



## **CONSTITUTION AND RULES**

of the

**HAEMOPHILIA FOUNDATION OF NEW ZEALAND**

**(INCORPORATED)**

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## DEFINITIONS

**"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.

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## 1. 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.

## 2. OFFICE

- a. The Registered Office shall be the Haemophilia Foundation of New Zealand, Level 1, 1144 Pukaki Street, Rotorua 3010, or such other place as HFNZ Board may from time to time determine.

## 3. 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

## 4. MEMBERSHIP

### A. Types of Membership

- a. The membership of HFNZ shall comprise the following categories:

#### **Patron/s**

- a. A Patron is a person who holds a position of prominence in the health sector in New Zealand and internationally.
- b. An individual shall remain a Patron until removed by death or upon the HFNZ Board proposing a special resolution for the removal of a Patron.
- c. 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.
- d. 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.

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**Life Member/s**

- a. A life membership may be conferred on any person in recognition of special services to HFNZ and must be supported by a nomination by two members delivered to the HFNZ Board.
- b. An individual shall remain a Life Member until removed by death or upon the HFNZ Board proposing a Special Resolution for the removal of Life Member.
- c. Life membership is conferred by special resolution.
- d. 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.

**Individual Member:**

- a. Any PWBD that is a resident of New Zealand or the child, parent or guardian, sibling, or spouse, of the PWBD may apply in writing to the Board of the HFNZ to be admitted as an Individual Member.
- b. The Board may appoint an individual member by ordinary resolution and, may at its discretion, decline any application.

**Family Members:**

- a. Two or more members of a family who are PWBD's may apply together in writing to the Board of the HFNZ to be admitted as Family Members.
- b. The Board may appoint Family Members by ordinary resolution and, may at its discretion, decline any application.
- c. 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.

**Friend of HFNZ:**

- a. Any individual, society, association, company or other body of persons, 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 The HFNZ Board to be admitted as a Friend.
- b. The Board may appoint a Friend by ordinary resolution and, may at its discretion, decline any application.
- c. A Friend of HFNZ is not entitled to vote.

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## **B. Membership of Branches**

- a. Membership of the HFNZ automatically provides membership of the appropriate Branch(es).

## **C. Members Rights**

- a. All Members of HFNZ have the right to:
  - speak at a General Meeting or Special General Meeting.
  - generally participate in activities of HFNZ.
- b. All Patrons, Life Members, Individual Members, and Family Members, who are financial members at the time of the meeting have the right to:
  - vote on any motion presented at a HFNZ General Meeting or Special General Meeting where the member is 18 at the time of voting on the motion.
- c. All Life Members, Individual Members, and Family Members of HFNZ are entitled to be elected to the HFNZ Board at an Annual General Meeting provided the criteria for election is met.

## **D. 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.

## **E. Cessation of Membership of HFNZ**

- a. Any member of HFNZ may resign by giving notice in writing to HFNZ Board or Branch.
- b. Any member of HFNZ may be removed from the register of membership for misconduct or in the event of membership lapse.

## **Misconduct**

- a. Any member may be asked to resign if there are reasonable grounds to believe that the member has been guilty of, or party to, conduct contrary to these rules or to the objects or interests of HFNZ.



- b. Before a member's resignation is asked for, the member shall be given notice in writing by The HFNZ Board, of the matters alleged and shall be given a reasonable opportunity to respond to the allegations either in writing or in person.
- c. Where no satisfactory explanation is given in respect of the alleged misconduct, or where no response has been provided to the allegations within four weeks of receiving notice, the members name may be removed from the register by direction of the Board.
- d. The removal or resignation of a member shall not be a release from liability to HFNZ for outstanding fees, costs associated with the alleged misconduct or other costs owing to HFNZ at the time of their removal from the register.

### **Membership lapse**

- a. Any member whose subscription is two years in arrears may be removed from the Register of Members by resolution of the Board. A member shall be considered to be financial for the period for which the subscription has been paid. The HFNZ Board has the discretion to waive subscriptions in cases where personal hardship can be demonstrated.

## **5. MĀORI REPRESENTATION**

- a. HFNZ recognises 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. All HFNZ members who identify as Māori may be considered part of the Māori membership.
- c. Membership who identify as Māori shall decide by majority vote the member to represent the Māori membership as delegate to the HFNZ Board at a Hui held prior to the HFNZ Annual General Meeting. Voting members must be financial members of HFNZ at the time of the Hui.
- d. The purpose of Hui 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.

## 6. BRANCHES

- a. Branches 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 as appropriate to a Region. Branch members shall be at all times registered and financial members of HFNZ.

## 7. 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.

## 8. THE HFNZ BOARD

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

### A. The Role of HFNZ Board

- a. The HFNZ Board 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:
  - 1. Carry out and enforce the aims, objects and interests of HFNZ.
  - 2. Establish long and short-term strategic plans for HFNZ covering activities, programmes, and resources including the raising, expending and investing of funds.
  - 3. Enter into contracts on behalf of HFNZ and expend the funds of HFNZ in carrying out its work and objects.
  - 4. Institute or carry out, or defend, legal proceedings when necessary including the recovery of any debts due.
  - 5. 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.
  - 6. 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.

