

Rules of Prostate Cancer Foundation of New Zealand Incorporated

Table of Contents

1.0	Rules of Foundation	2
2.0	Name of Foundation	2
3.0	Purposes of Foundation	2
4.0	Foundation Powers	4
5.0	Membership	4
6.0	Admission of Members	6
7.0	Support Groups and Associated Organisations	6
8.0	Subscriptions	7
6.0	Member Termination, Grievances and Complaints	7
10.0	Readmission of former Members	10
11.0	Election of Officers and Board	10
12.0	Management by the Board	11
13.0	Secretary	14
14.0	Registered Office	15
15.0	Finance	15
16.0	Execution of Documents	15
17.0	General Meetings and Postal Ballots	16
18.0	Alteration of Rules	17
19.0	Winding up	18

**BANNISTER
& VON
DADELSZEN**

LAWYERS

RULES OF

PROSTATE CANCER FOUNDATION OF NEW ZEALAND INCORPORATED

1.0 Incorporation

1.1 The Foundation was incorporated on 16 August 1996.

1.2 These Rules were adopted by way of amendment on 17 July 2015.

1.3 **Definitions:** In these Rules the following terms have the following meanings unless the context otherwise requires:

“Associate Organisation” – an organisation or group representing a community of interest in prostate cancer, other prostate-related illnesses and male-specific cancers in New Zealand, with one member appointed as the Associate Organisation Representative.

“Associate Organisation Representative” – a member of an Associate Organisation who liaises with the Board.

“Honorary Member” means a member elected under Rule 5.1(d).

“Support Group” – a group of interested persons in a defined geographic area who meet to help and support each other and advance the purposes of the Foundation, with one member appointed as the Support Group Representative.

“Support Group Representative” – a member of a Support Group who liaises with the Board.

“Voting Member” – a financial Active, or Life Member, and any Associate Organisation Representative.

1.4 In these Rules, unless the context otherwise requires:

(a) Any word or phrase identifying a person extends to and includes the executors, administrators, successors and assigns of that person,

(b) The singular number includes the plural and *vice versa* and words indicating one gender include the other genders,

(c) Reference to any Act extends to and includes any statutory or other modification or re-enactment thereof and any other like provision for the time being in force in New Zealand,

(d) The headings of the Rules in these Rules will not affect the interpretation given to them.

2.0 Name

2.1 The name of the Foundation is **PROSTATE CANCER FOUNDATION OF NEW ZEALAND INCORPORATED** ("the Foundation").

3.0 Purposes

3.1 The purposes of the Foundation are those charitable purposes which are recognised by the

Courts of New Zealand as being charitable, including to:

- (a) Establish and maintain in New Zealand an association of persons concerned with the awareness, prevention, and treatment of prostate cancer, other prostate-related illnesses and male-specific cancers,
- (b) Foster general public awareness about prostate cancer, other prostate-related illnesses and male-specific cancers, and the potential advantages of early detection,
- (c) Provide support (including palliative and pastoral care) before, during and after treatment for prostate cancer, other prostate-related illnesses, and male-specific cancer patients and those close to them,
- (d) Reduce disparities between all ethnic groups within New Zealand in relation to the identification and treatment of prostate cancer, other prostate-related illnesses and male-specific cancers,
- (e) Seek monies by means of grants, promises, gifts and bequests, or by any other lawful means to further the interests of the Foundation,
- (f) Establish support groups throughout New Zealand better to achieve the Foundation's purposes,
- (g) Disburse monetary sums to:
 - (i) Assist New Zealand medical and scientific research into prostate cancer, other prostate-related illnesses, and male-specific cancers; and
 - (ii) Assist medical professionals specialising in prostate cancer, other prostate-related illnesses, and male-specific cancers to further their knowledge and/or research, and
- (h) Make submissions to public inquiries and investigations into prostate cancer, other prostate-related illnesses, and male-specific cancers, being issues that are relevant to these charitable purposes.

In carrying out those purposes the Foundation:

- (i) Shall provide a public benefit, but
- (ii) Shall not result in any individual person receiving any private financial benefit or profit.

3.2 Notwithstanding Rule 3.1:

- (a) The Foundation shall be limited in furthering or attaining its purposes to the advancement of charitable purposes in New Zealand,
- (b) No Member of the Foundation shall derive any personal monetary gain from membership of the Foundation, other than as may be permitted by law, and
- (c) These Rules shall be read and interpreted subject to the provisions of Rule 3.1 which shall over-ride all other provisions in these Rules except to the extent that an ancillary non-charitable purpose is permitted under the Charities Act 2005.

