



**Child
cancer**
FOUNDATION

Rules

November 2021 v1.1

CONTENT

| | | |
|-----|---|----|
| 1. | NAME | 3 |
| 2. | REGISTERED OFFICE | 3 |
| 3. | DEFINITIONS..... | 3 |
| 4. | OBJECTS..... | 3 |
| 5. | MEMBERSHIP | 4 |
| 6. | MEMBERS..... | 5 |
| 7. | SUBSCRIPTIONS..... | 5 |
| 8. | STRUCTURE | 5 |
| 9. | MEETINGS AND VOTING | 5 |
| 10. | BOARD..... | 7 |
| 11. | COMMITTEES OF THE BOARD | 9 |
| 12. | APPOINTMENT OF OFFICERS OF THE FOUNDATION | 9 |
| 13. | POWERS OF THE BOARD | 9 |
| 14. | GEOGRAPHIC AND GENERAL DIVERSITY | 10 |
| 15. | CEO..... | 10 |
| 16. | CONNECT GROUPS | 10 |
| 17. | FINANCE | 11 |
| 18. | COMMITTEE | 11 |
| 19. | RESOLUTIONS IN WRITING..... | 11 |
| 20. | STAFF | 11 |
| 21. | PRESS STATEMENTS..... | 11 |
| 22. | COMMON SEAL | 12 |
| 23. | ALTERATION TO RULES | 12 |
| 24. | NOTICES | 12 |
| 25. | WINDING UP | 12 |
| 26. | RESTRICTIONS ON PROFIT..... | 12 |
| 27. | CONFLICT OF INTEREST..... | 12 |

RULES OF THE CHILD CANCER FOUNDATION (INCORPORATED)

1. NAME

The name of the Foundation shall be Child Cancer Foundation (Incorporated).

2. REGISTERED OFFICE

The Registered Office of the Foundation shall be at 76 Grafton Road, Grafton, Auckland or at such other place as the Board may from time to time think fit. The Registrar of Incorporated Societies shall be notified promptly of any such change.

3. DEFINITIONS

“Board” means the governing body of the Foundation as constituted in Section 10.

“Board Member” means any person who is a member of the Board for the time being in accordance with these Rules.

“CEO” means the Chief Executive Officer appointed under Section 15.

“Committee of the Board” means a committee appointed in accordance with Section 11.

“Connect Group” means a group of parents and/or carers of a child with cancer or bereaved who provide and receive peer to peer support and social interaction between participants in their geographic area or community of interest.

“Connect Group Lead” means the person appointed by a Connect Group to head that group and to represent their views to the ~~Board~~ or the CEO.

“Governance Policy Manual” means the Child Cancer Foundation Governance Policy Manual as reviewed and updated by the Board from time to time.

“Members” as defined in Section 6.

“Officer” means the Chairperson and/or Deputy Chairperson of the Board.

“Register of Interested Persons (ROIP)” means a list of persons that the Board maintains of potential future members of the Board, and as per Section 10.

“Rules” means the rules of the Foundation, being these rules, as amended from time to time.

“The Foundation” means the Child Cancer Foundation (Incorporated).

4. OBJECTS

4.1. The objects for which the Foundation is established are:

- a) to foster the care and support of children who have been diagnosed with cancer, their families or primary caregivers and health professionals involved in the treatment of those children with cancer;
- b) the encouragement of activities which lead to the alleviation, prevention and cure of cancer in those children.

4.2. In formulating policies to achieve these objectives the Foundation will be guided by the following principles:

- a) no child who has been diagnosed with cancer, or their family, should ever feel alone;
- b) the child's interests can best be met if the family is not separated by the treatment;
- c) the most effective approach to treating childhood cancer involves families and health professionals working together;
- d) to facilitate access by children with cancer and their families to the highest standard of treatment regardless of their means or place of residence;
- e) to assist in the provision of accommodation for families whose children are undergoing treatment for cancer;
- f) to promote the education of and the liaison between health professionals in all aspects of cancer in children;
- g) to promote the education of members of families of children with cancer in all aspects of the disease;
- h) to support the families of children with cancer as well as for bereaved families of children with cancer;
- i) to promote understanding of the nature of childhood cancer in the general public and to be an advocate for children with cancer and their families;
- j) to promote, encourage, arrange and assist in any manner, research into the causes, treatment and prevention of childhood cancers and the associated conditions that present and behave like cancer and that are treated with chemotherapy and/or radiotherapy;
- k) to make necessary regulations and by-laws for the governance, control and management of the Foundation; and
- l) to recognise and uphold the principles of the Treaty of Waitangi and to make available the resources of the Foundation to people of all cultures.

