



**Child
cancer**
FOUNDATION

Child Cancer Foundation Incorporated

Constitution

November 2023

Child Cancer Foundation Incorporated Constitution

CONTENTS

- 1. NAME 3
- 2. CHARITABLE ENTITY 3
- 3. REGISTERED OFFICE 3
- 4. DEFINITIONS 3
- 5. OBJECTS 4
- 6. PRINCIPLES 5
- 7. MEMBERS 5
- 8. SUBSCRIPTION AND FEES 7
- 9. MEETINGS 7
- 10. VOTING 10
- 11. RESOLUTIONS IN LIEU OF MEETING 11
- 12. BOARD 11
- 13. CHIEF EXECUTIVE OFFICER 15
- 14. FINANCE 15
- 15. ALTERATION TO RULES 15
- 16. NOTICES 15
- 17. WINDING UP 15
- 18. RESTRICTIONS ON PROFIT 16
- 19. CONFLICTS OF INTEREST 16
- 20. INTERNAL DISPUTE RESOLUTION 17
- 21. INDEMNITY 19

Child Cancer Foundation Incorporated Constitution

1. NAME

The name of the Society shall be the Child Cancer Foundation Incorporated.

2. CHARITABLE ENTITY

The Society is registered as a charitable entity under the Charities Act 2005.

3. REGISTERED OFFICE

The Registered Office of the Society shall be at a place as the Board may determine from time to time.

4. DEFINITIONS

In these Rules, words have the meaning set down in the Incorporated Societies Act. In all other instances, unless the context requires otherwise, the following words and phrases have the following meanings:

‘Act’ means the Incorporated Societies Act 1908 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

‘Annual General Meeting’ means a meeting of the Members of the Society held once per year which, among other things, will receive and consider reports on the Society’s activities and finances.

“Board” means the governing body of the Society.

“Board Member” means any person who is a member of the Board, including the Chair and Deputy Chair, and meets the requirements of an “Officer” under the Act.

“Chair” means the Board Member and Office Bearer responsible for, among other things overseeing the governance and operations of the Society and chairing General Meetings.

‘CEO’ means the Chief Executive Officer appointed by the Board to lead and manage the operations of the Society.

‘Committee of the Board’ means a committee, a sub-committee or advisory body appointed by the Board to carry out such works as may be directed by the Board.

‘Deputy Chair’ means the Board Member and Office Bearer elected or appointed to deputise in the absence of the Chair.

‘General Meeting’ means a meeting where all Members of the Society are invited to attend. It is either an Annual General Meeting or a Special General Meeting of the Society.

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

‘Interested Member’ means a member who is interested in a matter for any of the reasons set out in section 62 of the Incorporated Societies Act 2022.

Child Cancer Foundation Incorporated Constitution

'Interests Register' means the register of interests of Officers, including Board Members, kept under these Rules.

'Matter' means: the Society's performance of its activities or exercise of its powers; or an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the Society.

'Member' means a person properly admitted to the Society who has not ceased to be a member of the Society.

'Notice' to Members includes any notice given by post, courier or email; and the failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

'Office-bearer' means the Chair and/or the Deputy Chair of the Board.

'Register of Members' means the register of Members kept under these Rules.

'Rules' means the rules in this document.

'Society' means the Child Cancer Foundation Incorporated.

'Special General Meeting' means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

'Working Days' is defined in the Legislation Act 2019 and means a day of a week other than a Saturday, a Sunday, a public holiday or a day observed as a public holiday (if a public holiday falls on a Saturday or Sunday).

5. OBJECTS

The objects for which the Society is established are:

- 5.1 To foster the care and support of tamariki who have been diagnosed with cancer, their whanau and primary caregivers;
- 5.2 To care for and support bereaved whanau;
- 5.3 To invest in the professional development of professionals involved in paediatric oncology and related fields;
- 5.4 The encouragement of activities which lead to the alleviation, prevention and cure of cancer in tamariki;
- 5.5 To promote, encourage, arrange and assist in any manner, research into the causes, treatment and prevention of childhood cancers;
- 5.6 Provide access to and promote educational opportunities for whanau and tamariki to support improved understanding of paediatric oncology and related topics and to enhance their personal coping skills and resilience;
- 5.7 To advocate for improvements to paediatric cancer care, treatment and support and related fields;
- 5.8 To hold and invest funds responsibly to further the charitable aims and objectives of the Society.

