

FORM OF APPLICATION FOR INCORPORATION AS A BOARD

Section 7(3)



10026940259

FORM 1

THE CHARITABLE TRUSTS ACT 1957

APPLICATION FOR INCORPORATION OF TRUSTEES AS A BOARD

- 1 We, being a majority of the trustees of the National Animal Welfare 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 the "National Animal Welfare Trust Board"
- 3 The Registered Office of the Board is to be 1156 Huia Road, Huia, Auckland
- 4 This application is made with the authority of the trustees of the said trust
- 5 The said trust is not a society
- 6 The said trust is not at present incorporated
- 7 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

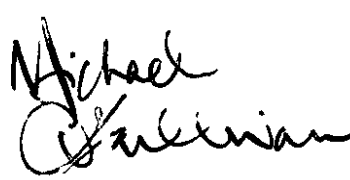
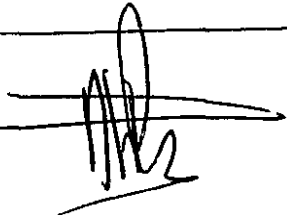
17th

day of

June

1999

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

NAME ADDRESS & OCCUPATION	SIGNATURE	WITNESS (signature, address & occupation)
<p>Michael Edward O'Sullivan 28 Fernwood Park Ave Toronto, On M4E 8G1 CANADA Chief Operating Officer</p>		<p>M. P. ... C... 55A ... Dr. ... 111+3-3413</p>
<p>Neil Edward Wells 1156 Huia Rd Huia AUCKLAND Barrister</p>		<p>W. ... Vet Nurse 2113 Caughy Pl Mt Albert</p>

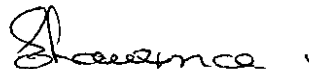
STATUTORY DECLARATION

I, Neil Edward Wells of Auckland, barrister, do solemnly and sincerely declare that

- 1 I am a trustee of the National Animal Welfare Trust
- 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

DECLARED at Auckland)
this 20th day of May 1999)
Before me)



Justice of the Peace

~~Solicitor of the High Court of New Zealand~~

THIS DEED is made the ² day of February 1999

BETWEEN

Michael O'Sullivan, chief operating officer of Toronto, Canada
(referred to as the "Settlor")

AND

Michael O'Sullivan, chief operating officer of Toronto, Canada

AND

Neil Wells, barrister of Auckland

AND

Michael Scott, telecommunications manager of Auckland

(collectively referred to as the "Board of Trustees")

WHEREAS

- A The Settlor wishes to create a trust and executes this deed to record the terms of trust
- B The Settlor gives one hundred dollars (\$100 00) to the Trust created by this deed, to promote the charitable objects set out in clause 4 of this deed
- C The Trustees have agreed to act as Trustees of the Trust and constitute the initial Board of Trustees of the Trust
- D The parties have agreed to enter into this deed specifying the purposes of the Trust and providing for its control and government

THIS DEED WITNESSES

1. Name

The name of the Trust shall be the "National Animal Welfare Trust"

2. Declaration of Trust

It is hereby irrevocably covenanted agreed and declared that the Trustees shall hold the said sum paid to them by the Settlor, together with any future assets which may at any

Certified true copy Original sighted

Dawson

Justice of the Peace/ Solicitor of the High Court of New Zealand
Date 20 / 05 / 1999

time or times be paid given or transferred to the Trustees by any other organisation company body or person to be held by the Trustees upon the Trusts and subject to and with the powers and provisions expressed and declared in this deed

3 Office

The office of the Trust shall be such place in New Zealand as the Board of Trustees may determine

4. Objects

The objects of the Trust are to promote principally in New Zealand effective means for the protection of animals, for the prevention of ill-treatment of and the relief of suffering to animals, and in furtherance of these purposes

- (a) To promote the protection and conservation of animals,
- (b) To maintain effective liaison and to seek co-operation with organisations in New Zealand and elsewhere in the world having similar objectives,
- (c) To encourage and develop by humane education individual responsibility for the protection of animals,
- (d) To initiate scientific studies of animal protection problems,
- (e) To seek observer status with inter-governmental organisations,
- (f) To advance the aims of the Trust by seeking the support and advice of all available moral, educational, legislative and scientific institutions

5 Administration of the Trust

The Trust shall be administered by a Board of Trustees ("the Board")

6 Structure of the Board of Trustees

6.1 Name of Board

The name of the Board shall be the "National Animal Welfare Trust Board"

6.2 Number of Board

The Board shall consist of not less than three (3) nor more than six (6) members. The initial members of the Board shall be the signatories to this deed

6.3 Payments to Board

Members of the Board shall be honorary PROVIDED THAT the members of the Board may be reimbursed for reasonable expenses incurred while on Board business at the sole discretion of the Board

7. Term of Office

Each Trustee shall hold office until he or she

- (a) dies, or
- (b) is declared bankrupt, or
- (c) is found to be a mentally disordered person within the meaning of the Mental Health Compulsory Assessment and Treatment Act 1992, or
- (d) indicates in writing that he or she wishes to resign, or
- (e) his or her appointment as a Trustee is terminated in accordance with clause 8, or
- (f) until an event occurs as specified in section 43 of the Trustee Act 1956, or

