

Incorporated Societies Act 2022 – For Clubs

May 2025 Sector Update

Welcome & Karakia

Tūtawa mai i runga

Tūtawa mai i raro

Tūtawa mai i roto

Tūtawa mai i waho

Kia tau ai te mauri tū

Kia tau ai te mauri ora

Tūturu whakamaua kia tīna, tīna

Haumi e, hui e, tāiki e!



Introduction

Today's webinar focuses on incorporated society clubs as they prepare for re-registration under the Incorporated Societies Act 2022 (IS Act).

Our webinar leaders today are:

- **Martin Snedden**, current board chair of Cycling NZ and leader of a Sport NZ-backed governance initiative involving 30+ National Sporting Organizations (NSO) board chairs and all Regional Sports Trust (RST) board chairs.
- **Tenille Burnside**, current director of Golf NZ and Canterbury Cricket and a senior associate at Gibson Sheat Lawyers, specializing in helping sports organisations prepare for IS Act re-registration.
- **Julie Hood**, Sport NZ's Lead Governance and Planning Consultant.

All of the above have taken leadership roles in a Sport NZ / NSO approach to helping the sector prepare for re-registration.

Dedicated IS Act website carrying valuable support



Incorporated Societies Act 2022 and Regulations

This website carries:

- an IS Act-compliant constitution template for a National Sport or Recreation Organisation, associated guidelines and a checklist of the matters that must be included in your constitution
- and also the same for Regional Organisations and Clubs - constitution templates, associated guidelines and checklists
- frequently asked IS Act questions (FAQs)
- an IS Act constitution compliance checklist for Clubs and
- for those organisations wondering whether re-registration is worth all the effort, a summary of the pros and cons of being incorporated.

Also, all Sport NZ IS Act webinars are recorded and can be accessed on [SportTutor](#).

NSO / RST / Companies Office support for Clubs



NSO support: There are a number of NSOs that have created templated constitutions for their RSO and Club members. Clubs should find out whether your NSO has done this.

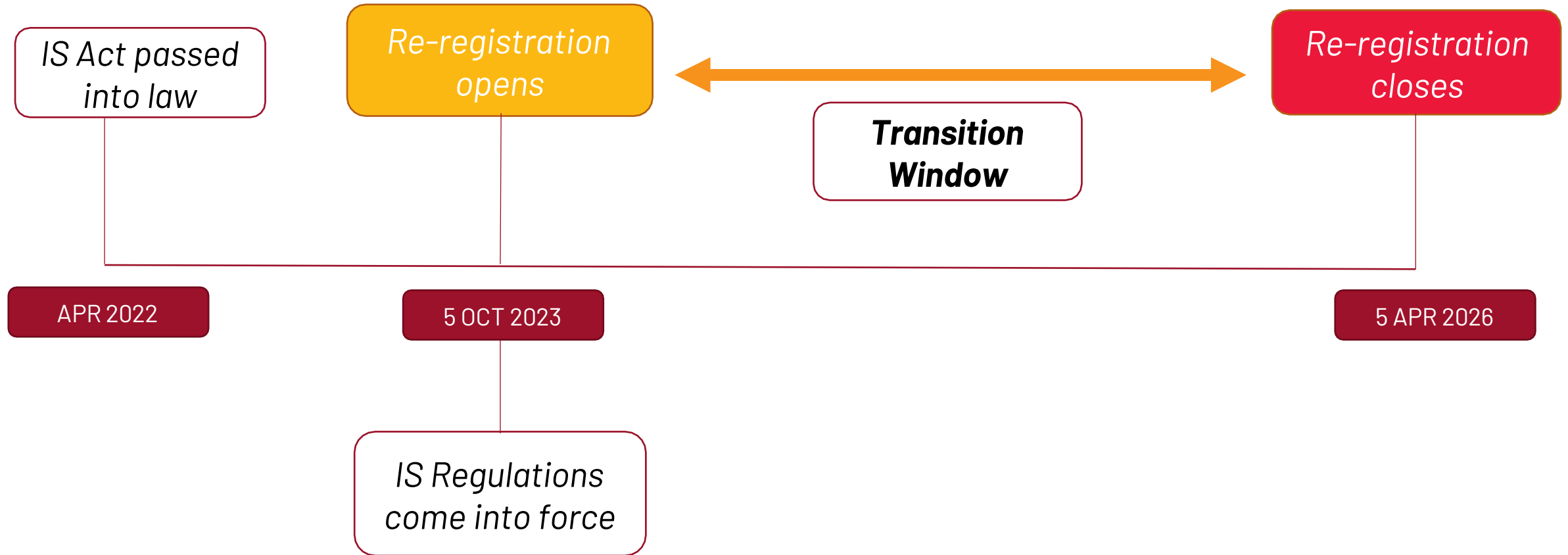
RSTs can offer Clubs some support, helping direct Clubs to resources to help Clubs make the necessary changes.

Note: The extent of the support RSTs can give will vary from region to region. In some cases, RSTs will have dedicated staff providing more tailored support.

The Companies Office also offers support. If you aren't quite getting what you need elsewhere, have a look around this site:

<https://www.is-register.companiesoffice.govt.nz/help-centre/reregistering/>

Timeline: 10 months till D-Day



Your questions as we go

Please pose your questions as the webinar progresses, **using the chat function**.

We will endeavour to answer where we can and where there is reasonable time to do so. It might be that some of your questions are answered as we go through our presentation.

As a quick starter, could each of you please use the chat function to give us a quick indication as to whether you are on track to re-register before the April 2026 deadline.

