

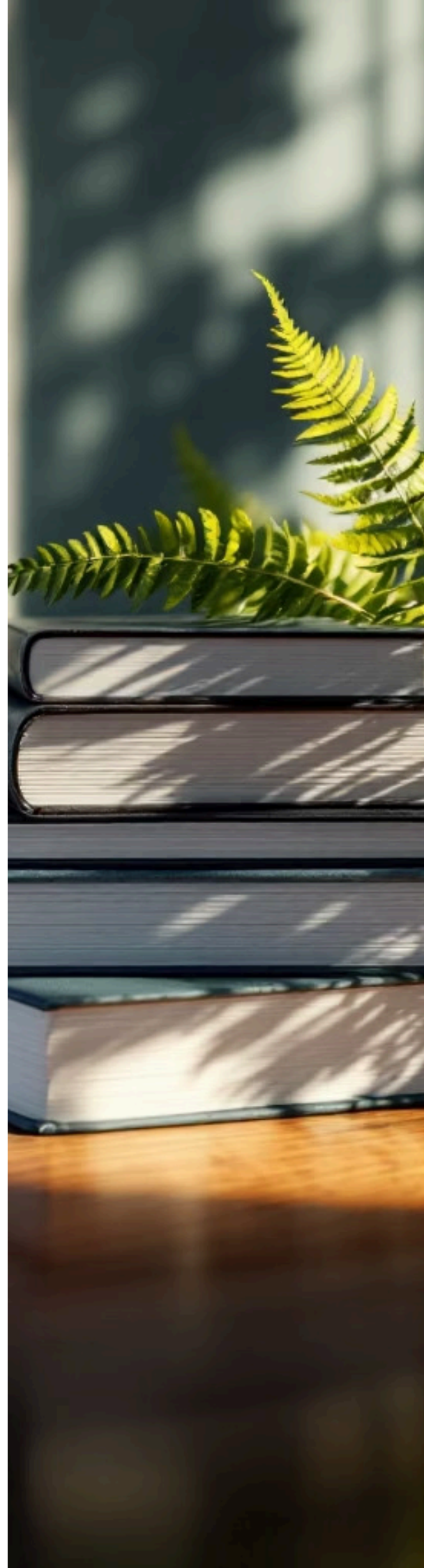
PROPRIETOR TRUST BOARD DEED

This resource outlines the legal foundation of the proprietor's trust deed or constitution. It sets out the proprietor's existence, defining its purpose, powers, and operational framework. It dictates how the proprietor will uphold its responsibilities, particularly regarding the school's special character and property.

Effective governance depends on maintaining and regularly reviewing these key documents.

State-Integrated School Board Professional Development
and Learning Series

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The Trust Deed or Constitution

A Trust Deed (for a Trust) or Constitution (for an Incorporated Society or other legal entity) is the critical legal instrument that establishes and governs the proprietor entity of a state-integrated school. This document is the legal foundation of the proprietor's existence, defining its purpose, powers, and operational framework. It dictates how the proprietor will uphold its responsibilities, particularly regarding the school's special character and property.

Key Elements of the Document

- **Purpose:** Clearly states the proprietor's objectives, often centered on establishing and maintaining the school in line with its special character.
- **Governance Structure:** Outlines the composition, roles, and responsibilities of trustees or board members, including how they are appointed, removed, and their terms of office.
- **Operational Rules:** Details meeting procedures, quorum requirements, decision-making processes, and financial management protocols.
- **Powers and Limitations:** Specifies the legal powers of the proprietor and any limitations on its activities.
- **Asset Management:** Defines how property and other assets owned by the proprietor, crucial for the school, are managed and protected.

The Proprietor's Legal Foundation

This document is the legal foundation upon which the proprietor's authority and existence rest. It grants the legal standing to enter into the Integration Agreement, own the school's property, and ensure the preservation of its special character.

- **Legitimises Authority:** Provides the legal basis for all proprietor actions and decisions.
- **Ensures Continuity:** Establishes clear rules for succession and operation, safeguarding the entity's long-term stability.
- **Protects Special Character:** Embeds the proprietor's commitment to the school's unique ethos.
- **Guides Decision-Making:** Serves as a primary reference for sound governance and accountability.