Child Cancer Foundation Incorporated Constitution

6. PRINCIPLES

The Society will be guided by the following principles:

- 6.1 No tamariki who has been diagnosed with cancer, or their whanau, should ever feel alone.
- 6.2 Whakapono, Belief. We believe in the mahi we do to achieve supportive, compassionate outcomes grounded in resilience for our families, children and each other no matter the circumstances.
- 6.3 Tautiaki, Trust. Trusting and honouring the dedication of our leaders, team mates, volunteers and supporters. Trusting that we will work with each other with honesty and integrity guided by the articles of Te Tiriti.
- 6.4 Ngākau Aroha, Empathy. Working with empathy demonstrating support, compassion, resilience, respect, spirit and generosity. Serving those we work with, our funders, donors and other stakeholders from the place where they are. Ensuring unique and tailored solutions to best meet their needs.
- 6.5 The Society supports health professionals and families to work together as the tamariki care team;
- 6.6 Tamariki with cancer from all cultures should be able to access the best standard of treatment, regardless of their socio-economic status or background or current place of residence;
- 6.7 To recognize and uphold the articles of Te Tiriti o Waitangi;
- 6.8 To recognize the diversity of the membership of the Society and the value people from different backgrounds bring to the Society. We seek to create services and environments that are welcoming and inclusive to all.

7. MEMBERS

7.1 Minimum number of members

The Society shall maintain the minimum number of Members required by the Act.

7.2 Types of Member

7.2.1 The classes of Membership and the method by which Member are admitted to different classes of membership are as follows:

- a. Member: A Member is an individual or body corporate admitted to membership under these Rules and who or which has not ceased to be a Member.
- b. Life Member: A Life Member is an individual person honored for highly valued services to the Society and elected as a Life Member by resolution of a General Meeting passed by a simple majority of those Member present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions.

7.2.2 An individual or body corporate may only be admitted to one class of Membership at a time.

Child Cancer Foundation Incorporated Constitution

- 7.3 Becoming a Member: consent
 - 7.3.1 Every applicant for membership must consent in writing to becoming a Member, and,
 - 7.3.2 Indicate their agreement with, and support for, the Objects of the Society.
- 7.4 Becoming a Member: process
 - 7.4.1 An applicant for membership must complete and sign an application form, supply information, consent to becoming a Member and agree to the objects of the Society set out in these Rules.
 - 7.4.2 The Board may accept or decline an application for membership.
 - 7.4.3 The Board must advise the applicant of its decision but is not required to provide reasons for that decision.
- 7.5 Member obligations and rights
 - 7.5.1. Every Member shall provide the Society with that Member's name and contact details and promptly advise the Society of any changes to those details.
 - 7.5.2. Membership does not confer on any Member any right, or interest (legal or equitable) in the property of the Society.
 - 7.5.3. A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Society's premises, facilities, equipment and other property) if all subscriptions and any other fees have been paid to the Society by their respective due dates, but no Member or Life Member is liable for an obligation of the Society by reason only of being a Member.
 - 7.5.4. Any Member that is a body corporate shall provide the CEO with the name and contact details of the person who is the organisation's authorised representative, and that person shall be deemed to be the organisation's proxy for the purposes of voting at General Meetings.
 - 7.5.5. No Interested Member is allowed to take part in, or influence any decision made by the Society in respect of payments to, or on behalf of, the Interested Member of any income, benefit, or advantage.
 - 7.5.6. Information for Members: A Member may at any time make a written request to a society for information held by the society. The request must specify the information sought in sufficient detail to enable it to be identified. The Society shall address the request as outlined in the Society's Information Request policy.
- 7.6 A Member ceases to be a Member;
 - 7.6.1. On death (or if a body corporate on liquidation or deregistration, or if a partnership on dissolution of the partnership), or
 - 7.6.2. By resignation in writing by the Member, or
 - 7.6.3. On termination of a Member's membership status under these Rules.
- 7.7 The Member ceases to be a Member with effect from (as applicable):

Child Cancer Foundation Incorporated Constitution

- 7.7.1 The date of death of the Member (or if a body corporate from the date of its liquidation or deregistration, or if a partnership from the date its dissolution) or,
 - 7.7.2 The date of receipt of the notice of resignation by the CEO (or any subsequent date stated in the notice of resignation), or
 - 7.7.3 The date of termination of membership under these Rules or
 - 7.7.4 The date specified in a resolution of the Board.
- 7.8 Register of Members
- A Register of Members will be kept by the Society in a form that the Board shall determine from time to time and that shall satisfy the requirements of the Act.

