

DARE Foundation of New Zealand

(Incorporated under the Charitable Trusts Act 1957 on 29 May 1990
Registered as a charitable entity under the Charities Act 2005 on 30 June 2008)

TRUST DEED

Revised on the 30th day of June 2009

Note

Previous alterations to the trust deed have been filed with the Registrar of Incorporated Societies and from 2009 Charities Commission as follows and form part of this revised version where appropriate.

Alteration of Trust Deed filed with Registrar & Charities Commission 30 June 2009

Alteration of Trust Deed filed with Registrar 14 Apr 2005

Alteration of Trust Deed filed with Registrar 15 Dec 2004

Alteration of Trust Deed filed with Registrar 17 Dec 2001

I certify that the document attached hereto is a true copy of the revised trust deed passed by a resolution at a Board of Trustees Meeting of the DARE Foundation of New Zealand held on the 12 June 2009.

Malcom Arthur Read, Trustee

Certified this _____ day of _____ 2009

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The Charitable Trusts Act 1957

Constitution and Rules

Of

The DARE Foundation of New Zealand

1. INTERPRETATION

In these rules unless the context requires a different interpretation:

- "Board" means the Board of Trustees constituted hereby.
- "Trust" means the DARE Foundation of New Zealand constituted hereby.
- "Trustee" means a member of the Board of Trustees of the DARE foundation of New Zealand.
- "Member" means an incorporated society, organisation or person for the time being in one or more of the categories defined in clause 6 hereof.
- "Casual Vacancy" means a vacancy in the Trustee numbers that occurs or exists during the period between Annual General Meetings.
- "Financial Year" means the period beginning on 1 January in any year and ending on 31 December of that year.
- "DARE in New Zealand" is the general name referring to all DARE activities in New Zealand.

2. NAME

The name of the Trust shall be "The DARE Foundation of New Zealand".

3. OBJECTS

The objects of the Trust shall be:

- 3.1 To promote and support education within the community for children, adolescents, parents and caregivers for the purposes of enhancing community safety.
- 3.2 To research and develop programmes for children, adolescents, parents and caregivers in identifying and avoiding harmful activity that puts the community at risk.

- 3.3 To work with the community to provide programmes which promote safe life choices.
- 3.4 To promote knowledge of and interest in the objects of the Trust by means of meetings, exhibitions, lectures, publications including internet publications, educational courses and all other forms of instruction and publicity.
- 3.5 To maintain communications with any person, like minded group or corporate body in New Zealand or elsewhere, including the New Zealand Police, for the purpose of promoting directly or indirectly the objects of the Trust.
- 3.6 To stimulate, coordinate and support research within New Zealand and to obtain and disseminate information on any of these aspects for the furtherance of the foregoing objects.

4. POWERS AND FUNCTIONS OF THE BOARD

The powers and functions of the Board shall be:

- 4.1 To purchase, erect, build, take on lease, or otherwise obtain the use or occupation of and to manage, extend, improve, develop, alter, maintain, and repair and to sell, let, lease, donate, or otherwise dispose of real and personal property of every description.
- 4.2 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.
- 4.3 To accept and carry out any Trusts attached to gifts or bequests to or for the benefit of the Trust.
- 4.4 To invest all or any moneys held by the Board on the Trusts hereof in and upon investments authorised by law for the time being in force in New Zealand or elsewhere for the investment by Trustees of Trust funds.
- 4.5 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.
- 4.6 To borrow or raise moneys for the furtherance of the objects aforesaid.
- 4.7 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 repayment and to pay off redeem or purchase any such securities.

