

Webinar Transcript

The pathway to re-registration for incorporated societies

So welcome everybody. Welcome to our special webinar today titled The Pathway to Re registration for Incorporated Societies. I'm joined today by Joe Kelly from Independent Governance Services and Julie Hood from Sport New Zealand who will introduce themselves shortly.

My name is Sean, Sean McDonald, and I shall be your moderator for the next sixty odd minutes. And it is sixty minutes today. We normally have a forty five minute webinar, but because of the importance of this topic and the questions we are expecting from you all, we've allowed sixty minutes. If we don't reach that time, that's okay by me.

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 do have questions, which we hope you will do, please use the Q and A or try to use the Q and A button on your toolbar as against chat. It just enables us to keep a track of all the questions.

And if we don't have time to answer them all, can come back and do it a little bit later on. Finally, if you stay through till the end, which of course we hope you will do, and as is very customary for BoardPro webinars, we have a special treat for you. By answering the really short one minute survey at the end of the webinar, you'll go in the draw to win one of our beautiful gift hampers 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 around the world.

We're in about thirty two, thirty three different countries these days.

And we enable organizations to prepare for and run their board meetings more efficiently and effectively with, you guessed it, clever software and with less time and deliver more impact and value for the organization.

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

One of the many ways we do this is by providing free access to hundreds of governance templates, guides and resources, which you'll find funnily enough in the resources section of our website. And these webinars that we host every Thursday at one pm in New Zealand and

eleven o'clock in the morning in Australia are a great way of accessing key governance knowledge without the time commitment and costs associated with in person events.

So for the next fifty five odd minutes, just relax, listen, add to the discussion by asking as many questions as you would like. A full recording of this webinar today along with the slide deck will be sent to you twenty four hours after the session today.

So without further ado, I am going to have our team introduce themselves starting with Jo Kelly. Over to you, Jo.

Thank you, Sean. Kia ora everybody. I am Jo Kelly, CEO and founder of Independent Governance Services. So we're excited to be supporting all New Zealand organisations with governance, which is practical and affordable. And today we're focusing on incorporated societies community, which is a really important, part of the governance community. There's a huge number of societies in New Zealand, twenty four thousand plus.

And the key thing is that everyone needs to re register by the fifth of April this year, and which means constitutional updates and a few operational changes for some. And we're really keen to see everyone hit the hit the deadline because essentially, we're running out of time.

We will talk to you practically about solutions today. And Julie, my lovely co host is here.

Because about half of incorporated societies in New Zealand are sport related organisations. So between us, we should hopefully be able to cover most questions. But this webinar applies to all societies and clubs in New Zealand. So over to you, Julie.

Kia ora, Tatou. Thanks, Jo.

And lovely to have you run there.

I'm the lead sport governance and planning lead at Sport New Zealand, as Jo said, and I've been leading a three and a half year project to help our seven thousand plus incorporated societies get across the line with good fit for purpose constitutions before the deadline for a bunch of reasons that we'll speak to as we go through here. So please ask questions as you go. And our aim is to have you well set up to make a decision today about what you're going to do and how you're going to do it and then crack on and get yourself re registered if that's your decision. So thank you.

Okay, fair. We want to spend as much time answering questions at the conclusion as possible. So we're just going to try and race through this essentially and give you really clear information.

In saying that, Wun will interject many times and answer, get us to answer questions as we So the Incorporated Societies Act nineteen oh eight was a very light touch, and I think given that it was over one hundred years ago, I think we can clearly say it was out of date at this point.

The twenty twenty two Act makes the expectations of societies and their offices a lot more explicit, so no longer implicit, And they align with good governance. So the sorts of things you see in the company's act, essentially, responsibilities there.

Record keeping is no longer just nice to have. It is a clear legal requirement.

And the Act now clearly defines who an officer is, which we'll get to in the next slide.

So that's sorry, we will actually cover those now, but that's fine, you can see on that slide, Shaun. So this includes committee or board members and, anyone else who exercises significant influence over the society. So that includes CEOs, GMs, executive directors.

And that's essentially the Act sets the foundation for office securities.

Yeah, like I said, explicit.

