



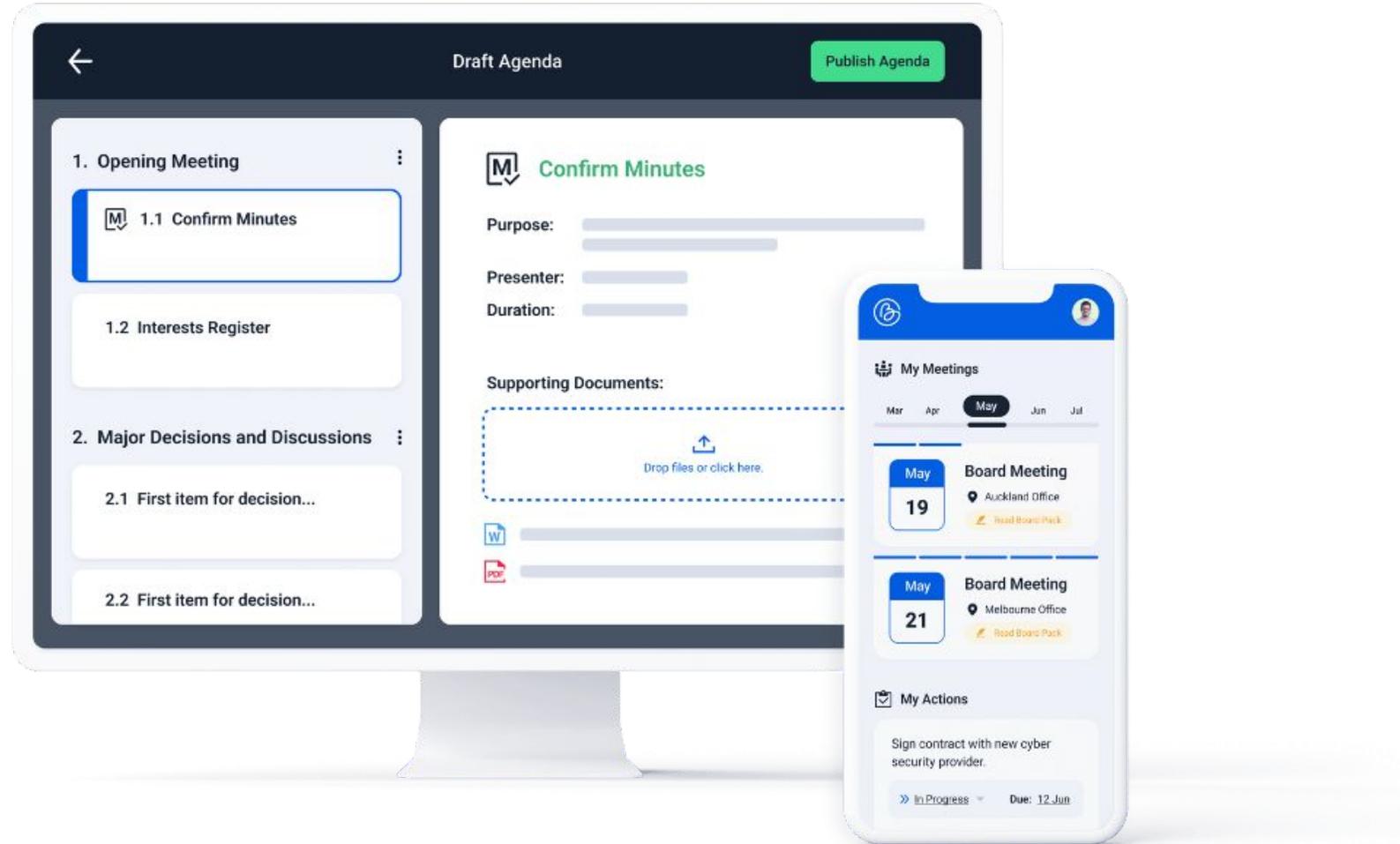
**Webinar**

# The pathway to re-registration for incorporated societies

In Association with:  
**igs** independent  
governance  
services









**Making the fundamentals of  
governance free and  
easy to implement**



Governance Made Easy

# Governance Resource Center

Explore free governance resources for growing your organisation and adopting good governance practises. From meeting minutes templates to CEO reporting templates, our comprehensive guides and templates will cover your governance and business essentials.