8. SUBSCRIPTION AND FEES

- 8.1. The subscription payable by Members shall be such amount as the Board determines from time to time.
- 8.2. Any such subscription is payable in such manner as the Board shall determine.
- 8.3. It shall not be necessary for the Board to fix an annual subscription in any year.

9. MEETINGS

- 9.1. Ordinary meetings
 - 9.1.1 Ordinary meetings of Board Members of the Society shall be called by the Board as required and at such times and places and in such manner as it may determine otherwise where and as convened by the Chair or Deputy Chair.
 - 9.1.2 At least 5 working days notice of such a meeting shall be provided to Board Members.
 - 9.1.3 Notice will include an Agenda for the meeting and relevant papers.
 - 9.1.4 If more than 50% of Board Members are unable to vote on an issue because they have an interest in it, and the issue(s) is not or cannot be withdrawn, then the Chair shall convene a General Meeting to resolve the issue.
 - 9.1.5 Ordinary Meeting (Board) Decision Making
 - a) 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.
 - a. The Board uses a consensus decision-making and collective responsibility model to make decisions.
 - b. 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.
 - c. Identification of issue to be resolved OR objective to be achieved,
 - i. Generation of options,

Child Cancer Foundation Incorporated Constitution

- ii. Assessment of options,
 - iii. Determination of best outcome for the Society
 - d. 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.
 - e. In the event that consensus is unable to be reached, the Chair shall have a deliberative and casting vote.
 - f. 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.
 - g. 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.
- 9.2. General Meeting
 - 9.2.1 General Meetings of the Society may be called by the Board and held at such places and at such times as may be decided by the Board.
 - 9.2.2 At least 14 working days' notice of such General Meeting shall be given by the Board.
 - 9.2.3 Notice will include an Agenda for the meeting.
- 9.3. Annual General Meetings
 - 9.3.1 An Annual General Meeting shall be held:
 - a. Not later than 6 months after the balance date;
 - b. Not later than 15 months after the previous annual general meeting
 - c. At a place and time decided by the Board and consistent with any requirements in the Act.
 - 9.3.2 At least 14 working days notice of such Annual General meeting shall be given to Members.
 - 9.3.3 Notice will include an Agenda for the meeting.
 - 9.3.4 The business of the Annual General Meeting shall be to;
 - a. Confirm the minutes of the previous Annual General Meeting(s),
 - b. Adopt the Annual Report on Society business during the previous accounting period,
 - c. Adopt the Financial Statements of the Society for the previous period,
 - d. Note disclosures, including conflicts of interests made by Board Members during that period, including a brief summary of the matters or types of matters to which those disclosures relate.
 - e. Consider any motions, and
 - f. Consider any general business.

Child Cancer Foundation Incorporated Constitution

9.4. Special Meetings

- 9.4.1 The Board may with a period of 20 working days notice, proceed to convene a Special Meeting of the Society.
- 9.4.2 The Board on receipt of a written requisition from not less than 50 Members shall, within a period of 20 days from the date of receipt proceed to convene a Special Meeting of the Society.
- 9.4.3 At least 15 working days notice of such Special General meeting shall be given to Members.
- 9.4.4 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 Society.
- 9.4.5 Notice will include the Requisition for the meeting, which will form the Agenda for the Special General Meeting.
- 9.4.6 The Special General Meeting shall only deal with the business specified in the Requisition and no other matter.

9.5. Minutes

The Society must ensure that minutes of Ordinary and General Meetings are kept.

9.6. Notice of General Meetings

An accidental omission to send a General Meeting notice to a Member does not invalidate the business resolved at any General meeting.

9.7. Quorum

- 9.7.1 A simple majority (50% +1) of total Board Members present shall form a quorum at an Ordinary Meeting.
- 9.7.2 Ten (10) Members present at a General Meeting, Annual General Meeting or Special General Meeting shall form a quorum.

