

# Frequently Asked Questions



## Incorporated Societies Act

Last updated: April 2025

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All incorporated societies need to re-register under the Incorporated Societies Act 2022 by April 2026. These FAQs are designed to help you with this process.

### CHANGES AND SUPPORT

#### What do we need to do as a national organisation?

If your Board hasn't already, it should identify a board member to lead this work (this should not be delegated to your CEO or management team) and get underway with the process.

A [national level constitution template](#) is available, alongside a checklist to guide your organisation.

If you are following a phased approach through your federated structure, consider what level of assistance you can give your regional organisation and/or clubs. Share your thinking, approach and timeline with them. This will help reduce duplication and maximise the alignment and consistency of clauses in constitutions where relevant.

#### What do we need to do as a regional/club organisation?

Regional organisations and clubs should check with their national organisation first (where relevant). If the national organisation is not able to assist, it is time to get your own process underway.

One of the first questions to consider is whether you start afresh with a new constitution or amend your current constitution.

Check out our [regional and club level constitution templates and checklists](#), and [recorded webinars](#).

#### Must national organisations support all clubs/regions to re-register – where relevant?

It is up to individual national organisations to decide what level of support they can provide to their network. For example, we expect many national organisations to provide some guidance to regional organisations and clubs to achieve consistency throughout their system, especially when sharing their own constitutional changes. Another approach is to create templates for regional organisations and clubs to help save money on legal costs within your system.

A national organisation might consider an aligned disputes resolution process to apply through all levels of the sport/recreation. While this is not required for re-

registration now, it could be a beneficial development. Clear and consistent dispute processes that are understood and properly applied should lead to time and cost savings for everyone involved and a reduced risk of challenges to the process.

**Are the templates applicable to Recreation and Education partners as well as sporting organisations?**

Our [templates](#) have been designed with Recreation and Education partners in mind.

**Will there be templates for sport and recreation hubs?**

While the [templates](#) are aligned to organisations at national, regional and club levels, the regional level template will be helpful to a sport and recreation hub which has other clubs as its members. If a hub has individuals as its members, then the club level template may be more appropriate. All templates need to be adapted to the individual needs of each organisation.

**Will Sport NZ be supporting national organisations to identify potential constitutional changes that would help them strengthen their constitutions to meet good governance criteria?**

The [templates](#) produced don't solely focus on the incorporated societies changes, they include other constitutional changes and guidance that support good governance practice.

**Will there be support provided for sporting clubs which do not sit under an RSO or NSO?**

Sport NZ has published a [template, guidance and checklist](#) suitable for an organisation at club level, but all templates need to be adapted to the individual needs of each organisation. There will be consequential changes that result from being a 'standalone' organisation, such as deleting the references to the parent organisation.

**If a sport or recreation organisation is new and wants to become an incorporated society, should they wait for more information/updates? What would be your recommendation?**

Registration is open for new organisations to become an incorporated society. Sport NZ has published [templates and guidance](#), so you can get started now. If your organisation will become a member of another incorporated society (e.g. a national or regional organisation) then you should check with that organisation first to see if they can provide any assistance. They may also have requirements that must go into your own constitution.

**Has Sport NZ liaised with the Incorporated Societies Registrar so they are aware of this recommended phased process, with the focus on the national level first?**

Sport NZ has been engaged for over three years with MBIE/the Incorporated Societies Registrar and they are aware and supportive of the phased sector approach that Sport NZ is recommending.

**Will there be any ability to have Sport NZ (or someone) to 'peer review' a constitution or set of constitutions?**

Sport NZ will not be able to peer review or provide legal advice on individual constitutions, but this is a great opportunity for collaboration among your networks. The constitution templates produced by Sport NZ are publicly available to view and contain guidance that support good governance practice.

**How do we approach getting the support of our members to the changes to our constitution?**

You may undertake a consultation process and/or host Q&A/feedback sessions with your members. During these you can present the proposed changes to your constitution and explain the rationale behind them i.e. the changes are to comply with the Incorporated Societies Act 2022 (**IS Act**), to update areas of your constitution that are now obsolete or to promote good governance.

Give members sufficient time to consider the changes to the constitution. Allow them to raise questions and seek explanations.

The level of consultation you will need to do with your members depends on the nature and extent of the changes that you are proposing. The more substantial the changes, the more consultation and discussion may be required.

