

TABLE OF CONTENTS

INTERPRETATION.....	.....
TITLE.....	.....
OBJECTIVES.....	.....
MEMBERSHIP.....	.....
SUBSCRIPTIONS.....	.....
CESSATION OF MEMBERSHIP.....	.....
FUNDS AND PROPERTY.....	.....
OFFICERS AND COUNCIL.....	.....
POWERS OF COUNCIL.....	.....
PROCEDURE FOR APPOINTMENT OF DIRECTOR AND ASSISTANT DIRECTORS RESEARCH FELLOWS AND THE DISPOSAL OF GRANTS.....	.....
ROTATION OF ELECTED MEMBERS.....	.....
PROCEEDINGS OF COUNCIL.....	.....
COMMON SEAL.....	.....
MEETINGS.....	.....
NOTICES.....	10
INDEMNITY.....	11
FINANCIAL YEAR.....	11
ALTERATION OF RULES.....	11
REGISITERED OFFICE.....	11
ACCOUNTS.....	11
WINDING UP.....	11
ANNUAL REPORT.....	11

INTERPRETATION

- 1 In these presents unless there be something in the subject or context inconsistent therewith:

“**The Foundation**” means THE HAWKES BAY MEDICAL RESEARCH FOUNDATION INCORPORATED.

“**The Council**” means the Council (as herein constituted for the time being of the Foundation.

“**The Hospital**” means the hospitals under the control of the Hawkes Bay Area Health Board.

“**The Dominion**” means the Dominion of New Zealand and its dependencies.

“**Office**” means the registered office for the time being of the Foundation.

“**Member**” includes Foundation Member, Life Member and Subscribing Member.

“**The Register**” means the Register of Members of the Foundation.

“**Month**” means calendar month.

“**In Writing**” and “**written**” means typewriting printing, telexing or and any other modes of representing or reproducing words and figures in visible form including in electronically visible form.

Words importing persons shall include corporations and companies.

Words importing the masculine gender shall also include the female gender and vice versa and shall also include companies and corporations.

Words importing only the singular number shall include the plural number and vice versa.

TITLE

2. The name of the Foundation is **THE HAWKES BAY MEDICAL RESEARCH FOUNDATION INCORPORATED.**

OBJECTS

3. The objects of the Foundation are:

- a To promote initiate and support research in all health related fields.
- b To promote medical and health education, knowledge and understanding by such appropriate lawful means as the Council shall see fit from time to time.
- c Do all such lawful acts in the opinion of the Council from time to time will promote the objects of the Foundation or any of those objects.
- (d) To enquire and conduct research into the nature, origin and causes of disease and afflictions both bodily and mental with the object of improving the health of the community.
- (e) To promote such lawful activities as will in the opinion of the Council be conducive to the design implementation or improvement of health services.
- (f) To carry out such work of enquiry and research in such manner and by every such means as may be thought fit and for the purposes thereof but without limiting the generality of the foregoing to establish provide and equip and maintain laboratories, offices and other buildings, libraries, furniture, apparatus, instruments, chemicals, drugs, reagents, mechanical, electrical, electronic and other devices, vehicles, stationery and all such other materials and thing as may be convenient or in the opinion of the Council from to time.
- (g) To teach, train and instruct persons interested in any subject or matter under investigation or enquiry and for that purpose or for the purpose of making any matter of interest to the medical profession or to any other profession, trade, business or other organisation, or to the public generally to appoint lecturers and demonstrators and to hold lectures, tutorial classes and demonstrations and to print, publish, circulate and distribute pamphlets, circulars, magazines, journals and other scientific or literary works as may be thought fit.
- (h) To promote and disseminate the results of medical and health research in ways that in the opinion of the Council will be effective in encouraging their contribution to medical science, health science, health policy and health care delivery.
- (i) To promote, fund and publish surveys and the gathering of statistical information for guidance in the provision of health services.
- (j) To hold and conduct examinations and to issue to successful candidates certificates of their having passed any such examination.

