

# Webinar Transcript

## Pathway for reregistration for incorporated societies P2

So hi, everybody.

Welcome to our webinar today titled The Pathway to Reregistration for Incorporated Societies.

This is part two of the two part series. The first part will be posted on our website. In fact, it is on our website as of this morning. So if you go to boardpro dot com slash resourcecenter and go to our webinar page, you'll find the slide deck, the video recording and all the resources from yesterday.

So we're joined today by Joe Kelly, Julie Hood and Rose Hiha Agnew. My name is Sean McDonald and I shall be your moderator for the next forty odd minutes. Firstly, thank you for attending today. We always appreciate the effort you make to be here for our live events.

During the session, if you have any questions, which we hope you will do, please try and use the Q and A button on your toolbar versus the chat function as that enables us to keep a track of them as we go through the session. And finally, if you stay through till the end, which of course we hope you will do, and as is customary for our weekly webinars, we have a special treat for you. By answering a really short one minute survey at the end of the webinar, you'll go into the draw to win our beautiful gift hamper worth over four hundred dollars. Now, for those not too familiar with BoardPro, we are a board software provider, sometimes called a board portal, and we serve just over thirty five thousand users across the world and about thirty four different countries, I think.

We enable organisations to prepare for and run their board meetings more effectively with less time and deliver more impact and value for the organisation.

And as much as we are a board software provider, part of our wider mission is to make the fundamentals of governance free and easy to implement for all organisations, especially those organisations with resource constraints.

And one the many ways we do this is by providing free access to over two hundred business templates, guides and resources, which you will find funnily enough in the resources section of our website.

These webinars that we host every week are also a great way of accessing key governance knowledge without necessarily the time commitment and costs associated with in person events.

So before we get started, just sit back and relax, turn the ears on and enter the discussion by asking as many questions as you would like. We will try to get through as many of these as we have time for. A full recording of the webinar along with a copy of the slide deck and all of the resources mentioned will be sent via email just after the webinar a bit later today.

And they'll also be hosted on the boardpro dot com website under webinars.

So let me have the team introduce themselves again, starting with you, Jo.

Kia ora. Thank you, Sean. I'm Jo Kelly from IGS. We support all kinds of boards and committees across Aotearoa, basically all things governance.

And we provide a constitution redrafting service to get your global societies constitution compliant, ready for re registration and at an affordable rate.

We've also partnered with the Creed. So we're providing a platform for ongoing compliance, it's called Compliance Inc.

And it's also a very affordable time saving platform with templates, guides, tools, registers, etc.

To make inducting new board members appraise and ongoing compliance.

I will go through some of that detail as well later, but I'll hand over to Julie next.

Thank you and nice to be here. He's lead governance and planning consultant Lovely to have you all here. I'm the lead governance and planning consultant at Sport New Zealand. I moved to Christchurch a year ago, came back to Christchurch after forty five years in Wellington and my role is to lead our vision really as sustainable good governance in sport and recreation entities, and we do that by providing a comprehensive range of governance and planning related services into the sector boards. One of the pieces of work I have been leading for a number of years now is the Incorporated Societies Act twenty twenty two in the regs and right now helping as many of our sport sport societies as possible get across the line in good shape by on or before the due date.

Happy that you've made a legacy contribution to the way your society, large or small, is governed. So that's why I'm here.

Rose, over to you.

Julie and Joe. Welcome everyone and back again for those who have joined us from yesterday. Ko Wai O Ko Rosanna Hiha Tukuungua. I'm the CEO of Community Governance Aotearoa, so we are a charity that supports our not for profit NGO sector, Good governance practice. If you haven't already, check us out at w w w dot communitygovernance dot org. Nz.

And yeah, really, just like everyone has said, really keen just to help with the process, get the information out. We also encourage many because it looks like there's many that are under in that Tier four, so very small kind of entities.

