



Incorporated Societies Act changes: Guidance for SANZ Choruses

Guidance for re-registration of choruses to reflect the new *Incorporated Societies Act 2022*

(as a first step it is recommended you read this document in its entirety)

Useful Sources: There are many tools, template and webinars available to help you to the extent it can be quite overwhelming. Here are some of the links I found most helpful.

Companies Office Law Change Hub www.societies.govt.nz and www.legislation.govt.nz

<https://is-register.companiesoffice.govt.nz/law-changes-for-societies/key-changes/>

(Many of these references come from information shared by the Choral Federation)

[Applying to reregister your society | Incorporated Societies \(companiesoffice.govt.nz\)](#)

Incorporated Societies Act 2022 Preparing for re-registration webinar

<https://youtu.be/0YYaP8TMJZU?si=JLoH26xrhqJekXR>

Disclaimer: This summary was prepared with the best intentions by the Regional Management Team to assist choruses with the changes required. Please check the sources above to ensure your chorus constitution meets the new requirements of the 2022 Act. The Regional Management Team cannot take any responsibility for your compliance with the Act.

Key points/information

- The new Incorporated Societies Act was passed April 2022. It modernises the 100-year-old legislation.
- If your chorus is an Incorporated Society, you will need to re-register from October 2023. There is a transition period until **April 2026**. Most choruses are **also** registered charities but the changes still apply. See your charitable status via this link:
<https://register.charities.govt.nz>
- **Allow plenty of time to plan, prepare, consult and re-register (suggest at least 6 months)**
- **All choruses must re-register if you want to retain your incorporated Society status.** This is your choice. The advice is to seek further independent legal advice and guidance before a decision is made not to remain incorporated.
If you don't re-register, your Incorporated Society status ceases to exist and your society would not have a separate legal identity to that of its members. Members could be held

personally liable for debts/obligations (such as leases) owed by the society. You won't be able to enter into any contracts in the society name and the name of your organisation would no longer be protected. Gifting (including money) to a society that is not incorporated can be a problem. Whilst you would not have to have rules to govern your chorus if you were not incorporated, this can be an issue if there are disputes about how the society is run. Check out this link for further advice www.companiesoffice.govt.nz

- Choruses will need to make changes to their Standing Rules (Constitution) and provide the new documentation to the Companies Office when they re-register to comply with the new legislation. [Applying to reregister your society | Incorporated Societies \(companiesoffice.govt.nz\)](http://www.companiesoffice.govt.nz)
- Choruses will need to hold a general meeting to approve the constitutional changes, agree on operational changes, decide on contact person/s and formally agree to re-register.
- Choruses will need to apply to re-register online. It is free. You will need your updated documentation on hand as well as your current Incorporated Society documentation/certificate. Make sure you use the full name of your chorus (**the name on your Incorporated Societies Act certificate**) each time you are asked on your renewal application. For example: Waikato Rivertones Chorus Incorporated.

New Features of the Act to be added to your constitution

(there is another process to re-register with a new constitution if you prefer to prepare a new constitution rather than update your current copy)

- Details of contact person/s (up to 3) must be provided. A process for this must be in your constitution
Officers must consent in writing, providing name and address, to be an officer and meet the eligibility criteria set out in the Act. Refer to the Act 2022. Add this to your constitution. This documentation must be kept. [Records you must keep | Incorporated Societies](http://www.companiesoffice.govt.nz)
- We must have evidence of consent to be a member (in our case this is covered off in chorus membership and fee-paying processes).
- We must have a minimum of 10 members (reduced from 15) in the group. Include this requirement in your constitution
- Our choruses need to have a committee with officers who have written duties. At least 3 officers. Add this to your constitution – if not already there. Duties do not need to be incorporated into the constitution but should be available.
- Dispute resolution procedures *must be written into our standing rules/constitution* so members know how to raise or respond to a complaint and will know how complaints will be dealt with. See this link where an example is outlined. [Dispute resolution procedures will be mandatory | Incorporated Societies](http://www.companiesoffice.govt.nz) (use this or design your own).
This is to protect choruses if there is a disagreement between different members or between different officers, or if could be a disagreement between members and officers. A disagreement is also defined as a dispute if also relates to an allegation that a member or officer has engaged in misconduct, a member's rights or interests have been damaged, or there has been or likely to be breached (by members or officers) of the

society under the society's constitution, bylaws or the Incorporated Societies Act 2022. Principles of natural justice must be applied. People must be treated fairly and decisions affecting rights must be made using fair processes.

- There are new accounting standards for financial reporting. If you are also a registered charity there will be no changes as you will already be using XRB reporting standards and filing them with the Charities Service. Your accounts will be independently examined by a reviewer or auditor. If you don't know if your chorus is a registered charity search <https://register.charities.govt.nz>
- There is an obligation to inform Incorporated Societies of change of name and/or contact details (to keep Societies Register up to date). Add this to your Standing Rules.
- Check that there is a process for distributing surplus assets should the chorus wind up. There are requirements in the Incorporated Societies Act and the Charities Act. SAI also have rules about this that should already be in your constitution)

Records we must keep.

- Our constitution and updates/amendments (this is also uploaded to the Companies Office). Add this responsibility to your constitution.
- Membership details (covered by our SAI requirements), include the date any member ceased to be a member within the last 7 years.
- We must maintain an interests register. Add this to your constitution – members must disclose related 'interests' related to any matter being considered by the committee (actual, perceived or potential conflicts of interest) to the Management Team and these must be recorded. Any person on the team with an 'interest' must withdraw from a vote unless all agree. Any 'interests' must be declared at the AGM.
- Accounting records for the last seven years
- If your chorus is also a registered charity you are no longer required to use a Common Seal
- Copies of consents from those in the management team. Here is a link where you will find a template to use.
[Records you must keep | Incorporated Societies](#)
- **Final check** – refer to Section 26 of the Incorporated Societies Act – see link above.
- The online process to re-register has a series the steps and a range of information is required. Please review these so you are prepared beforehand. Check this link:
[Applying to reregister your society | Incorporated Societies \(companiesoffice.govt.nz\)](#)

Let us know when you have completed the process and have received a new Certificate of Incorporation.

Please send us a copy along with your updated Constitution. Please ask if you have any questions. We can find out together.

The SANZ region will be going through this process at the same time – so feel free to share any learning with each other and RMT.

All the best

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