- (k) To establish and provide bursaries, scholarships and funding to New Zealand residents or New Zealand based institutions to be used either in New Zealand or abroad and to make grants of money to persons, organisations and institutions for the purpose of aiding, furthering or obtaining research learning or tuition in all health related fields by any such person or institution.
- (l) To seek accept and receive donations, subsidies, grants, endowments, gifts and bequests both in money and in kind for all or any of the purposes and objects of the Foundation and to carry out any trust attaching or relating thereto.
- (m) To contribute to any superannuation fund established for the benefit of employees and to subscribe or guarantee money for charitable objects and co-operate with any association, company, society, organisation or institution formed for charitable purposes or likely to assist in furthering the charitable purposes of objects of the Foundation.
- (n) To apply or petition for or promote a Royal Charter or Act of Parliament for the purposes of the Foundation or for re-incorporation of its members or for continuing or expanding the work thereof.
- (o) To engage, remunerate and dismiss officers, employees and contractors as may seem expedient.
- (p) From time to time make, rescind or alter such bylaws (not being inconsistent with the Incorporated Societies Act 1908 or with these Rules) for the regulation of any of the affairs of the Foundation as may be deemed necessary or convenient.
- (q) To accept payment for the sale of any property or rights sold or otherwise disposed of or dealt with by the Foundation or for any services rendered by the Foundation either in cash or under any agreement for sale and purchase or under agreement for payment either by instalment or in one sum or under a security over the property sold or any other property or without security or in shares of any company or corporation with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or by debentures or debenture stock of any company or corporation or partly in one mode and partly in another and generally on such terms and conditions as the Foundation may determine and to hold, deal with and dispose of any consideration so received, and to sell or dispose of any real or personal property of the Foundation in such manner and for such consideration and upon such terms and conditions as the Foundation may think fit.
- (r) To purchase take on lease or otherwise acquire any offices, building or other property for the business and purposes of the Foundation and generally on behalf of the Foundation to enter into such contracts agreements and arrangements and make or take such purchases leases sales and dispositions for such consideration on such terms in such manner and form as they may from time to time think fit and proper for the purposes of the Foundation.
- (s) To pay for any property or rights acquired by or to be acquired by or services rendered or to be rendered to the Foundation either in cash or by agreement for payments of cash secured or unsecured or by any securities which the Foundation has power to issue or partly in one way and partly in another and generally on such terms and conditions as the Foundation may determine.
- (t) To appoint any person or persons whether incorporated or not to accept and hold in trust for the Foundation any lands or rights in land government or other concessions or any exclusive or other rights or privileges or any funds and generally any or such of the property rights and funds of any description whatsoever of the Foundation as the Board may deem desirable and they may cause all such deeds and to be made and done as shall be lawful and requisite to vest the same in the persons so appointed.
- (u) To establish such branches and agencies and to make such regulations for their management and to close and discontinue the same as they may from time to time think fit and determine.
- (v) To conduct or compromise or abandon any legal proceedings and to refer any disputes to arbitration and observe and perform the awards.
- (w) To invest such part of the funds of the Foundation as shall not be required to satisfy or provide for immediate demands upon such securities or investments as they may think advisable and from time to time to vary such securities and investments and convert the same as they may deem expedient.
- (x) To pay the costs charges and expenses preliminary and incidental to the formation establishment and regulation of the Foundation.
- (y) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts deeds and in the name and on behalf of the Foundation as they may consider expedient for or in relation to any of the matter aforesaid or otherwise for the purposes of the Foundation.
- (z) From time to time raise and borrow on mortgage any of the property of the Foundation or on such other securities as they may think fit any sum or sums of money.
- (aa) To adopt such means of making known objects properties and work of the Foundation as may seem expedient.

