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CA 1448096

FORM 1
Section 7(3)
The Charitable Trusts Act 1957

APPLICATION FOR INCORPORATION OF TRUSTEES AS A BOARD

1. We, being trustees for Rock and Pillar Hut Trust, hereby apply to be incorporated as a Board under the provisions of the Charitable Trusts Act 1957.
2. We desire the name of the Board to be Rock and Pillar Hut Trust Incorporated
3. The registered office of the Board is to be at 131 Naylor Loop Road, Matakauvi, RD1, Omatapu 9182, Central Otago
[State an address with sufficient particularity for service by hand and service by post of documents therat].
4. This application is made with the authority of No society. Authorisation by meeting of Trustees 8 October 2003
[State name of society for which the trustees act and mode of authorisation by the society. If there is no such society this should be stated].
5. The said society is not itself incorporated.
6. The following documents are attached to the application:
 - (a) Certified copy of Deed of Trust
 - (b) Statutory declaration as per Section 10(2)(b) of the Charitable Trusts Act 1957.

DATED this 6 day of November 2003

2003
13/11/2003

NATIONAL PROCESSING CENTRE
- 7 NOV 2003
RECEIVED

SIGNATURES OF THE TRUSTEES WHO ARE MAKING APPLICATION TO BE INCORPORATED AS A BOARD:

Full Name... Bruce James Mason
Residential Address... 131 Naylor Loop Road
Matakanui, R.D. 1, Omakau.
Occupation... Researcher
Signature... [Signature]

Full Name... JOHN PATRICK ROBINSON
Residential Address... ROAD 350, STATE HIGHWAY 85
ALEXANDRIA
Occupation... TECHNICIAN
Signature... [Signature]

WITNESS TO ABOVE SIGNATURES:

Full Name... Robert James Goble
Residential Address... 118 Centennial Avenue Alexandria
Occupation... Team Leader, District Court
Signature... [Signature]

Full Name... Peter John Mason
Residential Address... 181 Surrey Street
South Dunedin
Occupation... Butcher
Signature... [Signature]

Full Name... John Desmond Langley
Residential Address... 26 Matangi St
Dun
Occupation... Researcher
Signature... [Signature]

WITNESS TO ABOVE SIGNATURES:

Full Name... Peter Joseph Wall
Residential Address... P.J. WALL
DEPUTY REGISTRAR
Occupation... HIGH/DISTRICT COURT, DUNEDIN
Signature... [Signature]

STATUTORY DECLARATION

(Form 1)

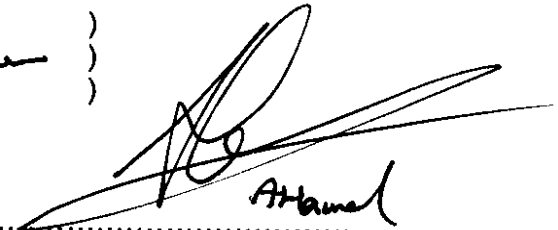
I, Bruce James Mason
of Matakanui, do solemnly and sincerely declare that:

1. I am one of the trustees of the Rock and Pillar Hut Trust Inc.
under the Deed of Trust creating the said Trust and am one of the
applicants under the Application for Incorporation submitted herewith.
2. There are no trusts (other than those set out in the said Deed of Trust)
under which the said Applicants for Incorporation hold any property.

AND I make this solemn declaration conscientiously believing the same to be
true, and by virtue of The Oaths and Declarations Act, 1957.

BJ Mason

Declared at
this 6 day of November)
2003 before me:)


Attamed

Justice of the Peace,
Solicitor or Notary Public.

IN THE MATTER of the Charitable
Trusts Act 1957

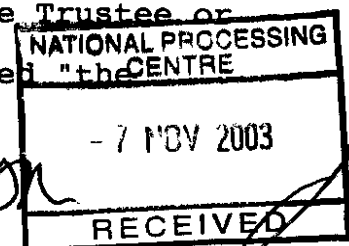
A N D

IN THE MATTER of the ROCK AND PILLAR
HUT TRUST
INCORPORATED



THIS DEED OF TRUST made the 10th day of October 2003 by
JOHN PATRICK ROBINSON of Alexandra, Electronics
Technician, and BRUCE JAMES MASON of Omakau, 'Researcher,

And on the 13 day of October 2003 by
PETER JOHN MASON of Dunedin, Builder, and JOHN DESMOND
LANGLEY of Broad Bay, Professor (hereinafter together with
the survivor or survivors of them or other the Trustee or
Trustees for the time being of this Deed called "the CENTRE
Trustees")



CERTIFIED TRUE & CORRECT COPY OF ORIGINAL

13.10.2003.

