



# **Rules of the Neurological Foundation of New Zealand**

**Date approved:**

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# Neurological Foundation of New Zealand

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# Rules of the

## Neurological Foundation of New Zealand

### Introduction

- A. The Neurological Foundation of New Zealand ("**Foundation**"), under its former name "The New Zealand Neurological Foundation" was established by a declaration of trust dated 25 August 1971 ("**Declaration**"). The Declaration recorded that the then trustees held certain moneys donated for the objects and purposes recorded in the appendices to the Declaration, and provided that the Foundation should be incorporated under the Charitable Trusts Act 1957 ("**CTA**"). The Declaration also provided that upon incorporation the trustees named in that document would:
- (a) adopt the objects, powers and rules attached as appendices to the Declaration ("**Original Rules**"); and
  - (b) thereafter transfer the property held by them to the Council (as it was then constituted) for the purposes of carrying out the objects of the Foundation.
- B. The Council of the Foundation was subsequently incorporated as a trust board on 29 October 1971 (under the name New Zealand Neurological Foundation). Since that date, the Original Rules have been varied at meetings of the Foundation's Members held on 19 June 1986, 20 July 1990 and 7 December 1997, 3 December 2009, 29 November 2012, 5 December 2013, 3 December 2015, 5 September 2019 and 23 September 2021.
- C. On 5 February 1998, the Foundation changed its name to the current name, and on 25 May 2007, the Foundation was registered with Charities Services as a charity under the Charities Act 2005.
- D. Clause 14 of the Original Rules (as varied under paragraph B) permits those rules to be altered by majority of at least two-thirds of the Members of the Foundation.
- E. Pursuant to clause 14 of the Original Rules (as varied under paragraph B), the Members have agreed to alter the Original Rules. These rules (and the terms and conditions contained herein) comprise a restatement of the Original Rules as altered.

### Operative part

#### 1. Name of trust

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- 1.1 The name of the trust to which these rules apply shall continue to be known as the **Neurological Foundation of New Zealand** ("**Foundation**").

#### 2. Definitions and interpretations

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- 2.1 **Definitions:** In these rules, including the Introduction, unless the context otherwise requires:

"**Appointments Subcommittee**" means the subcommittee (whether having that name or such other name) comprising members of the Council to whom the Council has delegated the power to consider applications from, and make recommendations to the Council in respect of, individuals who have applied to become members of the Council, as may be amended or replaced by the Council from time to time under clause 8.2.

**“charitable purposes”** means every purpose within New Zealand which in accordance with the law of New Zealand for the time being is charitable, whether such purpose involves the relief of poverty, the advancement of education or religion, or any other object or purpose beneficial to the community not falling under any of the preceding heads, and facilities for recreation or other leisure time and occupation that are charitable under section 61A of the Charitable Trusts Act 1957, and shall include any trust established solely and exclusively for charitable purposes.

**“Chairperson”** means the chairperson of the Council.

**“clause”** is, unless otherwise qualified, a reference to a clause of these rules.

**“company”** includes a corporation or other body corporate and a body of persons (whether incorporated or not).

**“Committee Chairperson”** means the chairperson of a Council appointed sub-Committee.

**“Committee Representative”** means the Council appointees to serve on a sub-Committee or advisory Committee.

**“Council”** means the governing body of the Foundation as described in section 8.

**“Council Members”** means the persons who are appointed to be Council Members pursuant to clauses 8.2 or 8.7, whether original, additional or substituted.

**“Deputy Chairperson”** means the deputy chairperson of the Council.

**“Foundation”** means the trust established by these rules.

**“person”** and words importing a person or persons include a company, firm, organisation or trust and any state government or governmental agency.

**“property”** means any real or personal property of any kind or nature and includes any right or interest therein.

**“Trust Fund”** means all property which may from time to time be acquired by the Council from any source whatever for the purposes of the Foundation, the moneys and investments from time to time representing such property, and, unless inconsistent with the context, the income received from such property.

