



CONSTITUTION AND RULES

of the

**HAEMOPHILIA FOUNDATION OF NEW ZEALAND
(INCORPORATED)**

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1. DEFINITION

"Branch" means a Branch formally established by HFNZ to carry out the purposes of HFNZ and includes, but is not limited to, regional Branches, the National Youth Committee and Piritoto.

"The HFNZ Board" shall mean the Executive Committee, and Delegates representing Branches, of the Haemophilia Foundation of New Zealand, elected every two years to manage the affairs of the Haemophilia Foundation of New Zealand.

"Person with a bleeding disorder (PWBD)" in this context shall mean people living with, or a carrier of haemophilia, von Willebrand's disorder or other related coagulation disorders.

"Ballot" shall mean a poll undertaken via electronic or conventional postal mail.

"Special resolution" shall mean a resolution passed by a majority of not less than three-fourths of the members entitled to vote, including proxy votes, at a General Meeting of which not less than twenty-one days notice specifying the intention to propose the resolution as a special resolution has been communicated by post to all members of HFNZ together with the date, time and location of the meeting.

~~"Delegate" shall mean a representative of a Member Representative Group elected annually by the membership to HFNZ National Council.~~

~~"Executive Committee" shall mean the group appointed by the President of HFNZ National Council to manage the day to day affairs of HFNZ.~~

~~"Family" shall mean a couple, with or without child(ren), or one parent/guardian and their child(ren)/grandchild(ren) usually resident in the same dwelling.~~

~~"Haemophilia" in this context shall mean people suffering from or carriers of haemophilia A or haemophilia B (Christmas Disease) but shall also include other related coagulation disorders including von Willebrand's disorder.~~

~~"HFNZ National Council" shall mean the Council of Elected Officers, and Delegates representing Member Representative Groups, of the Haemophilia Foundation of New Zealand, elected annually to manage the affairs of the Haemophilia Foundation of New Zealand.~~

~~"Postal Ballot" shall mean a poll undertaken via electronic or conventional postal mail.~~

~~" Member Representative Group" (MRG) means one of six formally established by HFNZ to carry out the purposes of HFNZ within regions. Member Representative Groups shall comprise:~~

~~Northern Regional of the Haemophilia Foundation of New Zealand [Inc] comprising Northland, North Harbour, Auckland, and Counties,~~

~~Midland Regional of Haemophilia Foundation of New Zealand [Inc] comprising Waikato, King Country, Taranaki, Thames, Bay of Plenty, Poverty Bay, Tairāwhiti, and the Chatham Islands.~~

~~Central Regional of the Haemophilia Foundation of New Zealand [Inc] comprising Hawkes Bay Manawatu, Wanganui, Kapiti Coast, Wellington, Hutt, Wairarapa,~~

~~Southern Regional of the Haemophilia Foundation of New Zealand [Inc] comprising Nelson Bays, Marlborough, Buller, West Coast, Canterbury, Ashburton, South Canterbury, Otago, Fiordland, Southland and Stewart Island.~~

~~Roopu of the Haemophilia Foundation of New Zealand [Inc] comprising all members who identify as Maori.~~

~~_____ Youth of the Haemophilia Foundation of New Zealand [Inc] comprising all members aged between 18-30 years.~~

~~_____ **"Support Group"** is a formal district based group of members of HFNZ reporting to a Regional.~~

~~_____ **"Special resolution"** shall mean a resolution passed by a majority of not less than three-fourths of the members entitled to vote, including proxy votes, at a General Meeting of which not less than twenty one days notice specifying the intention to propose the resolution as a special resolution has been communicated by post to all members of HFNZ together with the date, time and location of the meeting.~~

~~_____ **"The Act"** shall mean the Incorporated Societies Act 1908.~~

~~_____ **"The Regulations"** shall mean any regulations under the Act~~

2. NAME

- a. The name of the organisation shall be **HAEMOPHILIA FOUNDATION OF NEW ZEALAND [INCORPORATED]**. In this Constitution and Rules called, 'the Foundation' and hereinafter also referred to as HFNZ.

3. OFFICE

- a. The Registered Office shall be the Haemophilia Foundation of New Zealand, **Level 1, 1144 Pukaki Street, Rotorua 3010** ~~4 Washington Way, Sydenham, CHRISTCHURCH, 8014~~ or such other place as the HFNZ ~~Board~~ **National Council** may from time to time determine.

4. STATEMENT OF PURPOSES

- a. The purpose of HFNZ is to undertake the following charitable purposes within New Zealand for the benefit of people with haemophilia and their families/whanau:
1. provide support, advocacy and education for people with bleeding disorders and their families/whanau
 2. be a representative of people with bleeding disorders at a government level and to health services providers to encourage comprehensive treatment and care
 3. be a responsible member of the global bleeding disorders community

- ~~a. In co operation with Member Representative Groups the purpose of HFNZ is to undertake the following charitable purposes within New Zealand for the benefit of people with haemophilia and their families/whanau:~~

~~**A. Personal Interest, Welfare, Participation, Opportunity, and Advocacy**~~

- ~~i. To promote in every way the interests and welfare of all people with haemophilia and their families/whanau by provision of a service which offers information and guidance, which promotes effective measures for haemophilia, its treatment, rehabilitation, lifetime care, and advancement in life.~~
- ~~ii. To encourage and promote full participation and equal opportunity for all people with haemophilia in community activities, education, recreation, and employment.~~
- ~~iii. To facilitate the participation of all people with haemophilia and their families/whanau in the design, formulation, implementation and evaluation of policies, programmes and services, appropriate for their needs, and to monitor, evaluate and review such policies, programmes and services.~~
- ~~iv. To advocate for the rights and needs of people with haemophilia at a district, regional, and national level.~~
- ~~v. To provide individual assistance to members with haemophilia and their families/whanau.~~

~~**B. Treatment, Rehabilitation and Care**~~

- ~~i. To encourage provision of adequate services to meet the needs of people with haemophilia and their families/whanau.~~

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- ii. ~~To encourage and promote co-ordination of all services and programmes intended for people with haemophilia and their families/whanau.~~
 - iii. ~~To make representation, at a Regional and National level, to ensure that adequate and safe supply of treatment products, and other treatment or care necessary for people with haemophilia, are available.~~