Try and do this yourself and get a good process in place. So that's what we're going to be doing today. So thank you for all your commitment, like Julie said, all the hard work and many of you volunteers.

Namahi.

Over to you, Jo.

So it was interesting that poll had thirteen percent of today's participants as having re registered, which is pretty much in line with what we've seen. It's been a month or so since I checked the stats, but there were five thousand registered out of the nearly twenty four thousand, which is kind of scary.

So really wanna provide all these resources that we think are the pick of the bunch that will help you get started, and other practical tips.

It feels very overwhelming to everyone and that came through in the polls.

But you just need to start. It's kind of like everything else in life that feels like a horrible task. Just get started. It's really not that bad when you get into it, although it is a bit of time, but there is support out there.

If there's not Julie and Rose, please jump in so I don't have to do all the talking. But next slide Sean.

I just wanted to just grab a web link. Just give me a second. There we go. Got it. Okay.

So we won't spend time on this slide. This covers your essential requirements for your constitution basically.

You can come back to the summary later, but we'll get into the detail on each of these now.

Some overall tips or some general tips.

Whilst there are lots of constitution templates out there, you should avoid just a complete cut and paste because you do need to make sure your constitution reflects the rules of your society.

So in fact, cut and paste might work to start with, but then you'll have to spend the time editing it to meet your requirements.

But then, of course, there are organisations that help certain groups of associations.

You might have, for example, the New Zealand RSA, they've provided a model constitution and some redrafting instructions. So you might have a body looking after you.

There might be a few levels up, but they will probably or hopefully have some resources. And then First Sport New Zealand, an example, and I'll in a sec let Julie talk, speak more to that.

Companies office have the good, the really good constitution builder tool.

We also suggest you use plain English where you can or throughout your constitution so that everybody can actually understand it or your members.

And then also the Act itself provides some really good detail. So for example, Schedule two provides basically the disputes resolution, content that you have to cover, unfortunately doesn't give you an actual set of causes, but it's pretty easy to decipher from there.

And there are affordable options for assistance and we putting that in our links that we're providing.

Yes. So, shout out for the sport New Zealand resources. Thanks, Joe.

We think we think it's almost half of societies and clubs are sporting entities. Hard to know but it's about that number. So, it's huge.

Yeah, it is.

Head into the if you haven't got started, probably three things to reiterate. Yes, it does feel overwhelming, but the feedback we've got from everyone we've spoken to, large and small, is once you get underway with the right template, it's actually not as difficult and as time consuming as you might have originally imagined.

And the benefits do outweigh the time commitment to get that right, particularly the relief that you know that you're giving with a contemporary legal document and something you can pass on when you've moved on from your committee and others join you. The documents that we have had prepared to have been done by a legal firm that are donkey deep in the sport and recreation sector. They are basically a paint by numbers template with guidance notes all the way through it and a checklist. So you just pick the one that you need, NSO, RSO or club.

There are two versions for clubs. And many have recommended, once I've done this, to start from scratch. Unless you've got a pretty good constitution that you can adapt, start from scratch and just cross reference to make sure you've got the things you really want to keep in your old one and bring it across. So head in to have a look at the resources and get started.

I've just popped that on chat now everybody.

And Rose, you have templates of policies and things like that as well on your website.

Yeah, we've got a policy hub and a lot of resources like those conflict of interest things as well. But I've got a really good I don't know if we've shared this one before, but Steve and Moe put together a really great FAQ sheet. So that's actually quite comprehensive. That might be useful for people online to go, you know, if you're trying to go through all the links and where to start, you might be able to scan through what what he's got on this FAQ sheet, and it might answer some of the questions. Yeah, it's a really great resource. I'll just pop that in as well.

Just pop over to the next slide, Jo.

Yes, please.

So this kind of jumps to almost jumps to after you have re registered, but it's worth covering this because you have to actually comply with your new constitution. So the best way to do this, and again not be overwhelmed or spend too much time, is use systems and processes and have all your governance documents stored in one place. Everyone can access them.

