**Constitution**

of the Royal New Zealand Foundation of the Blind Incorporated

These rules were first adopted by a special resolution of the Foundation on 11 February 2003 and came into force on the date that Part 3 of the Royal New Zealand Foundation of the Blind Act 2002 came into force, in accordance with section 2(2) of the Act.

The rules were amended by a special resolution adopted by a meeting of Members on 5 November 2011. In January 2012, the Royal New Zealand Foundation of the Blind became an incorporated society in accordance with Part 4 of the Act. The Royal New Zealand Foundation of the Blind Act 2002 was repealed in August 2016 by the Royal New Zealand Foundation of the Blind Act Repeal Act 2016.

The rules were later amended by a resolution adopted by a meeting on 18 September 2014 and later amended by a resolution adopted by a meeting on **[∙]**.

This Constitution is consistent with modern disability philosophy as expressed through the United Nations Convention on the Rights of Persons with Disabilities (Convention), the New Zealand Disability Strategy (Disability Strategy) and the principle of self-determination of blind and low vision people.

The Convention promotes, protects and ensures human rights and fundamental freedoms for persons with disabilities without discrimination of any kind on the basis of disability, requiring that they are closely consulted and actively involved in decisions on disability-related issues.

The Disability Strategy adopted in 2016 guides the Government's work on disability issues.  The Government's vision is that New Zealand is a non-disabling society where disabled people have an equal opportunity to achieve their goals and aspirations and New Zealand works together to make this happen.

The principle of self-determination of blind and low vision people was first incorporated into the Constitution of the Royal New Zealand Foundation of the Blind (Foundation) in 2003.  For the Foundation, self-determination means that blind and low vision people have the right to:

* full citizenship;
* personal autonomy, choice and control over their lives;
* be fully included in New Zealand society;
* equitable access to specialised blindness services and support to enable them to live effectively;
* individually and/or collectively shape the design and direction of these services and supports;
* effectively monitor the Foundation's performance;
* elect the Board of Directors;
* individually and/or collectively advocate on their behalf.

**Date:**

**Contents**

1. Name 2

2. Preliminary 2

3. Objects 7

4. Powers 8

5. Membership 9

6. Board - Establishment and Functions 15

7. Eligibility, Tenure and Election of Directors 20

8. Board - Meetings and General 27

9. Meetings of Members 33

10. Accounts and Audit 43

11. Information, Reports and Communications 46

12. Postal Ballots 50

13. Complaints and Grievances Procedures 53

14. Liquidation of Foundation and Disposal of Surplus Assets 56

15. Miscellaneous 56

# Name

## The name of the society is “The Royal New Zealand Foundation of the Blind Incorporated”, an incorporated society under section 8 of the Incorporated Societies Act 1908.

## The Royal New Zealand Foundation of the Blind Incorporated is referred to in this Constitution as the “Foundation”.

# Preliminary

## Definitions

In this Constitution:

2.1.1 **“Annual General Meeting”** means a meeting of Members held in accordance with Sub-Rule 9.2;

2.1.2 “**Assets**” includes property of any kind whether tangible or intangible;

2.1.3 “**Auditor**” means the auditor appointed in accordance with Sub-Rule 10.4;

2.1.4 “**blind people**” is the term used to encompass all those who are blind, deafblind or have low vision;

2.1.5 “**Board**” means the governing body of the Foundation;

2.1.6 "**Casual Vacancy**" means a vacancy created when a Board seat becomes vacant other than through the retirement of a Director under Sub-Rule 7.3.1.2 (which provides that Directors shall retire from office at the end of the third Annual General Meeting held after his or her assumption of office);

2.1.7 “**Client**” means a person who is registered to receive services from the Foundation but who may or may not have also chosen to be a Member in terms of this Constitution.

2.1.8 “**Complaint**” means a complaint or disciplinary procedure regarding alleged misconduct of a Member;

2.1.9 “**Conflicts of Interest Policy**” has the meaning given to it in Sub-Rule 6.10.1;

2.1.10 “**Constitution**” means this constitution, as altered from time to time;

2.1.11 “**Co-option**” means the process detailed in Sub-Rule 7.10;

2.1.12 "**co-opted Director**" means a person appointed as a Director pursuant to Sub-Rule 7.10;

2.1.13 “**Decision Maker**” has the meaning given to it in Sub-Rules 13.5 and 13.6;

2.1.14 "**Director**" means a person elected, appointed or co-opted as a director of the Foundation pursuant to this Constitution and includes a former director;

2.1.15 "**Election**" means the electoral process detailed in Sub-Rules 7.4 and 7.5 (whether or not a ballot is held as part of that process) and "elect" has a corresponding meaning;

2.1.16 “**Financial Statements**", in relation to a Financial Year, means:

2.1.16.1 A balance sheet as at the close of the Financial Year; and

2.1.16.2 An income and expenditure account for the Financial Year; and

2.1.16.3 A statement of cash flows for the Financial Year; and

2.1.16.4 A statement of all mortgages, charges and securities of any description affecting any of the Foundation's property as at the close of the Financial Year together with any notes or documents giving information relating to the balance sheet and statements;

2.1.17 "**Financial Year**" means a year ending at the close of 30 June or of such other day of the year as the Board fixes for the purpose;

2.1.18 "**Format Nomination**" means a nomination of Preferred Format by a Member in accordance with Sub-Rule 11.5.2;

2.1.19 “**Full Member**” means a person admitted as a Full Member of the Foundation after having met the eligibility criteria in Sub-Rule 5.2.1;

2.1.20 “**General Director**" means any Director other than a co-opted Director, who must be elected by resolution of Members;

2.1.21 “**General Document**” means any notice, statement, report, accounts or other document (other than a voting form) required or authorised by this Constitution to be given to Members generally or to any class of Members generally;

2.1.22 “**Grievance**” means a grievance alleging damage to a Member’s rights or interests as a Member or to Members’ rights or interests generally;

2.1.23 "**Guardian**", in relation to a child under the age of 16 years, means a person who is a guardian of that child in terms of and for the purposes of the Care of Children Act 2004;

2.1.24 “**Guardian Member**” means a person admitted as a Guardian Member of the Foundation after having met the eligibility criteria in Sub-Rule 5.2.2, and includes Guardian Members who hold membership concurrently as both a Full Member and a Guardian Member;

2.1.25 “**Indemnify**” includes to relieve or excuse from liability, whether before or after the liability arises and "indemnity" has a corresponding meaning;

2.1.26 "**Listed Format**" means any of the following methods of producing, reproducing, adapting or communicating the text of documents:

2.1.26.1 paper-based standard print;

2.1.26.2 paper-based large print;

2.1.26.3 braille;

2.1.26.4 Foundation-supported audio media, including the Telephone Information Service;

2.1.26.5 electronic files either transmitted via email or supplied on external storage devices;

2.1.26.6 internet access or download;

2.1.26.7 any other method of producing, reproducing, adapting or communicating the text of documents that is approved by the Board in accordance with the Board policy on Communications, Preferred Formats and Service of Documents implemented in accordance with Sub-Rule 6.7.2.8 but subject to any limitations or conditions attaching to the approval;

2.1.27 **“Major Proposal”** means a proposal made in accordance with Sub-Rule 5.7;

2.1.28 **“Major Transaction”** means:

2.1.28.1 the disposition of, or an agreement (whether contingent or not) to dispose of, or a series of linked or related agreements (whether contingent or not) to dispose of, Assets of the Foundation the value of which exceeds 50% of the value of the Foundation’s Assets immediately before the disposition or agreement or the first of the series of agreements (as the case requires); or

2.1.28.2 the acquisition of, or any agreement to acquire, or a series of linked or related agreements (whether contingent or not) to acquire, Assets the value of which exceeds 50% of the value of the Foundation’s Assets immediately before the acquisition or agreement or the first of the series of agreements (as the case requires); or

2.1.28.3 a transaction or a series of linked or related transactions that has or is likely to have the effect of the Foundation acquiring rights or interests or incurring obligations or liabilities (whether contingent or not) equivalent to 50% of the value of the Foundation’s Assets immediately before the transaction or the first of the series of transactions (as the case requires); or

2.1.28.4 any agreement or a series of linked or related agreements to borrow any sum of money if such borrowing would cause the aggregate outstanding borrowings of the Foundation, immediately after the borrowing in terms of that agreement or series of linked or related agreements to exceed 25% of the amount of the total net Assets of the Foundation as stated in the most recent accounts; or

2.1.28.5 any guarantee or indemnity of any obligation or liability of any other person or corporate body if the amount of the guarantee exceeds 2% of the amount of the total net Assets of the Foundation as stated in the most recent accounts excluding any indemnity given in any contract entered into on an arm’s length basis relating to the acquisition or supply of goods (including software) or services in the ordinary course of the Foundation’s activities or any indemnity given to any person or corporate body in consideration of that person or corporate body making a gift to the Foundation where the indemnity is limited to the amount of the gift; or

2.1.28.6 the creation of any mortgage or charge over any of the assets, property or undertaking of the Foundation (excluding any mortgage over a lease) if, immediately after the creation of the mortgage or charge, the aggregate value of all assets or property of the Foundation subject to mortgages or charges (other than mortgages over leases) would exceed 25% of the amount of the total net Assets of the Foundation as stated in the most recent accounts; or

2.1.28.7 any variation of any mortgage or charge over any of the assets, property or undertaking of the Foundation (excluding any mortgage over a lease) if, immediately after the variation, the aggregate value of all assets or property of the Foundation subject to mortgages or charges (other than mortgages over leases) would exceed 25% of the amount of the total net assets of the Foundation as stated in the most recent accounts;

2.1.29 **“Member”** means a person who is a member of the Foundation in terms of the provisions of the Incorporated Societies Act 1908, but does not include or refer to any person in his or her capacity as a user or recipient of Foundation services;

2.1.30 **“Most Recent Accounts”**, as at any given time, means the most recent audited annual Financial Statements of the Foundation available at that time;

2.1.31 **"Preferred Format"** means a listed format nominated by a Member pursuant to a Format Nomination;

2.1.32 **“prescribed”** means prescribed by this Constitution or by regulations made by the Board pursuant to this Constitution;

2.1.33 **“Qualifying Child”** means a Qualifying Person under the age of 16 years;

2.1.34 **“Qualifying Person"** means a person who, in the opinion of a registered Optometrist or Ophthalmologist, has visual acuity not exceeding 6/24 in the better eye with correcting lenses or serious limitations in the field of vision generally not greater than 20 degrees in the widest diameter;

2.1.35 **“Registered Office”** means the Registered Office of the Foundation at 4 Maunsell Road, Parnell, Auckland, or such other place as the Board determines from time to time.

2.1.36 **"Standard"** means standard, conventional and in broad general use;

2.1.37 **“Working Day”** means any day of the week other than:

2.1.37.1 Saturday, Sunday, Good Friday, Easter Monday, ANZAC Day, the Sovereign’s Birthday, Labour Day and Waitangi Day; and

2.1.37.2 a day in the period commencing with 24 December in any year and ending with 15 January in the following year.

## Documents

2.2.1 Where this Constitution requires any document to be written or in writing, a document in an alternative format to paper-based standard print shall be regarded as satisfying that requirement, provided that the format of the document is a format authorised by the Foundation and may be readily converted to printed form.

2.2.2 Where this Constitution requires that a document be signed, a document bearing the name of the person purporting or claiming to be its author or sender shall be regarded as satisfying that requirement and as being the authentic instrument of that person in the absence of proof to the contrary.

## Construction

2.3.1 Where this Constitution assigns a defined meaning to any expression (whether in this Sub-Rule or elsewhere), that expression has that meaning throughout the Constitution (unless inconsistent with the context).

2.3.2 A reference in this Constitution to any statute or statutory provision that is amended (whether before or after the adoption of this Constitution), re-enacted or consolidated, shall be read as a reference to the statute or statutory provision as amended, re-enacted or consolidated (as the case requires).

2.3.3 Headings, sub-headings and parenthetical descriptions of cross-referenced Rules or Sub-Rules are inserted only for ease of reference and do not affect the interpretation of this Constitution.

2.3.4 Except where the context otherwise requires, references to Rules and Sub-Rules are to Rules and Sub-Rules in this Constitution.

2.3.5 In this Constitution, unless the context otherwise requires, the singular includes the plural and vice-versa and one gender includes the other gender.

# Objects

The objects of the Foundation are the following exclusively charitable objects as they relate to blind people in New Zealand:

## to promote and provide for the independence, integration, enablement and well-being of blind people;

## to provide, co-ordinate and facilitate the provision of services, programmes and activities in the fields of and in relation to the education, training, rehabilitation, recreation, equalisation of opportunities, enablement, support, assistance and well-being of blind people.