- 4.8 To draw, make, accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange, warrants, and other negotiable securities or transferable instruments.
- 4.9 Subject to the provisions of the Charitable Trusts Act 1957, to enter into, seal, execute, and perform all deeds, documents, instruments, agreements, papers and writing and to all such other things, acts, deed, and matters as shall be necessary, incidental, or conducive to the attainment of any of the foregoing objects.
- 4.10 To institute, initiate, or take and to defend, compromise, or abandon legal proceedings involving the property or affairs of the Trust.
- 4.11 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. Such appointees may be trustees of the Board.
- 4.12 To obtain and pay for professional and other advice and services.
- 4.13 To appoint such sub-committees as the Board from time to time deems expedient for the carrying out of the objects. Members of any sub-committee may not necessarily be members of the Board.
- 4.14 To control and administer the appointment of members to the trust as the Board shall think fit and remove any member so appointed as the Board may determine.
- 4.15 To acknowledge in an appropriate and tangible way individuals, groups or organisations who have given outstanding service to DARE in New Zealand. Such acknowledgment shall be at the discretion of the Board
- 4.16 To do all such other acts and things as are incidental to or conducive to the attainment of the foregoing objects or any of them or any other objects which the Trust may from time to time establish and to promote any other activity not repugnant to these objects.

5. REGISTERED OFFICE

The registered office of the Trust shall be at such place, as the Board shall from time to time determine.

6. MEMBERSHIP

Members of the Trust shall comprise:

Chartered Members,
Provisional Members and
Life Members

6.1 Chartered Member

A member who is a duly incorporated DARE Society represented by their Chairperson or a person nominated by their Chairperson. Such members must hold a charter issued by the DARE Foundation and include in their rules the following objects:

- 6.1.1 to deliver and support the delivery of all “DARE” approved programmes;
- 6.1.2 to promote the “DARE” message and
- 6.1.3 to act in accordance with the policy and guidelines of the DARE Foundation of New Zealand.

Every application for membership shall be made in writing on the prescribed form and if approved by the Trustees, a charter shall be executed under the common seal of both applicant and the DARE Foundation New Zealand and delivered to the Board.

6.2 Provisional Member

A member who is a DARE organisation not yet incorporated, who at the discretion of the Board, has been granted provisional membership for a period of time not exceeding twelve months as it seeks to become incorporated. The DARE organisation will be represented by their Chairperson or person nominated by their Chairperson and have made application to become a Provisional Member in writing on the prescribe form.

6.3 Life Members

A member who by reason of their outstanding services to the Trust as an individual, has been appointed a “Life Member” by the Board.

- 6.4 Chartered, Provisional and Life Members shall be entitled to attend general meetings of the trust and exercise speaking rights, but shall not be entitled to vote at meetings.

7. TERMINATION OF MEMBERSHIP

- 7.1 Any member wishing to resign from the Trust shall give notice in writing to the Board to that effect and shall pay any subscriptions, levies and accounts due up until the date of such notice.
- 7.2 The Board shall have power to remove from the Register of the Trust any member whose account owing to the Trust is three months or more in arrears. In addition, it may rescind the membership of any member whose conduct or situation is considered by the Board to be prejudicial to the interests of the Trust or which is considered by the Board to detrimentally affect the good name of the DARE Foundation of New Zealand, provided that the member so charged receives prior notification in writing of the charge against them and is given the opportunity to answer such charges at a meeting of the Board.

- 7.3 Any member who has resigned or been removed pursuant to these Rules shall return to the Board any documents, papers, pamphlets and advertising material which it may have acquired as a right or privilege of membership and also any property belonging to the Trust.
- 7.4 The right to use the name of The DARE Foundation of New Zealand and its associated branding shall be automatically and forthwith forfeited on termination of any member's affiliation or any such member's former recognition.

8. HONORARY OFFICERS

The Honorary Officers of the Trust shall consist of a Senior Patron and such number of Vice Patrons as shall from time to time be appointed by the Board.

9. BOARD OF TRUSTEES

9.1 The Trust shall be administered by a Board comprising:

- Four DARE Society Trustees nominated by chartered members.
- Three or less Appointed Trustees appointed by the Board.

