

IN THE MATTER of the Charitable Trusts Act 1957.

I, KEITH LIONEL WESTMORELAND, Assistant Registrar of Incorporated Societies, HEREBY CERTIFY that GRASSLAND MEMORIAL TRUST was duly incorporated under the provisions of the Charitable Trusts Act 1957 on the 16th day of September 1964.

GIVEN at Wellington this 16th day of September 1964.

K. Westmoreland  
Assistant Registrar of Incorporated

Societies

THIS DEED made this 15th day of September 1964 BETWEEN THE ZEALAND GRASSLAND ASSOCIATION INCORPORATED a Society incorporated under The Incorporated Societies Act, 1908 and having its registered office at Wellington (hereinafter referred to as "the Association") of the one part AND THOMAS WILLIAM WALKER of Lincoln University Professor ALLAN TUTTON JOHNS Palmerston North Civil Servant HENRY WOODYEAR-SMITH of Auckland Fields Adviser IVOR LEWIS ELLIOTT of Hamilton Civil Servant and JOHN WILLIAM WOODCOCK of Wellington Retired Civil Servant (who and the survivor or survivors of whom or other the trustees for the time being of this Deed are hereinafter referred to as "the Trustees") of the other part WHEREAS with a view to commemorating great leaders in grassland progress in New Zealand and in other parts of the world the Association has resolved to establish a Memorial Trust Fund (to be known as the "Grassland Memorial Trust") to ensure a continuity of original and other work in the field to which such leaders dedicated their lives AND WHEREAS at the date of these presents the Association has especially in mind the names of two such distinguished scientists each of whom made memorable contributions to the improvement of New Zealand grassland farming and each of whom is now deceased, namely, Dr. Peter Dill Sears of New Zealand and Sir George Stapledon of Britain AND WHEREAS though at its genesis the Grassland Memorial Trust, will stand as a memorial to the lives and works of Dr. Peter Dill Sears and Sir George Stapledon the Association foresees that the Board of the Grassland Memorial Trust may wish from time to time to add the names of further distinguished leaders in grassland progress in order that the Memorial Trust shall become the means of commemorating the lives and works of selected men or women who shall make or shall have made exemplary contributions to knowledge in the field of grasslands NOW THIS DEED WITNESSETH that concurrently with or prior to the execution of these presents the Association has paid to the Trustees the sum of £300 to be held by the Trustees or their successor and successors together with all other monies and/or property of any kind hereafter paid or transferred to the Trustees or to their successor or successors by any person firm company organisation or institution for the purposes hereof (hereinafter referred to as "the trust funds")) upon the trusts following, namely :-

1. Forthwith upon the execution of these presents to apply for incorporating as a Board under Part II of The Charitable Trusts Act 1957 under the name the "Grassland Memorial Trust" (hereinafter save where the context requires a different construction referred to as "the Trust") and contemporaneously with the filing of such an application to lodge with the Registrar of Incorporated Societies at Wellington a. copy of this Deed of Trust.
2. So soon as the Trust shall be incorporated as a Trust Board to adopt the objects and powers set forth at Appendix "A" hereof and the Rules set forth at Appendix "B" hereof which shall thereupon be and become the objects and powers and the Rules respectively of the Board.
3. To pay the costs charges and expenses incidental to the preparation and completion of these presents and to the incorporation of the Trust Board.
4. To pay and transfer all monies and property in the hands of the Trustees at the date of its incorporation to the Trust Board.
5. The number of Trustees of the trust funds shall not be less than five (5) nor more than eleven (11) and the power to appoint new or additional trustees is hereby vested in the Association.
6. The Trustees shall have all the powers authorities and discretions conferred upon trustees generally by the Trustee Act 1956 and conferred upon trusts by The Charitable Trusts Act 1957 if and so far as the same are applicable to the trusts by these presents created or the properly real and personal for the time being subject to the said trusts or any of or part or parts of such property but not further or otherwise and the powers authorities and

discretions by these presents conferred upon the Trustees shall be in addition thereto and not by way of limitation thereof.:

IN WITNESS WHEREOF these presents have been executed the day and year first hereinbefore written.

