

Constitution checklist

Incorporated Societies Act 2022

When you apply to reregister or to register for the first time, your society will need to provide a constitution that's compliant with the Incorporated Societies Act 2022 (2022 Act).

The 2022 Act specifies what you must include in your constitution. This checklist is designed to help you check you have included everything you must have in your society's constitution under the 2022 Act. We also have a 'do-it-yourself' online tool for writing or revising your society's constitution — the Constitution Builder - <https://isb.companiesoffice.govt.nz>.

Your society's name

The name must end with the word 'Incorporated', 'Inc' or the word 'Manatōpū'. You can also choose to use a combination of these words as the last words of your society's name.

Note — The name on your constitution must exactly match the name in your application.

Your society's purposes

Your society must set out its 'objects' or purposes (what it intends to do or achieve). Importantly your society's purposes cannot be for the financial gain (benefit) of its members.

Becoming a member

You must include how a person (or body corporate) becomes a member of your society. Make sure you've included a requirement that they must consent to be a member. Your society needs to decide how best to obtain and record members' consents.

Note — You don't need to supply copies of consents to the Registrar as part of your application.

Ceasing to be a member

How a person (or body corporate) ceases to be a member of your society must also be covered. Include both how a member would resign from the society and how your society would end their membership.

Keeping your society's register of members up to date

Document how your society will ensure that its register of members records the required information and is kept up to date.

Committee and officers

- How many members will be on your committee.

Note — There must be at least 3 officers on any society's committee (many committees are larger than this). Every committee member is an officer.

- How your society will elect or appoint its officers.

- What the term of office for each officer will be.

- How your society would remove an officer from the society.

- What functions and powers your committee will have.

- What the procedures will be for holding committee meetings, including voting procedures.

- How many officers are required to form a quorum for a committee meeting.

- Whether your society will have a committee chairperson. If so, how they will be elected or appointed, and whether the chairperson would have a casting vote.

Appointing or electing a contact person

Document how your society will elect or appoint its contact persons. Every incorporated society must have at least one contact person, and no more than 3. A contact person doesn't need to be an officer but should be someone who can handle enquiries from the Registrar.

Note — You shouldn't include a particular contact person's details in the constitution.

Controlling and managing finances

Set out how your society will control and manage its finances, including —

- Making sure your society keeps appropriate accounting records.
- Confirming your society's balance date (its end of financial year).
- How funds and property will be controlled.

Note — We would suggest including a requirement to maintain a bank account and measures to make sure all money your society receives is deposited into that account.

General meetings

The constitution must set out the procedures for calling and holding general meetings, including —

- The intervals between annual general meetings (AGMs).
Note — Each AGM must be held within 6 months after your society's balance date and no more than 15 months after the previous annual meeting.
- The information that must be presented at each AGM (including an annual report, annual financial statements, disclosed conflicts of interest).
- When minutes of general meetings are required to be kept.
- How your society will call general meetings and how notices of meetings and motions will be given.
- How much notice will be given to members for all general meetings.
- The quorum and procedures (including voting procedures) for each general meeting.
- Whether your society may pass written resolutions in lieu of a general meeting, and if so, how.

Dispute resolution procedures

Your society must have its dispute resolution processes documented in its constitution.

It may adopt the processes contained in sections 38 to 44 and Schedule 2 of the 2022 Act which cover —

- Meanings of dispute and complaint.
- How a complaint is made.
- The person who makes the complaint has a right to be heard.
- The person who is the subject of the complaint has a right to be heard.
- Investigating and determining dispute.
- The grounds for deciding not to proceed further with the complaint.
- Who the society may refer a complaint to and how.
- Who may or may not be a decision maker.

Alternatively your society may develop its own dispute resolution processes. They must be consistent with the principles of natural justice.

Amending the constitution

Your society must describe how its constitution may be amended.

- Every amendment must be in writing, and must also be —
 - approved at a general meeting by a resolution passed by a simple majority of the voting members (or if required by your society's constitution, a higher majority).

OR

- approved by a resolution passed in lieu of a meeting (if such resolutions are allowed by your society's constitution).

Distribution of surplus assets

Your society must nominate 1 or more other not-for-profit entities to which its surplus assets may be distributed if it is liquidated or removed from the register.

- Surplus assets cannot be distributed to any member or to your own society.
 - If your society is registered as a charity it should distribute surplus assets to an entity that is also a charity (preferably one with a similar purpose).
 - Instead of naming specific entities, your society may nominate a class or description of not-for-profit entity (preferably those with a similar purpose).
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Other legislation may impact your constitution

Inland Revenue requirements for not-for-profits

Inland Revenue has to approve your organisation as a not-for-profit before you can claim any tax benefits. If your society has already been approved as a not-for-profit by Inland Revenue or intends to apply - make sure you have the right information in your constitution.

[Read more in the not-for-profits and charities section of the Inland Revenue website](#)

Registered charities

If your society is registered as a charity with Charities Services or intends to apply – your society must have —

- a charitable purpose
- a legal name that meets the requirements of the Charities Act 2005
- officers who are qualified to be an officer under the Charities Act 2005, and
- a constitution that complies with their requirements.

[Learn more about registering as a charity on the Charities Services website](#)