**“Trusts Act”** means the Trusts Act 2019.

## 2.2 **Interpretation:** In these rules:

- (a) except as otherwise expressly provided by these rules, the powers or discretions as to the administration of the Foundation or as to the distribution of the income and the capital of the Trust Fund vested in the Council by any clause shall not in any way be limited or restricted by the interpretation of any other clause;
- (b) unless the context otherwise requires:
  - (i) words importing the singular include the plural and vice versa;
  - (ii) words importing one gender include the other genders;
  - (iii) words denoting natural persons include companies;

- (iv) references to a statute shall be deemed to be references to that statute as from time to time amended or enacted or substituted;
- (c) headings have been inserted for guidance only and shall not be deemed to form part of the context of these rules.

### 3. **Alteration and replacement**

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- 3.1 The Original Rules (as varied under paragraph B of the Introduction) are altered and replaced by the provisions of these rules which are a restatement of, and supersede, those Original Rules (as varied). These rules were approved by the Members pursuant to clause 14 of the Original Rules (as varied) at a special meeting of Members convened for that purpose on 8 August 2024.

### 4. **Declaration**

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- 4.1 The Council declares and acknowledges that the Council shall continue to hold the Trust Fund upon the trusts, and with and subject to the powers and discretions, contained or implied in these rules.

### 5. **Charitable purposes**

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- 5.1 **Purposes:** The charitable purposes for which the Foundation was established are as follows:

- (a) To arrange for, promote, foster, develop and assist the study of and acquisition, dissemination and application of knowledge and information concerning:
  - (i) the causes, diagnosis, prevention and treatment of diseases and disorders of the nervous system; and
  - (ii) the education of members of the public in relation to matters concerning the causes, diagnosis, prevention and treatment of diseases and disorders of the nervous system and caregiving arrangements in respect of those persons who suffer from such diseases and disorders.
- (b) To encourage, stimulate and aid research and investigation into the causes and treatment of diseases and disorders of the nervous system.
- (c) To encourage, arrange and assist students, medical practitioners, scientists, welfare workers and others from New Zealand and overseas to undertake research in the diagnosis, prevention and treatment of diseases and disorders of the nervous system and research into the care and rehabilitation of patients suffering from such diseases and to train them in methods of research in the fields of medical and social science.

- 5.2 **Means of achieving purposes:** The Council may, in order to achieve the purposes of the Foundation, in addition to all other powers vested in the Council, undertake such activities and enterprises as may be necessary or desirable including to:

- (a) establish, subsidise, promote, co-operate with, receive into union or affiliation, subscribe and donate to or become a member of, control, manage, superintend, lend or give monetary assistance to or otherwise aid associations, institutions and organisations incorporated or not incorporated which are within New Zealand with purposes of a charitable nature similar to the purposes of the Foundation;

- (b) promote, obtain and achieve any of the objects of the Foundation by or through the facilities available at any public or private hospital, university, veterinary, scientific or research institute, council, faculty, school or other organisation or institute and to make grants of money, apparatus and equipment and give subsidies to the same as the Council may think fit;
- (c) arrange or provide monetary assistance for and establish scholarships and make grants or otherwise to students, medical practitioners, scientists, welfare workers and others for the purpose of research and study in and knowledge of methods of diagnosis, prevention and treatment of diseases and disorders of the nervous system;
- (d) make known and further the purposes and activities of the Foundation by the publication and distribution of papers, journals and other publications and by advertising in any medium or by any other means;
- (e) as far as the law will permit and subject to the provisions of any relevant statute, rule, regulation or by-law and/or any licence issued in pursuance thereof, collect funds and to solicit, receive, enlist and accept financial and other aid, subscriptions, donations grants, subsidies, gifts, legacies, loans and bequests in money, in kind or partly in both from individuals, trusts, companies, associations, organisations, societies, institutions, local bodies, public bodies, government departments and other organisations or authorities and to conduct fundraising campaigns;
- (f) develop internal processes to identify persons or entities eligible for grants or monetary assistance;
- (g) without limiting paragraph 5.2(c), make such grants to or in aid of or to make donations or give assistance to or to make contracts with such individuals, trusts, corporations, associations, organisations, societies, institutions, local bodies, public bodies, government departments and others within New Zealand as the Council may consider necessary or desirable;
- (h) establish programmes for the assistance of eligible persons or entities;
- (i) acquire, hold, convert, lay out, improve, establish, and maintain any premises of whatever nature or tenure;
- (j) acquire, modify, improve, lease, distribute, or use in anyway plant, equipment, goods, and material of any nature;
- (k) subsidise, encourage, and co-operate with any other person, organisation, or group (whether incorporated or not) both within New Zealand and overseas having purposes in whole or in part similar to the purposes of the Foundation;
- (l) undertake such other activities and enterprises as the Council may decide will further the purposes of the Foundation.