C. Communication

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- i. ~~To provide up to date information on a New Zealand wide basis regarding the location of treatment facilities.~~
 - ii. ~~To make available information about haemophilia and its treatment and to provide communication links with people.~~
 - iii. ~~To provide for the exchange and dissemination of information relevant to people with haemophilia.~~
 - iv. ~~To develop an informed public opinion about, and stimulate community interest in, haemophilia.~~
 - v. ~~To serve as a consultative body to Government and other organisations engaged in the provision of services to people with haemophilia.~~
 - vi. ~~To consider association with National Bodies or other organisations having similar purposes.~~
 - vii. ~~Research, Training Programmes and Meetings.~~
 - viii. ~~To initiate, promote, and encourage research in any aspect of haemophilia.~~
 - ix. ~~To initiate, promote, encourage or undertake training courses for people concerned with educational programmes for members.~~
 - x. ~~To organise conferences, seminars, study groups or workshops on subjects relevant to people with haemophilia.~~
 - xi. ~~To liaise with, and facilitate meetings of professional caregivers.~~
 - xii. ~~To disseminate information and publish literature on haemophilia for the guidance of people with haemophilia, their parents, relatives and friends, health personnel, teachers, and other interested persons.~~

D. Legislation and Funding

- i. ~~To seek, at a Regional and National level, adequate funds for the provision of facilities for the treatment, care and support of people with haemophilia, their families/whanau.~~
- ii. ~~To use the funds and resources of HFNZ solely for the advancement and benefit of people with haemophilia.~~
- iii. ~~To monitor legislation and policies pertaining to people with haemophilia and make submissions when appropriate.~~

E. General

- i. ~~To raise funds or borrow funds in accordance with the Constitution and Rules of HFNZ for the purpose of furthering the aims of HFNZ.~~
 - ii. ~~To do all such other things as are incidental or conducive to the attainment of any of the stated objects.~~
 - iii. ~~To act as the National Member Organisation of New Zealand to the World Federation of Haemophilia and to appoint the official voting National Member Organisation Delegate to the General Assembly of the World Federation of Haemophilia.~~
 - iv. ~~To consider sponsorship of the official Delegate, and such other observers, to the Congresses, Conferences, General Assemblies and other Meetings of the World Federation of Haemophilia, or to any other New Zealand or International Meeting as shall be determined by the HFNZ National Council.~~
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~~Notwithstanding anything herein contained or implied no power or reservation expressed or implied herein shall authorise HFNZ to do or suffer any act which does not further the charitable purposes hereof and the declaration of charitable purposes herein shall at all times be paramount so as to exclude any act or omission which is or may be deemed to be not in accordance with such purposes.~~

5. MEMBERSHIP

A. *Types of Membership*

- i. Membership of HFNZ shall comprise the following categories:

~~Patron/s
Life Members
Individual Member
Family Members
Associate Member
Corporate Member
Friend of HFNZ~~

I. Patron/s

A Patron is a person who holds a position of prominence in the health sector in New Zealand and internationally.

- ~~1. A nomination by two members to propose any person to become a Patron, must be delivered to the President of the National Council. The proposal for a special resolution nominating a person as Patron shall be considered by the National Council. The proposal for a special resolution shall be considered by an Annual General Meeting or Special General Meeting of HFNZ.~~
2. An individual shall remain Patron until removed by death or upon the Council proposing a special resolution for the removal of a Patron. ~~The proposal for a special resolution shall be considered by an Annual General Meeting or Special General Meeting of the HFNZ.~~

A patronage may be conferred on any person in recognition of being well known for their improving the lives of PWBD's and is conferred by way of special resolution.

3. A Patron is not liable for an annual subscription, is entitled to the rights of membership, and shall be subject to the responsibilities of membership.

II. Life Member/s

1. A life membership may be conferred on any person in recognition of special services to HFNZ.
2. A nomination by two members to propose any person to become a Life Member must be delivered to the President of the **Board National Council**. The proposal for a special resolution nominating a person as a Life Member shall be considered by the **Board National Council**. The Council may also from time to time propose by way of special resolution, individuals as Life Members. The proposal for a special resolution shall be considered by an Annual General Meeting or Special General Meeting of HFNZ.
3. Upon election a Life Member shall be entitled to all the rights and privileges of membership.

4. An individual shall remain a Life Member until removed by death or upon the Council proposing a Special Resolution for the removal of Life Member .The proposal for a special resolution shall be considered by an annual general meeting or Special General Meeting of the HFNZ.
5. A Life Member is not liable for an annual subscription, is entitled to the rights of membership, and shall be subject also to the responsibilities of membership.

III. Individual Member:

1. Any resident of New Zealand with haemophilia, or the child, parent or guardian, sibling, or spouse, of the person with haemophilia may apply in writing to the ~~Board National Council~~ of the HFNZ to be admitted as an Individual Member.
2. The ~~Board National Council~~ may appoint an individual member by ordinary resolution and, may at its discretion, decline any application.
3. Upon acceptance an Individual Member shall be entitled to all the rights and privileges of membership, with voting privileges starting at 18 years of age and shall be subject also to the responsibilities of membership.

IV. Family Members:

1. Two or more members of a family with haemophilia may apply together in writing to the ~~Board National Council~~ of the HFNZ to be admitted as Family Members.
2. The ~~Board National Council~~ may appoint Family Members by ordinary resolution and, may at its discretion, decline any application.
3. Upon acceptance, Family Members shall be entitled to all the rights and privileges of membership and shall be subject also to the responsibilities of membership.
4. Admission as Family Members by HFNZ recording two individual names of adults over the age of 18 years, shall entitle the member family to a maximum of two votes in the affairs of HFNZ

V. Associate Member:

1. Any individual, a society, association, or other body of persons, whether corporate or non-corporate which is a non-profitable, charitable or welfare organisation, whose objects are similar to the objects of HFNZ or who work in any way for the benefit of people with disabilities, may apply in writing to HFNZ ~~Board National Council~~ to be admitted as an Associate Member.
2. The ~~Board National Council~~ may appoint an Associate Member by ordinary resolution and, may at its discretion, decline any application.
3. A single society or organisation having regional or ~~Branch~~ divisions shall with the agreement of the Council be entitled to separate Associate Membership and representation at Regional ~~Branch~~ General Meetings for each of its local ~~Branches~~ and regional structures. Such a member may be represented at ~~Branch Member Representative Group~~ meetings but its representatives shall NOT be eligible to serve on ~~Branch Member Representative Group~~ Committees. Associate Members are not entitled to vote.

