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IN THE MATTER of the Charitable Trusts Act 1957

NOTICE OF ADOPTION OF NEW CONSTITUTION, REGISTERED OFFICE,
AND TRUST BOARD MEMBERS

TO The Registrar under the Charitable Trusts Act 1957

I, Robert Bruce Corker, Board Member and Chairperson of Kotare Community Land Trust (the Trust), hereby gives notice:

1. THAT the copy of the Constitution attached and certified by me is the Constitution of the Trust as from the date appearing thereon.

2. THAT the said Constitution fully sets out all the trust property held and the purposes for which that trust property is to be applied, and there are no trusts on which the Trust holds any property or propose to hold any property other than in terms of the said Constitution.

3. THAT the registered office of the Trust is at 96 Kotare Road, RD5, Wairoa 4195.

4. THAT as at the date hereof, the Board Members of the Trust are:

Robert Bruce Corker (Chairperson)
Peter Ian Alexander
Shaked From

Date: 25 September 2016

(Robert Bruce Corker)

NPC #17
10 OCT 2016

CONSTITUTION
OF
KOTARE COMMUNITY LAND TRUST

I, Robert Bruce Corker, Chairperson of the Trust Board of Kotare Community Land Trust, hereby certify that this is the Constitution of the Kotare Community Land Trust as from the date appearing hereon.



.....
(Robert Bruce Corker)

Tony Banks,
Lawyer,
Hamilton.

CONSTITUTION OF KOTARE COMMUNITY LAND TRUST

1. INTRODUCTION

The promoters of the Kotare Community Land Trust, have been involved in heritage seed saving, bio-intensive gardening and nutrient dense food production for over 30 years. During this time they came to realise that the issues of biodiversity loss, nutritional poverty and ecological resource degeneration associated with modern agriculture is a 'canary in the coal mine' warning that there is a major systems 'fault' in our larger society.

More recently the founders have come to understand that the use of natural resources as a basis for continued growth of industrial production is increasingly running into limits, as was well described in *Limits to Growth* (Meadows et al, 1972) and that this process will bring major changes in our economies that will impact on every aspect of our lives.

These are times for both deep concern and creative potential. The founder's response is to develop Kotare Village in the Wairoa District, a model of a regenerative economy which both supports an integrated village community and facilitates change in the world.

The said promoters and the residents of Kotare Village, have joined together to form Kotare Community Land Trust as part of putting this vision into place.

The principal purpose of Kotare Community Land Trust is charitable, that is to use the Kotare Village land in a way that is regenerative of the environment. For a village to function, it needs people and people need to live on the village land. So for Kotare Village to be created, residents will use their own capital to acquire an interest in the Village land for them to live on. To enable the principal purpose to be carried out, it is necessary to have a secondary purpose that resident's capital will be used by Kotare Community Land Trust for their mutual benefit, but always limited to their actual contributions. Those residents are the members of the Kotare Community Land Trust.

2 KOTARE COMMUNITY LAND TRUST

(a) Kotare Community Land Trust ('the Trust') is a trust board incorporated under the Charitable Trusts Act 1957.

(b) The Trust Board Members and their functions are described in Clause 7.

(c) The Trust Members are described in Clause 5.

(d) The registered office of the Trust is at 96 Kotare Road, Wairoa.

(e) As from the date hereof this Constitution is the constitution of the Trust in substitution for the Deed of Trust dated 30 March 2016. The Trust Board continues to hold the \$10.00 referred to in the said Deed of Trust in trust to carry out the charitable trust purposes set out in this Constitution.

3. VISION AND PURPOSE

(a) The Trust has a vision that land is used in ways that are regenerative of the environment.

(b) The principal charitable purpose of the Trust is to engage in activities which will contribute to attaining that vision, including but not limited to:

- (i) Developing Kotare Village land as a model to demonstrate, educate and teach people about land uses systems that are regenerative of the environment.

- (ii) To use the knowledge and experience gained to support others to use land in ways that are regenerative of the environment.
 - (iii) Providing land and support for the Koanga Institute Incorporated and Kotare Village Incorporated to pursue their purposes.
- (c) The secondary purpose of the Trust is to sell or grant leases, licences, and other services relating to land to Trust Members and to use the proceeds of sale thereof for the mutual benefit of such Trust Members upon the following conditions:
- (i) The benefit that any Trust Member may receive will not exceed what they have actually contributed in money or in kind.
 - (ii) The value of a contribution 'in kind' will be assessed at the current market rate of the contribution.
 - (iii) The Trust will not provide a pecuniary gain to any Trust Member (except as provided for in Clause 8(c)(i)-(iii)).
- (d) In this clause:
- 'Land' has the meaning ascribed to it in the Land Transfer Act 1952 and Property Law Act 2007
- 'Regenerative' has the meaning described in the book *Restorative Agriculture* by Mark Sheppard
- 'Environment' has the meaning ascribed to it in the Resource Management Act 1991
- 'Charitable purpose' has the meaning ascribed to it in the Charitable Trusts Act 1957