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7. Oversee the management of the funds of HFNZ, invest surplus funds in approved Trustee Investments in accordance with established HFNZ Investment policy, and appoint Trustees of investments.
  8. Borrow funds or establish mortgages over the assets of HFNZ, in accordance with established HFNZ Borrowing Policy.
  9. Establish or alter delegations to Branches 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
  10. 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
  11. The President and Vice Presidents shall be ex-officio members of all Branch Committees and Sub-Committees.
  12. Deal with any breach of rules or any misconduct on the part of a Member or Branch or Branch Committee.
  13. Carry out the functions and powers of a Branch Committee in any region where no properly constituted Branch Committee exists or in respect of which powers of a Branch Committee have been suspended by HFNZ Board.

## **B. Membership of the HFNZ Board**

### **Executive Committee**

- a. Membership of the Executive Committee shall comprise the following positions elected for a four year term by members to provide efficient governance of the affairs of HFNZ:
  - President
  - Vice President[s] maximum 2
  - Treasurer

- b. Positions shall be elected on a staggered basis to ensure that no members of the executive committee shall serve the same four-year term concurrently with another member of the executive committee.

## **Board**

- a. In addition to the Executive Committee, Branches shall also elect up to two delegates to represent each of the Branch committees for a two-year term to participate in the role and responsibilities of the Board.
- b. The following positions may be elected biannually 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:
  - Treasurer
  - Secretary
- c. The Executive Committee may appoint people with special expertise as advisors to The HFNZ Board.
- d. A representative of a support group may be admitted to membership of the HFNZ Board by a special resolution of the Board.
- e. Persons elected as Officers of The HFNZ Board, or delegates of Branch Committees or a representative of a support group shall be at all times registered and financial members of HFNZ.
- f. At the first meeting of The HFNZ Board after the annual general meeting, the The HFNZ Board 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 co-option.

## **C. Appointment to Membership of HFNZ Board**

- a. Each Branch shall at a Branch General Meeting decide by majority vote the member or members to represent the Branch as delegate to HFNZ Board.
- b. A member or members proposed as a delegate to HFNZ Board shall be a registered member of HFNZ.
- c. 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.

- d. Should a Delegate or delegates be unable to attend a HFNZ Board meeting for any reason, the Branch 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 and Branch Committees**

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

##### **President**

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

##### **Vice President**

- a. The Vice President[s] of The HFNZ Board shall assist the President as required.
- b. The Vice President shall assume specific responsibility for programmes as directed by the Board
- c. The Vice President shall oversee the development of draft policies and protocols for consideration by The HFNZ Board
- d. The Vice President shall undertake other tasks as outlined in the position description, which may be altered from time to time.

### **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.

### **Branch Chairperson**

- a. The Chairperson of a Branch Committee shall convene and Chair all meetings of the Branch Committee
- b. The Chairperson shall provide leadership to the HFNZ Board or Committee in carrying out its responsibilities

## **E. Ballot for Election of The HFNZ Board**

- a. The President of HFNZ may determine a Ballot on any matter requiring a vote to be held, or may determine a 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 ballot.
- b. A ballot for the elected positions of the Board may be conducted by the Chief Executive Officer of HFNZ as Returning Officer and two scrutineers to be appointed by the Board. 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 HFNZ Board members declared elected meet the requirements of the HFNZ Constitution.

## **F. Proxy Votes**

- a. Any members or delegates being unable to attend any Annual General Meeting or Special General Meeting, either of the Board of the HFNZ or of the Branch of the HFNZ, shall have the power to vote by Proxy duly appointed in writing.
- b. The written notice of the 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.

## **G. Casual Vacancy on HFNZ Board**

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

## **H. Cessation of Elected and Appointed Members of the HFNZ Board**

- 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. Alteration to Composition of the HFNZ Board**

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

## **J. Frequency of Meetings of HFNZ Board and Branch Committees**

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

## **K. Calling of Meetings of the HFNZ Board and Branch Committees**

- a. The Agenda for a meeting shall be circulated to all members of the HFNZ Board or Branch Committee **at least ten days prior** to the date set down for the meeting and shall include:
  1. The place, date and time of the meeting
  2. Items for discussion and necessary supporting papers
  3. Any notices of resolutions that have been received by the President
  4. 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 Committee.
- c. The Minutes of an HFNZ Board meeting or Branch Committee meeting shall be confirmed at the next HFNZ Board meeting or Branch 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, or Branch Committee. Such resolutions shall be subject to ratification at the next meeting of the HFNZ Board or Branch Committee.