## **6. Powers and discretions of Council**

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### **6.1 Powers:**

- (a) To achieve the objects of the Foundation the Council shall have in the administration, management and investment of the Trust Fund all the rights, powers and privileges of a natural person.
- (b) Subject always to the trusts imposed by these rules, the Council may deal with the Trust Fund as if it is the absolute owner of and beneficially entitled to the Trust Fund.
- (c) Accordingly, in addition to any specific powers vested in the Council by law, in dealing with the Trust Fund or acting as Council Members the Council Members may do any act or thing, or procure the doing of any act or thing or enter into any obligation whatever, including, without limitation, exercising unrestricted powers to borrow and raise money, and to give mortgages, other securities and guarantees.

**6.2 Discretions:** Except as otherwise expressly provided by these rules, the Council may exercise all the powers and discretions vested in the Council by these rules in the absolute and uncontrolled discretion of the Council, at such time or times, upon such terms and conditions, and in such manner as the Council may decide.

### **6.3 Investment of trust fund:**

- (a) The Council may invest all monies requiring investment in any property of whatever nature and wherever situated whether producing income or not and whether involving liability or not as the Council in its absolute and uncontrolled discretion thinks fit.
- (b) In exercising its powers of investment the Council may acquire any property, or retain or deal with any property which from time to time comprises the whole or part of the Trust Fund, notwithstanding that any act or omission by the Council in the exercise of those powers would be, or could be, contrary to the principles governing the investment of trust funds set out in the Trusts Act.
- (c) Without prejudice to the generality of this clause, the Council may incorporate a company or companies in any jurisdiction and may transfer all or any part of the property of the Trust Fund to that company or those companies whether by way of subscription, loan (at or free of interest and whether secured or unsecured) or otherwise, for the purposes of the investment of that property.
- (d) For the purpose of managing the investments of the Trust Fund the Council may enter into transactions such as swaps, options, futures contracts, stock lending, sale and re-purchase transactions and other transactions of a similar nature.

## **7. Application of Trust Fund**

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**7.1** The Council may, in any one year:

- (a) use or apply, or decide not to use or apply, the income of the Trust Fund for all or any of the purposes of the Foundation;
- (b) use or apply any capital of the Trust Fund for all or any of the purposes of the Foundation without first using or applying the whole or any portion of the income of the Trust Fund for that year;
- (c) set aside reserves or accumulations for future use or application.