5. MEMBERSHIP

- 5.1. A person or any incorporated body may upon approval by the Foundation and ratification by the Board, become a Member upon the entry of their full name and address in a register of Members. Every application for membership shall be in writing and shall involve full name and address of the member who is applying. Such members are to be associated with a geographic area or area of interest (of a Connect Group) at the time of their membership.
- 5.2. Members are able to transfer between geographic areas or area of interest with the approval of the Connect Group to which the member wants to transfer.
- 5.3. Members may cease to become a member of the Foundation by notifying the Foundation and their associated Connect Group in writing or verbally.
- 5.4. A register of Members of the Foundation will be kept at the Foundation's registered office in accordance with the provisions of the Incorporated Societies Act 1908.

6. MEMBERS

- 6.1. Family members are:
 - a) Members who have or have had a child in their immediate family affected with cancer; or
 - b) A primary care giver to a child who is affected by cancer.
- 6.2. Health professional members are Members who are medical practitioners or allied health professionals who are engaged in the treatment and support of children who have cancer.
- 6.3. General members are any Members who meet the membership criteria and who agree with the objects of the Foundation.
- 6.4. Life members are persons elected for life at a general meeting of the Foundation on the recommendation of a recognised Committee of the Board.

7. SUBSCRIPTIONS

The subscription payable by Members shall be such amount as the Board determines from time to time and it is payable in such manner as the Board shall determine, but it shall not be necessary for the Board to fix an annual subscription in any year.

The Board shall have power to levy members for funds. The Board shall have the power to levy those members that are incorporated societies or companies for an amount and in a manner different to that of other members as it thinks fit.

8. STRUCTURE

- 8.1. The National Organisation

The Foundation is a national body and the Board, guided by the objects in Section 4, will carry out and co-ordinate activities on a national basis. The delivery and contact with members will be primarily carried out by the Foundation through its Connect Groups.

- 8.2. The Connect Groups

The Foundation shall have Connect Groups and these will be nationally dispersed, based on geographic areas or communities of interest, or as directed by the Board.

- 8.3. All Connect Groups shall abide by the objects of the Foundation and shall have their activities and financial status reported to the Board in the manner required by it, as and when required by the Board.
- 8.4. The Board can form, place in recess, or disband a Connect Group.
- 8.5. The powers and responsibilities of each Connect Group shall be specified under guidelines approved by the Board and in accordance with the Rules.

9. MEETINGS AND VOTING

- 9.1. Annual General Meetings

The Annual General Meeting of the Foundation shall be held as soon as possible after the end of each financial year at a place and time decided by the Board and at least 14 days'

notice of such Annual General Meeting shall be given to Members. Such notice must be given in accordance with the provisions of clause 25 and will include the agenda for that meeting. The Foundation at its Annual General Meeting shall receive an Annual Report including a balance sheet and statement of accounts for the preceding financial year.

9.2. General and Special Meetings of the Foundation

9.2.1. The procedure to be followed at General Meetings shall apply to Annual General Meetings.

9.2.2. General Meetings of Members of the Foundation may be called by the Board and held at such places and at such times as may be decided by the Board. At least 14 days' notice of such General Meeting shall be given to Members.

9.2.3. The Board on receipt of the written requisition from not less than 50 Members shall, within a period of 21 days from the date of receipt proceed to convene a Special Meeting of the Foundation. The requisition shall state the objects of the meeting and shall be signed by the requisitioning Members and deposited at the registered office of the Foundation. At least 14 days' notice of such Special Meeting of the Foundation shall be given to all Members.

9.3. Quorum

15 Members present at an Annual General Meeting, General Meeting or Special Meeting of the Foundation shall form a quorum.

9.4. Procedure At Meetings

The Chairperson, or in their absence any other Officer or Member duly elected acting Chairperson, shall preside at meetings of the Foundation.

Where there is an equality of votes, the Chairperson shall have a casting vote. Voting on all questions except elections shall be by:

- a) voice or if the Chairperson or other person so requires;
- b) then by a show of hands, or, if the Chairperson or other person so requires;
- c) then by a poll of votes.