So I think what changes is the legal accountability and documentation requirement.

And the conflict of interest that board members have not only need to be disclosed, but they need to be properly managed and recorded. And this links to what we will cover later on, which is around maintaining a conflict of interest register and proper records.

There's also certification process, which is important. That is your constitution, having that in compliance with the new Act, and having, officer consent forms, for example, filled in and kept on record.

One thing to note is that knowingly, so when you re register as an existing incorporated society, if you knowingly upload a non compliant constitution under the new Act, It is essentially considered, falsifying a document and sort of can be treated as fraudulent.

And there obviously can be consequences of that. And saying that, the company's office is well aware that this is a real hurdle for everybody, and so we'll cover in a little bit what that might look like if you say don't meet the timeline or if you are filing, not uploading a compliant constitution, but you're pretty close.

Next slide, please.

We'll just breathe over this quickly.

But basically, what has now come into place is new reporting obligations. And these are based on the XRB accounting standards. So you need to check what year you are in, there are four tiers. And you need to make sure each year you check that because you might change, you might move from tier to tier each year. So check that out. And there is really good information on that in the company's office website, you can just Google it.

And annual returns for all incorporated societies are mandatory both with Companies Office, the registrar, and with IRD. So make sure that you're on to that and ensuring you meet those

deadlines, because you need your members, for example, to approve your financial reports. So next slide again, please, Sean.

The basics. So the deadline is the fifth of April twenty twenty six. We've actually had four years to do this. And but many are only getting on to it now.

So this is a hard deadline from what we understand.

The online re registration application portal will appear at midnight on the fifth of April.

And it will automatically, I think, redirect you to a restoration process, which means you're basically registering as a new society, which is more complicated, and has a slightly higher cost but time commitment.

It probably also means you have to apply for a new IID number and tax exempt status because you are you're a new entity, essentially. So it's just a whole lot of extra hassle. There are two steps to the process of registering.

So you need to submit the application itself, and you need to upload a new compliant constitution.

Some societies are completing step one, but not step two.

And essentially, we'll cover why actually having a compliant constitution is quite essential. And it's the hard part. So if your constitution is found to not be compliant by the company's office, you might be given a time frame to rectify it. And otherwise you, you won't, you won't be removed as a society during that period.

But there are other consequences which we will go through a bit later.

It takes about six weeks if you don't make the deadline to essentially restore or apply for a new incorporated society. So you're not a legally registered entity during that time.

So the key message is do not leave it till the last minute.

Andrew has a question, Joe. He asks, is an audit review sufficient? I don't think it's very clear in the act.

Do either of you want to comment on that?

So this is where you need to pick what you fit into under the XRB standards.

It's only the biggest organisations that require an actual audit, And then some organisations require a review, which is like a soft audit, essentially.

But once you know what air you fit into, you know what you need to do there.

Okay, so what if you do nothing? We've covered a lot of this. But to be clear on what the implications actually might be for you, it means, you know, you lose your incorporated society status. So the limited liability protection that that provides you, it probably means banking complications. So the banks are actually actively considering when they will deactivate bank accounts for cosmic societies that are no longer registered from the sixth of April. And they're talking about doing it immediately.

So they will also decline applications for loans, overdrafts, etc, because you need to prove your status in order to get those. And then you would obviously be in breach of any current facilities there. So That actually effectively means you can't operate if you don't have a bank account that's active.

Then there are potentially grant funding issues if you are acquiring grants, especially from government department. So they often require formal board resolutions and evidence of your legal status.

Contracts are no longer legitimate effectively.

Employment agreements, lease agreements, your insurance policies.

And yeah, and then I guess if you actually have to make an insurance claim, that would be a bit of an issue.

The board and committee then becomes essentially personally liable for any issues that go forth, and in fact, the entire membership base in many instances.

So not to not to put, you know, scare tactics in the mix here, but it's just important because I don't think many people actually understand what the implications are.

And it's not that hard to get re registered and to avoid these issues. So there is a bunch of assistants out there which we'll again talk to later, whether that's expert assistance or using a bunch of resources online that make it easy.

Next slide, Sean. Thank you.

