1. **NAME**

1.1 The name of this society shall be the **FRIENDSHIP FORCE OF KAPITI COAST INCORPORATED** (hereinafter called the **Club**). This name shall not be changed unless permission has first been obtained from Friendship Force International (hereinafter referred to as FFI).

2. **OBJECTS**

2.1 The promotion of world-wide friendship.

2.2 The promotion of friendship and fellowship amongst members.

2.3 The organisation of home-hosting overseas members of similar clubs.

2.4 The organisation and promotion of outbound visits to similar clubs in other countries.

2.5 The exchange of visits to and from similar clubs within New Zealand.

2.6 This Club is not organised and shall not be operated for pecuniary gain or profit. No part of the property of the Club and no part of its net earnings shall inure to the benefit of any private individual. This Club shall never be authorised to engage in a regular business of a kind ordinarily carried out for profit or in any other club activity except in furtherance of the purposes stated above for which the Club is organised. The Club shall never engage in propaganda, attempt to influence legislation, or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purpose.

3. **MEMBERSHIP**

3.1 Membership shall be open to any person who has a genuine interest in the furtherance of the Objects of the Club and who, in the opinion of the Board of the Club, is suitable for entry into the Club.

3.2 Categories of Membership:

   a. **INDIVIDUAL MEMBER.** Entitled to participate in all activities offered by the Club.

   b. **LIFE MEMBER.** Awarded to an individual member at the Annual General Meeting on the recommendation of the Board, in recognition of outstanding services to The Club. Life membership can be terminated at any time if, in the opinion of the Board, that member’s action brings the Club into disrepute. Life members are not required to pay an annual subscription.

4. **APPLICATIONS FOR MEMBERSHIP**

4.1 Any person wishing to join the Club who completes an application on the prescribed form, accompanied by the first year’s subscription, and whose application has been accepted by the Board, shall be admitted to the membership of the Club and their name entered in the Register of Members.

4.2 Membership is not transferable.
4.3 The Secretary shall ensure that a register of members is kept in which shall be entered the name, address, date of entry and membership category of each member.

5. **SUBSCRIPTIONS AND FEES**

5.1 Annual subscriptions will be set on the recommendation of the Board at a General Meeting of which 14 (fourteen) clear days’ notice has been given or Special General Meeting held prior to September each year, for the financial year following that in which the meeting is held.

5.2 Annual subscriptions will become due on the first day of October in each year.

5.3 Should a member’s subscription remain unpaid by the 45th day after the due date, after due notice having been given to the member, the Board shall have the power to terminate the membership of that member without further notice.

6. **TERMINATION OF MEMBERSHIP**

6.1 The Board shall have the power to terminate the membership of any member if, in their opinion, his or her conduct renders him or her unfit for membership. At least two weeks’ notice in writing shall be given to the member of such motion and the member shall be entitled to hear any allegations against him or her and to respond to them before a vote is taken.

6.2 A member may resign their membership at any time in writing to the Secretary, which resignation shall be acknowledged in writing by the Secretary. There will not be a refund of subscription paid for the remainder of the financial year in which the resignation applies.

7. **MANAGEMENT**

7.1 The Club shall be managed by a Board comprising the President, Immediate Past President (ex officio for the first term of the incoming President), Vice President, Secretary, and Treasurer, (the Officers), and up to six other committee members. The Board shall not exceed ten members in total.

7.2 All officers and committee members shall retire at the Annual General Meeting but all shall be eligible for re-election.

7.3 The maximum continuous term for the President shall be two years. A retiring President can stand for that office again after one year.

7.4 The Board shall have power to appoint an individual member to fill any casual vacancy on the Committee.

8. **ELECTION OF BOARD**

8.1 Written nominations for the Board shall be in the hands of the Secretary no later than two weeks before the Annual General Meeting, and all nominations shall be signed by the nominator, seconder, and the candidate.

8.2 If insufficient nominations are received in accordance with 8.1 above, members may be nominated and seconded from the floor of the AGM for vacant positions on the Board, at the discretion of the meeting.

8.3 All officers shall remain in office until the conclusion of the meeting at which their successors are elected.

8.4 Only currently financial members can vote or be eligible for election.
9. **PATRON**

9.1 Any person of good standing in the community may be appointed as the Patron. The Patron may attend meetings at his or her discretion.

10. **MEETINGS**

10.1 Meetings of the Board shall be held monthly or otherwise as determined by the Board.

10.2 The Annual General Meeting shall be held no sooner than 14 November in each year, at such time and place as the Board shall determine, for the following purposes:

   a. To receive an annual report and annual accounts.
   b. To elect the Board for the ensuing year.
   c. To appoint, where possible, a suitably qualified person to review the accounts for the current financial year.
   d. To decide on any motion, notice of which has been duly submitted to the Secretary at least fourteen clear days prior to the Annual General Meeting.
   e. To consider any other reports from the Board.
   f. To decide on any motion arising from matters of general business duly raised for consideration at the meeting itself.

10.3 Notice of the time and place of the Annual General Meeting shall be given to every member not less than fourteen (14) clear days before the meeting, and shall include copies of the annual report and annual accounts and notice of any motion or motions duly received prior to that time.