THE COMMON SEAL of THE NEW  
ZEALAND GRASSLAND ASSOCIATION  
INCORPORATED was hereunto affixed  
in the presence of :-

T.W. Walker - President

H. Foster - Secretary

Signed by  
THOMAS WILLIAM WALKER  
in the presence of:  
R.H.M. Langer,  
Lincoln College,  
Professor.

Signed by  
ALLAN TUTTON JOHNS  
in the presence of:  
H.J. Opie,  
116 Jickell St.  
Palmerston North  
Branch Manager

Signed by  
HENRY WOODYEAR-SMITH  
in the presence of:  
T.G. Tyrer  
104 Grafton Road,  
Roseneath, Wellington

Signed by  
IVOR LEWIS ELLIOTT  
in the presence of:  
H. Foster,  
C/- Dept of Agriculture,  
Wellington.

Signed by  
JOHN WILLIAM WOODCOCK  
in the presence of:  
S.H. Saxby,  
C/- Dept of Agriculture,  
Wellington.  
Public Servant

## APPENDIX "A"

(For adoption on incorporation of  
the New Zealand Grassland Trust)

I. OBJECTS AND POWERS

The objects for which the Trust is established are:

- (1) To encourage promote and foster by all means and methods at its disposal the advancement of grassland farming.
- (2) To establish and provide travelling or other fellowships bursaries scholarships grants prizes or rewards for special effort for the purpose of extending progressive grassland studies and research.
- (3) Generally to apply the funds and property vested in the Trust for the purposes of extending broadening and disseminating knowledge of grassland farming in New Zealand.
- (4) To seek accept and receive donations subsidies grants endowments gifts legacies and bequests either in money or in kind or partly in money and partly in kind for all or any of the purposes and objects of the Trust and to carry out any specified trust attaching or relating to the same to the intent that donations grants etcetera made to the trust may be made for the benefit of the general purposes of the Trust or may be made for some purposes within the general objects of the Trust specified in particular cases by the donors.
- (5) To establish and support or aid in the establishment and support of any association institution organisation fund of trust calculated to benefit the Trust in its operations and to further its objects AND to collaborate with any person firm association company society organisation or institution in any way connected with or likely to assist in furthering the purposes and objects of the Trust and in particular to collaborate with the Stapledon Trust of Great Britain.
- (6) To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the Trust is authorised to carry on or possessed of property suitable for the purposes of this Trust.
- (7) To apply for purchase or otherwise acquire any patents brevets d'invention licences concessions and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Trust or the acquisition of which may seem calculated directly or indirectly to benefit the Trust and to use exercise develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired.
- (8) To enter into any partnership union of interest co-operation 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 Trust is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Trust. And to take or otherwise acquire shares and securities of any such Company and to sell hold re-issue with or without the guarantee or otherwise deal with the same.
- (9) To take or otherwise acquire and hold shares in any company having objects altogether or in part similar to those of this Trust or carrying on any business capable of being conducted so as directly or indirectly to benefit this Trust.