## **9. THE HFNZ BOARD ANNUAL GENERAL MEETING AND BRANCH ANNUAL GENERAL MEETING**

### **A. Business to be conducted:**

- a. The Annual General Meeting of the HFNZ and the Annual General Meetings of the Branch 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:
  1. To confirm the Minutes of the preceding Annual General Meeting.
  2. To receive reports on HFNZ activities during the previous financial year with respect to HFNZ Board or the Branch Committee.
  3. To receive the Annual Financial Statements comprising the income and expenditure for the period ending 30th June each year of HFNZ Board or Branch Committee, and a statement of assets and liabilities at the close of the period, including notice of all mortgages, charges, and securities of any



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description, affecting any of the property of HFNZ, the Board or Regional Branch Management Committee. The Annual Financial Statement shall be audited.

4. To appoint an auditor for the ensuing year.
5. To elect the following officers if a postal ballot has not been held:
  - President
  - Vice -President[s]
  - Treasurer
6. To receive advice of Delegates appointed by Branch to HFNZ Board, or in the case of Branch Committee meetings, elect Delegates to the HFNZ Board.
7. To conduct general business for which appropriate notice has been given.

## **10. THE HFNZ BOARD SPECIAL GENERAL MEETING AND BRANCH SPECIAL GENERAL MEETINGS**

- a. The HFNZ Board or a Branch Committee may, whenever it deems it necessary, convene a Special General Meeting of the HFNZ Board or a Branch.
  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:**

- a. HFNZ Board 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.

- b. 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.
- c. If HFNZ Board 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.
- d. 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 the HFNZ Board.

## **11. VOTING AT MEETINGS of HFNZ**

- a. At all meetings of the HFNZ voting shall be judged on voice by the person chairing a meeting.
- b. Any member entitled to vote may require a show of hands.
- c. The President or the person chairing the meeting may determine a ballot to be held and appoint scrutineers.
- d. Except for special resolutions elsewhere provided for in this Constitution, resolutions under consideration by the HFNZ Board or a Branch 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.
- e. Any resolution may be determined by a postal, electronic, or telephone ballot.

### **A. HFNZ Annual General Meeting and Special General Meetings**

- a. 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.
- b. Members with a full voting right are Patron or Patrons, Life Members Individual Members, and Family Members.
- c. 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.

## **B. HFNZ Executive Committee**

- a. 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 the HFNZ Board

## **12. QUORUMS FOR MEETINGS**

- a. A quorum for a HFNZ Board meeting shall be four (4) Board Members of which one must be the President or a Vice-President.
- b. A quorum for a HFNZ Branch Committee Meeting shall be three (3) Committee members.
- c. A quorum for a HFNZ Annual General Meeting or Special General Meeting shall be ten (10) members present in person by the allotted time.
- d. A quorum for a HFNZ Branch Committee Annual General Meeting or Special General Meeting shall be seven (7) members present in person by the allotted time.
- e. 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.
- f. 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.
- g. 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.

## **13. ACTIONS REQUIRING A SPECIAL RESOLUTION**

- a. A Special Resolution is required:
  - 1. To suspend the membership of a Branch,
  - 2. To alter rules or the constitution in a substantive manner,
  - 3. To establish any mortgage over the assets of HFNZ,
  - 4. To appoint a person as a Patron or Life member,

5. To remove a Life Member,
  6. To alter the number of Delegates to HFNZ Board for any new or existing Branch,
  7. To change the logo,
  8. To wind up the organisation.
- b. Where minor amendments are required to a document of HFNZ that would otherwise require a special resolution, the HFNZ Board may make minor amendments to that document for the purpose of clarity or correction.

## **14. AUDIT/REVIEW OF ANNUAL ACCOUNTS**

### **A. Applications to All HFNZ Activities**

- a. Prior to 1 May each year, the HFNZ Board will determine whether an audit or financial review is appropriate in respect of the annual accounts for that financial year.
- b. HFNZ Board will then appoint a suitably qualified non-related and external entity to undertake the audit/review as directed.
- c. 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 Committees, and require such information and explanation for proper performance of these duties.
- d. 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 or its amendments and with the New Zealand Institute of Chartered Accountants Financial Reporting Standards for Voluntary Sector Entities.

## **15. FUNDS AND PROPERTY**

### **A. Applications to All HFNZ Funds and Property**

- a. 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
- b. 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 arm's length transaction.

- c. 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 the HFNZ Board shall from time to time direct. Such funds shall be invested in the name of HFNZ.
- d. 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.
- e. 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.
- f. The provisions and effect of this clause 15 Funds and Property shall not be removed from this document and shall be included and implied into any document replacing this document.

## 16. AFFILIATIONS

- a. 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.

## 17. COMMON SEAL

- a. 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 and in the presence of the President and one other member of HFNZ Board, who shall sign every instrument to which the seal of HFNZ is so affixed in their presence.

## 18. 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

## 19. INDEMNITY OF OFFICERS

- a. HFNZ shall keep indemnified the members of HFNZ 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.
- b. This indemnity shall not cover actions or inactions of members or employees of HFNZ arising from wilful neglect, illegal conduct or unauthorised acts.

## 20. WINDING UP

- a. The affairs of HFNZ may be wound up voluntarily under and subject to the following provisions:
  1. 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.
  2. 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.
  3. 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.
  4. 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.
  5. 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, as directed by the Court or one of its Judges.