3.3 Subject to Rules 3.1 and 3.2, the Foundation shall have power to:

- (a) Make regulations or bylaws to advance the attainment of any of the above purposes, and
- (b) Do any act or thing incidental or conducive to the attainment of any of the above purposes.

4.0 **Powers**

- 4.1 Subject to Rules 3.1 and 3.2, in addition to its statutory powers, the Foundation:
- (a) May use such of its funds to pay the costs and expenses of furthering or carrying out its purposes, and for that purpose may employ such people as may seem expedient,
 - (b) May purchase, lease, hire or otherwise acquire, may exchange, and may sell, lease or otherwise dispose of property, rights or privileges to further or carry out its purposes as may seem expedient,
 - (c) May invest in any investment in which a trustee might invest, and
 - (d) Shall have power to borrow or raise money by debenture, bonds, mortgage and other means with or without security, but such borrowing powers shall not be exercised other than by resolution of a General Meeting of which proposed resolution at least 14 clear days' written notice was given to all Voting Members pursuant to Rule 5.6.
- 4.2 Subject to Rules 4.3 and 4.4, notwithstanding any other provision, the Foundation shall not expend any money:
- (a) Other than to further purposes recognised by law, nor
 - (b) For the sole personal or individual private benefit or profit of any Member.
- 4.3 Any transactions between the Foundation and any Member, or Board member, or any associated persons shall be at arms' length and in accordance with prevailing commercial terms on which the Foundation would deal with third parties not associated with the Foundation, and any payments made in respect of such transactions shall be limited to:
- (a) A fair and reasonable reward for services performed,
 - (b) Reimbursement of expenses properly incurred,
 - (c) Usual professional, business or trade charges, and
 - (d) Interest at no more than current commercial rates.
- 4.4 No Member or any person associated with a Member shall participate in or materially influence any decision made by the Foundation in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.
- 4.5 Members of the Board, its committees and Members:
- (a) Shall be offered such honoraria as may be approved by resolution of a General Meeting, and
 - (b) Shall be entitled to be reimbursed by the Foundation for any reasonable actual expenses incurred by them on behalf of the Foundation as approved by resolution of the Board.

5.0 **Membership**

- 5.1 The classes of membership and the method by which Members are admitted to different classes of membership are as follows:
- (a) **Active Member** An Active Member is an individual, couple or incorporated or

unincorporated body admitted to membership under Rule 6.0 and who or which has not ceased to be a Member under any other Rule. A financial Active Member may exercise only one vote at General Meetings and in postal ballots under Rule 17.8, but in the case of a couple they shall each have a vote pursuant to Rule 8.1.

- (b) **[Deleted 2017]**
- (c) **Life Member** A Life Member is:
 - (i) A person honoured for meritorious services to the Foundation, or
 - (ii) An individual, couple or incorporated or unincorporated body previously admitted to Life Membership by paying a subscription for life membership, and who or which has not ceased to be a Member under any other Rule. A Life Member may exercise only one vote at General Meetings and in postal ballots under Rule 17.8 and shall have all the rights and privileges of an Active Member and shall be subject to all the duties of an Active Member except those of paying annual subscriptions.
- (d) **Honorary Member** An Honorary Member is a person honoured for services to the Foundation or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those voting. An Honorary Member shall have no membership rights, privileges or duties.

5.2 Every Active, Supporting, and Life Member shall advise the Secretary of any change of residential, postal or email address, phone number, and occupation.

5.3 The Secretary shall:

- (a) Keep a membership register of Active, Supporting, and Life Members recording their names, residential, postal and email addresses, phone numbers, and occupations, and the date each Member became a Member, and unless the Foundation is otherwise advised in writing by a member, that member shall be deemed to have agreed to the Member's name and contact details being made available to the Board and the Support Group to which the member is deemed to belong in connection with Foundation activities, but such information not be used for any other purposes, and
- (b) On reasonable notice and at reasonable times:
 - (i) Make available for inspection by Members copies of these Rules and of any Society regulations, bylaws or policies, and copies shall be provided (at a reasonable cost) to any Member on request,
 - (ii) Permit Members to inspect the Membership Register,
 - (iii) Permit Members to inspect the Register of Disclosures referred to in Rule 12.17(b), and
 - (iv) Provide Members with access to the Financial Reports presented to the last Annual General Meeting and the minutes of previous Annual General Meetings.

