

## Checklist – Constitution under Incorporated Societies Act 2022

Matter to Cover	Notes	Clause in Rules
Name of society		
Purposes of society	No financial gain of its members. Can restrict the capacity of the society or its rights, powers, and privileges.	
How a person becomes a member	including a requirement that a person must consent to be a member	
How a person ceases to be a member		
Arrangements for keeping the register of members up to date	The register must contain — (a) name; (b) last known contact details; (c) date they became a member; and (d) any other information prescribed by the regulations	
Composition, roles, functions, powers, and procedures of committee, including:		
(i) the number of members that must or may be on the committee	minimum 3, and majority must be members unless an exemption is arranged under the regulations.	
(ii) the election or appointment of officers		
(iii) the terms of office of the officers		
(iv) the functions and powers of the committee (see <a href="#">section 46</a> )	The operation and affairs of a society must be managed by, or under the direction or supervision of, its committee.  <u>Subject to the constitution</u> , the committee has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the society.	
(v) grounds for removal from office of officers (see <a href="#">Section 50(1)</a> )	Constitution can set additional removal grounds, or when they vacate.	
(vi) how the chairperson (if any) will be elected or appointed and whether they have a casting vote		
(vii) the quorum and procedure for committee meetings, including voting procedures;		
How the contact person or persons (up to 3) will be elected or appointed		

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How the society will control and manage its finances		
The method to amend constitution (see <a href="#">section 30 and 31</a> ).	Must be approved at general meeting by simple majority ( <u>or higher if constitution requires</u> ), otherwise can set process. Minor or technical amendments can be made by the committee, if no objections	
Procedures for resolving disputes, including providing for how a complaint may be made (see <a href="#">sections 38 - 44</a> ), which must be consistent with natural justice.	May include all or any of the procedures in <a href="#">clauses 2 to 8 of Schedule 2</a> in its constitution (safe harbour if do so). Any arbitration procedures must be consistent with the <a href="#">Arbitration Act 1996</a> . Can provide a right of appeal or review.	
Arrangements and requirements for general meetings (see <a href="#">sections 84 - 93</a> ), including:		
(i) the intervals between annual general meetings	No later than 6 months after balance date, or 15 months after previous AGM	
(ii) the information that must be presented at general meetings	Must present at AGM (see section 86) (a) an annual report on the operations and affairs of the society during the last accounting period: (b) the financial statements of the society for that period: (c) notice of the conflict of interest disclosures (section 63), including a brief summary of the matters, or types of matters, to which those disclosures relate.	
(iii) when minutes are required to be kept	Must keep AGM minutes, and provide on written request.	
(iv) the manner of calling a general meeting		
(v) whether and, if so, how written resolutions may be passed in lieu of a general meeting	Must opt in to allow. Resolution must be approved by at least 75% of members ( <u>or higher if constitution requires</u> ), either by signing or by electronic approval (if constitution allows). Must send to each member (incl email), allowing up to 3 months to approve. If approved, must send to all who didn't sign.	
(vi) the time within which, and manner in which, notices of general meetings and notices of motion must be notified		

(vii) the quorum and procedure for general meetings, including voting procedures (for example, whether votes may be cast by post or by electronic means), procedures for proxies (if any), and whether the quorum takes into account members present by proxy or casting postal votes or votes by electronic means; and	Quorum can include combo of in person and online.  Constitution may opt in to proxy, postal and electronic voting	
(viii) the arrangements and requirements for special general meetings if 50% or more of the committee are conflicted (section 64), unless it has been negated under section 67)	Can only negate the conflict of interest requirements if conditions prescribed by regulations (if any) are satisfied.	
the nomination of a not-for-profit entity, or a class or description of not-for-profit entities, to which any surplus assets of the society should be distributed on liquidation or removal (see <a href="#">section 5(3)</a> and subpart 5 of Part 5).	Can state order of preference  Can state: “Any surplus assets that remain after the settlement of the society’s debts and liabilities must be given or transferred to 1 or more other entities that are not-for-profit entities, being any other society, institution, association, organisation, or trust that is not carried on for the private benefit of an individual, and whose funds are applied entirely or mainly for benevolent, philanthropic, cultural, charitable, sporting, or public purposes in New Zealand”	
<b>Some Optional Matters to Consider:</b>		
Allow for bylaws	Section 28. Making / repealing a bylaw is not a constitution amendment.	
Allow for reasonable penalty and consequences for non-payment	Section 28	
Remove ability to grant a power of attorney	Section 124(2)	
Threshold and process for approving amalgamation (default = simple majority)	Section 194	
Threshold for liquidation resolution (default = simple majority), and any additional requirements (e.g. must be confirmed at a subsequent general meeting)	Section 229	