

DATED THE

DAY OF

2000

**ASSOCIATION FOR TERTIARY EDUCATION MANAGEMENT (NZ)  
FOUNDATION**

**DEED OF TRUST**



## 2 OFFICE

The office of the Foundation shall be such place in New Zealand as the Trustees may from time to time determine.

## 3 PURPOSE

The objects and purposes for which the Foundation is established are as follows:

- (a) Generally to improve the standard of tertiary education in New Zealand through improvement in tertiary education management and administration.
- (b) To facilitate members of the New Zealand Association and others involved in the field of tertiary education sharing information and ideas in the area of tertiary education management and administration.
- (c) To provide assistance in the formulation of principles of best practice and the promotion of research and gathering of data and dissemination of information on best practice, research results and data gathered to agencies and professionals in the area of tertiary education, management and administration.
- (d) To assist in the provision of professional education and training to persons in the area of tertiary education management and administration in order to improve the quality of tertiary institutions and tertiary education in New Zealand.
- (e) To provide facilities for professional education and training including scholarships, research grants and travel grants to persons in the area of tertiary education management and administration likely to lead to the improvement of standards and efficiencies and quality of tertiary education in New Zealand.
- (f) To encourage increasing and outstanding contributions to education management and administrative practice.
- (g) To facilitate management links, secondments and exchange programmes between tertiary institutions and other organisations involved or interested in tertiary education within New Zealand and internationally to the benefit of the education sector in New Zealand.
- (h) To facilitate development and innovation in the New Zealand tertiary education sector.

## 4 POWERS

In addition to the powers implied by the general law of New Zealand or contained in the Trustee Act 1956, the powers which the Trustees may exercise in order to carry out the charitable purposes of the Foundation are as follows:

- (a) To use the funds of the Foundation as the Trustees think necessary or proper in furtherance of its objects and purposes.

- (b) From the funds of the Foundation to payment of the costs and expenses of the Foundation including the employment of professional advisers, agents, officers and staff as appears necessary or expedient.
- (c) To invest the funds of the Foundation in any way permitted by law for the investment of trust funds and upon such terms as the Trustees think fit.
- (d) To do all things as may from time to time be necessary or desirable to enable the Trustees to give effect to and to attain the charitable purposes of the Foundation.

## 5 **COMMON SEAL**

The Foundation shall have a common seal which may be affixed to an instrument only with the authority of a resolution of the Trustees and in the presence of two Trustees who shall sign every instrument to which the seal is affixed.

## 6 **INCORPORATION**

The Trustees shall forthwith apply to incorporate themselves as a Board under the Charitable Trusts Act 1957.

## 7 **APPOINTMENT OF TRUSTEES**

- (a) The number of trustees of the Foundation shall not be less than four.
- (b) Upon the retirement of a trustee or if for any other reason the number of trustees falls below the minimum of four, then one or more new trustees must be appointed so that there shall at all times be at least four trustees. The power of appointment of new trustees shall be vested in the New Zealand Association (subject to the provisions of subclause (c) below) which must exercise the power by deed but before doing so must consult with the Australian Association.
- (c) Whenever the number of trustees shall for any reason fall below the minimum number of four, then the remaining trustees will call upon the New Zealand Association to exercise its power of appointment of new trustees. Should the New Zealand Association fail within a period of one month to make an appointment, then the remaining trustees may, by resolution, appoint a new trustee.
- (d) The New Zealand Association may following consultation with the Australian Association, by deed, remove any trustee from office without being obliged to give any reason. In the event that the exercise of this power should have the effect of reducing the number of trustees below the minimum of four, then it shall be exercisable only in conjunction with the appointment of a new trustee.
- (e) The New Zealand Association shall have the power exercisable by deed to appoint one or more additional trustees or advisory trustees or custodian trustees any of whom, having been appointed, may subsequently be removed pursuant to the power contained in subclause (d).
- (f) Any person who is a trustee who:

- (i) is declared bankrupt;
- (ii) becomes a person prohibited by law from acting as a director of a company under the Companies Act 1993;

shall be automatically removed from office upon the happening of any of those events.

