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1972, No. 4—*Private*

**An Act to constitute and incorporate the Auckland Agricultural Pastoral and Industrial Shows Board and to empower the Cornwall Park Trust Board to grant a lease**

[20 October 1972]

WHEREAS the Auckland Agricultural and Pastoral Association is the lessee of land from the Cornwall Park Trust Board in the Borough of One Tree Hill upon which it holds its annual show: And whereas in 1953 the said Association entered into a joint venture with the Auckland Manufacturers' Association for the holding of a joint annual Easter Show: And whereas both Associations desire that the said joint venture should have separate corporate existence, with the said lease and all the assets of the said joint venture vested in it, and that such corporate body should enjoy all the rights and privileges of an Agricultural and

Pastoral Association under the provisions of the Agricultural and Pastoral Societies Act 1908: And whereas the Cornwall Park Trust Board has no objections to the provisions of this Act: And whereas it is not possible to attain all the objects of this Act otherwise than by legislation:

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 Auckland Agricultural Pastoral and Industrial Shows Board Act 1972.

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

“Board” means the Auckland Agricultural Pastoral and Industrial Shows Board constituted under section 3 of this Act:

“Board’s property” means any property for the time being vested in the Board; and any reference in this Act to land comprised in the Board’s property shall include land in which the Board has an interest under any lease, tenancy, agreement, or licence:

“Charitable” includes every charitable purpose whether it relates to the relief of poverty, the advancement of education or religion, or any other matter beneficial to the community.

“Joint venture” means the joint venture between the two constituent associations recorded in agreements dated the 18th day of November 1953 and the 28th day of August 1957:

“Two constituent associations” means the Auckland Agricultural and Pastoral Association duly incorporated under the Agricultural and Pastoral Societies Act 1908 and the Auckland Manufacturers’ Association duly incorporated under the Industrial Societies Act 1908:

**3. Auckland Agricultural Pastoral and Industrial Shows Board established**—(1) There is hereby constituted a Board to be called the Auckland Agricultural Pastoral and Industrial Shows Board.

(2) The Board shall be a body corporate with perpetual succession and a common seal, and may do and suffer all that bodies corporate may do and suffer.

**4. Agricultural and Pastoral Societies Act applied—**  
The provisions of the Agricultural and Pastoral Societies Act 1908 (other than sections 7 to 9 of that Act and subsection (2) of section 2, and section 3, of the Agricultural and Pastoral Societies Amendment Act 1912) shall, so far as they are not inconsistent with the provisions of this Act, apply to the Board as if it were a society within the meaning of the Agricultural and Pastoral Societies Act 1908.

**5. Vesting of property—**(1) The leasehold interest of the Auckland Agricultural and Pastoral Association more particularly described in the First Schedule to this Act and the assets described in that Schedule are hereby vested in the Board, subject to all debts and liabilities and charges (if any) affecting the same.

(2) The Board shall indemnify the two constituent associations against and take over and satisfy all contractual obligations, debts, and liabilities of the Auckland Agricultural and Pastoral Association and of the joint venture concerning, incurred, or arising from the holding of the annual show of the Auckland Agricultural and Pastoral Association and the Easter Show respectively and existing immediately before the commencement of this Act.

(3) Nothing in this Act shall affect or prejudice any existing rights or remedies against the two constituent associations or either of them possessed by the lessor of the land described in the First Schedule to this Act or by any persons having contractual relations with or being creditors of the two constituent associations or either of them.

**6. Powers of Board in relation to property—**(1) Subject to the provisions of this section, the Board shall hold its property and use, occupy, manage, and control it for the purposes of the objects set out in section 8 of this Act.

(2) If the Auckland Manufacturers' Association is wound up or withdraws from the Board the Board shall forthwith transfer its property to the Auckland Agricultural and Pastoral Association.

(3) Subject to the provisions of this section, if the Auckland Agricultural and Pastoral Association is wound up or withdraws from the Board, the Board shall hold its property on trust for such charitable body whose constitution empowers it to conduct manufacturing and industrial shows as may be nominated, with its consent, by the Auckland Manufacturers' Association within 6 months after the winding up or withdrawal; and on such nomination the Board shall forthwith transfer its property to that body which shall hold it for its general purposes.