9.8. Procedure At Meetings

- 9.8.1 The procedure to be followed at General Meetings shall apply to Annual General Meetings and Special General Meetings
- 9.8.2 All Members may attend, speak and vote at General Meetings:
 - a. in person, or
 - b. by a signed written proxy in favour of some individual entitled to be present at the meeting and received by, or handed to, the Deputy Chair before the commencement of the General Meeting, or
 - c. through the authorised representative of a body corporate as notified to the Deputy Chair, and
 - d. No other proxy voting shall be permitted.
- 9.8.3 If, within half an hour after the time appointed for a General Meeting or a Special General Meeting a quorum is not present, the meeting shall be dissolved.
- 9.8.4 For Annual General Meetings it shall stand adjourned to a day, time and place determined by the Chair of the Society.

Child Cancer Foundation Incorporated Constitution

- 9.8.5 Any decisions made when a quorum is not present are not valid.
- 9.8.6 Ordinary and General meetings may be held at one or more venues using any real-time audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.
- 9.8.7 The Chair, or in their absence any other Officer Bearer, Board Member or Member duly elected acting Chair, shall preside at meetings of the Society.
- 9.8.8 Any person chairing an Ordinary or General Meeting has a deliberative and, in the event of a tied vote, a casting vote.
- 9.8.9 Voting on all questions except elections shall be by:
 - a. voice or if the Chair or other person so requires;
 - b. then by a show of hands, or, if the Chair or other person so requires;
 - c. then by a poll of votes.
- 9.8.10 Any person chairing a General Meeting may:
 - a. With the consent of that General Meeting adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - b. Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the Chair be removed from the Meeting, and
 - c. In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.
- 9.8.11 The authority for all matters of procedure not specifically covered by these Rules shall be outlined in the Society's Governance Policy Manual.

10. VOTING

- 10.1 At Annual General Meetings, or Special General Meetings of the Society:
 - 10.1.1. Ordinary Members (whether an individual or a body corporate) have one vote for each Member present or by proxy.
 - 10.1.2. Life Members have one vote for each Member present or by proxy.
- 10.2 Each Member shall be entitled to one vote only irrespective of the number of categories they qualify under; and
- 10.3 Any Member of the Society who is employed as a staff member is not entitled to vote in respect of the Society.
- 10.4 Any Member of the Society who is employed as a staff member may be counted for the purposes of establishing a quorum.

Child Cancer Foundation Incorporated Constitution

11. RESOLUTIONS IN LIEU OF MEETING

- 11.1 The Society may circulate a written resolution (including letters, electronic mail or other similar means of communication) to Members who are entitled to vote.
- 11.2 Any such resolutions must;
 - 11.2.1 Include the circulation date on which the resolution is first sent to persons entitled to vote on it.
 - 11.2.2 Be accompanied by a statement clarifying the date the resolution will lapse if not passed, which shall not be more than three (3) months after the circulation date.
 - 11.2.3 Be sent to the last known address (including electronic address) of the Member.
- 11.3 A Member may give their approval to any such resolution by; signing the resolution or giving their approval by electronic means (which includes but is not limited to return email or digital poll).
- 11.4 An accidental omission to send a proposed resolution to a Member does not invalidate a resolution passed under this section.

12. BOARD

- 12.1 Board Composition
 - 12.1.1 The Board will consist of at least 8 individuals who are:
 - a. Members of the Society; and
 - b. Natural persons; and
 - c. Not disqualified by the Rules or the Act.
 - 12.1.2 The Board will include:
 - a. A Chair, and,
 - b. A Deputy Chair.
 - 12.1.3 The Chair and Deputy Chair will be the Office Bearers of the Society.
- 12.2 Board Qualifications
 - 12.2.1 The Board shall be comprised of suitably skilled and diverse individuals to ensure that the Vision and Strategic Goals of the Society can be met.
 - 12.2.2 The Board shall 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, as determined by the Board from time to time.
 - 12.2.3 Prior to appointment, every Board Member must consent in writing to be a Board Member and certify in writing that they are not disqualified from being appointed or holding office as a Board Member by these Rules or the Act.
- 12.3 Board Member Disqualification
 - 12.3.1 If at any time during a Board Member's term of office, a Board Member meets the conditions for disqualification under 47(3) of the Act, that person is disqualified from the Board.