## to promote and encourage:

3.3.1 respect for, and observance of, the full human and civil rights of blind people by education, publicity and otherwise;

3.3.2 the creation of a New Zealand society accessible to, and inclusive of, blind people so that they are able to live, work and participate in all aspects of community life as valued and equal citizens;

3.3.3 equal opportunities for blind people and their ability to enjoy and exercise the same fundamental rights, privileges and responsibilities as all other New Zealanders;

3.3.4 a positive attitude towards blindness and low vision, not only amongst the public but also amongst blind people; and

3.3.5 programmes that help in raising the awareness, and minimise the incidence, of preventable blindness;

3.4 to encourage and assist:

3.4.1 blind people to achieve personal independence and to realise their full potential in, and for the benefit of, society; and

3.4.2 blind people with additional disabilities to live useful and dignified lives according to their personal choice;

3.5 to assist State and civil agencies to fulfil their obligations to blind people as full citizens;

3.6 to consult and co-operate with other persons and organisations concerned with the well-being of blind people and the prevention, treatment, amelioration or cure of blindness or low vision;

3.7 to give particular recognition to the principles of the Treaty of Waitangi and their application to the governance and services of the Foundation; and

3.8 to do all such other things as are incidental to, or which may assist with the attainment of, any of the above objects.

# Powers

The Foundation shall have the following powers for the purposes of carrying out the objects specified in Rule 3:

## to raise money by all lawful means, to conduct fundraising campaigns and to solicit financial assistance from individuals, the general public, any sector of the general public, organisations of any kind, business and commercial enterprises, local authorities, the government and government agencies;

## to purchase, lease, exchange, hire or acquire and sell, surrender, manage, subdivide, develop and deal with every kind of real or personal property;

## to borrow money at such rate of interest and on such terms and conditions as the Foundation thinks fit and to renew or vary any borrowing contract or arrangement;

## to apply the funds of the Foundation in furthering its objects and, pending such application, to invest any surplus funds in any manner authorised by the Foundation;

## to purchase and engage professional, consultancy, advisory or other services as the Foundation thinks fit;

## to employ such staff as the Foundation thinks fit, to make provision for pensions and allowances (retiring or otherwise) and to make payments towards superannuation, life assurance and accident and disablement insurance for employees of the Foundation or their dependants;

## to effect insurances in respect of any undertaking, activity or assets of the Foundation;

## to enter alone or together with any other person, company or entity into any guarantee or indemnity on such terms and conditions as the Foundation thinks fit and to authorise any company, partnership or other entity in which the Foundation is interested to enter into any guarantee or indemnity;

## to acquire, establish and carry on any business or undertaking or any interest in any business or undertaking, either alone or in conjunction with any other person, company or entity;

## to give security by way of mortgage, charge or otherwise over the whole or any part of the property, assets or undertaking of the Foundation to secure any debt or other obligation on such terms and conditions as the Foundation thinks fit and to renew or vary any such security;

## to establish, administer or manage any trust or other entity having objects or purposes consistent with the objectives of the Foundation;

## to administer and manage any property or assets gifted, bequeathed to, or held in trust for, the Foundation, or held in trust for the purposes of the Foundation in accordance with the terms of the gift, bequest or trust;

## to exercise any powers conferred on, or exercisable by, the Foundation in terms of, for the purposes of, or in relation to any gift, bequest, trust or other entity;

## to carry out and exercise such other powers and functions as the Foundation considers necessary for, conducive to, or consistent with, the attainment or advancement of the objects of the Foundation; and

## to carry out and exercise all other powers and functions (express or implied) conferred by law.

# Membership

## Membership

Membership of the Foundation is voluntary and consists only of Members.

## Eligibility for Membership

5.2.1 **Full Members:** Except as otherwise set out in this Constitution, any person who is resident in New Zealand is eligible to become a Full Member of the Foundation if he or she:

5.2.1.1 is a Qualifying Person; and

5.2.1.2 is aged 16 years or over.

5.2.2 **Guardian Members:** Except as otherwise set out in this Constitution, any person who is resident in New Zealand is eligible to become a Guardian Member of the Foundation if he or she:

5.2.2.1 is a Guardian of a Qualifying Child, provided that no other person for the time being is a Guardian Member in respect of that Qualifying Child; or

5.2.2.2 is an appointed attorney of a Qualifying Person who is aged 16 or over, where that Qualifying Person does not have the legal capacity to act on his or her own behalf and has appointed their attorney under a binding general power of attorney or enduring power of attorney.

5.2.3 **Members:** Full Members and Guardian Members are referred to collectively in this Constitution as Members.

## Admission of Members

5.3.1 A person wishing to become a Member must make an application in the prescribed manner.

5.3.2 Unless the information is already held by the Foundation, every application for admission as a Member must be accompanied by a written opinion from a registered optometrist or ophthalmologist as to the visual acuity and field of vision of the applicant or of any relevant Qualifying Child (as the case may require) in terms of the medical criteria of a Qualifying Person. The Board must, in the absence of manifest error, accept the opinion as conclusive.

5.3.3 Every application for admission based on Sub-Rule 5.2.2 must state the name and date of birth of each relevant Qualifying Child. The Board may, but is not bound to, require the applicant to make and produce a statutory declaration or to produce such other evidence as the Board may reasonably require to verify his or her guardianship of each relevant Qualifying Child. Where such a declaration is made and produced the Board must, in the absence of manifest error and subject to any order of any Court of competent jurisdiction, accept the declaration as conclusive.

5.3.4 Where there are two or more joint guardians of an individual Qualifying Child, only one of those joint guardians may apply for Membership.

5.3.5 The Board must admit an applicant as a Member if it is satisfied that the application form has been duly completed and all supporting material required in terms of this Sub-Rule has been provided to it.

5.3.6 Each Member must make a written nomination of his or her Preferred Format in accordance with Sub-Rule 11.5.2 upon first becoming a Member.

## Cessation of Membership

5.4.1 A person ceases to be a Member if:

5.4.1.1 he or she resigns by giving written notice of resignation to the Foundation; or

5.4.1.2 in the case of a Guardian Member who is not a Full Member under Sub-Rule 5.2.1 he or she ceases to be a Guardian of at least one Qualifying Child; or

5.4.1.3 the Board is satisfied that two or more successive notices of Annual General Meeting of Members sent to the person addressed to him or her at his or her address as shown in the Register of Members (as defined in Sub-Rule 5.5) have been returned unclaimed; or

5.4.1.4 the Board determines that he or she obtained admission to Membership by improper means; or

5.4.1.5 he or she dies; or

5.4.1.6 he or she fails to comply by the specified date with a notice sent by the Board under either Sub-Rules 5.4.2 or 5.4.3.

5.4.2 Where, in relation to any Member, the Board believes, on reasonable grounds, that the Member or any relevant child (as the case requires) may no longer meet the medical criteria of a Qualifying Person, the Board may give the Member concerned notice requiring him or her to produce by a specified date a written report from a registered Optometrist or Ophthalmologist (dated after the date of the notice) verifying that the Member or the relevant child (as the case requires) still meets the medical criteria of a Qualifying Person. The date specified in the Board’s notice must be at least two months after the date on which the notice is sent.

5.4.3 This Sub-Rule applies where the Board believes, on reasonable grounds, that a person appearing in the Register of Members as a Guardian Member has or may have ceased to have guardianship of a Qualifying Child or Qualifying Children. Where this Sub-Rule applies, the Board may give the person concerned notice requiring him or her to produce by a specified date such evidence as the Board shall reasonably require to verify that he or she is still a Guardian of a Qualifying Child or Qualifying Children. The date specified in the Board’s notice must be at least two months after the date on which the notice is sent.

## Register of Members

5.5.1 The Chief Executive, under the general supervision of the Board, shall maintain a Register of Members complying with the requirements of the Incorporated Societies Act 1908 and of this Sub-Rule. Subject to Sub-Rule 5.5.3, the Register of Members shall be available for access by Members.

5.5.2 All Members shall be listed in the Register of Members.

5.5.3 The Chief Executive, under the general supervision of the Board, shall maintain a record containing, in relation to each Guardian Member, the names and dates of birth of each relevant Qualifying Child. That record shall not be part of the Register of Members and shall not be open to inspection by any person other than by the employees of the Foundation directly responsible for the maintenance of the record itself and of the Register or by any person making a determination (for the purposes of any poll or Postal Vote) under the next following Sub-Rule or by such other persons as the Board may authorise by name and for a purpose that it must specify.

5.5.4 For the purposes of any poll conducted at a meeting of Members or for the purposes of any postal vote:

5.5.4.1 the Register of Members shall be taken prima facie to be complete and correct in all respects; and

5.5.4.2 the number of votes to which each Guardian Member is entitled shall be determined (and evidenced by written record which shall be conclusive evidence of that determination) by reference to the record kept under Sub-Rule 5.5.3. The reference shall be made only by the Chief Executive or by an employee of the Foundation nominated by the Chief Executive.

5.5.5 A Member must promptly notify the Foundation in writing of any change in his or her name, address (which must remain in New Zealand) or other contact details.

## Additional Provisions relating to Guardian Members

5.6.1 Any Full Member may at any time apply in the prescribed manner to be registered (in the record kept under Sub-Rule 5.5.3) as the Guardian Member for any Qualifying Child in respect of whom he or she is a Guardian, provided that no other person is currently registered as the Guardian Member for that Qualifying Child.

5.6.2 A Full Member may be registered as the Guardian Member for more than one Qualifying Child.

5.6.3 Any application by a Full Member under Sub-Rule 5.6.1 must contain the names and dates of birth of each Qualifying Child to which the application relates.

5.6.4 The Chief Executive, at his or her discretion, may accept and rely on the notice of application and the information contained in it without further enquiry or may require the applicant to make and produce a statutory declaration or to produce other reasonable independent evidence to verify that any child concerned is a Qualifying Child and that the applicant is the child’s Guardian. The Chief Executive shall, in the absence of manifest error and subject to any order of any Court of competent jurisdiction, accept such a statutory declaration as conclusive.

5.6.5 If satisfied that the application is in order and that no other person is, for the time being, entered in the record as the Guardian Member in respect of the same child, the Chief Executive shall enter in the record kept under Sub-Rule 5.5.3 and in relation to the applicant the particulars of the relevant child required in terms of that Sub-Rule.

5.6.6 A Guardian Member must notify the Chief Executive in writing promptly:

5.6.6.1 if he or she ceases to be a Guardian of any Qualifying Child in respect of whom he or she is recorded as being the Guardian Member in the record kept under Sub-Rule 5.5.3; or

5.6.6.2 if any such child ceases to be a Qualifying Child. In such event, the Chief Executive shall delete the child’s name from the record kept under Sub-Rule 5.5.3.

## Potential Members to be notified of Major Proposals

5.7.1 In this Sub-Rule:

5.7.1.1 **“Major Proposal”** means any of the following:

5.7.1.1.1 any proposal to rescind or amend any part of Rule 3 (which contains the objects of the Foundation);

5.7.1.1.2 any proposal to add any further objects to the objects of the Foundation;

5.7.1.1.3 any proposal to rescind or amend Sub-Rule 6.7.2 (which contains certain mandatory Board policies);

5.7.1.1.4 any proposal to rescind or amend Rule 14 (which relates to the liquidation of the Foundation and the disposal of surplus assets on liquidation);

5.7.1.1.5 any proposal to approve a Major Transaction; or

5.7.1.1.6 any proposal to rescind or amend this Sub-Rule 5.7.

5.7.1.2 **“Potential Members”** means that general class of persons who, though not Members of the Foundation in terms of this Constitution, either receive services from the Foundation themselves or are the guardians of persons receiving such services and who, in either case, might reasonably be supposed to be or to include persons eligible to become Members of the Foundation.

5.7.2 Where notice is to be given or has been given to Members of a postal ballot to vote on any Major Proposal, the Board shall take such steps as are reasonably practicable to inform Potential Members generally:

5.7.2.1 that the postal vote is to be held and all material matters relating to the postal ballot and (if relevant) the time and place of the meeting; and

5.7.2.2 the general nature of the proposal; and

5.7.2.3 that only those who are registered as Members of the Foundation will be entitled to vote on the proposal; and

5.7.2.4 the eligibility criteria for Membership of the Foundation as a Member; and

5.7.2.5 how any Potential Member may obtain from the Foundation further information about applying for Membership of the Foundation.