- (10) To retain any property given to or acquired by the Trust in specie as an authorised investment without responsibility for any loss occasioned by such retention notwithstanding that any such property may be of a hazardous or wasting nature and in respect of any shares in registered companies or company securities the Trust may, in its discretion, exercise in relation to such shares or securities all powers conferred upon trustees by law.
- (11) To enter, into any arrangement with any governments or authorities supreme municipal local or otherwise that may seem conducive to the Trust's objects or any of them and to obtain from any such government or authority any rights privileges and concessions which the Trust may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions.
- (12) 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 Trustees may think necessary or convenient for the purposes of the Trust and in particular any land buildings easements machinery plant and stock-in-trade.
- (13) To construct maintain and alter any buildings or works necessary or convenient for the purposes of the Trust.
- (14) To lend money to such persons or companies and on such terms as the Trustees may deem expedient and to guarantee the performance of contracts by any such persons or companies.
- (15) To borrow or raise or secure the payment of money in such manner as the Trust shall think fit.
- (16) 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.
- (17) To publish such theses, brochures, papers, books and documents as the Trustees may deem expedient and desirable in the interests of the Trust.
- (18) To adopt such means of making known the activities and objects of the Trust as may seem expedient and in particular by advertising in the press by circulars and by publication of books and periodicals.
- (19) To obtain any provisional order or Act of Parliament for enabling the Trust to carry any of its objects into effect or for effecting any modification of the Trust'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 Trust's interests.
- (20) 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 Trust.
- (21) To develop and turn to account any land acquired by the Trust or in which it is interested and in particular by laying out and preparing the same for building purposes constructing altering pulling down decorating maintaining fitting up and improving buildings and by planting paving draining farming cultivating and letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
- (22) If thought fit to obtain any Act of Parliament dissolving the Trust and re-incorporating its members as a new Trust for any of the objects specified in this memorandum or for effecting any other modification in the Trust's constitution.
- (23) To pay all or any of ' the expenses incurred in and in connection with the incorporation and establishment of this Trust.
- (24) To appoint managers agents and attorneys in the Dominion of New Zealand or in any part of the world for all or any of the purposes of the Trust 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 or such terms as the Trust may think proper.

- (25) To do all or any of the above things as principals agents contractors trustees or otherwise and by ore through agents trustees or otherwise and either alone or in conjunction with others.
- (26) To do all such other things as in the opinion of the Trust may be incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.
- (27) The Trust funds and all income arising therefrom shall be applied solely towards the promotion of the objects of the Trust as herein set forth PROVIDED that nothing herein expressed shall prevent or be deemed to Prevent the payment in good faith of reasonable and proper remuneration to any member officer or servant of the Trust for services actually rendered to or for the benefit of the Trust or the payment of reasonable and proper expenditure relating to the carrying out of the objects for which the Trust is established.

#### APPENDIX "B"

(For adoption on incorporation by  
the New Zealand Grassland Trust)

#### RULES

##### I. Funds and Property:

- (a) The funds and property vested in the Trust shall be administered by the Trustees in accordance with these Rules.
- (b) All moneys received shall be paid to the credit of the Trust at such trading Bank or Savings Bank as the Trustees shall appoint and cheques on the Bank Account and other negotiable instruments shall be signed by two Trustees or one Trustee and the Secretary or the Treasurer. Endorsements of cheques and other negotiable instruments in favour of the Trust shall be made by the Secretary or the Treasurer or such other person as may be appointed by the Trustees.
- (c) Where any legacy, endowments, contribution, or other gift has been made illegally then Trustees may return at their discretion.
- (d) The Secretary or the Treasurer shall have power to receive and give receipts for all legacies donations or other moneys bequeathed made or given to the Trust.
- (e) No member of the Trust or person associated with a member of the Trust shall participate in, or materially influence any decision made by the Trust in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever except where that income, benefit or advantage is derived from:
- The supply of services and/or goods to the Trust, rendered in the course of the business, and charges at not greater rate than market rates or,
  - Interest on money lent, at no greater rate than market rates.

##### II. Constitution of Trust:

- (a) The Trust shall consist of not more than eleven nor less than seven trustees.

(b) Upon recommendations from the Trust. Vacancies in membership of the Trust Board shall be filled by the New Zealand Grassland Association Incorporated .

(c) The office of a Trustee shall become vacant if that Trustee:

- (i) has served for a 5 year term
- (ii) shall resign office by giving one month's notice in writing of his intention so to do to each of the other trustees, or
- (iii) shall become bankrupt or insolvent; or
- (iv) shall become lunatic or of unsound mind; or
- (v) shall be convicted of an indictable offence; or
- (vi) shall be absent from New Zealand for period of twelve months without obtaining leave of absence from the other trustees; or
- (vii) shall die.

