

**Haemophilia**  
New Zealand



**CONSTITUTION AND RULES**

**of**

**HAEMOPHILIA NEW ZEALAND  
(INCORPORATED)**

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# 1 DEFINITIONS

In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

“**Act**” means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

“**Annual General Meeting**” means a meeting of the **Members** of HNZ held once per year which, among other things, will receive and consider reports on HNZ’s activities and finances.

“**Ballot**” shall mean a poll undertaken via electronic means or conventional postal mail.

“**Bleeding Disorders**” shall mean hemophilia and other inherited bleeding disorders

“**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.

“**Casual Vacancy**” shall be when, during an elected Board Member’s term of office, that Board Member either resigns from their role or can no longer be in that role for another reason.

“**Constitution**” means the rules in this document.

“**Family**” shall mean all relations who usually reside as a single unit in the same dwelling.

“**General Meeting**” means either an **Annual General Meeting** or a **Special General Meeting** of the **Members** of HNZ.

“**Interested Member**” means a **Member** who is interested in a matter for any of the reasons set out in section 62 of the **Act**.

“**Interests Register**” means the register of interests of **Officers**, kept under this **Constitution** and as required by section 73 of the **Act**.

“**Matter**” means:

- HNZ’s performance of its activities or exercise of its powers; or
- an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by HNZ.

“**Member**” means a person who has consented to become a **Member** of HNZ and has been properly admitted to the **Society** who has not ceased to be a **Member** of HNZ.

“**The Board**” shall mean HNZ’s governing body and comprises the Executive Committee, elected board members and co-opted board members, of Haemophilia New Zealand, duly elected to manage the affairs of Haemophilia New Zealand.

“**Officer**” means a natural person who is:

- a member of The Board, or
- a member of an HNZ committee, or
- occupying a position in HNZ that allows them to exercise significant influence over the management or administration of HNZ, including any Chief Executive or Treasurer.

“**Person with a bleeding disorder (PWBD)**” in this context shall mean people living with, or a carrier of haemophilia, a person von Willebrand’s disorder or a person with or carrier of other inherited bleeding disorders.

**“Register of Members”** means the register of **Members** kept under this **Constitution** as required by section 79 of the **Act**.

**“Special General Meeting”** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

**“Special resolution”** shall mean a resolution passed by a majority of not less than three-fourths of the members entitled to vote, present (including proxy votes) at a General Meeting of which not less than fourteen (14) days’ notice specifying the intention to propose the resolution as a special resolution has been communicated by electronic communication, post or by making such notice prominent on its website, to all members of HFNZ together with the date, time and location of the meeting.

**“Youth member”** shall mean a financial member of HNZ who is between the ages of 18 and 30 years old (inclusive).

## **2 NAME**

- 2.1 The name of the organisation shall be HAEMOPHILIA NEW ZEALAND INCORPORATED. In this Constitution and Rules referred to as 'HNZ'.

## **3 CHARITABLE STATUS**

- 3.1 HNZ is a registered charitable entity under the Charities Act 2005

## **4 REGISTERED OFFICE**

- 4.1 The Registered Office is at 44 Victoria Street, Alicetown, Lower Hutt 5010, or such other place as The Board may from time to time determine.

## **5 STATEMENT OF PURPOSES**

- 5.1 HNZ is a registered charity that is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely to:
- 5.1.1 provide support, advocacy and education for people with bleeding disorders and their families/whanau.
  - 5.1.2 be a representative of people with bleeding disorders at a government level and to health services providers to encourage comprehensive treatment and care.
  - 5.1.3 be a responsible member of the global bleeding disorders community.

## **6 ACT AND REGULATIONS**

- 6.1 Nothing in this Constitution authorises HNZ to do anything which contravenes or is inconsistent with the Act, any regulations made under the Act, or any other legislation.
- 6.2 The Society shall have at least 1 but no more than 3 contact person(s) whom the Registrar can contact when needed.
- 6.3 A contact person shall be appointed by The Board.
- 6.4 Each contact person's name must be provided to the Registrar of Incorporated Societies, along with their contact details, including:
- 6.4.1 a physical address or an electronic address, and
  - 6.4.2 a telephone number.
- 6.5 Any change in that contact person or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 20 Working Days of that change occurring, or the Society becoming aware of the change.

## 7 MEMBERSHIP

### A. Minimum number of Members

7.1 HNZ shall maintain the minimum number of Members required by the Act.

### B. Becoming a Member

7.2 Every applicant for membership must consent in writing to becoming a Member.

7.3 An applicant for membership must complete any application form, supply any information, or attend an interview as may be reasonably required by the Board regarding an application for membership and will become a Member on acceptance of that application by the Board.