5.7.3 The Board shall take all reasonable steps to ensure:

5.7.3.1 that adequate facilities are provided to expedite and facilitate the processing of Membership applications by Potential Members desiring to become registered as Members in time to be eligible to vote on the proposal; and

5.7.3.2 that material about the proposal, the postal ballot and (if relevant) the time and place of the meeting are provided on request to any person claiming to be a Potential Member and requesting such copies.

5.7.4 For the purposes of communicating with Potential Members under this Sub-Rule, the Board is not obliged to employ any channels or methods of communication other than those normally employed by the Foundation in the ordinary course of providing services to, or otherwise communicating with, those who receive services from the Foundation. The Board is not obliged to communicate separately with each individual Potential Member and the Board is deemed to have discharged its obligations under this Sub-Rule if it employs a method or a combination of two or more methods of communication which may reasonably be calculated to reach a majority of the persons who together comprise the Potential Members.

5.7.5 Non-compliance with this Sub-Rule does not of itself invalidate any Major Proposal, any postal ballot to vote on or meeting convened to consider a Major Proposal, any resolution passed as a result of the outcome of that postal ballot and any associated meeting of Members or any transaction entered into or step taken in pursuance of such a resolution.

# Board - Establishment and Functions

## Constitution of Board

The Board shall consist of up to nine Directors (but excluding any co-opted Directors) elected or appointed in accordance with Rule 7.

## Board Functions and Powers

6.2.1 The Board shall:

6.2.1.1 pursue the objects and protect the interests of the Foundation;

6.2.1.2 direct and supervise the management of the activities and affairs of the Foundation;

6.2.1.3 determine the strategic direction of the Foundation (and in so doing, consult with and inform as broadly as practicable with those who use its services); and

6.2.1.4 control the funds of the Foundation.

6.2.2 Subject to this Constitution, for the purpose of carrying out its functions under Sub-Rule 6.2.1, the Board may exercise all powers and do all things that the Foundation is, by this Constitution or otherwise, authorised to exercise or do.

## Directors’ Duties

6.3.1 A Director, when exercising powers or performing duties, must act in good faith and in what the Director believes to be in the best interests of the Foundation.

6.3.2 Without limiting Sub-Rule 6.3.1 a Director, when exercising powers or performing duties as a Director, must exercise the care, diligence and skill that a reasonable director would exercise in the same circumstances taking into account, but without limitation:

6.3.2.1 the nature of the Foundation; and

6.3.2.2 the nature of the decision; and

6.3.2.3 the position of the Director and the nature of the responsibilities undertaken by him or her.

6.3.3 In Sub-Rule 6.3.4, “specified information”, in relation to a Director, means any reports, statements or financial data and any other information prepared or supplied and professional or expert advice given by any of the following persons:

6.3.3.1 an employee of the Foundation whom the Director believes on reasonable grounds to be reliable and competent in relation to the matters concerned;

6.3.3.2 a professional adviser or expert in relation to matters that the Director believes on reasonable grounds to be within the person’s professional or expert competence;

6.3.3.3 any other Director, in relation to matters within that other Director’s designated authority;

6.3.3.4 any committee of Directors on which the Director did not serve in relation to matters within the committee’s designated authority; or

6.3.3.5 formally expressed Client opinion.

6.3.4 A Director acting in good faith may rely on any specified information supplied or given to the Foundation, the Board, any committee of the Board or the Director concerned, unless:

6.3.4.1 he or she has actual knowledge that such reliance is not warranted; or

6.3.4.2 the circumstances are manifestly such that a prudent person of business would apprehend that such reliance is not warranted or that further enquiry is needed.

## Major Transactions

6.4.1 The Board must not enter into any Major Transaction unless approved by, or contingent on approval by, a resolution that:

6.4.1.1 is voted upon in a postal ballot as set out in Rule 9.6 (Postal Votes) and which is followed by a special meeting of members convened for that purpose in accordance with Sub-Rule 9.7.3; and

6.4.1.2 is passed by a two-thirds majority of the Members entitled to vote and voting on the resolution.

6.4.2 Nothing in this Sub-Rule prevents the Foundation from entering into a transaction expressed to be subject to approval given by Members in terms of this Sub-Rule.

6.4.3 Where approval of a Major Transaction is being sought, the Board shall provide Members with such reasonable information about the proposed transaction to enable an informed decision to be made.

6.4.4 No person entering into a Major Transaction with the Foundation shall be obliged to make enquiry as to compliance with this Sub-Rule or be deemed to have notice (actual or constructive) as to such compliance or otherwise. Non-compliance with any of the requirements of this Sub-Rule does not affect the validity or enforceability of any contract or arrangement entered into by the Board on behalf of the Foundation.

## Regulations

6.5.1 The Board shall make, amend or rescind regulations necessary for giving effect to this Constitution and the management of the Foundation. Without limiting the foregoing, such regulations must include:

6.5.1.1 prescribing the manner of application for Membership; and

6.5.1.2 prescribing the manner for election as a Director.

## Chief Executive

6.6.1 The Board shall appoint a Chief Executive of the Foundation on such terms and conditions of engagement as the Board considers appropriate. The Chief Executive is responsible and accountable to the Board.

6.6.2 Where the office of Chief Executive falls vacant:

6.6.2.1 the Board must take steps to fill the vacancy as soon as practicable;

6.6.2.2 the Board may appoint an acting Chief Executive in the meantime on such terms and conditions of engagement as the Board thinks appropriate.

## Board Policies

6.7.1 The Board shall implement and maintain an over-arching policy framework which will govern the process for establishing, implementing, reviewing and amending policies for the Foundation’s governance, operations and processes.

6.7.2 The policy framework must ensure policies are established that capture the values and principles the Foundation upholds in relation to:

6.7.2.1 Children: to identify and provide for their special needs and promote and protect their interests and welfare.

6.7.2.2 Tangata Whenua: to recognise, respect and have regard for their unique cultural or spiritual values, needs or interests, including when providing services.

6.7.2.3 Other Minority groups: to take account of any special needs and interests of significant minority groups amongst the Foundation's clients and to work with kindred organisations to further their interests.

6.7.2.4 Volunteers and Donors: to recognise the heavy reliance on donated services and money from the community and the need to safeguard their networks.

6.7.2.5 Application of Money: to ensure that money the Foundation raises in the name of the blind is applied for their benefit and is used and accounted for in a proper, prudent and transparent manner.

6.7.2.6 Consultation with Users of Services: to value the lived experience of service users and trust their judgement when planning and delivering services to meet their needs.

6.7.2.7 Community Participation: to recognise the importance of community involvement and participation at the local level in the work of the Foundation.

6.7.2.8 Communications, Preferred Formats and Service of Documents: to maintain forms of communication that are accessible to all clients and that enable a two-way flow of information around Foundation affairs, services and activities.

6.7.2.9 “Plain English”: to ensure that a summary of this Constitution in "plain English" and a user-friendly format is available to Members on request.

6.7.2.10 Board Engagement and Communications with Stakeholders: to enhance and extend the ways in which the Board engages with members and in which members may respond to the Board.

6.7.2.11 Conflicts of interest: to alert Directors to possible areas of conflict that may signify either a direct or indirect material interest in a transaction involving the Foundation.

6.7.2.12 Complaints, Grievances and their determination: to follow a procedure that protects a member’s right to be heard in relation to a complaint or grievance that is to be considered by the Board.

6.7.3 Members will be consulted with respect to any proposed changes to the policies listed in Sub-Rule 6.7.2 prior to any such amendments being put to the Board for approval.

6.7.4 The current policy framework must be publicly available in a single repository on request. Any Member is entitled, on written request, to obtain a copy of the Board’s current policy framework and any of the policies, in the Member’s preferred format.

6.7.5 Members can, by way of written request, ask the Board to update or review any Board policy, however the Board shall be under no obligation to do so.

6.7.6 The Board shall keep its policies up-to-date, to the extent reasonably practicable.

## Committees

6.8.1 Subject to any restrictions in this Constitution, the Board may delegate any one or more of its functions and powers to a committee of Directors, but remains responsible for anything done under that delegation.

6.8.2 Where the Board delegates any function or power to a committee it must monitor the exercise of the power by the committee (using such monitoring methods as the Board considers reasonable).

6.8.3 In exercising any delegated functions and powers, a committee must comply with any directions or requirements that the Board imposes.

6.8.4 Subject to any directions or requirements imposed by the Board, a committee may determine its own procedures and, failing any such determination, the provisions of this Constitution relating to meetings and proceedings of the Board shall apply to the committee with any modifications required by the circumstances.

6.8.5 The Board may not delegate to a committee any of the following powers and matters:

6.8.5.1 the adoption of regulations under Sub-Rule 6.5;

6.8.5.2 the adoption of Board policies for inclusion in the policy framework under Sub-Rule 6.7 and any variation of those policies;

6.8.5.3 the appointment of a Chief Executive; or

6.8.5.4 the passing of any resolution under Sub-Rule 5.7 (which limits in certain instances the application of the provisions relating to Major Proposals).

## Strategic and Annual Plans

6.9.1 The Board shall ensure that there is a current strategic plan in place.

6.9.2 Each year prior to the commencement of the next Financial Year, the Board must approve an annual plan which aligns to the strategic plan, for the conduct of the Foundation's affairs for that Financial Year.

## Conflict of Directors’ Interests

6.10.1 The Board shall adopt a conflicts of interest policy in respect of the Directors and their interests in any transactions of the Foundation, in accordance with Sub-Rule 6.7.2.11 and with applicable law (as it may apply to the Foundation from time to time) (the Conflicts of Interest Policy).

6.10.2 The Board shall ensure the Conflicts of Interest Policy remains, in all material respects, in accordance with the provisions of the Incorporated Societies Bill 2016 (as drafted at the date of this Constitution) and any consequential legislation which is enacted once that Bill is passed into effect.

6.10.3 The Directors shall comply with the Conflicts of Interest Policy at all times.

## Consequences of failing to disclose interest

6.11.1 The Board must notify the Members of a failure to comply with the Conflicts of Interest Policy, and of any transactions affected, as soon as practicable after becoming aware of the failure.

6.11.2 However, a failure to comply with Sub-Rule 6.10 or 6.11.1 does not affect the validity of an act or matter.

## Avoidance of transactions

6.12.1 A transaction entered into by the Foundation in which a Director is interested may be avoided by the Foundation at any time before the expiry of three months after the transaction is disclosed to the Members.

6.12.2 A transaction cannot be avoided if the Foundation receives fair value under it.

6.12.3 A transaction in which a Director is interested can only be avoided on the ground of the Director’s interest in accordance with this Sub-Rule.

6.12.4 For the purposes of this Sub-Rule, “fair value”:

6.12.4.1 is to be determined on the basis of the information known to the Foundation and the Director at the time the transaction is entered into; and

6.12.4.2 if a transaction is entered into by the Foundation in the ordinary course of its operations and on usual terms and conditions, the Foundation is presumed to receive fair value under the transaction.

# Eligibility, Tenure and Election of Directors

## Composition of Board Seats

7.1.1 There shall be nine seats on the Board for which General Directors may be elected.

7.1.2 In addition, there may be up to two “co-opted Seats” for which co-opted Directors may be appointed. The power to co-opt is granted under Sub-Rule 7.10. Sub-Rules 7.3, 7.4, 7.6, 7.7 and 7.8 do not apply to these co-opted Seats.

7.1.3 Only Members are eligible to vote in a ballot for the election of a General Director.

## Eligibility and Disqualification as a Director

7.2.1 Any natural person (whether or not a Member of the Foundation) who is not disqualified by the next following Sub-Rule 7.2.2, may be elected or appointed as a Director of the Foundation.

7.2.2 Subject to Sub-Rule 7.2.3, the following persons are disqualified from being elected or appointed or holding office as a director of the Foundation:

7.2.2.1 a person under 18 years of age;

7.2.2.2 a person who is an undischarged bankrupt;

7.2.2.3 a person who is, for the time being, prohibited from being a director or promoter of or being concerned or taking part in the management of a company under section 382, section 383 or section 385 of the Companies Act 1993, or of an incorporated or unincorporated body under the Financial Markets Conduct Act 2013, or the Takeovers Act 1993;

7.2.2.4 a person who is subject to a property order made under section 30 or section 31 of the Protection of Personal and Property Rights Act 1988;

7.2.2.5 a person who is, or is deemed to be, subject to a compulsory treatment order made under Part II of the Mental Health (Compulsory Assessment and Treatment) Act 1992;

7.2.2.6 a person who has been convicted of a crime involving dishonesty as defined in section 2(1) of the Crimes Act 1961 provided that no account shall be taken of any conviction after the expiry of 10 years from the date of the conviction;

7.2.2.7 a person who is prohibited from one or more of the following under an order made, or a notice given, under a law of a country, State, or territory outside New Zealand:

7.2.2.7.1 being a director of an overseas company;

7.2.2.7.2 being a promoter of an overseas company;

7.2.2.7.3 being concerned or taking part in the management of an overseas company.