This is so there are other options if you don't want to actually if it doesn't make sense or you don't think it's going to make sense to re register as an incorporated society. I'll let Julie speak to this.

Yes, I have lost the slides, my end, Sean.

Are they not are they not coming up on your screen, Julie?

No. This is what your other options are if you don't want to reregister.

Is it Okay. I can talk to that.

So at this late stage, so there are three options up there from memory. You can become a charitable trust. You can form a company, unlikely in societies, but you might.

Or you can be incorporated or unincorporated. They are the two main ones. There are a couple of others that I'll speak to. At this late stage, it is unlikely, but probably not impossible that you could decide to be a charity, but you would need some expert advice and you would need to get onto that pronto, like today, and similarly if you want to become a company. So my recommendation would be get yourself reregistered first and then think about that after the deadline so you can think it through carefully and don't do any knee jerk reactions. So I just wanna talk to you briefly about unincorporated versus incorporated and the things that you need to consider. And at the end of today, I think it would be advisable to make a decision which way you're going to go because there are consequences, as Jo outlined.

So and probably talking to the converted here a little bit. But if you're an incorporated society, you have legal protection. Your entity is a legal entity, and you're personally protected from any liability. You can own property into contracts.

You have greater credibility in your sector. You have access to funding. And importantly, you have a document, a founding document that helps you run your organization. So this isn't just about compliance.

I've got to tick the box and get a constitution that sits on the shelf that's never used. This will help you, if you structure it up properly, do your job better in less time with less stress if you get it right.

The disadvantages, if you think there are disadvantages, are that it might take a bit of time to get a constitution refreshed, and there will be some ongoing reporting requirements, neither of which really are onerous. You should always refresh your constitution anyway. This is a one off for many. So yes, we take a bit of planning and a bit of time. But after that, you should roll into better than business as usual than you've got now.

So a bit of time now will give you many games at the end of the fifth of April. And if you don't, then it is going to be complex, messy, and stressful.

So if you decide that you don't want to be incorporated, you make that decision now and wind up, and you've got control of how you redistribute assets and what you want to be, and then you can make a decision about how you want to operate after the deadline. Because if you don't do it after the if you don't do it, it'll be done to you, and all of those consequences will flow through.

So benefits of being unincorporated, really, it's for very small entities more suited to short term, low risk activities, and there's minimal cost and formality. But you're not a legal entity. You can't own property. You can't enter into contracts. You're personally liable for any losses, and you increasingly have limited access to funding because more and this legislation has brought front and center to funding agencies that their preference is to enter into arrangements with well run organizations who are formally legally constituted because their risk reduces. So lots of really good reasons to consider incorporating.

There are hybrid options, but again, I think it's a bit late in the piece to be looking at that in our sporting sector, for example. Some of our clubs might decide to unwind themselves, wind up, and merge into either a region or a national sporting organization. But in principle, that sounds like a good idea, but in practice and experience, it takes some time to think through. So if you're one of those, get reregistered and carry that conversation over post the deadline.

I think that's it for that slide. Remind me what the next slide is, Jo.

We've a of questions coming through. Should we tackle these now, Joe?

Yes, go for it.

So Mario asks, our organization has re registered as an incorporated society. Great. How do we change our registration to a charitable trust and what are the implications if we do this?

You need to seek legal advice on that basically. We can advise on that. Yeah. Beyond our remit.

It is for this presentation, for sure. Yeah.

Yeah. For this presentation. Yeah. But many societies are also charitable trusts. So there's a lot of options.

That you need to get set up legally on that.

Seek legal advice.

Yes.

Dev has asked, does the process automatically check if the constitution is compliant or do we wait for them to come back?

The latter.

The latter.

Okay. Great. Done.

But to Jo's point, be very careful to make sure that you don't purposely load up an incomplete or noncompliant constitution because there are consequences for that. So it must be, and you have to check as you go through that you are in fact you confirm when you reregister that you're reregistering with a compliant constitution to the best of your knowledge.

This might be a legal one as well. Nicholas asks, how viable do you think it would be to transfer banking insurance and contracts to a wholly owned subsidiary company?

Yeah. Again, need advice for that.

