Reregistration Update #3 for 9940 Club Officers
26 March 2025

1. This update has been sent to 9940 Club Presidents, Secretaries and Treasurers for the current Rotary year along with incoming officers for the 2025-26 year, who will have to implement reregistration for their Club between July and November 2025.

2. There have been two previous updates, following earlier 'Advice" in July 2022, and you are recommended to review *all* of them, and any that follow this one, so that you, your Clubs and your members are well prepared for reregistration and beyond. This update covers several aspects of reregistration and touches on what Clubs will need to do, perhaps differently or just more of, in order to sustain their compliance with the Act, its Regulations and the new NZ Rotary Club Constitution.

Rotary Club Constitution

3. As you'll know from previous updates, a new Rotary Club Constitution is being drafted in response to changes introduced by RI but particularly in response to New Zealand legislative changes brought in by the Incorporated Societies Act 2022 and its Regulations. For clarity, the RI Cub Constitution is absolute, it cannot be changed and any/every Rotary Club must adopt it. However, RI rules acknowledge that the laws of the land must also be recognised and acted on accordingly. So the new NZ version of the RI Club Constitution will be in two parts: the first will be the RI Constitution as it currently stands, and the second will be clauses that reflect New Zealand legislation.

4. That Constitution is now in its final draft, having been steered by a multi-District team through a very thorough drafting process, complemented by sound and respected legal advice. Once the final draft is complete, it will be looked over by the team and senior regional advisors then passed to RI's regional office for it to sign-off, at which point that version of the Constitution becomes *the* NZ Rotary Club Constitution. The team has also connected with Companies Office, which is heading up reregistration for all Incorporated Societies, so that when Rotary Clubs start to apply for reregistration the Office knows that the Constitution will be compliant and will be the same in every case.

5. At this point we don't have a definite date re when the Constitution will be approved and become available but when it is…
   a. The first thing that will be done in 9940 is that one Club, RC Mana Tangata, will 'test drive' the reregistration process using the approved Constitution. Immediately after the Club's application has been accepted a specific 'Reregistration Update' will be circulated with any advice about snags, navigating the process etc, along with a pdf of the Constitution.
   b. The next thing – and this is why this Update includes 2025-26 Officers – is that the 9940 Board, along the other Districts, is advising its members, the Clubs, to *apply for reregistration after 1 July* through to 28 November 2025 (the absolute deadline for making an application being 5 April 2026).
   c. As 9940 Clubs' applications are approved the District Directory will be used as an 'inventory' of those registrations and any consequent changes in Club information.

Preparing for reregistration

6. Agreement by Members that the Club should reregister: As you have been advised in previous updates, Clubs must have their members' agreement to proceed with reregistration, with the related requirement of a change of Constitution. This should be done at a Special General Meeting called specifically for that purpose, with a simple majority of those present

being sufficient. Such a meeting could, for example, be tagged on to a Club's Changeover, called as an on-line meeting or substituted for a regular club meeting. So this is one thing you should be scheduling into your Club's calendar *now* so you can apply for reregistration at your earliest opportunity in the new Rotary year.

7. Club Officers must provide their written consent to be Officers and I have provided the IS template for this with previous Updates. It is therefore essential that your Club appoints/nominates its 2025-26 Officers as a matter of some urgency and lists them on ClubRunner – to reregister you must have a minimum of three officers *and* they must have provided their written consents. The Club/its Board will also have to agree who will be your Club's Contact person (or persons, you can have up to three) for IS.

   A note of caution here – you must inform IS, within a given period, when Officers/Contact person have been changed or you will be issued with an Infringement fee of $100 (other Infringement fees apply of between $100 and $500). This is the reason why Districts have opted for reregistration from/*after 1 July*, when the 2025-26 officers are in place, otherwise Clubs would be registering with one set of officers and then immediately having to inform the Registrar of changes.

8. A Register of Officer's Interests must be kept This is one of several requirements under the Act and its Regulations, which are detailed in the guidance published by IS https://is-register.companiesoffice.govt.nz/law-changes-for-societies/

9. Register of Members And just to note here, for the purpose of reregistration the members that count against the IS threshold of **10 members*** are your Active members (which may include Corporate), i.e. those that pay dues and subs and have a vote (defined in the new Club Constitution… RI also only recognises Active members when counting Club and District membership). Registered societies/Clubs must keep an up-to-date Register of Members, which you have in ClubRunner – *all* Clubs have access to ClubRunner because District holds a subscription for itself and its members. I would urge you to check your members' details in CR and update them as necessary – I can help with this should you need it.

   * A Club will only be able to reregister if it meets or exceeds this threshold of 10 members, and it must maintain a membership of 10 or more in order to remain registered. The Registrar has the power to de-register a society that does not meet this requirement. A Rotary Club that is not registered as an Incorporated Society is, under the provisions of the regional insurance package, likely to lose its insurance cover. And under RI rules a Club that is not insured is defined as "failing to function", which can lead to the Club's Charter being revoked.

10. Prepare for new Reporting Requirements This is pertinent to Club Treasurers, hence they have been included in the circulation of this Update. XRB, the External Reporting Board, is keen to ensure that all societies are informed about the changes in financial reporting requirements and how to navigate the accounting standards applicable to them. Treasurers should therefore familiarise themselves with the standards and the reporting requirements at Incorporated Societies » XRB

11. As I say, we will be providing further Updates as things 'go live' but if at any stage you have any questions, issues, need advice or guidance then please contact me as the District's 'point person' for this project. Richard Stephen has added a page on the District website

https://www.rotary9940.org/page/incorporated-society-act-changes-requirements-for-rotary-clubs , which includes a '**Q&A'** option, and you will also find the Updates there.

12. For information only at this stage, with future updates going the Rotary Trust Chairs – towards the end of last calendar year 9940 initiated a project to update the standard Rotary Trust Deed, which was last updated in 2008. By "standard" we are referring to the Deed for any 'Rotary Club of X Charitable Trust', with the intention that it would be used as the Deed for all Charitable Trusts directly associated with a Rotary Club. The Insurance "templates team" has welcomed this approach and other Districts have expressed an interest in it and in assisting with funding any work on it. We have now engaged a legal firm known for its work in the not-for-profit, Charity field with a view to drafting a standard Deed that meets current legislative requirements but is Rotary-centric in the detail. While this is another piece of work that we must 'do right' it is one that we are seeking to deliver on with some urgency. More on this in due course, with updates to Chairs, copied to Presidents…

13. In the context of reregistration using a standard Club Constitution *and* a planned standard Rotary Trust Deed an informal approach has been made to the Regional Council with a proposition that there would be value in having two/three Specialists assigned in the Specialist Hub to be available to any New Zealand Rotary Club to advise and provide support on the 'what, how and why' application of and on-going compliance with these two core governance documents. The approach has been well received, will no doubt be considered by Boards and others such as Rotary Community Leaders, and perhaps should be made as a formal proposal to the Council… your views on this would be welcomed

Adrian Gregory
9940 District Executive Secretary
adrian@helix4consult.co.nz or d9940-secretary@rotaryoceania.zone
027 479 1576