7.2.2.8 a person who is an employee of the Foundation;

7.2.2.9 a person who is otherwise disqualified from being elected or appointed or holding office as a director of the Foundation by applicable law.

7.2.3 Notwithstanding Sub-Rule 7.2, no person shall be disqualified from being elected or appointed or holding office as a director of the Foundation to the extent that Sub-Rule 7.2 is inconsistent with, or contrary to, any applicable law.

7.2.4 A person who is disqualified as a director but who nevertheless acts as though he or she were a director shall be liable for any breach of any duty or obligation imposed on Directors of the Foundation committed by him or her whilst so acting in the same manner and to the same extent as if he or she had not been disqualified.

## Tenure

7.3.1 Subject to this Constitution, a person elected as a Director:

7.3.1.1 assumes office at the end of the Annual General Meeting at which he or she is declared to be elected; and

7.3.1.2 shall retire from office at the end of the third Annual General Meeting held after his or her assumption of office, but he or she is eligible for re-election at the election held prior to that meeting in relation to the vacancy arising from his or her retirement.

7.3.2 The office of Director is vacated if the person holding that office:

7.3.2.1 resigns in accordance with Sub-Rule 7.3.3; or

7.3.2.2 becomes disqualified from being a Director pursuant to this Constitution; or

7.3.2.3 is absent from three consecutive meetings of the Board unless leave of absence has been given in writing by the chairperson of the Board; or

7.3.2.4 dies.

7.3.3 A Director may resign office by written notice delivered to the Registered Office or emailed to the chairperson of the Board. Written notice is deemed to be received when it is received at the Registered Office. Emailed notice is deemed to be received when it is acknowledged by the chairperson of the Board by email or other form of writing. Notice (whether delivered or emailed) may be effective immediately on receipt or at a later time (being not later than one month from the date of such receipt) specified in the notice.

7.3.4 Notwithstanding his or her vacation of office, a person who held office as a Director remains, in relation to acts and omissions and decisions made while he or she was a Director, liable under those provisions of this Constitution or of any statute or any principles of the general law that impose duties or obligations on a Director of the Foundation.

## Board Elections

7.4.1 In each calendar year, the Board must conduct an election or elections to fill every seat becoming vacant by reason of Directors retiring at the end of that year’s Annual General Meeting, or by reason of any unfilled Casual Vacancy or Casual Vacancies, as provided by this Constitution.

7.4.2 Nomination: No person may be elected as a Director under this Sub-Rule unless a valid nomination of that person for election as a Director is completed and delivered to the Registered Office or to the post office box or private bag of the national office of the Foundation before 4.00 p.m. on the 40th Working Day prior to the date fixed for the Annual General Meeting.

7.4.3 A nomination is not valid unless:

7.4.3.1 it is in the prescribed manner;

7.4.3.2 it contains only one nomination;

7.4.3.3 it is signed by two proposers who are both Members;

7.4.3.4 it contains a statement signed by the candidate that he or she consents to the nomination and to becoming a Director (if elected) and that he or she is not disqualified in terms of this Constitution from being a Director; and

7.4.3.5 it contains an acknowledgement by the candidate that he or she has familiarised himself or herself with the terms of this Constitution and undertakes to the Foundation and its Members, if elected, to be bound by the responsibilities, duties, obligations and liabilities of Directors contained in this Constitution or by statute or any principles of general law.

7.4.4 A postal ballot will be held to fill a vacant seat or vacant seats (excluding a Casual Vacancy or Vacancies) where the number of validly nominated candidates exceeds the number of vacancies.

7.4.5 Except as expressly provided in this Rule 7 the ballot shall be conducted in the manner provided by Rule 12 (which sets out the detailed procedure for conducting postal ballots).

7.4.6 The voting forms shall be dispatched to all Members entitled to vote in the ballot not later than the 15th Working Day after the day on which nominations close, but no ballot is invalidated by any omission, error or delay in, or relating to, the dispatch of voting forms or by the non-receipt of a voting form by any Member.

7.4.7 If, by reason of an equality of votes for two or more candidates, the ballot is not complete, the returning officer (whose appointment is provided for in Rule 12) shall decide by lot in such manner as he or she shall determine which of such candidates shall be elected and thereby complete the ballot.

7.4.8 At the Annual General Meeting the returning officer shall:

7.4.8.1 where no ballot has been held, declare each validly nominated candidate to be elected; or

7.4.8.2 where a ballot has been held, announce the results of the ballot and declare each successful candidate to be elected.

## Extraordinary events

7.5.1 This Sub-Rule applies where, after the closing date for nominations pursuant to Sub-Rule 7.4:

7.5.1.1 any candidate withdraws his or her candidacy; or

7.5.1.2 any candidate dies; or

7.5.1.3 any candidate becomes disqualified; or

7.5.1.4 in the course of any election there arises any other event or circumstances affecting or relating to the conduct of the election not expressly provided for in this Constitution.

7.5.2 Where this Sub-Rule applies, the Board may appoint an independent solicitor of the High Court of New Zealand to determine what action should be taken to deal with the event or circumstances or its consequences in relation to the election.

7.5.3 Where any such event or circumstances is or are the same or similar to any event or circumstances dealt with by the Local Electoral Act 2001, then the solicitor appointed pursuant to Sub-Rule 7.5.2 may have regard to (but shall not be bound by) the relevant provisions of that Act.

7.5.4 In no event shall a determination be made under Sub-Rule 7.5.2 that is or would be, in direct conflict with any express provision of this Constitution. Where a determination is made under that Sub-Rule, the election shall be conducted in accordance with the determination and no person shall call into question the determination or any steps taken, in relation to the election, by the Board or any Director or employee of the Foundation in accordance with the determination.

## Voting Entitlements

7.6.1 This Sub-Rule applies to any ballot held under the last preceding Sub-Rule.

7.6.2 Each Full Member is entitled to receive and use one voting form.

7.6.3 Each Guardian Member is entitled to receive and use a separate voting form for each Qualifying Child in respect of whom he or she is recorded as being a Guardian in the records kept by the Foundation under Sub-Rule 5.5.3.

7.6.4 If a Member is both a Full Member and a Guardian Member, he or she is entitled to vote as a Full Member under Sub-Rule 7.6.2 and as a Guardian Member under 7.6.3 above.

7.6.5 A voter may use a voting form to vote for any number of candidates for Director not exceeding the number of vacancies to be filled in the ballot to which the voting form relates.

7.6.6 A voting form that does not comply with the last preceding Sub-Rule 7.6.5 is invalid and shall not be counted.

## Casual Vacancies

A Casual Vacancy occurs where a Board seat becomes vacant other than through the retirement of a Director under Sub-Rule 7.3.1.2.

## Filling Casual Vacancy

7.8.1 If a Casual Vacancy occurs, the Board will ask the highest polling unsuccessful candidate in the last annual election to fill the vacancy. If there are two such candidates tied with an equal number of votes, the returning officer (whose appointment is provided for in Rule 12) will determine by lot which candidate to ask first.

7.8.2 If the candidate so asked consents to being a Director by a date to be specified by the Board, then the Board will appoint that candidate to fill the vacancy. If the candidate declines to fill the vacancy or fails to meet the closing date for notification of consent, the Board will ask the next highest polling unsuccessful candidate in the last election, and so on, until a candidate is appointed or all candidates have been exhausted.

7.8.3 Where the process set out in Sub-Rules 7.8.1 and 7.8.2 has failed to fill a Casual Vacancy, the position will remain vacant until the next annual election due to be held or in the course of being held whereupon, provided the term of office of the person whose vacation of office has caused the vacancy to occur has not expired, the position will be filled immediately following the election by the highest polling unsuccessful candidate.

7.8.4 A person appointed or elected to fill a Casual Vacancy assumes office:

7.8.4.1 following the confirmation of his or her appointment by the Board; or

7.8.4.2 at the end of the Annual General Meeting at which he or she is appointed or declared to be elected (as the case requires).

7.8.5 A person appointed or elected to fill a Casual Vacancy must retire from office at the time when the person who caused the Casual Vacancy to occur would have retired from office had the Casual Vacancy not occurred. However, the Director holding the Casual Vacancy who retires pursuant to this Sub-Rule is eligible for re-election at the election held prior to that retirement.

## Validity of Directors’ Acts

7.9.1 The acts of a person as a Director are valid even though:

7.9.1.1 the person’s appointment was defective; or

7.9.1.2 the person is not qualified to be appointed or to act as a Director.

## Power To Co-opt Additional Directors

7.10.1 Subject to this Sub-Rule, the Board may, from time to time, appoint any person as a co-opted Director by way of ordinary resolution.

7.10.2 The Board may exercise its powers under this Sub-Rule only for the purpose of extending, augmenting or balancing, in the interests of good governance, the range or quality of skills, knowledge, perspective or experience available on the Board, or in relation to a particular matter.

7.10.3 The number of co-opted Directors in office at any given time must not exceed two.

7.10.4 The co-option of additional members to the Board is a two-stage process:

**Stage One**: decision to exercise the provision to co-opt; and

**Stage Two**: decision to appoint a particular individual under the provision.

7.10.5 Resolutions on matters related to Stage One must state the reason for setting in train the co-option provisions.

7.10.6 Decisions related to Stage One and decisions related to Stage Two must be made by resolutions of the Board adopted at separate meetings.

7.10.7 Only elected Board members may vote on a resolution pursuant to Sub-Rule 7.10.6.

7.10.8 The Board members voting in favour of the resolutions relating to Stage One or Stage Two of the co-option process must:

7.10.8.1 comprise a majority of elected Board members; and

7.10.8.2 unless the Board members voting in favour of the resolution comprise a two-thirds majority of all elected Board members holding office at the time, must include the chairperson of the Board.

7.10.9 No co-opted Director may be appointed for a term exceeding three years.

7.10.10 A co-opted Director may be re-appointed for one additional term at the expiration of the term for which he or she was appointed. All the provisions of this Sub-Rule apply to the re-appointment of a co-opted Director.

7.10.11 Nothing in this Sub-Rule prevents a person, who is otherwise qualified to do so, from holding office as an elected Director after he or she ceases to be a co-opted Director.

7.10.12 Without limiting Sub-Rule 7.2.2 (relating to grounds for disqualification as a Director) a person is disqualified from being appointed as a co-opted Director if:

7.10.12.1 he or she has already served two consecutive terms as a co-opted Director; or

7.10.12.2 he or she was an elected or co-opted Director in the preceding term and stood unsuccessfully for election as a Director in the most recent election.

7.10.13 A co-opted Director may not be appointed chairperson or deputy chairperson of the Board.

7.10.14 Except as expressed in this Sub-Rule, a co-opted Director has the same functions, duties and powers as an elected Director. Nothing in this Sub-Rule shall be construed as imposing on a co-opted Director any duties or obligations additional to those of any other Director.

# Board - Meetings and General

## Chairperson and Deputy Chairperson

8.1.1 At their first meeting after the Annual General Meeting in each year, the Directors must elect:

8.1.1.1 one of their number (other than a co-opted Director) to be chairperson of the Board; and

8.1.1.2 one of their number (other than a co-opted Director and the chairperson) to be deputy chairperson of the Board.

8.1.2 The Director elected as chairperson or deputy chairperson (as relevant) holds that office until the first meeting of the Board following the next Annual General Meeting or until his or her resignation as chairperson or deputy chairperson (as relevant) or until he or she ceases to be a Director.

8.1.3 The Directors must elect one of their number (other than a co-opted Director) in place of a chairperson or deputy chairperson (as relevant) who resigns or ceases to be a Director. The Director so elected holds that office until the first meeting of the Board following the next Annual General Meeting or until his or her resignation as chairperson or deputy chairperson (as relevant) or until he or she ceases to be a Director.

8.1.4 In the absence of:

8.1.4.1 the chairperson at a meeting of the Board, the deputy chairperson will exercise the powers of the chairperson; or

8.1.4.2 the chairperson and deputy chairperson at a meeting of the Board, the Directors may choose one of their number (other than a co-opted Director) to exercise the powers of the chairperson.

8.1.5 If at a meeting of the Board:

8.1.5.1 the chairperson is not present within 15 minutes after the time appointed for the commencement of the meeting, the deputy chairperson will act as chairperson of the meeting; or

8.1.5.2 the chairperson and deputy chairperson are not present within 15 minutes after the time appointed for the commencement of the meeting, the Directors present may choose one of their number (other than a co-opted Director) to be chairperson of the meeting.