The authority for all matters of procedure not specifically covered by these Rules shall be outlined in the Foundation's Governance Policy Manual.

9.4.1. Board Meeting Decision-Making

The decisions reached in each meeting are decisions of the Board as a whole. Board discussions will be open and constructive, recognising that genuinely-held differences of opinion can, bring greater clarity and lead to better decisions.

9.4.2. The Board uses a consensus decision-making and collective responsibility model to make decisions.

9.4.3. In each instance, after all available opinion is canvassed, Board Members will collaborate to distil all issues and risks into an outcome that is acceptable to all.

- i) Identification of issue to be resolved OR objective to be achieved,
- ii) Generation of options,
- iii) Assessment of options,
- iv) Determination of best outcome for the Foundation

9.4.4. At the conclusion of discussion a resolution shall be put to the Board and the Chair shall ask the Board to vote. The method of individual voting is generally through a show of hands, but will be determined by the Chair giving due consideration to the particular circumstance.

9.4.5. All discussions and their record will remain confidential unless there is a specific direction from the Board to the contrary, or where disclosure is required by law.

9.4.6. Regardless of the individual perspectives of individual Board Members, the Board will retain collective responsibility for each decision taken and will support all decisions publicly.

9.5. Voting

At Annual General Meetings, or Special Meetings of the Foundation:

9.5.1. Family Members over the age of 18 (eighteen) shall be entitled to one vote each, for each Member present, or by proxy for up to two parents or two primary care givers;

9.5.2. Health professional Members have one vote for each Member present or by proxy irrespective of whether that Member is an individual or an incorporated body;

9.5.3. General Members over the age of 18 (eighteen) have one vote for each Member present or by proxy irrespective of whether that Member is an individual or an incorporated body;

9.5.4. Life Members have one vote for each Member present or by proxy;

9.5.5. Each Member shall be entitled to one vote only irrespective of the number of categories they qualify under; and

9.5.6. Any Member of the Foundation who is employed as a staff member is not entitled to vote in respect of the Foundation.

9.6. General Meetings, Annual General Meetings or Special General Meetings may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

10. BOARD

10.1. The governance of the Foundation shall, subject to the Rules, be carried out by the Board. The Board of the Foundation shall be responsible for the governance of the Foundation in accordance with the Rules and shall have the power to do such things as in the Board's opinion are conducive to the affairs of the Foundation and to the attainment of its objects.

10.2. Officers

10.2.1 The Officers of the Foundation shall be:

- a) the Chairperson; and
- b) the Deputy Chairperson.

10.2.2. The Officers of the Foundation shall hold office for one year, until the next Annual General Meeting of the Foundation when they shall retire but shall be eligible for re-election by the incoming Board.

10.2.3. Should a vacancy among Officers of the Foundation occur during a Foundation financial year the vacancy may be filled by the Board by appointment, but any person so appointed shall hold office only until the next Annual General Meeting of the Foundation.

10.3. Board Members

10.3.1. The Board shall:

- a) be comprised of suitably skilled and diverse individuals to ensure that the ends policies Vision and Strategic Goals of the organisation specified in the Governance Policy Manual can be met;
- b) have no less than 8 members who shall elect a Board Chairperson and Deputy Chairperson from amongst their number as per clause 10;
- c) establish a defined and published set of qualifying criteria and desired skills for membership of the Board taking into account an objective of diversity including geographical, cultural, gender and ethnic diversity and medical and parental representation and other affinities with the organisation;
- d) seek to ensure that a Register of Interested Persons is maintained and that suitable individuals from amongst the Members are continually canvassed for consideration to be appointed to the Board;
- e) seek to identify non-Members for consideration for inclusion on the Register of Interested Persons, where specific skills are desired or needed;
- f) appoint members to (and may remove members from) the Board by a simple majority vote of Board Members.

10.4. Board Term

Board membership is:

- a) for an initial term of three (3) years and on expiry of that term the member may be re-appointed for a further term of three (3) years; and
- b) for a maximum of two three (3) year terms, unless the Board unanimously resolves to extend membership for a final three (3) year term.