**If at the AGM there are clauses we need to modify following the general discussion, can the AGM by formal resolution adjust the proposed constitution and then vote on the modified proposed constitution?**

If you need to make *substantial* changes to the constitution at the AGM, it will be too late to make those changes at the AGM itself. You would be breaching the requirement in your constitution to give advance notice of the proposed changes to your members. If you pass a constitution which is substantially different from the one circulated prior to your AGM, you also open yourself up to challenge by members.

You need to provide sufficient notice of constitutional changes so members can consider those changes and choose to attend and vote at the general meeting.

Making *minor* changes to the constitution at the AGM is more likely to be acceptable if the changes are not substantive and members will not be prejudiced by the changes.

**Can we move to accept all the proposed changes to the constitution at once or do we need to go through these item by item at our AGM?**

Following an opportunity for members to discuss the constitution changes at your AGM, ideally you want to vote on all the proposed changes at once. It is not an efficient use of time to go through the constitution line by line at the AGM. It can be helpful for the committee/board to report on the consultation process at the AGM – that they have heard and fully considered differing opinions but having done so, still favour the proposed changes.

By giving members an opportunity to engage with the constitutional change process ahead of the AGM, you can be more confident they have had time to consider the new constitution, ask questions and seek clarification.

## **LEGAL ADVICE**

### **Do templates need to undergo legal review once adopted by organisations?**

While not essential, we recommend that any constitutional changes are checked by a lawyer with specific constitutional and sector expertise. Some national organisations may be able to assist their regional organisations or clubs with legal support and may be able to adapt the constitution templates to be more specific to their code.

### **Is Sport NZ able to provide a list of lawyers to be used?**

This isn't something that is appropriate for Sport NZ to do. We also recognise that organisations may have an existing legal relationship. You can search for lawyers with experience in the sport and recreation sector.

## **DISPUTE RESOLUTION AND INTEGRITY**

### **Will the new constitution include disputes over athlete selection?**

Our view is that selection appeals can be dealt with under a separate procedure outside of the constitution, provided that the disputes process for selection appeals is consistent with natural justice. The Sport NZ [constitution templates](#) have a structure for this to occur.

### **In addition to disputes between members, will the constitution cover disputes in competition and in tournament?**

The dispute resolution procedure must cover disputes between and among members, officers and the organisation. If an incident occurs under the 'rules of the game', our view is that these disputes can be dealt with under a separate procedure outside of your constitution, provided that such disputes process is consistent with natural justice. You will need to consider all policies and regulations sitting outside of your constitution that contain dispute resolution procedures.

### **Is there an opportunity for aligned sports to set up a shared Disputes Resolution Framework e.g. aquatic sports?**

Yes, we think there is an opportunity that will need to be coordinated between the aligned sports.

### **Is there an update on the Integrity Code?**

The Sport Integrity Commission has published the [Code of Integrity for Sport and Recreation](#).

The national constitution template provides wording for how a national organisation might enable the effective application of the Integrity Code across a sport/recreation. The clauses provide a framework for consistent application where organisations choose to adopt. The clauses may need adjustment depending on your membership structure. If you are a regional organisation or club, you should check first with your national organisation if they are planning to adopt the Integrity Code.

The regional and club constitution templates provide wording that if the national organisation adopts the Integrity Code, the region/club agrees to the application of the Integrity Code to it and agrees to be bound by it. All members of the region/club also agree to the application of the Integrity Code to them and agree to be bound by it.

**Is the disputes resolution process required under the IS Act specific to member only complaints or does it include all complaints including those of non-members?**

The IS Act requires a society's constitution to include a dispute resolution procedure that covers disputes between and among members, officers and the organisation. It doesn't require complaints from non-members to be covered. If a complaint is raised by a non-member, you will need to determine if you have the jurisdiction to determine it, and then how the complaint will be dealt with e.g. under the dispute resolution procedure in your constitution, or under a separate procedure outside of the constitution.

## **ADDITIONAL**

**As this is an opportunity to review the structure of our organisation, what are the pros and cons of being incorporated?**

Please refer to this [webpage](#) for guidance on the pros and cons of being incorporated and guidance regarding charitable trusts.