There are portals that will help with this to streamline etc. So BoardPro will help manage all of your board meeting processes. They have a document storage area where you could essentially keep everything and give access to different levels of people.

Again, Compliance Inc is set up for that as well. All of those, it's complementary to BoardPro actually, because you manage essentially the meeting side of it, automating all those processes and Compliance Inc. Has all your background stuff, your policies, everything being reviewed. And then of course, set up a shared drive is another option and save everything there.

You don't want the Secretary having to answer questions about share this, share that. You need everyone to actually know what's in the policies. So what you do need to put in place in terms of those follow-up documents is policies. You should or may well have a lot of these anyway, but there's conflicts of interest, so you need a policy for that and a register to track everything. You should have a health and safety policy, you need a privacy policy.

Most clubs will need an alcohol and bar usage policy and to understand those laws.

Fundraising policies, volunteer management, employment and HR, Committee Code of Conduct.

Some of these are more just best practice, but will actually help guide everybody in knowing what they're doing.

And then registers like you have to have a members register, you have to have a committee members register.

And they need to be available for inspection if the registrar asks for them.

And then probably the number one tip for ongoing compliance is having a what we normally refer to as a board annual board work calendar.

So annual compliance calendar and it tracks there's different ways to do it, you track when your AGM is due and then of course when you have to send out the notice of the meeting, you can get really detailed in it. Everyone's got access to it.

Deadlines are met, so you put all of that stuff in there.

Highly recommend your board uses a process like that. And so through compliance and we have a built in smart system gives the ground reminders, etcetera but you can also do it manually and it makes sure new board member introductions are really easy because everything's there in one place and we know that a lot of clubs, for example, have one year terms. So you don't you want that knowledge handover from board member to board member. So keeping everything together is a good time saver there too. Did you guys have anything to add on that before we step into some of the kind of causes?

I think just one observation. I mean, ideally, it would be good to update your constitution and have all your policies in place.

We work quite closely with the company's office and MB, and they are practical and pragmatic. So if I was in your shoes and there was you could do one and not the other in sequence, get your constitution right, have a list of the necessary policies and documents that you will create, and plan them out over a reasonable period of time. And I'm quite sure that if you are checked by the company's office and you have that in place and you're consistently chipping away at it, they wouldn't be unreasonable.

Ideally all at once, but the most important thing is get re registered with a compliant constitution.

I have a question from Justine that has just come in and she says, we're pretty certain that we've re registered. However, we're between chief executives and we haven't received confirmation.

Is there someone they can or she can contact to be sure about their registration status?

Yeah, was looking at that before and I was just searching the site. So you know, as you do with government websites, it's very hard to locate a contact detail and search, but you can, I think, have another look and put your society name up on the register there in the link I've chucked in the chat because it should come up and then you can find out all the other details? Think that's the best way.

Thanks for It comes up pretty quickly.

Yeah, you do.

It just says in that summary on the first page as well, are you registered and under what act? So it'll have nineteen oh eight or twenty twenty two. So you do need to get that, you know, confirmation certificate, but you'll know by just looking on the registry company's office, and then

go to Incorporated Society's register, rather than being on the company's one. But Rose has given the link.

Now Janet's also asked, is there a minimum number of policies required?

It's not about the number. It's about covering the having policies for the core compliance requirements.

So that is conflicts of interest.

We've kind of went through them in the previous slide, but the thing is, a bunch of them, they all come out of your constitution. So once you've done your constitution, and you can say you actually have to keep a member's register, don't need a policy for that, but you'll know you need a register.

And then it kind of becomes obvious, but there is guidance available.

We're happy to give some more guidance on that.

But it sort of depends on your constitution. There's those core requirements.

Policies can be quite basic depending on how your operations are. So lots of small societies will just need really high level policies and those are available in the links we're giving.

That probably went further than answering the question. Are we carrying on?

Yeah, carry on, Jo.