### III. Powers of Trustees:

- (a) The Trustees shall be responsible for the management of all the affairs of the Trust and may exercise all the powers and authorities conferred by these rules or by law.
- (b) When making any grant out of the Trust funds the Trustees shall be at liberty to institute any such grant in the name of any person selected by the Trustees as an acknowledgement to such person in recognition of services rendered by any such person in the promotion of grassland farming.

### IV. Proceedings of the Trustees:

- (a) Subject to the subsequent provisions of this Clause IV the Trustees shall meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit.
- (b) 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 or casting vote.
- (c) The quorum necessary for the transaction of the business of the Trustees shall be five.
- (d) The continuing Trustees may act to fill a vacancy if their number is reduced below the number fixed by the rules of the Trust as the necessary quorum of members.
- (e) The Trustees shall elect a Chairman of their meetings and determine the period for which he is to hold office but if no such Chairman is elected or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting the Trustees present may choose one of their number to be Chairman of the meeting.
- (f) The Trustees may at any meeting appoint two or more members of their body to be a committee for making any inquiry or transacting any business but every act and proceeding of a committee shall except in cases of urgency be submitted to a meeting of trustees for approval. Any Committee of Trustees may co-opt for the purposes of consultation and advice persons who are not one of their own number.
- (g) A resolution in writing signed by all the Trustees for the time being entitled to receive a notice of a meeting of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more Trustees.



- (h) In the month of August in each year the Trustees shall hold the annual general meeting of the Trust. The business of the annual general meeting shall be :
- (i) To receive and consider the annual Report :
  - (ii) To receive consider and adopt the Annual Balance Sheet:
  - (iii) To appoint an Auditor:
  - (iv) To elect a Chairman
  - (v) To appoint a Secretary
  - (vi) To appoint an accountant
  - (vii) To consider any resolution notice of which shall have been given in writing to the Secretary at least 21 days before the date of the meeting.
- (i) A meeting of Trustees shall be called at any time by direction of the Chairman or of two Trustees and shall be called within one calendar month after receipt by the Secretary of that request.
- (j) Notice of all meetings of Trustees specifying the agenda of the meeting shall be notified by the Secretary to the Trustees at least seven days prior to the date fixed for the holding of any meeting. Notice of any meeting may be waived by all Trustees signing a waiver of notice and such waiver of notice being placed in the Minutes.
- (k) The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Trustee shall not invalidate the proceedings of any meeting.

#### V. Minute Book:

All proceedings of Trustees shall be recorded in the form of minutes entered in a proper Minute Book.

#### VI. Secretary

A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they think fit and any Secretary so appointed may be removed by them.

#### VII. Indemnity:

The Trustees, Secretary, Treasurer, and other officers if any shall be indemnified by the Trust from and against all losses and expenses properly incurred by them in or about the discharge of their respective duties.

#### VIII. Auditor:

The accounts of the Trust shall be audited by a Public Accountant who shall not be a member of the Trust and who shall be appointed annually by a majority of the Trustees.

#### IX. Alteration and Additions to the Rules:

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

- (a) Notice stating the general tenor of the proposed alterations to the Rules shall be given to each Trustee.
- (b) The meeting may amend any such proposals.

- (c) No resolution of any meeting shall effect any alteration or addition to the Rules unless it be carried by a majority of at least two-thirds of the Trustees present at such meeting and entitled to vote.
- (d) That no rescission, alteration, amendment or addition to these Rules shall be in conflict with any of the provisions of the objects or powers of the Trust or of the Charitable Trusts Act 1957.

X. Accounts:

The Trustees 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 Trust. The books of account shall be kept at the Trust's Office or at such other place or places as the Trustees think fit and shall always be open to the inspection of any Trustee.