

## Deed of Variation of Trust

Deed dated 3rd day of September 2007

### Parties

Scott William Grierson Macindoe of Auckland, Company Director, Thomas Patrick Fox of Auckland, Company Director, Martin John Irvine of Auckland, Company Director, William Russell Wane Wharerau of Auckland, Police Officer and Jason James Foord of Auckland, General Manager ("Trustees")

### Background

A By a certain Deed of Trust ("Trust Deed") dated the 31st day of August 2006 and made between Raniera Tei Tinga Tau, Business Consultant of Kaikohe, and the said Scott William Grierson Macindoe, Thomas Patrick Fox and Martin John Irvine it was declared and provided (inter alia) that the trust fund as therein defined should be held by the Trustees as therein defined upon the trusts and with and subject to the powers and provisions set forth in the Trust Deed.

B The Trustees are the present trustees under the Trust Deed.

C The following provisions of the Trust Deed provide for the revocation or amendment of the Trust Deed:

"21.1 Alteration of Deed: Subject to clause 21.2, the terms of this deed may be altered, added to, rescinded, or otherwise amended at any time by a resolution of the Board of Trustees passed with a majority of at least 75% of the trustees then in office.

21.3 Restriction on Alterations:

- a. No alteration, addition, rescission or other amendment shall be made which shall permit the Trust Fund to be applied for any purpose that is not a Charitable Purpose.
- b. No alteration, addition, revision or other amendment shall be made to clauses 4.1, 4.2, 16, 17, 18 or 22 shall be effective until approved by the Inland Revenue Department.
- c. No alteration to this clause 21.3 shall be permitted."

D The Trustees desire to exercise the said power to vary the Trust Deed by amending clause 8.1c to provide that the Secretary of the Board of Trustees who is appointed by the Board of Trustees not be a Trustee, and clause 8.5 as a consequential amendment.



## Covenants

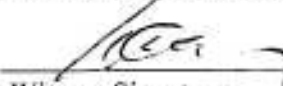
- 1 The Trustees declare that the Trust Deed shall be modified, varied or amended or added to as follows:
  - 1.1 Paragraph c of clause 8.1 of the Trust Deed is hereby deleted and substituted with the following:

“8.1 c A Secretary who shall be appointed by the Board of Trustees.”
  - 1.2 Clause 8.5 of the Trust Deed is hereby deleted and substituted with the following:

“8.5 The Secretary shall not be entitled to vote at meetings of the Board of Trustees.”
- 2 The Trust Deed shall be modified, varied, amended or added to as provided in clause 1 of this deed as from and inclusive of the date of this deed which is the date upon which it was executed by the Trustees.
- 3 In all other respects the terms of the Trust Deed shall remain unaltered.

## Execution

Signed by **Scott William Grierson Macindoe** as Trustee in the presence of:

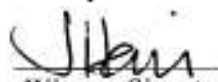
  
\_\_\_\_\_  
Witness Signature

  
\_\_\_\_\_

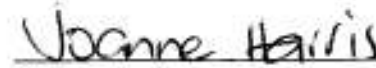
\_\_\_\_\_  
Name **B. A. GALLOWAY**  
**SOLICITOR**  
**38 RANGITOTO AVE**  
**AUCKLAND**  
\_\_\_\_\_  
Occupation

\_\_\_\_\_  
City of Residence

Signed by **Thomas Patrick Fox** as Trustee in the presence of:

  
\_\_\_\_\_  
Witness Signature

  
\_\_\_\_\_

  
\_\_\_\_\_  
Name

  
\_\_\_\_\_  
Occupation

  
\_\_\_\_\_  
City of Residence

Signed by **Martin John Irvine** as Trustee  
in the presence of:



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John  
Witness Signature

Joanne Harris  
Name

PA  
Occupation

Auckland  
City of Residence

Signed by **William Russell Wane**  
Wharerau as Trustee in the presence of:



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ac Sangster  
Witness Signature

Annette Sangster  
Name

Veterinary Nurse  
Occupation

Auckland  
City of Residence

Signed by **Jason James Foord** as Trustee  
in the presence of:



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P M Coulomb  
Witness Signature

Patricia Coulomb  
Name

Quality Manager  
Occupation

Auckland  
City of Residence