7.4 The Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision.

7.5 The signed written consent of every person to become an HNZ Member shall be retained in HNZ's membership records.

### C. Types of Membership

7.6 The membership of HNZ shall comprise the following categories:

#### **Patron/s**

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

7.6.2 An individual shall remain a Patron until removed by death or upon The Board proposing a special resolution for the removal of a Patron.

7.6.3 A patronage may be conferred on any person in recognition of their record of contribution to bleeding disorders and participation in improving the lives of people with bleeding disorders, and is conferred by way of special resolution.

7.6.4 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.

#### **Life Member/s**

7.6.5 A life membership may be conferred on any person in recognition of special services to HNZ and must be supported by a nomination by two members delivered to The Board.

7.6.6 An individual shall remain a Life Member until removed by death or upon The Board proposing a Special Resolution for the removal of the Life Member.

7.6.7 Life membership is conferred by special resolution.

7.6.8 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:**

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

#### **Family Membership:**

- 7.6.11 Two or more members of a family who meet the definition of PWBD or the child, parent or guardian, sibling, or spouse, of the PWBD may apply together in writing to HNZ to be admitted under a Family Membership.
- 7.6.12 The Board may approve a Family Membership by ordinary resolution and, may at its discretion, decline any application.
- 7.6.13 Admission under a Family Membership by HNZ shall entitle the member family to a maximum of two votes at any HNZ General Meeting.

#### **Friend of HFNZ:**

- 7.6.14 Any individual, society, association, company or other body of persons, whether corporate or non- corporate who is interested in the work and activities of HNZ and desires to be associated with it, may apply in writing to The Board to be admitted as a Friend.
- 7.6.15 The Board may appoint a Friend by ordinary resolution and, may at its discretion, decline any application.
- 7.6.16 A Friend of HFNZ is not entitled to vote at any HNZ General Meeting.

### **D. Membership of Branches**

- 7.7 Membership of HNZ automatically provides membership of the appropriate Branch(es).

### **E. Māori Membership (Piritoto)**

- 7.8 HNZ recognises the role of Māori as tangata whenua and also recognises the principles of the Treaty of Waitangi which underpin the relationship between the New Zealand Government and Māori.
- 7.9 All HNZ members who identify as Māori may be considered part of the Māori membership.
- 7.10 One board position is reserved for an HNZ member to represent the Māori membership as delegate to The Board.

### **F. Youth Membership**

- 7.11 HNZ recognises the benefit in developing younger members into positions of leadership within HNZ, to maintain a strong patient voice in the promotion of excellence in treatment, care, advocacy and support for people with bleeding disorders and their families.
- 7.12 All HNZ members aged from 18 to 30 years (inclusive) may be considered part of the youth membership.
- 7.13 One board position is reserved for an HNZ member to represent the youth membership as delegate to The Board.

## **G. Members' Rights**

- 7.14 All Members of HNZ have the right to:
  - 7.14.1 speak at an HNZ General Meeting.
  - 7.14.2 generally participate in activities of HNZ.
- 7.15 All Patrons, Life Members, Individual Members, and Family Members, who are financial members at the time of the meeting have the right to:
  - 7.15.1 vote on any motion presented at an HNZ General Meeting where the member is 16 at the time of voting on the motion.
  - 7.15.2 vote on any motion presented at an HNZ Branch General Meeting where the member is a member of that branch and is 16 the time of voting on the motion.
- 7.16 Any Patron, Life Member, Individual Member, or Family Member of HNZ is entitled to be elected to The Board at an Annual General Meeting provided the process for election and criteria for election are met.

## **H. Members' Responsibilities**

- 7.17 It is the responsibility of HNZ members to comply with the Code of Conduct as may be amended by The Board from time to time.
- 7.18 Every Member shall provide HNZ in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise HNZ in writing of any changes to those details.
- 7.19 HNZ members shall be at all times registered and financial members of HNZ.

## **I. Cessation of Membership of HFNZ**

- 7.20 A Member ceases to be a Member:
  - 7.20.1 by written notice signed by that Member to The Board, or
  - 7.20.2 on termination of a Member's membership following a dispute resolution process under this Constitution, or
  - 7.20.3 on death, or
  - 7.20.4 by resolution of The Board for misconduct, or
  - 7.20.5 in the event of membership lapse.

### **Misconduct**

- 7.21 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 HNZ.
- 7.22 Before a member's resignation is asked for, the member shall be given notice in writing by The Board, of the matters alleged and shall be given a reasonable opportunity to respond to the allegations either in writing or in person.
- 7.23 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 member's membership may be terminated by a resolution of The Board.
- 7.24 The removal or resignation of a member shall not be a release from liability to HNZ for outstanding fees, costs associated with the alleged misconduct or other costs owing to HNZ at the time of their removal from the register.