5.4 All Members (and Board members) shall promote the interests and the purposes of the Foundation and shall do nothing to bring the Foundation into disrepute.

5.5 Other than as permitted under Rules 5.3(b) and 12.17(b), or by resolution of the Board, a Member is not entitled to inspect or copy the minutes of Board or Board committee meetings or the Foundation's records, but is entitled to access information the Society holds about that

Member (but not about other Members).

- 5.6 All notices to Voting Members may be given or distributed by post, by email or by a posting on the Foundation's website of which Voting Members are informed by post or email (which shall be deemed to be received the day after being posted or sent), and the failure for any reason of any Voting Member to receive such notice shall not invalidate any poll, or election, or the proceedings of any Meeting.

6.0 Admission of Members

- 6.1 Every Member must expressly consent to becoming a Member, and applicants for membership as Active Members shall complete an application form provided by the Board and supply such information as may be required by the Board.
- 6.2 Membership applications shall be sent to the Secretary and considered by the Board, which shall have discretion whether or not to admit a membership applicant, and shall advise the applicant of its decision.
- 6.3 Each Member shall be deemed to be a member of a Foundation Support Group and/or Associate Organisation as determined by the Board.

7.0 Support Groups and Associate Organisations

- 7.1 The Board may in its absolute discretion establish, disestablish, reorganise and recognise community Foundation support groups ("Support Group") within geographical boundaries defined by the Board, and:
- (a) Each Support Group shall comprise all the Members deemed to belong to it under Rule 6.3.
 - (b) The function of the Support Groups shall be:
 - (i) To provide support to those within its boundaries who are diagnosed with prostate cancer, other prostate-related illnesses, and male-specific cancers, including counselling, education and discussion,
 - (ii) To advance the charitable objects and purposes of the Foundation in accordance with guidelines adopted by the Board,
 - (iii) Subject to any directions from the Board, to organise itself and arrange its activities as it thinks fit, and
 - (iv) To nominate a Support Group Representative to co-ordinate the activities of the Support Group and act as a liaison between the Support Group and the Board.
 - (c) The Board will appoint a Voting Member as the Representative for each Support Group, and:
 - (i) For a new Support Group, the Board will appoint a person to that role for a term of two years,
 - (ii) For an existing Support Group, on the Representative's resignation from the role or on the expiration of a Representative's two year term the Board will

seek nominations for the Support Group's representative and will appoint a Representative,

(iii) The Board may remove a Support Group Representative at any time.

7.2 The Board may in its absolute discretion recognise an organisation or group representing a community of interest in prostate cancer, other prostate-related illnesses and male-specific cancers in New Zealand ("Associate Organisation") which may appoint an Associate Organisation Representative to liaise with the Board.

8.0 Subscriptions

8.1 Annual subscriptions for different classes of membership shall be set by an Annual General Meeting for financial year following that Annual General Meeting, and may include a different subscription for a couple in which event each of the couple shall be entitled to vote as a Voting Member.

8.2 Any Member failing to pay the annual subscription within one calendar month of the date the same was set shall be considered as non-financial and shall (without being released from the obligation of payment) have no membership rights. If such arrears are not paid within six months of the date the subscription or such later date as the Board may determine the Member's membership shall be deemed to have been terminated and the Member shall cease to hold himself or herself out as a Member of the Foundation, and shall return to the Foundation all material produced by the Foundation (including any Membership certificate, handbooks and manuals).

9.0 Membership Termination, Grievances and Complaints

9.1 Any Member may resign from that Member's class of membership by written notice to the Secretary, and each such resignation shall take immediate effect subject to Rule 9.4(b).

9.2 The Board may declare that a Member is no longer a Member (from the date of that declaration or such date as may be specified) if that Member ceases to be qualified to be a Member or is convicted of any indictable offence or offence for which a convicted person may be imprisoned.

9.3 The procedures under this Rule 9.3 are designed to enable and facilitate the fair, prompt and efficient resolution of grievances and complaints. All Members (including the Board) are obliged to comply with this Rule to resolve grievances and complaints, and to cooperate to resolve disputes efficiently, fairly, and with minimum disruption to the Foundation's activities.