**Is the incorporated society structure recommended for sporting clubs? Will NSO/NROs be changing to something different (i.e. a charitable trust) and should a club follow?**

The right structure will be what is right for your organisation. We don't expect that NSO/NROs will be changing their structure and will remain as incorporated societies. We have published [guidance](#) on the differences between incorporated societies, non-incorporated groups and a hybrid model.

**Is anyone exempt from the new Incorporated Societies Act and Regulations?**

All organisations wishing to retain their incorporated status must re-register under the IS Act by **4 April 2026** – there is no exemption to this. If you fail to re-register by this date, your organisation will lose its incorporated status.

The Incorporated Societies Regulations 2023 allow some limited exemptions from the application of some of the requirements of the Act.

For example, an exemption for societies which do not comply with section 45(3) of the IS Act, which requires a society's committee/board to be made up of a majority of officers who are members or representatives of bodies corporate that are members (clause 6 of Schedule 1). The exemption runs until 5 October 2028.

If you wish to have the benefit of this exemption, when you re-register your constitution online you are required to give notice to the Registrar that your society will not comply with section 45(3) (i.e. that your constitution permits a majority of your committee/board to be made up of non-members or independents).

It's important you notify the Registrar so MBIE can understand the number and nature of societies that have this level of independence on their board and support Sport NZ in advocating for a permanent exemption from the section 45(3) requirement.

Another example is a limited ability to restrict attendance at the AGM. If your organisation has more than 1,000 members at the time the AGM is called, you may restrict attendance to delegates or other representatives of members. There is an exemption until 5 October 2028 if, as at 4 October 2023, your current constitution included a restriction on AGM attendance to delegates or other representatives.

These possibilities are noted in our [constitution templates](#).

## MEMBERS

**Is it possible to have a model of membership where it is a combination of club to national organisation membership, as well as individual to national organisation membership? Is each type of member entitled to the same rights (e.g. voting) or can the constitution specify that they have different rights?)**

Yes, it is possible that a national organisation has both clubs and individuals as its members. You can specify in your constitution what rights each type of member is entitled to.

**Is it possible to have commercial providers (who are not incorporated societies) affiliated to the national body as a member or as a separate category with different rights such as an Associate Member?**

Yes, it is possible, and they can be in a separate membership category entitled to different rights.

**Can a member notify a change to their contact details into a digital membership database portal?**

Yes, there is nothing preventing an organisation from having an electronic membership database and requiring their members to keep their contact details on that database up to date. This can be recorded as the arrangement for keeping the member register up to date as required by the IS Act.

**Do we have to keep records of when people became members?**

Under the IS Act you are required to keep a register of members, including the date on which a person became a member. For current members if there is no record of the date they joined, you can state 'unknown'.

Once you re-register, you should put a system in place to record when people joined as members. This becomes important when you need to determine when a person became a member e.g. for voting rights and disputes.

**We have members that renew annually. (a) What date should you record that the members joined? (b) Do we need to keep a list of those who have ceased to be a member simply because they have not renewed, and is it a requirement to keep a record of ceased member for 7 years?**

(a) If a member is renewing annually you can record the original date that the member joined (as opposed to the beginning of your membership year).

(b) Yes, you are required to keep a record of each person who has ceased to be a member of your society within the previous 7 years, and the date on which they ceased to be a member (clause 13, Incorporated Societies Regulations 2023).

**Can national organisations require in their constitution that as part of membership their regional organisations and clubs must be registered as an incorporated society?**

Yes, it is reasonably common to see the requirement to be an incorporated society (or incorporated entity) in constitutions in a federated structure. Our national and regional templates include that as a requirement to obtain and retain membership.

**Our organisation has participants who are under 18 – can they be members?**

Your constitution is a contract between your organisation and your members. The IS Act is silent on whether minors can be members of your organisation. At law contracts entered into by a minor (those under 18) generally can't be enforced unless the court thinks the contract is fair and reasonable. The court will take into account how the contract was made, what the contract is meant to do, the age and financial situation of the minor, and all other relevant information before deciding to either cancel or enforce the contract.

Practically you would not want to go to court to enforce a contract against a minor. Instead, some organisations require a parent/legal guardian of a minor to both sign for the child to be a member and also themselves to be a member of the organisation. This allows an organisation to enforce breaches of the constitution and policies (e.g. code of conduct) by the child against their parent/guardian. In your constitution, you need to clearly set out the parents/guardians' obligations in respect of their child and themselves. You may allow parents/guardians to vote on behalf of their children.

