

Key changes

The key changes the 2022 Act will bring

Your society can apply for reregistration under the Incorporated Societies Act 2022 (the 2022 Act). Until your society reregisters, it continues to operate under the Incorporated Societies Act 1908 (the 1908 Act).

Below is a summary of the key changes you should know about.


()Comparisons between 1908 Act and 2022 Act

Topic	1908 Act	2022 Act
Number of members	Minimum 15	Minimum 10 All new members must consent to be members (Read more about members' consent (https://is-register.companiesoffice.govt.nz/law-changes-for-societies/whats-changing-for-members/#members-consent))
Committee requirement	Committee not required.	<ul style="list-style-type: none"> • Must have a governing body (committee). • Minimum of 3 people on the committee • Each person on the committee is an officer of the society. • Most committee members must be members of the society (or representatives of a body corporate that is a member of the society)*. <p>* Note — There is a transitional exemption in the regulations. (https://www.legislation.govt.nz/regulation/public/2023/0240/latest/whole.html#LMS891627) For more, read our 'Committees and officers' guide (https://is-register.companiesoffice.govt.nz/law-changes-for-societies/committees-and-officers/).</p>
Concept of an officer	Not explicitly defined.	Includes all committee members, as well as others, for example, treasurer, CEO.
Officers' duties	Duties are not clearly articulated.	Six broadly expressed duties modelled on directors' duties in the Companies Act 1993 to: <ol style="list-style-type: none"> 1. Act in good faith and in the best interests of the society 2. Exercise powers for proper purposes only 3. Comply with the Act and the constitution 4. Exercise reasonable care and diligence 5. Not create a substantial risk of serious loss to creditors 6. Not incur an obligation the officer doesn't reasonably believe the society can perform.
Dedicated contact person	No requirement.	<ul style="list-style-type: none"> • Societies must have at least one contact person and no more than 3. • Your society's constitution must specify how each contact person is appointed or elected. • A contact person doesn't need to be an officer of the society. • Their details are only for the Registrar to use, they won't be made publicly available.
Annual General Meeting (AGM)	No guidance.	Must be held no later than 6 months after the society's balance date.
Financial statements filed with Registrar	Must be filed annually.	Must be filed within 6 months of the society's balance date. No change for societies that are registered charities, (see note 1 below (https://is-register.companiesoffice.govt.nz/law-changes-for-societies/key-changes/#table-notes)).

Topic	1908 Act	2022 Act
Annual return	No requirement to file an annual return.	<ul style="list-style-type: none"> Must be completed annually. Completed each time you file your annual financial statements. Involves reviewing, updating, and confirming key information about your society to make sure it is still operating legally. No change for societies that are registered charities, (see note 1 below (https://is-register.companiesoffice.govt.nz/law-changes-for-societies/key-changes/#table-notes)).
Manner of preparing financial statements	A society is not required to apply XRB accounting standards, unless it's also a registered charity.	<p>Only a 'small society' (https://is-register.companiesoffice.govt.nz/law-changes-for-societies/meeting-reporting-requirements/#new-reporting-standards)</p> <p>'not registered as a charity is exempt from using XRB accounting standards. No change for societies that are registered charities (see note 1 below (https://is-register.companiesoffice.govt.nz/law-changes-for-societies/key-changes/#table-notes)).</p>
Rules document	<ul style="list-style-type: none"> Referred to as 'Rules'. The 1908 Act sets out what must be included, but it's a relatively small list of mandatory rules. 	<ul style="list-style-type: none"> Referred to as a 'Constitution'. The 2022 Act and 2023 Regulations set out what your constitution must contain and includes different mandatory provisions than the 1908 Act.
Review of draft constitutions (rules documents)	<ul style="list-style-type: none"> The Registrar of Incorporated Societies may (at their discretion) review any proposed rules or alteration of rules where such rules or alterations have not yet been enacted by a society. 	<ul style="list-style-type: none"> The Registrar of Incorporated Societies is not required to review draft constitutions. The society's officers must ensure the constitution complies with the Act.
Society's name	<ul style="list-style-type: none"> Must have a name that ends with the word 'Incorporated'. 	<ul style="list-style-type: none"> Must have a name that ends with the word 'Incorporated', 'Inc' or the word 'Manatōpū'. You can choose to use a combination of these words as the last words of the society's name.
Use of te reo Māori in records and documents	<ul style="list-style-type: none"> Documents must be written in English. All records must be kept in English. 	<ul style="list-style-type: none"> Documents, such as the constitution and bylaws or documents required under the Act can be written in te reo Māori or English. All records, including financial records, can be kept in te reo Māori or English.
Resolving disputes	The Act doesn't specifically require societies to have procedures for resolving disputes.	<ul style="list-style-type: none"> All societies must have procedures for managing internal disputes in a way that's consistent with natural justice. These must be documented in a society's constitution.
Distribution of surplus assets after winding up (see note 2 below (https://is-register.companiesoffice.govt.nz/law-changes-for-societies/key-changes/#table-notes))	Surplus assets can be given to any party in accordance with the rules of your society.	Surplus assets must be given to an identified not-for-profit organisation or class of organisation that is identified in your constitution.
Amalgamations	No legislative framework for amalgamations of two or more societies.	Amalgamations can take place in a similar way to the Companies Act 1993, but follow a simplified process for Incorporated Societies.

