



**NEW ZEALAND AREA
SCHOOLS ASSOCIATION**

NGĀ KURA TAKIWĀ O AOTEAROA

**NEW ZEALAND AREA SCHOOLS ASSOCIATION
INCORPORATED
CONSTITUTION**

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1. Name

- 1.1 The name of the society is New Zealand Area Schools Association Incorporated, also known as NZASA.
- 1.2 The Association may use the abbreviation NZASA in its ordinary business, communications, conferences, events, and publications.

2. Status, purposes and not-for-profit character

- 2.1 The Association is an incorporated society under the Incorporated Societies Act 2022.
- 2.2 The Association is established for lawful not-for-profit purposes and is not carried on for the financial gain of any member.
- 2.3 The purposes of the Association are to advance and support Area Schools, rural education, and the wellbeing, learning and achievement of students in New Zealand Area Schools.
- 2.4 The Association will pursue these purposes by: advocating for Area Schools and rural education nationally; providing forums for connection, advice and professional learning; supporting governance, leadership, staff and student development; coordinating national activities, conferences, awards and events; and representing the views of members to government, education agencies and other relevant bodies.
- 2.4 The Association acknowledges Te Tiriti o Waitangi as foundational to education in Aotearoa New Zealand and commits to honouring Te Tiriti in its practices and decision-making. The Association will work in ways that support partnership, participation, protection, equity, and meaningful engagement with Māori across the Area Schools sector.
- 2.5 Any income, benefit or advantage received by the Association must be applied to advance the purposes of the Association.
- 2.6 No member, officer or associated person may receive a distribution of the Association's funds or assets except for reasonable payment for goods, services, reimbursement, honoraria, scholarships, awards, grants or other payments that advance the purposes of the Association and are properly authorised.

3. Definitions

- 3.1 In this Constitution, unless the context requires otherwise: Act means the Incorporated Societies Act 2022; AGM means Annual General Meeting; Association means New Zealand Area Schools Association Incorporated; Area School means a New Zealand state Area School providing learning programmes to students across primary and secondary year levels; Executive means the Executive Committee; Financial Member means a member school whose annual subscription and levies are not overdue; General Meeting means an AGM or Special General Meeting; Officer has the meaning given in the Act and includes Executive members and any person who occupies a position that allows them to exercise significant influence over the management or administration of the Association; Region means a regional association or grouping recognised under clause 8; Remit means a proposal submitted for decision by a General Meeting.



3.2 Where this Constitution refers to writing, written notice, attendance or voting, that includes electronic means unless the Executive determines otherwise for a particular process.

4. Membership

- 4.1** Full membership is open to New Zealand Area Schools that meet the Association's membership criteria and pay the annual subscription set by members at an AGM.
- 4.2** Each Full Member school must nominate a contact person for Association notices and may be represented by its Principal, staff, School Board members, or other authorised delegates.
- 4.3** Associate membership may be granted in keeping with the existing approach in the previous Constitution. Rights, privileges and subscriptions of Associate Members are to be determined by the membership at an Annual General Meeting.
- 4.4** Life membership may be awarded under Appendix 3.
- 4.5** A person or body becomes a member only after applying or consenting in writing and being accepted under this Constitution.
- 4.6** Membership ceases if a member resigns in writing, fails to pay subscriptions or levies after reasonable notice, no longer meets the membership criteria, or is removed under the dispute resolution and natural justice procedures in this Constitution.
- 4.7** Eligibility to participate in national tournaments, awards, conferences or other Association activities may be subject to policies approved by the Executive or the members, provided those policies are consistent with this Constitution.

5. Register of members

- 5.1** The Association must keep a register of members that records each member's name, contact details, membership class, date of becoming a member, and date and reason for ceasing to be a member where applicable.
- 5.2** Member schools must promptly notify the Association of any change to their contact details or nominated contact person.
- 5.3** The register is maintained by the Administrator or Secretary/Treasurer and is available to officers for Association purposes.

6. Subscriptions and levies

- 6.1** The annual subscription for Full Members will be determined by the members at the AGM for the following financial year.
- 6.2** The subscription scale may take account of school roll, region, membership class, or any other fair and transparent basis approved at an AGM.



