

DRAFT FOR CONSULTATION

Incorporated Societies Regulations 2023

Governor-General

Order in Council

At Wellington this day of 2023

Present:
in Council

These regulations are made under sections 254, 255, and 256 of the Incorporated Societies Act 2022—

- (a) on the advice and with the consent of the Executive Council; and
- (b) on the recommendation of the Minister of Commerce and Consumer Affairs.

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Regulations

1 Title

These regulations are the Incorporated Societies Regulations 2023.

2 Commencement

These regulations come into force on 5 October 2023.

Part 1

Preliminary provisions

3 Interpretation

In these regulations, unless the context otherwise requires,—

Act means the Incorporated Societies Act 2022

entity's Act, in relation to a specified entity, has the meaning given in clause 1 of Schedule 3 of the Act

existing society has the meaning given in clause 3(1) of Schedule 1 of the Act

registration number means the registration number of the society recorded by the Registrar under the Act

specified entity has the meaning given in clause 1 of Schedule 3 of the Act.

4 Transitional, savings, and related provisions

The transitional, savings, and related provisions (if any) set out in Schedule 1 have effect according to their terms.

Part 2

Incorporation of societies

5 Application for incorporation: prescribed information

For the purposes of section 9(a) of the Act, an application for incorporation must contain, or be accompanied by, the following information in respect of the proposed society:

- (a) the physical address of the intended registered office:
- (b) the balance date:
- (c) the names of the proposed officers:
- (d) for each person named as an officer, a physical address used by that person:
- (e) confirmation that a named officer considers the number of persons applying to incorporate the society is 10 or more as required by section

8(1) of the Act (*see* section 14 of the Act for how a body corporate is counted):

- (f) confirmation that a named officer considers that the proposed constitution complies with section 26 of the Act.

6 Application for incorporation: prescribed manner

- (1) An application for incorporation must be made online using an Internet site designated for this purpose by the Registrar.
- (2) However, the Registrar may accept an application made in another manner if the Registrar considers it would be unreasonable to refuse the application.

7 Consent to use of identical or almost identical name

- (1) For the purposes of section 11(3)(a) of the Act, a society, company, or body corporate that gives its consent to the use of a name that is identical or almost identical to its own name must give that consent in writing.
- (2) The consent may be given on behalf of the society, company, or body corporate by a person acting under express or implied authority of the society, company, or body corporate.

Part 3

Administration of societies

Officers

8 Liquidators, receivers, and statutory managers are not officers

For the purposes of paragraph (c) of the definition of officer in section 5(1) of the Act, the following classes of persons are declared not to be officers for the purposes of the Act:

- (a) liquidators:
- (b) receivers:
- (c) statutory managers.

9 Disqualification of officers: prescribed countries, States, or territories

Any country, State, or territory outside New Zealand is a prescribed country, State, or territory for the purposes of section 47(3)(g) of the Act (which relates to when certain overseas orders may disqualify a person from being an officer).

10 Application to waive disqualifying factors

- (1) An application to waive disqualifying factors for officers under section 48(1) of the Act must be made online using an Internet site designated for this purpose by the Registrar.

- (2) However, the Registrar may accept an application made in another manner if the Registrar considers it would be unreasonable to refuse the application.

11 Notice of change in information relating to officers

In addition to the matters specified in section 52(1)(a) and (b) of the Act, and for the purposes of section 52(1)(c) of the Act, a society must ensure that notice of the following is given to the Registrar:

- (a) a change in an officer's name and the date of the change;
- (b) a change in an officer's physical address notified to the Registrar and the date of the change.

12 Manner of notifying elections, appointments, and other changes relating to officers

- (1) The society must give notice to the Registrar under section 52 of the Act online using an Internet site designated for this purpose by the Registrar.
- (2) However, the Registrar may accept notice made in another manner if the Registrar considers it would be unreasonable to refuse to accept the notice.

Members

13 Register of members

For the purposes of section 79(2)(d) of the Act, the register of members kept by the society must contain, if known,—

- (a) the name of each former member of the society; and
- (b) the date on which they ceased to be a member.

14 Attendance at annual general meetings

For the purposes of section 84(4) of the Act, if a society has 1,000 or more members, the society's constitution may provide that a right to attend an annual general meeting applies only to delegates or other representatives of members (rather than to all members).