## Notice of Meetings

8.2.1 A Director or, if requested by a Director to do so, an employee of the Foundation may convene a meeting of the Board by giving notice in accordance with this Sub-Rule.

8.2.2 Not less than five Working Days’ notice of a meeting of the Board must be sent to every Director. The notice must include the date, time and place of the meeting and the matters to be discussed.

8.2.3 An irregularity in the notice of a meeting is waived if all Directors entitled to receive notice of the meeting attend the meeting without protest at the outset of the meeting as to the irregularity or if all Directors entitled to receive notice of the meeting agree to the waiver.

## Form and Number of meetings

8.3.1 Meetings of the Board may be held either:

8.3.1.1 by a number of the Directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

8.3.1.2 by means of audio, or audio and visual, communication by which all Directors participating and constituting a quorum can simultaneously hear each other throughout the meeting.

8.3.1.3 Meetings may be called:

8.3.1.3.1 in accordance with a previously approved schedule of meetings or by a decision of the full Board;

8.3.1.3.2 by the chairperson acting on his or her own initiative or by the chairperson at the request of the Chief Executive; or

8.3.1.3.3 by the chairperson in response to a request in writing from a majority of the Directors.

8.3.2 Where a meeting is held by means of audio communication:

8.3.2.1 before the meeting proceeds to any other business, the chairperson shall declare the names of the persons taking part; and

8.3.2.2 a person so named is conclusively presumed to have been present throughout the meeting unless that person is given prior permission by the chairperson to disconnect or that person reports any disconnection to the chairperson as soon as practicable thereafter.

8.3.3 The Board shall meet at least four times between one Annual General Meeting and the next.

## Quorum

8.4.1 A quorum for a meeting of the Board is a majority of the Directors including co-opted Directors.

8.4.2 No business may be transacted at a meeting of Directors if a quorum is not present.

8.4.3 If a quorum is not present within 30 minutes of the time appointed for the commencement of the meeting, the chairperson will adjourn the meeting and give notice to Directors that the meeting will be held on a day, time and place determined by him or her. The day so appointed must be at least five Working Days after the day appointed for the commencement of the inquorate meeting. If no adjournment is made, the meeting is automatically adjourned to the day that is five Working Days after the inquorate meeting and at the same time and place.

8.4.4 If at the adjourned meeting a quorum is still not present within 15 minutes of the time appointed for the commencement of the meeting the chairperson will adjourn the meeting further to a day, time and place determined by him or her. The day so appointed must be at least three Working Days after the day appointed for the commencement of the inquorate adjourned meeting.

8.4.5 If at the second adjourned meeting a quorum is still not present within 15 minutes of the time appointed for the commencement of the meeting, the Directors present constitute a quorum.

## Voting

8.5.1 Every Director has one vote.

8.5.2 The chairperson has a casting vote in addition to a deliberative vote.

8.5.3 A resolution of the Board is passed if a majority of the votes cast are in favour of it.

## Minutes

8.6.1 The Board must ensure that minutes are kept of all proceedings at Board meetings.

8.6.2 Subject to Sub-Rule 8.6.3, the Board must either ensure that the minutes of its proceedings are maintained in a secure and ordered system for the collation, storage and ready accessibility of all such minutes.

8.6.3 Separate minutes shall be kept of Board proceedings held in committee. The Board chairperson is responsible for arranging for the collation, storage and safe custody of all such minutes.

## Unanimous Written Resolution

8.7.1 A resolution in writing, signed or assented to by all Directors entitled to receive notice of a Board meeting, is as valid and effective as if it had been passed at a meeting of the Board duly convened and held. A resolution may consist of several documents in like form including electronic or facsimile counterparts.

8.7.2 A copy of a written resolution that has been signed and is sent by electronic, facsimile or similar means of communication satisfies the requirements of this Sub-Rule.

8.7.3 A copy of any resolution passed in accordance with this Sub-Rule must be entered in the minute book of Board proceedings.

## Other Procedures

Except as provided in this Constitution, the Board may regulate its own procedure.

## Directors not to Act without Authority

A Director must not act or purport to act on behalf of the Foundation except as authorised by the Board.

## Remuneration of Directors

8.10.1 No remuneration shall be paid to any Director in his or her capacity as a Director unless payment has been first authorised by a resolution passed in a postal ballot and at the following meeting of Members.

8.10.2 The resolution to be voted on must be accompanied by:

8.10.2.1 a statement of the amount of the proposed remuneration or change in remuneration (as the case requires); and

8.10.2.2 a report from an independent external advisor appointed on the recommendation of the Auditor of the Foundation giving the opinion of the independent external advisor as to whether the proposed remuneration or change in remuneration is fair to the Foundation.

8.10.3 No Director may vote on any such resolution, or speak to any proposed resolution for the payment of, or the fixing of, Directors’ remuneration at the meeting of Members. Accordingly, the Members present will elect any one of their number, apart from a Director, to be chairperson of the meeting. If the Chief Executive is present, the election of a chairperson under this Sub-Rule shall be conducted by the Chief Executive or his or her nominee.

8.10.4 Any resolution authorising the payment to Directors must express the remuneration as a monetary sum per annum payable to any person from time to time holding office as a Director (with or without authorising an additional amount per annum payable to the Board chairperson).

8.10.5 Special remuneration may be paid to any Director rendering any special services approved in advance by the Board for the purpose of, or in the interests of, the Foundation or for undertaking any work additional to that usually required of a Director. Such special remuneration for the performance of the relevant services or work may be authorised by a majority of Directors and must be reported retrospectively in the next annual accounts.

## Reimbursement of Expenses

A Director is entitled to be paid or reimbursed by the Foundation for all reasonable travelling, accommodation and other expenses incurred by him or her in his or her capacity as a Director, including the expenses of travelling to and from Board and Board committee meetings.

## Indemnity and Insurance for Directors

8.12.1 The Foundation shall indemnify and hereby indemnifies every Director against any costs incurred by him or her in any proceeding that relates to liability for any act or omission in his or her capacity as a Director and in which judgement is given in his or her favour, or in which he or she is acquitted or that is discontinued.

8.12.2 As a separate and independent indemnity, the Foundation shall indemnify and hereby indemnifies every Director in respect of:

8.12.2.1 liability to any person other than the Foundation for any act or omission in his or her capacity as a Director; and

8.12.2.2 costs incurred by him or her in defending or settling any claim or proceedings relating to any liability not being criminal liability or liability in respect of a breach of any fiduciary duty owed to the Foundation.

8.12.3 The Foundation may effect and pay for insurance for a Director of the Foundation in respect of:

8.12.3.1 liability, not being criminal liability, for any act or omission in his or her capacity as a Director; or

8.12.3.2 costs incurred by that Director in defending or settling any claim or proceedings relating to any such liability; or

8.12.3.3 costs incurred by that Director in defending any criminal proceedings in which he or she is acquitted.

8.12.4 The Directors who vote in favour of authorising insurance under Sub-Rule 8.12.3 must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Foundation.

8.12.5 The Board must ensure that particulars of any indemnity given to, or insurance effected for, any Director are forthwith entered in the Register of Directors’ Interests.

## Members’ Right to Attend Board Meetings

8.13.1 Subject to this Sub-Rule, any Member is entitled to attend a meeting of the Board as an observer.

8.13.2 A Member attending a Board meeting pursuant to Sub-Rule 8.13.1 is entitled to speak at the meeting or otherwise take part in the proceedings of the meeting with the permission of the chairperson, where such permission is obtained prior to the meeting.

8.13.3 At any Board meeting the Board may resolve to go into committee for the whole or any part of the meeting to discuss any matter which the Board resolves should remain confidential (including, but not limited to, in respect of any matter which relates to personal correspondence, employment relationships, or other private or commercially or legally sensitive matters) and a Member is not entitled to be present so long as the Board is in committee pursuant to the resolution. Every such resolution:

8.13.3.1 must state the general nature of each matter to be considered in committee and the reason for going into committee in relation to each such matter; and

8.13.3.2 must be put before the Board goes into committee.

# Meetings of Members

## Right to Attend and Vote at Meetings

9.1.1 Unless otherwise specified in this Constitution or in the Incorporated Societies Act 1908 (or any successor legislation), a power or function expressed to be:

9.1.1.1 exercisable by or at a meeting of Members; or

9.1.1.2 otherwise reserved to Members,

may be exercised by a resolution passed at a meeting of Members by a simple majority of the votes of those Members entitled to vote and voting on the matter.

9.1.2 The following persons are entitled as of right to attend and be heard at a meeting of Members:

9.1.2.1 Members;

9.1.2.2 Directors;

9.1.2.3 the Auditor; and

9.1.2.4 any other person whom the Board or the meeting may invite or authorise to attend, or to attend and be heard, on such terms as the Board or the meeting (as the case may be) determines.

9.1.3 Only Members are entitled to vote at a meeting of Members or in a postal vote under Sub-Rule 9.6.

## Annual General Meeting

9.2.1 The Board must call an Annual General Meeting of Members to be held once in each calendar year and not later than five months after the end of the Foundation’s Financial Year.

9.2.2 The business of the Annual General Meeting shall be:

9.2.2.1 announcement of the results of the election of Directors;

9.2.2.2 appointment of the Auditor;

9.2.2.3 consideration of the Financial Statements for the previous Financial Year (including an annual report on the affairs of the Foundation during the previous Financial Year which must contain such information as is prescribed by legislation from time to time);

9.2.2.4 consideration of any proposed resolution specified in the notice of meeting; and

9.2.2.5 any other business authorised by Sub-Rule 9.2.3.

9.2.3 The chairperson of an Annual General Meeting must reasonably allow Members present at the meeting to question, discuss or comment on the management of, or the Board’s direction and supervision of the management of, the Foundation. The meeting may pass a resolution under this Sub-Rule relating to such management, direction or supervision, but any such resolution will not be binding on the Board.

9.2.4 Not more than two successive Annual General Meetings may be held in the same regional centre.

## Member Proposals

9.3.1 30 or more Members may sign and deliver to the Registered Office a written notice containing a resolution (“**Member Proposal**”) that those Members (called “Proposing Members”) require the Board to include in the business of the Annual General Meeting. The notice must be received at the Registered Office no later than 25 Working Days prior to the circulation of the notice of meeting and must specify the name, address and contact details of a Member appointed by the Proposing Members as their agent for the purpose of communications relating to the notice.

9.3.2 It is the duty of the Board to ensure that the notice of meeting includes consideration of the Member Proposal as part of the business of the Annual General Meeting and the name, address and contact details of the Proposing Members’ agent.

9.3.3 The notice given by the Proposing Members may be accompanied by a statement of not more than 600 words in support of the proposed resolution and, if so, the statement must be included in or with the notice of the meeting. The Board is not obliged to include the statement if it considers that it is or may be defamatory.

9.3.4 This Sub-Rule 9.3 shall not apply in respect of any proposal to alter this Constitution (which must follow the process set out in Sub-Rule 9.5).

## Member Resolutions

9.4.1 A resolution of Members passed at a meeting of Members dealing with the management or affairs of the Foundation (including pursuant to a Member Proposal) does not bind the Board unless this Constitution or applicable law so provides.

9.4.2 The Board must respond to Members via the normal channels of communication employed by the Board (in accordance with the policy on Communications, Preferred Formats and Service of Documents) within 40 Working Days following the meeting, regarding the Board’s intent in respect of the resolution and giving reasons if no further action is proposed.

## Alteration of Rules

9.5.1 The Board may at any time propose an alteration to this Constitution for approval by Members. The proposed alteration must be accompanied by an explanatory memorandum in sufficient detail to enable Members to have a reasonable appreciation of the nature and effect of, and the reasons for, the proposed alteration.

9.5.2 Members may propose an alteration to these rules by delivering to the Registered Office a written proposal from Members to alter this Constitution, provided that the proposal:

9.5.2.1 includes the text of the proposed alteration and a certificate by a solicitor of the High Court of New Zealand holding a current practising certificate that, in his or her opinion, the alteration, if duly adopted in accordance with this Constitution, will conform in all respects with the requirements of the Incorporated Societies Act 1908 (or any successor legislation) and other applicable law; and

9.5.2.2 contains an explanation of the proposal in sufficient detail to enable the Board and Members to have a reasonable appreciation of the nature and effect of, and the reasons for, the proposed alteration; and

9.5.2.3 is supported in writing by not less than 100 Members, each of whom appears on the Register of Members as at the date of delivery of the proposal.

9.5.3 Any resolution to alter the rules (whether from the Board or from Members) will be considered and voted upon in a postal ballot as set out in Rule 9.6 (Postal Votes) and which is followed by a special meeting of members convened for that purpose in accordance with Sub-Rule 9.7.3.