### **Membership lapse**

- 7.25 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 Board has the discretion to waive subscriptions in cases where personal hardship can be demonstrated.

## **8 BRANCHES**

- 8.1 HNZ will maintain four regional branches, a Youth branch and Piritoto (Māori Membership) branch.
- 8.2 Branches shall maintain a committee to manage the provision of educational and social events for their members.
- 8.3 Branch committees shall from time to time consider any issues or concerns affecting their branch membership and raise such issues or concerns with The Board.
- 8.4 Branch members shall be at all times registered and financial members of HNZ.
- 8.5 Each branch shall hold an AGM between the first day of June and the last day of August each year.

### **A. Appointment to membership of a Branch Committee**

- 8.6 Each branch shall appoint a committee at its AGM consisting of at least:
- 8.6.1 One chairperson; and
  - 8.6.2 One committee member.
- 8.7 Each branch committee may, by resolution, co-opt up to two additional committee members. Such members shall have all the powers and responsibilities of elected members until the next branch AGM.
- 8.8 Only a current Patron, Life Member Individual Member, or Family Member is eligible to be appointed or co-opted to Branch Committee
- 8.9 Each nominee must be nominated by written notice and nominated by a Patron, Life Member Individual Member, or Family Member, not less than two (2) weeks before the relevant General Meeting.
- 8.10 Each nominee must provide a written declaration that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule below).
- 8.11 The HNZ Chair and HNZ Vice-chair shall be ex-officio members of all Branch committees and sub-committees.

## **9 GENERAL MEETINGS**

### **A. Notice for all general meetings**

- 9.1 HNZ shall give all Members at least fourteen (14) days' written Notice of any General Meeting and of the business to be conducted at that General Meeting.
- 9.2 That Notice will be addressed to the Member at the contact address notified to HNZ and recorded in the HNZ's register of members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

## **B. Minutes**

- 9.3 HNZ must keep minutes of all General Meetings

## **C. Timing of Annual General Meetings**

- 9.4 The Annual General Meetings of the Branch Committees shall be held between the first day of June and the last day of August each year.
- 9.5 The Annual General Meeting of HNZ shall be held between the first day of October and the last day of December each year.

## **D. Business to be conducted at Annual General Meetings**

- 9.6 The Ordinary Business of the HNZ Annual General Meeting shall be:
  - 9.6.1 To confirm the Minutes of the preceding Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting,
  - 9.6.2 To receive reports on HNZ activities during the previous financial year.
  - 9.6.3 To receive the Annual Financial Statements comprising HNZ's income and expenditure for the period ending 30th June each year, 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 HNZ. The Annual Financial Statement shall be audited.
  - 9.6.4 To appoint an auditor for the ensuing year.
  - 9.6.5 To elect members of The Board as per the election cycle outlined in section 10 of this constitution.
  - 9.6.6 To set the membership subscription fees for the following year.
  - 9.6.7 To conduct general business for which appropriate notice has been given.
- 9.7 The Ordinary Business of the Branch Annual General Meetings shall be:
  - 9.7.1 To confirm the Minutes of the preceding Annual General Meeting.
  - 9.7.2 To receive reports on activities and finances during the previous financial year with respect to the HNZ Branch.
  - 9.7.3 To elect members of the Branch committee.
  - 9.7.4 To conduct general business for which appropriate notice has been given.

## **E. Special General Meetings**

- 9.8 The Board may, whenever it deems it necessary, convene a Special General Meeting.
- 9.9 The Board shall, on receipt of a request in writing of ten percent of the Registered Membership entitled to vote, convene a Special General Meeting of HNZ.
- 9.10 The request for a Special General Meeting shall state the objects of the meeting and shall be signed by all the members making the request and be sent to The Board Chair.
- 9.11 A Special General Meeting must be convened within three months of the request and shall be convened in a manner as nearly as possible as that in which Special General Meetings are convened by The Board.
- 9.12 The rules in this Constitution relating to General Meetings shall apply to a Special General Meeting.
- 9.13 A Special General Meeting shall only consider and deal with the business specified in the Board's resolution or the written request by Members for the Meeting.

