



# INCORPORATED SOCIETY

## INFORMATION FOR CLUBS

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## CLUB INFORMATION & FACT SHEET

### Incorporated Societies Act 2022 & Charities Amendment Act 2023

*This document outlines the requirements, responsibilities, and process for Dogs New Zealand Clubs seeking registration as an Incorporated Society in accordance with New Zealand law.*

#### What does the new Incorporated Societies Act 2022 mean for your Dog Club?

Many affiliated and associated Dog New Zealand clubs are currently registered as Incorporated Societies under the Incorporated Societies Act 1908. This Act has now been replaced by the **Incorporated Societies Act 2022**.

**ALL INCORPORATED DOG CLUBS MUST RE-REGISTER BY 5 APRIL 2026.** If a Club does not re-register, it will cease to exist as an incorporated society

## INCORPORATED SOCIETIES ACT 2022

### KEY CHANGES

#### SOCIETY NAME & PURPOSE

- Name must not be misleading or offensive. Purpose must be lawful and not for member financial gain.

#### MEMBERSHIP

- Minimum number of members required reduced from **15 to 10**. All new members must consent to be members.

#### CONSTITUTION (RULES)

Your Club's constitution must comply with the new 2022 Act, including:

- Society's name (Club name) and purpose of Club.
- Membership process and conditions.
- Committee structure, role, powers, and procedures.
- Rules for general meetings, decision making, and elections/appointment of Officers.
- Dispute Resolution procedures.
- Restructuring & Winding up procedures, including clear rules for amalgamation, dissolution (winding up), and surplus asset distribution.

#### COMMITTEE & OFFICER REQUIREMENTS

- Every Society (Club) must have a governing body (committee).
- Committee must have a minimum of at least three members (officers).
- Officers include all committee members including CEO, President, Treasurer, Secretary etc.
- Officers must be eligible and meet statutory duties (similar to Company Directors).
- Officers can be personally liable for serious breaches of duty.



## OFFICERS DUTIES

The below expressed duties are modelled on directors' duties in the Companies Act 1993, whereby they must:

- Act in good faith and in the best interests of the Society (Club).
- Exercise powers for proper purposes only.
- Comply with the Act and the constitution.
- Exercise reasonable care and diligence.
- Not create a substantial risk of serious loss to creditors.
- Not incur an obligation the officer doesn't reasonably believe the Society can perform.
- Disclose conflict of interests, with a register of disclosures kept.

## DEDICATED CONTACT PERSON

- Societies (Clubs) must have at least one contact person and no more than three.
- The Society's (Clubs) constitution must specify how each contact person is appointed or elected.
- A contact person doesn't need to be an officer of the Society (Club).
- Contact persons details are only for the Registrar to use, they won't be made publicly available.

## ANNUAL GENERAL MEETING (AGM)

- AGM's must be held no later than 6 months after the Society's (Clubs) balance date.

## FINANCIAL STATEMENTS FILED WITH REGISTRAR

- Financial statements must be filed within 6 months of the Society's (Clubs) balance date. No change for Societies (Clubs) that are registered Charities.

## ANNUAL RETURN

- Must be completed annually.
- Completed each time you file your annual financial statements.
- Involves reviewing, updating, and confirming key information about your Society (Club) to make sure it is still operating legally.
- No change for Societies (Clubs) that are registered Charities.

## RESOURCES AND SUPPORT

The Companies Office provides excellent resources to help Clubs prepare:

- [How to Get Started](#)
- [Law Changes Hub](#)
- [Help Centre](#)
- [Constitution Builder Tool](#)

## CLUB CONSTITUTION TEMPLATE

Dogs New Zealand has developed a 'Dog Friendly' constitution template that meets the 2022 Act requirements.



## **CHARITABLE STATUS CLUBS – KEY CHANGES (October 2023)**

*Clubs who hold Charitable Status need to ensure they are aware of the important changes to the legal framework for Charities with the new **Charities Amendment Act 2023***

### **OFFICER CERTIFICATION**

All governing body members, senior positions (e.g. Treasurer, President, Secretary, Chief Executive), and others with significant decision-making powers must be listed on the Charities Register. Including all persons with powers conferred on them to make decisions that would otherwise fall on the governing body; regardless of whether they hold a position in the Charity.

### **GOVERNANCE REVIEW**

Clubs will need to ensure that they tick a box in their annual return confirming their governance procedures have been reviewed in the last 3 years to ascertain if they are fit for purpose, and if they assist the Charity towards achieving its charitable purpose obligations under the Charities Act; whether contained in the Charity's rules or elsewhere.

### **OFFICER REQUIREMENTS**

At least one officer must be 18 years or older.

### **FUNDRAISING**

Every fundraiser must disclose the charity's registration number if asked. Every 'collector' fundraising on behalf of the club will need to disclose the charity's registration number if requested to do so by a member of the public.

### **LEGAL SERVICE BY EMAIL**

Official documents may be served electronically, including to Officers.

### **OBJECTIONS & APPEALS**

New procedures for how Clubs can object or appeal the Charity Services Board, Taxation and Charities Review Authority decisions made against them.

### **RESOURCES FOR CHARITABLE CLUBS**

[Charities Reform Information – Seed the Change](#)

### **ACTION POINTS FOR CLUBS**

- Check whether your club is incorporated.
- If Incorporated, start preparing your new constitution and re-registration.
- If also a Charity, ensure you meet the new officer and governance requirements.

