

# MARLBOROUGH CIVIC THEATRE TRUST

## TRUST DEED

### APPENDIX "A"

(To be adopted by the Board on Incorporation of the Marlborough Civic Theatre Trust)

The objects for which the Board is established are:-

1. TO encourage and promote the Arts and cultural and educational recreation in the Province of Marlborough.
2. TO foster and promote by every means at its disposal interest in the performance of the Arts and cultural and educational recreations among the maximum number of people.
3. TO promote and encourage and to facilitate and extend by all means at its disposal the work of all amateur and other organisations performing the Arts and/or engaged in the cultural and educational recreations in the province of Marlborough.
4. TO promote and establish throughout the Province of Marlborough and elsewhere clubs, associations or foundations having as their objects the formation of groups of persons whether incorporated or otherwise whose purpose will be to strengthen and support by whatever means the objects for which this Board is established.
5. TO foster and encourage by all means at its disposal organizations whether in existence or hereafter to be established devoted to diffusing among the people knowledge and appreciation of the Arts.
6. TO make grants and give prizes to any person or society and to encourage and promote competitions to further the interest in and the growth of the Arts and cultural and educational recreations.
7. TO carry on any other object which may seem to the Board capable of being conveniently carried on in connection with the above or calculated directly or indirectly to advance the objects of the Board or any of them. In order to carry out its charitable objects the Board may exercise all or any of the following powers and authorities:-
  - (a) TO foster and encourage by all means at its disposal the building or acquisition of a theatre in the Province of Marlborough for use for the Arts and cultural and educational recreations.
  - (b) TO acquire land and buildings or to build or acquire or to take on lease any premises and to establish therein a theatre, offices and workshop.
  - (c) TO lease, sell or otherwise make available the said theatre, offices and workshops for the purposes of presenting plays, films, opera, ballet, music or any other of the performing or graphic arts to such persons, Incorporated Societies or Companies and on such terms and conditions as the Board thinks fit.
4. TO establish in the premises within which the theatre, offices and workshops are so situated such other facilities as the Board may deem expedient to ensure the best utilization of such building or premises and to enter into any agreement for the leasing or letting of such facilities.

- (e) TO acquire and undertake the whole or any part of the business, property and liabilities of any persons or company carrying on any business which the Board is hereby authorized to carry on.
- (f) TO enter into any partnership, union of interests, cooperation, joint adventure or reciprocal concession with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Board is authorized to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Board and for that purpose to take or otherwise acquire and hold shares in any Company having objects altogether or in part similar to those of the Board.
- (g) TO enter into any arrangement with any governments or authorities, national, municipal, local or otherwise, that may seem conducive to the Board's objects or any of them, and to obtain from any such government or authority any rights, privileges, and concessions which the Board may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges, and concessions.
- (h) TO subscribe or apply for and take or acquire by purchase or otherwise and hold shares in or otherwise become a member of any company or association in the operation of which may seem to the Board directly or indirectly to benefit the objects of this Board and which shall for any of its objects have the protection or advancement of the interests of any person or corporation engaged or interested in any profession or calling and to apply the funds of this Board in subscribing to the funds of any such company or association.
- (i) GENERALLY to purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Board may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
- (j) TO construct, improve, maintain, develop, work, manage, carry out or control any buildings or works as the Board may deem necessary or convenient or calculated to advance directly or indirectly the Board's interest; and to develop any land and to lay out and prepare the same for building purposes. And to do or cause to be done all matters ancillary thereto, and to enter into contracts and arrangements of all kinds with architects, builders and others.
- (k) TO acquire, hire, operate and maintain omnibuses and other motor vehicles and aeroplanes necessary or convenient for the operation of the Board's enterprises.
- (l) TO enter into contracts of employment or service with any person or persons and to pay remuneration for services rendered as the Board may think fit.
- (m) THE Board may from time to time at its discretion borrow for the purposes of the Board from any person any sum or sums of money on the security of all or any of the Board's property (real or personal) assets and effects both present and future either under legal mortgages or charges with powers of sale and other usual powers or by any other securities of the Board and generally on such terms and conditions as to rate of interest or otherwise as the Board thinks fit and the Board may also borrow money from the Board's bankers on overdraft or otherwise with or without security.