9.5.4 A resolution to alter the Constitution must be passed by a two-thirds majority of the Members entitled to vote and voting on the proposal.

9.5.5 Notwithstanding Sub-Rule 9.5.1, the Board may alter the Constitution without the approval of a resolution of Members if the alteration is made to correct a manifest error or is necessary to align the Constitution with any changes to applicable governing legislation.

9.5.6 Any changes made under Sub-Rule 9.5.5 will be notified to Members via the normal channels of communication employed by the Board (in accordance with the policy on Communications, Preferred Formats and Service of Documents).

9.5.7 In no event shall any alteration of this Constitution be made if the alteration would detract from the charitable nature of the objects of the Foundation or permit any Foundation funds to be expended otherwise than in pursuance of those objects.

## Postal Votes

9.6.1 A postal ballot on a proposal to be voted on by Members will be held either:

9.6.1.1 As determined by the Board: or

9.6.1.2 Following a request supported in writing by not less than 100 Members, each of whom appears on the Register of Members as at the date the request is delivered to the Registered Office.

9.6.2 A Member may exercise the right to vote on any proposal by casting a postal vote in accordance with this Sub-Rule. The number of votes that he or she is entitled to cast shall be as provided by Sub-Rule 9.12.8.

9.6.3 The provisions of Rule 12 (which relate to postal ballots) apply to a postal vote under this Sub-Rule.

9.6.4 A Member who casts a postal vote on any proposal may not vote on that same proposal at any special meeting at which the proposal is voted on.

9.6.5 If a vote is taken at a meeting of Members on a proposal on which postal votes have been cast, the chairperson must:

9.6.5.1 on a show of hands or on a poll, count the votes either for or against the resolution (as the case requires) of each Member who has not cast a postal vote on the proposal pursuant to this Sub-Rule; and

9.6.5.2 produce an overall vote count on the proposal by combining the votes counted in accordance with Sub-Rule 9.6.5.1 with the postal votes.

9.6.6 Nothing in this Sub-Rule affects any right which the mover (or a representative of the mover) would otherwise have to withdraw a proposal or motion before it is put to a vote by Members who have still to vote on the proposal or motion.  This applies even though postal votes have been cast on that proposal or motion.

9.6.7 No amendment to any proposal on which postal votes have been cast may be accepted at the meeting.

9.6.8 The following process must be followed by the Board in respect of any proposal to be voted on in a postal ballot:

9.6.8.1 At the Board’s instigation or upon receipt of a proposal from not less than 100 Members, the Board must prepare a written notice containing the proposed resolution, an explanation of the resolution and all relevant materials provided by the Board or the Proposing Members and which the Board, in its opinion, deems reasonable to be included in that written notice (the “Proposal Materials”).

9.6.8.2 The Proposal Materials must be circulated to Members via the normal channels of communication employed by the Board (in accordance with the policy on Communications, Preferred Formats and Service of Documents), and must be circulated within 20 Working Days upon receipt of any proposal from Members.

9.6.8.3 Following circulation of the Proposal Materials in accordance with Sub-Rule 9.6.8.2, a 30 Working Day discussion period will be held, during which time a rebuttal (“Rebuttal”) or counter-proposal (a “Counter-Proposal”) may be lodged by the Board or by a group of not less than 20 Members, whichever is applicable. Any Counter-Proposal must also contain all the information which would be required to be provided were it to become the proposal on which voting will take place.

9.6.8.4 If, at the end of the 30 Working Day discussion period in Sub-Rule 9.6.8.3, there has been no agreement to withdraw the original proposed resolution, the Proposal Materials and the full details of any Rebuttal or Counter-Proposal provided by the Board or Members in accordance with Sub-Rule 9.6.8.3 along with the notice of meeting for the purposes of the meeting to be held pursuant to Sub-Rule 9.6.8.6 must be sent by the Board within 20 Working Days to all Members.

9.6.8.5 After the Proposal Materials and any Rebuttal or Counter-Proposal have been sent to Members, there will be a further 20 Working Day discussion period during which time the Board will invite Members to debate the proposal via such forums as the Board deems appropriate and which forums shall be notified by the Board to Members.

9.6.8.6 During the 20 Working Day discussion period in Sub-Rule 9.6.8.5, Members may vote by way of postal vote on the original proposed resolution contained in the Proposal Materials and at the conclusion of which a meeting of Members shall be held in accordance with Sub-Rule 9.7.3.

9.6.8.7 Once the voting period has closed and the meeting of Members held, all the votes will be counted and the outcome of the resolution announced as soon as possible by the Board.

## Special Meetings

9.7.1 A special meeting of Members:

9.7.1.1 may be called at any time by the Board; and

9.7.1.2 must be called by the Board following a postal vote in accordance with Sub-Rule 9.6.8.6; and

9.7.1.3 must be called by the Board on a written request supported in writing by not less than 100 Members, each of whom appears on the Register of Members as at the date on which the request is delivered to the Registered Office.

9.7.2 A special meeting called at the request of the Members in accordance with Sub-Rule 9.7.1.3 must be held not later than 40 Working Days after delivery of the Members’ request to the Registered Office and must be accompanied by an explanatory memorandum in sufficient detail to enable Members to have a reasonable appreciation of the nature and effect of, and the reasons for, the call for a meeting and proposed resolution (if any). In accordance with Sub-Rule 9.4.1, no resolution adopted at such a meeting is binding on the Board.

9.7.3 A special meeting convened for the purpose of voting in accordance with Sub-Rule 9.7.1.2 must be held not later than five Working Days following the close of voting in the postal ballot in Sub-Rule 9.6.8.6. A resolution on which postal votes have been cast is binding on the Board.

## Chairperson

9.8.1 If the chairperson of the Board is present at a meeting of Members, he or she must chair the meeting.

9.8.2 If the chairperson of the Board is not present within 15 minutes after the time appointed for the commencement of the meeting, the deputy chairperson will act as chairperson of the meeting.

9.8.3 If both the chairperson and the deputy chairperson are not present within 15 minutes after the time appointed for the commencement of the meeting, the Directors present may choose one of their number (other than a co-opted Director) to be chairperson of the meeting.

## Notice of Meetings

9.9.1 Written notice of the date, time and place of a meeting of Members must be sent to every Member, Director and the Auditor of the Foundation not less than 20 Working Days before the meeting.

9.9.2 The notice must include:

9.9.2.1 all material that is required by this Constitution to be included in the notice (including any material required to be provided to Members pursuant to Sub-Rules 9.6 and 9.7); and

9.9.2.2 a description of the business to be transacted at the meeting in sufficient detail to enable a Member to have a reasonable appreciation of the general nature of that business.

9.9.3 If a meeting of Members is adjourned for less than 20 Working Days, it is not necessary to give notice of the date, time and place of the adjourned meeting other than by announcement at the meeting which is adjourned.

## Place of Meeting

9.10.1 Subject to this Sub-Rule, a meeting of Members is held by the assembling together of Members, constituting a quorum, at the place appointed for the meeting. The meeting place shall be determined by the Board.

9.10.2 A meeting assembled in accordance with Sub-Rule 9.10.1 is extended so as to include persons otherwise entitled to attend meetings of Members and who are contemporaneously assembled in one or more other places, if the requirements of Sub-Rule 9.10.3 are complied with. Such meeting is called an “extended meeting”.

9.10.3 For the purposes of Sub-Rule 9.10.2 the requirements for an “extended meeting” are that:

9.10.3.1 the extension must have the prior approval of the Board; and

9.10.3.2 the places of assembly (called “venues”) must be linked to each other by audio, or audio and visual, communication; and

9.10.3.3 such communication must be designed to enable each person present at any venue to simultaneously hear any other person speaking to the meeting at any other venue; and

9.10.3.4 the notice of meeting must state each venue and nominate one of them as the principal venue.

9.10.4 All persons attending an extended meeting at any venue in accordance with Sub-Rule 9.10.2 and Sub-Rule 9.10.3 are entitled, so far as the circumstances permit, to participate in the business and proceedings of the meeting.

9.10.5 In the case of an extended meeting:

9.10.5.1 the chairperson of the Board is treated as present at the meeting for the purposes of Sub-Rule 9.8.1 (relating to the chairing of a meeting) only if he or she is physically present at the principal venue; and

9.10.5.2 only a Director physically present at the principal venue is eligible to be chosen as chairperson under Sub-Rules 9.8.2 and 9.8.3 (relating to the appointment of a chairperson in the absence of the Board chairperson).

9.10.6 The chairperson of an extended meeting may appoint a person as his or her representative at each venue at which the chairperson is not physically present. A representative has such functions relating to the conduct of proceedings at the venue concerned as the chairperson shall determine. Such functions may include taking a count on a show of hands and the supervision of a poll and transmitting the results to the chairperson in such manner as the chairperson directs.

9.10.7 The chairperson of an extended meeting may adjourn the meeting at any time in the event of any failure to establish the necessary communication between assembly places or the disconnection or interruption in the communication or any interference or deterioration in sound quality, but no such disconnection, interruption, interference or deterioration shall affect the validity of the proceedings.

9.10.8 Where an Annual General Meeting is held by means of an extended meeting, it shall, for the purposes of Sub-Rule 9.2.4, be deemed to have been held at the principal venue.

9.10.9 In all other respects the provisions of this Constitution relating to meetings of Members shall, with any modifications necessary to meet the circumstances, apply to an extended meeting.

9.10.10 The Board may make regulations governing the convening and conduct of extended meetings but this power is limited to matters on which this Constitution is silent and such regulations shall not be inconsistent with any provision of this Constitution.

## Quorum

9.11.1 Subject to this Sub-Rule, no business may be transacted at a meeting of Members if a quorum is not present.

9.11.2 A quorum for a meeting of Members is 30 Members whose numbers include those present at the principal venue, in attendance at an extended meeting venue, or connected via a private phone line.

9.11.3 If a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting:

9.11.3.1 in the case of a meeting called at the request of Members under Sub-Rule 9.7.1.3, the meeting is dissolved; and

9.11.3.2 in the case of any other meeting, it is adjourned to the same day two weeks after the meeting at the same time and place (or, if applicable, the same places) or to such other date, time and place or places as the Board may appoint. If, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the Members present shall constitute a quorum.

## Voting

9.12.1 Subject to Sub-Rules 9.12.7 and 9.12.8, unless a poll is demanded, voting on any question at a meeting of Members shall be either by voice or by show of hands (whichever the chairperson shall nominate). On a vote by voice or show of hands each Member present in person has one vote.

9.12.2 The results of any vote shall be declared by the chairperson at the meeting. A declaration by the chairperson that a resolution is carried is conclusive evidence of that fact unless a poll is demanded in accordance with Sub-Rule 9.12.3.

9.12.3 A poll may be demanded by the chairperson or by four or more Members.

9.12.4 A poll may be demanded either before or after a vote is taken on the voices or by show of hands.

9.12.5 A poll must be conducted in such a manner as, in the opinion of the chairperson, will provide reasonable secrecy in the voting process, having regard to the blindness or vision impairment of voters.

9.12.6 The result of a poll must be declared by the chairperson at the meeting, including the number of votes cast for and against the resolution.

9.12.7 On a poll, each Member has, and may exercise, the right to vote in person or, in accordance with Sub-Rule 9.6 and subject to that Sub-Rule, by means of a postal vote.

9.12.8 The number of votes that a Member may exercise is as follows:

9.12.8.1 Each Full Member is entitled to receive and use one voting form,

9.12.8.2 Each Guardian Member is entitled to receive and use a separate voting form for each Qualifying Child in respect of whom he or she is recorded as being a Guardian in the records kept by the Foundation under Sub-Rule 5.5.3.

9.12.8.3 Where a Member is both a Full Member and a Guardian Member, he or she is entitled to vote under both Sub-Rules 9.12.8.1 and 9.12.8.2 above.

9.12.9 The chairperson does not have a casting vote.

9.12.10 Where a person is present at a meeting of Members, his or her eligibility to vote at that meeting and the number of votes which he or she is entitled to cast in terms of this Constitution shall be determined by reference to the Register of Members or the record of Qualifying Children kept under Sub-Rule 5.5.3 (as the case requires) as at the commencement of the meeting.

## Minutes

9.13.1 The Board must ensure that minutes are kept of all proceedings at meetings of Members.

9.13.2 Minutes that are signed correct by the chairperson of a meeting of Members are prima facie evidence of the proceedings at the meeting.

9.13.3 Subject to Sub-Rule 9.13.4, the Board must establish and maintain a secure and chronologically organised system for the collation, storage and ready accessibility of all such minutes.

