



CYSTIC FIBROSIS ASSOCIATION OF NEW ZEALAND

CONSTITUTION AND RULES

Adopted on 2 May 2015

CYSTIC FIBROSIS ASSOCIATION OF NEW ZEALAND

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RULES OF THE CYSTIC FIBROSIS ASSOCIATION OF NEW ZEALAND

1. Name

The name of the Association shall be the 'Cystic Fibrosis Association of New Zealand', and shall be referred to as CFNZ.

2. Interpretation

In the interpretation of these rules, the following words and expressions shall have the meaning hereinafter specified unless there be something in the context inconsistent therewith.

2.1 'Association' means the Cystic Fibrosis Association of New Zealand (CFNZ)

2.2 'Cystic Fibrosis' shall include conditions known also by the titles of Mucoviscidosis, Fibrocystic disease of the Pancreas and Pancreatic Staetorrhoea.

2.3 'Member' means member of CFNZ in accordance with Rule 5 of this document

2.4 'Financial Member' means a member who is not more than two calendar months in arrears of their annual subscription

2.5 'Board' means Board of Management as defined in Rule 18

2.6 'His' includes its and theirs. Words importing the singular number include the plural number and visa versa. Words importing the masculine gender include the feminine gender also.

2.7 'The Office' means the registered office from time to time of CFNZ.

2.8 'Locality' means such areas as may be determined by the Board.

2.9 'Month' means calendar month.

2.10 'Rules' mean rules for the time being of CFNZ.

3. Purposes

The purposes of CFNZ shall be-

3.1 To promote and provide for the welfare and assistance of all person having Cystic Fibrosis and for the welfare and assistance of families, guardians and caregivers of such persons in such a manner as CFNZ may from time to time determine.

3.2 To initiate encourage and participate in research into the problems peculiar to Cystic Fibrosis, including research toward better treatment and understanding AND research toward a cure.

3.3 To assist in providing support for persons with Cystic Fibrosis to enable them to receive as far as possible, the most desirable treatments and assessments.

3.4 To provide advice to members on ensuring that individuals have access to special equipment required for the treatment of Cystic Fibrosis.

3.5 To educate the public as to the nature and effects of Cystic Fibrosis and to publicise the known problems and requirements of persons and families of persons having Cystic Fibrosis, for the purpose of receiving and increasing their understanding and support of the cause.

3.6 To publish, procure and distribute literature on Cystic Fibrosis.

3.7 To pursue lawful means of raising money for the purposes of CFNZ and to deal with such monies as CFNZ from time to time sees fit.

3.8 To co-operate or affiliate with anybody having purposes similar to those of CFNZ.

3.9 To enter into such arrangements, contracts or agreements with any person, corporation, association or body of persons for the purpose of creating, providing and maintaining such facilities as CFNZ shall deem requisite or desirable for improving the quality of life and life expectancy of persons with Cystic Fibrosis.

3.10 To conduct any other business or engage in any other activities which are seen to be advantageous to the purposes of CFNZ pursuant to its charitable and donee status

4. Registered Office

4.1 The Registered Office of CFNZ shall be 1st Floor, 62 Riccarton Road, Riccarton, Christchurch, or such place as may be determined by the Board.

5. Membership

5.1 Ordinary members of CFNZ shall be groupings of interested people constituting branches as defined in Rule 10.

5.2 Any such branch shall be admitted to membership of CFNZ on application and approval by the Board of Management as it sees fit.

5.3 Each branch, on being admitted to membership of CFNZ, shall be supplied with copies of these rules.

5.4 Associate Membership

Associate membership may be granted to any company, business, or charitable organisation which the Board believes is supporting the aims of CFNZ without doing so for personal gain or within the accepted legal expectations of a sponsorship relationship between CFNZ and other businesses or organisations.

5.5 Individual Membership.

Individual membership of CFNZ may be granted to any person (whether also a member of a Branch or not), who is prepared to work towards the objectives of CFNZ for other than personal gain.

5.6 Personal Benefit

Any income paid to a member of the organisation, or a person associated with a member, must be for the goods and services to advance the charitable purpose and must be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value)

6. Cessation of Membership

6.1 Any member may resign by giving CFNZ not less than three calendar months notice in writing of their intention to resign, and at the expiration of such period, shall cease to be a member. Such member shall remain liable for all dues and levies outstanding or unpaid as at the date of the expiry of such notice provided that no annual subscription shall be apportionable.

7. Patrons

7.1 CFNZ may appoint any number of persons as Patrons.

7.2 Patrons may be elected at any Annual General Meeting or Special General Meeting of CFNZ by a two third majority of those ordinary members present. Not more than two Patrons may be elected in any one-year.

