

Rotary Club Reregistration (Incorporated Societies Act 2022)

Update #1, 24-04

This is the first in a series of Updates for 9940 Rotary Clubs to advise, guide and support Clubs and their members on undertaking the process of reregistration as required under the Incorporated Societies Act 2022 (“the new Act”). The Updates will appear circa monthly from now over the next 24 months through to 5 April 2026, at which time any Incorporated Society that has not reregistered will “cease to exist” as a Society.

Overview

All Rotary Clubs in 9940, and throughout New Zealand, are Incorporated Societies, subject to New Zealand legislation and specifically the new Act.

Effectively the new Act brings together all the case law, custom and practice etc since 1908, when the previous Act became law. In doing so the new Act specifies a number of things that Incorporated Societies (“Society/Societies”) may well have been doing but now must do, initially to satisfy the requirements of the reregistration process and on-going to maintain that registration. It is one of the purposes of this and following Updates to alert you to those requirements so that you and your members can prepare to meet them before you start the reregistration process.

However we, as Rotary Clubs in New Zealand, are subject to two jurisdictions: New Zealand legislation and Rotary International (“RI”).

All Rotary Clubs are subject to RI policies and rules, which include the requirement that every Rotary Club must adopt the Rotary Standard Club Constitution. This was last updated by RI in June 2022 but, given that it is ‘standard’ for Clubs across the world, it does not reflect NZ legislation nor, particularly, the new Act. So, all NZ Rotary Districts are collaborating on a revision to the standard Club Constitution that *will* reflect NZ legislation... and we have RI’s consent to do that.

This work on the Club Constitution is essential because no Club can reregister as a Society without a Constitution, but that Constitution must be approved by RI as the NZ standard Rotary Club Constitution. So another purpose of these Updates is to keep you informed about progress with the Constitution. Meanwhile, the advice remains as it has been for some time...

all 9940 Rotary Clubs should continue to operate as they have been doing, under the 1908 Act, and should not seek to begin the process of reregistration until advised that the revised, RI/NZ approved Club Constitution is in place.

Preparing for reregistration

The Incorporated Societies Registrar makes no provision for multiple re-registrations, which is understandable since each Rotary Club is an individual and autonomous legal entity, a Society. Each Club will, therefore, need to undertake reregistration under its own steam. And you are strongly advised to prepare for that, initially by being well informed about what requirements must be met for an applicant to be granted registration as a Society under the Act. The IS Register website provides good, accessible advice, from high level to more detailed - the two below are good starting points and each has links to other pages that will give you more specific and detailed advice:

<https://is-register.companiesoffice.govt.nz/law-changes-for-societies/key-changes/>

<https://is-register.companiesoffice.govt.nz/help-centre/reregistering/getting-ready-for-reregistering/>

Register for IS updates at <https://confirmsubscription.com/h/r/D0F9C27F3287891E2540EF23F30FEDED>

Other sources include Parry Field Lawyers’ Incorporated Societies Information Hub; Community

Governance Aotearoa; and The Institute of Directors' Not-for-profit governance hub.

Preparation will be crucial to ensuring each Club has a straightforward and successful reregistration... and there is plenty of time for all 36 9940 Clubs to achieve that (not forgetting the other 200 or so Clubs in the rest of New Zealand!)

You will be able to find all updates and other information on the District website. The main page to go to, and we suggest you bookmark it, is...

<https://rotary9940.org/page/incorporated-society-act-changes-requirements-for-rotary-clubs>

You can also find the link to this page from the website's main menu - under the item "For Members/Incorporated Society Act changes".

Please let me know if you'd like future Updates to focus on specific issues, such as 'conflict resolution' ("procedures for resolving disputes..." must be in the Constitution), what constitutes an "interest" that Club Officers should register, what the definition of 'Officers' is under the new Act...

And just as a footnote to this section, incorporation as a Society ensures your Club remains insured under the District/NZ Rotary arrangements.

Rotary NZ Club Constitution

A while ago, in response to the new Act and knowing that RI had revised the Standard Club Constitution, all New Zealand District Governors agreed that a collaborative approach to drafting a New Zealand version of the Constitution would best serve all five Districts and well over 200 Clubs. RI consented to this approach and since then a Constitution has been drafted, as a working document, retaining the RI rules but complementing them with rule compliant with the new Act. This draft has been reviewed and reworked by a notable NZ legal firm with significant experience in the not-for-profit field. Some final amendments are about to be made to produce a final (re)draft, which will then be submitted to Districts for their approval.

Significant progress has been made and we are close now to having a standard New Zealand version of the RI Club Constitution that *all* NZ Rotary Clubs will use in reregistering.

With well over 200 Rotary Clubs nationally reregistering, each one using the standard Constitution in the process, we have written to the Minister of Commerce and Consumer Affairs seeking his assurances that there will be "consistent application" of the new Act's Regulations in assessing and approving our reregistrations. One 9940 Club, already identified, will act as a test case and be the first to apply for reregistration so any weaknesses in the documentation or process can be resolved with the Registrar, leaving more than enough time for all other Clubs to reregister.

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This first Update in the series has been sent to 2023-24 Presidents and Secretaries as well as President Elects for 2024-25 for wider dissemination and consideration with Club members.

There will be opportunities to talk more about reregistration at Learning Impact #3 - District Assembly on 4 May at Feilding High School. Meanwhile, please let me have your feedback on the Updates, what you want from them and any contributions you might like to make to them.

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