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**Slides, webinar video,  
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enjoy the conversation**



**Jo Kelly**

CEO & Founder  
**Independent  
Governance Services**



**Julie Hood**

Lead Governance  
Consultant  
**Sport New Zealand**



# Why this law, why now?



01

Clearer governance expectations - explicit

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02

Formal record-keeping requirements

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03

Who is an Officer - clearly defined



# Officer Duties



- ▶ Act in good faith & best interests

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- ▶ Exercise powers properly

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- ▶ Comply with the Act & constitution

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- ▶ Exercise reasonable care & diligence

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- ▶ Not create serious risk to creditors

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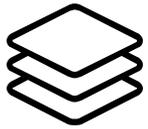
- ▶ Not incur obligations without reasonable belief they can be met

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- ▶ Disclose & manage conflicts of interest



# Financial Reporting Requirements



XRB Tiered standards apply



Possible audit/review



Annual returns



# Re-registration Deadline

**Deadline:  
5 April 2026**

- ▶ Must re-register under 2022 Act

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- ▶ Compliant constitution required

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- ▶ Application via Companies Office

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- ▶ RealMe required for authorised filer

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# What if you do nothing?

01

**Removed from register**

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02

**Implications include**

Banking

Funding and grants

Insurance

Contracts

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03

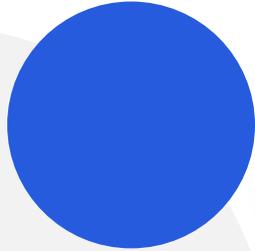
**Register as a new society** (more complex process)



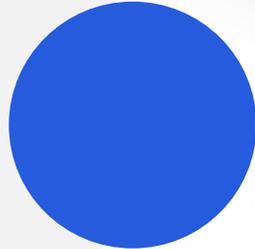


# Other Options

Re-registration isn't your only option



Charitable trust



Company structure



Unincorporated body



**Seek independent legal advice**



# First Priority: Constitution

## Checklist - must cover:

-  Name & purposes
-  Membership rules
-  Officers and duties
-  Governance & decision-making
-  Conflicts process
-  Meeting & voting rules
-  Future amendments
-  Disputes and discipline
-  Financial management
-  Winding up