8. Life Membership

8.1 Nominations for Life Membership are to be submitted to the Board in writing and subject to majority support by the Board will be submitted to a General meeting of CFNZ, where a two third majority of voting members present may elect any member as defined in Rule 5 to Life Membership.

8.2 Life Members shall be-

- a) Any person who has rendered outstanding service to CFNZ and its purposes for a minimum of ten years or
- b) Any person who has contributed by research, medical or scientific knowledge to the furtherance of the purposes of CFNZ.

9. Annual Subscription

9.1 There shall be an annual subscription payable by ordinary and individual members. The amount thereof shall be determined by the Annual General Meeting.

9.2 For individual members one subscription shall be deemed to cover membership of parents, guardians, and other members of the same family who normally reside in the same premises.

9.3 Any new member who joins CFNZ more than six months after the commencement of the financial year, shall be liable only for one half of the subscription levied in respect of that year.

10. Branches of CFNZ

10.1 Each ordinary member of CFNZ shall have a minimum financial membership of ten, including at least three CF families and shall fulfil all the branch responsibilities as listed below. Branches with fewer than ten financial members may be admitted at the discretion of the Board, under special circumstances

A branch must-

- a) Maintain membership records and provide financial member's names and addresses to CFNZ twenty-one days prior to the CFNZ Annual General meeting. PWCF and their families are to be identified.
- b) Hold an Annual General Meeting within two months of the end of the financial year (30 June) and not later than CFNZ's Annual General Meeting.
- c) Provide audited annual accounts to CFNZ not later than 1st July each year where income is of such a level that an audit is required OR where an audit is not required, shall provide full accounts with all applicable invoices/ receipts and proof of expenditure and income.
- d) Provide representation at CFNZ Annual General Meeting and conferences.

e) Act responsibly towards the purposes of CFNZ.

10.2 Branches of CFNZ shall abide by decisions on policy and operational matters, made by the National Board and their delegated authorities

11. Meetings

11.1 The Annual General Meeting shall be held within three months of the expiration of each financial year on such a day as shall be determined by the Board for the following purposes:

- a) To confirm the Minutes of the previous Annual General Meeting and Special General Meetings, if any, no discussion being permitted thereon except as to their accuracy.
- b) To receive the report of the Board and audited statement of accounts for the financial year.
- c) To elect a president for the ensuing year.
- d) To elect members of the Board for the ensuing year
- e) To elect honorary auditor/s for the ensuing year.
- f) To transact any business of which at least twenty-one days' notice has been given.

11.2 Notice of Annual of Special General Meeting

CFNZ shall give each ordinary member of CFNZ (as defined in sub rules 5.1 ad 10.2) not less than sixty days' notice of the date, time and place of the AGM. Notice of such meetings shall call for nominations by ordinary to the Board of Management. This includes those retiring by rotation as defined in Rule 18.1 (c)

Not less than 14 days prior to the meeting, the Chief Executive shall post to each ordinary and individual member, the Order Papers, Reports, Remits, nominations under sub rule 11.2 and 11.6 and other material to be considered at the Annual General Meeting.

11.3 Annual Report and Balance Sheet

The Board shall prepare and lay before the members at each Annual General Meeting, a general report on the affairs of CFNZ, together with a Balance Sheet, duly audited, exhibiting a summary of receipts and expenditure for the twelve months ended on the 30th June last preceding.

11.4 Special General Meetings

The Board, will upon a written request, signed not less than three ordinary members stating the purpose of such Meeting, forthwith convene a Special General Meeting within fourteen days of receipt of such request, to be held not later than twenty eight after such request, but no business shall be transacted at such Meeting except that of which notice has been given.

11.5 Nominations for Board of Management

Any person may be nominated for membership of the Board of Management. Nominations for these positions can only be made by ordinary members of CFNZ and must be signed by two office holders of the Branch constituting such ordinary members.

11.6 Nominations for Patron, President and Auditor

Nominations for the positions of Patron, President and Auditor are to be made by the Board of Management for election by ordinary members of CFNZ at the Annual General Meeting

12. Quorum

A Quorum for General Meetings of CFNZ shall be two thirds of the ordinary members

13. Chairperson

At every General Meeting, the President or his delegated representative shall preside as Chairperson, or if absent, the members present shall choose one of their number to be Chairperson for the meeting.

14. Chairperson's Vote

At all General Meetings, the Chairperson shall, in the event of there being equality of votes in question, have a casting vote only.