9.1.1 DARE Society Trustees

Each chartered DARE Society may nominate one representative as trustee whose nomination must be lodged with the Secretary or their nominee not less than one month before the Annual General Meeting of the trust. In the event that more nominations are received than vacancies available the Board, at its discretion, shall make an appointment(s) that best matches the needs of the trust in meeting its charitable purposes. The appointment(s) shall be confirmed at the Annual General Meeting. DARE Society Trustees shall hold office for a maximum of three years after which they can be re-nominated. Initially two DARE Society Trustees shall hold office for only one year and two trustees shall hold office for only two years as determined by the Board.

9.1.2 Appointed Trustees

The term of appointment of Appointed Trustees shall be from one to three years as determined by the Board. Appointments will automatically expire at the Annual General Meeting corresponding to the end of the term of appointment but may be renewed by the Board. Any new appointments shall be determined by the Board before the Annual General Meeting at which such appointments shall be confirmed prior to the commencement of the term.

9.2 The Board shall have power to fill any casual vacancy in its membership. Such appointment to a casual vacancy shall expire at the next Annual General Meeting or otherwise be confirmed at that time.

- 9.3 Each trustee shall hold office for a maximum of three years or until he or she dies or is declared bankrupt or is found to be a mentally disordered person within the meaning of the Mental Health Act 1969 or indicates in writing that he or she wishes to resign from the Board. Any resignation shall be effective from the date of acceptance by the Board.
- 9.4 The Board may remove any Trustee whose conduct is considered to be prejudicial to the interests of the Trust or whom the Board considers may bring discredit to the name of the DARE Foundation of New Zealand. Such decisions shall be final and binding provided that the person so charged receives prior notification in writing of the charge against them and is given the opportunity to answer such charges at a meeting of the Board.
- 9.5 The Board may co-opt any person having specialised knowledge to sit with it in an advisory capacity. Such person shall not be a member of the Board and will not be entitled to vote.
- 9.6 The Board may employ a Chief Executive Officer (CEO) who shall be responsible for carrying out any Board decisions and policies and such tasks as directed from time to time by the Board. The CEO shall report regularly and as required by the Board and shall attend all Board meetings and shall have speaking rights but no voting rights.

10. OFFICERS OF THE BOARD

- 10.1 The Board shall have the following officers who shall be elected by the Board at the Annual General Meeting following the confirmation of Trustees, and the election of Auditor and Solicitor.
- 10.1.1 A Chairperson who shall be a member of the Board.
- 10.1.2 A Deputy Chairperson who shall be a member of the Board.
- 10.1.3 An Honorary Treasurer, who shall be a member of the Board. It shall be the duty of the Honorary Treasurer to see that all statutory and other requirements with reference to the financial matters of the Trust are complied with and that the provisions of these rules as to such matters are carried out so far as lies in the Treasurer's power, and to perform such other duties as the Board may determine. The Honorary Treasurer shall review any Financial Reports prepared and shall report to the Board any Financial matters on which the Honorary Treasurer believes that the Board should be informed.

10.1.4 An Honorary Secretary who shall be a member of the Board. The Honorary Secretary shall be responsible for reviewing the records and procedures of the Board and for advising the Board on compliance with statutory, constitutional and procedural matters. The Honorary Secretary shall review the compliance with all statutory and Board requirements and shall report to the Board any matters of compliance or procedure on which the Honorary Secretary believes that the Board should be informed.

10.2 Honorary Auditor

The Board shall appoint the elected auditor or auditors to audit the books of account of the Trust. A person holding office, as auditor, shall not be an officer of the Board nor entitled neither to hold any other office of the Trust nor to vote at meetings of the Trust although they shall have speaking rights.

10.3 Honorary Solicitor

The Board shall appoint the elected Honorary Solicitor to provide legal advice to the Trust. A person holding office, as honorary solicitor, shall not be an officer of the Board nor entitled neither to hold any other office of the Trust nor to vote at meetings of the Trust although they shall have speaking rights.