A SOLICITOR OF THE HIGH COURT OF NEW ZEALAND
BRIDGET ANN BYERS.

WITNESSETH that the Trustees hold the sum of FOUR HUNDRED DOLLARS (\$400.00) and all other monies and property in their hands or which may come into their hands as Trustees upon the following trusts:

1. FORTHWITH upon the execution of these presents to apply pursuant to the provisions of the Charitable Trusts Act 1957 for incorporation as a Board under the name "Rock and Pillar Hut Trust Incorporated" (hereinafter referred to as "the Board") and contemporaneously with the filing of such an Application to lodge with the Registrar of Incorporated Societies at Dunedin a copy of this Deed.

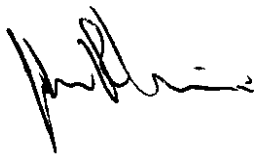
2. TO procure the Board to adopt the Objects and Powers set forth in Appendix "A" hereto and the Rules set forth in Appendix "B" hereto. The adoption of which shall be evidenced by the filing of the Application for Incorporation and they shall thereupon be and become the Objects and Powers and the Rules respectively of the Board PROVIDED HOWEVER that the Trustees shall have the power if exercised by their unanimous decision within 12 months of the date of this deed to amend the Objects and Powers and the Rules in such a way as may be necessary to obtain Incorporation and to obtain recognition of the Trust as a charity by the Department of Inland Revenue.

POM
BGM R J L
A

IN WITNESS whereof this Deed has been executed the days
and year above written.

SIGNED by the said

JOHN PATRICK ROBINSON



in the presence of:

John
(RJ Cable)
Deputy Registrar, District Court, Alexandria

SIGNED by the said

BRUCE JAMES MASON



in the presence of:

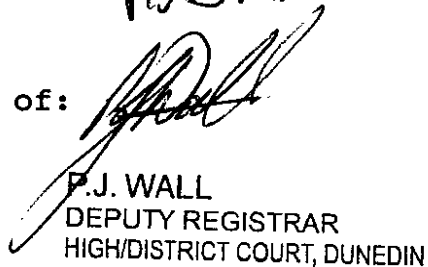
John
(RJ Cable)
Deputy Registrar, District Court, Alexandria

SIGNED by the said

PETER JOHN MASON



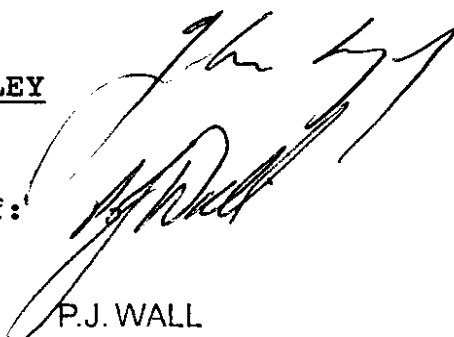
in the presence of:



P.J. WALL
DEPUTY REGISTRAR
HIGH/DISTRICT COURT, DUNEDIN

SIGNED by the said

JOHN DESMOND LANGLEY



in the presence of:



P.J. WALL
DEPUTY REGISTRAR
HIGH/DISTRICT COURT, DUNEDIN

APPENDIX "A"

To be adopted by the Board upon application for incorporation of the Trustees of the Rock and Pillar Hut Trust Incorporated.

THE OBJECTS and purposes for which the Trust is established are as follows:

1. TO own, restore, maintain and manage the former Otago Ski Club 'Big Hut' on the Rock and Pillar Range, Otago and in furtherance of these objects:

1.1 To restore the hut as an outstanding 1940s ski shelter as far as practicable in accordance with its original design and appearance.

1.2 To research the history and use of the hut and provide interpretive material to assist public appreciation of the hut and surroundings.

1.3 To maintain the 'Big Hut' as a structurally sound, weather-tight basic mountain shelter for public non-commercial recreational use and enjoyment.

1.4 To encourage public recognition of the health, inspirational and other benefits derived from recreational use of the Rock and Pillar Range, in particular of public reserves, conservation areas and access thereto.

1.5 To co-operate with other organisations or persons for the promotion of the above objectives.

1.6 To seek and disburse funds for the promotion of the above objectives.

2. GENERALLY to carry out services in New Zealand which are beneficial to the community by promoting the objects set out in clause 1.

