

“People” means people using the service provided by the trust constituted hereby.

“Chair” means person chairing meeting.

Part ‘A’ clause numbers of this document are not changeable. Part ‘B’ clauses of this document may be altered pursuant to clause 20. Part ‘A’ clauses are as follows:- Clause 4/ 12 / 19 / 20 / 22. Part ‘A’ clauses are marked accordingly. All unmarked clauses are part ‘B’ clauses.

“Year” and “financial year” means the period beginning on the 1st day of April in any year and ending on the last day of March next following.

2. Name:

The name of the trust shall be **ARAHURA CHARITABLE TRUST**.

3. Office:

The office of the trust shall be at 28 Millais St, Grey Lynn, Auckland or at such other place in New Zealand as the Board may from time to time determine.

4. Objects: (Part ‘A’ clause. Unchangeable).

The objects for which the trust is established are:

- (a) To provide support to people who have experienced mental health difficulties, that fit within the nature and context of this Trust.
- (b) The Trust will provide support to people initially and primarily, but not exclusively in the Central Auckland area, who need housing and support to deal with everyday life.
- (c) The Trust is a vehicle to improve the quality of life for people who have been assessed by Mental Health professionals as needing the services the Trust provides.

- (d) To give people choices of accommodation and support.
- (e) To continually strive to improve each individuals quality of life through “life experience” and “education”.
- (f) To provide access to counselling and support to enable people to meet their needs.
- (g) To empower people by basing management on individual choices and needs.
- (h) To encourage the initiation and creation of positive home environments.
- (I) To involve people and their support staff to establish and utilise standards for their control, monitoring and evaluation of the service and effect change where needed.
- (j) To promote independence through “life experience”, “education” and integration into the wider community.
- (k) To involve people in the decision making process through “due consideration” by the trustees in all their decision making processes.

4.1 Objectives: (Part ‘B’).

- (l) To join and co-operate with and maintain communication with persons or corporate bodies in New Zealand or elsewhere (including membership of other bodies corporate) for the purpose of promoting directly or indirectly the objects of the trust.
- (m) To purchase, erect, build, take or lease or otherwise obtain the use or occupation of and to manage, extend, improve, develop, alter, modify, pull down, demolish, maintain and repair and to sell, exchange, let, lease, donate or otherwise dispose of real and personal property of every description.
- (n) To accept the custody, control and management of any real or personal property which may be bequeathed or donated to the trust or to the board for the benefit of the trust.
- (o) To accept and carry out any trusts attached to gifts or bequests to or for the benefit of the trust.
- (p) To invest any and all moneys held by the board on the trust hereof in and upon such investments as the board may from time to time decide notwithstanding that any such investment may not be authorised by law for the time being in force in New Zealand for the investment by trustees of trust funds.
- (q) To adopt such means as the board may from time to time determine for the purpose of raising money and for obtaining property for the furtherance of the objects of the trust and to accept contributions, collections, donations, legacies, devises, gifts, grants and subsidies.
- (r) To borrow or raise money for the furtherance of the objects aforesaid.

(s) To secure in such manner as the board shall think fit the repayment of any moneys borrowed or raised by the board and in particular by the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the property of the trust both present and future and to give and execute in the prescribed manner mortgages, debentures, and other instruments as security for such payment and to pay off, redeem or purchase any such securities.

(t) To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange, warrants and other negotiable securities or transferable instruments.

(u) Subject to the provision of the Charitable Trusts Act 1957, to enter into, seal, execute and perform all deeds, documents, instruments, agreements, papers and writing and to do all such things, acts, deeds and matters as shall be necessary, incidental, or conducive to the attainment of any of the foregoing objects.

(v) To institute, initiate, or take and to defend, compromise, or abandon legal proceedings involving the property or affairs of the trust.

(w) To employ staff in the work of the trust at such wages and on such terms as may be deemed expedient and to obtain and pay for professional and other advice and services.

(x) Subject to these rules to exercise all or any of the powers conferred on trustees by the Trustee Act 1956 or any statutory modification, variation or re-enactment thereof.