Financial reporting

15 Definition of total current assets

- (1) For the purposes of section 103 of the Act, **total current assets** means the total value of the society's assets that each individually satisfy any 1 or more of the following criteria:
 - (a) the asset is expected to be sold or otherwise disposed of within 12 months of the society's balance date;
 - (b) the asset is primarily held for the purpose of being traded;

- (c) the asset is cash or a cash equivalent and is not restricted from being exchanged or used to settle a liability for at least 12 months after the society's balance date.
- (2) In this regulation,—
- cash** means cash on hand and demand deposits
- cash equivalent** means a short-term, highly liquid investment that is readily convertible to a known amount of cash and that is subject to an insignificant risk of changes in value.
- 16 Annual financial statements of certain societies must be audited**
- (1) For the purposes of section 105 of the Act, a society that meets both of the criteria described in **subclause (2)** must ensure that the financial statements required to be prepared under section 102 of the Act are audited by a qualified auditor.
- (2) The criteria are that—
- (a) the society is not a charitable entity; and
- (b) in each of the 2 preceding accounting periods of the society, the total operating expenditure of the society and all entities it controls (if any) is \$3,000,000 or more.

Annual return

17 Annual returns: prescribed manner

- (1) A society must give an annual return required under section 109 of the Act to the Registrar within 6 months after the society's balance date.
- (2) The society must give the return to the Registrar by submitting it online to an Internet site designated for this purpose by the Registrar.
- (3) However, the Registrar may accept a return made in another manner if the Registrar considers it would be unreasonable to refuse to accept the return.

18 Annual returns: prescribed information

A society's annual return under section 109 of the Act must contain the following information:

- (a) the name of the society;
- (b) the balance date of the society;
- (c) the New Zealand Business Number of the society;
- (d) the physical address of the registered office of the society;
- (e) the name and contact details of at least 1 contact person;
- (f) the name of, and a physical address used by, each officer of the society;
- (g) whether, at the time the return is given to the Registrar,—

- (i) the society has 10 or more members as required by section 74 of the Act (*see* section 14 of the Act for how a body corporate is counted); and
- (ii) the information about the society on the register of incorporated societies is correct.

Registered office

19 Notice of change of registered office

- (1) If a society vacates its registered office, the society must give notice to the Registrar under section 111(3) of the Act of the change within 30 working days after the society vacates the office.
- (2) A society must give notice to the Registrar under section 111(3) of the Act of any change to its registered office online using an Internet site designated for this purpose by the Registrar.
- (3) However, the Registrar may accept a notice given in another manner if the Registrar considers it would be unreasonable to refuse to accept the notice.

Contact person

20 Notice of change of contact person

- (1) The society must give notice to the Registrar under section 116 of the Act of a change in a contact person, or a change in the name or the contact details of a contact person, online using an Internet site designated for this purpose by the Registrar.
- (2) However, the Registrar may accept a notice given in another manner if the Registrar considers it would be unreasonable to refuse to accept the notice.

Name of society

21 Application to change name of society

- (1) A society must make an application under section 117 of the Act to change the name of a society online using an Internet site designated for this purpose by the Registrar.
- (2) However, the Registrar may accept an application made in another manner if the Registrar considers it would be unreasonable to refuse to accept the application.
- (3) *See also regulation 7* if seeking to use a name that is identical or almost identical to the name of any other society, company carrying on business in New Zealand, or other New Zealand body corporate.

*Service of documents***22 Service of documents on society in legal proceeding**

- (1) A document in a legal proceeding must be served on a society in accordance with any directions of a court having jurisdiction in the proceedings.
- (2) If a court has not provided directions as to service of documents, a document in a proceeding may be served on a society by—
 - (a) delivering it to an officer or employee of the society at the society's registered office; or
 - (b) leaving it at the society's registered office; or
 - (c) serving it in accordance with an agreement made with the society; or
 - (d) serving it at an address for service given in accordance with the rules of the court having jurisdiction in the proceeding or by such means as a solicitor has, in accordance with those rules, stated that the solicitor will accept service; or
 - (e) in the case of service by the Registrar only, delivering it to a contact person of the society.