3. TO carry on any other charitable objects capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to advance the objects of the Trust or any of them.

THE POWERS and authorities which the Board may exercise in order to carry out its objects and purposes are, in addition to those implied by the general law of New Zealand or contained in the Trustee Act 1956 as follows:

4. EMPLOYMENT

(a) To enter into contracts of employment or for services for any person body company society or authority to submit quotes or tenders for any such or like work, and to engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Trust and further the operation of projects and schemes of the Board.

(b) To employ any persons in the operation of projects and schemes upon such terms and conditions and at such remuneration for services rendered as the Board may think fit, subject to paragraph 4 (d) below.

(c) To appoint and employ any persons as managers foremen agents and attorneys for all or any of the purposes of the Trust and to remunerate such persons for their services by wages salary or commission or partly by one mode and partly by another and to delegate to such persons such discretion and authority for the operation of projects and schemes as the Board may think fit and may specify in any contract of employment of such persons.

(d) No member of the board or any person associated with a member of the Board shall participate in or materially influence any decision made by the Board in respect of payment to or on behalf of that member or person of any income of any of the kinds referred in section 65 (2) of the Income Tax Act 1976. Any such income paid shall be reasonable and relative to that which would have been paid in an arms length transaction.

5. PROPERTY

(a) To purchase take on lease or as a gift or on loan or otherwise howsoever acquire land and hold the same upon the trusts hereof.

(b) To purchase take on lease or as a gift or on loan or otherwise howsoever acquire chattels of any kind whatsoever and hold the same upon the trusts hereof.

(c) To lease let or grant the use of land and/or buildings or parts thereof held by the Board on limited terms for any lawful purpose in furtherance of the objects of the Board and apply the rents, commissions or other payments whatsoever accruing to the objects of the Trust.

(d) To sell demolish exchange donate or otherwise dispose of any real or personal property vested in the Board but only in furtherance of the trusts hereof.

(e) To construct alter restore improve maintain develop work manage carry out or control any land buildings or works or do anything whatsoever as the Board may deem necessary or convenient or calculated to advance directly

or indirectly the objects of the Trust: and to develop lay out and plant any land and to prepare the same for building and any other purposes consonant with the objects of the Trust 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.

6. FINANCE AND INVESTMENT

(a) To lend monies to any person body company or society (whether incorporated or not) or to invest monies in any business or commercial undertaking (subject always to the terms of any trust or grant or endowment attaching to any such monies held by the Board) upon mortgage or debenture or interest bearing deposit or commercial bonds or in any other such mode and upon such terms as the Board may think fit, with or without security and notwithstanding that such loan or investment may not be authorised by the Trustee Act 1956.

(b) To borrow from any person body company or society (whether incorporated or not) any monies, on the security of all or any of the Board's real or personal property both present and future, either under legal mortgages or

charges with powers of sale and other usual powers, or by any other securities or without security, or against the security of property owned by any other person body company or society or under the guarantee of any such person body company or society, and generally on such terms and conditions as the Board thinks fit and the Board may also borrow money from the Board's bankers on overdraft or otherwise and with or without security.

(c) 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 and give guarantees of all sorts.

7. CAPITAL AND INCOME

The Board shall not be bound to accept property or capital for any of the foregoing purposes or for any purposes unless they shall in their absolute discretion deem it expedient So to do AND PROVIDED THAT the Board shall not apply any property whether capital or income for any purposes which they have reason to believe is not charitable in law.

8. PUBLICITY

(a) To adopt such means of making known the activities and objects of the Trust as may seem expedient and in particular but not so as to limit the generality thereof by advertising in the press by circulars and by publication of books periodicals brochures maps and any printed and illustrative material whatsoever and by contributions to the press periodicals and books, and also by films and other means approved by the Board.

(b) To print publish distribute and sell any books articles research monographs pictures photographs maps and any other works upon such terms and conditions agreed with the authors thereof as the Trustees may think fit and to commission and make grants to authors at the discretion of the Board.

(c) To make such charges for admission to exhibitions displays lectures films and other educational services arranged by the Board as the Board may deem reasonable.

9. GENERAL POWERS

(a) To obtain the enactment of any provision order or Act of Parliament or Town Planning Ordinance classification designation, lease, licence, permit or by-law for enabling the Board to carry out any of its objects or for any other purpose which is directly or indirectly conducive to the carrying out or promotion of the objects of the Trust and to oppose any proceedings applications classifications designations orders Acts or ordinances or by-laws which may seem to the Board to be likely directly or indirectly to prejudice or injure the interests objects and purposes of the Trust.