(a) Any grievance by a Member, and any complaint by anyone, is to be lodged by the complainant with the Secretary, and:

(i) A "grievance" means a formal concern raised by a Member about a significant matter which the Member considers is affecting the Member in a significant (not trivial or incidental) way, and the effect on the Member or other affected Members may not necessarily include financial losses or costs to the Members,

but a Member raising a grievance should be able to point to a significant negative effect on that Member, or on other Members in similar circumstances, or on all Members, and

- (ii) A “complaint” means an allegation that the conduct or behaviour of any Member(s) has/have fallen short of expected standards of conduct for Foundation Members, and the complaint may allege:
- A breach or failure to observe a specific Foundation Rule, by-law or policy, and/or
 - Other misconduct likely to cause distress, embarrassment or concern to other Members or members of the public or tend to damage the reputation of the Foundation,

BUT the Foundation is not concerned with Members’ conduct outside of or away from Foundation activities, unless there is some identifiable connection with the Foundation, or the reputation of the Foundation may be affected, or both.

- (b) The complainant raising a grievance or complaint and the Board must consider and discuss whether a grievance or complaint may best be resolved through informal discussions, mediation or arbitration. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.
- (c) Rather than investigate and deal with any grievance or complaint, the Board may:
- (i) Appoint a committee to deal with the same, or
- (ii) Refer the same to an external arbitrator, arbitral tribunal, or external visitor (or referee), so long as minimum standards of natural justice consistent with those specified in the Statute are satisfied, and the Board or any such committee or person considering any grievance or complaint is referred to in the balance of this Rule as the “decision-maker.”
- (d) The decision-maker:
- (i) Shall consider whether to investigate and deal with the grievance or complaint, and
- (ii) May decline to do so (for instance, if the decision-maker is satisfied that the complainant has insufficient interest in the matter or otherwise lacks standing to raise it; the matter is trivial or does not appear to disclose material misconduct or material; the matter raised appears to be without foundation or there is no apparent evidence to support it; some damage to Members’ interests may arise; or the conduct, incident, event or issue has already been investigated and dealt with by the Foundation).
- (e) Where the decision-maker decides to investigate and deal with a grievance, the following steps shall be taken:
- (i) The complainant and the Member complained against must be advised of all details of the grievance,

- (ii) The Member or the Foundation which is the subject of the grievance must be given an adequate time to prepare a response,
 - (iii) The complainant and the Member or the Foundation which is the subject of the grievance must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required, and
 - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (f) Where the decision-maker decides to investigate and deal with a complaint, the following steps shall be taken:
- (i) The complainant and the Member complained against must be advised of all allegations concerning the Member and of all details of the complaint,
 - (ii) The Member complained against must be given an adequate time to prepare a response,
 - (iii) The Member complained against must be given an adequate opportunity to be heard, either in writing or at an oral hearing if the decision-maker considers that an oral hearing is required , and
 - (iv) Any oral hearing shall be held by the decision-maker, and/or any written statement or submissions shall be considered by the decision-maker.
- (g) A Member may not make a decision or participate as a decision-maker regarding a grievance or complaint if two or more members of the decision-maker consider that there are reasonable grounds to infer that the person may not approach the grievance or complaint impartially or without a predetermined view (and such a decision must be made taking into account the context of the Foundation and the particular case, and may include consideration of facts known by the other Members about the decision-maker so long as the decision is reasonably based on evidence that proves or disproves an inference that the decision-maker might not act impartially).
- (h) The decision-maker may:
- (i) Dismiss a grievance or complaint, or
 - (ii) Uphold a grievance and make such directions as the decision-maker thinks appropriate (with which the Foundation and Members shall comply),
 - (iii) Uphold a complaint and:
 - Reprimand or admonish the Member, and/or
 - Suspend the Member from membership for a specified period, or
 - Terminate the Member's membership, and
 - (iv) Order the complainant (if a Member) or the Member complained against to meet any of the Foundation's reasonable costs in dealing with a complaint.

9.4 A Member:

- (a) Whose membership is suspended shall remain liable to pay all subscriptions for the

- period of suspension, or
- (b) Whose membership is terminated under these Rules shall remain liable to pay all subscriptions to the end of the Foundation's financial year in which the membership was terminated, shall cease to hold himself or herself out as a Member of the Foundation, and shall return to the Foundation all material produced by the Foundation (including any Membership certificate, handbooks and manuals).

10.0 Re-admission of former Members

- 10.1 Any former Member may apply for re-admission in the manner prescribed for new applicants, and may only be re-admitted after payment of any previously outstanding subscriptions and by decision of the Board.
- 10.2 However, if a former Member's membership was terminated under either of Rules 9.2 or 9.3 the applicant shall not be re-admitted by the Board without the prior approval of a General Meeting after payment of any previously outstanding subscriptions.

