

Amendment of Constitution Proposed by the Heart Kids NZ Board to enable member electronic voting.

MOTION: That the following amendments are made to the Heart Kids NZ Incorporated Constitution and all other clauses remain the same:

Election of Board members

- 7.26 The Board may choose to operate either:
- (a) a postal vote election; or
 - (b) an online election using online voting software and/or an external elections provider.
- 7.27 No later than 45 days prior to the Annual General Meeting, Category 1 Members prepared to stand for election to the Board shall send their nomination form to the Secretary of the Board. The nomination form of each candidate must be signed in support by any two Members (entitled to vote at that Annual General Meeting) who reside in their Region.
- 7.28 No later than two weeks prior to the Annual General Meeting, the Secretary shall send voting forms to all Members (entitled to vote at that Annual General Meeting) within a Region with the names of those Category 1 Members standing for election to the Board from that Region.
- 7.29 Voting forms shall be returned to the Secretary of the Board prior to the Annual General Meeting. At the Annual General Meeting the voting forms shall be opened, counted and witnessed by at least three Members appointed by the Board. In the event that an online election is held, the voting forms shall be counted by the online voting software and/or external elections provider.
- 7.30 In the event of there being a tied vote and only one Board member position to fill, the result of the election shall be determined by the candidates or, in the absence of agreement by the candidates, by lot.
- 7.31 In the event that there is only one nomination for a Region, the Secretary is not required to send voting forms for that Region. The person nominated will be considered duly elected from the date of the Annual General Meeting.

14 General Meetings

14.1 For the avoidance of doubt, General Meetings may be convened using a teleconference or videoconference facility (or any other equivalent electronic means).

Annual General Meeting

14.2 The Annual General Meeting must be held by 31 May each year.

Notice of General Meetings

14.3 Every Member shall receive at least 30 days notice of an Annual General Meeting and at least 14 days notice of a Special General Meeting.

14.4 Notice of a General Meeting shall include:

- (a) an agenda of the business of the meeting;
- (b) copies of any remits to be discussed or details of how they can be accessed on Heart Kids' website; and
- (c) in the case of an Annual General Meeting:
 - (i) a draft copy of the annual accounts and annual report or details of how they can be accessed on Heart Kids' website; and
 - (ii) details of the individuals nominated for election to the Board or details of how they can be accessed on Heart Kids' website.

14.5 Any remits must be received by the Secretary of the Board no later than:

- (a) 45 days prior to the Annual General Meeting; or
- (b) 30 days to a Special General meeting,

unless that would require a remit to be received on or before the day on which the date of the General Meeting was published on Heart Kids' website or in any other communication sent to all members.

14.6 Notice will be deemed to have been given the day after a notice is left at or sent to either:

- (a) the last known physical address of a Member; or
- (b) the last known email address of a Member,

irrespective of whether Heart Kids receives notification that the notice has not been delivered.

14.7 Where notice is given in person to a Member the day of that communication is the day notice was given.

14.8 Failure to provide 14 days notice of a Special General Meeting, in accordance with clause 14.2, will not invalidate a Special General Meeting if the Board determines that it is not reasonably practicable to give 14 days notice in the circumstances. If the Board determines that 14 days notice is not reasonably practicable it shall give as much notice of the Special General Meeting as is reasonably practicable in the circumstances.

14.9 The Chairperson shall preside at all General Meetings. In the absence of the Chairperson, the Vice-Chairperson will preside. In the absence of both the Chairperson and the Vice-Chairperson, a chairperson shall be appointed for the meeting by the Members present.

Quorum

- 14.10 A quorum for a General Meeting shall be established by the attendance of 10 Members (either in person or via any means of teleconference or videoconference) entitled to vote at that General Meeting excluding any current member of the Board.

Voting

- 14.11 All decisions taken at a General Meeting shall in the first instance be arrived at by consensus.
- 14.12 Where a decision cannot be made by consensus, it shall be determined by a vote of the Members entitled to vote at that General Meeting.
- 14.13 Where a vote is required, it will be conducted by way of a show of hands unless the Chairperson determines that a secret vote is appropriate. For the avoidance of doubt, a “show of hands” vote includes any Members attending the General Meeting via teleconference, videoconference, or other electronic means. The Chairperson will indicate at the time of the vote how Members attending the General Meeting via teleconference, videoconference, or other electronic means can participate in the show of hands (for example, indicating by voice, visibly raising their hands while on video, or by pressing a button using appropriate voting software).
- 14.14 If a casting vote is required, it shall be cast by the person chairing the meeting in accordance with clause 14.9.

15 Alteration of Constitution

- 15.1 The Constitution of Heart Kids shall not be altered or added to or rescinded unless approved at a Special General Meeting or Annual General Meeting of Heart Kids.
- 15.2 A vote of 80% majority of the Category 1 and Category 2 Members (who are entitled to vote at that General Meeting) in attendance at the General Meeting (either in person or via any means of teleconference or videoconference) is required to alter, add to, or rescind the Constitution.
- 15.3 Notwithstanding clause 15.1 and clause 15.2, no amendment may be made that is:
- (a) inconsistent with the purposes of Heart Kids; or
 - (b) prejudicial to the ability of Heart Kids to be or remain registered as a charitable entity under the Charities Act 2005.