Legal advice. Okay. Marilyn asks, is a partnership considered a legal entity?

Yes. Questions.

That's more under the Companies Act normally. A partnership is not typically an incorporated society term.

So yeah, but again, need don't know the specifics of that, and we can advise on that.

Okay, let's move on.

Okay, so this is where we get to the really juicy stuff that you really need to know. So your first priority is to get your constitution in line with the new Act. So this is the foundation and the first hurdle and the most crucial step. You can't re register without a compliant constitution. So the mandatory inclusions are not necessarily onerous.

The biggest challenge is tailoring the constitution to your society's specific circumstances. So we normally at IGS, when we assist organisations with their redrafting, the question is, do you need a new constitution? Is that the easiest way to do it? Or do we need to redraft your existing constitution? And I think a lot of societies fit in that middle bracket where they're yeah, they're not small or large, and they need affordable help is hard to find a lot of the time.

And so a new constitution is ideal, but there is a lot of nuance in most organisations that you want to build into it. So the Companies Office Constitution Builder tool is a great place to start, but then you also still have to bring across your nuanced requirements and rules and things.

And it all needs to line up with the other compliance requirements, the mandatory requirements. So you need to thoroughly read through everything, essentially. Unfortunately, you can't kind of skip that part of the process.

Many societies have membership categories that are complicated voting structures, etc.

So if you are amending, you need to review all clauses.

Make sure nothing contradicts the new mandatory requirements which are on the screen there. So practical things to consider are, which, you know, a lot of societies have constitutions written in, say, nineteen fifty or around many years ago, and all of them don't even aren't actually even compliant with the old Act.

So things like allowing notices to go to your members for meetings by email rather than post is a really good one to include in there, allowing online meetings, not just in person, and allowing written resolutions by the board.

And then another good one is, which unfortunately won't apply in this instance if you, for example, have your re registered new constitution rejected by the Companies Office, there is an ability now to delegate minor technical amendments to your constitution, the board, which

means really immaterial things. Your existing constitution may well not have that ability, but in future when you need to make updates, they're really minor, you won't have to take it to a general meeting to get it approved by all of your membership base. So those are some really helpful things to include.

We've seen some examples of some really minor technical issues and constitutions, meaning that the registration application gets rejected, like name, the registered legal name of your society per the Companies Office Registrar needs to match your constitution, so it's not just on the front page but throughout your constitution.

You might have it you might have 'inc' instead of incorporated, you might have an x word or a missing word. And they can be rejected on those terms, because legally that's required. And so companies office don't have much option other than to tell you to go back into it again, and you don't have to take that back to a meeting. So attention to detail is quite important.

The purposes of your organisation need to be clearly defined. And this is actually an area where we have been helping societies actually go away and reflect a little bit and the purposes have actually changed, and that should be updated.

Again, it's not a big section, but it's important to get it right.

And then, you know, and voting rights, that should all be outlined in your existing constitution.

You also need to cover what the officer's duties are. Are you going to specify that you need a treasurer, a secretary? How is your chair elected?

How is your governance and decision making processes, and conflict of interests need to be covered. And a really key one is disputes resolutions. So there is it needs to follow the laws of natural justice, basically. So there are some template clauses out there that you can find, but ultimately you can change them to be your own, but they need to be in line with essentially best practice and justice requirements. And then winding up, so what you're going to do with your assets if your organisation winds up.

You can't distribute those assets to members, but you can choose to nominate who you would like those assets to go to and that would otherwise be or it should be a not for profit, it needs to be a not for profit organisation and they need to be in alignment with what you do, essentially, for a similar organisation.

So I think that is it for this slide.

I think the other thing about that slide, might be repeating ourselves here, is there is a plethora of good practice templates for constitutions out in communities, national and regional communities, and we've got some links at the end of this presentation. So sometimes the overwhelm is where on earth did we do we start? And we saw that come through in the questions at the beginning. But if you find one, a reputable one, and they generally contain the

mandatory requirements, some additional requirements if you want to put them in for good governance purposes, and explanatory notes.