**An incorporated society is required to have 10 members – what if we don't meet that requirement?**

The requirement is 10 or more members on incorporation/registration. After that an organisation must maintain at least 10 members. A body corporate (an entity incorporated by law - common examples are a company, a society and a charitable trust) is treated as the equivalent of 3 members for the purposes of determining the number of members a society must have.

If the Registrar of Incorporated Societies is satisfied that an organisation has less than 10 members the Registrar can issue a notice requiring the organisation to increase to at least 10 or risk liquidation. An organisation has 6 months to comply with the notice.

If your organisation is struggling to meet the membership requirement, there are some wider considerations:

- Can you seek more members or create new categories of membership to attract members (e.g. honorary members who may not necessarily be actively involved in the sport/recreation but may wish to support the club to continue as an incorporated entity)? You should make a concerted effort to get to 10 members, as that should be achievable if the club is viable, otherwise your organisation should have a discussion about its future.
- Can your operations continue under some other model which still gives members similar opportunities / protections / status that are afforded to an incorporated entity? You may have this discussion with the parent entity. Could you be a subcommittee of your parent entity or be combined with another club or not incorporated at all? Please refer to our [guidance](#) which provides information on different legal structures and their pros and cons.

**If our club offers more than one sporting discipline, which each have a separate national organisation, how do we recognise multiple NSOs? E.g. a racquets club that is a member of both Tennis NZ and Squash NZ; a multisport club that is a member of both Triathlon NZ and Canoe Racing NZ.**

Careful consideration is required, and it will depend on how the club and its membership operates. Does the club have separate discipline membership for their individual members (i.e. does a member elect to be involved as a member only in relation to a certain discipline) or can a person have a generic membership which entitles them to participate in all disciplines offered by the club?

Your constitution could state that the discipline-specific rules can be applied in relation to the discipline that the club member is involved in at the time. If a person became a member in relation to only one discipline, then that person becomes subject to all the rules that apply at club level to individuals in a manner consistent with that required by national organisation (and international federation) e.g. competition, selection, codes of conduct, disciplinary processes etc.

If a person can be involved in more than one discipline ('multi-discipline member'), the situation can become uncertain and difficult. This is particularly in relation to issues that arise outside the discipline activity itself, for example behaviour and misconduct issues. It may be difficult to determine whether these issues are in respect of a person's involvement in one discipline or another. Whether this is a practical difficulty depends on whether the club's (and parent organisations') processes, codes of conduct and method of handling the issue between the multiple disciplines are different or not.

This is a potentially complicated area where you will need to obtain specific advice.

**From a constitutional sense, different sports have determined their definition of 'member' to include coaches, officials and volunteers. Are these people being defined as 'members' to ensure that the NSO's policy suite captures them under the title 'member'?**

The IS Act requires that people consent to becoming members. If coaches, officials and volunteers are being considered 'members', then you first need to work out how



they will become members, and how they will consent to becoming members. If coaches, officials and volunteers are 'members' then any policies which refers to 'members' will capture them.

## **COMMITTEE AND OFFICERS**

### **Are the officers' duties in the new Incorporated Societies Act 2022 new?**

No, they already exist for officers at common law, but they are now specifically recorded.

### **What happens if no one puts their name forward to be elected as a committee member at the AGM?**

Every society must have a committee of at least 3 people – if you do not, the society is not complying with the IS Act and may ultimately be de-registered.

Practically (and if your constitution allows) you may want to call for nominations for committee members ahead of the AGM to get a sense ahead of time who has been nominated. If there is still an insufficient number of nominees, you may want to allow for people to apply at the AGM.

It can be helpful if the current committee understands what skills/experience they are looking for in new committee members and you advertise widely to encourage people to apply. Think about making your committee an attractive group to join e.g. how is the workload shared among committee members, can meetings be held online so it is easier for people to attend, do people understand their responsibilities and potential liability as a committee member?

If members want the society to continue to exist, there needs to be a concerted effort to get to 3 committee members. That should be achievable if the organisation is viable, otherwise your organisation should consider its future. Can your operations continue under some other model which still gives members similar opportunities / protections / status that are afforded to an incorporated entity? You may have this discussion with your parent organisation. Could you be a subcommittee of your parent organisation or be combined with another club or not incorporated at all? Please refer to our [guidance](#) which provides information on different legal structures and their pros and cons.