11.0 Election of Officers and Board

- 11.1 The Board shall comprise of the President, Vice-President, Secretary, Treasurer and six other elected Board members.
- 11.2 The Board shall be elected by postal or electronic voting:
- (a) At least three months prior to the date proposed for the next Annual General Meeting ("Election Date") the Secretary shall notify all Voting Members pursuant to Rule 5.6 calling for nominations of Voting Members for the following positions:
- | Even-numbered years | Odd-numbered years |
|----------------------------|---------------------------|
| President | Treasurer |
| Secretary | Vice-President |
| Three Board members | Three Board members |
- (b) Such notice shall include a nomination form and shall specify the date such nominations must be in the hands of the Secretary, such date being not less than 45 days prior to the Election Date.
- (c) Nominations shall be signed by a nominating Voting Member and be signed by the Member nominated and shall be accompanied by a biography not exceeding one A4 page,
- (d) At least 35 clear days prior to the Election Date the Secretary shall distribute to all Voting Members pursuant to Rule 5.6 a notice specifying nominations received for Board positions (including the names of the Voting Member or Members who have nominated the candidate) and, in the event that there are a greater number than required for specific positions, forwarding a voting paper accompanied by the biographies of the candidates for election. Such voting paper shall specify the latest date (not less than three clear days prior to the Election Date) it must be in the hands of an independent person appointed by the Board to be counted as a valid vote or must be cast electronically in accordance with Rule 17.8. That independent person

shall deliver to the Secretary the results of the election (including the number of votes cast for each candidate) in a sealed envelope.

- (e) In the event of a ballot being required under Rule 11.2(d) the candidate/s polling the highest number of votes of Members shall be declared elected at the Annual General Meeting upon the opening of the sealed envelope and the Meeting shall be advised of the number of votes cast for each candidate.
 - (f) In the event of any vote being tied the tie shall be resolved by the Annual General Meeting.
 - (g) The voting papers shall be destroyed after 28 clear days from the date of the Annual General Meeting at which the results were declared.
- 11.3 If a vacancy in the position of any Board member occurs between Annual General Meetings that vacancy may be filled by the Board.
- 11.4 Any Board member may be removed by a resolution of a General Meeting of which prior notice was given in the notice of meeting and which is passed by a two-thirds majority of those Voting Members voting.

12.0 Management by the Board

- 12.1 From the end of each Annual General Meeting until the end of the next, the Foundation shall be governed by the Board, which shall be accountable to the Members for the implementation of the policies of the Foundation. When exercising their powers and performing their functions Board members must individually and collectively:
- (a) Act in good faith and in the best interests of the Foundation, and use their powers for a proper purpose,
 - (b) Comply with the statute under which the Foundation is incorporated and with these Rules, except where the Rules contravene the Act,
 - (c) Exercise the degree of care and diligence that a reasonable person with the same responsibilities within the Foundation would exercise in the circumstances applying at the time,
 - (d) Not allow the activities of the Foundation to be carried on recklessly or in a manner that is likely to create a substantial risk of serious loss to the Foundation's creditors, or
 - (e) Not allow the Foundation to incur obligations that they do not reasonably believe will be fulfilled, and
 - (f) Comply with the duties required of them under the Act.
- 12.2 Subject to these Rules and the resolution of any General Meeting, the Board may exercise all the Foundation's powers, other than those required by statute or by these Rules to be exercised by the Foundation in General Meeting.
- 12.3 The Board shall meet at least three times a year at such times and places and in such manner (including by telephone or video conference) as it may determine and otherwise where and as convened by the President or Secretary or on the requisition of not less than 4 members of the Board.