Child Cancer Foundation Incorporated Constitution

- 12.3.2 A person who is employed by the Society as a staff member is disqualified from being appointed or holding office as a Board Member.
- 12.4 Appointment of Board Members
- The Board shall appoint Board Members to, and may remove Board Members from, the Board by a simple majority vote of total Board Members.
- 12.5 Appointment of Office Bearers
- 12.5.1 Nominations for the Office Bearer roles of Board Chair and Deputy Chair shall be called for twenty (20) working days prior to the Society's Annual General Meeting, from amongst the Members of the Board.
- 12.5.2 At its meeting immediately before the Annual General Meeting, the Board shall elect from its members a Chair and Deputy Chair of the Society.
- 12.5.3 In the case of more than one nomination, an election shall be held by secret ballot conducted at that Board meeting. In such circumstances the CEO shall act as Returning Officer for the election.
- 12.5.4 The Office Bearers of the Society shall hold office for two years from the date of their election.
- 12.5.5 Should a vacancy occur among the Office Bearers of the Society, any such vacancy shall be filled by the Board by appointment.
- 12.5.6 Any person appointed by the Board to fill a vacancy shall hold office only until the end of the meeting prior to the Annual General Meeting of the Society.
- 12.6 Board Member Term
- 12.6.1 Board Member terms are 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
- 12.6.2 For a maximum of two three (3) year terms, unless the Board unanimously resolves to extend membership for a single further three (3) year term.
- 12.6.3 Health professionals may be appointed for a further two (2) additional three (3) year terms. For the avoidance of doubt, health professionals may serve a maximum of five (5) three (3) year terms, the last term must be with the unanimous approval of the Board.
- 12.6.4 The term of each Board Member shall commence on the date the Board Member is appointed by the Board.
- 12.7 Removal of Board Member
- 12.7.1 Where a complaint is made about a Board Member, the complaint shall be investigated and addressed using the dispute resolution procedures outlined in these Rules.
- 12.7.2 If the complaint is upheld, the Board Member may be removed from the Board by a resolution of the Board by a two thirds majority of those present and voting.
- 12.8 Cessation of Board Membership

Child Cancer Foundation Incorporated Constitution

- 12.8.1 A Board Member shall be deemed to have ceased to be a Board Member if that person ceases to be a Member.
 - 12.8.2 Each Board Member shall within five (5) working days of submitting a resignation or ceasing to hold office, deliver to the CEO all books, papers and other property of the Society held by the former Board Member.
 - 12.8.3 A Board Member shall be deemed to have ceased to be a Board Member if that person is absent without a pre-approved leave of absence, for three (3) consecutive meetings in any twelve (12) month period .
- 12.9 Board Functions
- 12.9.1 The Society shall be governed by the Board, which shall be accountable to the Members for the advancement of the Society's purposes and the implementation of resolutions approved by any General Meeting.
 - 12.9.2 The operations and affairs of the Society will be managed by, or under the direction or supervision of the Board.
 - 12.9.3 The Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society.
- 12.10 Board Member duties
- At all times each Board Member:
- 12.10.1 shall act in good faith and in what they believe to be the best interests of the Society,
 - 12.10.2 must exercise all powers for a proper purpose,
 - 12.10.3 must not act, or agree to the Society acting, in a manner that contravenes the Act or these Rules,
 - 12.10.4 when exercising powers or performing duties as a Board Member, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the Society, the nature of the decision, the position of the Board Member and the nature of the responsibilities undertaken by him or her,
 - 12.10.5 must not agree to the activities of the Society being carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, or cause or allow the activities of the Society to be carried on in a manner likely to create a substantial risk of serious loss to the Society or to the Society's creditors, and
 - 12.10.6 must not agree to the Society incurring an obligation unless they believe at that time on reasonable grounds that the Society will be able to perform the obligation when it is required to do so.

Child Cancer Foundation Incorporated Constitution

12.11 Board Powers

12.11.1 Subject to these Rules and any resolution of any General Meeting the operation and affairs of the Society will be managed by, or under the direction or supervision of the Board.

12.11.2 The Board has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Society.

12.11.3 The Board may:

- a. Invest any of the Society's funds in such investments or assets as it may from time to time consider as being of benefit to the Society (notwithstanding the same may be of a wasting, speculative or reversionary nature) and to vary or transpose such investments.
- b. Make and amend by-laws, and policies for the conduct and control of Society activities and codes of conduct applicable to Members, but no such bylaws, policies or codes of conduct applicable to Members shall be inconsistent with the Act, regulations made under the Act, or these Rules.
- c. The Board shall have power to levy Members for funds for an amount and in a manner as it determines from time to time.