## F. Voting at General Meetings

- 9.14 Except for special resolutions provided for in sections 9.24 and 9.25 of this Constitution, resolutions under consideration by a General Meeting shall be decided by a simple majority of votes, including written proxy votes.
- 9.15 In the event of an equality of votes, the person presiding over the meeting shall exercise one additional casting vote.
- 9.16 Members with a full voting right at HNZ General Meetings must be a current financial member in any of the below categories:
  - 9.16.1 Patron or Patrons;
  - 9.16.2 Life Members;
  - 9.16.3 Individual Members; and
  - 9.16.4 Family Members.
- 9.17 Friends of HNZ shall have the right to speak at HNZ Annual General Meetings and Special General Meetings but shall not have the right to vote.
- 9.18 At all meetings of HNZ voting shall be judged on voice by the person chairing the meeting.
- 9.19 Any member entitled to vote may require a show of hands.
- 9.20 Any resolution may be determined by a postal, electronic or telephone ballot.
- 9.21 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 Board for further consideration.

## G. Proxy Votes

- 9.22 Any member being unable to attend any Annual General Meeting or Special General Meeting, shall have the power to vote by Proxy duly appointed in writing.
- 9.23 The written notice of the proxy vote shall be lodged with the Returning Officer at National Office using the prescribed format, not less than 48 hours before the event to which the proxy vote applies.

## H. Special Resolutions

- 9.24 “**Special resolution**” shall mean a resolution passed by a majority of not less than three-fourths of the members entitled to vote, present (including proxy votes) at a General Meeting of which not less than fourteen (14) days’ notice specifying the intention to propose the resolution as a special resolution has been communicated by electronic communication, post or by making such notice prominent on its website, to all members of HNZ together with the date, time and location of the meeting.
- 9.25 A Special resolution is required:
  - 9.25.1 To alter the constitution in a substantive manner
  - 9.25.2 To establish any mortgage over the assets of HNZ
  - 9.25.3 To appoint a person as a Patron or Life member
  - 9.25.4 To remove a person as a Patron or Life Member
  - 9.25.5 To alter the composition of The Board
    - 9.25.5.1 Any adjustments to the composition of The Board do not take effect until the conclusion of the meeting at which the adjustment was made.
  - 9.25.6 To change the logo

9.25.7 To wind up the organisation

9.26 Where minor amendments are required to a document of HNZ that would otherwise require a special resolution, The Board may make minor amendments to that document for the purpose of clarity or correction and notify the membership of such amendments. Any member who considers that the amendment is more than minor may follow the process required for a Special General Meeting to determine the issue.

## **I. Quorums for General Meetings**

9.27 For the purposes of determining a quorum, the chair should take into account the number of members who are present in person, by means of audio, or audio and visual, communication by which all members participating and constituting a quorum can simultaneously hear each other throughout the meeting.

9.28 A quorum for a General Meeting shall be seven (7) members present in person by the allotted time.

9.29 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.

9.30 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 Chair 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.

## **10 THE BOARD**

10.1 HNZ shall establish a Board to carry out the Purposes of HNZ.

### **A. The role of The Board**

10.2 The Board shall be the governing body of HNZ and has all the powers necessary for managing (and for directing and supervising the management of) the operation and affairs of HNZ, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

10.3 The Board's powers may include the following:

10.3.1 Carry out and enforce the aims, objects and interests of HNZ.

10.3.2 Establish long- and short-term strategic plans for HNZ covering activities, programmes, and resources including the raising, expending and investing of funds.

10.3.3 Enter into contracts on behalf of HNZ and expend the funds of HNZ in carrying out its work and objects.

10.3.4 Institute or carry out, or defend, legal proceedings when necessary, including the recovery of any debts due.

10.3.5 Appoint such sub-committees as it considers necessary and delegate any of its powers to any such sub-committee.

10.3.6 Appoint such staff as it shall consider appropriate.

10.3.7 Oversee the management of the funds of HNZ, invest surplus funds in accordance with established HNZ Investment policy, and appoint trustees of investments.

10.3.8 Borrow funds or establish mortgages over the assets of HNZ, in accordance with the HNZ Financial Management and Accounting Policy.

- 10.3.9 Establish or alter delegations to Branches to guide groups in:
  - 10.3.9.1 their purpose and activities
  - 10.3.9.2 the administration of branch activities
  - 10.3.9.3 communication with members
  - 10.3.9.4 the raising and expending of funds
- 10.3.10 Deal with any breach of rules or any misconduct on the part of a Member or Branch Committee or sub-committee.
- 10.3.11 Carry out the functions and powers of a Branch Committee where no properly constituted Branch Committee exists or in respect of which powers of a Branch Committee have been suspended by The Board.
- 10.4 Except as otherwise provided in this Constitution, The Board may regulate its own procedure.

## **B. Membership of The Board**

- 10.5 The Board will be comprised of the following positions:
  - 10.5.1 HNZ Chair
  - 10.5.2 HNZ Vice-chair
  - 10.5.3 Treasurer
  - 10.5.4 Youth Delegate
  - 10.5.5 Piritoto Delegate
  - 10.5.6 Board Member (x3)
- 10.6 From the end of each Annual General Meeting until the end of the next, HNZ shall be managed by, or under the direction or supervision of, The Board, in accordance with the Incorporated Societies Act 2022, any Regulations made under that Act, and this Constitution.