(4) If a majority of at least 75 percent of the members of the Board resolve that the Board be dissolved, the following provisions shall apply:

(a) Subject to paragraph (c) of this subsection, the Auckland Agricultural and Pastoral Association shall, within 3 months after the date of the resolution, advise the Board whether or not it wishes to continue conducting shows and for that purpose to hold the Board's property. If it does so advise the Board, the Board shall forthwith transfer its property to the Auckland Agricultural and Pastoral Association which shall hold it for its general purposes:

(b) Subject to paragraph (c) of this subsection, if the Auckland Agricultural and Pastoral Association advises the Board that it does not wish to continue to conduct shows, or fails to give any advice within the time allowed, and the Auckland Manufacturers' Association determines that the objects of this Act should be continued, the Board shall hold its property on trust for such charitable body whose constitution would empower it to carry on the objects of this Act as may be nominated, with its consent, by the Auckland Manufacturers' Association within 9 months after the date of the resolution; and on such nomination the Board shall forthwith transfer its property to that body which shall hold it for its general purposes and for the purposes of this Act:

(c) If both of the constituent associations advise the Board, within 3 months after the date of the resolution, that agricultural and industrial shows should be separately held and administered, the Board shall forthwith transfer its leasehold interest in the land described in the First Schedule to this Act or

any other interest in land held for the same purpose to the Auckland Agricultural and Pastoral Association; and the remainder of all surplus assets after payment of all costs, debts, and liabilities, whether present or contingent, shall be divided into 2 halves. The Board shall transfer one half to the Auckland Agricultural and Pastoral Association, which shall hold it for its general purposes. The other half shall be held by the Board on trust for such charitable body whose constitution empowers it to conduct manufacturing and industrial shows as may be nominated, with its consent, by the Auckland Manufacturers' Association within 9 months after the date of the resolution; and on such nomination the Board shall forthwith transfer that half to that body which shall hold it for its general purposes. If such leasehold interest or other interest has been sold or otherwise disposed of before the date of the resolution, the Board shall transfer to the Auckland Agricultural and Pastoral Association assets equal to the value of the leasehold interest or other interest as at the date of sale or other disposal before dividing the surplus assets as hereinbefore set out. A valuation of such leasehold interest or other interest shall be made, before it is sold or otherwise disposed of, by a registered valuer appointed for the purpose by a resolution agreed to by a majority of at least 75 percent of the members of the Board:

- (d) If neither Association wishes to continue to conduct shows, or if the Auckland Manufacturers' Association does not nominate a suitable charitable body under this section, or if for any other reason the provisions of this section relating to the disposal of assets become inoperable, the Board shall dispose of its surplus assets, or part thereof, as the case may require, after the payment of all costs, debts, and liabilities, whether present or contingent, for such charitable purposes as may be determined by the Governor-General on the advice of the Attorney-General.
- (5) When the transfer or disposal of all of the Board's property under subsection (2) or subsection (3) or subsection (4) of this section has been completed, the Board shall be dissolved.

(6) On the transfer or disposal of any property to any association or charitable body under this section—

(a) The property shall not be used or be available for use for the private pecuniary gain of any member of the association or body; and

(b) The association or body shall assume the liability for all debts, liabilities, obligations, and covenants, whether present or contingent, affecting the property, and indemnify against the same—

(i) The Auckland Manufacturers' Association and its members, if the property has been transferred to the Auckland Agricultural and Pastoral Association:

(ii) The Auckland Agricultural and Pastoral Association and the Auckland Manufacturers' Association, and their members, if the property has been transferred to a charitable body:

(iii) The Auckland Manufacturers' Association and its members, in respect of property transferred to a charitable body, if the property has been transferred to a charitable body and the Auckland Agricultural and Pastoral Association.

**7. Constitution of Board**—Subject to section 9 of this Act, the Board shall have the constitution set out in the First Part of the Second Schedule to this Act.

