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**McAULEY TRUST**  
**St Catherine's College Kilbirnie Wellington**  
**Transfer of Proprietorship under**  
**Integration Agreement**

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**Shanahan Law**  
Barristers & Solicitors  
Wellington, New Zealand

DEED dated 10 <sup>May</sup> ~~March~~ 2006

**PARTIES**

**McAULEY TRUST ("McAuley Trust")**

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

**INTRODUCTION**

- A. The Sisters of Mercy (Wellington) Trust Board ("**Sisters of Mercy Wellington**") as the owner of St Catherine's College Kilbirnie, Wellington ("**St Catherine's College**") and the Minister of Education signed an Integration Agreement dated 26 March 1983 ("**Integration Agreement**") pursuant to section 7 (2) of the Private Schools Conditional Integration Act 1975.
- B. The Sisters of Mercy Wellington and the Minister of Education have signed the following Supplementary Agreements dated 1 May 1984, 12 September 1994, 8 November 1995, 9 February 1998, 9 April 1999, 9 April 1999, 12 February 2003 and 19 May 2005. These Supplementary Agreements amending the Integration Agreement for St Catherine's College are included in the term "Integration Agreement".
- C. The McAuley Trust is incorporated as a Trust Board under the Charitable Trusts Act 1957. The High Court of New Zealand Wellington Registry approved a Scheme under the Charitable Trusts Act 1957 for the amalgamation of the applicant trusts into one amalgamated trust, the McAuley Trust by Order dated 12 December 2005 ("**Court Order**"). The Court Order provided that the Sisters of Mercy Wellington being one of the applicant trusts was amalgamated with the McAuley Trust and that the McAuley Trust succeed to all the property of the Sisters of Mercy Wellington which includes St Catherine's College. The Court Order inter alia provided as follows:
  - 1. That the Scheme under Part III of the Charitable Trusts Act 1957 submitted by the applicant be approved by the Court in terms of the following orders:
    - (a) That the Court approve the amalgamation of the applicant trusts into one amalgamated trust, namely the seventh-named applicant, the McAuley Trust on the trusts set out in the trust deed for the McAuley Trust
    - (b) That the amalgamated trust, namely the McAuley Trust, succeed to all the property (meaning property of every kind whether tangible or intangible, real or personal, corporeal or incorporeal and including rights, interests and claims of every kind in relation to ~ property however they arise and any estate or interest in any real or personal property, and any thing in action), rights, interests, powers, privileges, trusts, contracts, engagements and authorities of each of the seven applicants.

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- (d) An order that the McAuley Trust succeed to all the debts and liabilities and obligations of each of the applicants.
  - (e) An order that actions, arbitrations and proceedings pending by, or against, each of the applicants may be continued by, or against, the McAuley Trust.
  - (f) An order that a conviction, ruling, order or judgment in favour of; or against, an applicant may be enforced by, or against, the McAuley Trust.
  - (g) An order that the effect of this amalgamation and succession shall be a settlement by the applicants on the McAuley Trust for the purposes of the Goods and Services Tax Act 1985.
- 2. That where any property is held on a register other than the register under the Land Transfer Act 1952, effect to these orders be given by registration of a transmission to the amalgamated trust board, the McAuley Trust. Where any property is held on a register under the Land Transfer Act 1952, effect be given to these orders by the Registrar General of Land, on service of a duplicate copy of these orders, entering a memorandum on the register effecting the transfer of property to the amalgamated trust board, the McAuley Trust.
  - 3. That the applicants take all necessary steps, following the making of these orders, to have all of the applicants, other than the McAuley Trust, removed from the Register of Incorporated Societies.
- D. The Sisters of Mercy Wellington was removed from the Register of Charitable Trusts on 10 February 2006 pursuant to the Court Order.
  - E. The ownership of St Catherine's College has been transferred to the McAuley Trust pursuant to the Court Order.
  - F. The Minister of Education has agreed that the Integration agreement for St Catherine's College be transferred to the McAuley Trust as proprietor in accordance with the Court Order, subject to the parties entering into this supplementary deed of agreement to the Integration Agreement pursuant to section 7 (9) of the Private Schools Conditional Integration Act 1975.

## **OPERATIVE PROVISIONS**

### **1. TRANSFER OF INTEGRATION AGREEMENT**

- 1.1 The McAuley Trust pursuant to the Court Order effective 12 December 2005 ("**Effective Date**") is the owner of St Catherine's College and the proprietor under the Integration Agreement.
- 1.2 The McAuley Trust as the proprietor of St Catherine's College agrees to be bound by all the terms of the Integration Agreement.
- 1.3 The Minister of Education consents to the transfer of the Integration Agreement for St Catherine's College to the McAuley Trust as proprietor as from the Effective Date.

*Handwritten signature and initials:*  
 @ [Signature]  
 n.a.b

**2. VARIATIONS TO INTEGRATION AGREEMENT**

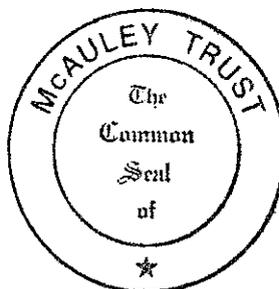
2.1 The McAuley Trust as the proprietor of St Catherine's College and the Minister of Education hereby agree that the Integration Agreement is amended by deleting the name of "The Sisters of Mercy (Wellington) Trust Board" as the proprietor wherever it occurs and substituting in its place the name of the "McAuley Trust" as the proprietor.

**3. CONFIRMATION OF INTEGRATION AGREEMENT**

3.1 The McAuley Trust as the proprietor and the Minister of Education hereby confirms that in all other respects the Integration Agreement for St Catherine's College as amended by this Supplementary Deed of Agreement is confirmed.

**SIGNED AS A DEED**

**THE COMMON SEAL OF THE McAULEY TRUST** was affixed in the presence of:



Ray J. Bakerwood.  
Signature of Trustee

Wenue M. [Signature]  
Signature of Trustee

**SIGNED** for and on behalf of **HER MAJESTY THE QUEEN** acting by and through **THE MINISTER OF EDUCATION** by **Kathy Phillips**, Senior Manager National Operations, Ministry of Education the presence of:

[Signature]

K Phillips

Graeme Marshall  
Acting Senior Manager  
National Operations.

Witness to signature:

[Signature]  
Signature of witness

Theresa Webb  
Name of witness

Advisor  
Occupation

Wellington.  
City/town of residence