Maintaining Relevance: The Review Cycle

To ensure continued effectiveness and compliance, the Trust Deed or Constitution should not be a static document. A regular review cycle is essential to adapt to changing legal landscapes, best practices, and the evolving needs of the school community.

Regular Review

Initiate a comprehensive review process every 3–5 years to assess the document's relevance.

Legislation Alignment

Confirm the document aligns with current legislation, including the Education and Training Act 2020 and relevant trust/corporate laws.

Best Practice Evaluation

Evaluate against modern governance best practices, ensuring clarity in roles, responsibilities, and decision-making.

Operational Fit

Assess whether the document accurately reflects the current operations and strategic direction of the proprietor and the school.

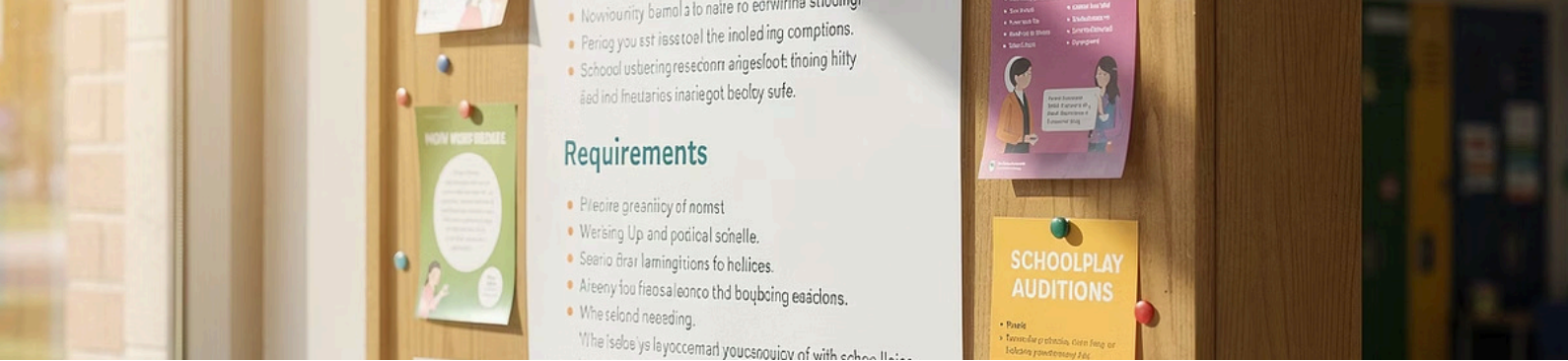
Common Issues to Address During Review

During the review, proprietors should actively look for areas of potential misalignment or outdated content:

- **Outdated Clauses:** Provisions that no longer serve their original intent or conflict with current law.
- **Unclear Succession Planning:** Ambiguities in how new trustees are appointed or removed, leading to governance gaps.
- **Misalignment with School Operations:** When the document's provisions do not reflect the current realities or needs of the school.
- **Lack of Flexibility:** Clauses that are too rigid and hinder the proprietor's ability to respond to change.

Crucial 3 Year Review

A thorough review of your Trust Deed or Constitution every 3 years is not merely recommended but critical to maintaining legal standing and effective governance. This proactive approach safeguards the proprietor's mission and the school's special character.



Further advice

For any proprietor that is a **registered charity** there is now a requirement under the Charities Act 2005 to review your governance documents and processes every three years.

Further guidance for charities is freely available on the Parry Field [website](#) . APIS works alongside Parry Field for our legal advice.

<https://www.parryfield.com/not-just-another-governance-burden-for-charities/>

https://www.parryfield.com/wp-content/uploads/2024/06/Part-2_Governance_Charities-Healthcheck_PF.pdf

<https://www.parryfield.com/wp-content/uploads/2026/02/Charities-in-NZ-Guide-Parry-Field-Lawyers-Jan26.pdf>

Support Network

It is important to know who is there to support and guide you in your role as a Proprietor. Your primary contacts are:



APIS - For free advice and support, training, and workshops.



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