



FRIENDS OF WHANGAMATA AREA SCHOOL INCORPORATED CONSTITUTION

1. Name

1.1 The name of the society is **Friends of Whangamata Area School Incorporated** (“the Society”).

2. Purposes

2.1 The purposes of the Society are to **advance education and support the wellbeing of students at Whangamata Area School** by:

- a) raising funds and resources to support school-approved projects and improvements;
- b) promoting positive community involvement in the school;
- c) supporting enhancements to school facilities, learning environments, and recreational areas;
- d) supporting outdoor learning, play, and student development through fundraising and community partnerships; and
- e) undertaking any other activities consistent with these purposes.

2.2 The Society will operate as a **not-for-profit** organisation. No part of the Society’s income or property may be paid or distributed directly or indirectly to members, except as permitted under clause 16.

3. Powers

3.1 The Society has all the powers necessary to carry out its purposes, including the power to:

- a) raise funds, receive donations, sponsorships, grants, and bequests;
 - b) open and operate bank accounts;
 - c) purchase, lease, or hire property and equipment;
 - d) enter into contracts and arrangements;
 - e) employ or engage contractors where necessary; and
 - f) do anything that is lawful and consistent with the Society's purposes.
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4. Registered Office and Contact Person

4.1 The Society's registered office address is the Whangamata Area School address (as notified on the Incorporated Societies Register).

4.2 Every incorporated society must have at least one contact person, and no more than three contact persons, at all times.

4.3 A contact person may be, but does not need to be, an officer of the Society. A contact person must be someone who is able to respond to enquiries from the Registrar and to be the Society's point of contact for official communications.

4.4 The Committee must appoint the Society's contact person(s) by resolution at a Committee meeting. The Committee may replace a contact person at any time by resolution. The Secretary must ensure the details of the contact person(s) are kept up to date on the Incorporated Societies Register.

4.5 The Society must notify the Registrar of any change to its contact person(s) as required by the Incorporated Societies Act 2022.

5. Membership

5.1 Minimum membership

The Society must have at least **10 members** at all times.

5.2 Who may be a member

Membership is open to individuals aged **16 years or older** who support the Society's purposes.

5.3 How to become a member

A person becomes a member when:

- a) they apply in writing (including online form) to join;
- b) they confirm in writing that they consent to become a member; and
- c) the Committee approves their membership and records them in the Members Register.

5.4 Membership is free

Membership is free unless the Society decides otherwise by resolution at a General Meeting.

6. Member Rights and Obligations

6.1 Members must support the Society's purposes and comply with this constitution and any lawful resolutions.

6.2 Each member has **one vote** at General Meetings.

6.3 Members are encouraged to act respectfully and in good faith.

7. Members Register

7.1 The Society must maintain a **Members Register** as required by the Act.

7.2 The register must include each member's:

- a) full name;
- b) email address;
- c) contact address;
- d) date they became a member; and
- e) date membership ended (if applicable).

7.3 The Secretary is responsible for maintaining the register, and it must be available for inspection by members on reasonable request (subject to privacy requirements).

8. Cessation of Membership

A person ceases to be a member if:

- a) they resign in writing; or
- b) they die; or
- c) they are removed under clause 9; or
- d) the Society is wound up.

The Secretary will record the date membership ends in the Members Register.

9. Termination or Suspension of Membership

9.1 The Committee may terminate or suspend a member's membership if the member:

- a) acts in a way that seriously harms the Society or its reputation; or
- b) persistently breaches this constitution or any lawful resolution; or
- c) engages in misconduct inconsistent with the Society's purposes.

9.2 Before termination or suspension, the Committee must:

- a) give the member written notice of the concerns and the proposed decision;
- b) give the member a reasonable opportunity to respond and be heard; and
- c) consider the member's response fairly and in good faith.

9.3 The Committee will confirm the decision in writing and advise the member of their right to use the dispute process in clause 20.

10. General Meetings

10.1 Annual General Meeting (AGM)

The Society must hold an AGM each year within the timeframe required by the Act.

10.2 Special General Meetings (SGM)

The Committee may call a Special General Meeting at any time, and must call one if requested in writing by at least **10% of members** (or 5 members, whichever is greater).

10.3 Notice of General Meetings

The Secretary must give members at least **14 days' notice** of any General Meeting, including:

- a) date, time, and location;
- b) agenda; and
- c) any motions to be voted on.

10.4 Quorum

A quorum for a General Meeting is **5 members** or **20% of members**, whichever is greater.