## **C. Election to membership of The Board**

- 10.7 Election to membership of The Board is by simple majority vote at the relevant General Meeting.
- 10.8 Each nominee must be nominated by written notice and nominated by a Patron, Life Member Individual Member, or Family Member, not less than two (2) weeks before the relevant General Meeting.
- 10.9 Each nominee must provide a written declaration that the nominee is not disqualified from being appointed or holding office as a Officer (as described in the 'Qualification of Officers' rule below).
- 10.10 Only a current Patron, Life Member Individual Member, or Family Member is eligible to be elected or co-opted to The Board.
- 10.11 Members of The Board will be elected or appointed for four-year terms. Two board positions will be elected at each HNZ AGM. The table below outlines the election cohorts for each AGM to 2039.

<b>Election cohort</b>	<b>Election years</b>	<b>Position to be elected</b>	<b>Position to be elected</b>
Cohort 1	2024, 2028, 2032, 2036	Chair	Youth delegate
Cohort 2	2025, 2029, 2033, 2037	Vice-chair	Board Member 1
Cohort 3	2026, 2030, 2034, 2038	Treasurer	Board Member 2
Cohort 4	2027, 2031, 2035, 2039	Piritoto delegate	Board Member 3

- 10.12 The Board may co-opt up to two additional members for a term not exceeding four years each. Such members shall have all the powers and responsibilities of elected members and delegates during the term of co-option.
- 10.13 Where a board member is part-way through their appointment to a position on The Board but wishes to stand for election to another role, they may stand and if successful, will then be automatically retired from their previous role.
- 10.14 If the action in section 10.13 (above) causes a casual vacancy on the board, the provisions in sections 10.27 and 10.28 apply.
- 10.15 No person shall serve for more than two consecutive terms of four years as member of The Board, except that:
- 10.15.1 Where such person has served as a co-opted member or served a part-term prior to their election to The Board at an AGM, such limit shall be extended to a maximum of twelve (12) years.
- 10.15.2 If such person is elected as HNZ Chair, HNZ Vice-chair, or Treasurer, such limit shall be extended by the term of such officer's position in the same capacity, but only for up to one additional term of four (4) years
- 10.16 Where a person has reached the applicable term limit as outlined in section 10.15 (above), they shall not be eligible for election to The Board for a period of two years after the expiry of the term of their appointment.
- 10.17 Persons elected as Officers of The Board, or members of Branch Committees, or members of sub-committees shall be at all times registered, financial, voting members of HNZ.

#### **Appointment of Piritoto Delegate to The Board**

- 10.18 In the election years that the Piritoto delegate is elected to The Board, the Māori membership shall decide the member to represent the Māori membership as delegate to The Board at the Piritoto Branch AGM held prior to the HNZ AGM.
- 10.19 If a Piritoto delegate to The Board is not appointed by the Māori membership at a Piritoto Branch AGM, they may be appointed by voting of the general membership at the HNZ AGM.

#### **Appointment of Youth Delegate to The Board**

- 10.20 In the election years that the Youth delegate is elected to The Board, the youth membership shall decide the member to represent the youth membership as delegate to The Board at the Youth Branch AGM held prior to the HNZ AGM.
- 10.21 If a youth delegate is not appointed by the youth membership at the Youth Branch AGM, they may be appointed by voting of the general membership at the HNZ AGM.

### **D. Executive Committee**

- 10.22 HNZ will establish an executive committee. The purpose of the executive committee is to:
- 10.22.1 Provide efficient governance of the affairs of HNZ;
- 10.22.2 Support the President and CEO in their day-to-day responsibilities; and
- 10.22.3 Respond to any such matters which require a decision prior to the next scheduled Board meeting.
- 10.23 Membership of the Executive Committee shall comprise the following positions:
- 10.23.1 HNZ Chair
- 10.23.2 HNZ Vice-chair

10.23.3 Treasurer

10.23.4 In addition to the members listed in points 10.18.1 to 10.18.3 (above), the President may appoint one additional member of The Board to the Executive Committee.

10.24 The Executive Committee may appoint people with special expertise as advisors to The Board.

## **E. Sub-committees**

10.25 The Board may appoint sub-committees consisting of such persons, and for such purposes as it thinks fit. Unless otherwise resolved by The Board:

10.25.1 no sub-committee shall have power to co-opt additional members,

10.25.2 a sub-committee must not commit HNZ to any financial expenditure without express authority from The Board, and

10.25.3 a sub-committee must not further delegate any of its powers.