11. PROCEDURES FOR BOARD MEETINGS

11.1 The Board shall hold meetings on not less than three occasions in each financial year, in addition to the annual general meeting, at such times and places as it determines provided that at least 10 days notice is given for general meetings.

11.2 There must be a quorum present at the start of, as well as throughout the meeting.

11.3 The Chairperson of the Board of Trustees or, in their absence, the Deputy Chairperson shall be Chairperson of any meeting. In the absence of both the Chairperson and Deputy Chairperson the meeting shall elect a Chairperson for that meeting.

11.4 Unless otherwise provided for all decisions shall be by a simple majority of votes cast. Voting shall be by a show of hands unless a trustee calls for a poll or a secret ballot.

11.5 Each member of the board shall have one vote except that the Chairperson shall have a deliberative vote and in the case of an equality of votes shall have a second and casting vote.

11.6 Resolutions passed at any meeting shall be conclusive and binding on all Trustees and members of the Trust whether present at the meeting or not.

- 11.7 A Board meeting may be held by electronic transmission means such as audio, or audio and visual, communication by which all Board members participating and constituting a quorum can simultaneously hear each other throughout the meeting. Individual votes cast shall be by audible or visual means or both. The chair of the meeting before declaring a result shall immediately confirm each individual vote with each voting Board member.
- 11.8 If approved by the Board voting may be by postal ballot or by electronic transmission under the direction and supervision of the Secretary.
- 11.9 Notice of meetings shall be sent by post or by electronic means and such notice shall specify the nature of the business to be transacted. Any irregularity in a notice of meeting is waived if all the trustees entitled to attend and vote at the meeting, attend the meeting without protest as to the irregularity or if all such trustees agree to the waiver.
- 11.10 Quorum
At any meeting of the Board a majority of trustees shall form a quorum and no business shall be conducted unless a quorum is present. Each valid proxy held will be counted as a trustee present.

12. ANNUAL GENERAL MEETING

- 12.1 The Annual General Meeting of the Trust shall be held between 1 May and 30 June each year after at least 10 days notice is given and shall take the form of a meeting of the Board. Members of the trust may attend the meeting and exercise speaking rights. Members of the public may attend at the discretion of the Board
- 12.2 The business to be transacted at the Annual General Meeting shall be:
- 12.2.1 To approve the minutes of the previous Annual General Meeting and of any other general meeting which may have been held since the date of the last Annual General Meeting.
- 12.2.2 To receive from the Board a report, audited balance sheet and statement of accounts for the preceding financial year and an estimate of expenditure and income for the current year.
- 12.2.3 To confirm trustees of the trust for the coming year.
- 12.2.4 To elect an Honorary Auditor or Auditors.
- 12.2.5 To elect an Honorary Solicitor.
- 12.2.6 To elect Officers to the Board, from among those confirmed trustees of the trust, in accordance with these rules.
- 12.2.7 To consider and decide any other matter which may properly be brought before the meeting.

13. SPECIAL GENERAL MEETING

- 13.1 Special general meetings of the Trust may be called at any time by the Board and shall be called by the Secretary upon the requisition in writing of not less than fifty percent of trustees stating the purpose for which the meeting is required.
- 13.2 Notice of Special General Meeting
The Secretary shall give at least 10 days notice in writing to all trustees and members of the trust of the holding of a special general meeting. The notice shall be sent by post or by electronic means and such notice shall specify the nature of the business to be transacted and no other business than so specified shall be transacted.
- 13.3 Members of the trust may attend the meeting and exercise speaking rights.

14. MINUTES

The Secretary shall ensure that minutes are kept of all proceedings at meetings. Minutes, which have been signed as correct by the Chairperson of the meeting, are prima facie evidence of the proceedings.