6.3 The AGM may approve other levies to be paid by members. Such levies are binding on members once approved.

6.4 Subscriptions and levies are payable by 30 May each year unless the Executive approves another date.

6.5 A member whose subscription or levy remains unpaid after reasonable notice is not a Financial Member and may lose voting rights until payment is made.

7. Rights and obligations of members

7.1 Financial Full Members may attend, speak and vote at General Meetings.

7.2 Each Financial Full Member school has two votes at a General Meeting.

7.3 Rights, privileges, speaking rights and voting rights of Associate Members and Life Members are as determined by the membership at an Annual General Meeting, preserving the approach in the previous Constitution unless members resolve otherwise.

7.4 Members must act consistently with the purposes of the Association, comply with this Constitution and Association policies, and engage respectfully with other members, officers, employees, contractors, volunteers and partners.

8. Regional structure

8.1 The Association recognises regional associations or groupings to support member connection, representation and local decision making.

8.2 The recognised regions are set out in Appendix 1.

8.3 Each Region is autonomous in its internal structure, function and finances, subject to this Constitution where the Region is acting on behalf of the Association or appointing representatives to the Executive.

8.4 Regions are responsible for ensuring their Executive representatives are selected through a fair, transparent and recorded process.

9. General meetings

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

9.2 The AGM will normally be held during the National Conference unless the Executive determines another date, venue or format.

9.3 General Meetings may be held in person, online, or by a combination of both.

9.4 At least six weeks' notice of a General Meeting must be given to all members, unless a shorter period is permitted by the Act for the particular meeting.

9.5 The notice must state the date, time, place or online access details, closing date for remits, and the general nature of the business.

- 9.6** AGM papers, including annual reports, financial statements, officer or Executive reports, proposed subscriptions and levies, and all accepted remits, must be circulated at least fourteen days before the meeting.
- 9.7** The quorum for a General Meeting is 25 percent of Financial Full Members present in person, online, or by valid proxy.
- 9.8** If a quorum is not present within thirty minutes of the scheduled start, the meeting may be adjourned to a date set by the Chair. At the reconvened meeting, those Financial Full Members present constitute the quorum.
- 9.9** A Special General Meeting may be called by the Executive or on written request from at least five Financial Full Members, stating the business to be considered.

10. Remits, motions and notices of motion

- 10.1** Remits may be submitted by a Financial Full Member school, a recognised Region, a recognised subcommittee, or the Executive.
- 10.2** A remit must be submitted in writing to the Administrator and must include the mover, seconder, background, proposed wording or action, and any known financial or operational implications.
- 10.3** Ordinary remits must be received at least four weeks before the AGM unless the Executive accepts a late remit as urgent business.
- 10.4** Remits proposing to alter this Constitution must comply with clause 20.
- 10.5** The Executive may provide comment or recommendation on any remit before circulation to members.
- 10.6** The Chair may rule a remit out of order if it is unclear, outside the purposes of the Association, inconsistent with this Constitution, duplicates another remit, or would require the Association to act unlawfully.
- 10.7** A remit template is included in Appendix 5.

11. Voting and decision making

- 11.1** Ordinary business at a General Meeting is decided by a simple majority of votes cast by Financial Full Members entitled to vote.
- 11.2** Voting may be by voice, show of hands, electronic vote, ballot, poll, or any other fair method determined by the Chair.
- 11.3** A Financial Full Member that cannot attend a General Meeting may appoint a proxy in writing. The proxy may be the President or another authorised delegate approved by the member school.
- 11.4** Proxy appointments must be received at least forty-eight hours before the meeting unless the Chair accepts a later proxy for good reason.
- 11.5** The Executive may conduct an electronic or postal vote of members where it is impracticable or unnecessary to convene a General Meeting, provided the voting process is fair, transparent and recorded.
- 11.6** The Chair has a deliberative vote only. If votes are tied, the motion is lost unless this Constitution provides otherwise.