12.12 Committees of the Board

The Board may appoint Committees consisting of such persons (whether or not Members of the Society) and for such purposes as it thinks fit. Unless otherwise resolved by the Board:

- a. All Committees will operate under written terms of reference approved by the Board.
- b. The quorum of every Committee is half the members of the Committee but not less than 2,
- c. No Committee shall have power to co-opt additional members,
- d. A Committee must not commit the Society to any financial expenditure without express authority, and
- e. A Committee must not further delegate any of its powers.
- f. The Personal Development Grants (PDG) Committee is a Committee of the Board.

12.13 The Board and any Board Committee may act by resolution approved in the course of a conference call using audio and/or audio-visual technology or through a written ballot conducted by email, electronic voting system, or post, and any such resolution shall be recorded in the minutes of the next Board or Committee meeting.

12.14 Other than as prescribed by the Act or these Rules, the Board or any Committee shall regulate its proceedings using procedures set out in the Governance Policy Manual.

12.15 Subject to the Act, 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.

Child Cancer Foundation Incorporated Constitution

13. CHIEF EXECUTIVE OFFICER

- 13.1 The Board will appoint a CEO to manage the Society.
- 13.2 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 and conditions.
- 13.3 The CEO shall have the responsibility of managing the affairs and achieving the objects of the Society, described in these Rules, in the strategic planning documents of the Society and according to policies approved by the Board from time to time.
- 13.4 The CEO shall be the Contact person for the Society required under the Act.

14. FINANCE

- 14.1 The financial year of the Society shall be from July 1st to June 30th annually unless otherwise resolved by the Board.
- 14.2 The Board must ensure that at all times accounting records that meet the requirements of the Act are kept in a manner that meets the requirements of the Act.

15. ALTERATION TO RULES

- 15.1 These Rules may be amended, added to or rescinded at any time by a two-thirds majority of Members present and voting at any General Meeting of the Society including the Annual General Meeting, provided that:
- 15.2 At least 28 days written notice of the proposed amendment has been given to all Members, and;
 - 15.2.1 No amendment, addition or revision shall be made which will act contrary to the charitable objects of the Society.
 - 15.2.2 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.

16. 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.

17. WINDING UP

- 17.1 In the event of the winding up of the Society, 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 charitable entity whose main purpose is the prevention, treatment or relief of cancer in tamariki.

Child Cancer Foundation Incorporated Constitution

17.2 In the case of an equality of votes on such disposition, such direction shall be vested in the final Chair.

17.3 In no event shall any member of the Society be entitled to benefit from the surplus funds of the Society.

18. RESTRICTIONS ON PROFIT

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

19. CONFLICTS OF INTEREST

19.1 An Office Bearer or a Board Member and/or member of a Committee who is an Interested Member in respect of any matter being considered by the Society, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified);

19.1.1. to the Board and or Committee; and

19.1.2. in an Interests Register kept by the Board.

19.2 Disclosure must be made as soon as practicable after the member of the Board and/or Committee becomes aware that they are interested in the Matter.

19.3 A member of the Board and/or Committee who is an Interested Member regarding a Matter;

19.3.1 Must not vote or take part in the decision of the Board and/or Committee relating to the Matter; and

19.3.2 Must not sign any document relating to the entry into a transaction or the initiation of the Matter; but

19.3.3 May take part in any discussion of the Board and/or Committee relating to the Matter and be present at the time of the decision of the Board and/or Committee (unless the Board and/or Committee decides otherwise).

19.4 However, a Member of the Board and/or Committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

19.5 Where 50 per cent or more of Board Members are prevented from voting on a Matter because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Members agree otherwise, and where 50 per cent or more of the Members of a Committee are prevented from voting on a Matter because they are interested in that Matter, the Board shall consider and determine the Matter.

19.6 The Board and/or Committee(s) will refer to further procedure and detail in the 'conflict of interest' disclosure and management policy and the Society's Governance Policy Manual.

