

Mr Spooner

**ROYAL ANTEDILUVIAN ORDER OF BUFFALOES
TRUST**

[PRIVATE]

ANALYSIS

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A BILL INTITULED

**An Act to provide for the incorporation of a Trust Board
to acquire and hold upon trust the property of Lodges
of the Royal Antediluvian Order of Buffaloes Grand Lodge
5 of New Zealand of the Grand Lodge of England**

WHEREAS it is desirable in order to simplify the holding
of property of the Lodges hereinafter referred to that a
Trust Board be established with power and authority in the
circumstances and upon the conditions hereinafter set forth
10 to vest in itself real and personal property for the time being
belonging to any Lodge or the members thereof or held by
any person or persons upon trust for any Lodge or the
members thereof for the objects of the Order:

No. 105—1

Price 1s.

2 *Royal Antediluvian Order of Buffaloes Trust*

BE IT THEREFORE ENACTED by the General Assembly of New Zealand in Parliament assembled, and by the authority of the same, as follows:

1. **Short Title**—This Act may be cited as the Royal Antediluvian Order of Buffaloes Trust Act 1966. 5

2. **Interpretation**—In this Act unless the context otherwise requires,—

“Board” means the Trust Board established under this Act:

“Lodge” includes any Grand, District or Minor Lodge and any other group or organisation constituted or operating under or in accordance with the constitution and rules for the time being of the Order: 10

“Order” means the Royal Antediluvian Order of Buffaloes Grand Lodge of New Zealand of the Grand Lodge of England: 15

“Property” means land and any estate rights or interest therein and money, securities for money, and all other personal property whatsoever.

3. **Constitution of Trust Board**—(1) There is hereby established for the purposes of this Act, a Trust Board, to be called the Royal Antediluvian Order of Buffaloes Trust Board. 20

(2) The Board shall be a body corporate with perpetual succession and a common seal and shall be capable of holding real and personal property and of doing and suffering all that bodies corporate may do or suffer. 25

4. **Appointment of members of Board**—The Board shall consist of five members who shall be appointed by the Grand Lodge of the Order.

5. **Vacation of office**—(1) The office of any member of the Board shall be vacated if the member— 30

(a) Becomes bankrupt within the meaning of the laws relating to bankruptcy; or

(b) Is convicted of any crime punishable by imprisonment for a term of one year or upwards; or 35

(c) Becomes mentally defective and is received or detained in any mental hospital or other place as a mentally defective person under any Act for the time being in force relating to mental defectives; or

- (d) Becomes a protected person under the Aged and Infirm Persons Protection Act 1912; or
 - (e) Resigns his office by notice in writing to the Board; or
 - 5 (f) Is absent without leave from four consecutive meetings of the Board; or
 - (g) Ceases to be a financial member of the Order; or
 - (h) Is suspended, expelled, or secedes from the Order; or
 - (i) Dies while in office.
- (2) On the occurrence from any cause of a vacancy in the office of a member of the Board the Grand Lodge of the Order shall as soon thereafter as may be practicable appoint another member to fill such vacancy.
- (3) The Board may act notwithstanding any vacancy in its membership and the validity of any act of the Board shall not be affected or called in question by reason of any defect or informality in the appointment of any member thereof.

- 6. Meetings of Board—**(1) Meetings of the Board shall be held at such times and places as the Board or its Chairman from time to time determines.
- 20 (2) At any meeting of the Board three members personally present shall constitute a quorum.
- (3) All questions before the Board shall be decided by a majority of the valid votes recorded thereon.
- 25 (4) A resolution signed by all members of the Board shall be effective as a resolution of the Board without a meeting of the Board having been held to consider the question involved.

- 7. Chairman and Deputy Chairman of Board—**(1) The Board shall from time to time appoint from its members a Chairman and a Deputy Chairman. If the Chairman is absent from any meeting or if there is a vacancy in this office the Deputy Chairman may exercise and perform all the powers and duties of the Chairman.
- 30 (2) The Chairman shall preside at all meetings of the Board at which he is present. In the absence of both the Chairman and the Deputy Chairman the members present shall select one of their number to be Chairman for the purpose of that meeting.
- 35 (3) At any meeting of the Board the Chairman thereof shall have a deliberative vote and in the case of an equality of votes shall also have a casting vote.
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8. Procedure of Board—Subject to the provisions of this Act and to any direction given by the Grand Lodge of the Order the Board may regulate its procedure as it sees fit.