12. Executive Committee

- 12.1** The Executive is the governing committee of the Association and is responsible for managing the Association's affairs between General Meetings.
- 12.2** The Executive must have at least three officers and must meet the minimum requirements of the Act.
- 12.3** The Executive consists of the President, Vice-President, Administrator, the Kaiārahi Māori and regional representatives appointed under Appendix 1, and up to two co-opted members.
- 12.3.1** The purpose of the Kaiārahi Māori role is to provide Te Ao Māori cultural leadership, support and advise the Executive on tikanga Māori, and ensure a dedicated voice for Māori immersion, bilingual, and Kura Kaupapa Māori settings within Area Schools.
- 12.4** The regional representative model should maintain a balance of Principal and School Board representation wherever practicable.
- 12.5** If a Region cannot appoint the expected number or type of representatives, the Region may appoint fewer representatives or appoint a Deputy Principal, Assistant Principal, Board member or other suitable person from a member school, subject to Executive confirmation.
- 12.6** The Executive may co-opt people for specific skills, projects, events or representation needs. Co-opted members hold office until the next AGM unless reappointed.
- 12.7** The Executive may fill casual vacancies after consultation with the relevant Region or membership group.
- 12.8** The Executive may meet in person, online or by hybrid method. A quorum for Executive meetings is a majority of current Executive members unless the Executive sets a higher quorum by policy.
- 12.9** The Te Tiriti and Māori voice representative supports the Executive to honour Te Tiriti o Waitangi and to consider Māori perspectives, interests, and aspirations in the Association's practices, relationships, governance, and decision-making.

13. Officers, eligibility and duties

- 13.1** The officers of the Association include Executive members and any other person who is an officer under the Act.
- 13.2** Every officer must consent in writing to be an officer and must certify that they are not disqualified from being an officer under the Act.
- 13.3** A Principal representative must be actively employed by a member school or otherwise approved by the Executive where there are exceptional circumstances such as sabbatical or short-term leave.
- 13.4** A Board representative must hold a current position on the board of a member school.
- 13.5** If an officer is unable to fulfil their duties for an extended period, the Executive may approve a leave of absence, appoint an acting representative, or declare the position vacant after consultation with the relevant Region or member body.



13.6 Officers must act in good faith and in the best interests of the Association, exercise reasonable care and diligence, comply with the Act and this Constitution, and not misuse their position or Association information.

13.7 The President, Vice-President, Secretary/Treasurer, Administrator and any other office holder will be selected by the Executive at the first Executive meeting of each year and reported to members.

14. Conflicts of interest

14.1 An officer who is interested in a matter relating to the Association must disclose the nature and extent of the interest to the Executive as soon as practicable.

14.2 The Association must maintain an interests register.

14.3 An interested officer must not vote or take part in the decision on the matter unless the Executive determines that the Act permits participation and that participation is appropriate.

14.4 The minutes must record the disclosure and how the conflict was managed.

15. Subcommittees and events

15.1 The Executive may appoint subcommittees, working groups or event committees to carry out specific tasks, including national conference, sports tournament, leadership camp, music camp, awards, policy, advocacy or professional learning.

15.2 Subcommittees must operate within terms of reference approved by the Executive and must report to the Executive as required.

15.3 The Executive remains responsible for Association activities even when work is delegated to a subcommittee.

15.4 Subcommittees may seek sponsorship, but any sponsorship contract or arrangement creating material obligations for the Association must be approved by the Executive.

15.5 The Executive is responsible for ensuring a national conference is organised on a repeating cycle unless members decide otherwise.

16. Finance, records and reporting

16.1 The financial year of the Association ends on 31 December each year.

16.2 The Association must keep accounting records, minutes, member records, interests records and other records required by the Act.

16.3 All money received must be paid into a bank account approved by the Executive or an approved subcommittee.

- 16.4** Payments must be authorised in accordance with financial delegations approved by the Executive. Consistent with the previous Constitution, all accounts over \$300 must be approved by two authorised persons unless a different threshold is later approved by members at a General Meeting.
- 16.5** The Executive may invest and use Association funds in a manner consistent with the purposes of the Association and prudent governance.
- 16.6** Annual financial statements must be prepared in accordance with applicable legal requirements and presented to the AGM with any audit, review, compilation or assurance report required by law or approved by the Executive.
- 16.7** The Association must file annual returns, financial statements and other information required by the Act.
- 16.8** The Association may reimburse reasonable expenses incurred on official Association business.
- 16.9** The Association must not borrow money or enter finance arrangements unless authorised by a General Meeting, except for ordinary trade credit or short-term operational commitments approved within the Executive's financial delegations.
- 16.10** Honoraria, allowances and payments for services may be paid only if approved by the Executive or AGM, properly recorded, and consistent with the not-for-profit purposes of the Association.