## **F. Cessation of Elected and Appointed Members of The Board**

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

10.26.1 an elected or appointed member ceases to be a member of the Branch of HNZ which they represent;

10.26.2 there is a personal resignation of an Elected Member or Appointed Delegate;

10.26.3 completion of term of appointment to The Board;

10.26.4 misconduct by an elected member or appointed delegate;

10.26.5 consecutive absence from meetings without reasonable excuse.

## **G. A Casual Vacancy on The Board**

10.27 In the event of a casual vacancy of an elected member on The Board, a by-election must be held at a Special General Meeting within 60 working days to appoint a board member for the remainder of the term of that position.

10.28 If the by-election does not result in an appointment to The Board, The Board, in consultation with every Board Member, may appoint by simple majority, 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 term of that position.

# **11 MEETINGS OF THE BOARD OR COMMITTEES**

## **A. Procedure**

11.1 A resolution of The Board is passed at any meeting of The Board if a majority of the votes cast on it are in favour of the resolution. Every member of The Board shall have one vote.

11.2 The Chair will have a casting vote in the event of a tied vote on any resolution of The Board or committee.

11.3 It is expected that issues should not in general require a vote but rather be discussed until a consensus is reached.

11.4 Except as otherwise provided in this Constitution, The Board may regulate its own procedure.

## **B. Frequency of Meetings of The Board and committees**

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

## **C. Calling of Meetings of The Board and committees**

- 11.8 The agenda for a meeting shall be circulated to all members of The Board or committee at least seven days prior to the date set down for the meeting and shall include:
  - 11.8.1 The place, date, and time of the meeting
  - 11.8.2 Items for discussion and necessary supporting papers
  - 11.8.3 Any notices of resolutions that have been received by the President
  - 11.8.4 Any other matters to be considered by the meeting
- 11.9 The Minutes of any meeting of The Board or committee shall be confirmed at the next meeting of The Board or committee.
- 11.10 Resolutions on matters of which seven days prior notice have NOT been given, may be considered and passed by The Board or committee. Such resolutions shall be subject to ratification at the next meeting of The Board or committee.

## **D. Quorums for Meetings of The Board or a committee**

- 11.11 For the purposes of determining a quorum, the chair should take into account the number of members who are present in person, by means of audio, or audio and visual, communication by which all members of The Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.
- 11.12 A quorum for any meeting of The Board shall be a simple majority of Board Members of which one must be the Chair or Vice-chair.
- 11.13 A quorum for a Committee meeting shall be a simple majority of Committee members, of which one must be the chair or a committee member with delegated authority from the chair.
- 11.14 If a quorum is not present business may be provisionally transacted provided the business is approved at the next meeting or by telephone or via email resolution.

# **12 OFFICERS**

## **A. Qualifications of officers**

- 12.1 Every Officer must be a natural person who:
  - 12.1.1 has consented in writing to be an officer of the Society, and
  - 12.1.2 certifies that they are not disqualified from being elected or appointed or otherwise holding office as an Officer of the Society.
- 12.2 Officers must not be disqualified under section 47(3) of the Act or section 36B of the Charities Act 2005 from being appointed or holding office as an Officer of the Society, namely —



- 12.2.1 a person who is under 16 years of age
- 12.2.2 a person who is an undischarged bankrupt
- 12.2.3 a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993, or any other similar legislation
- 12.2.4 A person who is disqualified from being a member of the governing body of a charitable entity under the Charities Act 2005
- 12.2.5 a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years —
  - 12.2.5.1 an offence under subpart 6 of Part 4 of the Act
  - 12.2.5.2 a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961)
  - 12.2.5.3 an offence under section 143B of the Tax Administration Act 1994
  - 12.2.5.4 an offence, in a country other than New Zealand, that is substantially similar to an offence specified in sections (12.2.5.1) to (12.5.5.3)
  - 12.2.5.5 a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere
- 12.2.6 a person subject to:
  - 12.2.6.1 a banning order under subpart 7 of Part 4 of the Act, or
  - 12.2.6.2 an order under section 108 of the Credit Contracts and Consumer Finance Act 2003, or
  - 12.2.6.3 a forfeiture order under the Criminal Proceeds (Recovery) Act 2009, or
  - 12.2.6.4 a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.
- 12.2.7 a person who is subject to an order that is substantially similar to an order referred to in section 12.2.6 under a law of a country, State, or territory outside New Zealand that is a country, State, or territory prescribed by the regulations (if any) of the Act.
- 12.3 Prior to election or appointment as an Officer a person must —
  - 12.3.1 consent in writing to be an Officer, and
  - 12.3.2 certify in writing that they are not disqualified from being elected or appointed as an Officer either by this Constitution or the Act.
- 12.4 Note that only a natural person may be an Officer and each certificate shall be retained in HNZ's records.