MEMBERSHIP

4. Members may be Life Members, Ordinary Members or Honorary Members. Subject to the provisions of the Incorporated Societies Act 1908 any person incorporated company or corporation may become a member of the Foundation.
5. Any person company or corporation wishing to become an ordinary member and any person (not being an incorporated company or corporation) wishing to become a Life Member shall make application in writing and if approved by the Council shall be elected by the Council.
6. The Council may elect any person company or corporation to be an Honorary Member without receiving any application for membership and without payment of any subscription. An Honorary Member may attend meetings of the Foundation but shall have no rights to vote.
7. Every member shall on application be entitled to a copy of the Rules of the Foundation.

SUBSCRIPTIONS

8. (a) The subscription for Life Members shall be such amount as shall from time to time be prescribed by the Council and shall be payable either in one sum on election or at the option of the Member as to one half on election and as to the balance on the expiration of twelve (12) calendar months thereafter.
(b) The annual subscription for ordinary members shall be payable on election and thereafter in advance on the 1st day of April in every year and shall be of such amount as shall from time to time be prescribed by the Council. It shall be due on admission for the first period of membership up to the 31st day of March next following the admission of the member and on the 1st day of April in each year for subsequent years of membership. In the year of election the Council may remit a proportionate part of the subscription for the period of that year prior to the member's election.

CESSATION OF MEMBERSHIP

9. If a member shall be in default in payment of his subscription for a period of six (6) calendar months after the same shall have become due his membership may be determined by resolution of the Council. The Secretary shall notify such defaulting member of such resolution and he shall thereupon cease to be a member of the Foundation.
10. A member wishing to resign from the Foundation, providing such member is not in default in payment of his subscription may at any time lodge his resignation with the Secretary and such resignation shall become effective as from the date it is lodged.
11. A member of the Foundation shall also cease to be a member in the following circumstances:
 - a. If by resolution of the Council passed by a majority of at least two-thirds of the whole number of members of the Council or their substitutes it be declared that his conduct has been prejudicial to the interests of the Foundation and it be resolved that his membership be determined provided that twenty one (21) days' prior notice in writing of such meeting of the Council and its purpose be sent to such member of the Foundation and he be given the opportunity of stating his case to the Council.
 - b. If he becomes bankrupt or suspend payment or compound with his creditors.
 - c. If he be found lunatic or of unsound mind.A member who shall cease to be a member pursuant to the provisions of this clause shall forfeit all the rights and privileges which he may have or enjoy and shall have no claim on the Foundation or its property or funds.
12. No person who shall cease to be a member of the Foundation for any reason shall be entitled to the refund of any money paid by him to the Foundation whether by way of subscription or otherwise.

FUNDS AND PROPERTY

13. The funds and property of the Foundation shall be vested in the Foundation and administered by the Council in accordance with these rules.
14. All moneys received shall be paid to the credit of the Foundation at such bank as the Council shall from time to time appoint and cheques on the bank account and other negotiable instruments shall be signed by two members of the Council or by one member of the Council and countersigned by the Secretary or the Treasurer. Endorsements of cheques and other negotiable instruments in favour of the Foundation shall be made by the Secretary or the Treasurer or such other person as may be appointed by the Council. Tie books of account shall be kept at the registered office of the Foundation or at such other place or places as the Council shall think fit.

- 15 Legacies, endowments, contributions or other gifts or bequests of money or other real or personal property may be made to the Foundation generally or for any specific purpose falling within the objects of the Foundation.
- 16 Where it shall be made to appear to the Council that any legacy, endowment, contribution or other gift has been made in despite of or in ignorance or without full appreciation of the claim whether legal or moral of any person upon the duty or bounty of the testator or donor the Council notwithstanding that the Foundation may have expressed its acceptance of such legacy, endowment, contribution or other gift either wholly or in part may make such payment or gift of or out of the property comprised therein or towards the satisfaction of relief of such claim as the Council may in its absolute discretion think fit.
- 17 The Secretary or the Treasurer shall have power to receive and give receipts for all legacies subscriptions donations or other moneys bequeathed made or given to the Foundation and every such receipt shall be an effective discharge for the money or other property therein stated to have been received.
- 18 No part of the income or property of the Foundation shall be paid or transferred directly or indirectly by way of profit to members of the Foundation **PROVIDED THAT** nothing herein contained shall preclude any reasonable payment at usual commercial rates to a member for services rendered or for goods supplied or by way of interest on moneys borrowed or byway of rent for premises let or leased to the Foundation or by any member of the Foundation **PROVIDED FURTHER** that in the case of interest or rentals such payments are to be at no more than the then prevailing commercial rates.