8. Termination of membership

The Board may by a motion decided by a two-thirds majority of votes, and the Settlor may by written notice, terminate a Trustee's membership of the Board if it is believed that such action is in the best interests of the Trust

9. Power to appoint Trustees

- 9.1 The Settlor may appoint any suitable person to be a Trustee to fill any vacancy that exists on the Board
- 9.2 The Settlor may appoint additional Trustees PROVIDED that the total number of Trustees shall not exceed six (6)
- 9.3 A Trustee may, with the consent of the Board, appoint any person to be an alternative Trustee in the Trustee's place but such appointment shall have effect only during such period as the Trustee shall be absent from New Zealand, and the Trustee may by written notice to the Board revoke or alter any such appointment of an alternative Trustee

10 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 Board may exercise in order to carry out its charitable objects are as follows

- (a) To incorporate as a Trust Board under the Charitable Trusts Act 1957, and

Handwritten signatures and initials at the bottom left of the page, including a signature that appears to be 'M.A.' and another that appears to be 'M.A.' with a vertical line through it.

- (b) To use the funds of the Trust as necessary or expedient for the purpose of attaining the objects of the Trust, and
- (c) To purchase, take on lease or licence, or in exchange or hire or otherwise acquire any land or personal property and any rights or privileges as necessary or expedient for the purpose of attaining the objects of the Trust, and to sell, exchange, bail or lease, with or without option of purchase, or in any manner dispose of any such property, rights or privileges as aforesaid, and
- (d) To carry on any business in New Zealand or elsewhere, and
- (e) To invest surplus funds in any way permitted by law for the investment of trust funds, and
- (f) To seek any declaration or Court order or initiate or participate in any similar proceedings for the enabling of the Board to carry any of its objects into effect, or to better achieve its objectives and to oppose any proceedings or application which may seem likely directly or indirectly to prejudice the interests of the Trust, and
- (g) To provide funds for the Trust's objects, or any of them and for that purpose to borrow or raise money from time to time without security and upon such terms as to priority and otherwise as the Board thinks fit, to give security by way of mortgage, debenture guarantee or otherwise over the whole or part of the property of the Trust, and
- (h) To employ staff or enter into contracts for the provision of services, for any purpose as necessary or expedient for the purpose of attaining the objects of the Trust and to manage, dismiss or terminate such contracts and
- (i) To effect insurances of whatever nature in respect of any property, by whatever means, for whatever consideration and upon terms and conditions as the Board thinks fit, and
- (j) To do all things as may from time to time appear desirable to enable the Board to give effect to and to attain the charitable purposes of the Trust

11. Employment

Under rule 10(h) the Board may employ as professional advisers, agents, officers and staff persons who are members of the Board

12. Income Tax Act 1976

- 12 1 Any income, benefit or advantage shall be applied to the charitable purposes of the Trust
- 12 2 No member of the Board or any person associated with a member 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

12 3 Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value)

12 4 The provisions and effect of this clause shall not be removed from this deed and shall be included and implied into any document replacing this deed

13 Proceedings of the Board

13 1 Meetings

The Board shall meet at such times and places as it determines, and shall elect a chair from amongst its members at its first meeting and thereafter annually

13 2 Chair

The chair shall preside at all meetings of the Board at which he or she is present. In the absence of the chair from the meeting the members present shall appoint one of their number to preside at that meeting

13 3 Officers

The Board shall appoint (and may dismiss) the offices of Secretary and Treasurer. These offices may be combined. The Secretary and Treasurer need not be members of the Board

13 4 Quorum

At any meeting of the Board a majority of members shall form a quorum and no business shall be transacted unless a quorum is present. For the purpose of determining whether there is a quorum, the absence of a Trustee at some point during the meeting will not affect the quorum, if there was a quorum at the meeting's commencement

13.5 Voting

All questions before the Board shall be decided by consensus. However, where a consensus decision cannot be reached on a question, it shall, unless otherwise specified in this deed, be put as a motion to be decided by a majority of votes. If the voting is tied the motion shall be lost

13.6 Minutes

The Secretary shall keep minutes of all Board meetings which shall be circulated to all Board members and be available at the office of the Trust for inspection by Board members at reasonable times

14 Accounts

14 1 True and fair accounts

The Board shall keep true and fair accounts of all money received or expended



14.2 Audit

The Board shall as soon as practicable after the end of every financial year of the Board cause the accounts of the Trust for that financial year to be audited by an accountant appointed by the Board for that purpose

15 Financial year

The financial year of the Board shall end on the 31st of December in each year or on such other dates as the Board may appoint

16 Delegation Powers**16.1 Power to delegate**

The Board may from time to time appoint any committee and may delegate in writing any of its powers and duties to any such committee or to any person, and the committee or person as the case may be, may without confirmation by the Board exercise or perform the delegated powers or duties in like manner and with the same effect as the Board could itself have exercised or performed them