15. Voting

15.1 Voting at General Meetings of CFNZ shall be exercised the nominated delegate(s) of the ordinary members as defined in Rule 5.1 of this document. Voting Rights shall be

—

- a) Three votes for ordinary members with 50 or more PWCF within the DHB area(s) served by that ordinary member (Branch)
- b) Two votes for ordinary members with 21 – 49 PWCF within the DHB area(s) served by that ordinary member (Branch)
- c) One vote for ordinary members with 20 or less PWCF within the DHB area(s) served by that ordinary member (Branch)

15.2 Voting at General of Special meetings shall be by show of hands by the delegates unless any of those present requests it be by confidential ballot.

15.3 Any person acting as the delegate for an ordinary member may exercise some or all of the votes to which an ordinary member (Branch) is entitled provided the General or Special Meeting has written authority from the ordinary member to this effect.

15.4 Proxies:

Any member holding its Branch proxy vote needs to be appointed in writing and advised to the CFNZ CEO five working days prior to the commencement of the General or Special meeting,

16. Minute Book

Minutes shall be recorded of all Annual General Meetings. Such minutes to be signed by the Chairperson of the next succeeding General Meeting, shall be evidence of the proceedings, and such meeting shall be deemed to have been duly held and convened and the resolutions recorded in the Minutes duly passed or otherwise as recorded.

17. Auditors

17.1 There shall be an auditor/s who shall, except in the event of a casual vacancy be elected by members at the Annual General meeting.

17.2 The auditor/s shall hold office for one year (casual appointees excepted) and shall retire on the day of the Annual General meeting next succeeding his election but shall be eligible for re-election.

18. Management

18.1

- (a) CFNZ shall charge a board of six representatives, including at least one adult with Cystic Fibrosis (AWCF) with the duties of governing CFNZ.
- (b) The one adult person with Cystic Fibrosis will be selected by the Board from candidates who have expressed their interest at its first meeting following the Annual General Meeting. The Board will co-opt an AWCF in the circumstance of no expressions of interest being received.
- (c) The elected board member's rotation process is that the two Board members will retire at each AGM and are eligible for renomination. The remaining Board members shall remain for the following term.
- (d) The Board of Management shall confirm and agree the Board rotation each year as per 18.1 (c) policy, and give ordinary members of CFNZ at least 60 days' notice of those representatives retiring by rotation, as defined under rule 11.2

18.2 The Board, shall from its ranks elect a Chairperson

18.3 The Board, at its discretion, may co-opt any number of members with special abilities or interests who could assist CFNZ providing that no more than eight persons are serving on the Board at one time

18.4 Candidates Opposed

If the number of eligible candidates nominated for the Board exceeds the number of vacancies, the election shall be determined by confidential ballot, for which purpose the meeting shall appoint scrutineers.

18.5 Disputed Election

If any aggrieved person wishes to dispute the validity of any election he shall, within seven days after such election, give notice in writing, stating the grounds of his complaint, to the Board and the Board may either itself or by sub-committee appointed for the purpose, hear and determine such complaint and its decision thereon shall be final.

18.6 Term of Office

The President and members of the Board shall retire on the day of the Annual General Meeting following the date of their appointment

18.7 Vacancies

Should any casual vacancy occur in the Board, or in the office of auditor/s the vacancy may be filled by the Committee, but any person so appointed shall retain office only until the next Annual General Meeting.

18.8 Cessation of Office

The office of a member of the Board shall be vacated –

- a) If he is absent from three successive meetings of the Board and the Board resolve that his office be vacated
- b) If, by notice in writing, to CFNZ, he resigns his office.
- c) If it is the opinion of the Board that a serious conflict exists that may preclude the member from acting in the interests of CFNZ
- d) If the member engages in serious misconduct that is deemed to be damaging to the operation or reputation of CFNZ.

19. Powers of the Board.

Without affecting the generality of anything contained in these Rules, the Board shall have full power: -

19.1 To superintend and conduct the business and affairs of CFNZ and to do all such acts and things as CFNZ itself could do and which are not expressly directed to be done

19.2 To appoint panels of members to assist in carrying out CFNZ's purposes and such panels shall have power to co-opt non-members for special purposes, provided always that such members and co-opted persons shall be subjected to the direction of the committee.

19.3 To appoint a Medical and Scientific Advisory Panel.

19.4 To appoint and make provision for the payment of, or dismiss, such servants as it deems necessary for carrying on the work of CFNZ and to define the duties, powers and terms and conditions of such persons.

19.5 The decision of the Board on any matter not provided for by the Rules shall be conclusive and binding on all members unless and until such decision shall have been over ruled by a properly convened General Meeting.

19.6 The Board shall, at all times, adhere to the policies and procedures as set out in CFNZ's Policy Document and shall regularly review policy to ensure that its interpretation and application are current.

19.7 CFNZ indemnifies all Board members against personal liability for the finances of CFNZ. The Board will, at all times, act within parameters of CFNZ policy.

