



Kia ora and thank you for your interest in Haemophilia New Zealand’s constitutional review.

This is the first full review of our constitution in a long time. Given the scope of the changes, we’ve put together this document. A high-level breakdown of the changes to the constitution. This hasn’t included minor changes of wording but covers the main changes to each section as per the heading in the table of contents.

It is intended that this should be read in conjunction with the proposed and existing constitutions, and with attending one of the drop-in sessions so that any questions you have can be raised and addressed.

Please reach out if you have any questions.

Nga mihi,

HNZ Board

<b>Section in current constitution</b>	<b>Section in proposed constitution</b>	<b>Description of change(s) made</b>	<b>Reasons for change(s)</b>
DEFINITIONS	1 DEFINITIONS	Added definitions	To make Constitution clearer, more inclusive of all bleeding disorders, and compliant with the Act
1. NAME	2 NAME	Changed name from Haemophilia Foundation of New Zealand to Haemophilia New Zealand	As per the special resolution passed at last year's AGM
N/A	3 CHARITABLE STATUS	3.1 HNZ is a registered charitable entity under the Charities Act 2005	New requirement under the Act
2. OFFICE	4 REGISTERED OFFICE	Changed address to 44 Victoria Street, Alicetown	Update to address
3. STATEMENT OF PURPOSES	5 STATEMENT OF PURPOSES	Included "HNZ is a registered charity that is established and maintained exclusively for charitable purposes"	New requirement under the Act
N/A	6 ACT AND REGULATIONS		New requirement under the Act
4. MEMBERSHIP	7 MEMBERSHIP	A. Minimum number of Members	New requirement under the Act
4. MEMBERSHIP	7 MEMBERSHIP	B. Becoming a Member	New requirement under the Act
5. MĀORI REPRESENTATION	7 MEMBERSHIP	<ol style="list-style-type: none"> <li>1. Moved Māori membership into <i>Membership</i> section.</li> <li>2. Moved election procedures to 9 <i>GENERAL MEETINGS</i>.</li> <li>3. Reserve one board role for Māori members' delegate</li> </ol>	Improves flow of constitution and separates membership and election parts to relevant sections of constitution
N/A	7 MEMBERSHIP	1. Included new section on Youth membership and defined as 18-30.	Youth delegate role was not defined elsewhere.

Section in current constitution	Section in proposed constitution	Description of change(s) made	Reasons for change(s)
		2. Reserve one board role for Youth members' delegate	
4.D Members Responsibilities	7.H. Members' Responsibilities	Added: 1. 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. 2. 7.19 HNZ members shall be at all times registered and financial members of HNZ.	1. New requirements under the Act 2. moved from 'branches' section in constitution.
4.E Cessation of Membership of HFNZ	7.I Cessation of Membership of HFNZ	Clarifies when a member ceases to be a member	Wording and process is ambiguous in current constitution
6. BRANCHES	8 BRANCHES	1. Defines minimum makeup of branches as 4 regions, youth and piritoto 2. Each branch shall hold an AGM between the first day of June and the last day of August each year. 3. Clarified process for appointment to branch committee	1. Not defined previously 2. Changed dates to ensure that branch AGM's are ahead of National AGM. 3. Several, including <ul style="list-style-type: none"> <li>a. Removed requirement for Treasurer and secretary roles – remove administrative burden</li> <li>b. Clarified who can be nominated</li> <li>c. Nomination process</li> </ul>
9. THE HFNZ BOARD ANNUAL	9 GENERAL MEETINGS	1. Included notice period	1. No notice period in current constitution

