

No. 227101

IN THE MATTER of the Charitable Trusts Act 1957

AND

IN THE MATTER of THE ANTHROPOSOPHICAL SOCIETY IN NEW ZEALAND ("the Society")

DECLARATION ON ALTERATION OF BY-LAWS

I, SUE PATRICIA SIMPSON of Havelock North, General Secretary for the Anthroposophical Society of New Zealand do solemnly and sincerely declare as follows:

1. I am a member of the governing Council and the General Secretary of the Society and was present at the Special General Meeting of the Society on 16 February 2008 at which the alterations to the by-laws were passed.
2. The alteration of the by-laws of the Society as set out in the document annexed hereto marked with the letter "A" has been made in accordance with the Rules of the Society, with the requisite majority of the members of the society having approved the same by the members passing resolutions at a special general meeting of members which due notice was given to all members held on 16 February 2008.

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

DECLARED at Hastings
this 28th day of February 2008)
before me:)

Sue Simpson
S Simpson



A Solicitor of the High Court of New Zealand

NPC# 08

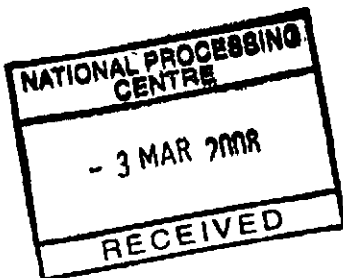
- 3 MAR 2008

DANIEL JAMES COWIE
SOLICITOR
HASTINGS

Anthroposophical Society - Declaration



SEP RUL



BYLAWS
OF
THE ANTHROPOSOPIHICAL SOCIETY IN NEW ZEALAND

1.0 Name

The name of the Society is: The Anthroposophical Society in New Zealand ("the Society").

2.0 Legal Status and Preliminary

- 2.1 The Society was incorporated on 23 November 1963 under the Charitable Trusts Act 1957.
- 2.2 The term "member" in these Bylaws shall mean a member of the Society.
- 2.3 These Bylaws were adopted by way of amendment on 16th February 2008.
- 2.4 The Society is a regional society within the General Anthroposophical Society ("GAS"), which has its centre at the Goetheanum, Dornach, Switzerland.

3.0 Purposes and Objects

- 3.1 The objects and purposes of the Society are the following charitable objects and purposes which are recognised by the Courts of New Zealand as being charitable, including the following:

The Society's objectives are expressed in the Principles given by Rudolf Steiner at the founding of the General Anthroposophical Society at Christmas, 1923.



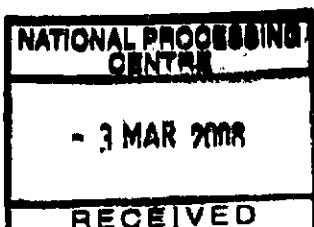
The Society is intended to be a community of human beings who desire to further the life of the soul – both in the individual and in human society – on the basis of a true knowledge of the spiritual world. This is to be attained not only by studying the works of spiritual science but also by fostering educational opportunities for those people in all walks of life who seek answers to contemporary issues out of a renewal of human culture. It is a purpose of the Society to cultivate Anthroposophy through artistic, scientific and educational activities (in the broadest sense of these concepts) and the Society intends to devote all reasonable means available to realise this purpose. This shall include the appropriate supporting of libraries and the provision of lectures and publications.

In carrying out those objects and purposes the Society:

- (i) Shall provide a public benefit, but
- (ii) Shall not result in any individual person receiving any private financial benefit or profit.

3.2 Notwithstanding Bylaw 3.1:

- (a) The Society shall be limited in furthering or attaining its objects to the advancement of charitable purposes in New Zealand, and
- (b) No member of the Society shall derive any personal pecuniary gain from membership of



- the Society, and
- (c) These Bylaws shall be read and interpreted subject to the provisions of Bylaw 3.1 which shall over-ride all other provisions in these Bylaws except to the extent that an ancillary non-charitable purpose is permitted under the Charities Act 2005.