- 12.4 All Board meetings shall be chaired by the President, or in the absence of the President by the Vice-President, or in the absence of the President and the Vice-President by some other Board member elected for the purpose by the meeting. The President or, in the President's absence, the Vice-President shall have a casting vote.
- 12.5 The Board may co-opt any person to the Board for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- 12.6 The quorum for Board meetings is at least half the number of the Board members.
- 12.7 Only Board members elected under Rule 11.2 or appointed under Rules 11.3 or 12.5 who are present in person or by telephone or video link shall be counted in the quorum and entitled to vote.
- 12.8 The Board may appoint committees consisting of such persons (whether or not Members of the Foundation) and for such purposes as it thinks fit. Unless otherwise resolved by the Board:
- (a) The quorum of every committee is half the members of the committee,
 - (b) No committee shall have power to co-opt additional members,
 - (c) No committee may commit the Foundation to any financial expenditure without express authority, and
 - (d) No committee may delegate any of its powers.
- 12.9 The Board and any committee may act by resolution approved by a majority of the members of the Board or committee in the course of a conference call or through a written ballot conducted by mail, facsimile, email, or electronic voting system.
- 12.10 The Board from time to time may make and amend regulations, bylaws and policies for the conduct and control of Foundation activities, but no such regulations, bylaws and policies shall be inconsistent with these Rules. These Rules, and such regulations, bylaws and policies shall be available at all reasonable times for inspection by Members, and copies shall be provided to any Member on request under Rule 5.3(b)(i).
- 12.11 The President (and, in the absence of the President, the Vice-President) shall, in addition to all other duties described in these Rules, generally oversee and direct the affairs and business of the Foundation.
- 12.12 Other than as prescribed by statute or these Rules, the Board may regulate its proceedings as it thinks fit.
- 12.13 Subject to statute, these Rules and the resolutions of General Meetings, the decisions of the Board on the interpretation of these Rules and all matters dealt with by it in accordance with these Rules and on matters not provided for in these Rules shall be final and binding on all Members.

- 12.14 Each Board member shall within one calendar month of submitting a resignation or ceasing to hold office deliver to that member's successor all books, papers and other property of the Foundation possessed by such former Board member.
- 12.15 The Board may employ a person to administer or manage the affairs of the Foundation and to whom or which duties under Rules 12.0, 13.0 and 15.0 may be delegated.
- 12.16 Indemnity for Board:
- (a) No Board member shall be liable for the acts or defaults of any other Board member or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
 - (b) The Board and each of its members and the Foundation's employees shall be indemnified by the Foundation for all liabilities and costs incurred by them in good faith in the proper performance of their functions and duties, other than as a result of their wilful default.
 - (c) The Foundation may take insurance for the purposes of those indemnities.
- 12.17 Conflicts of interests of Board members:
- (a) A Board member shall be considered to have a financial interest in a matter if he or she:
 - (i) May derive a financial benefit from the matter, or
 - (ii) Is the spouse, partner, child, or parent of a person who may derive a financial benefit from the matter, or
 - (iii) May have a financial interest in an entity to which the matter relates; or
 - (iv) Is a partner, director, officer, board member, or trustee of a person who may have a financial interest in an entity to which the matter relates, but excluding the following interests:
 - (v) Remote or insignificant interests of a nature that could not reasonably be regarded as likely to influence the Board member when carrying out his or her responsibilities, and
 - (vi) An interest that the Board member has in common with other Members as a result of membership of the Foundation.
 - (b) The Secretary shall maintain a Register of Disclosures made by Board members of financial interest in matters that are being considered by or affect the Society (see also Rules 5.3(b)(iii) and 13.2(c)).
 - (c) Where any such financial interest or other conflict of interest in a matter has been disclosed:
 - (i) That Board member must not vote in any decision on the matter, but that person can be present at the time of the decision and can contribute to the discussion leading to the decision, but
 - (ii) The Board may, where it considers it appropriate, exclude that person from any discussion or involvement with the matter, but
 - (iii) The person who is prevented from voting on a matter because he or she has a financial interest or other conflict of interest in it may continue to be counted

- as part of the quorum of the Board, and
- (iv) Where 50 per cent or more of those forming the Board's quorum are prevented from voting on the matter because they have disclosed a financial interest or other conflict of interest, then the remaining Board members must call a Special General Meeting to determine the matter.

- 12.18 No Member may stand for office on the Board, and any person who is on the Board shall cease to be a Board member, if that person:
- (a) Is or becomes an undischarged bankrupt, or
 - (b) Is prohibited from being an officer of an incorporated society under the Statute, or
 - (c) Is prohibited from being a director or taking part in the management of an incorporated or unincorporated body under the Companies Act 1993, the Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993,
 - (d) Is subject to a property order made under the Protection of Personal and Property Rights Act 1988, or
 - (e) Is suffering from a mental disorder within the meaning of the Mental Health (Compulsory Assessment and Treatment) Act 1992, or
 - (f) Is convicted of any offence for which a convicted person may be imprisoned, or
 - (g) Is not or ceases to be a Member.

13.0 Secretary

- 13.1 The Secretary shall record the minutes of all General Meetings and Board meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting shall be *prima facie* evidence that that Meeting was duly called and shall *prima facie* be a true and correct record of what occurred at that Meeting.