20. Meetings of the Board.

20.1 Ordinary Meetings

The board shall meet not less than four times a year at such times and places as it may determine.

20.2 Special Meetings

Special Meetings of the Board may be convened on the requisition of the Chairperson or any two members. A minimum of fourteen days' notice shall be given to the Board Members of such meeting unless all Board members agree that the period of notice may be shortened for a particular meeting. Notice of Meeting shall specify the general nature of the business to be transacted, and no business of which such notice has not been given shall be transacted as that meeting, unless all board members agree in respect of particular business.

20.3 Quorum

A Quorum shall be three members present in person.

20.4 The President

The President shall ex officio rights to attend all Board Meetings. He shall have voting rights at any Board Meeting at which he is attendance.

20.5 Voting

All questions arising at any meeting of the Board shall be decided by a show of hands, or if demanded by any member, by a ballot. Each member shall have one vote.

20.6 Chairperson's Casting Vote

The Chairperson at any meeting of the Board shall have a deliberative vote, and also, in the event of the numbers being equal, a casting vote.

20.7 Minutes

Minutes shall be kept by the appointed Secretary of the proceedings at all Meetings of the Board. No business shall be transacted at an ordinary meeting until the Minutes of the previous ordinary meeting and any special meeting or meeting have been confirmed or otherwise disposed of, and no discussion that concerns the Minutes shall be permitted, except as to their accuracy. If requested to do so by the Board, the Chief Executive will be responsible for the return within fourteen days of all books and records held by him.

21. Clinical Advisory Panel

There shall be a Clinical Advisory Panel (CAP) appointed by the Board, including persons such as medical practitioners and allied health professionals. This panel shall be responsible for advising the Board in matters concerning patient care, and in particular shall be called upon to approve any proposed medical publications of CFNZ.

22. Media Relations

The Chairperson or their delegated authorities shall be the only members responsible for making statements on behalf of CFNZ to the media.

23. Alteration to Constitution & Resolutions.

Any proposed alteration in the Constitution shall be notified in writing to the Chief Executive thirty days before a General Meeting and no article in the Constitution shall be altered save by a two thirds majority of voting members present at such meeting held at least thirty days after such notice of intention to propose such alterations has been given to the Chief Executive. No alteration to the Rules of the CFNZ shall be made which is inconsistent with the purposes of CFNZ as set forth in Rule 3.

24. Finance

24.1 Banking Account

All monies received by or on behalf of CFNZ shall be paid into such bank as the Board may appoint, to the credit of CFNZ.

24.2 Trust Accounts

The Board shall have power to open special Trust Accounts for specific purposes from time to time and such accounts may be operated on for only the stated specific object.

24.3 Cheques and Direct Credits/ Online transactions

All accounts incurred by the Board must be paid by cheque or electronic transfer. Signatories to the Banking Account shall be a minimum of two persons unless changed by a decision of the Board.

24.4 Investments

- a. The Board shall, from time to time, authorise investment of reserved funds on behalf of CFNZ.
- b. Investments shall be conservative in nature and shall be subject to CFNZ's written investment policy statement
- c. A finance sub-committee shall be appointed by the Board each year, to oversee and monitor the investment strategy of CFNZ.

25. Treasurer

The Treasurer shall be appointed by the Board and shall oversee the accounting practices of CFNZ.

- a) That such monies are deposited without delay to the credit of CFNZ in the bank determined by the Board, and shall keep a proper record of all such receipts and payments, and shall submit a financial statement to the Board when requested.
- b) If requested to do so by the Board, the Treasurer will be responsible for the return within fourteen days of all books and records kept by him.

26. Audit

At least once a year the Books must be examined and audited by the auditor/s elected by the Annual General Meeting

27. Winding Up

In the event of the affairs of CFNZ being wound up, the assets shall be disposed of to such charitable purpose and in such manner as shall be determined by a specially convened Meeting of the members of CFNZ at which the appropriate resolution is carried by a majority of members present.

28. Indemnity

Every member of the Board, Secretary or other office and servant of CFNZ shall be indemnified by CFNZ against (and it shall be the duty of the Board out of the funds of CFNZ to pay) all costs, losses and expenses which any member of the Board, Secretary and other office or servant may have properly incurred or become liable to by reason of any contract properly entered into or act or thing properly done by him as such member, officer or servant or in any way in the discharge of his duties.

29. General

CFNZ shall be non-political and non-sectarian.

ADOPTED AT A SPECIAL GENERAL MEETING OF THE ASSOCIATION HELD AT
WELLINGTON ON 2 MAY 2015

Reviewed & Adopted: 27th September 1997

05th May 2001

15th September 2001

07 May 2007

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