3.3 Subject to Bylaws 3.1 and 3.2, the Society shall have power to:

- (a) Make regulations to advance the attainment of any of the above objects.
- (b) Do any act or thing incidental or conducive to the attainment of any of the above objects.

4.0 Powers

4.1 Subject to Bylaws 3.1 and 3.2, in addition to its statutory powers, the Society:

- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its objects, and for that purpose may employ such people, as may seem expedient,
- (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its objects as may seem expedient,
- (c) May invest in any investment in which a trustee might invest, and
- (d) Shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least ten clear days' written notice was given by circulation to all the members.

4.2 Notwithstanding any other provision, the Society shall not expend any money:

- (a) Other than to further purposes recognised by law, nor
- (b) For the sole personal or individual private financial benefit or profit of any member.

4.3 Any transactions between the Society and any member, officer or member of the Council, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Society would deal with third parties not associated with the Society, and any payments made in respect of such transactions shall be limited to:

- (a) A fair and reasonable reward for services performed,
- (b) Reimbursement of expenses properly incurred,
- (c) Usual professional, business or trade charges, and
- (d) Interest at no more than current commercial rates.

5.0 Membership

5.1 Application for membership of the Society shall be made on the Application for Membership form and sent to the General Secretary.

5.2 An applicant becomes a member of the Society at the moment membership of the GAS is granted by the Executive (Vorstand) of the GAS in Dornach.

5.3 A member of the General Anthroposophical Society transferring from another country may join the Society by applying to the General Secretary.

- 5.4 Members shall do nothing to bring the Society into disrepute.
- 5.5 Resignation of membership of the Society shall be notified by a written, signed declaration to the General Secretary, effective on notification to the Executive of the GAS in Dornach.
- 5.6 In the event of a member resigning also from the General Anthroposophical Society, or dying, the membership card shall be returned to the General Secretary.
- 5.7 The Council reserves the right to expel a member who fails to comply with the Bylaws. Such action will only be taken after consulting with local members and providing the member with the opportunity to respond.
- 5.8 The Council may terminate, without prejudice, the membership of any member who has not replied in any way whatsoever to the Society's reasonable attempts to reach such member and who has not communicated with the Society for two consecutive years in terms of Bylaw 11.2, and such termination shall be communicated to the last known address of the former member and to the executive of the General Anthroposophical Society.
- 5.9 Every member shall advise the Council or any person designated by the Council of any change of address.
- 5.10 The General Secretary shall cause a membership Register of Members to be kept recording their names and addresses and the dates each member became a member, which shall be kept private, may not be removed from the office where it is maintained, and may not be copied by any means whatsoever except for administrative purposes, but information about an individual member's address may be divulged to a bona fide enquiring member.
- 5.11 (a) The liability of members shall be limited to their subscriptions and any other debts they may have incurred to the Society.
 (b) The members shall not be personally liable for the obligations and contracts of the Society.
 (c) Members who have resigned or whose membership has been terminated shall have no claim of any nature whatsoever to any assets of the Society.
- 6.0 General Meetings**
- 6.1 The Annual General Meeting shall be held in each year at a time and place fixed by the Council.
- 6.2 Special General Meetings may be called by the Council or by written requisition to the Chairperson of the Council signed by not less than a 5% of the members.
- 6.3 Any member wishing to give notice of any motion for consideration at the Annual General Meeting shall forward written notice of the same to the Chairperson of the Council not less than eight weeks before the Annual General Meeting.