## 8. Council

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- 8.1 **Number of Council Members:** The number of Council Members shall not be less than nine (9). Should a vacancy reduce the number of Council Members below nine (9), the vacancy shall be filled as soon as practicable in accordance with the terms of these rules. There is no maximum number of Council Members.
- 8.2 **Appointment of Council Members:** Members of the Council shall be appointed by a simple majority of the Council Members present and voting at a meeting of the Council from those persons recommended for appointment by the Appointments Subcommittee.
- 8.3 **Applications for appointment to Council:** The Appointments Subcommittee shall call for applications for vacancies on the Council in accordance with Council's most current policy for appointments to the Council.
- 8.4 **Consideration of applications and recommendation:** The following procedure shall apply to applications for vacancies on the Council:
- (a) Applications for vacancies on the Council shall be made in writing in the form approved by the Appointments Subcommittee from time to time and accompanied by such other documents or information about the applicant as may be determined by the Subcommittee.
  - (b) The Appointments Subcommittee shall assess the candidates who have made applications based on the Council's most current policy for appointments to the Council.
  - (c) The Chair of the Appointments Subcommittee shall treat all applications as confidential and shall not review or disclose the details of such nominations or applications other than as may be required to facilitate the operation of the Appointments Subcommittee under these rules.
  - (d) Where an individual is nominated by a Council Member or an application is submitted by a person other than that individual, the individual must have agreed in writing to such nomination or application (and such approval must accompany the nomination or application).
- 8.5 **Cessation of office of Council Members:** Any person shall cease to be a Council Member if he or she:
- (a) resigns or retires as a Council Member in accordance with these rules; or
  - (b) is or becomes an employee of the Foundation; or
  - (c) fails or neglects to attend three consecutive meetings of the Council without leave of absence, unless it appears to the other Council Members at their first meeting after the last of such absences that there is a proper reason in each instance for such non-attendance; or
  - (d) becomes of unsound mind or becomes a person in respect of whose affairs an order under the Protection of Personal and Property Rights Act 1988 is made, or otherwise becomes unfit or unable to act as a Council Member; or
  - (e) becomes insolvent or commits an act of bankruptcy; or
  - (f) dies; or
  - (g) is removed from office by the Council in accordance with the terms of these rules; or



- (h) is, or becomes, ineligible to hold office under the Charities Act 2005 or any other legislation.

The Council Member concerned shall cease to hold office, in a case where sub-paragraph (c) applies, from the date of the Council Member's first meeting of the Council after their third consecutive absence without leave, and in all other cases from the date of the event mentioned.

**8.6 Term of appointment:**

- (a) Each Council Member shall, subject to clauses 8.5, 8.6(c) and 8.7 hold office for a term of up to four (4) years (as determined by Council) from the date of their appointment.
- (b) Upon expiry of that term, a Council Member shall be eligible for re-appointment for one further term of up to four (4) years (as determined by Council) at the expiry of their original term.
- (c) No Council Member may serve more than two consecutive terms, but subject to that limitation a member who has previously served two (2) consecutive terms shall be eligible for re-appointment as a Council Member provided that the Council member has vacated the position of Council Member:
  - (i) for a period of four (4) years or more from that Council Member's retirement at the end of their most recent second term, where the total number of years served by the Council Member over their two (2) consecutive terms in office was the maximum of eight (8) years; or
  - (ii) for a period of not less than half of the total number of years served in office by that Council Member from their retirement at the end of their most recent second term, where the total number of years served by the Council Member over their two (2) consecutive terms in office was less than eight (8) years.
- (d) The election of a Council Member as Chairperson or Deputy Chairperson shall not affect the maximum term which that Council Member can hold office as a Council Member under clause 8.6(b) meaning that, on the expiry of the maximum term, the Council Member will also automatically cease to hold office as Chairperson or Deputy Chairperson from the date of expiry.

**8.7 Vacancies:** Where, by operation of clause 8.5 or otherwise, a vacancy arises in the number of Council Members in office at any time, the Council may, but shall not be required to, appoint a person to the Council to fill such vacancy. Notwithstanding the preceding, if a casual vacancy would cause the number of Council Members to fall below the minimum number specified in clause 8.1, the Council shall appoint a person, or persons, to fill the vacancy as soon as practicable. Any appointments made by the Council under this clause shall have regard to the Council's current policy for appointments to the Council.

**8.8 Resignation of Council Member:** A Council Member may resign (or retire) by giving not less than 30 days' (or such shorter period of notice as the Council may accept) notice in writing to the other Council Members and the Foundation.

**8.9 Removal of Council Member:** Notwithstanding anything contained or implied in these rules, a Council Member may at any time be removed as a Council Member by a resolution of three-quarters in number of all the other Council Members, if in the opinion of the other Council Members (other than the Council Member whose removal is being considered), the continuation in office of such Council Member is not in the best interests of the Foundation.