And if you work sequentially through the document, give yourself enough time to do it, the thinking that you do in all of these categories is where you will get the gains after you've done it. So it's the starting that we are hearing becomes as feelings. It's feeling like that's a lot to do, but the templates talk you through it.

So find a good one. This Joe referred to the constitution template on the website. We've got some great sport templates, including a recently released simplified constitution for clubs.

It's almost paint by numbers. There are some things you've got to complete, but not a lot.

So don't be put off by the potential fear of size of the job.

And there are a lot of people out there who can help. That's what I'd be saying about the constitution and think about the benefits that you'll get while you do it and the relief at the end to know that you're reregistered and you lead that.

I think you've basically covered half of this next slide, Julie.

I'm going get my copy up so I can work from it. So lots of templates, Lots of people out there. So tap into your networks. So I can bring a sporting example. Many of our sports sit in a federated structure, so they've got regions. So if it's a club, they've got regions and national sporting organizations.

Most of those have got templates that they have developed for regions and clubs, they line up. So good gains and similar clauses through those constitutions from national through to clubs.

Also, sports trusts have got people available to help and provide guidance, so tap into your networks.

And there are there are people really standing by to help.

And if you're sporting entity and you want some more information, just flip me an email. But and the other thing too is if you use a good fit for purpose constitution template, you don't necessarily have to have legal advice, but the recommendation is to have someone look at it if you've got time.

Many organisations, legal organisations, have got pretty good deals at this point to help people across the line, so don't be put off by getting expert advice, particularly if you're unsure about some clauses being accurate because you do want them you do want to get them right, remembering that you can always have an SGM or AGM after the fact and revisit any of these clauses if they're not quite right.

Yeah, exactly. So yeah, look to what's available already.

It's not too hard to do a little Google search on that.

At IGS, we've been doing a lot of reviews of constitutions where they've actually been redrafted already, and it's just a sense of it, etc. So you can actually nail a lot of it.

Some organisations actually have lawyers, for example, in their membership base. So tapping on, you know, shoulders and getting support internally can be great.

Feel sorry for all those lawyers out there, I'm very sorry.

And then just keep in mind any kind of more complex or specific rules and look to expert advice where necessary.

I know that a lot of our clients have gone to legal firms, and I'm not like that is a great option for sure, but it's unaffordable for a lot of societies. And so at OGS we have a fixed price package service essentially and we will get all of your essential compliance requirements sorted under that package.

And then yeah, like I say, just beg, borrow and steal any expertise or advice you can.

I think that's it. You're on the next slide already, Sean.

Brilliant.

We're talking about the opportunity. Is that what we're talking about? Just to check?

This is member approval.

It's the next step essential. The board the board alone can't can't approve the constitution and file it. So your membership base has to approve it, which is why we keep saying you need to take it to an AGM or an SGM. Most won't have an AGM between now and April. And so you'll need to organise a special general meeting.

So the board needs to provide an updated compliant constitution to its membership base that it recommends be approved.

And that needs to be done in accordance with your existing constitution.

So the process there is you need to redraft the constitution and then per the slides, you need to hold the AGM or SGM and get it approved.

Tricky part is your existing constitution will stipulate what notice period you need to give your members to actually hold that meeting.

And so a lot of the time it is two weeks to thirty days, for example, that's kind of the most common. So hence you can see why you're running out of time to get it done to re register in time.

So the draft constitution needs to be provided with that notice of meeting. It forms the documents that go out with that.

And then you need to meet your quorum requirements, which is the required number of voting members present at the meeting.

And you need to actually achieve the required number of votes in favour of approving the new constitution.

All of this is stipulated in your existing or old constitution. So have a look at that to see what your timeframe is for your own club or society.

You also just need to pay special attention to if you maybe have special resolution thresholds. So for example, seventy five percent of members approving it, and if you have proxy provisions. So those can be things that catch people out at times.

Another thing I highly recommend is considering providing a summary to your members when you take the constitution to them to be approved.

You know, it's somewhat of a legal document, although it doesn't require legal expertise to do it. But people need to understand what the changes are. So track the changes, give them a summary explaining, you know, this is a mandatory requirement.

