
**SUPPLEMENTARY AGREEMENT TRANSFER OF
PROPRIETORSHIP
Marcellin College Auckland**

Shanahan Law
Barristers & Solicitors
Wellington, New Zealand

DEED dated ~~24~~ ²⁴ March ~~January~~ 2008

PARTIES

THE NEW ZEALAND MARIST BROTHERS TRUST BOARD ("Original Proprietor")

MARCELLIN COLLEGE LIMITED ("New Proprietor")

HER MAJESTY THE QUEEN ACTING BY AND THROUGH THE MINISTER OF EDUCATION ("Minister of Education")

INTRODUCTION

- A. The Original Proprietor and the Minister of Education pursuant to section 7(2) of the Private Schools Conditional Integration Act 1975 by deed of agreement dated 30 March 1983 as varied by supplementary agreements ("**Integration Agreement**") established Marcellin College Auckland ("**School**") as an integrated school.
- B. The Original Proprietor established a company under the Companies Act 1993 known as "Marcellin College Limited" to be the New Proprietor of the School subject to the Integration Agreement and the written approval of the Minister of Education.
- C. The Minister of Education is satisfied that the New Proprietor is a suitable candidate to fulfil the role of Proprietor of the School, and is capable of discharging such proprietor responsibilities under the Integration Agreement and Private Schools Conditional Integration Act 1975 ("**Integration Act**"), including responsibility for supervising, maintaining and preserving the education with a special character provided by the School, as defined in the Integration Agreement. On that basis, the Minister of Education agreed to the Original Proprietor transferring the School subject to the Integration Agreement to the New Proprietor on the condition that the parties record their intention to transfer in writing.
- D. The Original Proprietor and the Minister of Education signed a supplementary agreement dated 11 November 2004 to record the parties' mutual intention to transfer of the Integration Agreement for the School to the New Proprietor. The New Proprietor was not a party to that supplementary agreement.
- E. The Original Proprietor, the New Proprietor and the Minister of Education, following legal advice, agree that it is necessary for each party to sign this deed in support of the supplementary agreement evidencing the intention of the Minister of Education and the Original Proprietor to transfer of the proprietorship of the School to the New Proprietor, in order to record their agreement and give legal effect to the transfer of proprietorship.

PH
JTB

OPERATIVE PROVISIONS

1. TRANSFER OF PROPRIETOR OF SCHOOL

- 1.1 The Original Proprietor hereby transfers all its right title and interest as proprietor of the School under the Integration Agreement to the New Proprietor as from the Effective Date.
- 1.2 The New Proprietor hereby accepts the transfer of the interest of the Original Proprietor as proprietor of the School under the Integration Agreement as from the Effective Date and agrees to be bound by all the terms of the Integration Agreement and accepts all applicable obligations, duties and responsibilities of proprietor of the School as prescribed under the Integration Act.
- 1.3 The Minister of Education hereby releases the Original Proprietor from all obligations, duties and responsibilities held by it under the Integration Agreement and under the Integration Act, and consents to the transfer of the interest of the Original Proprietor of the School under the Integration Agreement to the New Proprietor as from the Effective Date.

2. EFFECTIVE DATE

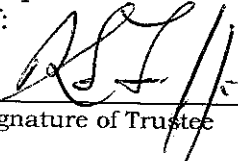
- 2.1 The effective date of this supplementary agreement is the date it is signed by all parties as evidenced by the date of this deed ("**Effective Date**").

3. CONFIRMATION OF INTEGRATION AGREEMENT

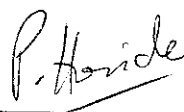
- 3.1 The New Proprietor and the Minister of Education hereby confirm that in all other respects the Integration Agreement for the School as amended by this supplementary agreement is confirmed.

SIGNED AS A DEED

THE COMMON SEAL OF THE NEW ZEALAND MARIST BROTHERS TRUST BOARD as the Original Proprietor was affixed in the presence of:



Signature of Trustee



Signature of Trustee





THE COMMON SEAL OF MARCELLIN COLLEGE LIMITED as the New Proprietor was affixed in the presence of:

T. G. Costello
Signature of Director

D. McDermid
Signature of Director

SIGNED for and on behalf of HER MAJESTY THE QUEEN by the HON CHRIS CARTER Minister of Education in the presence of:

[Signature]
Hon Chris Carter

Witness to signature:

Melinda Bell
Signature of witness

M Bell
Name of witness

Private Secretary
Occupation

Lough Hutth
City/town of residence

TWB
PH [Signature]