### **Can committee members or their families receive a contribution towards e.g. tournament / travelling expenses?**

A society cannot be carried on for the financial gain of its members, but the IS Act (section 24) contains a list of exceptions that allow a society to, among other matters:

- "provide benefits to members of the public, or of a class of the public, including members of the society or their families;
- provide benefits to members or their families to alleviate hardship; and
- provide a member with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the society."

You will need to determine if the committee member is "interested" in the decision to contribute towards tournament expenses. The interest provisions in the IS Act

(sections 62 - 73) and the organisation's constitution will need to be considered, alongside any policy covering conflicts of interest.

The 'No personal benefits' clause in the Sport NZ Constitution Templates is required by the IRD for sports clubs and charities seeking an income tax exemption. It prevents officers and members from receiving distributions of profit or income from the society.

## **FINANCIAL**

### **For a small society is a financial review necessary or can they simply upload their end of year accounts so long as they comply with the reporting requirements in the Incorporated Societies Act 2022?**

If your operating payments meet the threshold to be a 'small society' as defined under the IS Act, you will only need to have your financial statements reviewed if your constitution requires it. There are different tiers and methods of financial reporting depending on the size of the society. For information about this refer to the [MBIE website](#) or the [XRB website](#).

### **Can a board determine whether an audit or review is undertaken each year, or must that be contained in the constitution and changes sought from members at the AGM?**

It depends on your financial reporting obligations at law (which will have changed for some organisations under the IS Act) and what is required under your constitution. One approach is to provide in your constitution that the Board must undertake an audit or review as required by law or if the Board requires it.

Some, but not all, funders have requirements about the financial information you need to provide for a funding application, but you should check this.

For information about this refer to the [MBIE website](#) or the [XRB website](#).

## **OTHER**

### **What is an example of when a resolution in lieu of a general meeting might be used?**

This is an optional provision in our [templates](#). It could be useful if a matter arises which is extremely urgent or has been overlooked at a recent general meeting but is expected to have wide support. It allows the organisation the option to save the time and costs of calling and holding a general meeting. It may be useful for small organisations with few members, where the views of members are easily obtained informally, and a resolution is quickly approved by this method.

However, using this method comes with a risk that members have not fully considered or understood all the implications of an important matter. They have not had the benefit of discussion and debate with other members at a general meeting, and if that had occurred, they might not have approved the resolution in writing. For that reason, this method should be rarely used. If it is included the Board should exercise good judgment about when it is appropriate or inappropriate to use it.

It cannot be used to pass resolutions in lieu of an AGM.

**Do we still need a common seal? Are there any benefits in still having one?**

A common seal is not required under the new Incorporated Societies Act 2022. Modern practice favours not using a common seal given it is no longer a legal requirement, and you will likely have an internal practice of how you approve documents to be signed.

**In the Sport NZ [template constitutions](#) there is a power of the Board/Committee to amend any requirement for and/or the date by which the Constitution requires anything to be done. This clause applies for transition period – how long should that be?**

The power is solely to enable flexibility in the transition of your organisation from its previous Constitution to your new Constitution and to correct any unintended consequences occurring through different wording being used. The time period we generally see is between 12 – 18 months, so that it includes at least one AGM in that period. Having a 12-month period (or at least one sport/recreation season) and going through the process of holding the AGM would normally highlight anything that the Board/Committee hasn't considered when transitioning from your previous Constitution to your new Constitution. It does depend on the structural change you might be proposing as to what length of time you might need the flexibility for.

**If an organisation is wound up, can its assets be distributed to its members?**

Yes, an organisation can have its surplus assets distributed to a member that is a not-for-profit entity on a liquidation or removal from the register (permitted under section 24(1)(j) IS Act) and that is nominated in its constitution. The IS Act requires that the constitution includes "the nomination of a not-for-profit entity, or a class or description of not-for-profit entities, to which any surplus assets of the society should be distributed on a liquidation of the society or on, or to enable, the removal of the society from the register" (section 26(1)(l) IS Act).

**How do I stay up to the date with information and resources?**

Visit [Sport Governance | Administration | Sport New Zealand - Ihi Aotearoa](#) for the latest information regarding the Incorporated Societies Act.