~~VI. Corporate Member:~~

- ~~1. Any society, association, or company or other body whether Corporate or Non-Corporate who is interested in the work and activities of HFNZ and desires to be associated with it, may apply in writing to HFNZ National Council to be admitted as a Corporate Member.~~
- ~~2. The National Council may appoint a Corporate Member by ordinary resolution and, may at its discretion, decline any application.~~
- ~~3. A single society or organisation having regional or divisions shall with the agreement of the Council be entitled to separate Corporate Membership and representation at Regional~~

~~General Meetings for each of its local and regional structures. Such a member may be represented at Regional meetings but its representatives shall NOT be eligible to serve on Regional Committees. Corporate Members are not entitled to vote.~~

VII. Friend of HFNZ:

1. Any person who is interested in the work and activities of HFNZ and desires to be associated with it, may apply in writing to HFNZ **Board National Council** to be admitted as a Friend.
2. The **Board National Council** may appoint a Friend by ordinary resolution and, may at its discretion, decline any application.
3. A Friend of HFNZ is not entitled to vote.

B. ~~Membership of Branch Member Representative Groups~~

- i. Membership of the HFNZ automatically provides membership of the appropriate **Branch Member Representative Group**.

C. Rights and Responsibilities of Members

I. Members Rights

1. **To All Members of HFNZ The Right --**
To speak at a General Meeting or Special General Meeting.

To generally participate in activities of HFNZ such as education, training and research.
2. **To all Patrons Life Members, Individual Members, and Family Members, who are financial members at the time of the meeting, the Right**
To vote on any motion presented at a HFNZ General Meeting or Special General Meeting.
3. **To all Life Members, Individual Members, and Family Members of HFNZ the Right**
 - a. To become eligible for election to HFNZ **Board National Council** at an Annual General Meeting provided the criteria for election is met.
 - b. ~~To receive, in accordance with policy determined from time to time by National Council, welfare, information, education, rehabilitation, training and research resources, including financial grants.~~

II. Members Responsibilities

- a. **It is the responsibility of HFNZ members to comply with the Code of Conduct as may be amended by the Board from time to time.**

~~1. Responsibilities of Membership of HFNZ~~

- a. ~~To maintain expected standards when carrying out functions or duties on behalf of HFNZ.~~
- b. ~~To respect the rights of others when undertaking functions or duties on behalf of HFNZ.~~
- c. ~~To comply with all statutory law, regulations and bylaws, when carrying out functions or duties on behalf of HFNZ.~~
- d. ~~To use HFNZ property, resources, or funds only for authorised purposes.~~
- e. ~~To NOT incur unauthorised liability on behalf of HFNZ.~~
- f. ~~To NOT claim, accept, or demand any fee, gratuity, commission or benefit for personal gain when carrying out function or duties on behalf of HFNZ.~~
- g. ~~To respect the privacy and confidentiality of other members and NOT disclose information relating to individuals or the affairs of HFNZ.~~

D. Cessation of Membership of HFNZ

- i. Any member of HFNZ may resign by giving notice in writing to HFNZ ~~Board National Council~~ or ~~Branch Member Representative Group~~.

b. Any member of HFNZ may be removed from the register of membership for misconduct or in the event of membership lapse.

~~c. Any member may be called upon to resign if there is any reason to believe that the member has been guilty of, or party to conduct contrary to these rules or inimical to the objects or interests of HFNZ. Before a member's resignation is called for, the member shall be given notice in writing by HFNZ National Council, of the matters charged against the member and shall be given a reasonable opportunity of being heard in defence. Such notice in writing may be served by delivery in person or by mail to the last known mailing address by registered post. If no response is forthcoming within four weeks of a notice so delivered, then by direction of the Council, the member's name shall be removed from the register.~~

~~d. The removal or resignation of a member shall not be a release from antecedent liability to HFNZ.~~

E. Annual Subscriptions to HFNZ

- i. Any member whose subscription is two years in arrears may be removed from the Register of Members by resolution of the Council. A member shall be considered to be financial for the period for which the subscription has been paid. HFNZ Council has the discretion to waive subscriptions in cases where personal hardship can be demonstrated. ~~Branch Member Representative Group~~ may undertake to pay the subscription for any family/individual where personal hardship can be demonstrated.

6. BRANCH BRANCH MEMBER REPRESENTATIVE GROUP COMMITTEES:

- a. ~~Branch Member Representative Group~~ Committees shall manage the affairs of their region, or member special interest groups and may exercise all the objects and powers not required by these rules to be exercised in a General Meeting or Special General Meeting and shall be compatible with the powers or objects of the ~~Board National Council~~ as appropriate to a Region. ~~Branch Member Representative Group~~ Committee members shall be at all times registered and financial members of HFNZ.

7. MĀORI REPRESENTATION

- a. HFNZ recognise the role of Māori as tangata whenua and **the articles of Te Tiriti o Waitangi which underpin the relationship between the Crown and Māori**
- b. The Māori membership shall decide by majority vote the member to represent the Māori membership as delegate to HFNZ ~~Board National Council~~ at the Hui held prior to the HFNZ Annual General Meeting. Voting members must be financial members of HFNZ at the time of Hui.
- c. All HFNZ members who identify as Māori may be considered part of the Māori membership.
- d. The purpose of Hui organised by HFNZ is to provide representation and coordination for the membership who identify as Māori within the structures of HFNZ. Any members who identify as Māori shall be entitled to attend Hui to discuss and establish matters of importance to Māori with respect to their needs as people with bleeding disorders.

8. THE HFNZ BOARD BOARD NATIONAL COUNCIL:

- a. HFNZ shall establish a ~~Board National Council~~ to carry out the Purposes of the HFNZ.