10.4 A Special General Meeting may be called by the Board or on the request of not less than 30% of the individual financial membership. Such requisition shall clearly specify the objects of the meeting. Only the business officially notified may be discussed, except by the unanimous approval of those present.

10.5 Notice of the time and place of a Special General Meeting and the objects thereof shall be notified to all members not less than fourteen (14) clear days before the meeting.

10.6 General Meetings may be held at any time during the year to keep members informed of Club matters and to encourage members’ input into the running of the Club.

10.7 Members may attend all Board meetings but may speak only with the permission of the President and may not vote.

11. **QUORUM**

11.1 A quorum for the Annual General Meeting and for a Special General Meeting shall be 30% or twenty five (25) of the individual financial membership of the Society at that time (including four Board members, at least one of which shall be an Officer), whichever is the lesser.

11.2 A quorum for a meeting of the Board shall be at least 50% of the members of that Board, including at least one officer.

12. **VOTING**

12.1 Voting on elections at the Annual General Meeting shall, where there is more than one candidate for a position, be by ballot for which purpose a returning officer shall be appointed at the meeting. Voting for all other shall, in the first instance, be by voices, provided that if any member shall so demand, voting shall be by show of hands.
12.2 Only those individual members who are fully up to date with their membership subscriptions may, at any Committee meeting, Annual General Meeting, or Special General Meeting may:

a. Put forward a motion, or
b. Speak to a motion, or
c. Vote on a motion.

13. FINANCES

13.1 The financial year of the Club will end on the 30th day of September in each year.

13.2 The management of the finances will be vested in the Board.

13.3 An income and expenditure account, (and balance sheet if appropriate) for the twelve months to the end of September in each year shall be presented to the Annual General Meeting after being examined by a suitably qualified person appointed at the previous Annual General Meeting. The annual statement of accounts shall be presented to the Board for approval prior to the presentation to the Annual General Meeting.

13.4 The Treasurer shall deposit all funds received by the Club in a bank or other financial institution decided upon by the Board.

14. SIGNING AUTHORITY

14.1 All cheques drawn on the Club’s bank accounts, drafts and other negotiable instruments shall be signed by any two of the President, Vice President, Secretary or Treasurer. Under special circumstances the Board may approve other combinations of signatories. Where any one signatory has a financial interest in the document being signed then they shall declare it. Where funds are to be transferred between existing Club accounts within the same bank, these transfers need only be authorised by one signatory.

15. COMMON SEAL

15.1 The common seal of the Society shall be that approved by the Board and shall be held by the Secretary, or such other person as may be nominated by that Board, who shall be responsible for the safe custody and control thereof.

15.2 The use of the seal must be authorised by a resolution of the Board or by the resolution of a General Meeting and its application witnessed by the President or his/her nominee and one other member of the Board appointed for that purpose.

16. ALTERATION TO CONSTITUTION

16.1 This Constitution may be altered, added to, rescinded or otherwise varied or amended by a resolution passed by a two-thirds majority of those present at an Annual General Meeting or a Special General Meeting.

16.2 Duplicate copies of every such alteration, addition, rescission or amendment shall forthwith be delivered to the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act.

16.3 No addition or alteration of the charitable objects, the personal benefit clause or the winding up clause shall be approved without the Inland Revenue Department’s approval.
17. **RULES AND PROCEDURES**

17.1 Rules and procedures shall be prepared as necessary, to cover operational matters and business procedures.

17.2 These will be scheduled and maintained by the Secretary and may result from decisions made at Annual General, General, or Special General Meetings, or meetings of the Board.

18. **DISSOLUTION OF SOCIETY AND DISPOSITION OF PROPERTY**

18.1 Any decision to wind up the affairs of the Club shall be subject to the following procedures:

   a. Notice of motion to wind up the Club shall be given in accordance with Clauses 10.4 and 10.5.

   b. Any resolution passed to wind up the Club shall be subject to confirmation at a second meeting held not less than 30 days after the passing of the resolution.

   c. In the event of dissolution the surplus assets and funds, after payment of the Club’s liabilities, shall not be paid or distributed among the members of the Society but instead shall be donated to another Friendship Force Club or Clubs within New Zealand.

   d. Upon completion of the winding up, the Secretary shall notify the Registrar of Incorporated Societies.

19. **NATIONAL CONFERENCE**

19.1 The President and Vice President should attempt to attend the National Conference of the Friendship Force of New Zealand each year. Wherever possible, the Club will assume the full cost of the Conference fees and contribute to the travel costs of both delegates. Where either the President or the Vice President cannot attend, the Board may appoint a substitute.

20. **FFI REPORTS**

20.1 At the conclusion of the Club’s financial year each year, the President shall see that the Secretary forwards the following to Friendship Force International:

   a. The names, addresses, contact numbers and positions held, of all the members of the incoming Board;

   b. The total membership numbers for the preceding year; and

   c. A copy of the financial statement for the year ended.

The foregoing was adopted as the Constitution of the Friendship Force of the Kapiti Coast at the Annual General Meeting of the Club held on the 23rd day of November 2014.

Judy Boyle
President

Beverley Taylor
Secretary

Graham Tufnail
Treasurer

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