You might be changing other things at the same time, just spell it all out so that you essentially print the questions of your membership base. And that doesn't potentially create a hurdle for you in terms of not getting it past the line because people are confused or want more time to consider, etcetera.

Sorry to interrupt. There's a question that's come in from Philippa.

If you have your new constitution approved, how easy is it to tweak or change after the start date of the fifth of April if needed?

That's as easy as holding another members meeting to approve the new the tweaks. But to my point earlier, you can build into your new constitution the ability for your board to be delegated the power to make minor amendments. So depending on the amendments you want to make, I mean, if it's a change to rule to, you know, membership rules voting, quite a lot of things, to be honest, it needs to go back to the members to approve. But there are some small things that the board can be doing.

Right.

Cool.

So build in some contingency time, essentially, when you're planning out your timeframe for for the whole process, because if your membership base doesn't approve it, then you'll need to hold another meeting, you know, and give notice again, etc. So get onto it, is the message.

Okay, so this slide, Julie, hopefully you can see, this is an opportunity.

And I was gonna let you speak to this.

It's a twofold opportunity. It's one to demonstrate responsibility and accountability for the role that you've voluntarily put your hand up to do.

And even though we volunteer, I'm telling everyone what they already know, we have to do all of the roles, the component parts of the role of being on a committee or a board, including the ones we don't particularly want to do because that's what we've signed up for even though we're not getting paid to do it. So there are compliance obligations, which is what we're talking about here in the constitution. And again, I'd really reinforce that don't if you can reframe that rather than a compliance burden, that it's a compliance opportunity. So refresh your constitution so it's in plain English.

It's easily understood, and it helps you do your work and avoids any of those chronic complaints that we often make when we're on membership based organizations that can be resolved in a constitutional refresh. There might be some membership structural changes that you can make that makes it clear to the members what their benefits are and what their obligations are as a member. There might be a bunch of things through there that can make it a bit clearer using this opportunity that it will make your life easier. And then there's also an opportunity to add in some additional good governance clauses.

Again, if you're running out of time, get the compliance clauses in there first and come back to the governance ones. But some examples of good governance clauses that are optional would be having a think about whether you want to restructure your membership categories, probably, unless it's an easy job, that might be too much to do this side of the deadline. Thinking about how you want to recruit members to your committee. Do you want to stay with all elected members if you've got them or do you want a mix of independent and elected members?

Do you want to offer indemnity insurance? Those sorts of things you can consider either now if you've got time or afterwards to further strengthen your constitution as a fit for purpose contemporary document.

It clarifies roles. And look, I don't know about you, but if you've ever been in a job where you're not sure what you're supposed to be doing or some ambiguity around your role, clarifying it makes an enormous difference to how you rock up to your board meetings because you know what you're supposed to be doing. And you know where the risks are because you know your constitution and you can have it there and refer to it and you can rely on it because it's current and it's designed for your purposes.

And it does leave a lasting legacy, so when you go and someone else replaces you, they're not coming to a mess.

It's done and it's tardy and they just need to revise it and keep it current. So I do believe that this is an opportunity. It's a one off piece of work.

Joe will talk to you a bit more about ways to approach that work. But if you reframe it as an opportunity, I think you'll feel better at the end of it when you get it across the line.

So that's all I want to say about the opportunity.

Yeah. We have some more questions. More questions come in, team. You want to tackle those now? Do you want to call them out?

Bev's asked, what is the evidence required to be submitted to demonstrate that membership approval was done from the new constitution? Is it the AGM minute or attendance register or just a declaration?

The minutes are your formal record of and that should include confirmation that a quorum was present.

But you don't include it in the reregistration process. That's assumed, isn't it, Jo?

Exactly. Yes, it's not something you have to actually, yeah, submit. But that's all part of that's the sort of record keeping that you should be doing anyway, which you're legally obliged to do. And this is the thing is that the the new Act makes all of these requirements really explicit.

And that is to Julie's point about how you can leave a lasting legacy here is that if you then in the time once you've done the constitution re registered, if you don't already have processes in place that make all of this really easy, rinse and repeat, and keep proper records.