4. POWERS

- (a) The Trust may exercise all the powers of a trust board incorporated under the Charitable Trusts Act 1957 and has all of the rights, powers, and privileges of a natural person PROVIDED THAT they are exercised in good faith and to carry out the purposes within the provisions of this Constitution and subject to the provisions of Clause 4(b) below.
- (b) Having regard to the importance to the Trust of the provisions of Clause 3(b)(i), and the substantial effort which Trust Members and other stakeholders will make in establishing Kotare Village as a model that is regenerative of the environment, the Trust may resolve to be wound up or transfer or mortgage the land it owns which constitutes the Kotare Village only pursuant to a resolution passed at a Special Meeting.
- (c) Any document which requires signature by the Trust may be signed for and on behalf of the Trust by any two Trust Board Members, or by any agent authorised by the Trust Board for such purpose.

5. TRUST MEMBERS

- (a) There are two membership classes of the Trust:
- (i) Koanga Institute Class: the Trustees for the time being of the Koanga Institute Incorporated (acting not as individuals but in their capacity as Trustees of Koanga Institute Incorporated)
 - (ii) Kotare Village Class: the members of the Kotare Village Incorporated.
- (b) during the period of which a person satisfies the criteria for membership of the trust (as set out in (a) above) that person shall be deemed to be a Trust Member, a person will cease to be a trust member when that person cease to satisfy the criteria for membership without any act required.

6. TRUST MEETINGS

- (a) There are three kinds of Trust meetings: Annual General Meetings, Special Meetings and General Meetings.
- (b) Annual General Meetings:

An Annual General Meeting will be held each year, not later than 3 months after balance date, nor later than 15 months after the previous one.

The only business at an Annual General Meeting is:

- (i) To appoint Trust Board Members.
- (ii) For the Chairperson to present a report on attainment of purpose in the previous year, including a Financial Statement for the previous year.
- (iii) To decide whether the Financial Statements should be audited, and if so, who should audit them.

The quorum for an Annual General Meeting is at least one Trust Member in each membership class.

A binding resolution at an Annual General Meeting will be passed by consensus. If the Chairperson decides that consensus cannot be attained then the resolution will be passed by vote as follows:

- (i) The Trust Members within their class will have one vote each.
- (ii) The decision within the membership class will be by a majority of votes in favour of the resolution.
- (iii) Each membership class will have one vote.
- (iv) The decision of the Trust will be by both membership classes voting in favour of the resolution.

(c) Special Meetings:

A Special Meeting may be called at the Chairperson's initiative, or on the request of a Trust Member.

The only business that may be considered at a Special Meeting is:

- (i) to transfer or mortgage the Kotare Village land (Clause 4(b)) ; or
- (ii) to amend the Constitution (Clause (10)) ; or
- (iii) to wind up the Trust (as provided for in Clauses (4(b), 10 or 11).

The quorum for a Special Meeting is at least half of the members in each membership class.

A binding resolution at a Special Meeting will be passed by consensus. If the Chairperson decides that consensus cannot be attained then the resolution will be passed by vote as follows:

- (i) The Trust Members within their class will have one vote each.
- (ii) The decision within the membership class will be by a 75% of votes in favour of the resolution.
- (iii) Each membership class will have one vote.
- (iv) The decision of the Trust will be by both membership classes voting in favour of the resolution.

(d) General Meetings:

The purposes of General Meetings are communication and discussion about any of the Trust's affairs, but not to pass binding resolutions. The Chairperson may arrange a General Meeting at any time, either at the Chairperson's initiative or on the request of a Trust Member or Trust Board Member. People other than Trust Members and Trust Board Members may be invited to General Meetings periodically, if the Trust Board so decides.

(e) The Chairperson of the Board or their appointee will arrange all meetings, that is, give notice of the time, place, agenda and supporting documents, and the Chairperson, or their appointee, will run the meetings.

(f) fourteen days written notice for each Annual General Meeting and Special Meeting, shall be given to all members of the trust. The notice shall be sent to the address or email address of the members as appear on the Kotare Village Incorporated and Koanga Institute Incorporated registers and be published on the 'village notice board'. The notice shall specify the place, date and time at which the meeting is to be held.

(g) Trust Members may vote by proxy.

(h) Meetings may be held face to face or via digital video/voice conferencing facility or a combination thereof.

