

RULES OF

PROSTATE CANCER FOUNDATION OF NEW ZEALAND INCORPORATED

1.0 Constitution

1.1 The Foundation was incorporated on 16 August 1996.

1.2 These rules were adopted by way of amendment on 24 July 2010.

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

“Branch” – a group of Foundation members in a defined geographic area who meet to help and support each other and advance the objects of the Foundation, with one member appointed as Branch Representative.

“Branch Representative” – a member of a Branch elected to liaise with the Board.

“Voting Member” – a financial Active or Life Member.

2.0 Name

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

3.0 Objects

3.1 The objects and purposes of the Foundation are those charitable objects and 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 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 branches and support groups throughout New Zealand better to achieve the Foundation's objects,
- (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 objects and purposes.

In carrying out those objects and 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 objects to the advancement of charitable purposes in New Zealand,
- (b) No Member of the Foundation shall derive any personal pecuniary gain from membership of the Foundation, and
- (c) These Rules shall be read and interpreted subject to the provisions of clause 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 objects, and
- (b) Do any act or thing incidental or conducive to the attainment of any of the above objects.

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 objects, 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 objects 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 ten clear days' written notice was given by circulation to all Members.

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, officer 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 sub-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, and in the case of a couple they shall be deemed to have agreed which of them exercises the couple's vote unless they each have a vote pursuant to Rule 8.1.
- (b) **Supporting Member** A Supporting Member is an 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.
- (c) **Life Member** A Life Member is a person honoured for meritorious services to the Foundation prior to 24 July 2010, or an individual, couple or incorporated or unincorporated body admitted to membership under Rule 6.0 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 present and 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 postal or email address, and phone number.

5.3 The Secretary shall keep a membership register of Active, Supporting, and Life Members recording their names, postal and email addresses, phone numbers, and occupations, and the date each Member became a Member. 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 Committee and the branch to which the member is deemed to belong in connection with Foundation activities, but such information not be used for any other purposes.

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

5.5 Copies of this constitution shall be provided (at cost) to any Member on request.

6.0 Admission of Members

6.1 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 directly to 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 Branch as determined by the Board.

7.0 Branches

7.1 The Board may in its absolute discretion recognise a regional and local Foundation support group or branch ("Branch") within geographical boundaries defined by the Board.

7.2 Each Branch shall comprise all the Members deemed to belong to it under Rule 6.3.

7.3 The function of the Branches shall be:

- (a) 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,
- (b) To advance the charitable objects and purposes of the Foundation in accordance with guidelines adopted by the Board,
- (c) Subject to any directions from the Board, shall organise itself and arrange its activities as it thinks fit, and
- (d) To elect a Branch Representative to act as a liaison between the Branch and the Board.

8.0 Subscriptions

8.1 Annual subscriptions for different classes of membership shall be set by a 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 and shall not be entitled to participate in any Foundation activity until all the arrears are paid. 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 Cessation of Membership

- 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 effect from the end of the Foundation's then current financial year, but the Member resigning shall remain liable to pay all subscriptions and any other fees to the end of that year, and 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).
- 9.2 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 Any Member having any complaint about another Member may lodge a formal complaint in writing to the Secretary, and the complaint shall be dealt with as follows:
- (a) The Board may appoint a complaints sub-committee of Members of the Foundation to deal with the complaint,
 - (b) The complaints sub-committee shall deal with the complaint, complying with the rules of natural justice (by giving the member complained against a copy of the complaint, advice if membership is at risk, a reasonable time to prepare a response, and an opportunity to put that response to the sub-committee), and
 - (c) The complaints sub-committee may decline to investigate or consider the complaint if:
 - (i) The nature of the complaint indicates that the subject matter is petty, frivolous, or inconsequential, or
 - (ii) During enquiries it becomes apparent to the complaints sub-committee that it is not appropriate further to investigate or consider the complaint.
 - (d) If the complaints sub-committee upholds the complaint it shall, after giving the member an opportunity to make submissions on penalty, have power to reprimand the Member who is the subject of the complaint, direct that Member to pay any costs incurred by reasons of the Member's actions giving rise to the complaint and of its investigation, to suspend the Member's membership rights and privileges for a period of up to six months or until payment of costs whichever is the later, or recommend that the Board take action under Rule 9.4, and
 - (e) The decision of the complaints sub-committee shall be final and binding on all involved.
- 9.4 After due enquiry and having given the Member the right to be heard, the Board may by letter invite any Member within a specified time to retire if a complaint against the Member

has been upheld under Rule 9.3 or for failure to comply with these Rules or any of the other duties of a Member. If the Member does not so retire, the Board may decide that the Member be expelled, and after the Member has been given the opportunity of being heard by or providing written comments to a General Meeting, that Meeting may expel the Member by resolution passed by a two-thirds majority of those Voting Members present and voting.