(b) To co-operate with any other society trust or institution whether incorporated or not whose objects are altogether or in part similar to those of the Trust and to procure from or communicate to such society trust or institution such information as may be likely to further the objects of the Trust.

(c) To apply the assets and income of the Trust howsoever derived towards all or any of the aforesaid charitable objects and purposes.

(d) 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.

(e) To do all such other things incidental or conducive to the attainment of any of the foregoing objects or the exercise of any of the foregoing powers.

(f) To pay all or any of the expenses incurred in and in connection with the incorporation and establishment of the Trust and the Board and in furthering or carrying out the objects Of the Trust or any of them including the employment of counsel solicitors accountants auditors professional advisers and the employment and training of supervisors officers and servants or any other persons as shall appear necessary or expedient and upon such salaries wages terms and conditions as shall appear necessary or expedient, notwithstanding that such person may be a member of the Board.

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

10. INTERPRETATION

The objects set forth in this Appendix shall not except where the context expressly requires be in any way limited or restricted by reference to or any inference from the terms of any other of the said clauses and none of the said clauses or the objects therein specified shall be deemed subsidiary or ancillary to any other clause or object and the Trustees shall be fully empowered to pursue and carry out all or any of the objects set out in this Appendix independently of any other of such objects PROVIDED THAT all or any of the powers or authorities are exercised in pursuance of the objects and purposes for which the Trust is established.

11. NOTWITHSTANDING anything contained or implied in this Appendix "A" or in the annexed Appendix "B" the objects and purposes of the Trust shall at all times be read and construed as being limited to such activities and for such purposes as are exclusively charitable under the law of New Zealand.

APPENDIX "B"

To be adopted by the Board upon application for incorporation of the Trustees of the Rock and Pillar Hut Trust Incorporated.

RULES:

1. FUNDS AND PROPERTIES

(a) The funds and property vested in the Board shall be administered by the Board in accordance with these Rules.

(b) All moneys received shall be paid to the credit of the Board at such Trading Bank or Savings Bank as the

Board members shall from time to time appoint and cheques on the bank account and other negotiable instruments shall be signed by two Board members or one Board member and either the Secretary or the Treasurer. Endorsements of cheques and other negotiable instruments in favour of the Board shall be made by a Board member or by the Secretary or the Treasurer or such other person as may be appointed by the Board.

(c) The Secretary or Treasurer shall have power to receive and give receipts for all legacies donations subscriptions or other monies bequeathed made given or lent to the Board and every such receipt shall be an effective discharge for the money or other property therein stated to have been received.

(d) No part of the income or property of the Board shall be paid or transferred directly or indirectly by way of profit to any Board member PROVIDED THAT nothing herein contained shall preclude any reasonable payment to a Board member for services rendered or for goods supplied or by way of

interest on monies borrowed from or by way of rent for premises let or leased to the Board by any Board member.

(e) All monies and funds raised or collected by or on behalf of the Board shall be distributed by the Board in the manner prescribed in these Rules providing that nothing herein shall be deemed to prevent the Board from establishing a reserve fund or funds for any of the purposes of the Trust.

2. CONSTITUTION OF THE BOARD

(a) The Board shall consist of a maximum of 10 members and a minimum of 3 members.

(b) The original Board members shall be the Trustees named in the Deed of Trust of which this Appendix B is an

annexure, together with such persons as the Board may from time to time elect by unanimous decision.

- (c) The office of a Board member shall become vacant if:
- (i) He/she shall resign office by written notification to the Secretary and shall have immediate effect unless and until a replacement is appointed to maintain a minimum of three; or
 - (ii) He/she become unfit or incapable of so acting or refuses to so act: or
 - (iii) He/she shall become absent from New Zealand for a period of 12 months without obtaining leave of absence from the other Board members; or
 - (iv) He/she shall die.

(d) In the event of the trustees falling in number below the number three the only valid business capable of transaction by the Board shall be the appointment of such further trustee or trustees as shall be required to bring the number of trustees up to such number being no less than three. The power of appointment shall include the power to limit any appointments by time or by tenure of office.