Child Cancer Foundation Incorporated Constitution

20. INTERNAL DISPUTE RESOLUTION

20.1 How a complaint is made

- 20.1.1. A Member or an officer may make a complaint by giving to the Board (or a complaints subcommittee) a notice in writing that;
- a. states that the Member or officer is starting a procedure for resolving a dispute in accordance with the Society's constitution; and
 - b. sets out the allegation to which the dispute relates and whom the allegation is against; and
 - c. sets out any other information reasonably required by the Society.
- 20.1.2. The Society may make a complaint involving an allegation against a Member or an officer by giving to the Member or officer a notice in writing that;
- a. states that the Society is starting a procedure for resolving a dispute in accordance with the Society's constitution; and
 - b. sets out the allegation to which the dispute relates.
- 20.1.3. The information given under subclause 19.1(b) or 19.2(b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 20.1.4. A complaint may be made in any other reasonable manner permitted by the Society's constitution.

20.2 Person who makes complaint has a right to be heard

- 20.2.1. A Member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 20.2.2. If the Society makes a complaint;
- a. the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b. an officer may exercise that right on behalf of the Society.
- 20.2.3. Without limiting the manner in which the Member, officer, or Society may be given the right to be heard, they must be taken to have been given the right if;
- a. they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c. an oral hearing (if any) is held before the decision maker; and
 - d. the Member's, officer's, or Society's written statement or submissions (if any) are considered by the decision maker.

20.3 Person who is subject of complaint has right to be heard

- 20.3.1. This clause applies if a complaint involves an allegation that a Member, an officer, or the Society (the *respondent*);

Child Cancer Foundation Incorporated Constitution

- a. has engaged in misconduct; or
 - b. has breached, or is likely to breach, a duty under the **Society's** constitution or bylaws or this Act; or
 - c. has damaged the rights or interests of a Member or the rights or interests of Members generally.
- 20.3.2. The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 20.3.3. If the respondent is the Society, an officer may exercise the right on behalf of the Society.
- 20.3.4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if;
 - a. the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - b. the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - c. an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - d. an oral hearing (if any) is held before the decision maker; and
 - e. the respondent's written statement or submissions (if any) are considered by the decision maker.
- 20.4 Investigating and determining dispute
 - 20.4.1 A Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with this constitution, ensure that the dispute is investigated and determined.
 - 20.4.2 Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.
- 20.5 Society may decide not to proceed further with complaint

Despite clause 19.4 a society may decide not to proceed further with a complaint if;

 - 20.5.1 the complaint is trivial; or
 - 20.5.2 the complaint does not appear to disclose or involve any allegation of the following kind:
 - a. that a Member or an officer has engaged in material misconduct:
 - b. that a Member, an officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or bylaws or this Act:
 - c. that a Member's rights or interests or members' rights or interests generally have been materially damaged:

Child Cancer Foundation Incorporated Constitution

- 20.5.3 the complaint appears to be without foundation or there is no apparent evidence to support it; or
- 20.5.4 the person who makes the complaint has an insignificant interest in the matter; or
- 20.5.5 the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- 20.5.6 there has been an undue delay in making the complaint.
- 20.6 Society may refer complaint
- 20.6.1 A Society may refer a complaint to;
- a. a subcommittee or an external person to investigate and report; or
 - b. a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 20.6.2 A Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).
- 20.7 Decision makers
- A person may not act as a decision maker in relation to a complaint if two (2) or more Members of the Board or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be;
- 20.7.1 impartial; or
- 20.7.2 able to consider the matter without a predetermined view.
- 21. INDEMNITY**
- 21.1 The Society may, with the authority of the Board, indemnify or obtain insurance for an officer for:
- 21.1.1. liability (other than criminal liability) for a failure to comply with:
- a. a duty under section 54 to 61 of the Act (officers' duties); or
 - b. any other duty imposed on an officer in their capacity as an officer of the Society; and/or
- 21.1.2. costs incurred by the officer, Member or employee for any claim or proceeding related to a liability under clause 21.1.1.
- 21.2 The Society may indemnify or obtain insurance for an officer, Member or employee in accordance with the Act.
- 21.3 In this clause 1 the term "officer" is to be interpreted in accordance with section 5 of the Incorporated Societies Act 2022.

Version	Action / Comments	Date
V1.0	Consolidated Draft issued to Governance Committee for comment	27 June 2023

Child Cancer Foundation Incorporated Constitution

V1.1	Minor amendments to Object 5.5, insertion of PDG back into section 11 and other minor amendments, as a result of Governance Committee meeting deliberations on 26/07/23	26 July 2023
V2.0	Minor amendments and addition of immunity section following legal review and Board endorsement on 19 August 2023	31 August 2023
Final	Passed with minor amendments at the 2023 AGM – 18 November 2023	18 November 2023