## **B. Duties of Elected HNZ Officers**

- 12.5 The duties of elected members of HNZ are as follows

### **Chair**

- 12.5.1 The Chair of The Board shall convene and chair all meetings of The Board and meetings of the Executive Committee.
- 12.5.2 The Chair of The Board shall convene and chair all Annual General Meetings, Special General Meetings.

- 12.5.3 The Chair shall exercise an additional casting vote at meetings where such a vote is provided for and required.
- 12.5.4 The Chair shall undertake other tasks as outlined in the position description which may be altered from time to time.
- 12.5.5 The Board may second the immediate past Chair to join The Board to provide continuity and advice during the ensuing year.
- 12.5.6 If desired by the Chair, any of these duties may be delegated to any other member of The Board.

#### **Vice-chair**

- 12.5.7 The Vice-chair of The Board shall assist the President as required.
- 12.5.8 The Vice-chair shall assume specific responsibility for programmes as directed by The Board.
- 12.5.9 The Vice-chair shall oversee the development of draft policies and protocols for consideration by The Board.
- 12.5.10 The Vice-chair shall undertake other tasks as outlined in the position description which may be altered from time to time.

#### **Treasurer**

- 12.5.11 The Treasurer shall maintain oversight of the finances of HNZ as managed by the HNZ staff.
- 12.5.12 The Treasurer shall undertake other tasks as outlined in the position description which may be altered from time to time.

#### **Committee Chairperson**

- 12.5.13 The Chairperson of a Committee shall convene and chair all meetings of the Committee
- 12.5.14 The Chairperson shall provide leadership to the Committee in carrying out its responsibilities
- 12.5.15 If desired by the Chairperson, any of these duties may be delegated to any other member of the Committee.

### **C. Conflicts of interest**

- 12.6 An Officer or member of a committee who is an Interested Member in respect of any Matter being considered by HNZ, must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
  - 12.6.1 to The Board and or committee, and
  - 12.6.2 in an Interests Register kept by The Board.
- 12.7 Disclosure must be made as soon as practicable after the Officer or member of a committee becomes aware that they are interested in the Matter.
- 12.8 An Officer or member of a committee who is an Interested Member regarding a Matter:
  - 12.8.1 must not vote or take part in the decision of The Board and/or committee relating to the Matter unless all members of The Board who are not interested in the Matter consent; and
  - 12.8.2 must not sign any document relating to the entry into a transaction or the initiation of the Matter unless all members of The Board and/or committee who are not interested in the Matter consent; but

- 12.8.3 may take part in any discussion of The Board and/or committee relating to the Matter and be present at the time of the decision of The Board and/or committee (unless the Board and/or committee decides otherwise).
- 12.9 However, an Officer or member of a committee who is prevented from voting on a Matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- 12.10 Where 50 per cent or more of the members of a committee are prevented from voting on a Matter because they are interested in that Matter, The Board shall consider and determine the Matter.
- 12.11 Where 50 per cent or more of Officers are prevented from voting on a Matter before The Board because they are interested in that Matter, a Special General Meeting must be called to consider and determine the Matter, unless all non-interested Officers agree otherwise.

## **13 RECORDS**

### **A. Register of Members**

- 13.1 HNZ shall keep an up-to-date Register of Members.
- 13.2 For each current Member, the information contained in the Register of Members shall include:
- 13.2.1 Their name, and
  - 13.2.2 The date on which they became a Member (if there is no record of the date they joined, this date will be recorded as 'Unknown'), and
  - 13.2.3 Their contact details, including:
    - 13.2.3.1 A physical address or an electronic address, and
    - 13.2.3.2 A telephone number.
- 13.3 Every current Member shall promptly advise HNZ of any change of the Member's contact details.
- 13.4 HNZ shall also keep a record of the former Members of HNZ. For each Member who ceased to be a Member within the previous 7 years, HNZ will record:
- 13.4.1 The former Member's name, and
  - 13.4.2 The date the former Member ceased to be a Member.

### **B. Interests Register**

- 13.5 The Committee shall at all times maintain an up-to-date register of the interests disclosed by Officers and by members of any sub-committee.

## **14 FUNDS AND PROPERTY**

### **A. Control and Management of Finances**

- 14.1 The funds and property of HNZ shall be:
- 14.1.1 controlled, invested and disposed of by The Board, subject to this Constitution, and
  - 14.1.2 devoted solely to the promotion of the purposes of HNZ.