3. FUNCTIONS POWERS AND DUTIES OF THE BOARD

The functions powers and duties of the Board shall be:

(a) To control administer and manage the property 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 Trusts 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 appoint sub-committees as the Board may from time to time deem expedient for the carrying out of the objects. Members of any sub-committee need not necessarily

be members of the Board. The Board shall delegate to any subcommittee the necessary powers to act these being revocable at the will of the Board.

(e) To do all such other 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 better advance the objects of the Trust, within two years of execution of this deed, the Board shall review and apply to change if necessary these presents and the Trust's organisation and consider the appointment of further trustees with the object of obtaining wider recreational representation and building skills from throughout Otago OR by vote of 75 per cent or more of the Trustees present and voting may resolve to wind up the affairs of the Trust subject to clause 13 hereof.

4. MEETINGS

A meeting of the Board may be held at any time or place and may be called by the Secretary alone or on request to the Secretary of two other trustees. All trustees shall be informed by the Secretary of the purpose, time and place of meeting. It shall not be necessary for the trustees to act unanimously but all the powers and all discretions rested in them may be exercised by a 75 per cent or greater majority of those who are present and voting at

any meeting. With the exception of the circumstances set forth in the second sentence of clause 2 hereof, three trustees at least shall form a quorum.

The power of the Secretary to call meetings shall extend to meetings by telephone or by letter.

5. MINUTE BOOK

Minutes of the proceedings of all meetings of the Board shall be recorded or affixed in the book to be kept for the purpose by the Secretary and shall be signed by the chairperson of the meeting or of the meeting at which the minutes are read and confirmed and every such meeting purporting to be so signed shall be prima facie evidence of the facts therein stated.

6. SECRETARY TREASURER AND CHAIRMAN

A Secretary, a Treasurer, and a Chairman may be appointed by the Board for such term at such remuneration (if any) and upon such conditions as they think fit and may be a member of the Board or not as they see fit and any Secretary and Treasurer and Chairman so appointed may be removed by them. The Secretary and Director can be the same person if the Board thinks fit, but the Chairman cannot also be the Treasurer.

7. COMMON SEAL

The Board members shall have a common seal which shall have the name of "Rock and Pillar Hut Trust Incorporated"

engraved and inscribed thereon and which shall be kept in the custody and control of the Secretary and shall be affixed to such documents as the Board may by resolution from time to time direct and such seal shall be affixed to such documents in the presence of at least two trustees who shall attest such affixation by signing their names to such documents and any documents so sealed and attested shall be deemed to be duly sealed and be binding on the Board.

8. INDEMNITY

The Board members, Secretary, Treasurer, Chairman 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. No Board member shall be liable for any loss provided that the same does not arise from his own wilful default or personal dishonesty.

9. ALTERATION TO RULES

(a) These Rules may be altered added to rescinded or otherwise amended by a Resolution duly passed by a majority of 75% of the Board members present and voting at an meeting convened for that purpose provided that the notice convening such meeting set forth the purpose of such alterations additions rescissions or other amendments provided that no alteration addition rescission or amendment shall be made to these Rules which would in any way detract from the exclusively charitable nature of the Trust.

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

10. 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 Board under the authority of these rules and in pursuance of the several aims and objects of the Trust.

(b) Such books shall be kept at the offices of the Board or other place as the Board thinks fit and shall be available for inspection by members of the Board at times to be appointed.

11. PATRON

The Board may elect a patron.

12. AUDITOR

The accounts of the Board shall be audited at least once a year by a Chartered Accountant appointed in that behalf by the Board. The Board members may choose and from time to time vary the date upon which they complete their annual statement of accounts and in the event of any change giving rise to an accounting period of not more than 18 months in duration it shall be sufficient compliance with the requirement for an annual audit that such period be comprised in one audit only.

13. PRIVATE PECUNIARY PROFIT PROHIBITED

1. Any income, benefit or advantage shall be applied to the charitable purposes of the organisation.

2. No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever.

3. Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value).

4. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

14. WINDING UP

The Board may resolve by a 75 percent or greater majority to wind up the affairs of the Trust. All Trustees shall receive prior notice of a meeting to wind up the Trust.

In the event of winding up, the property of the Trust shall, subject to payment of its debts and liabilities, and the costs and expenses of such winding up together with any Trust funds which the Trust controls be transferred to the administering authority of the land on which the Big Hut is located or such charitable body or institution in New Zealand as may be named in the winding up Resolution.

In default of any Resolution specifying the body or trust as aforesaid the property and assets of the Trust shall be transferred to a charitable trust or charitable body with similar aims or objects, as those of the Trust within New Zealand.

END