9. Offices of Board—The Board may from time to time appoint a secretary, a treasurer and such other officers and servants as it thinks fit and on such terms and conditions as it may determine and any such offices may be held concurrently with any other office. 5

10. Contracts of Board—(1) Any contract which if made between private persons must be by deed shall, if made by the Board, be in writing under the seal of the Board. 10

(2) Any contract which if made between private persons must be in writing signed by the parties to be charged therewith shall, if made by the Board, be either in writing under the seal of the Board or in writing signed by any member of the Board on behalf of and by direction of the Board. 15

(3) Any contract which if made between private persons may be made orally may be similarly made by or on behalf of the Board by any member acting by direction of the Board, but no oral contract shall be made involving the payment by the Board of a sum exceeding ten pounds. 20

(4) Notwithstanding anything in the foregoing provisions of this section, no contract made by or on behalf of the Board shall be invalid by reason only that it is not made in the manner prescribed by this section if it is made pursuant to a resolution of the Board or to give effect to a resolution of the Board. 25

11. Funds of Board—The funds required by the Board for the carrying out of the provisions of this Act shall be provided by the Grand Lodge of the Order or if Grand Lodge by resolution so authorises may be provided by a levy by the Board upon all Lodges for which the Board is holding real or personal property such levy to be made by the Board in such manner and in such proportions as Grand Lodge may by resolution determine. 30 35

12. Liability of Members of Board—No member of the Board shall be personally liable for any act done by or omitted by the Board or by any member thereof in good faith in the course of the operations of the Board.

- 13. Vesting of Property in Board—**(1) In any case where—
- 5 (a) At a general meeting of any Lodge at least three-quarters of the members personally present thereat vote in favour of a resolution of which written notice has been given to all financial members of that Lodge at least seven clear days before the date of that general meeting requesting the Board to exercise its vesting powers pursuant to this section in respect of all or any property owned by that Lodge or vested in trustees for such Lodge; or
- 10 (b) From the records of any Lodge owning property or beneficially interested in property it appears that the financial membership of that Lodge is less than five in number; or
- 15 (c) Any Lodge owning property or beneficially interested in property fails to meet for eight consecutive meeting nights or becomes closed or secedes; or
- 20 (d) All the trustees of any Lodge owning property or beneficially interested in property are dead or have been absent from New Zealand or are desirous of being discharged from all or any of the trusts or powers reposed in them or conferred upon them or refuse or are unfit to act or are incapable of acting therein—
- 25 then, subject to the provisions of this Act, the Board is hereby empowered and authorised in all or any of such cases from time to time by resolution of the Board to vest in the Board—
- (i) All property covered by any resolution passed by a Lodge in accordance with the provisions of paragraph (a) of this subsection:
- 30 (ii) All property owned by or beneficially held for any Lodge coming within the provisions of paragraph (b) or paragraph (c) of this subsection:
- (iii) All property held by trustees of any Lodge coming within the provisions of paragraph (d) of this subsection.
- 35 (2) Within fourteen days after the passing of a resolution of the Board vesting any property of a Lodge in it the Board shall give notice in writing thereof to the person or persons in whose name or names the property is held at the time of the passing of such resolution and shall forward a copy of such
- 40 notice to the Lodge whose property is affected thereby.

(3) The person or persons to whom such notice is given or the Lodge whose property is affected thereby may within three calendar months from the date of the resolution of the Board give notice in writing to the Grand Lodge of the Order objecting to the vesting to be effected by such resolution and in such case the following provisions shall apply: 5

(a) Every such objection shall be considered at the first meeting of the Grand Lodge of the Order held after the expiration of five weeks from the date of the receipt by the Secretary of Grand Lodge of notice of such objection and written notice of the date and place of that meeting shall be given to the objector or objectors at least seven clear days before the meeting: 10

(b) The objector or objectors shall be entitled to be heard upon the objection at that meeting either personally or by counsel solicitor or agent: 15

(c) The Grand Lodge of the Order shall consider whether the provisions of this Act have been complied with and if so whether the vesting in the Board of the property affected is likely to prejudice the objects for which such property is held by any person: 20

(d) If the Grand Lodge of the Order is satisfied that the provisions of the Act have not been complied with or that the vesting will be likely to prejudice the said objects or for any other reason vesting in the Board is undesirable it may by resolution determine that the resolution of the Board to which objection has been taken shall be void and of no effect. 25

(4) If within three calendar months from the date of the resolution of the Board no notice of objection thereto has been given to the Grand Lodge of the Order or if after receipt of any such notice Grand Lodge does not at its first meeting held after the expiry of five weeks from the date of receipt by the Secretary of Grand Lodge of such notice resolve that the resolution of the Board shall be void and of no effect then the property referred to in such resolution shall without any transfer conveyance or assignment vest in the Board. 30 35

(5) The Board shall hold any property vested in it pursuant to the provisions of this Act upon the trusts and with the powers following: 40

(a) Upon trust to permit the same to be used only by or for the purposes of the Lodge concerned as the Lodge shall by resolution direct and sanction:

- 5 (b) Upon trust with such direction and sanction from time to time to lease let on hire or bail the whole or any part of the property subject to the trusts herein stated and to purchase take on lease hire or otherwise acquire other real or personal property to be held on the trusts herein stated:
- 10 (c) Upon trust with such direction and sanction to sell or exchange any property subject to the trusts herein stated and no longer required by the Lodge concerned:
- 15 (d) With like direction and sanction the Board shall have power to mortgage or charge any property subject to the trusts herein stated to secure the payment of moneys borrowed or owing by the Lodge concerned for the purposes of such Lodge and the Board shall have power to limit its liability on any such mortgage or charge to the property vested in it on behalf of the Lodge concerned:
- 20 (e) All moneys received by the Board pursuant to the trusts herein stated shall be held upon trust for the Lodge concerned and shall be applied as directed and sanctioned by such Lodge and the receipt of the secretary or treasurer of such Lodge shall be a sufficient discharge to the Board which shall not be required to see to the application thereof:
- 25 (f) If the Lodge concerned so directs and sanctions the Board shall permit the Lodge or a committee appointed by it to have the general control and management of any property vested in the Board on behalf of such Lodge and if such committee is appointed the Board shall with reference to such property act in accordance with the direction and sanction of the committee:
- 30 (g) The Board shall not be obliged to insure or see to the insurance repair or maintenance of any property vested in it all of which matters shall be the responsibility of the Lodge concerned:
- 35 (h) A duly certified copy of the minutes of any Lodge or committee thereof shall be sufficient proof of the matters therein contained and may be acted upon
- 40 by the Board without further evidence or authority.

14. Vesting subject to existing charges—All vesting of property in accordance with this Act shall in every case be subject to and without prejudice to any mortgage lien charge lease or other encumbrance or liability and to any trusts powers contracts and equities affecting the same at the time of vesting and shall also be subject to such further trusts powers and conditions not inconsistent with any existing trusts powers contracts and equities affecting the same as may from time to time be prescribed by the Lodge on whose behalf the property is held by the Board. 5 10

15. Limitation of liability of Board—The Board shall not except to the extent of the property held by it on behalf of any Lodge be responsible either in contract or in tort or otherwise for loss or damage arising from any act, deed, default, negligence or omission of such Lodge or of any person or persons acting by or with the authority of such Lodge or otherwise howsoever either in respect of the said property or in any other respect. 15

16. Evidence of vesting—A statutory declaration made by not less than two members of the Board to the effect that any real or personal property described therein has vested in the Board in accordance with the provisions of this Act shall be taken as sufficient evidence for all purposes of the fact and validity of such vesting and the right of the Board to be registered as proprietor of such real and personal property. 20 25

17. Protection of dealings with Board—Any person dealing with the Board in respect of any real or personal property vested in it shall not be concerned to inquire whether any such dealing constitutes a breach of trust nor shall any such person be required to see to the application of the proceeds of any such dealing and the Board shall so far as any such person is concerned be deemed to have the same powers of sale lease mortgage or other disposition over that property as if it were the absolute owner thereof. 30

18. Registration of title—All District Land Registrars, Registrars of Deeds and other persons having charge of any register showing the ownership of any real or personal property shall on written application under the seal of the Board supported by a statutory declaration made by any two members of the Board of compliance with the provisions of this Act and accompanied by the relevant documents of title or a statutory 35 40

declaration accounting to the satisfaction of the District Land Registrar or other persons as aforesaid for the absence thereof register the Board as the proprietor or owner of any real or personal property vested in the Board in accordance with the provisions of this Act.

19. Delivery of property and documents of title—All persons having the custody or control of any deeds documents of title pass books certificates of ownership or other papers affecting the title to any real or personal property vested in the Board pursuant to the provisions of this Act shall be and they are hereby required upon a request in writing signed by not less than two members of the Board to deliver the same to the Board.

20. Crown not liable for loss—The Crown shall not under any circumstances be liable for compensation for any loss damage or deprivation caused or occasioned by anything done or permitted by reason of the provisions of this Act.

21. Receipt of secretary etc. to be sufficient discharge—The receipt of any secretary, treasurer or agent of the Board duly authorised in that behalf shall be a good and valid discharge for all moneys paid to him on behalf of the Board and shall exonerate the person paying the same from seeing to the application thereof.

22. Service of notices—(1) Any notice required or authorised by this Act to be served on any person shall be delivered to that person, and may be delivered to him either personally or by posting it by registered letter addressed to that person at his last known place of abode or business in New Zealand. A notice so posted shall be deemed to have been served at the time when the registered letter would in the ordinary course of post be delivered.

(2) If the person is absent from New Zealand, the notice may be delivered as aforesaid to his agent in New Zealand. If he is deceased, the notice may be delivered as aforesaid to his personal representative.

(3) If the address of any person is not known, or he is absent from New Zealand and has no known agent in New Zealand, or is deceased and has no personal representative, the notice shall be delivered in such manner as may be directed by an order of the Court.

(4) Notwithstanding anything in the foregoing provisions of this section, the Court may in any case make an order directing the manner in which any notice is to be delivered or dispensing with the delivery thereof.

(5) This section does not apply to notices served in connection with proceedings in the Court. 5

(6) In this section the expression "the Court" means any Court having jurisdiction in regard to the matter in question and includes a Magistrate's Court.

23. Contracts made prior to vesting—All contracts validly made by any person in whom any real or personal property was vested before the vesting of the same in the Board in accordance with the provisions of this Act shall in respect of such real or personal property and to the extent of such property and no further be binding on the Board as if such contracts had been made by the Board. 10 15

24. Private Act—This Act is hereby declared to be a Private Act.