- (n) TO draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (o) TO sell or dispose of the undertaking of the Board or any part thereof for such consideration as the Board may think fit, and in particular for shares, debentures or securities of any company having objects altogether or in part similar to those of this Board.
- (p) TO adopt such means of making known the activities and objects of the Board and its stage presentations as may seem expedient and in particular by advertising in the Press, radio and television, by circulars and by publication of books and periodicals.
- (q) TO obtain any provisional order or Act of Parliament for the Board to carry any of its objects into effect, or for effecting any modification of the Board's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Board's interests.
- (r) IF thought fit to obtain any Act of Parliament dissolving the Board and re-incorporating its members as a new Board for any of the objects specified in this memorandum or for effecting any other necessary modification in the Board's constitution.
- (s) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Board.
- (t) TO pay all or any of the expenses incurred in and in connection with the incorporation and establishment of this Board.
- (u) TO appoint managers, agents and attorneys in New Zealand or in any part of the world for all or any of the purposes of the Board and to remunerate such agents for their services by salary or commission or partly by one mode and partly by the other mode and to act as agents or managers or to accept the agency for any person, firm, or corporation on such terms as the Board may think proper.
- (v) TO apply the net income of the Board howsoever derived towards all or any of the aforesaid objects and purposes as the Board may in its absolute discretion think fit. The net income shall be determined after allowing for all expenses and outgoings paid during the income year and after making such provision for a sinking fund in respect of any property as may be owned or under the control of such property and for any contingent liabilities as the Board may think necessary.
- (w) TO do all or any of the above things as principals, agents, contractors, trustees, or otherwise and by or through agents, trustees, or otherwise and either alone or in conjunction with others.
- (x) TO apply to the Licensing Control Commission for the issue of a Licence under the provisions of the Sale of Liquor Act 1962.
- (y) TO do all such other things as in the opinion of the Board may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

## **APPENDIX “B”**

(To be adopted by the Board on Incorporation of the Marlborough Civic Theatre Trust)

The rules of the Trust Board are as follows:-

### 1. Constitution of the Board

(a) An Appointment Committee shall appoint the membership of the Board for the purposes of clauses 1(b) (i) and (ii) and shall comprise:

- i. The Mayor of Marlborough; and
- ii. The President of the Marlborough District Law Society; and
- iii. One nominee (who must be a former Board member) of the then current Board. If no such nomination is made by the current Board within a reasonable time, then the Board most immediately preceding the current Board shall decide on a nominee;

### 2. Membership of the Board shall be made up as follows:

- i. Two Members to be appointed by the Appointment Committee from nominations made by local hirers who have used the Marlborough Centre within 24 months of nominations being called for by the Appointments Committee.
- ii. Four members shall be appointed by the Appointment Committee with the proviso that at least one of those members must have recognised accounting or financial skills.
- iii. The Appointment Committee shall ensure that, to the extent it is reasonably possible, at least two of the appointed members retire each year and four others maintain continuity on the Board. Any retiring member is eligible for reappointment.

### 2. The office of a member of the Board shall become vacant if:

- i. He shall resign office, or
- ii. He shall become bankrupt or insolvent, or
- iii. He shall become of unsound mind, or
- iv. He shall be convicted of an indictable offence, or
- v. He shall be absent from New Zealand for a period of twelve (12) months without obtaining leave of absence from the other members, or
- vi. He shall die, or
- vii. He, in the opinion of all other Members of the Board so expressed by formal resolution is for any reason unfit to carry out his duties as a Member of the Board.

2. The registered office of the Board shall be at the offices of the Marlborough Centre, Arthur Street, Blenheim, or such other place as the Board may from time to time appoint.