## 8 **NO BENEFIT**

No Trustee or person associated with a Trustee shall derive any income benefit or advantage from the Foundation **provided that** a Trustee may obtain reimbursement from the Foundation for the reasonable out-of-pocket expenses of that Trustee incurred in the conduct of the business or affairs of the Foundation.

## 9 **PROCEEDINGS OF THE TRUSTEES**

### (a) **Meetings**

The Trustees shall meet at such times and places as they determine and shall elect a chairperson from amongst their number at their first meeting and whenever that office becomes vacant.

### (b) **Chairperson**

The chairperson shall preside at all meetings of the Trustees at which the chairperson is present. In the absence of the chairperson from any meeting, the Trustees present shall appoint one of their number to preside at that meeting.

### (c) **Quorum**

At any meeting of the Trustees three Trustees shall form a quorum and no business shall be transacted unless a quorum is present.

### (d) **Voting**

All questions before the Trustees shall be decided by a majority of votes. If the voting is tied, the motion shall be lost.

### (e) **Guidance**

The Trustees shall be guided in their decisions by any views that may have been communicated to them by, first, the New Zealand Association and, secondly, the Australian Association and shall be bound to follow a resolution signed by both of those Associations under common seal or otherwise in the manner appropriate to the execution of a deed **provided that** it is lawful and does not require the Trustees to commit an act which is in breach of the terms of this Deed.

## 10 **ACCOUNTS**

The Trustees shall cause to be kept true and fair accounts of all money received and expended and shall at annual intervals prepare a statement of income and expenditure and a statement of financial position which they will make available together with such report as they think is appropriate to the Australian Association and the New Zealand Association.

#### 11 **POWER TO DELEGATE**

The Trustees may from time to time appoint a committee consisting of two or more of their number and may delegate any of their powers and duties to such committee or to any person and the committee or person, as the case may be, may, without confirmation by the Trustees, exercise or perform the delegated powers or duties in like manner and with the same effect as the Trustees could themselves have exercised or performed them **provided that** any committee or person to whom the Trustees have delegated powers or duties shall be bound by the terms of this Deed. Every such delegation shall be revocable by the Trustees.

#### 12 **ALTERATIONS OF RULES**

The Trustees may, by unanimous agreement evidenced by a deed executed by all of them, make alterations or additions to the terms and provisions of this Deed **provided that** no alteration or addition shall:

- (a) take effect unless it is ratified by deed executed by both the Australian Association and the New Zealand Association; or
- (b) detract from the charitable nature of the Foundation; or
- (c) have the effect of causing the Inland Revenue Department to withdraw recognition of the Foundation as having charitable status.

#### 13 **TRUSTEES' INDEMNITY EXCEPT FOR FRAUD**

- (a) No Trustee of these presents shall be liable for any loss not attributable to dishonesty or to the wilful commission by the Trustees of any act known to the Trustees to be a breach of trust and in particular no trustee shall be bound to take any proceedings against a co-trustee or former trustee for any breach or alleged breach of trust committed by such co-trustee or former trustee.
- (b) Notwithstanding anything contained in this Deed, the liability of the Trustees is limited at all times to the assets of the Foundation and not personal to the intent that apart from any loss attributable to the fraud or dishonesty of any Trustee, the Trustees have no personal liability in respect of any act or omission on their part or in any way as a result of their trusteeship under this Deed.

#### 14 **TRUSTEES' MINUTE BOOK**

The Trustees shall keep a Minute Book or other record of the exercise of the powers, authorities and discretions reposed in the Trustees and the decisions so recorded shall be deemed incorporated in this Deed and be deemed part thereof and shall be binding on all persons interested in the Trust Deed.

15 **DISSOLUTION**

On the winding up of the Foundation or its dissolution by the Registrar all surplus assets after payment of all costs, debts and liabilities shall be disposed of in accordance with the directions of the High Court pursuant to section 27 of the Charitable Trusts Act 1957.

**EXECUTION**

**EXECUTED** by )  
in the presence of: ) \_\_\_\_\_

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