(y) To do all such other acts and things as are incidental to or will further or conduce to the attainment of the foregoing objects or any of them **PROVIDED THAT** nothing herein before contained shall authorise any object that is not charitable in law.

(z) Subject to these rules to exercise all or any of the powers conferred on trustees by the Charitable Trusts Act 1957 or any statutory modification, variation or re-enactment thereof.

5.Functions, Powers and Duties of the board of trustees:

The functions, powers and duties of the board shall be:

(a) To control, administer and manage the property, funds and affairs of the trust.

(b) To carry out, effect and perform the objects according to law and as provided in and by the Charitable Trust Act 1957, and in accordance with these rules.

(c) To appoint officers, assistants and other servants whether honorary or otherwise and upon such terms and conditions and at such remuneration as the board shall think fit and from time to time to remove and to replace any person so appointed.

(d) To co-opt persons to attend meetings as the board may from time to time deem expedient for the carrying out of objects. Co-opted persons need not necessarily be members of the board.

(e) To do all such 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 in their relation to the trust.

(g) To give due consideration to all and any people using the service who make written submissions and shall with due consideration of objects of the trust use these submissions at board meetings with any verbal submissions being presented at board meetings and all written and verbal submissions being notified to the secretary before a board meeting.

(h) To maintain the privacy and confidentiality of people who use the service provided by the trust or employed, co-opted or appointed by the board.

(I) To do all such things as are necessary to best achieve the objects of the trust by seeking an understanding of the; emotional, physical, mental and spiritual needs of the people who use the service provided by the trust.

(j) To have access to and seek information from individuals or services for consultation and liaison that may best help achieve the objects of the Trust.

(k) To do all such other things as shall be necessary or desirable in order to comply with the Arahura Resource Manual and Arahura Employment contract in their relation to the trust.

(l) To prepare, maintain and negotiate the Co ordinators employment contract.

6.Term of office:

Term of office shall be 12 (twelve) months after which the trustee may seek reappointment.

(a) He or she shall resign office by giving one months notice of his or her intention to do so to each of the other trustees; or

(b) He or she may be removed by a 75% majority vote on a motion of no confidence (which is placed on the minutes of that meeting) by the board he or she is deemed to have failed to fulfill the duties of Trusteeship; or acted against the interests and or rules of Arahura trust.

(c) Further to clause 6.(b). Due consideration must be given to the conflict resolution procedures.

(d) In the event that he or she fails to attend 3 (three) consecutive board meetings without reasonable cause or without leave of absence granted by the Board he or she shall ipso facto cease to be a member of the board.

7.Membership

(a) The first members of the trust shall be:-

Mohi Barrett	Auckland	Board member
Christopher Bayliss	Auckland	Solicitor
Frances Hartnett	Auckland	College lecturer
Phillip Matthias	Auckland	Tattoo magnate
Barbara Woodmass	Auckland	Community services manager

(b) Subject to the preceding clause (a) of this rule members of the trust shall comprise such persons as the board may from time to time determine.

8.Membership of the Board:

(a) The trust shall be administered by a board comprising of the members for the time being of the trust.

(b) The board shall consist of not more than 5 (five) nor fewer than 3 (three) members.

(c) Any vacancies occurring in the membership of the board may be filled by appointment made by the remaining board members who shall have regard to the need to appoint persons interested in the boards objects and capable of assisting the board to carry out its objects by reason of their skill expertise profession or standing in the community or other qualifications in consultation with people and staff.

(d) Any appointment to the board must be by unanimous decision of the existing board members.

9.Officers of board:

(a) The board shall have the following officers:

(1) A chair who shall be a member of the board.

(2) A deputy chair who shall be a member of the board.

(3) A secretary whose duties shall be to give notice of all meetings, to keep minutes and records of all meetings of the board and to perform such other duties as the board may direct and as are normally incidental to the office of secretary.

(4) A treasurer who shall have the custody of the books of account and charge of the funds of the trust. It shall be the duty of the treasurer to see that all statutory and other requirements with reference to the trust are complied with and that the provision of these Rules as to such matters are carried out so far as lies in his or

her power, and to perform such other duties as the board may determine and as are normally incidental to the office of treasurer.