This is the time to do it, because then your boarder will actually focus their time on doing their job rather than doing compliance and scrambling all the time. So setting up some processes and systems. But yeah, that is that is, you know, however you record your RSVPs for your meeting, how do you how do you figure out that everybody, you know, you've got enough of a quorum at the meeting, etc.

That's halted processes, but it's not Yeah, It's something you need to record in case you get asked for it by the registrar.

So that segues into Andrea's question. Are minutes of a meeting for the members approval regarded as proof of acceptance? Do these need to be uploaded?

They don't get uploaded.

They don't.

And AGM minutes get approved by your membership base at the next AGM or SGM, whereas board meeting minutes or committee meeting minutes are approved by the board or committee at each subsequent meeting. So it's a bit different.

Member meetings and board meetings is a distinction there. But yeah, it's a year later that you approve your AGM minutes.

Bridget, last question. In the case of a childcare where staff have children attend, my understanding would be that these parents as paid staff can't be members of the society. Is this something you can make provision to in the constitution?

Yeah, I think you can make it explicit how you manage.

Is it children under sixteen, Jo?

Doesn't specify. Oh, sorry, was that a question for Jo?

Yeah. Okay. So there is a difference between so if you're under sixteen, then and you're a member of society, so ECE, you know, early childhood centres, so ECCs, or a sports club, for example, then a representative family member who is over sixteen needs to be on your application form and registered with along with you. So that is correct that the actual member in that case is not is not yeah. Can't doesn't have voting rights that that gets It's worth clarifying, isn't it? Yeah.

Again question about that, and I now can't remember the answer, but I'll have a look and see if our FAQs have it.

But again, that might be specific to that your organisation's constitution that you're speaking about, because your membership rules are defined in your constitution. It's not actually entirely you don't have to follow the provisions of the the new Act just says, you need to define how these things work. But minors and vulnerable people have special requirements.

Just just like any other part of life, basically.

Here's a nice shout out to you, Julie, from Todd. Thanks, Sport New Zealand. Your templates were great when we were redoing our organization's constitutions.

So well done. Okay, let's move on. Let me just close down where I am here.

There you go. Okay.

So Julie, you can speak a bit to this as well. I'll just quickly run through. So governance and practice, this is, you know, once we've actually got your constitution in place, and in fact your constitution actually needs to, again, cover these things specifically.

This is where you put the processes and systems in place to actually implement it and make it easy.

So you have to, you want to consider options probably that can, that can streamline your governance functions.

There is a platform compliance, Inc, which will we've got links for all the things we're mentioning, and that's at the end of the slides.

But it is a online platform, and a lot of it's built in automation.

There are templates for policies, minutes, genders.

There are guides around different parts of what you need to be doing to be compliant. There's an inbuilt board work calendar.

And so there are, it's a really affordable software for societies big or small. Then you've obviously got BoardPro, which is another way to massively streamline running your board meetings.

So consider tools that are out there and consider just putting together, if you prefer, your own set of templates, work through over, say, twelve month period, all of the policies you know you need to have in place. There are things listed there that are absolutely required for you to be doing your job correctly.

And some of these will be new, you know, for example, you need to have a member register, which the company's office can ask you for at any time and it needs to be readily available. Most people don't know that you actually have to have a maintained committee member register.

You need to not only record conflicts of interest, but you need to do it correctly. And again, that's all part of the benefits of the new Act, is that it really spells out quite clearly what's required. Most, well, most, but some organisations don't even know that they need to have had their offices, which is their board members, etc, sign a consent form, which is downloadable from Companies Office, which says I'm actually eligible to be a board member. It's, you know, I haven't, I haven't been bankrupted, I'm not disqualified from companies, office activities, etc.

Privacy policy, you know, having that published and available, these are all obvious things. Health and safety is a massive one.

And the board needs to be well across that. And obviously, that doesn't have to be hard. And I think you'll find Governance New Zealand, sorry, Sport New Zealand have some awesome templates on that, for example.

There are other things that really help your organisation to function well that aren't specifically listed in the Act but go hand in hand and again make make sure you spend more time focusing on the important thing. So, keeping good financial records and systems, having a committee code of conduct for everyone is actually really clear, or a board charter, really clear what is a conflict of interest, etc. A risk register and a risk policy, one of your core jobs is to actually manage risk.