- 6.4 At least 42 clear days before any Annual General Meeting the Council shall post to all members written notice of the business to be conducted at the Annual General Meeting (including in the case of Annual General Meetings copies of the Annual Report, Statement of Accounts, a list of and information about nominees, and notice of any notices of motion).
- 6.5 At least 28 clear days before any Special General Meeting the Council shall post to all members written notice of the business to be conducted at the Special General Meeting.
- 6.6 The failure for any reason of any member to receive such notice shall not invalidate the meeting or its proceedings.
- 6.7 The quorum for General Meetings is 5% of all members.
- 6.8 Voting by proxy at General Meetings shall not be permitted.
- 6.9 Each member present at a General Meeting has one vote
- 6.10 All General Meetings shall be chaired by the Chairperson of the Council or in the Chairperson's absence by a person designated by the Council for the purpose, and any such chairperson shall only have a deliberative vote.
- 6.11 (a) Votes shall be exercised as follows:
 (i) At General Meetings voting shall be by voices, by show of hands or, at the request of the majority present or on demand of the chairperson, by secret ballot, and on any secret ballot each member shall be entitled to one vote.
 (ii) Unless otherwise required by these Bylaws, all questions shall be determined by a simple majority of those present and voting at the General Meeting.
 (b) A resolution passed by the required majority at any General Meeting or by postal ballot binds all members, irrespective of whether they were present at the General Meeting where the resolution was adopted or whether they voted.
- 6.12 The business of the Annual General Meeting shall include:
 (a) Minutes of the previous General Meeting(s),
 (b) Statement of Accounts,
 (c) Approval of a budget for the next financial year,
 (d) Approval of appointment of a person to review the financial accounts,
 (e) Election of the Council,
 (f) Motions of which notice has been given, and
 (g) General business.
- 6.13 A vote shall not be taken on matters concerning the Society's spiritual goals and tasks, which shall be handled only in free discussion.

7.0 Council

- 7.1 From the end of each Annual General Meeting until the end of the next, the Society shall be administered, managed and controlled by an executive Council consisting of not less than three members, and shall have full executive powers to carry out the aims and tasks of the Society and to handle any matter affecting the Society in New Zealand, and subject to these Bylaws and

the resolution of any General Meeting, the Council may exercise all the Society's powers, other than those required by statute or by these Bylaws to be exercised by the Society in General Meeting.

- 7.2 The three officers of the Council shall be the General Secretary, the Chairperson and the Treasurer.
- 7.3 The Council shall nominate one of its members as Chairperson and one of its members as Treasurer, both nominations to be ratified by the General Meeting.
- 7.4 The same person may not fill two offices. Should an office fall vacant the Council may fill the office until the next General Meeting.
- 7.5 The quorum at all Council meetings shall be three Council members or four Council members if the Council membership is six or more. Only Council members present in person or by electronic link shall be counted in the quorum and entitled to vote.
- 7.6 The Council shall maintain communication with the general membership and groups and branches.
- 7.7 The Council shall meet at such times and places and in such manner as it may think fit (including by telephone or video conference) and otherwise where and as convened by the Chairperson or General Secretary.
- 7.8 All Council meetings shall be chaired by the Chairperson or in the Chairperson's absence by some other Council member elected for the purpose by the meeting, and any such chairperson shall only have a deliberative vote.
- 7.9 Other than as prescribed by statute or these Bylaws, the Council may regulate its proceedings as it thinks fit.
- 7.10 Each member of the Council shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that officer's successor all books, papers and other property of the Society possessed by such former officer.
- 7.11 The Council shall cause a record to be kept of the minutes of all General Meetings and Council meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be *prima facie* evidence that that meeting was duly called and shall *prima facie* be a true and correct record of what occurred at that meeting.
- 7.12 The Council may employ any person or company to assist it to administer or manage the affairs of the Society.
- 7.13 Indemnity for Council:
 - (a) No member of the Council shall be liable for the acts or defaults of any other member of the Council or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
 - (b) The Council and each of its members shall be indemnified by the Society for all liabilities and costs incurred by them in the proper performance of the functions and

duties, other than as a result of their wilful default.

8.0 Appointment of Councillors

- 8.1 Council members shall be nominated by the Council in consultation with the general membership and confirmed at a General Meeting.
- 8.2 Council members, the General Secretary exempted, are appointed for four years and are eligible for re-nomination.
- 8.3 In the event of the number of Councillors falling below three and the Council failing to increase its numbers, nominations for Council members shall be delivered to the remaining Council members and shall be dealt with at a Special General Meeting or at the Annual General Meeting.