16.2 Delegate bound

Any committee or person to whom the Board has delegated powers or duties shall be bound by the charitable terms of the Trust

16.3 Delegation revocable

Every such delegation shall be revocable at will and no such delegation shall prevent the exercise of any power or the performance of any duty by the Board

16.4 Delegate need not be a Trustee

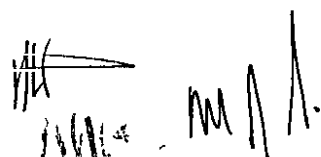
It shall not be necessary that any person who is appointed to be a member of any committee or to whom any delegation is made be a member of the Board

17. Limitation of Liability

The Trustees shall not be liable for (and shall be indemnified out of the Trust funds for) any loss or liability (not attributable to dishonesty or the wilful commission by the Trustee of any act known by the Trustee to be a breach of trust) which they may incur by reason of the exercise, manner of exercise or non-exercise of any of the powers, authorities or discretions conferred on them by this deed or by law

18 Alteration of deed

The Board may by consensus or pursuant to a motion decided by a two-thirds majority of votes by supplemental deed make alterations or additions to the terms and provisions of this deed PROVIDED THAT no such amendment shall



- (a) take effect unless it is confirmed in writing by the Board,
- (b) detract from the exclusively charitable nature of the Trust or result in the distribution of its assets on winding up or dissolution for any purpose that is not exclusively charitable,
- (c) be made to clause 12 unless it is first approved in writing by the Inland Revenue Department

19. Common Seal

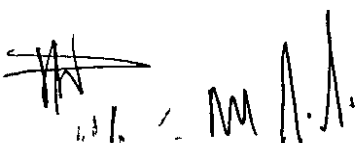
The Board shall have a Common Seal which shall be kept in the custody of the Secretary, or such other officer as shall be appointed by the Board and shall be used only as directed by the Board. It shall be affixed to documents only in the presence of and accompanied by the signature of two members of the Board.

20 Distribution of Surplus Assets

On the winding up of the Trust or on its dissolution by the Registrar, all surplus assets after the payment of costs, debts and liabilities shall be given to such exclusively charitable organisation or organisations within New Zealand of a similar nature to the Trust as the Board decides or, if the Board is unable to make such a decision, shall be disposed of in accordance with the directions of the High Court pursuant to section 27 of the Charitable Trusts Act 1957.

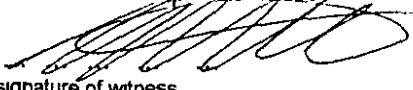
21 Interpretation

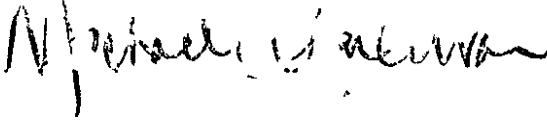
- 21.1 "Charitable purposes" shall have the meaning given to it in the Income Tax Act 1976 and the Charitable Trust Act 1957 and their amendments and if necessary, shall be restricted notwithstanding any expression herein to the contrary to such objects and powers to preserve the right to exemptions from tax on income.
- 21.2 "Trustees" refers to those Trustees for the time being in office pursuant to this deed.
- 21.3 "Trust assets" include all property of any kind, including any right, claim or interest, contingent or vested, future or present, legal or equitable.



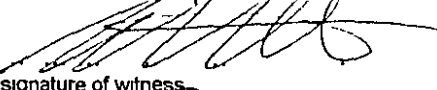
IN WITNESS WHEREOF this deed is duly executed

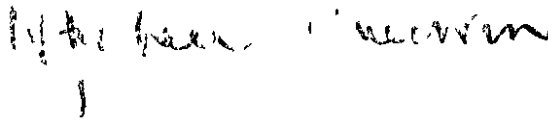
SIGNED by Michael O'Sullivan as Settlor in the presence of


signature of witness
Edite Ferreira
full name of witness
738 Crawford St, TORONTO
address
Operations Manager, HSL
occupation




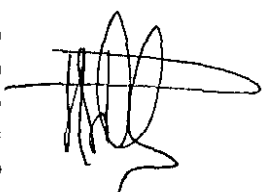
SIGNED by Michael O'Sullivan as Trustee in the presence of


signature of witness
Edite Ferreira
full name of witness
738 Crawford St, TORONTO
address
Operations Manager, HSL
occupation

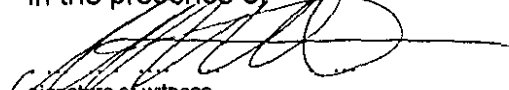


SIGNED by Neil Wells as Trustee in the presence of


signature of witness
ROY EDWARD STEVIN
full name of witness
1148 HWY RD
address
HWY
occupation RETIRED



SIGNED by Michael Scott as Trustee in the presence of


signature of witness
Edite Ferreira
full name of witness
738 Crawford St, TORONTO
address
Operations Manager, HSL
occupation