10.5 Voting

- a) Each member has one vote.
 - b) Voting is by voice or show of hands unless the Chair decides a secret ballot is necessary.
 - c) Motions pass by a simple majority unless this constitution requires otherwise.
 - d) The Chair has a **casting vote** in the event of a tie.
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11. Committee

11.1 Committee role

The Committee is responsible for managing and directing the Society.

11.2 Committee composition

The Committee must consist of:

- a) a minimum of **3 officers**; and
- b) up to **10 committee members in total**, including officers.

11.3 Required officers

The Society must always have the following officers:

- a) Chairperson
- b) Secretary
- c) Treasurer

11.4 Election and term

Committee members are elected at the AGM and hold office until the next AGM, unless they resign or are removed.

11.5 Committee meetings and quorum

The Committee meets as required.

A quorum is **half the Committee members**, rounded up.

12. Officer Duties and Eligibility

12.1 Officers must:

- a) act in good faith and in the best interests of the Society;
- b) exercise reasonable care and diligence;
- c) comply with the Act and this constitution; and
- d) disclose conflicts of interest.

12.2 A person may not be an officer if they are disqualified under the Incorporated Societies Act 2022.

13. Removal of Officers

13.1 The Committee may remove an officer if:

- a) the officer breaches their duties;
- b) the officer acts in a way that brings the Society into disrepute;
- c) the officer becomes disqualified; or
- d) the officer fails to perform their role.

13.2 The officer must be given fair notice and opportunity to be heard before a decision is made.

14. Relationship with Whangamata Area School

14.1 The Society exists solely to support Whangamata Area School and its students.

14.2 The Committee will maintain a constructive relationship with the Principal and school leadership.

14.3 All major projects and funded improvements must be consistent with the school's direction and require confirmation from the Principal (or delegated representative) before funds are committed or spent.

15. Financial Management

15.1 The Treasurer must keep accurate financial records.

15.2 All money must be deposited into a Society bank account.

15.3 Payments must be approved in accordance with Committee financial controls (including at least two-authorisation processes where practical).

15.4 Financial statements must be prepared annually and presented at the AGM.

15.5 The Society's balance date is **31 March**.

16. Use of Society Funds

16.1 The Society's funds may only be used to further its purposes.

16.2 No member may profit from the Society.

16.3 The Society may reimburse members for actual and reasonable expenses incurred in performing Society duties, provided the Committee approves the reimbursement.

17. Conflicts of Interest

17.1 Officers and Committee members must disclose any conflict of interest as soon as it arises.

17.2 The Committee must maintain a register of conflicts.

17.3 A conflicted person must not vote on any matter in which they have a conflict and may be asked to leave the meeting for that item.

18. Rule Amendments

18.1 This constitution may be amended at a General Meeting by a **75% majority** of members present and voting.

18.2 Any amendment must comply with the Incorporated Societies Act 2022.

18.3 The Secretary must update the Registrar with any amendments as required by the Act.

19. Control and Use of Society Property

19.1 All property of the Society must be used solely for the Society's purposes.

19.2 The Committee is responsible for the care, control, and lawful use of the Society's property.

20. Dispute Resolution (Required by the Act)

20.1 The Society will follow a fair and reasonable dispute process that complies with the Act.

20.2 A complaint must be made in writing to the Secretary (or Chair if the complaint is about the Secretary).

20.3 The Committee must:

- a) acknowledge the complaint promptly;
- b) give the person complained about an opportunity to respond;
- c) consider the information fairly; and
- d) make a decision in good faith within a reasonable time.

20.4 The Committee may appoint an independent person to help resolve the dispute if appropriate.

20.5 A member may bring a grievance if they believe they have been unfairly affected by a decision of the Society.

21. Winding Up

21.1 The Society may be wound up by resolution at a General Meeting passed by **75%** of members present and voting, and in accordance with the Act.

21.2 On winding up, all surplus assets must be transferred to:

a) Whangamata Area School, or

b) if that is not legally permissible, another registered charity or not-for-profit organisation with similar purposes (advancement of education), as determined by the Committee and approved by members.

22. Matters Not Covered

22.1 Any matters not covered by this constitution must be dealt with in accordance with the Incorporated Societies Act 2022 and relevant regulations.

END OF CONSTITUTION

Adopted by resolution of the Society at a General Meeting held on:

28 November 2025.

Signed for and on behalf of the Society:

Chairperson: _____

Treasurer: _____