A. The Role of HFNZ ~~Board National Council~~

- i. The HFNZ ~~Board National Council~~ shall be the governing body of HFNZ and may exercise all its objects and powers not required by these rules to be exercised in General Meetings, and may include the following:

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- ii. Carry out and enforce the aims, objects and interests of HFNZ.
 - iii. Establish long and short term strategic plans for HFNZ covering activities, programmes, and resources including the raising, expending and investing of funds.
~~Establish operational and management policies for HFNZ.
Arrange meetings and attend to the day to day business of HFNZ.~~
 - iv. Enter into contracts on behalf of HFNZ and expend the funds of HFNZ in carrying out its work and objects.
 - v. Institute or carry out, or defend, legal proceedings when necessary including the recovery of any debts due.
 - vi. Appoint such sub-committees as it considers necessary and delegate any of its powers to any such sub-committee. The President and Vice Presidents shall be ex-officio members on all Sub-Committees.
 - vii. Appoint such staff as it shall consider appropriate to carry out all or any of the functions of Chief Executive Officer, Secretary or Treasurer and fix the terms.
 - viii. **Oversee the management of** ~~Manage~~ the funds of HFNZ, invest surplus funds in approved Trustee Investments in accordance with established HFNZ Investment policy, and appoint Trustees of investments.
 - ix. Borrow funds or establish mortgages over the assets of HFNZ, in accordance with established HFNZ Borrowing Policy.
 - x. Establish or alter delegations to **Branch Member Representative Groups** to guide groups
 - in their purpose and activities
 - in the administration of activities including activities of Support Groups.
 - in communication with their members, the media, or the public
 - in the raising and expending of funds
 - xi. **Implement or amend policies from time to time which describe how particular processes or actions are to be undertaken and are subject to and not inconsistent with the rules contained in the Constitution**
 - xii. The President and Vice Presidents shall be ex-officio members of all **Branch Member Representative Group** Committees and Sub-Committees.
 - xiii. Deal with any breach of rules or any misconduct on the part of a Member or **Branch Member Representative Group** or **Branch Member Representative Group** Committee and hear and adjudicate upon any appeal against any of the **Branch Member Representative Group** Committee decisions.
~~Define the authority of Member Representative Group Committees to enter into financial commitments on behalf of HFNZ and the manner in which Member Representative Group Committees shall administer financial matters.
Inspect the books and financial records of any Member Representative Group Committee and generally do any act or thing in respect of any Committee that a principal may do in respect of an agent.~~
 - xiv. Carry out the functions and powers of a **Branch Member Representative Group** Committee in any region where no properly constituted **Branch Member Representative Group** Committee exists or in respect of which powers of a **Branch Member Representative Group** Committee have been suspended by HFNZ **Board National Council**.

B. Membership of HFNZ **Board National Council**

- i. Membership of the Council shall comprise the following positions elected annually by members
 - a. President
 - b. Vice President [s] maximum 2
 - c. Treasurer

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- ii. The following positions may be elected annually by members or alternatively the Annual General Meeting may determine the roles be carried out on a fee for service basis with the appointees reporting to ~~Board National Council~~:
 - Treasurer
 - Secretary
 - iii. ~~Branch Member Representative Group~~ shall also elect up to two delegates to represent each of the following ~~Branch Member Representative Group~~ Committees and to participate in the roles and responsibilities of the ~~Board National Council~~
 - Northern Regional ~~Branch~~ of HFNZ
 - Midland Regional ~~Branch~~ of HFNZ
 - Central Regional ~~Branch~~ of HFNZ
 - Southern Regional ~~Branch~~ of HFNZ
 - Roopu (Maori Members) HFNZ
 - Youth (Aged 18-30) of HFNZ
 - iv. Persons elected as Officers of HFNZ ~~Board National Council~~, or delegates of ~~Branch Member Representative Group~~ Committees shall be at all times registered and financial members of HFNZ.
 - v. At the first meeting of HFNZ ~~Board National Council~~ after the annual general meeting, the HFNZ ~~Board National Council~~ shall consider the workload and activities for the year, and if required may co-opt additional members for the ensuing year. Such members shall have all the powers and responsibilities of other elected members and delegates during the year of cooption.

C. Appointment to Membership of HFNZ ~~Board National Council~~

- i. Each ~~Branch Member Representative Group~~ shall at a ~~Branch~~ General Meeting decide by majority vote the member or members to represent the ~~Branch Member Representative Group~~ as delegate to HFNZ ~~Board National Council~~.
 - ii. A member or members proposed as a delegate to HFNZ ~~Board National Council~~ shall be a registered member of HFNZ.
 - iii. ~~Each Branch be nominated by written notice supported by the nominee and nominated by a Patron, Life member, Individual or Family member, not less than two weeks before the Annual General Meeting of HFNZ. Such notice shall, except in the case of existing members of the The HFNZ Board contain biographical details of the nominee, and a statement as to whether or not the nominee is a PWBD.~~
- ~~Each Branch Member Representative Group shall advise the name of their delegate or delegates to the HFNZ Annual General Meeting~~
- iv. Should a Delegate or delegates be unable to attend a HFNZ ~~Board National Council~~ meeting for any reason, the ~~Branch Member Representative Group~~ may appoint an Acting Delegate to be the Delegate for that meeting. Any Acting Delegate so appointed has the same rights and obligations as other Delegates in relation to that Meeting.

D. Duties of Elected HFNZ Officers of the ~~Board National Council~~ and ~~Branch Member Representative Group~~ Committees

- a. ~~The duties of elected members of HFNZ are as follows:~~

I. President

~~Council shall maintain a position description outlining roles and responsibilities of the President.~~

- i. The President of HFNZ ~~Board National Council~~ shall convene and Chair all meetings, including the Annual General Meeting, Special General Meetings, meetings of HFNZ ~~Board National Council~~, and meetings of the Executive Committee.
- ii. If desired by the President, any of these duties may be delegated to a member of ~~Board National Council~~ duly elected by majority vote by the members of ~~Board National Council~~.
- iii. The President shall exercise an additional casting vote at meetings where such a vote is provided for and required.
- iv. ~~The President shall undertake other tasks as outlined in the position description which may be altered from time to time.~~
- v. ~~The HFNZ Board may second the Immediate Past President to join HFNZ Board to provide continuity and advice during the ensuing year.~~

II. Vice President

The Vice President[s] of HFNZ ~~Board National Council~~ shall:

- i. Assist the President as required.
- ii. Assume specific responsibility for programmes as directed by ~~Board National Council~~
Develop draft policies and protocols for consideration by HFNZ ~~Board National Council~~
- iii. ~~The Vice President shall undertake other tasks as outlined in the position description, which may be altered from time to time.~~
~~Council shall maintain a position description outlining roles and responsibilities of the Vice President[s]~~

III. Treasurer

- a. ~~The Treasurer shall maintain oversight of the finances of HFNZ as managed by the CEO and undertake other tasks as outlined in the position description, which may be altered from time to time.~~
~~The Treasurer shall ensure adequate systems procedures and records are established, operated and monitored to—~~
- ~~i. Account for all inwards monies payable and due to HFNZ~~
- ~~ii. Oversee the making of all creditors' payments on behalf of HFNZ~~
- ~~iii. Prepare financial information sufficient to keep Council fully informed of the financial status and trends.~~
- ~~iv. Oversee the maintenance of correct records for any tax commitments.~~
- ~~v. —~~
- ~~vi. — Council~~

IV. ~~Branch Branch Member Representative Group Chairperson~~

- i. The Chairperson of a ~~Branch Member Representative Group~~ Committee shall convene and Chair all meetings of the ~~Branch Member Representative Group~~ Committee
- ii. The Chairperson shall provide leadership to the ~~Board Council~~ or Committee in carrying out its responsibilities

~~Council may second the Immediate Past President to join Council to provide continuity and advice during the ensuing year.~~

E. ~~Election of HFNZ Board National Council Members or Branch Member Representative Group Committee~~

- i. Members proposed annually for an elected position on HFNZ ~~Board National Council~~ or ~~Branch Member Representative Group~~ Committee, shall be registered members of HFNZ, and be nominated by written notice supported by the nominee and nominated by a Patron, Life member, Individual or Family member, not less than two weeks before the Annual General Meeting of HFNZ. Such notice shall, except in the case of existing members of the HFNZ ~~Board National Council~~ contain

biographical details of the nominee, and a statement as to whether or not the nominee has haemophilia or other bleeding disorder. HFNZ ~~Board National Council~~ members are eligible.

F. ~~Postal Ballot For Election of the HFNZ Board National Council~~

- i. The President of HFNZ may determine a ~~Postal~~ Ballot on any matter requiring a vote to be held, or may determine a ~~Postal~~ Ballot on the receipt of a written request from 10 financial members. This written request is to be received by the President not less than 12 weeks prior to the Annual General Meeting and shall state the reasons for requesting a postal ballot. A ~~postal~~ ballot for the elected positions of President, Vice-President[s], Youth Delegate, Secretary, and Treasurer, may be conducted by the Chief Executive Officer of HFNZ as Returning Officer and two scrutineers to be appointed by the ~~Board National Council~~. The Returning Officer shall send voting papers to eligible voters at least one month before the Annual General Meeting. The voting papers shall include a summary of the biographical details of the nominees. The scrutineers shall count the votes and advise the result, in writing, to the Returning Officer for declaration at the Annual General Meeting. The scrutineers shall ensure that the Council members declared elected meet the requirements of the HFNZ Constitution.

G. ~~Proxy Votes~~

- i. Any members or delegates being unable to attend any Annual General Meeting or Special General Meeting, either of the ~~Board National Council~~ of the HFNZ or of the ~~Branch Member Representative Group~~ of the HFNZ, shall have the power to vote by Proxy duly appointed in writing ~~in the form following or to the like effect.~~

~~ii. I, _____ of _____ being a member (delegate) of HAEMOPHILIA FOUNDATION OF NEW ZEALAND [Incorporated] Hereby appoint _____ of _____ or failing him/her _____ of _____ as my proxy to vote for me at the (Special/Annual) General Meeting to be held on the _____ day of _____ 19____, and at any adjournment thereof.~~

~~_____
Signature _____ date _____~~

~~_____
As witness my hand this _____ day of _____ 20_____~~

~~_____
Signature of Witness: _____~~

~~_____
Address: _____~~

- iii. The ~~written notice of the instrument containing or appointing~~ proxy shall be lodged with the Returning Officer at National Office not less than 48 hours before the ~~event to which the proxy vote applies~~ person named in such instrument as such proxy.

H. ~~Casual Vacancy on HFNZ Board National Council~~

- i. In the event of a casual vacancy on the Council the Council, in consultation with every Council Member, may appoint a Council Member to fill the casual vacancy and the Member, so appointed, shall hold office, subject to these rules, until the conclusion of the Council Meeting next following the date of that appointment.

I. ~~Cessation of Elected and Appointed Members of HFNZ Board National Council~~

a. An elected or appointed member of the HFNZ Board may cease to be a member in the following circumstances:

1. an elected or appointed member ceases to be a member of the Branch or group of HFNZ which they represent;
2. there is a personal resignation of an Elected Member or Appointed Delegate;

3. completion of Term of Appointment to The HFNZ Board;
4. suspension of Branch Membership of The HFNZ Board;
5. misconduct by an elected member or appointed delegate;
6. consecutive absence from meetings without reasonable excuse.

i. ~~Membership of HFNZ Board National Council may become vacant by one of the following means:~~

~~**I. The Member Representative Group of the Council Delegate ceases to be a member of HFNZ National Council.**~~

- ~~a. It shall be up to the discretion of HFNZ National Council whether the delegate shall cease membership of the Council immediately, cease membership at a particular date or complete the term of appointment to Council.~~

~~**II. The HFNZ National Council Delegate ceases to be a member of the Member Representative Group of HFNZ**~~

- ~~a. That member must resign if required to by their Group. If so, the Member Representative Group Committee shall make a temporary appointment as soon as possible to complete the member's term of appointment to National Council.~~

~~**III. Personal Resignation of Elected Member or Appointed Delegates**~~

- ~~a. An elected member of HFNZ National Council may resign by giving notice in writing to HFNZ National Council.~~
- ~~b. An appointed delegate of HFNZ National Council may resign by giving notice in writing to their Member Representative Group. The Member Representative Group shall advise the President of HFNZ National Council. The Member Representative Group shall make a temporary appointment as soon as possible to complete the member's term of appointment to Council.~~

~~**IV. Completion of Term of Appointment to HFNZ National Council**~~

- ~~a. An elected member of HFNZ National Council shall be subject to annual retirement.~~
- ~~b. An appointed delegate of HFNZ National Council shall also be subject to annual retirement.~~