<b>Section in current constitution</b>	<b>Section in proposed constitution</b>	<b>Description of change(s) made</b>	<b>Reasons for change(s)</b>
GENERAL MEETING AND BRANCH ANNUAL GENERAL MEETING		<ol style="list-style-type: none"> <li>2. Statement that we must keep minutes of GM’s</li> <li>3. Business to be conducted revised for Branch AGMs to remove requirement to present financial statements and appoint auditor</li> <li>4. Consolidated sections and clarified Special General Meeting Procedures</li> </ol>	<ol style="list-style-type: none"> <li>2. New requirements under the Act (is our current practice)</li> <li>3. Removing administrative burden and bringing in line with current practice</li> <li>4. Improves flow of constitution</li> </ol>
11. VOTING AT MEETINGS of HFNZ	9. F Voting at General Meetings 11. A Procedure	1. Voting procedures (incl. proxy votes) outlined in the sections of the relevant meetings (General meetings / Board/Committee meetings)	1. Improves flow of constitution
13. ACTIONS REQUIRING A SPECIAL RESOLUTION	9. H. Special Resolutions	<ol style="list-style-type: none"> <li>1. Included in 9 General Meetings - as special resolutions should only happen at a General meeting, it doesn’t require its own section.</li> <li>2. Removed “<i>To suspend the membership of a Branch</i>”</li> </ol>	<ol style="list-style-type: none"> <li>1. Tidy up flow of constitution</li> <li>2. This is not something we would do – branch membership not defined.</li> </ol>
12. QUORUMS FOR MEETINGS	9.I. Quorums for General Meetings 11. D. Quorums for Meetings of The Board or a committee	Quorums defined in the sections of the relevant meetings (General meetings / Board/Committee meetings)	Tidy up flow of constitution
8. THE HFNZ BOARD	10 THE BOARD	The most significant non-legislative changes are to the governance structure of HNZ. This	1. Regional roles have been vacant for a number of years, and those that are filled

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		<p>will be explained more fully at the drop-in sessions, however in general, we propose to:</p> <ol style="list-style-type: none"> <li>1. Disestablish the four regional delegate roles from the HNZ board</li> <li>2. Disestablish one Vice-Chair role from the HNZ board</li> <li>3. Establish three general board member roles</li> <li>4. Limit the number of co-opted members to 2</li> <li>5. Move all board roles to 4-year terms</li> <li>6. Define set election years for each position with two roles elected each year.</li> <li>7. Establish term limits two four-year terms in general, up to one extra four-year term for board members who wish to step into Chair, vice-chair or treasurer role.</li> <li>8. Executive committee role defined</li> <li>9. Purpose and powers of sub-committees defined</li> <li>10. Casual vacancies and process defined</li> <li>11. Ability to appoint advisors to the board</li> </ol>	<p>provide much more to PWBD than representing their regions</p> <ol style="list-style-type: none"> <li>2. As a small organisation, we do not require 2 vice-chairs</li> <li>3. This will result in an overall smaller board (8 as opposed to the current 10)</li> <li>4. Will bring the maximum board size to 10</li> <li>5. Provide a reasonable length of time to on-board members.</li> <li>6. ensure that not all roles are elected at the same time, to prevent a full replacement of the board and loss of institutional knowledge.</li> <li>7. To ensure refreshment of board members – after a two-year absence, previous board members may re-join, and the term limit is restarted.</li> <li>8. Executive committee role not defined previously</li> <li>9. Not included previously</li> <li>10. Not included previously</li> <li>11. Not included previously</li> </ol>

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N/A	12 OFFICERS	Qualifications of officers	New requirements under the Act
8.D Duties of Elected HFNZ Officers of the Board and Branch Committees	12. B. Duties of Elected HNZ Officers	Moved to new 'Officers' section	Tidy up flow of constitution
N/A	12. C. Conflicts of interest	New section	New requirement under the Act
N/A	13 RECORDS	New section	New requirement under the Act
15. FUNDS AND PROPERTY	14 FUNDS AND PROPERTY	<ol style="list-style-type: none"> <li>1. Increased amount of borrowing requiring a special resolution from \$1,000 to \$50,000</li> <li>2. Tidy up wording of this section in line with new legislation and recommendations from charities commission.</li> </ol>	<ol style="list-style-type: none"> <li>1. National events now usually cost around \$50,000 each. This isn't a provision we expect to need to use, however since we are considering managed funds rather than term deposits, we may not have our full funds easily convertible at any one time.</li> <li>2. Tidy up wording of this section in line with new legislation and recommendations from charities commission.</li> </ol>
N/A	14 FUNDS AND PROPERTY	Included HNZ Balance date in constitution	New requirement under the Act
18. COMPLAINTS	17 COMPLAINTS AND DISPUTE RESOLUTION	Updated to include process	New requirement under the Act