17. Contracts, common seal and execution of documents

- 17.1** Contracts and legal documents may be entered into in the name of the Association in accordance with the Act and any delegations approved by the Executive.
- 17.2** The Association may have a common seal. If used, the common seal must be held securely and applied only with authority of the Executive.
- 17.3** Documents requiring execution by the Association must be signed by two authorised officers unless the Executive has approved another lawful method for the particular document.

18. Complaints and dispute resolution

- 18.1** This clause applies to complaints and disputes involving members, officers, employees, contractors, volunteers, subcommittees or participants in Association activities where the matter relates to the affairs of the Association.
- 18.2** The Association must deal with complaints and disputes in a manner consistent with natural justice.
- 18.3** A complaint must be made in writing Via Email and include enough detail to allow the respondent to understand and respond to it.
- 18.4** The Executive may decline to consider a complaint that is trivial, vexatious, made in bad faith, outside the Association's jurisdiction, or better dealt with by another body.
- 18.5** Unless urgent action is required, the Association should first encourage informal resolution, including discussion, clarification, apology, mediation or agreed corrective action.



- 18.6** Where formal consideration is required, the Executive must ensure that the respondent receives notice of the complaint, has a reasonable opportunity to respond, and that decision makers are impartial and not conflicted.
- 18.7** The Executive may appoint a complaints panel, investigator, mediator or independent person to assist with a complaint or dispute.
- 18.8** Possible outcomes include no further action, guidance, apology, correction, policy change, removal from an event, suspension of rights, termination of membership, or another fair and proportionate outcome.
- 18.9** A member must not be expelled or have significant membership rights suspended unless the member has received written notice of the proposed action, the reasons, and a reasonable opportunity to be heard.
- 18.10** A decision and brief reasons must be provided in writing to affected parties.

19. Policies and appendices

- 19.1** The Executive may approve policies, procedures, terms of reference and guidance to support this Constitution.
- 19.2** Policies must be consistent with this Constitution. If there is inconsistency, this Constitution prevails.
- 19.3** Appendices form part of this Constitution unless the relevant appendix states that it is policy guidance only.
- 19.4** Operational details such as annual award recipient lists, event manuals, sports draw templates, conference handbooks and sponsorship brochures may be maintained outside this Constitution.

20. Alteration of this Constitution

- 20.1** This Constitution may be altered only by resolution passed at a General Meeting by at least two-thirds of votes cast by Financial Full Members entitled to vote.
- 20.2** A remit proposing alteration of this Constitution must be received by the Executive at least six weeks before the General Meeting and circulated to members at least four weeks before the General Meeting.
- 20.3** Any alteration takes effect when registered, unless the resolution or the Act provides otherwise.
- 20.4** No alteration may be made if it would remove the not-for-profit character of the Association or allow distribution of surplus assets to members.

21. Winding up, removal and surplus assets

- 21.1** The Association may be wound up, liquidated or removed from the register only in accordance with the Act.
- 21.2** A resolution to wind up the Association must be passed by at least two-thirds of votes cast by Financial Full Members at a General Meeting called for that purpose.
- 21.3** After all costs, debts and liabilities have been paid, any surplus assets must not be distributed to members.
- 21.4** Surplus assets must be transferred to one or more not-for-profit organisations in New Zealand that support Area Schools, rural education, student achievement, education leadership, school governance, or similar

charitable or community education purposes, as determined by the members at or before the time of winding up.

21.5 If members do not determine a recipient, the Executive must select one or more suitable not-for-profit organisations or classes of organisation consistent with clause 21.4 and the Act.

22. Employees, Contractors and Paid Roles

22.1 The Executive may employ, contract, or appoint paid personnel as it considers necessary to support the work of the Association, including administration, finance, events, projects, sports, leadership activities, or other operational functions.