### 3. Proceedings of the Board

(a) The members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second of casting vote. Any three members may, on requisition in writing, and the Secretary on the requisition of any

three members shall, at any time, summon a meeting of the Board, provided however that all such members of the Board shall be notified of such requisition before any meeting is so called. It shall not be necessary to give notice of a meeting of the Board to any member for the time being absent from New Zealand.

- (b) The quorum necessary for the transaction of the business of the Board shall be four (4).
- (c) The continuing/members may act notwithstanding any vacancy in their body so long as the number is not reduced below the number fixed as a quorum.
- (d) The first Chairman of the Board shall be elected by the Board. At the expiration of one year from the 30<sup>th</sup> day of June 1974 the said first Chairman shall retire and the members shall elect one of their number as Chairman. The Chairman so retiring shall be eligible for re-election. If at any meeting the Chairman is not present within five (5) minutes after the time appointed for holding the meeting the members present may choose one of their number to be Chairman of the committee.
- (e) The members may delegate any of their powers to committees consisting of such member or members of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. Any committee shall subject to the approval of the Board have the power to co-opt suitable persons not being members of the Board as members of such committee.
- (f) A resolution in writing signed by all the members for the time being entitled to receive a note of a meeting of members shall be as valid and effectual as if it had been passed at a meeting of the members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members.
- (g) All proceedings of members shall be recorded in the form of minutes in a proper minute book.

#### 4. Appointment of Officers

The Board may from time to time appoint a Secretary and such other officers and servants as are considered necessary for the exercise and performance of the functions and powers of the Board and may pay such salaries and allowances as it thinks fit. The Board shall have the power to dismiss any such persons appointed under the aforementioned clause.

#### 5. The Seal

The Board shall provide for the safe custody of the Seal which shall only be used by authority of the Board and every instrument to which the said Seal is affixed shall be signed by two members.

#### 6. Accounts

The Board shall cause proper books of account to be kept in which shall be kept full true and complete accounts of the affairs and transactions of the Board. The books of account shall be kept at the Board's office or at such other place or places as the members think fit and shall always be open to the inspection of any member of the Board.

## 7. Audit

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 the Board or by a majority of members of the Board. A duly audited Balance Sheet shall be submitted to the Annual Meeting. The financial year of the Board shall end as at the 30<sup>th</sup> day of June each and every year.

## 8. Alterations and Additions to Rules

These Rules may be altered or added to at any meeting of the Board subject to the following conditions:-

1. That such alteration or addition be not inconsistent with the provisions of Section 61 of the Charitable Trusts Act 1957 and any amendments thereto.
2. That four (4) members of the Board shall be so required to pass any such alteration or addition.

## 9. Dissolution and Disposal of Funds

(a) That no such alteration or addition shall be made which would in any way detract from the charitable character of the Trust.

(b) In the event of such a voluntary winding up all monies and property remaining after the due settlement of all affairs of the Trust Board and payment of all debts and claims shall pass to the Marlborough District Council who shall apply such for charitable purposes within New Zealand.

10. It is declared that in the carrying on of any business under these presents and in the exercise of any power authorizing the remuneration of trustees no benefit, or advantage, whether or not convertible into money, or any income of any kind shall be afforded to, or received, gained, achieved or derived by any of the persons specified in paragraphs (a) to (d) of the second proviso to Section 61 (27) of the Income Tax Act 1976, or any enactment in amendment thereof or in substitution therefore, where that person is able by virtue of that capacity as such person specified therein, in any way (whether directly or indirectly to determine, or to materially influence in any way the determination of, the nature or the amount of that benefit or advantage or that income or the circumstances in which it is or is to be so received, gained, achieved, afforded, or derived, except as specially exempted by that section.

11. The Board shall be required to hold an Annual Public Meeting as soon as is practicable following the completion of the audited accounts for the year ending 30 June in any year. The Chairperson shall produce an annual report for this meeting.