9.13.4 Separate minutes shall be kept of proceedings of meetings of Members held in committee. The Board chairperson is responsible for arranging for the collation, storage and safe custody of all such minutes.

## General Conduct of Proceedings

9.14.1 Subject to any express requirements of this Constitution, the chairperson of a meeting of Members shall, as far as it is reasonably practicable so to do, ensure that the proceedings are conducted in such a manner as the chairperson considers will take adequate account of the needs and convenience of, and will facilitate participation by, Members who are blind persons, but the validity of any proceedings shall not be called into question solely by reason of any breach or alleged breach of this Sub-Rule.

9.14.2 If the chairperson of a meeting of Members is a blind person, he or she is entitled to use and rely on such sighted assistance as he or she may reasonably require in carrying out his or her functions.

## Other Procedures

Except as provided in this Constitution, a meeting of Members may regulate its own procedure.

## Accidental Errors not to Invalidate Proceedings

The proceedings or decisions of a meeting of Members are not invalidated by an accidental:

9.16.1 omission to send to any Member, or the non-receipt by any Member of, notice of the meeting (or any report or other document intended to accompany the notice); or

9.16.2 failure to send the notice of meeting (or any report or other document accompanying, or intended to accompany, the notice), in the Member's preferred format; or

9.16.3 error in the transcription of notice of the meeting (or of any report or other document accompanying, or intended to accompany, the notice).

# Accounts and Audit

## Control of Funds

10.1.1 The Foundation’s funds shall be under the general control of the Board.

10.1.2 The Board must take reasonable steps to ensure that appropriate and adequate accounting systems and procedures are instituted, maintained and enforced to protect from unlawful, unauthorised or other improper use of the assets and funds of the Foundation or any trust administered by the Foundation.

10.1.3 All money received by or on behalf of the Foundation must be paid into a bank account in the name of the Foundation as soon as practicable after its receipt.

10.1.4 All payments drawn upon the Foundation’s bankers shall be signed in such manner and by such persons as the Board determines.

## Accounting Records

10.2.1 The Board must cause accounting records to be kept that:

10.2.1.1 correctly record and explain the Foundation’s financial transactions;

10.2.1.2 will at any time enable the Foundation’s financial position to be determined with reasonable accuracy;

10.2.1.3 will enable the Directors to comply with Sub-Rule 10.3 (which relates to the preparation of annual Financial Statements); and

10.2.1.4 will enable the Foundation’s Financial Statements to be readily and properly audited.

10.2.2 Without limiting Sub-Rule 10.2.1, the accounting records must contain:

10.2.2.1 entries of money received and disbursed and the matters to which each receipt and disbursement relate;

10.2.2.2 a record of the Foundation’s assets and liabilities; and

10.2.2.3 a record of all mortgages, charges and securities of any description affecting any of the property of the Foundation.

10.2.3 The Board must establish and maintain a satisfactory system of control of the Foundation’s accounting records.

10.2.4 The accounting records must be kept in written form or in a form or manner in which they are easily accessible and convertible into written form.

## Financial Statements

10.3.1 The Board must ensure that, within three months after the end of each Financial Year, Financial Statements for the Foundation that comply with Sub-Rule 10.3.2 are:

10.3.1.1 completed and audited; and

10.3.1.2 dated and signed by two Directors (including the chairperson) on behalf of all Directors.

10.3.2 The Financial Statements must comply with generally accepted accounting practice.

10.3.3 For the purposes of Sub-Rule 10.3.2, Financial Statements comply with generally accepted accounting practice only if they comply with accounting policies that:

10.3.3.1 are appropriate to the nature and circumstances of the Foundation and as required by applicable accounting financial reporting standards; and

10.3.3.2 have authoritative support within the accounting profession in New Zealand.

10.3.4 If the Board considers that, in complying with generally accepted accounting practice, the Financial Statements do not give a true and fair view of the matters to which they relate, it must add such information and explanations as will give a true and fair view of those matters.

10.3.5 In addition to the other requirements of this Rule, the Board must ensure that the Financial Statements are completed and delivered in accordance with any other legislative requirements which apply to the Foundation from time to time.

## Appointment of Auditor

10.4.1 At each Annual General Meeting the Foundation must appoint an Auditor to:

10.4.1.1 hold office from the end of the meeting until the end of the next Annual General Meeting; and

10.4.1.2 audit the Foundation’s Financial Statements for the year ending during the Auditor’s appointment.

10.4.2 The Board may fill any Casual Vacancy in the office of Auditor.

10.4.3 A person must not be appointed or act as Auditor of the Foundation unless he or she holds the appropriate licence of public practice. No person may be appointed or act as Auditor of the Foundation if he or she is a Director or employee of the Foundation or is the partner, or in the employment, of a Director or employee of the Foundation.

10.4.4 An Auditor can be re-appointed by Members at an Annual General Meeting unless:

10.4.4.1 the Auditor is not qualified for appointment; or

10.4.4.2 a resolution is passed at the meeting appointing another person to replace him or her; or

10.4.4.3 the Auditor has given notice to the Foundation that he or she does not wish to be re-appointed.

10.4.5 The fees and expenses of the Auditor shall be as fixed by the Board.

## Auditor’s Access

10.5.1 The Board must ensure that the Auditor has access at all times to the accounting records and other documents of the Foundation.

10.5.2 The Auditor is entitled to require from any Director or employee of the Foundation such information and explanations as the Auditor thinks necessary for the performance of the Auditor’s duties and that, having regard to the position held by the Director or employee, it would be reasonable to expect the Director or employee concerned to have in his or her possession or control.

10.5.3 The Board must ensure that the Auditor:

10.5.3.1 is permitted to attend any meeting of Members and to be heard at any such meeting on any part of the business of the meeting that relates to the audit of the Foundation’s Financial Statements; and

10.5.3.2 receives the notices and communications that a Member is entitled to receive relating to a meeting of Members.

## Auditor’s Report on Financial Statements

The Auditor’s report on the Financial Statements must be prepared in accordance with all applicable accounting legislation and generally accepted accounting practices as they may apply to the Foundation from time to time.

# Information, Reports and Communications

## Preparation and Sending of Financial Statements

The Board shall cause a copy of the Financial Statements or summary of the Financial Statements (as the case requires) to be sent to every Member who has elected to receive a copy, not less than 15 Working Days before the date fixed for the Annual General Meeting or as soon as practicable.

## Notice to receive Financial Statements

A Member must apply by written notice to the Foundation to receive a copy of the Financial Statements.

## Waiver of Right to Receive Reports

If a Member does not apply to the Foundation for the Financial Statements, the Member shall be deemed to have waived his or her entitlement to receive the Financial Statements. While the waiver is in effect, the Foundation need not send to the Member the Financial Statements.

## Inspection of Records by Members

11.4.1 Subject to this Sub-Rule, the Foundation must keep the following records available for inspection by a Member or by a person authorised in writing by a Member:

11.4.1.1 this Constitution;

11.4.1.2 the full names and contact details of the Directors;

11.4.1.3 minutes of all Annual General Meetings and special meetings of Members (other than proceedings held in committee);

11.4.1.4 copies of the Financial Statements produced over the past three years;

11.4.1.5 the register of Directors’ Interests;

11.4.1.6 the Board’s policy framework;

11.4.1.7 all regulations made by the Board under this Constitution and currently in force;

11.4.1.8 minutes of all meetings of the Board (other than proceedings held in committee);

11.4.1.9 the strategic plan;

11.4.1.10 the Annual Plan;

11.4.1.11 the report on the Annual Plan; and

11.4.1.12 a schedule stating the number of Foundation employees, current or former, who, during the Financial Year received remuneration and any other benefits in their capacity as employees, the value of which was or exceeded $100,000 per annum and state the number of such employees or former employees in each range of $10,000.

11.4.2 Each such document must be available in the following formats: standard print, large print, braille, electronic and audio.

11.4.3 A person wishing to inspect documents under this Sub-Rule must give the Foundation not less than 10 Working Days’ prior written notice of his or her intention to inspect. The notice must specify the documents to be inspected and which of the formats as specified in Sub-Rule 11.4.2 the Member wishes to access. A notice lapses if the inspection does not take place within 20 Working Days of the service of the notice.

11.4.4 Inspection must take place at the Registered Office between the hours of 9.30 a.m. and 4.00 p.m. on a Working Day (but not on a Provincial Anniversary Day as observed at the place of the Registered Office).

11.4.5 The Foundation must give reasonable assistance to any person wishing to inspect any documents under this Sub-Rule.

11.4.6 A Member may make a written request to the Foundation to send him or her a copy of any document which he or she is entitled to inspect under this Sub-Rule or any part of such a document or a transcription of the document in the Member’s Preferred Format. The request must be accompanied by payment of a reasonable administration fee and a reasonable copying or transcription fee (such fees being as prescribed by the Board). The Foundation must send the copy or transcription to the Member within 14 Working Days of receipt of the request and accompanying payment of fees.

## Nomination of Preferred Formats

11.5.1 The Board may from time to time approve any method of producing, reproducing, adapting or communicating the text of documents as an additional Listed Format in accordance with its Communications, Preferred Formats and Service of Documents policy under Sub-Rule 6.7.2.8. The Board may delegate to the Chief Executive its functions and powers under this Sub-Rule.

11.5.2 Each person must make a written nomination of his or her Preferred Format. The nomination must be one of the Listed Formats (except as otherwise permitted by the Chief Executive at their discretion). The nomination may be included in the application for Membership.

11.5.3 A Member may at any time give the Foundation notice cancelling his or her current Format Nomination and nominating another Listed Format in its place. This change will be implemented within 15 working days of receipt of the notice*.*

11.5.4 Any changes to voting formats cannot be made during open voting periods.

11.5.5 A Format Nomination ceases to be current or of any effect if:

11.5.5.1 it is cancelled and replaced as provided by Sub-Rule 11.5.3; or

11.5.5.2 the nominator ceases to be a Member; or

11.5.5.3 in the case of a method approved by the Board under Sub-Rule 11.5.1, that approval is withdrawn.

11.5.6 A nomination of email as a Member’s Preferred Format must include the email address to be used for the purpose.

11.5.7 Notwithstanding anything elsewhere contained in this Sub-Rule, the Chief Executive may, at his or her discretion and on such conditions as he or she thinks fit, permit any Governing Member to nominate different Preferred Formats for different kinds of General Document.

## Service of Documents on, and by, the Foundation

11.6.1 So long as any Format Nomination made by a Member remains current, all General Documents given by the Foundation to the Member must be in the Preferred Format specified in that Format Nomination.

11.6.2 A notice, request or other document (other than a completed voting form in a postal ballot or postal vote) required or authorised by this Constitution to be given or sent to the Foundation or the Board by a Member may be given or sent by means of any Listed Format, except by audio media, and service shall be effected in accordance with the Board policy on Communications, Preferred Formats and Service of Documents.

11.6.3 Where a document is delivered, sent or transmitted to or by a Member in any format or manner authorised by Sub-Rule 11.6 and in accordance with the Board policy on Communications, Preferred Formats and Service of Documents for documents of that kind, then it shall be regarded as satisfying any requirement of this Constitution that it be written or in writing. Where the name of the person purporting or claiming to be the author or sender of the document is clearly identified as such in the document, then, in the absence of proof to the contrary, the document is regarded as the authentic instrument of that person and as having been signed by him or her for the purposes of any requirement of this Constitution that the document be signed.

## Time of Service

11.7.1 For the purposes of this Constitution, a document or article sent by post is deemed to be received on the fifth Working Day after it is posted.

11.7.2 A document sent by facsimile or email is deemed to be received on the Working Day next following the day on which it is sent.

## Date for Determining Right to Receive Notices and Reports

11.8.1 Subject to Sub-Rule 11.3 (which relates to waiver of the right to receive certain documents) the persons entitled to receive notice of any meetings of Members or any Financial Statements are those who are current Members as at the close of business on a date fixed by the Board for the purpose or, if the Board does not fix such a date, those who are current Members as at the close of business on the fifth Working Day prior to the day on which the notice or report is dispatched to Members.

11.8.2 A date must not be fixed under Sub-Rule 11.8.1 if it precedes by more than 15 Working Days or less than five Working Days the date on which the notice or report is dispatched to Members.

11.8.3 For the purposes of this Sub-Rule, the current Members and their respective addresses as at any given date shall be determined solely by reference to the Register of Members.

# Postal Ballots

## Application of Rule

12.1.1 This Rule applies to any postal ballot under Sub-Rule 7.4 (which relates to elections to the Board) and any postal vote under Sub-Rule 9.6 (which relates to postal voting associated with proposals) or Rule 14 (which relates to liquidation of the Foundation and disposal of surplus assets).