- 14.2 The Board shall maintain bank accounts in the name of HNZ.
- 14.3 All money received on account of HNZ shall be banked within 5 Working Days of receipt.
- 14.4 All accounts paid or for payment shall be submitted to The Chief Executive and a representative of The Board for approval of payment.
- 14.5 The Board must ensure that there are kept at all times accounting records that:
  - 14.5.1 correctly record the transactions of HNZ, and
  - 14.5.2 allow HNZ to produce financial statements that comply with the requirements of the Act, and
  - 14.5.3 enable the financial statements to be readily and properly audited.
- 14.6 The Board must establish and maintain a satisfactory system of control of HNZ's accounting records.
- 14.7 The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form. And the accounting records must be kept for the current accounting period and for the last 7 completed accounting periods of HNZ.

## **B. Balance Date**

- 14.8 HNZ's financial year shall commence on 01 July of each year and end on 30 June (the latter date being HNZ's balance date).

## **C. Applications to All HNZ Funds and Property**

- 14.9 The whole of the funds of HNZ shall be devoted to the carrying out of the objects of HNZ and solely for the charitable purposes of HNZ within New Zealand. Such funds shall not be used for personal benefits to members, officers, trustees, or associates, other than to provide services to members in accordance with the purposes of HNZ.
- 14.10 No member of HNZ or any person associated with a member shall participate in or materially influence any decision made by HNZ 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.
- 14.11 Such funds as are not for the time being required for some object of HNZ may be temporarily invested on such terms and upon such conditions as The Board shall from time to time direct. Such funds shall be invested in the name of HNZ.
- 14.12 The real property of HNZ shall not be sold, mortgaged, charged, or otherwise disposed of, except by special resolution agreed at a Special General Meeting or Annual General Meeting.
- 14.13 Borrowing of funds in excess of fifty thousand dollars, the establishment of any mortgage or mortgages over the assets of HNZ shall require a special resolution agreed at a Special General Meeting or Annual General Meeting.

## **15 AFFILIATIONS**

- 15.1 HNZ 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.

## **16 COMMON SEAL**

- 16.1 The Common Seal of HNZ shall consist of the words "HAEMOPHILIA NEW ZEALAND

INCORPORATED” and shall be kept in the custody of HNZ’s Legal Advisor and shall NOT be affixed to any instrument except by the authority of a resolution of The Board and in the presence of the President and one other member of The Board, who shall sign every instrument to which the seal of HNZ is so affixed in their presence.

## **17 COMPLAINTS AND DISPUTE RESOLUTION**

- 17.1 All complaints concerning the operation of HNZ or the conduct of its members or staff shall be made in writing, signed by the member complaining and addressed to the CEO in the first instance, as per the HNZ Complaints Policy. Where the complaint relates to the CEO, notice shall be given in writing to the Chair as per the Policy.
- 17.2 Where the person to whom the complaint relates is not a Board member, The Board shall enquire into the complaint within the appropriate time and in observance of natural justice rights.
- 17.3 Where the person to whom the complaint relates is a Board member, or The Board in its entirety, an independent person shall be appointed to conduct an enquiry into the allegation. The extent of the enquiry will be determined by the seriousness of the allegation.
- 17.4 Where a complaint is received by the CEO from a member of the public, not being a member of HNZ, the CEO shall refer the matter to The Board for discussion and, if necessary, action.

## **18 INDEMNITY OF OFFICERS**

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

## **19 HNZ LOGO**

- 19.1 From time to time The Board may propose as a special resolution a new logo.
- 19.2 The logo for the time being shall be as is affixed below.



## **20 WINDING UP**

- 20.1 The affairs of HNZ may be wound up voluntarily under and subject to the following provisions -
  - 20.1.1 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.

- 20.1.2 For the purpose of winding up of the affairs of HNZ 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.
- 20.1.3 The winding up of the affairs of HNZ shall be deemed to commence from the date on which the resolution confirming such winding up is passed, and from that date HNZ shall cease to carry on its objects except insofar as is necessary for the purpose of winding up.
- 20.1.4 Any surplus funds or assets in the hands of the Liquidator on completion of the winding up shall be distributed to such other organisation(s) within New Zealand having charitable objects as shall be decided by resolution at a special general meeting convened for the purpose.
- 20.1.5 In the event of a distribution by the Registrar of Incorporated Societies, the assets of HNZ 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.

## **21 AMENDING THIS CONSTITUTION**

- 21.1 All amendments must be made in accordance with this Constitution. Any minor or technical amendments shall be notified to Members as outlined in section 31 of the Act.
- 21.2 HNZ may amend or replace this Constitution at a General Meeting by a Special Resolution.
- 21.3 When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration, and shall take effect from the date of registration.
- 21.4 The amendment shall also be notified to Charities Services as required by section 40 of Charities Act 2005.

, Chair

, Vice-Chair

, Board Member