OFFICERS AND COUNCIL

19. The administration and control of the Foundation shall be vested in a Council consisting of:
- (a) Two members appointed by the Hawkes Bay Area Health Board one of whom shall be a member of the Hawkes Bay Area Health Board for the time being and the other of whom shall be a member of the medical staff for the time being of the Hawkes Bay Area Health Board.
 - (b) Two members appointed by the combined medical staffs of the Hawkes Bay Area Health Board.
 - (c) The Mayor of the City of Napier for the time being or his nominee who shall from time to time be appointed by him in writing.
 - (d) The Mayor of the Hastings District Council for the time being or his nominee who shall from time to time be appointed by him in writing.
 - (e) The Chairperson of the Central Hawkes Bay District Council for the time being or his nominee who shall be appointed from time to time by him in writing.
 - (f) The Chairperson of the Wairoa District Council for the time being or his nominee who shall be appointed from time to time by him in writing.
 - (g) Two members appointed by members of the Foundation as provided by Rule 69 hereof.
 - (h) The President from time to time of the Hawkes Bay Branch of the New Zealand Medical Association or his nominee who shall be appointed from time to time by him in writing.
 - (i) Three "elected* members who subject to the provisions of Rules 35 to 43 inclusive hereof shall be elected by the Council in general meeting **PROVIDED HOWEVER** that at least two of such "elected' members shall not be or have been member of the medical profession and provided further that pending the first annual general meeting of the Foundation shall be members of the Council and shall be deemed to be "elected" members within the meaning of this Rule and of Rules 35 to 43 inclusive.
 - (j) Such co-opted members (if any) as may be appointed by the Council under Rule 22 hereof.
21. The Council may appoint a Director and may appoint an Assistant Director or Assistant Directors of the Foundation and may terminate any such appointment upon such terms and conditions as it shall see fit. The Council shall from time to time define the duties of any such Director or Assistant Director.
22. The Council shall have power from time to time to appoint co-optative members whether members of the Foundation or not (but so that there shall not be more than five co-optative members at any one time) who shall hold office until the next annual general meeting following their appointment.
23. If any nominee of the Mayor of Napier, or the Chairperson of District Council or the Chairperson of the Central Hawkes Bay District Council or the Chairperson of the Wairoa District Council shall at any time be a member of the Council that person shall cease to be a member of the Council if and as soon as his appointor shall cease to hold the office which entitled him to make the nomination but he shall be again eligible for nomination as a member of the Council by the successor in office of the appointor.

24. There shall also be a Secretary and a Treasurer or a Secretary/Treasurer who shall be appointed by the Council upon such terms and at such remuneration as the Council shall from time to time determine.
25. There shall be a President and not more than four Vice Presidents of the Foundation who shall be elected by the members of the Foundation and shall hold office until the next annual meeting of the Foundation and shall be eligible for re-election. The President shall be **ex officio** a member of the Council.
26. The office of a member of the Council shall **ipso facto** be vacated :
 - (a) If he becomes insolvent or bankrupt or suspend payment or liquidate by arrangement or compound with his creditors or assign his estate for the benefit of his creditors;
 - (b) If he be found lunatic or become of unsound mind;
 - (c) If he absent himself from three consecutive meeting of the Council without leave of absence; (d) If he resigns his membership of the Council in writing;
 - (d) If he be removed from office by his appointor in terms of Rule 27 hereof.
27. Any vacancy in the Council shall be filled by the appointor who appointed the member so ceasing to be a member of the Council. Any appointor may remove any member appointed by it or them.