Sure. Cool. So we're on dispute resolution.

This is where I mentioned that Schedule two of the twenty twenty two Act outlines the process you need to go through.

So it's a procedure that must be consistent with the rules of natural justice, and it's the same in any entity that the recommended process is unbiased, transparent. So you must specify in your constitution how a complaint or dispute is raised. This is actually quite a long clause when you follow the guidance there, and it's one that can trip people up if they try and change that process. So high level complaints must be received in writing.

The constitution must stipulate the timeframes that each step of the process will be dealt within. So you need an independent party within the society or outside the society to manage the process. So if the complaint was from a member about the chair of the board of that society, then it wouldn't be the chair managing that process. But that would normally be who would deal with it.

It's again up to you to make sure it's, you know, not a conflicted party.

So good faith negotiations, discussions whoever's managing it, the Chair should be discussing in detail with both parties. And that party might actually be not an individual. So it's all types of complaints the society is involved with. So discussions, try and resolve it, then mediation, then arbitration as your last step is what you need to cover.

And just a quick thing, if I can intersect there.

Policy a number of good policy clauses are contained within the templates that we have for Asport and Rec organisations through the link. And the other thing we've been reminded about is if you currently rely on the sport tribunal as an external arbitrator or decision maker, that needs to be in your constitution because the act requires it. We would recommend that you do put that in there or have an alternative third party.

And that's probably at the chunky cause, and you don't wanna try and make it up yourself. No. I would suggest almost every template you find online for whatever organization will meet, that they'll probably be almost identical.

But that Perryfield FAQ sheet actually has. Oh no, I think it's on the company's end on that Perryfield one. There's a link there that the company's office have created around dispute resolution, so they've actually got a clause that you can take.

They've given some guidance in there around what.

Where you can start from, what it looks like.

But the best policies are the easiest ones to read, isn't it? Plain English. If you can't understand your policy, no one else is going to. So just get it in plain English. Think the key.

Julie, do you see that chat from Jenny Kirk there?

Just asking if we have a dispute resolution template. Do you have one of those available on your resources site?

I'm not model constitutions, won't they?

Yeah.

The the dispute resolution clauses in the constitution are the process that you follow. That that is the process. You're quite right.

That's Exactly.

Yeah.

So hop into the template for if it's a club, Jenny, and have a look at what sits in there under disputes as a good index, and that should outline exactly the process that you should be following. You should also be reassured it's likely to be the same type of process at the regional



and national level if you're sitting in a federated structure. So all the code will have a similar way of managing disputes and another reason to connect up if if you're not a national sporting organization to make sure that that is all aligned and it's identified who resolves which dispute at which time. So, a nice benefit for being in a federated structure.

Good example of one where you don't need a policy because it's literally outlined as a process. Whereas you need to develop a process to meet the compliance requirements of other causes that don't give you the how essentially.

A couple of other questions that have come in. This one's from Kathy. My organisation is an incorporated society, but it doesn't have members as such. We operate a campground for school camps, open to the public, and the public subsidizes the school camps. What structure is better for us? We are a registered charity.

Any thoughts?

If you don't have members then and you have to have ten, then you wouldn't and if you don't want to update your model to make it that you have membership in some way, but it sounds pretty hard. Does it sound more like a charitable entity? That sounds like an appropriate model.

Should Kathy be seeking legal? Yes. So on that?

Yes. There'll be more to it. Hard to give that kind of advice.

I think on the company's office, they do say if you are incorporated in charitable status, have a chat to them. So I think that might be a first point of call rather than the lawyer because they might be able to help.

Yeah, thanks, Rod.

Michael's asked the model constitution seemed to include a lot of detail that might be considered policy.

Is it possible to minimize what is in the constitution and reference a policy document for the process?

Yes, the act and all the regulations allow you to reference policy.

Great. Thank you.

Yes, as long as you are not deleting things from your policy, sorry, your constitution, moving them across to a policy that actually are required to be stated. And that's why, yeah, getting those clauses right of that checklist from the start that we're going through is important.