~~**V. Suspension of Member Representative Group Membership of HFNZ National Council**~~

- ~~a. HFNZ National Council may suspend the membership of a Member Representative Group only by a special resolution.~~
- ~~b. A Member Representative Group whose membership has been suspended may, within twenty one days of the Council Meeting at which the special resolution was passed, request ratification of the resolution by each Member Representative Group. The Secretary shall receive such ratification in writing within twenty one days of the request. The special resolution is confirmed if a majority of not less than three quarters of HFNZ Board National Council vote in favour of the confirmation, otherwise the special resolution is revoked.~~

~~**VI. Suspension of Membership of HFNZ National Council**~~

- ~~a. An elected member or appointed delegate may be called upon to resign from HFNZ National Council if there is any reason to believe that the member has been guilty of, or party to conduct contrary to these rules or inimical to the objects or interests of HFNZ.~~
- ~~b. Before a member's resignation is called for, the member shall be given notice in writing by the President of the matters charged against the member and shall be given a reasonable opportunity of being heard in defence. Such notice in writing may be served by delivery to the~~

~~address recorded in the Register of Members. If no response is forthcoming within four weeks of a notice so delivered, then by ordinary resolution of the Council, membership of HFNZ shall cease.~~

~~VII. Consecutive Absence from Meetings~~

- ~~a. An elected member or appointed delegate may be called upon to resign if the member or delegate is absent from three consecutive meetings without having been granted Leave of Absence.~~

J. Alteration to Composition of HFNZ Board National Council

- a. The number of Delegates to Council for any new or existing **Branch Member Representative Group** may be determined or altered only by a special resolution of the Council.
- b. Any adjustments to the composition of HFNZ **Board National Council** do not take effect until the conclusion of the meeting at which the adjustment was made.

K. Frequency of Meetings of HFNZ Council and Branch Member Representative Group Committees

- a. HFNZ **Board National Council**, or **Branch Member Representative Group** Committees, shall meet at least three times in each year **(either in person or by audio visual link)** and more frequently if considered necessary. A President may convene a **Board National Council** Meeting or **Branch Member Representative Group** Committee Meeting whenever it is deemed necessary by the President.
- b. A President shall convene a meeting of **Board National Council** or **Branch Member Representative Group** Committee within 30 days of receiving a written notice to do so from at least four members of HFNZ **Board National Council** or **Branch Member Representative Group** Committee, to a maximum of two [2] on demand meetings per year, called by the same 4 members.
- c. HFNZ **Board National Council** may request the attendance of any staff member at a HFNZ **Board National Council** meeting.

L. Calling of Meetings of HFNZ Board National Council and Branch Member Representative Group Committees

- a. The Agenda for a meeting shall be circulated to all members of HFNZ **Board National Council** or **Branch Member Representative Group** Committee **at least ten days prior** to the date set down for the meeting and shall include --
- The place, date and time of the meeting
 - Items for discussion and necessary supporting papers
 - Any notices of resolutions that have been received by the President
 - Any other matters to be considered by the meeting
- b. The President or, in their absence, a delegated member shall preside over meetings of the **Branch Member Representative Group** Committee.
- c. The Minutes of a HFNZ **Board National Council** meeting or **Branch Member Representative Group** Committee meeting shall be confirmed at the next Council meeting or **Branch Member Representative Group** Committee.
- d. Resolutions on matters of which twenty-one days prior notice have NOT been given, may be considered and passed by the HFNZ **Board National Council**, or **Branch Member Representative Group** Committee. Such resolutions shall be subject to ratification at the next meeting of HFNZ **Board National Council** or **Branch Member Representative Group** Committee.

9. HAEMOPHILIA SUPPORT GROUPS

- a. **Other groups which provide support to PWBD's and are consistent with the Purpose of HFNZ may be convened from time to time in accordance with the needs of the members of HFNZ.**

- ~~b. Other Haemophilia Support Groups may be admitted to membership of HFNZ National Council by a special resolution of the National Council provided that the aims and objectives of such Groups are consistent with the Purpose of the HFNZ.~~
- ~~e. The Council may appoint people with special expertise as advisors to HFNZ National Council.~~

10. HFNZ BOARD NATIONAL COUNCIL ANNUAL GENERAL MEETING AND BRANCH MEMBER REPRESENTATIVE GROUP ANNUAL GENERAL MEETING

A. **Business to be conducted:**

- i. The Annual General Meeting of the HFNZ and the Annual General Meetings of the ~~Branch Member Representative Group~~ Committees shall be held between the first day of July and the last day of October each year. The location of the Annual General Meeting of the HFNZ shall be rotated between the regions on an annual basis. The meeting shall be held at a place reasonably accessible for members. The Ordinary Business of the Annual General Meetings shall be:
- a. To confirm the Minutes of the preceding Annual General Meeting.
 - b. To receive reports on HFNZ activities during the previous financial year with respect to HFNZ ~~Board National Council~~ or the ~~Branch Member Representative Group~~ Committee.
 - c. To receive the Annual Financial Statements comprising the income and expenditure for the period ending 30th June each year of HFNZ ~~Board National Council~~ or ~~Branch Member Representative Group~~ Committee, and a statement of assets and liabilities at the close of the period, including notice of all mortgages, charges, and securities of any description, affecting any of the property of HFNZ. ~~Board National Council~~ or Regional ~~Branch~~ Management Committee. The Annual Financial Statement shall be audited.
 - d. To appoint an auditor for the ensuing year.
 - e. To elect the following officers if a postal ballot has not been held:
President
Vice -President [s]
Treasurer
 - f. To receive advice of Delegates appointed by ~~Branch Member Representative Group~~ to ~~Board National Council~~, or in the case of ~~Branch Member Representative Group~~ Committee meetings, elect Delegates to ~~Board National Council~~.
 - g. To conduct general business for which appropriate notice has been given.

B. **Applicable to HFNZ ~~Board National Council~~ Annual General Meeting:**

- i. HFNZ ~~Board National Council~~ or a ~~Branch Member Representative Group~~ Committee may, whenever it deems it necessary, convene a Special General Meeting of the HFNZ ~~Board National Council~~ or a ~~Branch Member Representative Group~~.
- ii. To consider current proposals for appointment of any Patron or Patrons and Life Members.
- iii. To receive from the Returning Officer the result of any postal ballot for election of officers.
- iv. To consider members subscriptions.
- v. To receive from the President an update on HFNZ's strategic direction.
- vi. To receive from the Treasurer, or delegated authority, the budget for the ensuing year.
- vii. To consider proposals for alteration to Constitution and Rules.