POWERS OF COUNCIL

28. The Council shall have the entire management of the affairs of the Foundation except such as are expressly required to be done or exercised by the Foundation in General Meeting. Without derogating from the general powers of the Council it is expressly declared that it shall have the following powers:
 - (a) To employ and dismiss salaried officers and servants;
 - (b) To establish purchase construct alter provide equip and maintain laboratories offices and other buildings libraries furniture apparatus instruments chemicals vehicles stationery devices and all such other materials and thin5 as may be necessary or convenient for furthering the objects and purposes of the Foundation.
 - (c) To keep the objects methods and results of the work of the Foundation before the public by organising lectures, the issue of literature, pictures and photographs and other propaganda and publicity.
 - (d) To manage and control the funds and finances of the Foundation AND to determine who shall be entitled to sign on behalf of the Foundation bills notes receipts acceptances endorsements cheques releases contracts and documents.
 - (e) To seek accept and receive donations subsidies grants endowments gifts and bequests for all or any of the purposes and objects of the Foundation and to carry out any trust attaching or relating thereto.
 - (f) From time to time to make alter amend or repeal bylaws not inconsistent with these Rules for the control and management of the affairs of the Foundation.
 - (g) To borrow or raise money or secure the payment of the same or the satisfaction or performance of any obligation or liability undertaken or incurred by the Foundation in such manner as may be thought fit and in particular by mortgage charge or lien upon the whole or any part of the property or assets of the Foundation whether present or future and to pay interest on any moneys borrowed and to purchase redeem or pay off any such securities .AND execute in the name and on behalf of the Foundation in favour of any member of the Council or other person who may incur or be about to incur any personal liability for the benefit of the Foundation such mortgages of the property of the Foundation (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers covenants and provisions as shall be agreed upon.
 - (h) To set up any special committee or committees to investigate and report upon any phase of the Foundation's objects or activities and to make regulations defining the powers and governing the proceedings thereof. Any such committee may include persons who are not members of the Council.
 - (i) Generally to carry out the objects of the Foundation and to supervise and see that the work of the Foundation is being carried out in accordance with the objects of the Foundation.

PROCEDURE FOR APPOINTMENT OF DIRECTOR AND ASSISTANT DIRECTORS RESEARCH FELLOWS AND THE DISPOSAL OF GRANTS

29. The Council may from time to time appoint a subcommittee of the Council for the purpose of making recommendations and advice to the Council regarding the appointment of Directors and Assistant Directors, Research Fellows and the making of grants consisting of at least three members of the Council, one at least of them being a member of the medical profession.
30. The subcommittee when constituted under Rule 29 hereof shall when considering appointments and grants as aforesaid report to the Council as soon as possible :

- (a) Upon the conditions and terms of the appointment taking into consideration in particular any alteration necessary or desirable in the duties of the Director or of Assistant Director or Research fellow;
- (b) Upon what authorities
 - i in New Zealand and
 - ii outside New Zealand
 should be consulted as to possible candidates of high qualifications;
- (c) Upon the procedure to be adopted in advertising the vacancy, fellowship or grant.
- (d) Every public notice of the vacancy should include the proviso that the Foundation in the case of such vacancy reserves to itself the right to fill the vacancy by invitation.

- 31. Sufficient time shall be taken to ensure thorough investigation of the whole field of possible candidates.
- 32. If the evidence both from the Dominion of New Zealand and abroad points to one person the subcommittee may recommend the Council to extend an invitation to that person.
- 33. The subcommittee shall report progress to the Council at every stage of its proceedings and when making a definite recommendation for an appointment shall submit a report to be circulated confidentially to members of the Council before the meeting at which the matter is to come up for decision. This report shall set out the essential qualifications of the candidates who have been regarded by the subcommittee as worth their serious consideration.
- 34. Should the subcommittee arrive at the conclusion that no sufficiently qualified candidate is available it shall report accordingly with recommendations as to consequent action.