**8.10 Effect of resignation or removal of Council Member:** Upon the resignation or removal of a Council Member from office, that person shall cease to be a Council Member (and, in the case of

a resignation, from the expiry of the notice of resignation), but, if applicable, the resigning Council Member shall do all things necessary to assist in and complete any formalities required at law (at the expense of the Foundation) including, without limitation to vest the Trust Fund in the continuing Council Members.

- 8.11 **Validity of actions:** Where, for any reason, a Council Member is not properly appointed or is disqualified from holding office, anything done by that Council Member (or by a meeting at which that Council Member was present as a Council Member) before discovery of the irregularity, shall be valid as if that Council Member had been duly appointed or had not been disqualified (as the case may be).

## 9. Management of the Foundation

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### 9.1 General:

- (a) The Council shall have the absolute management and entire control of the Trust Fund, and shall be responsible for making all policy decisions relating to the management and affairs of the Foundation.
- (b) The Council may from time to time appoint, remunerate and dismiss officers or employees of the Foundation.

### 9.2 Meetings:

- (a) The Council shall meet to conduct business at such intervals as the Council may decide but shall hold at least two meetings in each calendar year. The Council may invite to such meetings whomever other person or persons as the Council may decide will assist with the Council's deliberations (including any person or committee member to whom the Council has delegated powers under clause 9.5).
- (b) Except as expressly provided otherwise by these rules, any matter requiring decision at a meeting of the Council shall be decided by a majority of the Council Members personally present and voting on the matter. Each Council Member shall have one vote.
- (c) In the event of an equality of votes the Chairperson shall have a second or casting vote.
- (d) Except as expressly provided otherwise by these rules, a resolution in writing signed (or consented to by email or other forms of electronic communication) by all the Council Members shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and constituted. Any such resolution may consist of several like documents each signed (or consented to) by one or more Council Members. Any such document sent by a Council Member by email shall be deemed to have been duly signed by that Council Member.
- (e) The Chairperson or any two Council Members may, at any time, give notice convening a meeting of the Council. Such notice shall be sent by email (or such other method as the Council may determine from time to time) to each Council Member (at the address given from time to time by each Council Member to the Foundation for such purpose) within New Zealand at least 14 days before the date of the proposed meeting. The notice shall state the time and place of the meeting and, in sufficient terms, the nature of the business to be transacted.
- (f) The quorum for a meeting of the Council shall be a majority of the Council Members then holding office.

- (g) The contemporaneous linking together of the Council Members by telephone or other electronic means of communication shall constitute a meeting of the Council and the provisions of this clause as to meetings of the Council shall apply to such meetings provided the following conditions are met:
  - (i) each Council Member shall be entitled to notice of such a meeting and to be linked by the chosen electronic communication for the purposes of the meeting;
  - (ii) each Council Member taking part in the meeting must be able to hear each of the other Council Members taking part during the whole of the meeting;
  - (iii) at the commencement and conclusion of such meeting each Council Member must acknowledge the presence of that Council Member for the purpose of the meeting of the Council being held;
  - (iv) a Council Member may not withdraw from such a meeting unless that Council Member has previously obtained the express consent of the Chairperson of the meeting to do so;
  - (v) a Council Member shall be conclusively presumed to have been present and to have formed part of the quorum of such a meeting at all times during the meeting unless that Council Member has previously obtained the express consent of the Chairperson to withdraw from such a meeting.
- (h) A minute of the proceedings of any such meeting shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be a correct by the Chairperson.

### 9.3 **Chairperson and Deputy Chairperson:**

- (a) The Council shall elect one of its members to act as Chairperson for a period of two years. On the expiry of the relevant period of a member's appointment as Chairperson, such member will be eligible for re-election as Chairperson. Notwithstanding the preceding, a Chairperson's term in office shall automatically cease when he or she ceases to hold office (or to be eligible to hold office) as a Council Member under clauses 8.5, 8.6 or otherwise.
- (b) The Council may also appoint one of its members to act as Deputy Chairperson, as the need arises and / or for a period of two years, who may exercise all of the powers and perform all of the duties of the Chairperson in the Chairperson's absence. On the expiry of the relevant period of a member's appointment as Deputy Chairperson, such member shall be eligible for re-election as Deputy Chairperson. Notwithstanding the preceding, a Deputy Chairperson's term in office shall automatically cease when he or she ceases to hold office (or to be eligible to hold office) as a Council Member under clauses 8.5, 8.6 or otherwise.
- (c) The review cycle for the Chairperson and Deputy Chairperson will occur every two years at a meeting of the Council