10.5. The term of each Board Member shall commence on the date the Board Member is appointed by the Board.

10.6. At any meeting of the Board a simple majority (50%+1 member) shall constitute a quorum.

11. COMMITTEES OF THE BOARD

- 11.1. The Board may appoint Committees which may include co-opted members from time-to-time as required and such Committees shall carry out such functions and have such powers as the Board shall nominate or delegate.
- 11.2. All Committees will operate under written terms of reference approved by the Board.
The existing Committees include:
 - a) The Health Professional Committee;
 - b) The Personal Development Grants Committee;
 - c) The Finance, Audit and Risk Committee;

12. APPOINTMENT OF OFFICERS OF THE FOUNDATION

- 12.1. One month prior to the Foundation's Annual General Meeting, nominations for the positions of Board Chairperson and Deputy Chairperson shall be called for from among the Board members who will take office immediately prior to the Annual General Meeting.
- 12.2. The Board, at its meeting immediately before the Annual General Meeting, shall elect from its members a Chairperson and Deputy Chairperson of the Foundation.
- 12.3. In the case of more than one nomination, an election shall be held by secret ballot conducted at that meeting and if necessary two scrutineers shall be appointed by the Board.

13. POWERS OF THE BOARD

Without prejudice to the general powers of the Board, but subject to any resolution to the contrary that may be passed by members of the Foundation in a General Meeting or a Special Meeting, it is hereby expressly directed that the Board shall have the following powers.

- 13.1. To purchase or acquire for the Foundation any real or personal property or any rights or privileges, at such price and generally upon such terms and conditions as it thinks fit and to give and execute mortgages over the lands purchased or acquired to enable the purchase or acquisition and to sell or otherwise dispose of any real or personal property upon such terms and conditions as it shall think fit.
- 13.2. To purchase, lease, hire or otherwise acquire land, buildings, vehicles and other real or personal property which the Foundation may from time to time deem necessary or expedient or useful, jointly with any other association, person, firm or corporation and to build, erect, alter or improve, or contribute towards the cost of building, erecting or improving any such buildings or other property as aforesaid.
- 13.3. To lease or accept leases of any land, easements or tenements upon such terms and conditions as it shall think fit.
- 13.4. To borrow money for the Foundation's purposes on the security of any of the property of the Foundation.

- 13.5. To enter into all such negotiations, contracts and agreements in the name of and on behalf of the Foundation as it may consider expedient for the purposes of the Foundation.
- 13.6. To invest any of the Foundation's funds in such investments or assets as it may from time to time consider as being of benefit to the Foundation (notwithstanding the same may be of a wasting, speculative or reversionary nature) and to vary or transpose such investments.
- 13.7. To deposit the funds of the Foundation in bank accounts approved by the Board which accounts shall be operated by not less than two members of the Board jointly, or by signatories appointed by the Board.
- 13.8. To provide assistance directly or indirectly to or for the benefit of children with cancer and/or their families.
- 13.9. To do all such other matters and things as it shall consider to be conducive to the attainment of any of the Foundation's objects referred to in Section 4 hereof or conducive to any of the foregoing powers.

14. GEOGRAPHIC AND GENERAL DIVERSITY

- 14.1. The Foundation shall be guided by the principle that, whilst national activities are best conducted or co-ordinated at a national level, the Connect Groups across the diverse geographic regions that the Foundation operates in also contribute to the Foundation's goals.
- 14.2. The Foundation shall be guided by the principle that diversity is important to the Foundation.

15. CEO

- 15.1. The Board will appoint a CEO to manage the Foundation.
- 15.2. The Board will delegate to the CEO the authority to employ or engage such staff, consultants or contractors as they think fit and the CEO will determine their remuneration.
- 15.3. The CEO shall have the responsibility of managing the affairs and achieving the objects of the Foundation, through adherence to written management guidelines that in turn are to be in accordance with the Rules and Governance Policy Manual of the Foundation.
- 15.4. The CEO shall ensure a relevant management structure is in place that will manage and exercise the operations of the Foundation in support of the requirements and plans of the Board.
- 15.5. The CEO shall from time-to-time establish written management guidelines for the operation and administration of the Connect Groups. Such guidelines shall be in accordance with the Rules and Governance Policy Manual of the Foundation.