So that's a really easy way to keep updated on how that works. You might need a fundraising policy, a volunteer management policy, especially when it comes to vulnerable people and minors.

And you, you might need a communications and social media policy, for example, because you don't want everybody being able to go out there and say whatever they like publicly.

So just things to consider, prioritise these things and work through them after you've gotten re-registered.

So strong systems make compliance routine and not successful. And again, because the legacy you can leave for the next lot of board members to come into and utilise and really just it grows strong successful organisations essentially.

So, Ollie, do you want to add to that?

No, I'm good.

Just don't you don't have reinvent anything. It's all out there.

Exactly. Cool. Alright, let's try and get through some questions. But I don't know if we need to.

So therefore, let's not really cover this slide. But the only thing to really highlight here is that you actually could be able to submit your application is make sure that whoever is authorised to file your application, which would be an officer, so a board member, CEO, you know, the people running the organisation, they need a Realme access, a RealMe account submitted. So if you don't know what that is, look it up and get yourself certified with a RealMe account. Because that will hold up the process if you don't have that.

The rest we've kind of covered.

Then there is one other thing just to remind you is it's a two step process, and some organisations have got a bit caught. You go in and into the system and kind of register yourself into the system, and then you upload your constitution. There's two steps. Some have forgotten to upload their constitution and assume that they've reregistered. So just follow the process carefully, and there'll be lots of guidance there when you go in to do it.

Perfect. And there's our resources which you can check out when you get sent the slides later. There's a link there. And then if we just you can wrap up, Sean, and we can go to questions if you like.

I think we have one or two questions. We certainly got one there in the queue. So before we finish off BoardPro, as I mentioned in the opening, we are a board portal and we are a fantastic platform for organizations like yours. We enable you to run your board meetings and committee meetings more effectively.

We enable you to centralize all your governance documents and have great tools like conflicts, registers, meeting minutes, all those good things that you would expect in a board portal. So I highly recommend you check us out. We have a really great special on at the moment for the incorporated societies where we are promoting BoardPro fifty percent off for all of our subscriptions. That's any one of our plans, fifty percent off.

So the easiest way to get ahold of BoardPro is to start a trial. It's really simple. It's a thirty day free trial. It doesn't require any credit cards.

So I highly recommend you check that out.

We have a special landing page here which the QR code, if you just click on the QR code or take a photo of the QR code I should say, it'll take you to that particular page where you can learn all about the benefits of BoardPro for your organisation.

So please feel free to connect with Julie and Jo on LinkedIn. I'm sure they will really look forward to your connection. If you'd like to be put in touch with Jo from Independent Governance Services at the end of the survey, just mark your interest on the survey just as you exit.

Let me go to the last question while we have a minute.

This one's from Erica. If an organization has been dissolved from the company's office register, does that mean the incorporated society status has gone and will need to register as a new society?

Yes. Well, yes, assuming So if you go on to the company's office and you look on the incorporated societies register, and your society doesn't say it's registered, it says registered and it says under what act, so nineteen oh eight or twenty twenty two. If it doesn't say registered and under what act, then you you absolutely you have to register as a new society. You can't reregister an unregistered society, if that makes sense.

That brings us to the end. We're right on time, guys. So well done. So you'll receive an email from us.

It'll be this afternoon. What's the time? Two o'clock? It'll it will be this afternoon, which will include a recording of the webinar today, the transcript and the presentation slides, which of course will include all the resource links.

So just as you leave the webinar, don't forget to complete our really short one minute survey. Go in the draw for our hamper. I'll announce the winner for that as well this afternoon.

If you're considering BoardPro or Board Management Software, I should say, for your organization, we would certainly love to hear from you. Better still, why not try as I said our thirty day free trial. It's simple and straightforward and no credit cards required to get started. So it'll be really easy for your organization to get started.

So thanks again for your attendance everybody. I hope you enjoyed the session today with Joe and Julie. I know I did. Thank you both for your conversation today.

I look forward to seeing you all everybody at our next webinar next Thursday. Have a great day.