9.5 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 9.4 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 voting:

- (a) At least three months prior to the date proposed for the next Annual General Meeting ("Election Date") the Secretary shall notify all Members calling for nominations 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 six weeks prior to the Election Date.
- (c) Nominations shall be signed by a nominating Member and be signed by the Member nominated and shall be accompanied by a signed biography not exceeding one A4 page,
- (d) At least five weeks prior to the Election Date the Secretary shall distribute to Members and Branch Representatives appointed under Rule 7.3(d) a notice specifying nominations received for Board positions 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 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.

- (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.
 - (f) In the event of any vote being tied the tie shall be resolved by the Annual General Meeting.
 - (g) All notices under Rules 11.2(a) and (d) may be given or distributed by post, by email or by a posting on the Foundation's website of which Members and Branch Representatives 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 Member or Branch Representative to receive such notice shall not invalidate the election.
- 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 The Board shall have the power in its discretion by a 60% majority vote to suspend or remove any member of the Board from office for breach of any code of conduct adopted by the Board.
- 11.5 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 present and 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.
- 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-monthly 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, 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.
- 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 sub-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 sub-committee is half the members of the sub-committee,
 - (b) No sub-committee shall have power to co-opt additional members,
 - (c) No sub-committee may commit the Foundation to any financial expenditure without express authority, and
 - (d) No sub-committee may delegate any of its powers.
- 12.9 The Board and any sub-committee may act by resolution approved by a majority of the members of the Board or sub-committee in the course of a telephone conference call or through a written ballot conducted by mail, facsimile or email.
- 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 5.5.
- 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 any person or company 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:

Adopted on 24 July 2010 by the Annual General Meeting of the Foundation.

- (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 shall be indemnified by the Foundation for all liabilities and costs incurred by them in the proper performance of the functions and duties, other than as a result of their wilful default.

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 hold the Foundation's records, common seal, documents, and books.
- 13.3 The Secretary shall deal with and answer correspondence and perform such other duties as directed by the Board.

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 books of account as may be necessary to provide a true record of the Foundation's financial position,
 - (b) Report on the Foundation's financial position with a detailed summary of income and expenditure to each Board meeting,
 - (c) Present an audited 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 one of the President, the Vice-President, or 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 an auditor (who is a member of the New Zealand Institute of Chartered Accountants and not a Member of the Foundation) to audit the annual accounts of the Foundation and provide a certificate of correctness of the same, and if any such auditor is unable to act the Board shall appoint a replacement auditor.

16.0 Execution of Documents

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

- 17.1 The Annual General Meeting shall be held no later than 31 July 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 the financial Active or Life Members (in which case the Special General Meeting shall be held within six weeks 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 seven clear days before any General Meeting the Secretary shall send to all financial Active, and Life Members and Branch 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 may be given by post, by email or by a posting on the Foundation's website of which 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 Member or Branch 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 present and 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 Postal ballots shall be held as follows:
- (a) Voting Members may vote in any postal ballot.
 - (b) The resolution to hold a postal ballot shall set a closing date and time for ballots to be received by the Secretary, but the closing date shall be no earlier than a fortnight after the date ballot papers are sent to Voting Members and Branch Representatives (excluding the date of posting or sending) by post, by email or by a posting on the Foundation's website of which Members are informed by email or post (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 Branch Representative to receive such notice shall not invalidate the postal ballot.
 - (c) In respect of any motion to amend or replace these Rules by postal ballot, the motion shall be accompanied by reasons and recommendations from the Board, and such motion must be passed by a two-thirds majority of those Voting Members voting.
 - (d) Voting in a postal ballot may be by ballots returned to the Secretary by mail, delivery, facsimile or email.
 - (e) The Secretary shall declare the result of the postal ballot.
 - (f) The result of any postal 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) Election of any Patron(s),
 - (e) Declaration of results of elections under Rule 11.0.
 - (f) Motions of which notice has been given, and
 - (g) 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 shall forward written notice of the same by post or email to the Secretary not less than 15 working days before the date of the meeting. The Board may consider all such notices of motion and provide recommendations to Voting Members and Branch Representatives in respect thereof.

18.0 Alteration of Rules

- 18.1 These rules may be amended or replaced by postal ballot under Rule 17.8, 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 Charitable Trusts Act 1957 or Charities Act 2005, or
 - (e) Alter the rules as to winding up.
- 18.2 Any proposed motion to amend or replace these Rules shall be signed by at least ten Members and given in writing to the Secretary at least two months before the General Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 18.3 At least six weeks before any postal ballot is held under Rule 17.8 the Secretary shall send notice to all Members, Life Members and Branch Representatives of the proposed motion, of the reasons for the proposal, and of any recommendations from the Board in respect thereof. Such notice may be given by post, by email or by a posting on the Foundation's website of which Members are informed by email or post (which shall be deemed to be received the day after being posted or sent), and the failure for any reason of any Member or Branch Representative to receive such notice shall not invalidate the Meeting or its proceedings.
- 18.4 Any resolution to amend or replace these Rules (passed by postal ballot under Rule 17.8) must be passed by a two thirds majority of all Voting Members capable of exercising a vote in the postal ballot.

19.0 Winding up

- 19.1 The Foundation may be wound up under the provisions of the Charitable Trusts Act 1957 by postal ballot under Rule 17.8.
- 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.