**8. Objects of the Board**—The objects of the Board shall be as follows:

(a) To promote shows and exhibitions for agricultural, pastoral, manufacturing, and industrial purposes, either separately or jointly;

(b) To organise or encourage the organisation of all types of shows, exhibitions, conventions, meetings, sports, recreations, and any other activity for which the Board's property may be conveniently used, in the opinion of the Board, for the benefit of the community;

(c) To collect such information contained in agricultural publications and in other works as has been proved by practical experience to be useful to the cultivator of the soil:

- (d) To correspond with agricultural and other societies, and to select from such correspondence all information that is likely to be of practical benefit to the cultivator of the soil:
- (e) To pay to any occupier of land or other person who undertakes, at the request of the Board, to ascertain by experiment how far such information leads to useful results in practice compensation for any loss he incurs in doing so:
- (f) To encourage men of science in their attention to the improvement of agricultural implements, the application of chemistry to the general purposes of agriculture, the destruction of insects injurious to vegetable life, and the eradication of weeds:
- (g) To promote the discovery of new varieties of grain and other vegetables useful to man or as food for domestic animals:
- (h) To collect information with regard to the management of woods, plantations, and fences, and on every other subject connected with rural improvement:
- (i) To take measures for improving the veterinary art as applied to horses, cattle, sheep, and pigs:
- (j) To encourage by the distribution of prizes at the shows and exhibitions of the Board, and by other means, the best mode of farm cultivation and the improvement of livestock of all or any of the kinds defined in the Agricultural and Pastoral Societies Act 1908:
- (k) To encourage enterprise and industry by the holding of meetings for the exhibition of implements and produce, the granting of prizes thereat for the best exhibits, and by competitions for prizes for inventions or improvements, or for skill or excellence in agricultural or pastoral arts:
- (l) To collect from books or other publications and by means of correspondence with other like bodies such information relating to manufacturing, mining, and productive industries as may be useful to local manufacturers, miners, and producers:
- (m) To pay to any manufacturer, miner, producer, occupier of land, or other person undertaking, at the request of the Board, to ascertain by experiment how far any such information leads to useful

results in practice compensation for any loss he may incur in so doing:

- (n) To encourage men of science in their endeavour to invent and improve manufacturing, mining, and productive tools, implements, machinery, appliances, and arts;
- (o) Generally to promote, foster, encourage, and develop local manufacturing, mining, and productive industries;
- (p) To encourage the adaptation and use of the newest and best modes of manufacturing, mining, and producing by the distribution at the shows and exhibitions of the Board of prizes, models, specimens, and samples, and by other means;
- (q) To encourage enterprise and industry by holding, or by supporting and encouraging by gifts or loans of money or otherwise howsoever, exhibitions of manufacturers, minerals, productions, machinery, appliances, tools, and implements, and by granting prizes thereat for the best exhibits, and for competitions for inventions or improvements, or skill or excellence, in manufacturing, mining, productive, or other industries.

**9. Amendment of Second Schedule**—(1) Any of the provisions of the Second Schedule to this Act may from time to time be altered or added to in a manner not inconsistent with the provisions of this Act by mutual agreement in writing between the Board and the two constituent Associations.

(2) Any alterations or additions so made to the provisions of the Second Schedule to this Act shall be subject in like manner to alteration.

(3) No such alteration or addition shall come into force until it has been approved by the Minister of Agriculture and Fisheries and notified in the *Gazette*.

**10. Liability of Board members**—Every member of the Board or of any Committee appointed by the Board shall be chargeable only for such money as he shall actually have received although he may have joined in any receipt for money received by any other member, and shall not be answerable

for the act of any other member, nor for any loss which might arise by reason of any of the Board's funds being deposited in the hands of any banker, solicitor, or agent, or for the sufficiency or insufficiency or deficiency of any security upon which the Board's money or any part thereof may be invested, or for any loss in the execution of any of the powers imposed by this Act, unless the same shall happen through his own neglect or default.

**11. Receipt to be discharge**—The receipt in writing of any secretary, treasurer, or agent of the Board duly authorised in that behalf shall be a good and effectual discharge for all money paid to him on behalf of the Board and shall exonerate the person or persons paying such money from seeing to the application thereof.

**12. Inquiry not necessary**—It shall not be necessary for the purchaser or any person to or with whom any sale, exchange, or lease shall be made, or other transaction entered into under the powers conferred by this Act, to inquire into the necessity thereof or the propriety thereof.