7. THE TRUST BOARD

- (a) The Trust Board Members appointed upon incorporation of the Trust on 14 October 2014 will continue until they are replaced after 14 October 2017. During the three year period from 14 October 2014 if any Trust Board Member resigns, the continuing Trust Board Members may appoint a replacement.
 - (b) Two Trust Board Members will be appointed by the Koanga Institute Class and two by the Kotare Village Class at each Annual General Meeting of the Trust, provided that all Kotare Village Class appointees will have been members of the Kotare Village Incorporated for a minimum 2 years.
 - (c) The Trust Board may at any time co-opt up to two Trust Board Members, and fill a casual vacancy on the Trust Board until the next Annual General Meeting. If the co-opted appointees are also members of the Kotare Village Incorporated, then there will be no requirement for them to have been members of the Kotare Village Incorporated for a minimum of 2 years.
 - (d) At each Annual General Meeting all of the existing Trust Board Members will resign and new Trust Board Members will be appointed. Resigning Trust Board Members are eligible for reappointment.
 - (e) The role of Trust Board Members, both acting individually and collectively as the Trust Board, is to provide leadership and overall management of the Trust, that is to:
 - (i) Understand and develop ways to pursue the Trust's purpose.
 - (ii) Communicate all aspects of the Trust's purpose and activities to people who are involved in attaining the Trust's vision.
 - (iii) Always act in good faith.
 - (iv) Be skilled at mediating and resolving differences.
 - (v) Cause the Trust to be managed in ways that are co-operative.
 - (vi) In any other way, to inspire others to pursue the Trust's purpose.
 - (f) The Trust Board will appoint one of themselves to be Chairperson who's role will be that of leadership, always subject to the decisions of the Trust Board, and otherwise will have such functions as the Trust Board may periodically decide.
- The Board shall appoint the officers of Secretary and Treasurer. These officers may be combined. The Secretary and Treasurer need not be members of the Board.
- (g) The Trust Board may decide to create other offices of the Trust Board, and appoint Trust Board Members to those offices.
 - (h) The quorum for a Trust Board meetings is half of the Trust Board Members.
 - (i) The Trust Board will use its best endeavours to pass resolutions by consensus. If the Chairperson decides that consensus cannot be attained then the resolution will be passed by majority of votes cast by Trust Board Members present at a meeting. Resolutions can be passed by all Trust Board Members signing a resolution, or indicating agreement via email.
 - (j) Trust Board Meetings may be held face to face or via digital video/voice conferencing facility or a combination thereof.
 - (k) The Secretary shall keep minutes of all Trust Board meetings which shall be available for inspection by Trust Members at reasonable times.
 - (l) Unless otherwise provided for in this Constitution the Trust Board will regulate their own meeting procedures.
 - (m) The Board shall have a Common Seal which shall be kept in the custody of the Secretary, or such other officer as shall be appointed by the Board and shall be used only as directed by the Board. It shall be affixed to documents only in the presence of and accompanied by the signature of two members of the Board.

(n) It is acknowledged that as people have a number of roles in the Kotare Village, conflicts of interest will periodically arise. If a Trust Board Member has a conflict of interest they may participate in any discussion on any matter and vote on it, but they should make a statement that they have a conflict of interest.

8. LIMITATIONS OF OPERATION

(a) The trust purpose may only be pursued in New Zealand.

(b) In any event, the Trust's property and the income arising therefrom must always be held for charitable purposes, non profit purposes or the mutual benefit of Trust Members within New Zealand.

(c) No part of the income, or capital, of the Trust's property will be paid or transferred directly or indirectly to any Trust Member, Trust Board Member or any other person as pecuniary gain. This does not apply to:

- (i) payment of fees and expenses to Trust Board Members, of amounts comparable to similar organisations.
- (ii) payment of wages or salary to any Trust Member or Trust Board Member who is employed at a market rate.
- (iii) payment for the supply of goods or services by a Trust Member or Trust Board Member at market rates.

9. LIMITATION OF PERSONAL LIABILITY

No Trust Member or Trust Board Member will be personally liable for any act or omission as a Trust Member or the Trust Board Member providing that, individually and collectively, they act in good faith.

10. AMENDMENT OF THE TRUST CONSTITUTION

The Trust may, in a Special Meeting of the Trust, make any alteration or addition to this Constitution provided that the provisions of Clauses 8 and 11 are not contravened.

11. WINDING UP

The Trust may at any time by a resolution of a Special Meeting of Trust Members resolve that the Trust be wound up if:

- (i) the trust purpose is no longer of practical benefit to the community; or
- (ii) the trust purpose has been substantially achieved; or
- (iii) the trust property is insufficient to adequately implement the trust purpose,

If such a resolution is passed then the affairs of the Trust will be wound up and the balance of the trust property remaining distributed to an organisation or organisations within New Zealand which have charitable purposes similar to the Trusts, and upon such conditions as the Trust by Special Resolution may decide.

Date: 25.9.2016

Signed for and on behalf of
Kotare Community Land Trust



(Shaken From Trust Board Member)

(Robert Bruce Corker – Trust Board Member)