Perhaps just say either

- *'on track',*
- *'lots to do but should get there',* or
- *'really struggling at present'.*

Incorporated v Unincorporated – why / why not?



- Check with your national / regional organisation to discuss what is best for your organisation. They may require your Club is incorporated to be a member of their organisation.
- Do your funding agencies require your Club to be incorporated?
- From a risk perspective, do you own significant property or equipment or handle significant sums of money? What is the risk involved in the activities your Club undertakes?
- Incorporated: Club is a separate legal entity; able to own property and enter into contracts in your Club's name; Members are not personally liable for the Club's debts; must re-register with a Constitution compliant under the IS Act; ongoing compliance and financial reporting obligations.
- Unincorporated group: no obligation to have rules; fewer legal obligations; can't own assets or enter into contracts in the group's own name; members can be held personally liable for group's debts.
- The Sport NZ dedicated website contains a Note on the pros and cons of incorporation:
<https://sportnz.org.nz/media/tqkcaxfc/pros-and-cons-of-incorporation.pdf>

Some relevant Process reminders

- Set up a working group.
- Review your Club's current Constitution/Rules and consult the resources.
- Decide on your approach - amend your current Constitution or start fresh with a template.
- Consult with your Members.
- Formally adopt changes to your Constitution.
- Re-register online by **April 2026**.

Your Club Constitution – mandatory changes

- **Consent** of each Member needs to be collected, for example, by ticking a box when renewing their annual membership.
- Each Club must appoint at least one **Contact Person** to be contactable by the Registrar.
- **Member Register** must contain name, contact details and when they became a Member, name of each person who ceased to be a Member within previous 7 years.
- **Minimum of 3 Officers; majority of Officers** on the Club's **Committee** must be **Members of the Club** and all Officers must not be disqualified from being an Officer.
- New rules define when an Officer has a **conflict of interest**; conflicts must be **disclosed at AGMs**.
- Clubs can provide **insurance** and **indemnify** Officers and employees.
- **Dispute resolution processes must be included** in your Constitution and the processes must be consistent with the rules of natural justice.
- On wind up or de-registration **surplus assets** must go to **not-for-profit** entity/ies.

Your Club Constitution – further changes recommended for your member consideration



- Under the IS Act the Club has full capacity, rights, powers and privileges (subject to your Constitution, the IS Act and general law), so a list of specific powers isn't necessary.
- Provide for what happens if no quorum is reached at AGM (it is rescheduled) and SGM (the meeting is cancelled).
- The Committee has all the powers necessary for governing and managing the operation of your Club (subject to your Constitution and the IS Act) so a list of specific powers of the Committee isn't necessary.
- Include a description of Officers' duties under the IS Act for easy reference.
- Common seal is no longer required.
- If you've made structural changes, consider how you transition from your current Constitution/Rules to your new Constitution.

Your Club Constitution and the Integrity Code



- The Sport Integrity Commission is now up and running. The **Integrity Code**, which sets minimum standards to prevent and address threats to integrity, has been finalised and published.
- Adoption of the Code by a NSO is voluntary, but if the NSO adopts the Code, it is binding not only on the national organisation but also all its members including Clubs and Club Members.
- Current indications are that most national organisation will take a cautious approach to deciding if and when to formally adopt the Code. Because adoption binds not only the NSO but also its regional organisations, Clubs and Club Members, most NSOs will consult with their Members before moving to adoption.
- Recognising that adoption, in most instances, will occur well after re-registration under the IS Act, the Club Constitution template which appears on Sport NZ's dedicated IS Act website (see Slide 4 herein) contains a 'placeholder clause' which says that, once the Club's NSO has adopted the Code, the Club and its Club Members agree to be bound by the Code. They are not bound until formal adoption by the NSO takes place.
- The purpose of this 'placeholder clause' is to avoid the Club having to change its Constitution once the NSO has adopted the Code.
- Note: It is not mandatory for a Club to include this 'placeholder clause' in the Constitution it submits at the time of re-registration.

Your Club Constitution and Dispute Resolution

- Dispute resolution procedures must be consistent with the rules of natural justice.
- Procedures must cover disputes between Members, with Officers and with the Club itself.
- The Club Constitution template which appears on Sport NZ's dedicated IS Act website (see Slide 4 herein) contains a dispute resolution procedure. It allows the Club to refer out to dispute resolution procedures that sit in its regulations / policies where appropriate.
- Check if any organisations that your Club is a member of have any requirements in relation to disputes.

Completing the process – AGM or SGM then Companies Office registration



- Check your Club's current Constitution/Rules for how to make changes to the Constitution – likely to be a Member resolution at a General Meeting.
- Check your notice requirements for letting Members know about the General Meeting, quorum requirements and what level of Member support you need to pass the changes.
- If you're not ready in time for your AGM, hold a Special General Meeting (SGM).
- Re-register online here: <https://is-register.companiesoffice.govt.nz/help-centre/reregistering/applying-to-reregister-your-society/>
- No fees to pay to re-register.
- Application information to provide: Club name, confirm minimum # of Members, provide approved compliant Constitution, confirm Club's balance date and contact details, provide details of Committee Members (minimum of 3) and Contact Person (up to 3).
- Application can be made by a Club Officer or Authorised Agent (Accountant / Lawyer).

Financial reporting & audit requirement changes



None of the presenters today have extensive financial expertise.

Our strong recommendation is that, if you are unsure about where your organisation sits after re-registration under the new IS Act, then please go into Sport NZ's **SportTutor** site [LINK](#) for the IS Act webinar we delivered on 14 May 2024.

Towards the end of that webinar Doug Haines from BDO Wellington gave a very clear explanation of the changes. That should give you the answers you need.

Karakia

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