ROTATION OF ELECTED MEMBERS

- 35. At the first annual general meeting of the Foundation all the "elected" members of the Council shall retire from office and at the annual general meeting in every subsequent year one-third of the "elected" members for the time being or if their number is not three or a multiple of three then the number nearest one-third shall retire from office.
- 36. The "elected" members to retire each year shall be those who have been longest in office since their last election but as between persons who became members on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 37. A retiring "elected" member shall be eligible for re-election.
- 38. The Foundation at the meeting at which an "elected" member retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill the vacated office or unless a resolution for the re-election of that member is put to the meeting and lost.
- 39. No person other than a member retiring at the meeting shall unless recommended by the Council be eligible for election to the office of "elected" member at any general meeting unless, not less than three nor more than twenty one days before the date appointed for the meeting, there has been left at the registered office of the Foundation notice in writing signed by a member duly qualified to attend and vote at the meeting for which notice is given of his intention to propose that person for election and also notice in writing by that person, of his willingness to be elected.
- 40. The Foundation may from time to time by resolution increase or reduce the number of "elected" members and may also determine in what rotation the increased or reduced number is to go out of office.

41. The Council shall have at any time and from time to time to appoint any person to be an 'elected' member, either to fill a casual vacancy or as an addition to the "elected" members, but so that the total number of "elected" members shall not at any time exceed the number fixed in accordance with these Rules. Any member so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election, but shall not be taken into account in determining the members who are to retire by rotation at that meeting.
42. The Foundation may by resolution remove any 'elected' member before the expiration of his period of office notwithstanding anything in these rules.
43. The Foundation may by resolution appoint another person in place of an "elected" member removed from office under the last preceding rule. Without prejudice to the powers of the Council under Rule 41 the Foundation in general meeting may appoint any person to be an "elected" member either to fill a casual vacancy or as an additional "elected" member. The person appointed to fill such vacancy shall be subject to retirement at the same as if he had become a member on the day on which the member in whose place he is appointed was last elected a member.

PROCEEDINGS OF COUNCIL

44. The members of the Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Except as otherwise provided in these Rules, questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A member of the Council may, and the secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member thereof for the time being absent from New Zealand.
45. The quorum necessary for the transaction of the business of the Council may be fixed by the Council and unless so fixed shall be four.
46. The continuing members of the Council may act notwithstanding any vacancy in their body but if and so long as their number is reduced below the number fixed by or pursuant to the Rules of the Foundation as the necessary quorum of members of the Council, the continuing member or members of the Council may act for the purpose of increasing the number of members to that number, or of summoning a general meeting of the Foundation, but for no other purpose.
47. The President shall be chairman of all meetings of the Council but if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their number to be chairman of the meeting.
48. The Council may delegate any of its powers to committees consisting of such member or members of the Council as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Council.
49. A Committee may elect a chairman of its meeting if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their number to be chairman of the meeting.
50. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the chairman shall have a second or casting vote.
51. All acts done by any meeting of the Council or of a committee of the Council or by any person acting as a member of the Council shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.
52. A resolution in writing signed by all members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more members.

COMMON SEAL

53. The common seal of the Foundation shall be in a form approved by the Council and shall be kept in the custody of the Secretary. The common seal shall not be affixed to any instrument except in pursuance of a resolution of the Council and every instrument to which the seal is affixed shall be by two members of the Council and shall be counter-signed by the Secretary or by some other person appointed by the Council for the purpose.