### 9.4 **Chairperson of Sub-Committee(s):**

- (a) **PPC Committee** – The Council shall elect one of its members to act as the Chairperson for the PPC Committee for a period of two years. On the expiry of the relevant period of a member's appointment as PPC Chairperson, such member will be eligible for re-election as PPC Chairperson. Notwithstanding the preceding, a PPC Chairperson's term in office shall automatically cease when he or she ceases to hold office (or to be eligible to hold office) as a Council Member under clauses 8.5, 8.6 or otherwise.

- (b) **FAIR Committee** - The Council shall elect one of its members to act as the Chairperson for the FAIR Committee for a period of two years. On the expiry of the relevant period of a member's appointment as FAIR Chairperson, such member will be eligible for re-election as FAIR Chairperson. Notwithstanding the preceding, a FAIR Chairperson's term in office shall automatically cease when he or she ceases to hold office (or to be eligible to hold office) as a Council Member under clauses 8.5, 8.6 or otherwise.
- (c) The review cycle for the PPC and FAIR Chairperson's will occur on alternative years at a meeting of the Council

#### 9.5 **Appointment to Advisory Committee(s):**

- (a) The Council shall elect a person to act as their representative in the governance of the relationship for any Foundation funded Programmes of research or Platforms of Research on their Advisory Committee(s). The appointment will be for a period of two years.
- (b) On the expiry of the relevant period of a person's appointment to a Platform or Programme Advisory Committee representative, such person will be eligible for re-election as the representative.
- (c) Notwithstanding the preceding, a Foundation Platform or Programme Committee representative's term in office shall automatically cease when he or she ceases to hold office (or to be eligible to hold office) as a Council Member or Employee of the Foundation. The review will be carried out every two years at a meeting of the Council.

#### 9.6 **Minutes:** Minutes of the proceedings of all meetings of the Council shall be kept by the Chief Executive Officer or their nominee (or, in their absence, such other officer of the Foundation as may be nominated by the Chairperson) and shall be signed by the Chairperson of the meeting at which the minutes are confirmed. Copies of signed minutes shall be stored in a book or in any electronic form that enables copies of such minutes to be readily accessible. Every such minute purporting to be so signed shall be prima facie evidence of the matters recorded.

#### 9.7 **Delegation of Powers:**

- (a) The Council may delegate to any person or committee, whether or not a Council Member or Council Members, such of the powers of the Council as the Council may decide.
- (b) Any person or committee acting under delegated power shall act in accordance with the terms of these rules and, in the absence of proof to the contrary, shall also be presumed to be acting within the terms of the delegation.
- (c) The Council may revoke wholly or partly any delegation of the powers of the Council at any time.
- (d) Subject to any directions given by the Council, any person or committee to which any powers of the Council have been delegated may conduct that person's or the committee's affairs as that person or the committee may decide.
- (e) The Council may, in delegating the powers of the Council, provide restrictions or rules by or within which such delegated powers are to be exercised.

#### 9.8 **Investment manager:** The Council may appoint any person as investment manager to invest and manage all or any property comprising the Trust Fund with power to invest, liquidate and re-invest or switch any assets placed under its management, appoint sub-managers and custodians and otherwise on such terms and conditions as the Council thinks fit.

- 9.9 **Custodian:** The Council may appoint a person to be a custodian to hold legal title to property comprising the Trust Fund and to provide such other services as the Council in its absolute discretion requires.
- 9.10 **Bank account:** The Council shall keep an account or accounts at such bank or banks as the Council may decide. Withdrawals and authorities shall be signed or endorsed, as the case may be, in accordance with any delegated financial authorities established by the Council from time to time.
- 9.11 **Accounts and audit or review:**
- (a) The Council shall cause true accounts for each year to be kept in such manner as the Council may decide of all receipts, credits, payments, assets and liabilities of the Trust Fund and all such other matters necessary for showing the true state and condition of the Foundation.
  - (b) If required by law or otherwise at the Council's discretion, the financial statements of the Foundation shall be audited or reviewed once in each year by a member of Chartered Accountants Australia New Zealand or any successor to that professional organisation (not being a Council Member) appointed in that capacity by the Council.