16. CONNECT GROUPS

The role of a Connect Group is;

- 16.1. To undertake responsibilities delegated to them by the Board;
- 16.2. To provide and build social connections between Connect Group participants in support of the goals of the Foundation;
- 16.3. To represent and act as a facilitator for the interests of the Connect Group participants in their area, within the guidelines set by the Foundation;
- 16.4. To consider and report on any matters referred to it by the Connect Group participants in their area to the CEO; and,
- 16.5. To provide feedback on the delivery of services provided by the Foundation in their area.
- 16.6. A Connect Group shall have a representative ~~from their group~~ to act as the Connect Group Lead.
- 16.7. The role of Connect Group Lead is to provide a contact point between the Connect Group and the CEO, and to facilitate meetings of the Connect Group.

17. FINANCE

- 17.1. The financial year of the Foundation shall be from July 1st to June 30th annually unless otherwise resolved by the Board.
- 17.2. All monies received shall be deposited in the Foundation's bank accounts.

18. COMMITTEE

The Board may resolve to go into committee to consider such matters as are within its jurisdiction. Any absent member of the committee shall be entitled on request to receive a report from the Chairperson of such meeting of any matters discussed in committee and the decisions taken.

19. RESOLUTIONS IN WRITING

Anything that may be done by the Board by resolution passed at a meeting may be done without a meeting or any previous notice being required by memorandum signed by at least 60% of members of the Board.

Within seven days after any resolution is passed by Memorandum in accordance with this Rule a copy of the Memorandum including the signatures thereto shall be sent to every Officer and Board Member who has not signed the memorandum.

20. STAFF

Any member of the Foundation who is employed as a staff member or contractor engaged in an operational role shall not be eligible to be an Officer or Committee Member of the Foundation in any capacity, except as a co-opted member without voting rights.

21. PRESS STATEMENTS

No statements on behalf of or in the name of the Foundation shall be made except by the Chairperson or CEO, or with their authority or that of the Board.

22. COMMON SEAL

There will be a common seal of the Foundation which shall be kept by the CEO and it shall be affixed to any document only pursuant to a resolution of the Board and in the presence of two members of the Board of which one shall be either the Chairperson or the Deputy Chairperson.

23. ALTERATION TO RULES

These Rules may be amended, added to or rescinded at any time to a two-thirds majority of members present and voting at any General Meeting of the Foundation including the Annual General Meeting, provided that at least 28 days written notice of the proposed amendment has been given to all Members and provided that no amendment, addition or revision shall be made which will act contrary to the charitable objects of the Foundation. At any such meeting, any amended or substituted motion may be passed provided that the subject matter of such amended or substituted motion has been fairly expressed or implied in the notice of meeting.

24. NOTICES

Notices shall be deemed to have been sufficiently given and served if sent by ordinary post or by facsimile or by email to the last known address of a member.

25. WINDING UP

In the event of a winding up of the Foundation any surplus funds after realisation of all assets and payment of all debts shall be paid by the CEO as the final Board shall direct to such Foundation or organisation whose main purpose is the prevention, treatment or relief of the aforesaid objects according to the aims and objects of this Foundation or to any other officially recognised charity and in the case of an equality of votes on such disposition such direction shall be vested in the final Chairperson. In no event shall any member of the Foundation be entitled to benefit from the surplus funds of the Foundation.

26. RESTRICTIONS ON PROFIT

The Foundation will not conduct its affairs in any way for the personal pecuniary profit of any individual or member.

27. CONFLICT OF INTEREST

- 27.1. The Board is committed to acting in good faith and in the best interests of the Foundation.
- 27.2. Each Board Member, staff, volunteer and contractor shall pro-actively consider the extent to which they may have an actual or perceived conflict of interest throughout all their dealings with the Foundation, and shall disclose any such actual or perceived interest as soon as is reasonably practicable after the interest becomes apparent.
- 27.3. The Foundation will establish a 'conflict of interest' disclosure and management policy for Board Members, staff, volunteers and contractors in its Governance Policy Manual.

| VERSION | ACTION / COMMENTS | DATE |
|----------------|--|------------------|
| V0.2 | Draft discussed at Governance Committee 08 July '21 | 6 July 2021 |
| V0.3 | Amendment to Committees, COI, electronic voting | 7 July 2021 |
| V0.4 | Amendment to address Connect Group changes | 12 July 2021 |
| V0.5 | Added contractors to proposed 27.2 | 28 July 2021 |
| V1.0 | Board approved amendments. Including Health Professionals, addition of contractors on Board, COI declarations, simple majority quorum and removal of gender specific terms | 24 August 2021 |
| V1.1 | Rules approved by Annual General Meeting held on 20 November 2021 | 20 November 2021 |