(5) Neither the secretary nor the treasurer need be a member of the board.

(b) Chair's duties are:

(1) Before meetings:

- (a) To receive agenda topics and where possible, inform Trustees of topics.
- (b) Ensure that Trustees have been informed about time and place of meetings

(2) At meetings:

- (a) To facilitate consensus on all issues

(3) Where consensus can not be achieved:

- (a) Attempt to define any conflict/s that may be present
- (b) Attempt to resolve any conflict/s within a reasonable time frame
- (c) Check whether a decision must be made at this meeting or whether it can be deferred so that:
 - (I) more information can be sought
 - (ii) trustees have time to consider the points of view
 - (iii) the conflict/s can better be resolved outside of the meeting.

(4) Where a decision must be made at this meeting, in matters of urgency, (see chair emergency powers) and consensus cannot be achieved:

- (a) A vote will be called
- (b) The chair will not normally vote unless the vote is tied, then the chair will cast a deciding vote.

(c) Chair emergency powers would be used in situations where the security of the people using the Trust, or staff of the Trust, or the Trustees, may be put under jeopardy by: issues of housing, personal safety and/or any situation that requires immediate attention that can not be deferred to another meeting.

(d) An auditor or auditors, who shall not be a member or members of the Board and shall be appointed to audit the books and accounts of the trust.

(e) This rule shall not be construed to preclude the naming of one and the same person to hold more than one office except that a person holding office as auditor shall not be entitled to hold any other office.

10.Proceedings for meetings:

(a) The board may meet together for the dispatch of business, adjourn and regulate its meetings as it sees fit. At every meeting of the board the chair or in his or her absence the deputy chair shall preside as chair thereof. If at any such meeting the chair or deputy chair is

not present within ten minutes after the time appointed for the holding of such meeting or is unwilling or unable to act as chair the members present shall appoint one of their number to act as chair of that meeting. Questions arising at any meeting shall be decided by the majority vote of the total board members.

(b) No business shall be transacted at any meeting unless a quorum of the members thereof is present at the time when the meeting proceeds to business.

(c) The quorum necessary for the transaction of the business of the board shall be 3 (three) members.

(d) Further to clause (c) of this section, 3 board members at any meeting can not dissolve the Trust or make any financial decisions that are not daily events or normal transactions of business in a usual meeting.

(e) Major decisions relating to the objects of the Trust require a full vote of the board. Votes can be made in absence via: email, post, letter presented, or any other method acceptable by all board members.

(f) At all meetings of the board full minutes and financial statements shall be kept by the secretary and a copy thereof circulated to each member of the board within 14 (fourteen) days after such meetings.

(g) No member of the board shall vote on or take part in the discussion of any matter at a meeting of the board in which he or she has, directly or indirectly, any pecuniary interest, other than an interest in common with the public.

11. Annual general meeting:

In the month of October in each year or such month as the board may from time to time determine the board members shall hold the Annual General Meeting of the board. The business of the Annual General Meeting shall be:

(a) To receive and consider the annual report; and

(b) To receive consider and adopt the annual accounts of the board including the income and expenditure account and balance sheet; and

(c) To appoint board members to fulfil any vacancy arising in the board but without prejudice to the power of the board to appoint board members at any other meeting of the board; and

(d) To appoint an auditor; and

(e) To consider any resolution of which not less than 14 (fourteen) days notice in writing before the date of the meeting has been given to the secretary; and

(f) To generate, maintain and/or alter a list of goals for the Trust that relate to the fulfilment of the Trust objects; and

(g) any other business relating to the objects of the Trust.

12. Indemnity (Part 'A'. Unchangeable)

The board members, secretary, treasurer and other officers if any shall be indemnified by the board from and against all losses and expenses properly incurred by them in or about the discharge of their respective duties.

13. Minute book

All proceedings of the board members shall be recorded in the form of Minutes entered in a proper Minute book.

14. Auditor

The accounts of the board shall be audited by a Chartered Accountant who shall not be a member of the board and who shall be appointed annually by a majority of the board members.