Topic	1908 Act	2022 Act
Criminal offences	Generic offences set out in the Crimes Act 1961.	Six offences that target egregious conduct including: <ol style="list-style-type: none"> 1. Making false statements 2. Fraudulent use or destruction of property 3. Falsification of documents 4. Defrauding of creditors 5. Improper use of 'Incorporated', 'Inc' or its te reo version 'Manatōpu' 6. Breaching of a banning order.

0


Note 1

Incorporated societies that are registered charities will continue to:

- prepare their performance reports or financial statements in line with the reporting standards for registered charities, and
- complete their annual returns with Charities Services.

They don't need to file annual financial statements or complete an annual return with us.


Note 2

Surplus assets are all assets remaining after the society's outstanding debts are paid.

Read our related guides

Getting ready for reregistering

What it means to reregister and what happens if your society doesn't reregister. There are a few things your society will need to do before it reregisters, such as preparing some documents and possibly adopting some new processes to comply with the 2022 Act.

[Read this guide >](#)

(<https://is-register.companiesoffice.govt.nz/law-changes-for-societies/getting-ready-for-reregistering/>)

Committees and officers

Any society that incorporates or reregisters under the 2022 Act from 5 October 2023 must have a governing body (its committee).

- There must be at least 3 people on the committee.
- Each person on the committee is an officer of the society.
- The majority of officers on the committee must also be members of the society (or where a corporate body is a member, a representative of that body) but there is a [transitional exemption in the regulations](https://www.legislation.govt.nz/regulation/public/2023/0240/latest/whole.html#LMS891627). [\(https://www.legislation.govt.nz/regulation/public/2023/0240/latest/whole.html#LMS891627\)](https://www.legislation.govt.nz/regulation/public/2023/0240/latest/whole.html#LMS891627)
- Other people can also be officers even if they're not part of the elected committee. That includes anyone that holds a position which allows them to exercise significant influence over the management or administration of the society.

[Read this guide >](#)

(<https://is-register.companiesoffice.govt.nz/law-changes-for-societies/committees-and-officers/>)

Dispute resolution procedures

To be registered under the 2022 Act your society must have dispute resolution procedures that are consistent with the rules of natural justice. These procedures must be documented in your constitution.

[Read this guide >](#)

(<https://is-register.companiesoffice.govt.nz/law-changes-for-societies/dispute-resolution-procedures/>)

New financial reporting standards

The 2022 Act will introduce changes for how some societies prepare their financial statements. New thresholds determine which societies must also have their financial statements audited. Once a society reregisters, it will have to start using External Reporting Board (XRB) accounting standards in its financial statements, unless it qualifies as a 'small society'.

[Read our guide on the new financial reporting requirements >](#)

(<https://is-register.companiesoffice.govt.nz/law-changes-for-societies/meeting-reporting-requirements/>)

What's changing for members

For your society to register under the 2022 Act, it must have a minimum of 10 members. They can be individuals or body corporates (such as other societies). Each new member must consent to being a member.

[Read this guide >](#)

(<https://is-register.companiesoffice.govt.nz/law-changes-for-societies/whats-changing-for-members/>)

Records you must keep

There are specific details you must record in a register of members. Your committee will also need to make sure it's keeping all other records required under the 2022 Act.

[① Read this guide >](#)

<https://is-register.companiesoffice.govt.nz/law-changes-for-societies/records-you-must-keep/>

()How you can stay up to date

We will update the information here on our website throughout the reregistration period. You can also choose to receive updates from us directly to your inbox.

Sign up to receive updates from us (<https://confirmsubscription.com/h/r/D0F9C27F3287891E2540EF23F30FEDED>) >

If you have any questions or comments about these law changes, you can email us at engage@societies.govt.nz (mailto:engage@societies.govt.nz?subject=Law%20changes%20for%20incorporated%20societies).

Published 18 May 2022, last updated 11 December 2024

Crown copyright © 2025

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