And so they and the sorry, keep referring to the sport one, but if you go into the sport templates, they're color coded and there's a color specifically for all the clauses that are required to be mandatory. So it's quite and there are other colors for optional clauses, So you can work your

way through that. Just pick the mandatory clauses first, and then you can add in additional clauses as you see fit.

Lovely. Next slide, Jo.

Yes.

This can feel like a heavy one.

Financial reporting requirements have increased, more in line with charities. There's four tiers.

The Act Party has a bill in that aims to simplify even further the reporting for small societies.

I won't go through really the details of the tiers because it's a bit of a waste of our time now, but there's some resources that one of us will be sharing and will come through later that are ideal for figuring that out.

There's essentially four tiers.

Tier one has an audit requirement. Tiers two and three can have an audit requirement.

But you need to see whether you meet that criteria. And tier four, nothing. Then there's small societies which have a different set of standards. So there's almost essentially five tiers.

You need to be reporting based on those tiers from the point that you have re registered under the new Act.

ExRB, the external reporting board, and Companies Office have the best resources. So those will come your way.

Charities, though, don't file their returns through the Incorporated Societies Register. You do it through the Charities Services register if you happen to be both. That's probably all we need to say for now, because it's sort of a treasurer CFO detail to be across once you get there.

You don't actually have to say in your constitution what tier you fit into because that obviously might change, but you do need to just cover that mandatory clause wording that you'll get from a bunch of the templates around.

No one wants to add anything there?

Okay. Let's move on.

Couple of questions first.

Yes.

Let me just go to the questions queue. Jenny's asked, where do you find out about which tier you are in?

We'll post those links. I don't know if any of you guys are able to do them now, but they'll come through in the email later.

Yes. I was trying to. They're pretty standard Yeah.

I think in that earlier FAQ I shared, it's got a really good question sixteen of the Perry Field FAQs and you can find this again.

Around what what incorporate level you are, but it says Tier one is not profit XRB standards. It's over thirty million dollars Then it goes Tier two.

Tier three is annual operating payments over one hundred and forty thousand dollars and then Tier four is under one hundred and forty thousand dollars So I couldn't copy and paste that in there, but it is in that FAQ and it is again on the companies.

Thanks Rose. We'll come back to Tim's question a little bit later on. I'll just move us forward, Joe.

Okay, great. We're going to get through these really quickly. Go to questions.

So your ongoing obligations.

You must get consent from members. This is one that's easily missed and a lot aren't collecting this already. So they are saying I actually agree to be a member and there's not really much to that other than declaring that. And easiest way is when your members register the form, whether it's online or physical, must include essentially that declaration or a tick box to say that you can consent to be a member.

If you've got existing members, once you re register and they haven't consented because you haven't done that in the past, it actually can be as simple as adding consent to adding that statement to the invoice you send them saying by paying this invoice you are consenting to be a member.

And that's yeah, especially if you're if they don't re register annually.

And then Sean's just posted the link for the officer consent form. So that's that's the other requirement is that your officers actually need to sign a consent and certificate of officer that is downloadable through the company's office. Sean has sent that link to you now.

And again, that just has to be held on file doesn't need to get filed with the registry. But if they ask for it, you need to have it.

It's important because you declare that you're eligible to be an officer.

Again, you'll want to get that signed by all your existing officers if you haven't done that before.

Next slide unless there's more to add there.

This is the suggested timeline for re registration if you haven't started, and that spreads it out a bit. But as we were discussing the other day, you can actually get this done in about a month if you wanted to. You don't doesn't need to take this long, so that might feel overwhelming. The key is if you haven't got your AGM between now and re registration cut off date, fifth of April, then you'll need to call a special general meeting.

Usually those can be done online now, so it doesn't have to be too hard, but keep your members informed.