11. ~~HFNZ BOARD NATIONAL COUNCIL SPECIAL GENERAL MEETING AND BRANCH MEMBER REPRESENTATIVE GROUP SPECIAL GENERAL MEETINGS~~

- i. HFNZ ~~Board National Council~~ may, whenever it deems it necessary, convene a Special General Meeting of the HFNZ ~~Board National Council~~ or a ~~Branch Member Representative Group~~.
1. To consider current proposals for appointment of any Patron or Patrons and Life Members.
 2. To receive from the Returning Officer the result of any postal ballot for election of officers.
 3. To consider members subscriptions.
 4. To receive from the President an update on HFNZ's strategic direction.
 5. To receive from the Treasurer, or delegated authority, the budget for the ensuing year.
 6. To consider proposals for alteration to Constitution and Rules.
 7. To undertake any other business the Board of Branch Committee deems necessary.

A. **Business to be conducted:**

- i. HFNZ ~~Board National Council~~ shall, on receipt of the requisition in writing of ten percent of the Registered Membership entitled to vote, convene a Special General Meeting of HFNZ.
- ii. The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by all the members making the requisition and be sent to the President and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- iii. If HFNZ ~~Board National Council~~ does not cause a Special General Meeting to be held within one month of the date on which the requisition is sent to the President, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after the date of the requisition.
- iv. A Special General Meeting convened by members pursuant to these rules shall be convened in a manner as nearly as possible as that in which Special General Meetings are convened by HFNZ ~~Board National Council~~.

12. HFNZ EXECUTIVE COMMITTEE

HFNZ ~~Board National Council~~ may determine from time to time to manage the day-to-day affairs of HFNZ by an Executive Committee.

A. **Role of the HFNZ Executive Committee**

- i. The role of HFNZ Executive Committee is to provide efficient governance to the affairs of HFNZ and, together with the Chief Executive Officer and/or staff of HFNZ, ensure that the management policies in the areas designated by ~~Board National Council~~ are carried out. HFNZ ~~Board National Council~~ may from time to time delegate matters to the Executive Committee.

B. Membership of HFNZ Executive Committee

- i. The HFNZ Executive Committee shall be appointed by HFNZ ~~Board National Council~~ for a period of one year with the option of re-appointment to the Executive Committee for a further term. The Executive Committee will comprise the President, the two Vice Presidents and the Chief Executive Officer.
- ii. Any person ineligible for membership of the Executive Committee may be co-opted as an Advisor to the Executive Committee.

13. VOTING AT MEETINGS of HFNZ

~~A. Applications to All HFNZ Meetings~~

- i. At all meetings of the HFNZ voting shall be judged on voice by the person chairing a meeting.
- ii. Any member entitled to vote may require a show of hands.
- iii. The President or the person chairing the meeting may determine a ballot to be held and appoint scrutineers.
- iv. Except for special resolutions elsewhere provided for in this Constitution, resolutions under consideration by a HFNZ ~~Board National Council~~ or a ~~Branch Member Representative Group~~ Committee, shall be decided by a simple majority of members' votes, including written proxy votes. In the event of an equality of votes, the person presiding over the meeting shall exercise one additional casting vote.
- v. Any resolution may be determined by a postal, **electronic**, or telephone ballot.
- vi. ~~A Special Resolution is required:~~
 - ~~To suspend the membership of a Branch Member Representative Group,~~
 - ~~To alter any rules,~~
 - ~~To establish any mortgage over the assets of HFNZ,~~
 - ~~To appoint a person as Patron,~~
 - ~~To remove a Life Member,~~
 - ~~To alter the number of Delegates to Council for any new or existing Branch Member Representative Group,~~
 - ~~To change the logo,~~
 - ~~To wind up the organisation.~~

B. HFNZ Annual General Meeting and Special General Meetings

- i. Except for special resolutions elsewhere provided for in this Constitution, resolutions under consideration by a HFNZ Annual General Meeting shall be decided by a simple majority of members' votes, including written proxy votes. In the event of an equality of votes, the person presiding over the meeting shall exercise one additional casting vote.
- ii. Members with a full voting right are Patron or Patrons, Life Members Individual Members, and Family Members.
- iii. Associate Members Friends of HFNZ, and Corporate Members shall have the right to speak at HFNZ Annual General Meetings but shall not have the right to vote.

C. HFNZ Executive Committee

- i. It is expected that issues should not in general require a vote but rather be discussed until a consensus is reached. If an issue is incapable of resolution the matter should be placed before HFNZ ~~Board National Council~~

14. QUORUMS FOR MEETINGS

A. *Applications to All HFNZ Meetings*

- i. A quorum for a HFNZ ~~Board National Council~~ meeting shall be four (4) Council Members of which one must be the President or a Vice-President.
- ii. A quorum for a HFNZ ~~Branch Member Representative Group~~ Committee Meeting shall be three (3) Committee members.
- iii. A quorum for a HFNZ Annual General Meeting or Special General Meeting shall be ten (10) members present in person by the allotted time.
- iv. A quorum for a HFNZ ~~Branch Member Representative Group~~ Committee Annual General Meeting or Special General Meeting shall be seven (7) members present in person by the allotted time.
- v. A quorum for any other HFNZ Committee shall be 50% of the committee's normal appointed number. If this number is not present business may be provisionally transacted provided the business is approved at the next meeting or by a telephone or via email resolution.
- vi. No business shall be transacted at any General Meeting unless a quorum shall be present, except that those present may fix a date time and venue for the reconvening of the Meeting.
- vii. If a quorum is not present within thirty minutes after the appointed time for it, the meeting, if convened upon a requisition of members shall be dissolved. In every other case it shall stand adjourned to a time and place to be fixed by the President on adjourning the meeting. If at the adjourned meeting a quorum is not present within thirty minutes after the appointed time, the members present shall be the quorum.