MEETINGS

54. The Foundation shall in each year hold a general meeting as its Annual General Meeting and such meeting shall be held at such time and place as may be decided by the Council. The business of the Annual General shall be:
- (a) To receive and consider the Annual Report
 - (b) To receive, consider and adopt the Annual Balance Sheet
 - (c) To elect "elected" members of the Council in place of those retiring
 - (d) To elect an auditor
 - (e) To consider any resolution, notice of which shall have been given in writing to the Secretary at least thirty (30) days before the date of the meeting
 - (f) Consideration of any recommendations from the Council.
55. At the Annual General meeting in the year 1992 and at the Annual General Meeting in each subsequent year the Council shall lay before the members of the Foundation a statement of receipts and expenditure and a balance sheet containing a summary of the financial resources of the Foundation made up to date not more than four months before the meeting from the time when the last preceding statement and balance sheet were made up or in the case of the first statement and balance sheet from the incorporation of the Foundation. Every such balance sheet shall be accompanied by a report of the Council as to the state and condition of the financial resources of the Foundation and the statement of receipts and expenditure, report and balance sheet shall be by two members of the Council and countersigned by the Secretary.
56. A Special General Meeting may be called at any time by direction of the Council and shall be called within one (1) calendar month after receipt by the Secretary of a requisition signed by not less than ten (10) financial members specifying the object or objects of such special meeting.
57. Notice of any meeting (whether annual or special) specifying the object or objects of such meeting shall be posted by the Secretary to all financial members at least seven (7) days prior to the date fixed for the holding of the meeting or alternatively such notice shall be given at the discretion of the Council by advertisement in two consecutive issues of at least two daily newspapers published in Hawkes Bay, the latter of such advertisements to be published at least seven (7) days prior to the date fixed for the holding of the meeting. Unless a shorter notice shall be allowed by the Council, thirty (30) days' written notice of intention to propose any resolution at a general meeting of the Foundation shall be given to the Secretary.
58. No business shall be transacted at any special general meeting except that which shall be specified in the notice calling the meeting.
59. The quorum at all general (whether annual or special) shall be six (6) financial members. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
60. The President shall be the chairman at every General Meeting or if he be absent the members of the Council present shall elect one of their number to be chairman of the meeting.
61. At all of the Foundation every financial member present in person or by proxy shall have one vote. Every member of the Council who is not a member of the Foundation present in person or by proxy shall have one vote. In the case of an equality of votes the chairman shall have a second or casting vote.
62. Any company or corporation which is a financial member may by a written notice given at or before the meeting to the Secretary signed by the Chairman of Directors or Manager or Secretary of such company or corporation authorise any officer or employee of such company or corporation to act as its representative at such meeting and the person so authorised shall at such meeting be entitled to exercise the same powers on behalf of the company or corporation which he represents as that company or corporation could exercise if it were an individual member of the Foundation.
63. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any member shall not invalidate the proceedings at any meeting.
64. For the purposes of Rules 54 to 63 hereof a financial member shall be a member whose annual or other subscription to the Foundation shall not be in arrears.

65. The instrument of proxy shall be in writing under the hand of the member of the Council or of the Foundation as the case may be or if such member of the Foundation is a corporation under its common seal. No person who is not either a member of the Council or of the Foundation and qualified to vote shall be appointed a proxy **PROVIDED THAT** any corporation being a member of the Foundation and entitled to vote may appoint any one of its directors or officers though not a member of the Foundation to attend and vote.
66. The instrument appointing a proxy shall be deposited at the office of the Foundation not less than forty eight hours before the hour for holding the meeting or adjourned meeting at which the person named proposes to vote but no instrument appointing a proxy under Rule 65 shall be valid except for the particular meeting for which the said is given or any adjournment thereof.
67. A vote given in accordance with the terms of an Instrument of Proxy shall be valid notwithstanding the previous death of the principal or the revocation of the proxy provided no intimation in writing of the death or revocation shall have been received at the registered office before the meeting.
68. Every Instrument of Proxy for a specified meeting or otherwise shall as nearly as circumstances permit be in the form or to the effect following:

The Hawkes Bay Medical Research Foundation Inc

I, _____ of _____ being a member of *the Council of the above Foundation/ *the above Foundation appoint _____ of _____ as my proxy to act for me and on my behalf at the ordinary (or extraordinary as the case may be) general meeting of the Foundation to be held on _____ day the _____ day of _____ 19 and at any adjournment thereof.

AS WITNESS my hand this _____ day of _____ 19 _____

(*strike out whichever is inapplicable)

or in such other form as the Council may from time to time prescribe or accept.