**13. Bylaws**—The Board may from time to time by resolution make bylaws for all or any of the following purposes, that is to say:

- (a) For the controlling of admission of persons, animals, or vehicles to any land, building or enclosure comprised in the Board's property;
- (b) For preventing disorderly or unseemly conduct or behaviour of persons, whether participants, players, or spectators, sideshow men, exhibitors, or patrons in or about the land and buildings comprised in the Board's property;
- (c) For preventing persons gaining or attempting to gain admission to any land, building, or enclosure comprised in the Board's property without payment of the proper charge payable for admission to such land, building, or enclosure;
- (d) For the regular and efficient government and management of all buildings and land comprised in the Board's property and for providing for the comfort

and convenience of players, participants, spectators, sideshow men, exhibitors, or patrons attending or making use of the said land and buildings:

- (e) For the safety and preservation of and to prevent injury to the buildings, fences, turf, and all other property vested in the Board.

**14. Penalty for breach of bylaws**—(1) Every person who contravenes or fails to comply with any bylaw made under this Act commits an offence and shall be liable on summary conviction to a fine not exceeding \$40, and shall also be civilly liable for all damage caused by the contravention or non-compliance.

(2) The Board is hereby declared to be a public body for the purposes of section 109 of the Public Revenues Act 1953.

**15. Authorisation to Cornwall Park Trust Board**—The Cornwall Park Trust Board, a body duly incorporated under the Charitable Trusts Act 1957, is hereby authorised if in its discretion it so thinks fit, to grant a lease of the land described in the First Schedule to this Act to the Board for such term, at such rent, and upon such terms and conditions in all respects as it shall think fit.

**16. Assets and activities of the two constituent associations excluded**—Nothing in this Act shall apply to any property or assets of each of the two constituent associations other than the property and assets described in the First Schedule to this Act.

**17. Board not exempt from rates**—Notwithstanding the provisions of section 4 of this Act, the provisions of section 146 of the Rating Act 1967 shall not apply in respect of land owned or occupied by or in trust for or under the control of the Board.

**18. Private Act**—This Act is hereby declared to be a private Act.

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## SCHEDULES

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### FIRST SCHEDULE

MEMORANDUM of lease dated the 6th day of December 1934 from (now) the Cornwall Park Trust Board to (now) the Auckland Agricultural and Pastoral Association for a term expiring on the 13th day of November 1974 and comprising 21 acres 1 rood 21.8 perches, being part of Allotments 8 and 8A of Section 12 and part of Allotments 19 and 21 of Section 11 of the Suburbs of Auckland, and being part of the land comprised in certificate of title, Volume 1012, folio 215, North Auckland Registry.

All those the assets of whatsoever kind of the joint venture between the two constituent associations created by Agreement dated the 18th day of November 1953 and supplemental Agreement dated the 28th day of August 1957 and also all chattels, furniture, effects, vehicles, and plant, belonging to either of the two constituent associations, and held immediately before the commencement of this Act for use in connection with the holding and the administration of the agricultural and pastoral shows and the Easter Shows held on the land comprised in the said memorandum of lease.

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### SECOND SCHEDULE

#### FIRST PART

##### *Constitution of Board*

1. The Board shall consist of 18 members as follows:
  - (a) The President from time to time of the Auckland Agricultural and Pastoral Association.
  - (b) The President from time to time of the Auckland Manufacturers' Association.
  - (c) Eight persons appointed by the council of the Auckland Agricultural and Pastoral Association.
  - (d) Eight persons appointed by the Council of the Auckland Manufacturers' Association.
  - (e) The said appointors shall have power at any time and from time to time to cancel any appointment and make a fresh appointment.

At the expiration of 2 years computed as from the date of the passing of this Act and annually thereafter, 4 members from each of the groups (c) and (d) shall retire but shall be eligible for reappointment. The order of retirement in each group shall be governed by the length of service, but in cases where this presents difficulty of application ballot shall be resorted to, it being the intention of this Act that each nominee shall hold office continuously for at least 2 years before being required to retire.