Explain if you can, anything that you know preempt their questions when you share the updated constitution for them to approve and just share some notes around. You know, this is added because it's required. This is added because it needed updating our constitution didn't reflect the way we actually operate That really helps get it across the line, because you don't want to have to call another meeting if you run into hurdles.

That's it for May for this.

The key here is you probably will have questions afterwards, especially as you work through it. So please do stay as well for the poll at the end, because you can submit questions there and ask for us to be in touch with you about them.

So that could be quite handy. We can give you more information, etc.

And of course, reach out if you've got questions to the appropriate parties.

Sport New Zealand, us, etc.

And Rose, obviously, because that's their mandate.

All the community not for profits, getting what they need. So we're all here to help. And then after the slideshow, there's the resource links slide, which we shared yesterday.

That's sort of our top tips, as well as the other ones we've posted today. So they'll all be with you afterwards.

I have a question from Marilyn. She asks if members join a national organization, however, the regional sports bodies are incorporating, how do those national members get assigned to the regional body?

Julie, is that You do you will need to connect up into your national body if you're a region or a club because one of the main areas that many NSOs have focused on is their membership structure and they have changed it somewhat.

So I'd connect up and make sure that you're clear about their requirements for membership and then you include it in your own, if that's answering your question.

Thanks Julie. One in from Craig.

If you submit new registration approved at your annual general meeting, if register rejects, can a minor change be made without a special general meeting?

There actually is provision for that usually, but it's actually that's actually one of the things that ideally you would build into your constitution this time is having the ability to submit minor immaterial changes without membership approval. You have to check if that's currently in your constitution first.

Yeah, but otherwise yeah, have to go back to another meeting, general meeting.

Okay, lovely. And this one in from Tim. This is quite a long one, but let me give it have a crack at it. Where organizations have re registered what has been the track record so far of the company's office in terms of checking that their constitutions are compliant with the twenty twenty two act and that organizations are following them have credit the necessary registers.

If the company's office finds errors has their approach been punitive to date or helpful?

I think that was a good question.

I can only speak on behalf of the relationship that we have with MB and the company's office. And they are the first experience I've ever had working with the Companies Office, they are unbelievably proactively helpful.

They are highly unlikely to take a punitive approach unless they're dealing with an organisation that simply is being difficult.

So if you've got any issues, reach out early.

They do not audit every single constitution that comes across for re registration, but they do have an ad hoc audit system currently.

You are required when you put the constitution up to check box that it is compliant, so it's a self affirming process that you are, as far as you are aware, that your constitution is compliant and they will do audits.

I'm not sure, but I will ask where they're at with checking policies, but I don't know the answer to that. But I do know if you go into this with good heart and good faith and you do your best, if they do find on audit changes that need to be made, they will get hold of you, which is another reason why they need the contact detail number and an email. They want to be helpful. It's not to be punitive.

Marilyn's just asked, if you're currently incorporated, is there a deadline to have this done?

Beth, you must submit your re registration application by fifth of April twenty six at the latest.

So you have to have an approved constitution to do that. New updated compliant constitution.

Alrighty. Well, we're out of questions team.

Anything else you'd like to just put out there before we sign off?

Just to reach out if you've got more questions essentially.

Yeah, but you're all there.

Yeah, and I think the resources we're giving do cover most of it.

So you should get everything you need there and then of course there's heaps of other resources out there but it's a good place to start.

Okay, so you shall receive an email from me now. It won't be this afternoon. It'll be tomorrow now, which will include a copy of the recording, the webinar recording, the transcript and the presentation slides, and the all important resources that will also be available on our website boardpro dot com under the webinar section.

In terms of support as you leave the webinar don't forget to complete our one minute survey. Go in the draw for our hamper.

There's also an area there to reach out if you need help from Joe at the IGS team or with the IGS team, I should say.

Thank you everybody for your attendance over this series. I hope you found it helpful.

Thank you, Julie, Rose and Joe for your time.

Look forward to seeing you all everybody at our next webinar.