23 Service of documents on society other than in legal proceeding

A document, other than a document in a legal proceeding, may be served on a society by—

- (a) delivering it to an officer or employee of the society at the society's registered office; or
- (b) leaving it at the society's registered office; or
- (c) serving it in accordance with an agreement made with the society; or
- (d) emailing it to the society at an email address that is used by the society; or
- (e) posting it to the society's registered office or delivering it to a box at a document exchange that the society is using; or
- (f) sending it by fax to the society's registered office; or
- (g) in the case of service by the Registrar only, delivering it to a contact person of the society.

24 Service of documents on officers in legal proceeding

- (1) A document in a legal proceeding involving an officer of a society under the Act must be served on the officer in accordance with any directions of a court having jurisdiction in the proceedings.
- (2) If a court has not provided directions as to service of documents, a document in a legal proceeding involving an officer of a society under the Act may be served on the officer by—

- (a) delivering it to the officer; or
 - (b) leaving it at a physical address used by the officer (if known); or
 - (c) leaving it at the society's registered office; or
 - (d) serving it in accordance with an agreement made with the officer; or
 - (e) serving it at an address for service given in accordance with the rules of the court having jurisdiction in the proceeding or by such means as a solicitor has, in accordance with those rules, stated that the solicitor will accept service.
- (3) However, if a society is taking legal proceedings against an officer of the society, service of a document in accordance with subclause (2)(c) is not sufficient to be considered service on the officer.

25 Service of documents on officers other than in a legal proceeding

- (1) A document, other than a document in legal proceeding, may be served on an officer of a society under the Act by—
- (a) delivering it to the officer; or
 - (b) leaving it at a physical address used by the officer (if known); or
 - (c) leaving it at the society's registered office; or
 - (d) serving it in accordance with an agreement made with the officer; or
 - (e) emailing it to the officer at an email address used by the officer; or
 - (f) emailing it to the society at an email address used by the society; or
 - (g) posting it to a physical address used by the officer or by delivering it to a box at a document exchange that the officer is using at the time; or
 - (h) posting it to the society's registered office or by delivering it to a box at a document exchange that the society is using at the time; or
 - (i) sending it by fax to the officer's residential address; or
 - (j) sending it by fax to the society's registered office.
- (2) However, if a society is serving a document on an officer of the society under the Act, service of the document in accordance with **subclause (1)(c), (f), (h), or (j)** is not sufficient to be considered service on the officer.

26 Receipt of documents

- (1) The regulation applies for the purposes of **regulations 22 to 25**.
- (2) A document is treated as received,—
- (a) if it is delivered to a natural person,—
 - (i) when it is handed to that person; or
 - (ii) if the person refuses to accept the document, when it is brought to the attention of, and left it in a place accessible to, that person:

- (b) if it is emailed, on the first working day following the day on which it is sent:
 - (c) if it is posted, 5 working days after it is posted or any shorter period determined by the court in a particular case:
 - (d) if it is delivered to a document exchange, 5 working days after it is delivered or any shorter period determined by the court in a particular case:
 - (e) if it is sent by fax, on the first working day following the day on which it was sent.
- (3) In proving the serving of a document—
- (a) by email, it is sufficient to prove that—
 - (i) the document was properly addressed; and
 - (ii) the document was properly sent to the email address:
 - (b) by post or by delivery to a document exchange, it is sufficient to prove that—
 - (i) the document was properly addressed; and
 - (ii) all postal or delivery charges were paid; and
 - (iii) the document was posted or was delivered to the document exchange:
 - (c) by fax, it is sufficient to prove that the document was properly transmitted by fax to the person concerned.
- (4) A document is not to be treated as having been given to a person if that person proves that, through no fault on their part, the document was not received within the time specified or at all.

Register of incorporated societies

27 Contents of register

In addition to the information listed in section 233(1)(a) to (h) of the Act, the register must contain the following information for each society:

- (a) a copy of the certificate of incorporation; and
- (b) if a society has been party to an amalgamation under subpart 2 of Part 5 of the Act, a copy of the certificate of amalgamation.

28 Search of register

In addition to the criteria listed in section 237(2)(a) to (d) of the Act, the register may be searched by reference to the following criteria:

- (a) the former names of a society held by the society while incorporated under the Act:

- (b) the name of a former officer of the society while incorporated under the Act.