## 10. **Liability and indemnity of Council Members**

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- 10.1 **No liability of Protected Persons, with exceptions:** No Council Member or former Council Member or officer of the Foundation (each a "**Protected Person**") shall be liable for any loss to the Trust Fund not attributable to the Protected Person's own dishonesty, wilful misconduct or gross negligence. No Protected Person shall be bound to take any proceedings against a co-Protected Person or former Protected Person for any breach or alleged breach of trust committed by such co-Protected Person or former Protected Person.
- 10.2 **Indemnity of Protected Persons:** Each Protected Person shall be entitled to a full and complete indemnity from the Trust Fund for any personal liability which the relevant Protected Person may incur in any way arising from or in connection with that Protected Person acting or purporting to act as a Council Member, officer or representative of the Foundation, as the case may be, provided such liability is not attributable to the relevant Protected Person's own dishonesty, wilful misconduct or gross negligence.

## 11. **Interested Council Member**

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- 11.1 Any Council Member who is or may be in any other capacity whatever interested or concerned directly or indirectly in any property or undertaking in which the Foundation is or may be in any way concerned or involved shall disclose the nature and extent of that Council Member's interest to the Council, and, unless determined otherwise by a unanimous resolution of the remaining non-interested Council Members, such Council Member shall not take any part whatsoever in any deliberations of the Council, nor entitled to vote, on any matter in which that Council Member is or may be interested.

## 12. **No private pecuniary profit for any individual, and exceptions**

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- 12.1 **No private pecuniary profit:** No private pecuniary profit may be made by any person from the Foundation, except that:

- (a) any Council Member may receive full reimbursement for all expenses properly incurred by that Council Member in connection with the affairs of the Foundation;
- (b) the Foundation may pay reasonable remuneration to any officer or servant of the Foundation in return for services actually rendered to the Foundation;
- (c) any Council Member may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Council Member or by any firm or entity of which that Council Member is a member, employee or associate in connection with the affairs of the Foundation;
- (d) any Council Member may retain any remuneration properly payable to that Council Member by any company or undertaking with which the Foundation may be in any way concerned or involved for which that Council Member has acted in any capacity whatever, notwithstanding that the Council Member's connection with the company or undertaking is in any way attributable to that Council Member's connection with the Foundation.

12.2 **Council to comply with restrictions:** The Council, in determining all reimbursements, remuneration and charges payable in the terms of this clause, shall ensure that the restrictions imposed by clause 13 are strictly observed.

### **13. Restrictions on benefits to and influence by interested persons**

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13.1 **Recipient not to influence benefits:** Notwithstanding anything contained or implied in these rules, any person who is:

- (a) a Council Member; or
- (b) a shareholder or director of any company carrying on any business of the Foundation; or
- (c) a settlor or trustee of any trust that is a shareholder of any company carrying on business of the Foundation; or
- (d) an associated person (as defined by the Income Tax Act 2007) of any such Council Member, shareholder, director, settlor, or trustee,

shall not by virtue of that capacity in any way (whether directly or indirectly) determine, or materially influence in any way the determination of the nature or the amount of any benefit or advantage or income or the circumstances in which it is or is to be received, gained, achieved, afforded or derived by that person.

13.2 **Professional account and influence:** A person who in the course of and as part of the carrying on of their business of a professional public practice shall not, by reason only of their rendering professional services to the Foundation or to any company by which any business of the Foundation is carried on, be in breach of the terms of this clause.