# Tools & Support

**01** Companies office -  
Constitution builder tool

**02** Sector templates

**03** Expertise within your  
networks

**04** Expert assistance





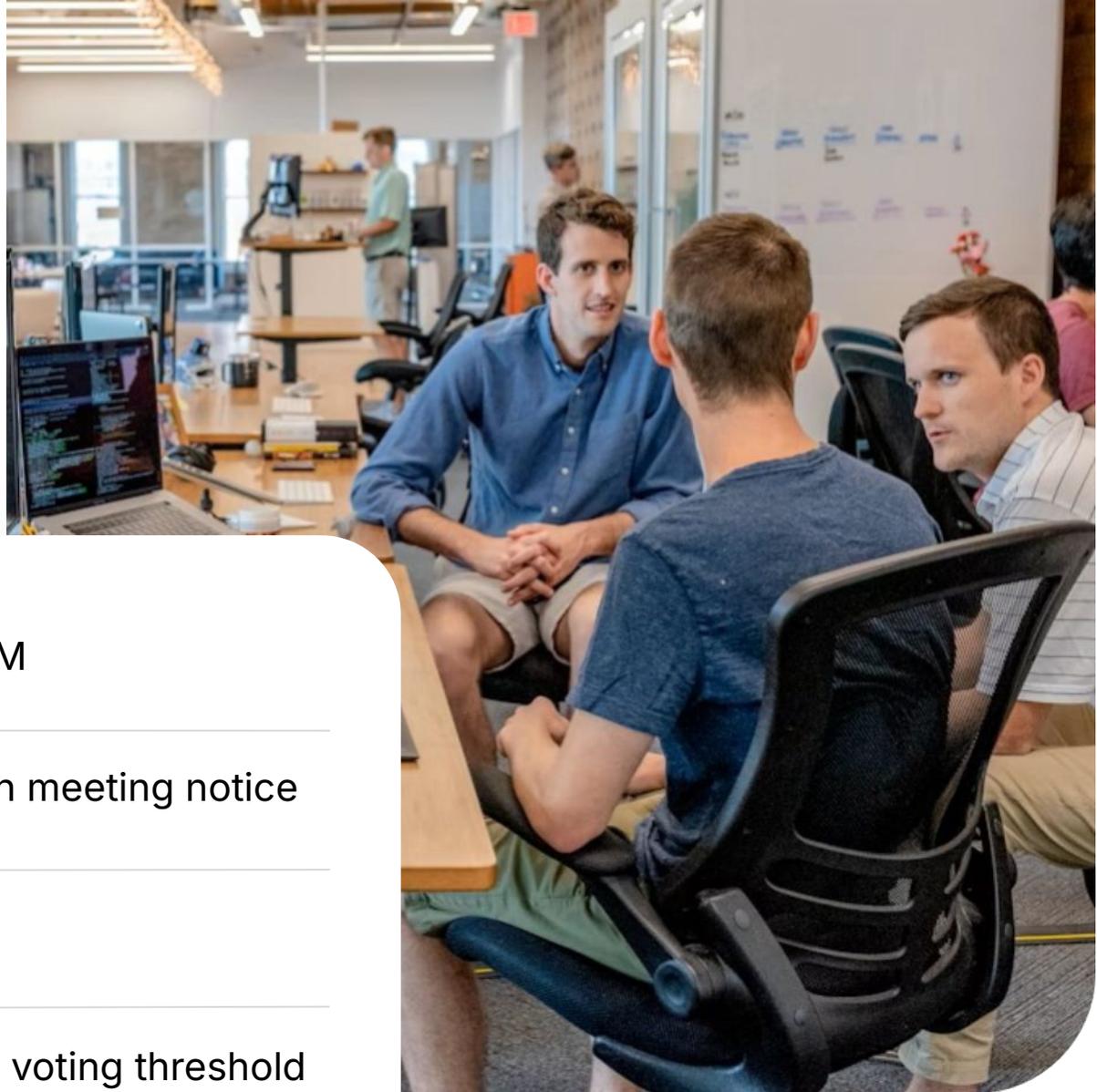
# Member Approval Required

New constitution must be approved by members



- ▶ Hold AGM or SGM
- ▶ Provide draft with meeting notice
- ▶ Meeting quorum
- ▶ Achieve required voting threshold

**Board cannot approve alone**





# This is an Opportunity

## → Ongoing compliance

01

Modernise governance

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02

Clarify board roles & structure

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03

Improve quorum & decision rules

04

Strengthen governance systems

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05

Leave a lasting legacy

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# Governance in Practice

Constitution sets the rules — you must implement them

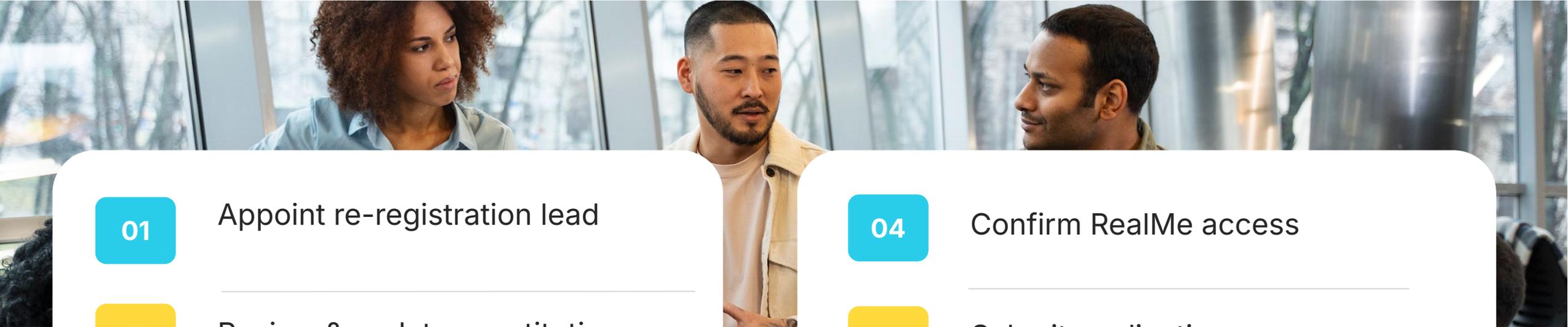
## Required records & systems

- Member register
- Committee member register
- Conflicts register
- Officer consents & certificates
- Minutes & resolutions
- Privacy policy & breach register
- Annual filing obligations
- Health & Safety
- 





# Re-registration Action Plan



01

Appoint re-registration lead

02

Review & update constitution

03

Members approval at AGM/SGM

04

Confirm RealMe access

05

Submit application

06

Embed governance systems

**You must be re-registered by 5 April 2026 - Start NOW**



# Resource Links

- ✓ [Companies Office - Constitution builder tool](#)
- ✓ [IGS - Constitution re-drafting expert assistance](#)
- ✓ [Compliance Inc – Governance compliance system](#)
- ✓ [Companies Office – Re-registration guidance](#)
- ✓ [Sport New Zealand – Re-registration guidance](#)
- ✓ [Sport New Zealand – Pros and cons of incorporation](#)
- ✓ [Sport New Zealand – Nine steps to effective governance](#)
- ✓ [Annual Board work plan template](#)



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