22.2 All employees, contractors, or paid role holders must have a written agreement setting out the nature of the role, duties, reporting lines, remuneration, term of appointment, confidentiality expectations, and any other conditions approved by the Executive..

22.3 The Executive must appoint a delegated reviewer or review panel for each paid role. This may include the President, Vice-President, Secretary/Treasurer, Administrator, or other Executive members considered appropriate. A person must not review a role where they have a conflict of interest.

22.4 All ongoing paid roles must be reviewed at least annually. The review must consider performance against agreed duties, workload, communication, financial accountability where relevant, contribution to the Association's aims, and whether the role remains necessary.

22.5 At least once every three years, the Executive must undertake a wider review of each ongoing paid role. This review must consider whether the role should continue, whether the role description remains fit for purpose, whether remuneration remains appropriate, and whether any changes are required to meet the future needs of the Association..

22.6 The outcome of any annual or triennial review must be reported to the Executive. Any recommendation to change remuneration, hours, role scope, reporting lines, or the continuation of the role must be approved by the Executive.

22.7 Where the Association employs staff, the Executive must ensure that the Association meets its legal obligations as an employer, including obligations relating to employment agreements, good faith, health and safety, privacy, record keeping, and fair process.

22.8 After all costs, debts and liabilities have been paid, any surplus assets must not be distributed to members.

22.9 Where a person is contracted or paid for a specific project, event, or fixed-term task, the Executive may set a shorter review period appropriate to the nature and length of the role. At the completion of the work, the Executive must review whether the outcomes were achieved and whether any further appointment is required.

22.10 Any decision to end an employee, contractor, or paid role must be made by the Executive, or by a delegated group authorised by the Executive, and must follow the relevant written agreement, applicable law, and a fair and reasonable process.

Appendix 1, Regional structure

Region	Abbreviation	Notes
Northland	NASA	Northland Area Schools
Central North Island	CNI	Central North Island Area Schools
Nelson, Marlborough and West Coast	TOSI	Top of the South Area Schools
Canterbury	CASA	Canterbury Area Schools
Otago and Southland	SOSI	South of the South Area Schools

Executive representation should be reviewed against the current regional structure and agreed by members before final adoption.

The regions are bound by the terms of this Constitution.

Appendix 2, National Sports Tournament Policy

- To take part in the National Area Schools Sports Tournament, schools must be Financial Full Members unless the Executive approves another status under tournament policy.
- Tournament eligibility, age criteria, zones, sports, selection processes, financial reporting, risk management, discipline and health service requirements remain part of this Appendix unless members later resolve to move these to a standalone policy.
- The Sports Committee must report to the Executive and operate under terms of reference approved by the Executive.

Appendix 3, Recognition awards

- Life Membership may be awarded for outstanding service to the Association at national or regional level.
- Nominations may be made by a member school, a Region, or the Executive and must be received at least one month before the AGM unless the Executive approves otherwise.
- The Executive may make national recognition awards for outstanding service to Area Schools or the Association.
- Award criteria, recipient entitlements and presentation arrangements may be maintained in an awards policy approved by the Executive.
- Historical recipient lists should be kept on the NZASA website and in the conference handbook rather than in this Constitution.

Appendix 4, Student Excellence Awards

- Schools must be Full Members of NZASA.



- Students must have been enrolled in and attended a New Zealand Area School within the previous 12 months and must have achieved the recognised achievement while enrolled in an Area School.
- Achievements may be recognised across academic, sporting, cultural, service, leadership, resilience or other fields of endeavour at a high level.
- Nominees are expected to demonstrate good citizenship at school and in their community.
- Nominations must include a brief biography, description of achievement, supporting evidence, and a photo or media caption where appropriate.
- The Executive determines recipients from nominations received and publishes awards at Conference, on the website and in the handbook.

Appendix 5, Remit template

Submitting school, Region, subcommittee or Executive	
Mover and seconder	
Contact person	
Type of remit, ordinary, policy, financial or constitutional	
Background and reason for remit	
Proposed wording or action	
Financial, legal or operational implications	
Executive comment or recommendation	