- 13.2 The Secretary shall:
- (a) Maintain the Membership Register as required by Rule 5.3(a),
 - (b) Hold the Foundation's common seal, records, documents, and books (and paper records may be digitally recorded and stored),
 - (c) Maintain the Register of Disclosures referred to in Rule 12.17(b),
 - (d) Lodge with Registrar of Incorporated Societies the annual return required by the statute under which the Foundation is incorporated and lodge with the Charities Board the annual return required by the Charities Act 2005,
 - (e) Deal with and answer correspondence, and
 - (f) Perform such other duties as directed by the Board.

13.3 [Deleted 2017].

- 13.4 If the statute under which the Foundation is incorporated requires the appointment of a Statutory Officer the Secretary shall fulfil that role.

14.0 Registered Office

14.1 The Registered Office of the Foundation shall be at such place as the Board from time to time determines.

15.0 Finance

15.1 The Treasurer shall:

- (a) Keep such accounting records as may be necessary to provide a true record of the Foundation's financial position, and in such form as may be required by law,
- (b) Report on the Foundation's financial position with a detailed summary of income and expenditure to each Board meeting,
- (c) Present an audited or reviewed annual Statement of Accounts (Income and Expenditure Account and Balance Sheet) which shall include details of honoraria authorised and paid under Rule 4.5 to the Annual General Meeting together with a budget for the next financial year, and
- (d) If the Board so resolves, work with a chartered accountant appointed by the Board.

15.2 The Board:

- (a) Shall maintain bank accounts in the name of the Foundation, and all cheques and withdrawal forms shall be signed and electronic banking systems operated by any one of the President, Vice-President, Treasurer, and one other person designated by the Board, and
- (b) May authorise any employee to operate an imprest account and credit card on such terms as are approved by the Board.

15.3 All money received on account of the Foundation shall be banked within seven days of receipt.

15.4 All accounts paid or for payment shall be submitted to the Board for approval of payment.

15.5 The Annual General Meeting each year shall appoint a member of the New Zealand Institute of Chartered Accountants who is not a Member of the Foundation to conduct a financial review or audit of the annual accounts of the Foundation and provide a certificate in respect of such review or audit, and if any such person is unable to act the Board shall appoint a replacement.

15.6 The Foundation's financial year shall commence on 1 January of each year and end on 31 December in the same year (the latter date being the Society's balance date).

16.0 Execution of Documents

16.1 Documents shall be executed for the Foundation pursuant to a resolution of the Board:

- (a) By affixing the Common Seal witnessed by the President or a Vice-President and counter-signed by some other Board member, or

- (b) Where the document is not required by statute to be executed under common seal, by the President or Vice-President and some other Board member signing on behalf of the Foundation.

17.0 General Meetings and Postal Ballots

- 17.1 The Annual General Meeting shall be held no later than 31 May in each year at a time and place fixed by the Board.
- 17.2 Special General Meetings may be called by the Board or by written requisition to the Secretary signed by not less than 10 Voting or Life Members (in which case the Special General Meeting shall be held within 45 clear days of receipt of the requisition by the Secretary). The only business transacted at a Special General Meeting shall be that specified in the Board's decision or the written requisition calling the Meeting.
- 17.3 At least 14 clear days before any General Meeting the Secretary shall send to all Voting and Life Members and Associate Group Representatives written notice of the business to be conducted at the General Meeting (including in the case of Annual General Meetings copies of the Annual Report, Statement of Accounts, a list of and information about nominees, and notice of any motions and the Board's recommendations in respect thereof). Such notice shall be given pursuant to Rule 5.6 by post, by email or by a posting on the Foundation's website of which Voting Members are informed by post or email (which shall be deemed to be received the day after being posted or sent), and the failure for any reason of any Voting Member or Associate Group Representative to receive such notice shall not invalidate the Meeting or its proceedings.
- 17.4 General meetings may be attended by all Members of whatever class of membership, and all Voting Members shall be entitled to vote on every item of business.
- 17.5 The quorum for General Meetings is 20 Members.
- 17.6 All General Meetings shall be chaired by the President, by another Board Member nominated by the President, or in the absence of the President or his nominee by some other Board member elected for the purpose by the meeting. The President or, in the President's absence, the Vice-President shall have a casting vote.
- 17.7 Votes shall be exercised as follows:
 - (a) At General Meetings voting shall be by voices, by show of hands of Voting Members or, on demand of the chairperson or of any Voting Member present, by secret ballot, and on any secret ballot each Voting Member shall be entitled to one vote.
 - (b) Unless otherwise required by these Rules, all questions shall be determined by a simple majority of those Voting Members voting at the General Meeting.
 - (c) To determine any issue already lawfully before a General Meeting (including any election or amendment to these Rules) the Meeting may resolve to hold a postal ballot in accordance with the procedures set out in Rule 17.8.