15. AUDIT/REVIEW OF ANNUAL ACCOUNTS

A. *Applications to All HFNZ Activities*

- i. Prior to 1 May each year, the HFNZ ~~Board National Council~~ will determine whether an audit or financial review is appropriate in respect of the annual accounts for that financial year.
- ii. HFNZ ~~Board National Council~~ will then appoint a suitably qualified non-related and external entity to undertake the audit/review as directed.
- iii. The appointed entity shall have a right of access at all times to the books of account, vouchers, and financial records of HFNZ and its ~~Branch Member Representative Group~~ Committees, and require such information and explanation for proper performance of these duties.
- iv. Notwithstanding the above, HFNZ shall comply with the financial reporting requirements of the Charities Commission, the Registrar of Incorporated Societies, the Financial Reporting Act 2013 ~~4993~~ or its amendments and with the New Zealand Institute of Chartered Accountants Financial Reporting Standards for Voluntary Sector Entities.

16. FUNDS AND PROPERTY

A. *Applications to All HFNZ Funds and Property*

- i. The whole of the funds of HFNZ shall be devoted to the carrying out of the objects of HFNZ and solely for the charitable purposes of HFNZ within New Zealand. Such funds shall not be used for personal benefits to members, officers, trustees, or associates, other than to provide relief to members relative to haemophilia and in accordance with HFNZ Purposes
- ii. No member of HFNZ or any person associated with a member shall participate in or materially influence any decision made by HFNZ in respect of the payment to or on behalf of that member or associated person of any income benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction.

- iii. Such funds as are not for the time being required for some object of HFNZ shall be temporarily invested on such terms and upon such conditions as HFNZ ~~Board National Council~~ shall from time to time direct. Such funds shall be invested in the name of HFNZ.
- iv. The real property of HFNZ shall not be sold, leased, mortgaged, charged, or otherwise disposed of, except by special resolution agreed at a Special General Meeting or Annual General Meeting.
- v. Borrowing of funds in excess of one thousand dollars, the establishment of any mortgage or mortgages over the assets of HFNZ shall require a special resolution agreed at a Special General Meeting or Annual General Meeting.
- vi. The provisions and effect of this clause 16 Funds and Property shall not be removed from this document and shall be included and implied into any document replacing this document.

17. AFFILIATIONS

- i. HFNZ shall act as the National Member Organisation for New Zealand to the World Federation of Haemophilia and shall appoint the official voting National Member Organisation Delegate to the General Assembly of the World Federation of Haemophilia.

18. ALTERATION TO RULES

- i. No new rules shall be made nor shall any rule be altered or rescinded except by Special Resolution. No addition to or alteration or rescission of rules shall be approved if it affects the charitable purpose, the personal benefit or the winding up provisions of these Rules and shall not permit funds to be used for non-charitable purposes, or allow funds to be used outside of New Zealand. This excludes donations raised specifically for improving Haemophilia welfare overseas approved by ~~Board National Council~~.

19. COMMON SEAL

- i. The Common Seal of HFNZ shall consist of the words "*HAEMOPHILIA FOUNDATION of New Zealand Incorporated*, " and shall be kept in the custody of HFNZ Legal Advisor and shall NOT be affixed to any instrument except by the authority of a resolution of the HFNZ ~~Board National Council~~ and in the presence of the President and one other member of HFNZ ~~Board National Council~~, who shall sign every instrument to which the seal of HFNZ is so affixed in their presence.

20. COMPLAINTS

- a. All complaints concerning the operation of HFNZ or the conduct of its members shall identify the complainant and be made in writing where possible, to either a Branch delegate, the President, or CEO as appropriate.
- b. Complaints will be handled in the manner set out in the Complaints Policy as may be amended from time to time

- ~~i. All complaints concerning the operation of HFNZ or the conduct of its members shall be made in writing, signed by the member complaining and addressed to the President.~~
- ~~ii. The President shall convene a committee comprising members of the executive and representatives of the Member Representative Group Committee where the member resides, as the President considers appropriate ("the Complaints Committee") who shall enquire into the same within an appropriate time.~~
- ~~iii. The Complaints Committee shall conduct its investigation in person, by telephone or by electronic mail. The member complaining shall be entitled to attend the investigation and may have a support person with them at the investigation.~~
- ~~iv. The decision of the Complaints Committee shall be provided in writing to the complaining member and the President.~~

~~Where a complaint is received by the President from a member of the public, not being a member of HFNZ, the President shall refer the matter to the HFNZ National Council for discussion and, if necessary, action.~~

21. INDEMNITY OF OFFICERS

- i. HFNZ shall keep indemnified the members of HFNZ ~~and employees of HFNZ~~ from and against actions, suits, proceedings, claims and demands whatsoever, on its members by any third party in respect of or arising out of the carrying out of the objects or purposes of HFNZ, undertaken in good faith.
- ii. This indemnity shall not cover actions or inactions of members or employees of HFNZ arising from wilful neglect, illegal conduct or unauthorised acts.

22. ~~HFNZ LOGO~~

- ~~i. From time to time HFNZ National Council may propose as a special resolution a new logo.~~
- ~~ii. The logo for the time being shall be as is affixed below.~~



23. WINDING UP

The affairs of HFNZ may be wound up voluntarily under and subject to the following provisions -

- i. In the event of a winding up by members, such winding up shall be effected only upon a Special Resolution made and passed at a Special General Meeting and in accordance with this Constitution and Rules, which resolution shall be confirmed by a like majority of members who are present in person or by proxy at a subsequent Special General Meeting.
- ii. For the purpose of winding up of the affairs of HFNZ there shall be appointed by the meeting such persons as is thought fit to act as a Liquidator at a remuneration to be fixed by the meeting.
- iii. The winding up of the affairs of HFNZ shall be deemed to commence from the date on which the resolution confirming such winding up is passed, and from that date HFNZ shall cease to carry on its objects except insofar as is necessary for the purpose of winding up.
- iv. Any surplus funds or assets in the hands of the Liquidator on completion of the winding up shall be distributed to such other organisation within New Zealand having charitable objects as shall be decided by resolution at a special general meeting convened for the purpose.
- v. In the event of a distribution by the Registrar of Incorporated Societies, the assets of HFNZ shall be distributed as the Registrar may determine, or in the event of a winding up by ~~a Court of New Zealand~~ ~~the Supreme Court~~, as directed by the Court or one of its Judges.