15. Regulations

The board may make, amend or rescind any by-laws or regulations not inconsistent with these Rules to attain or facilitate the attainment of the objects of the trust or any of them.

16. Accounts

(a) The board shall cause proper books of account to be provided and true and accurate entries to be made therein of the assets and liabilities of the trust and of all the sums of money received and paid by the trust under the authority of these rules and in pursuance of the several aims and objects of the trust.

(b) Such books shall at times to be appointed by the board be open to the inspection of every member of the board or any person appointed by the board who may take extracts from the same.

(c) All moneys collected or raised by the board or otherwise belonging to the trust shall within 3 (three) business days after they shall have come into the hands of the treasurer be paid into a current account in the name of the trust at such trading bank as the board shall from time to time appoint.

(d) No money may be withdrawn from the said bank account except by the authority of the board and by cheque signed by the treasurer and one member of the board or in the event of the incapacity of the treasurer by any two members of the board both of whose signatures will also be required on any negotiable instrument issued by the board. Cheques and other

negotiable instruments require endorsement for credit of the trusts current account shall be executed in such a manner as the board shall determine.

(e) Immediately after the end of each financial year the treasurer shall prepare the annual balance sheet of the trust as at the end of such financial year together with a statement of income and expenditure of the trust during that financial year and such balance sheet and statement of income and expenditure when duly audited shall be submitted to and approved by the board.

(f) Once at least in every year the accounts of the trust shall be examined and the correctness of the balance sheet and statement of income and expenditure ascertained by the auditor who shall make a report to the board on the accounts so examined by him or her and on the balance sheet and such statement of income and expenditure laid before the board. Such report shall state:

- (1) Whether or not the auditor has obtained all the information and explanations which he or she has required.
- (2) Whether in his or her opinion the balance sheet and statement are properly drawn up so as to exhibit a true and fair view of the affairs of the trust according to the best of the auditors information and the explanations given to him or her and as shown by the books of the trust.
- (3) Any other matter which in the opinion of the auditor should be brought to the attention of the board.

17. Property

All property of the trust shall be held for the benefit of the Trust by the Trustees either in the name of the Trust or their own names collectively. The Trustees currently hold \$10 in Trust for the fulfilment of the objects of the Trust.

18. Common seal

The Common Seal of the board shall be in the custody of the secretary and shall not be affixed to any deed or other document except by the authority of a resolution of the board and in the presence of two members of the board who shall attest the affixing of the seal. Any deed or other instrument duly sealed and purported to be signed by two members of the board shall be deemed to be property executed.

19. Dissolution and disposal of property and funds. (Part 'A' clause. Unchangeable).

The board shall have the power and authority to dissolve the trust. Should the trust be dissolved in accordance with this Rule then all property and moneys remaining after the due settlement of the affairs of the trust shall be paid and applied in New Zealand to such

charitable objects and for such charitable purposes in the area of Mental Health as the board may determine.

20. Alterations and additions to rules. (Part 'A' clause. Unchangeable).

(a) These Rules in part 'B' may be altered, added to, rescinded or otherwise amended by a majority of the members of the board personally present at any meeting of the board provided that the notice convening such meeting shall set forth the purpose of such alterations, additions, rescissions or other amendments, but the rules in part 'A' of this Trust deed may not be altered.

(b) Duplicate original copies of each such alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar of Incorporated Societies to be filed with the constitution and Rules.

(c) Should such alteration, addition, rescission or amendment nullify the charitable status or the charitable purpose or purposes of the trust then the rules shall forthwith be altered, added to, rescinded or otherwise amended so as to restore the charitable status or charitable purposes of the trust.

21. Incorporation

This trust was incorporated under and in compliance with the Charitable Trusts Act 1957 on the 25th of February 1998 and the provisions of these Rules are deemed to be incorporated therein.

22. Restriction to Charitable purpose or purposes within New Zealand. (Part 'A' clause. Unchangeable).

Notwithstanding anything in this constitution and Rules herein otherwise contained the provisions of this constitution and Rules shall at all times be interpreted and construed so as to limit the objects and powers of the trust to powers and objects which are charitable within New Zealand.