SECOND SCHEDULE—*continued*

2. In the event of a member or members of the Board failing to attend 3 successive meetings of the Board without obtaining leave of absence from the Board then the Board may declare the seat or seats of the said member or members to be vacant and such vacancy shall be deemed to be casual within the meaning of the next succeeding paragraph.

3. In the event of a casual vacancy arising by reason of death, resignation, refusal to act, or retirement for any cause of a member of the Board then the appointor by whom such member was appointed shall fill the vacancy so created and may do so immediately or at any time thereafter.

4. The members of the Board shall at their first meeting after the passing of this Act appoint a chairman who shall hold office until 12 months from the date of the passing of this Act. Chairmen shall thereafter be elected annually. A retiring chairman shall be eligible for re-election provided that no person shall be eligible for the re-election on more than 2 consecutive occasions.

5. In the case of the absence of the chairman from any meeting the members then present shall appoint a chairman for that meeting.

6. The Board shall meet for the despatch of business as often as it shall be necessary. It shall be the duty of the chairman to convene a meeting upon receiving a requisition in writing from any 6 members.

7. If the chairman is for any reason not available or fails forthwith upon receipt of this requisition to convene a meeting then any 6 members may themselves convene a meeting. The chairman shall also have the right to convene a meeting at any time.

8. Except in the case of what, in the opinion of the chairman, is an emergency meeting not less than 14 clear days' notice of any meeting shall be given. Notice of any meeting shall be given by post unless the chairman is of the opinion that it is not reasonably practicable so to do. Any notice given by post shall be deemed to have been received by the member to whom it was addressed at the time when such notice would be delivered in the ordinary course of post and shall be deemed sufficiently given if addressed to the member concerned at his address last known to the chairman of the Board. Any such notice shall give particulars of the business intended to be transacted at the meeting.

9. At all meetings of the Board 8 members shall form a quorum provided that any such quorum shall include a minimum of 3 persons representing each of the two constituent Associations. The chairman shall not have a casting as well as a deliberate vote. Every matter shall be determined by a simple majority unless otherwise provided in this Act.

10. The decision to expend more than \$20,000.00 on the purchase of land, erection of buildings or for any other reason whatsoever must be agreed to by a majority of at least 75 percent of the members of the Board. At least 14 clear days' notice in writing must be given of the meeting called to consider such a resolution. Such notice shall state the nature of the matter to be considered.

11. The selection, engagement, and terms and conditions of service and dismissal of any senior executive officer of the Board shall be

**SECOND SCHEDULE—*continued***

agreed to by a majority of at least 75 percent of the members of the Board. At least 14 clear days' notice in writing must be given of the meeting called to consider such a resolution. Such notice shall state the nature of the matters to be considered.

12. The Board shall appoint and dismiss from time to time such committee of management or other committees as the Board shall think fit and determine the functions and membership of any such committees.

13. The Board shall hold a general meeting at least once each year at such time and in such place as the Board shall appoint and such meeting shall be called the Annual General Meeting.

14. (1) A minute book shall be provided and kept by the Board and minutes of all proceedings of the Board and any committee thereof shall be entered in the minute book.

(2) Any such minutes, if purported to be signed by the Chairman of the meeting at which the proceedings were had, or by the Chairman of the next succeeding meeting, shall be evidence of the proceedings.

(3) Where minutes have been made in accordance with the provisions of this rule of the proceedings at any meeting of the Board then, until the contrary is proved, the meeting shall be deemed to have been duly held and convened and all proceedings thereat to have been duly had.

15. A resolution in writing signed by all the members of the Board shall be as valid and effectual in all respects as if it had been passed at a meeting of the Board duly convened.

16. A bank account or bank accounts shall be opened in the name of the Board with such bank as the Board shall from time to time think fit and cheques drawn on any such bank account or bank accounts shall be signed by any 2 persons out of any such number of persons as shall be appointed by the Board from time to time for such purpose and all payments shall be made by cheque drawn upon the said bank account or bank accounts. No expenses shall be incurred or payments made except with the authority of the Board, but the Board may give a general authority in respect of drawings from the said bank account or bank accounts.