12.1.2 In the following provisions of this Rule, the expressions “postal ballot” and “ballot” includes a postal vote.

## Appointment of Returning Officer

12.2.1 Where a postal ballot is to be held, it is the duty of the Board to appoint a returning officer for the ballot. The Board may appoint a replacement returning officer if the original appointee dies, resigns or is otherwise incapable of acting.

12.2.2 The Board may appoint an employee of the Foundation to act as a returning officer in the course of his or her employment by the Foundation, but a Director may not be appointed or act as returning officer.

## Functions of Returning Officer

12.3.1 The function of a returning officer is to conduct the ballot in accordance with this Constitution and any relevant regulations made by the Board.

12.3.2 A returning officer has all incidental powers and discretions necessary or expedient for carrying out his or her functions (including making determinations on any matter where this Constitution or regulations made by the Board are silent). A determination made in good faith by a returning officer in exercising such powers and discretions is final and binding and may not be called into question by any person.

12.3.3 Without limiting Sub-Rule 12.3.4, the returning officer is responsible for the preparation, design and printing of voting forms including such instructions as to the use of the form as he or she considers necessary or desirable.

12.3.4 The returning officer may engage other persons to assist him or her in carrying out any of his or her functions.

## Dispatch of Voting Forms

12.4.1 The returning officer must, not earlier than 25 Working Days and not later than 20 Working Days before the date on which voting in the ballot is to close, send by post addressed to each Member entitled to vote in the ballot, the number of voting forms which the Member is entitled to use in the ballot together with a postage-paid addressed return envelope.

12.4.2 Where two or more ballots are conducted concurrently, the returning officer may send one envelope for return of all voting forms.

## Accidental Failure to Send Voting Form Not to Invalidate Ballot

The accidental omission by the returning officer to forward a voting form to any Member entitled to vote in the ballot does not invalidate the ballot unless more than 10% of voting papers are not sent by the returning officer.

## Method of Voting

A Member wishing to vote in the ballot shall:

12.6.1 mark the voting form sent to him or her by the returning officer or cause some other person to mark it on his or her behalf and in compliance with his or her directions, in either case in accordance with the instructions printed on the form; and

12.6.2 place the completed form in the return envelope as sent by the returning officer; and

12.6.3 return the envelope either by hand delivery to the Registered Office or by posting it.

## Receipt of Voting Forms

12.7.1 No voting form is valid unless it is delivered to the Registered Office as required by this Sub-Rule, in the return envelope provided for the purpose, before 4.00 p.m. on the closing day. The returning officer must ensure that any post office box or private mail bag to which the return envelope is addressed is cleared at that time.

12.7.2 All envelopes received before the close of voting must, immediately after receipt, be placed in a locked box or boxes in a safe place under the direct control of the returning officer until after the close of voting.

12.7.3 Envelopes received after the close of voting must be marked as such and placed in one or more separate sealed and clearly identified parcels.

## Count of Votes

12.8.1 After the close of voting the locked boxes shall be opened in the presence of the returning officer and two other persons nominated by the returning officer and the votes contained therein shall then be counted.

12.8.2 A voting form is set aside as invalid if it does not indicate clearly:

12.8.2.1 in the case of a ballot for election to the Board, the candidate or candidates for whom the voter desired to vote; and

12.8.2.2 in any other case, whether the vote is for or against the proposed resolution.

## Return of Result

Within 24 hours after completing the count the returning officer must cause to be delivered to the chairperson of the Board (to be held in the Foundation’s minute book) a certificate signed by the returning officer stating the results of the count (including the number of invalid or informal votes).

## Disposal of Voting Forms

The returning officer must:

12.10.1 as soon as practicable after the completion of the count, cause the used voting forms to be made up into sealed and clearly identified parcels (keeping the invalid or informal voting forms separate from the others); and

12.10.2 subject to the direction of any Court of competent jurisdiction, cause all parcels and their contents (including the parcels of envelopes delivered after the close of voting) to be destroyed after the expiration of six months from the close of voting.

## Determination of Eligibility to Participate in Ballot

12.11.1 A person’s eligibility to vote in a postal ballot and the number of voting forms to which he or she is entitled in terms of this Constitution shall be determined solely by reference to the Register of Members or the record of Qualifying Children kept under Sub-Rule 5.5.3 (as the case requires) as at 4.00 p.m. on a date determined in the manner set out in Sub-Rule 12.11.2.

12.11.2 The applicable date for the purposes of Sub-Rule 12.11.1 shall be a date fixed by the returning officer or, if he or she does not fix a date, it shall be the fifth Working Day prior to the day on which the voting forms are sent. The returning officer must not fix a date earlier than 10 Working Days nor less than five Working Days prior to the date on which the voting forms are sent.

## Special Provisions Relating to Certain Postal Votes

In respect only of a postal vote conducted for the purposes of Sub-Rule 9.6 (which relates to postal voting associated with a meeting of Members):

12.12.1 each notice of meeting in respect of a meeting to be held on the relevant proposal shall be accompanied by a voting form or forms (as the case requires) in respect of each proposal on which the Member would be entitled to vote if personally present at the meeting; and

12.12.2 the returning officer shall determine the day and time for the close of postal voting.

## Alternative Means of Postal Voting

12.13.1 The Board shall make and from time to time rescind or amend, regulations providing for the following matters:

12.13.1.1 authorising the conduct of ballots wholly or partly by electronic means or by the use of braille and, for that purpose, approving any electronic system or system involving the use of braille;

12.13.1.2 adapting the foregoing provisions of this Rule 12 to the extent necessary or expedient in the Board’s opinion to meet or accommodate the technological requirements, configurations or specifications and the physical or technical limitations of any electronic system or braille-based system adopted for electronic voting or voting by means of braille; and

12.13.1.3 otherwise prescribing and regulating the manner in which such ballots may be conducted.

12.13.2 A ballot conducted in accordance with such regulations is as valid as if conducted in accordance with the procedures otherwise provided by this Rule 12.

# Complaints and Grievances Procedures

## Complaints – Member’s right to be heard

13.1.1 If the Board considers a Complaint or institutes a disciplinary procedure regarding the alleged misconduct of a Member, the Member has a right to be heard before the Complaint is resolved or any outcome is determined.

13.1.2 Without limiting the manner in which a Member may be given a right to be heard in relation to a Complaint, a Member must be taken to have been given the right if:

13.1.2.1 the Member is fairly advised of all allegations concerning the Member, with sufficient details and time given to enable the Member to prepare a response; and

13.1.2.2 the Member has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

13.1.2.3 an oral hearing is held if the Decision Maker (acting reasonably) considers that an oral hearing is needed to ensure an adequate hearing; and

13.1.2.4 an oral hearing (if any) is held before the Decision Maker and the Member’s written statement or submissions are considered by the Decision Maker.

## Grievances – Member’s right to be heard

13.2.1 If the Board considers a Member’s Grievance, the Member has a right to be heard before the Grievance is resolved or any outcome is determined.

13.2.2 Without limiting the manner in which a Member may be given a right to be heard, a Member must be taken to have been given the right if:

13.2.2.1 the Member has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and

13.2.2.2 an oral hearing is held if the Decision Maker considers (acting reasonably) that an oral hearing is needed to ensure an adequate hearing; and

13.2.2.3 an oral hearing (if any) is held before the Decision Maker and the Member’s written statement or submissions are considered by the Decision Maker.

## Investigating and determining Complaint or Grievance

13.3.1 The Board must, as soon as is reasonably practicable after receiving a Complaint or Grievance, investigate and determine the Complaint or Grievance.

13.3.2 Complaints and Grievances must be dealt with by the Board in a fair, efficient, and effective manner.

## Grounds for deciding not to progress Complaint or Grievance

13.4.1 Despite Sub-Rule 13.3, the Board may decide not to proceed with a matter further if:

13.4.1.1 the matter is trivial; or

13.4.1.2 the matter does not appear to disclose:

13.4.1.2.1 in the case of a Complaint, any material misconduct by a Member that would warrant further investigation of that Complaint; or

13.4.1.2.2 in the case of a Grievance, any material damage to a Member’s rights or interests as a Member or to Members’ rights or interests generally that would warrant further investigation of that Grievance; or

13.4.1.3 in respect of a Grievance, the complainant has not proven that the Foundation has taken some unjustified action or is failing to take required action and the Foundation’s action is to the disadvantage of the Member, a class of Members, or to Members as a whole, or is contrary to the purposes of the Foundation; or

13.4.1.4 the Complaint or Grievance appears to be without foundation or there is no apparent evidence to support it; or

13.4.1.5 the person who makes the Complaint or brings the Grievance has an insignificant interest in the matter; or

13.4.1.6 the conduct, incident, event, or issue has already been investigated and dealt with by, or on behalf of, the Foundation.

## The Board may refer Complaint to subcommittee or other investigator

13.5.1 The Board may refer a Complaint or Grievance to any of:

13.5.1.1 a subcommittee or an external person to investigate and report; or

13.5.1.2 a subcommittee, an arbitral tribunal in accordance with the Arbitration Act 1996, or an external person to investigate and make a decision,

(each a Decision Maker), where the Board (in its sole discretion) considers it necessary or appropriate to do so, and on such terms and conditions as the Board may decide.

13.5.2 Any terms and conditions imposed by the Board in accordance with Sub-Rule 13.5.1.2 must not be inconsistent with the procedural requirements of the Arbitration Act 1996.

13.5.3 The Foundation and any Member the subject of the Complaint or Grievance agree that Sub-Rule 13.5.1.2 constitutes an arbitration agreement for the purposes of the Arbitration Act 1996 to the extent the Complaint or Grievance is referred by the Board to an arbitral tribunal.

## Decision Maker

13.6.1 A Decision Maker must believe themselves to be impartial and confirm that belief to the Board prior to acting as Decision Maker.

13.6.2 A person may not act as a Decision Maker in relation to a Complaint or Grievance if two or more Members of the Board or a Complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

13.6.2.1 impartial; or

13.6.2.2 able to consider the matter without a predetermined view.

# Liquidation of Foundation and Disposal of Surplus Assets

14.1 Prior to liquidation, the Foundation must pass a resolution to determine the transfer and distribution of surplus assets upon liquidation (in accordance with the requirements of Sub-Rule 14.4) by way of a postal ballot of Members in accordance with Sub-Rule 9.6 and which is followed by a special meeting of Members convened for that purpose in accordance with Sub-Rule 9.7.3.

14.2 Following the resolution being passed pursuant to Sub-Rule 14.1, the Foundation is put into liquidation if the Foundation passes a resolution appointing a liquidator in a postal ballot of Members in accordance with Sub-Rule 9.6 and which is followed by a special meeting of Members convened for that purpose in accordance with Sub-Rule 9.7.3.

14.3 For the avoidance of doubt, each of the resolutions in 14.1 and 14.2 must be passed by a two-thirds majority of the Members entitled to vote and voting on the resolution.

14.4 On the liquidation of the Foundation, all surplus assets after payment of all costs, debts and liabilities shall not be transferred to or distributed amongst the Members, but, subject to any trust affecting the same, shall be transferred (in accordance with the resolution passed pursuant to Sub-Rule 14.1) to such charitable organisation in New Zealand having objects similar to those of the Foundation as the Members shall determine before the liquidator is appointed or, in default of such determination, to such charitable organisation in New Zealand as the High Court of New Zealand or a Judge of that Court shall direct upon the application of the Foundation.

14.5 The written notice of resolution under Sub-Rules 14.1 and 14.2 must include a statement confirming that the Board has had regard to the purposes of the Foundation.

# Miscellaneous

## Common Seal

15.1.1 The Board shall have control of the Foundation’s common seal and must provide for its safe custody.

15.1.2 The common seal may be used only with the authority of the Board.

15.1.3 Every document to which the common seal is affixed shall be signed by:

15.1.3.1 two Directors or by one Director and the Chief Executive or by one Director and one other person appointed by the Board for the purpose, or

15.1.3.2 such other person or persons as the Board may determine either generally or in respect of any class or classes of documents or transactions.

## Benefits to Members

No Member or any person associated with a Member shall participate in or materially influence any decision made by the Foundation or the Board in respect of the payment to, or on behalf, of that Member or associated person of any income, benefit or advantage whatsoever, except where that income, benefit or advantage is the provision of services or benefits by the Foundation to any blind person or any group of blind persons in the ordinary course of the Foundation’s activities as a provider of services or benefits of that nature to blind persons. Any income paid shall be reasonable and relative to that which would be paid in an arm’s length transaction (being the open market value). The provisions and effect of this Sub-Rule shall not be removed from this Constitution and shall be included and implied into any document replacing this Constitution.