### **14. Incorporation**

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14.1 The Foundation is incorporated under Part II of the Charitable Trusts Act 1957 under the name "**Neurological Foundation of New Zealand**" (registration number 21062), and as a result the

powers and discretions conferred upon the Council by law or by these rules are conferred upon the Council as a trust board, until such time as the Foundation becomes unincorporated.

## **15. Office of the Foundation**

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- 15.1 The office of the Foundation shall be at such place as the Council from time to time may decide.

## **16. Seal**

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- 16.1 The Foundation shall have a common seal which shall be affixed by the authority of the Council previously given to any document requiring execution by the Council. Every such affixing shall be attested by two Council Members and shall be sufficient evidence of authority to affix the seal. The Council shall be responsible for the safe custody and control of the seal.
- 16.2 No person dealing with the Council shall be bound or concerned to see or inquire as to the authority to affix the seal, or to inquire as to the authority under which any document was sealed or in whose presence it was sealed.
- 16.3 The Council shall cause to be kept a register which sets out in chronological sequence the documents to which the seal has been affixed.

## **17. Winding up of Foundation**

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- 17.1 If the Council considers that it is no longer practicable or desirable to carry out the purposes of the Foundation, the Council may, by a resolution passed by not less than three-quarters in number of all of the Council Members in office, decide to wind up the Foundation and to vest the assets of the Foundation in such one or more charitable bodies in New Zealand that have similar charitable purposes to the Foundation, in such manner, upon such terms, and in such proportions, as the Council may decide, provided that if the Foundation is then incorporated under the Charitable Trusts Act 1957 the assets of the Foundation shall be disposed of in accordance with the provisions of that Act.

## **18. Alteration of Rules**

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- 18.1 The Council may, by a resolution approved by not less than three-quarters in number of all of the Council Members in office revoke, vary or add to any of the provisions of this deed, provided such revocation, variation or addition is consistent with the charitable purposes of the Foundation.

## **19. Notices**

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- 19.1 Notices in writing required to be given or served on a Council Member under these rules may (without prejudice to any other method of delivery) be given or made by personal delivery, posting it in a prepaid envelope or package or by email to the postal or email address (respectively) of the relevant recipient last known to the sender. Any such notice shall be deemed to be received (whether received or not):

- (a) In the case of personal delivery, when received;
- (b) In the case of posting, on the fifth business day following the day of posting;

- (c) If emailed, one hour after the email is sent unless a return email is received by the sender within that one hour period stating that the recipient's email address is wrong or that the message cannot be delivered,

provided that any notice received after 5 pm on any day, will be deemed to have been received on the next day.

19.2 Notices to be given or served on the Foundation shall be in writing and may (without prejudice to any other method of delivery) be given or made by:

- (a) personal delivery to the registered office of the Foundation;
- (b) posting in a prepaid envelope or package to the registered office of the Foundation;
- (c) by email to [admin@neurological.org.nz](mailto:admin@neurological.org.nz),

and any notice shall be deemed to have been received at the corresponding time as set out in sub-clauses (a) to (d) of clause 19.1 for such notice.

## **20. Governing law**

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20.1 The Foundation is and will continue be governed by and construed in accordance with the laws of New Zealand.



## 21. Version tracking

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- **Author:** Council Chairperson and CEO
- **Owner:** Council
- **Approved by:** Council
- **Date approved:** 11<sup>th</sup> July 2025
- **Review date:** September 2026

Change #	Date approved	Changes made
1.	8 August 2024	Policy reviewed and approved at Special General Meeting of the Neurological Foundation's members
2.	4 July 2025	Updates to the governance frameworks for the Council with specific changes: <ul style="list-style-type: none"><li>• Updating definitions in section 2.1</li><li>• Updating section 9.3 covering Chair and Deputy Chair years of services and the bi-annual review process</li><li>• Adding in section 9.4 covering Chairperson role for sub-committees</li><li>• Adding in section 9.5 covering appointment to advisory committee(s)</li><li>• Adding in section 21 to cover this table for version tracking of the document</li></ul>
3.	8 July 2025	Updates to section 9.3 (a) & (b), 9.4 (a) & (b) and 9.5 (a) to remove the last part of the wording "or such time as Council may decide".