9.0 General Secretary

- 9.1 The General Secretary shall be appointed at an Annual General Meeting and shall hold office for an indefinite period as an ex-officio member of the Council.
- 9.2 Nominations for General Secretary shall be the subject of consultation between the various groups and the Council.
- 9.3 Appointment of the General Secretary must be confirmed by the Executive of the GAS in Dornach.
- 9.4 The office of the General Secretary shall become vacant for the following reasons:
- (a) On the General Secretary's death, resignation or loss of mental capacity,
 - (b) When a majority of members pass a motion of no confidence in the General Secretary at a General meeting, and
 - (c) On written notice from the Executive of the GAS in Dornach.
- 9.5 The General Secretary shall act as the Society's official representative with the Executive of the GAS in Dornach and the Anthroposophical Movement worldwide.

10.0 Registered Office

- 10.1 The Registered Office of the Society shall be where the General Secretary resides.

11.0 Finance

- 11.1 The Treasurer shall keep such books of account as may be necessary to provide a true record of the Society's financial position, report on the Society's financial position to any Council meeting, and present an annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) to the Annual General Meeting together with a budget for the next financial year.
- 11.2 Members shall be asked each year by the Council to respond to the Treasurer's appeal for funds by making a commitment to submit an annual, or more frequent, unconditional contribution or gift to the Society's funds, or otherwise communicate with the Council.

- 11.3 The Society shall submit to the GAS an annual amount, in consultation with the Executive at the Goetheanum in Dornach.
- 11.4 The Annual General Meeting each year shall appoint a person with a professional knowledge of financial accounts to examine and check the annual accounts of the Society and provide a statement of their verification which shall be included with the annual Financial Statements.
- 12.0 Execution of Documents**
- 12.1 The Common Seal of the Society shall be retained by the General Secretary.
- 12.2 Documents shall be executed for the Society pursuant to a resolution of the Council:
- (a) By affixing the Common Seal witnessed by the two members of the Council, or
 - (b) Where the document is not required by statute to be executed under common seal, by two members of the Council signing on behalf of the Society.
- 13.0 Group or Branch Bylaws**
- 13.1 Each Group or Branch in New Zealand, as recognised by the Society's Council, is free to make its own Bylaws for the conduct of its own affairs, provided such Bylaws in no way conflict with these Bylaws.
- 14.0 Alteration of Bylaws**
- 14.1 These Bylaws may be amended or replaced by resolution of any General Meeting passed by a two-thirds majority of those members present, provided that no amendment may be made which would:
- (a) Result in the Society's removal from the register of charitable entities under the Charities Act 2005 or alter the exclusively charitable nature or tax-exempt status of the Society,
 - (b) Alter the Bylaws restricting the purposes or objects of the Society to purposes or objects out of New Zealand,
 - (c) Alter the Bylaws precluding members from obtaining any personal benefit or profit from their membership, or
 - (d) Imperil the Society's status with the Inland Revenue Department as a Donee Organisation,
 - (e) Conflict with the provisions of the Charitable Trusts Act 1957 or Charities Act 2005, or
 - (f) Alter the Bylaws as to winding up.
- 14.2 Any proposed motion to amend or replace these Bylaws shall be given in writing to the Chairperson of the Council at least eight weeks before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 14.3 At least 42 clear days before the General Meeting at which any such proposal is to be considered the Council shall post written notice to all members of the proposed motion, of the reasons for the proposal, and of any recommendations from the Council in respect thereof.
- 15.0 Winding up**

- 15.1 The Society may be wound up under the provisions of the Charitable Trusts Act 1957.
- 15.2 If the Society is wound up, the surplus assets after payment of all debts, costs and liabilities shall be applied in accordance with the objects and purposes of the Society and the GAS and will be given or transferred to charitable organisations within New Zealand with similar objectives, as may be determined in accordance with the statute or resolution to wind up, but no distribution shall be made to any member.