15. PROXY

- 15.1 Any trustee who is unable to attend a meeting shall have power to speak, move and second motions, and vote by means of a proxy duly appointed in writing.
- 15.2 All proxies must be in writing, on the prescribed form, or within the prescribed format if transmitted electronically and must be lodged with the Secretary prior to the commencement of the meeting.

16. SUBSCRIPTIONS

At the Board's discretion, an annual subscription for membership of the trust may be determined and fixed at the Annual General Meeting for the current Financial Year provided that the financial status of the Trust shall not be a factor in the determination. Such subscription shall be due and payable by the last day of the current financial year.

17. REGULATIONS

The Board may exercise all or any of the powers, authorities, functions and discretion of the Trust. 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.

18. ACCOUNTS

- 18.1 The Board shall cause true and fair accounts to be kept of all monies received and expended by the Trust. The Treasurer shall place before the Board each year a statement of income and expenditure for the previous financial year together with the balance sheet and a statement of any mortgages, charges or securities affecting any property of the Trust as at such date. All these financial documents and statements shall be presented in full at the Annual General Meeting immediately following the financial year.
- 18.2 All accounts shall be examined by the auditor who shall report thereon to the Board and the auditor's statement shall accompany the financial statements and accounts presented to Annual General Meeting.

19. FINANCE

- 19.1 All moneys received on account of the Trust shall be paid into the account of the Trust with its bankers within three working days of being received at the Trust's national office.
- 19.2 All cheques and other negotiable instruments, including electronic transacting and electronic funds transfer, shall be signed or authorised by two persons appointed by the Board. The Board may appoint more than two persons to hold such authority.
- 19.3 **Personal Benefit**
No trustee or member of the Trust or any person associated with a trustee or member shall participate in or materially influence any decision made by the Trust in respect of the payment to or on behalf of that trustee or member or associated person of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an "arms length" transaction (being open market value).

20. INVESTMENT AND BORROWING POWERS

- 20.1 The Board may invest sums belonging to the Trust.
- 20.2 The Trust may, by decision of Annual General Meeting or Special General Meeting, raise or borrow such sum or sums of money as it may consider fit with or without security.
- 20.3 The Trust may mortgage or charge any part of the funds, property or assets of the Trust.

21. APPLICATION OF FUNDS AND PROPERTY

- 21.1 Save as herein provided only the net income arising from the investment of the funds and property of the Trust shall be expended or applied in or towards the carrying out and performance of the objects of the Trust; provided nevertheless that:
- 21.1.1 The expenses of and incidental to the establishment of the Trust may be met and paid from the corpus or capital of the said funds and property of the Trust.
- 21.1.2 All or any moneys or property given, donated, devised or bequeathed to the Trust for any specific purpose within the scope of the objects may only be expended for or applied towards that purpose.
- 21.1.3 Any money or property forming part of the corpus or capital of the Trust may, with the prior specific authority of a general meeting of trustees be expended or applied in or towards the furtherance of the objects or any of them.
- 21.1.4 All net income arising from the funds and property of the Trust shall, unless the Board shall for good reason decide otherwise, be expended or applied as soon as may be in or towards the carrying out of the objects of the Trust provided nevertheless that the Board may in its discretion use all or any part of such income for the establishment and increase of a reserve fund to meet anticipated future requirements or commitments of the Trust.

22. COMMON SEAL

The Common Seal of the Trust shall be kept in the custody and control of the Chairperson - 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.

23. ALTERATION TO RULES

- 23.1 These rules may be altered, added to, rescinded or otherwise amended at an Annual General Meeting or a Special General Meeting convened for that purpose by a resolution duly passed by a majority of two-thirds of the trustees present, or by proxy, and entitled to vote, provided always that no alteration to the rules shall detract from the exclusively charitable nature of the trust.
- 23.2 Original copies of every such alteration shall forthwith be delivered to the Registrar of Incorporated Societies, and to the Charities Commission, to be duly filed with the constitution and rules.