- (d) To determine any issue (including any amendment to these Rules) the Board may resolve to hold a postal ballot in accordance with the procedures set out in Rule 17.8.
- 17.8 Ballots shall be held as follows, but if the option of electronic voting is offered Voting Members shall always have the option of voting by postal ballot:
- (a) Voting Members may vote in any ballot by postal vote or electronically in such manner as may be selected by the Board.
 - (b) The resolution to hold a ballot shall set a closing date and time for postal ballots to be received by the Secretary and the closing date shall be no earlier than a fortnight after the date ballot papers are sent or notified pursuant to Rule 5.6 to Voting Members (excluding the date of posting or notification).
 - (c) In respect of any motion to amend or replace these Rules by ballot, the motion shall be accompanied by reasons and recommendations from the Board, and such motion must be passed by the majority as required under Rule 18.4.
 - (d) Voting in a postal ballot may be by ballots returned to the Secretary by mail, delivery, facsimile or email and votes in any electronic ballot shall be cast in such manner as may be determined by the Board.
 - (e) The Secretary shall declare the result of the ballot.
 - (f) The result of any ballot shall be as effective and binding on Members as a resolution passed at a General Meeting.
- 17.9 A resolution passed by the required majority at any General Meeting or by postal ballot binds all Members, irrespective of whether they were present at any General Meeting where the resolution was adopted or whether they voted.
- 17.10 The business of the Annual General Meeting shall be:
- (a) Minutes of the previous General Meeting(s),
 - (b) Annual Report,
 - (c) Detailed Statement of Annual Audited Accounts, including Budget for the following year, with appended explanations of extraordinary items,
 - (d) A summary of the nature and extent of any disclosures made by Board members of financial interest in matters being considered by or affecting the Foundation, recorded since the previous Annual General Meeting (see Rule 12.17(b)),
 - (e) Election of any Patron(s),
 - (f) Declaration of results of elections under Rule 11.0.
 - (g) Motions of which notice has been given, and
 - (h) General business which has been notified in writing to the President no later than two clear days prior to the meeting.
- 17.11 Any Member wishing to give notice of any motion for consideration at the Annual General Meeting other than a motion to amend or replace these Rules) shall forward written notice of the same by post or email to the Secretary not less than 20 clear days before the date of the meeting. The Board may consider all such notices of motion and provide recommendations to Voting Members and Support Group and Associate Group Representatives in respect thereof.

18.0 Alteration of Rules

- 18.1 These Rules may be amended or replaced, provided that no amendment may be made which would:
- (a) Result in the Foundation's removal from the register of charitable entities under the Charities Act 2005 or alter the exclusively charitable nature or tax-exempt status of the Foundation,
 - (b) Alter the Rules restricting the purposes or objects of the Foundation to purposes or objects out of New Zealand,
 - (c) Alter the Rules precluding Members from obtaining any personal benefit or profit from their membership,
 - (d) Conflict with the provisions of the statute under which the Foundation is incorporated or Charities Act 2005, or
 - (e) Alter Rule 19.2 as to winding up.
- 18.2 Any proposed motion to amend or replace these Rules shall be proposed by the Board or be signed by at least ten Members, and accompanied by a written explanation of the reasons for the proposal. The Board shall then either:
- (a) Arrange for a postal ballot under Rule 17.8, or
 - (b) Place the motion on the agenda of a General Meeting at which the motion is to be considered.
- 18.3 At least 25 clear days before the closing of any postal ballot under Rule 17.8 or the date of the General Meeting to consider the proposed motion to amend or replace these Rules the Secretary shall send notice to all Voting Members of the proposed motion, of the reasons for the proposal, and of any recommendations from the Board in respect thereof. Such notice shall be given pursuant to Rule 5.6.
- 18.4 Any resolution to amend or replace these Rules must be passed by a two-thirds majority of those Voting Members voting.

19.0 Winding up

- 19.1 The Foundation may be wound up under the provisions of the statute under which the Foundation is incorporated.
- 19.2 If the Foundation is wound up, the surplus assets after payment of all debts, costs and liabilities shall be disposed of for such charitable purposes in New Zealand as may be determined in accordance with the statute or resolution to wind up, but no distribution shall be made to any Member.