17. The Board shall keep full and accurate accounts of all the receipts, disbursements, assets, liabilities, and engagements of the Board, and shall in every year cause the same to be audited by a chartered accountant and such audited accounts shall in every year be made available to the Board at its Annual General Meeting for consideration and if thought fit for adoption by the Board:

Provided however that copies of such audited accounts shall have been sent to all members of the Board at least 14 clear days before the Annual General Meeting.

18. The Board shall have and use a common seal for the affairs and business of the Board and affix such seal to all necessary documents pursuant to a resolution of the Board and in the presence of not less than 3 members of the Board:

Provided however that any such 3 members of the Board shall include one person representing each of the two constituent Associations.

**SECOND SCHEDULE—*continued***

19. Any question of protocol as between the Chairman of the Board and the Presidents of each Constituent Association shall be as decided from time to time by majority vote between the 3 of them.

20. The Board may at any time designate a member or members of the Board as Vice President, Vice Chairman or any other title that it considers appropriate.

**SECOND PART***Powers of Board*

1. To conduct shows for agricultural, pastoral, manufacturing and industrial purposes, either separately or combined. A resolution not to hold an Agricultural and Pastoral Show, an Easter Show, or both in any one year must be agreed to by a majority of 75 percent of the members of the Board. At least 14 clear days' notice in writing must be given of the meeting called to consider such a resolution. Such notice shall state the nature of the matter to be considered.

2. To organise or permit to be organised on any land or within any building or enclosure comprised in the Board's property all types of shows, exhibitions, conventions, meetings, sports, recreations and all other activities for which the Board's property may be conveniently used.

3. To purchase, take on lease or under a tenancy, or otherwise acquire any additional freehold or leasehold land capable of being used in connection with or in substitution for the lands which may from time to time be comprised in the Board's property provided however that a majority of at least 75 percent of the members of the Board must agree to any such purchase or acquisition. At least 14 clear days' notice in writing must be given of the meeting called to consider such a resolution. Such notice shall state the nature of the matter to be considered.

4. To make all necessary applications for the renewal of the leasehold interest vested in the Board by virtue of this Act or any other leasehold interest which may be vested in the Board from time to time provided however that a majority of at least 75 percent of the members of the Board must agree to any variation in the terms of any such leasehold interest. At least 14 clear days' notice in writing must be given of the meeting called to consider such a resolution. Such notice shall state the nature of the matter to be considered.

5. To borrow money secured by debentures or by mortgage of any interest in land which may from time to time be comprised in the Board's property and the Board may execute all necessary mortgages or other instruments containing a power of sale and other usual powers and provisions provided however that a majority of at least 75 percent of the members of the Board must agree to any such borrowing. At least 14 clear days' notice in writing must be given of the meeting called to consider such a resolution. Such notice shall state the nature of the matters to be considered.

SECOND SCHEDULE—*continued*

6. To invest any money not immediately required in any investment or investments as the Board shall think fit notwithstanding that any such investment or investments may be of a hazardous, terminable, or wasting nature.
  7. To sell, lease, or let on such terms and conditions as the Board thinks fit any part of the land which may from time to time be comprised in the Board's property.
  8. To make any alterations or additions to any improvements from time to time on the land comprised in the Board's property, to erect additional buildings, stands, or seating accommodation, covered or uncovered, and generally to effect such improvements to the Board's property as may from time to time be considered expedient by the Board.
  9. To remove, pull down, or rebuild any erection, building, or improvement from time to time on the land comprised in the Board's property.
  10. To do all such things as may be reasonably necessary for the maintenance and upkeep of the Board's property.
  11. To purchase and from time to time to sell or exchange such plant and equipment as may be reasonably necessary in connection with the maintenance and upkeep of the Board's property or the management of the affairs of the Board.
  12. To employ all such persons as may be reasonably necessary for the proper and efficient carrying out of the custody, control, and management of the Board's property.
  13. From time to time to close the whole or any part of the land comprised in the Board's property for the purpose of permitting the proper maintenance thereof or in order to enable any improvement thereto to be effected.
  14. To enter into any contract or arrangement not inconsistent with the provisions of this Act.
  15. Nothing in this Part of this Schedule shall be construed as permitting or authorising the Board to commit a breach of any covenant or condition, as lessee, contained in any lease to which the Board may be party.
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