69. (a) Within two calendar months after the incorporation a meeting of members of the Foundation shall be held to appoint two members of the Council as provided in Rule 19 (i) hereof. Such members shall hold office until successors are appointed pursuant to subclause (c) of this cause.
- (b) The members at any extraordinary general meeting called for the purpose and at any annual general meeting of which due notice has been given may rescind the appointment of any member of the Council appointed under this Rule and appoint a successor.
- (c) Subject to the provisions of subclause (b) hereof the members of the Foundation shall appoint a member of the Council at each alternate annual general meeting. A retiring member of the Council shall be eligible for reappointment. The first appointee of members of the Foundation to retire shall be determined by lot.
- (d) A notice to the Secretary of the Foundation that a member has been appointed signed by the Chairman of the meeting of members of the Foundation at which the appointment is made shall for all purposes be conclusive evidence that the person named therein has been duly appointed.
- (e) Nominations for the appointment of a member of the Foundation Council shall be made at the meeting at which the appointment is to be decided and in the event of there being more nominations than one a ballot shall be taken in such manner as the Chairman shall direct.

NOTICES

70. A notice may be served by the Foundation upon any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at his usual or last known place of address.
71. With respect to those members who have no known place of address a notice posted up in the office of the Foundation shall be deemed to be served on them at the expiration of twenty four (24) hours after it is so posted.
72. Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted and in providing such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put in the Post Office and a certificate in writing signed by the Secretary or other officer of the Foundation that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence.

73. The signature to any notice to be given by the Foundation may be written or printed.
74. Where a given number of days' notice or notice extending over any other period is required to be given the day of service shall (unless it is otherwise provided) be counted in such number of days or other period.

INDEMNITY

75. President, members of the Council, Secretary, Treasurer and other officers (if any) shall be indemnified by the Foundation from and against all losses and expenses incurred by them in or about the discharge of their respective duties except such as may happen from their or his own respective wilful default.

FINANCIAL YEAR

76. The Foundation's financial year shall commence on the 1st day of April in each year.

ALTERATION OF RULES

77. Subject to the provisions of the Incorporated Societies Act 1908 the Rules of the Foundation may be altered, rescinded or added to by resolution passed at any annual or special general meeting of the Foundation **PROVIDED THAT** no such alteration or addition to these Rules shall be inconsistent with or contrary to the charitable purposes of the Foundation as set forth in Clause 3 of these Rules.

REGISTERED OFFICE

78. The registered office of the Foundation shall be at Napier or Hastings or at such other place as the Council may from time to time determine and due notice of any change of situation of that office shall be given to the Registrar of Incorporated Societies.

ACCOUNTS

79. The Council shall cause proper books of account to be kept in which shall be kept full, true and complete accounts of the affairs and transactions of the Foundation.
80. The books of account shall be kept at the registered office of the Foundation or at such other place or places as the Council thinks fit, and shall always be open to the inspection of any member of Council.
81. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and boob of the Foundation or any of them shall be open to the inspection of members not being a member of the Council and no member (not being a member of the Council) shall have any right of inspecting any account or book or paper of the Foundation except as conferred by statute or authorised by the Council or by the Foundation in general meeting.
82. The Council shall from time to time cause to be prepared and to be laid before the Foundation in general meeting an Income and Expenditure Account and other accounts, balance sheets and reports disclosing the matters and referred to in Section 23 of the Incorporated Societies Act 1908.

WINDING UP

83. The assets of the Foundation shall not, on a winding up, be paid or distributed amongst the members of the Foundation but shall be given or transferred to some other charitable institution or institutions, organisation or organisations having objects similar or in part similar to the objects of the Foundation and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Foundation by those rules, such institution or institutions, organisation or organisations to be determined by resolution of the general meeting of the Foundation.

ANNUAL REPORT

84. In every annual report laid before an annual general meeting there shall be included a list of donors, subscribers (as distinct from those subscribing for membership) and other contributors to the funds of the Foundation during the year covered by the Report.