Part 4

Removal from register, amalgamation, liquidation, and other processes

Removal from register

29 Request for removal from register: prescribed manner

- (1) A request under section 175(1)(a) of the Act for a society to be removed from the register must be made online using an Internet site designated for this purpose by the Registrar.
- (2) However, the Registrar may accept a request made in another manner if the Registrar considers it would be unreasonable to refuse the request.

30 Notice of intention to remove from register: persons to which Registrar must give notice

The Registrar must give notice under section 177(1)(a) of the Act of the intention to remove a society from the register to the following persons:

- (a) a contact person of the society;
- (b) the society (by delivering notice to the society's registered office);
- (c) if the society is a charitable entity, the department of State that, with the authority of the Prime Minister, is responsible for administering the Charities Act 2005;
- (d) the Commissioner of Inland Revenue.

31 Notice of intention to remove from register: prescribed manner

The Registrar must give notice to the public under section 177(1)(a) of the Act of the intention to remove a society from the register by publishing that notice—

- (a) in the *Gazette*; and
- (b) for at least 20 working days on an Internet site designated for this purpose by the Registrar.

32 Notice of intention to remove from register: minimum time frame for delivering objection to removal

For the purposes of section 177(2)(a) of the Act, the date specified in the notice by which an objection to the removal of a society from the register must be delivered to the Registrar must be no less than 20 working days after the date of the notice.

*Restoration to register***33 Application for restoration to register: persons who may apply**

The following persons may apply under section 185(1) or (2) of the Act for a society to be restored to the register:

- (a) a person who was an officer or member of the society at the time of its removal from the register:
- (b) a liquidator or receiver of the society at the time of its removal from the register:
- (c) a creditor or person with an undischarged claim against the society at the time of its removal from the register:
- (d) a party to legal proceedings against the society at the time of its removal from the register.

34 Application for restoration to register: prescribed manner

- (1) An application under section 185(1) or (2) of the Act for a society to be restored to the register must be made online using an Internet site designated for this purpose by the Registrar.
- (2) However, the Registrar may accept an application made in another manner if the Registrar considers it would be unreasonable to refuse the application.

35 Notice of proposed restoration to register: prescribed manner

The Registrar must give notice to the public under section 186(1) of the Act of the intention to restore a society to the register by publishing that notice—

- (a) in the *Gazette*; and
- (b) for at least 20 working days on an Internet site designated for this purpose by the Registrar.

36 Notice of proposed restoration to register: minimum time frame for delivering objection to restoration

For the purposes of section 186(3) of the Act, the date specified in the notice by which an objection to the restoration of a society to the register must be delivered to the Registrar must be no less than 20 working days after the date of the notice.

37 Persons who may apply to court for restoration to register

For the purposes of section 188(2)(a) of the Act, the following persons may apply to the court for a society to be restored to the register:

- (a) a person who was an officer or member of the society at the time of its removal from the register:
- (b) a liquidator or receiver of the society at the time of its removal from the register:

- (c) a creditor or person with an undischarged claim against the society at the time of its removal from the register:
- (d) a party to legal proceedings against the society at the time of its removal from the register.

38 Application for restoration of existing society to register: prescribed manner

- (1) An application under clause 12(6) of Schedule 1 of the Act for an existing society to be restored to the register must be made online using an Internet site designated for this purpose by the Registrar.
- (2) However, the Registrar may accept an application made in another manner if the Registrar considers it would be unreasonable to refuse the application.

Amalgamations

39 Amalgamation proposal: prescribed information

For the purposes of section 192(c) of the Act, an amalgamation proposal must set out the following information:

- (a) the names of the amalgamating societies:
- (b) the New Zealand Business Numbers or registration numbers (if any) of the amalgamating societies:
- (c) the name of the proposed amalgamated society:
- (d) the physical address of the intended registered office of the proposed amalgamated society:
- (e) the balance date of the proposed amalgamated society:
- (f) the names of the proposed officers of the proposed amalgamated society:
- (g) confirmation that a named officer considers the number of persons who would be members of the proposed amalgamated society is 10 or more as required by section 74(1) of the Act (*see* section 14 of the Act for how a body corporate is counted):
- (h) confirmation that a named officer considers that the proposed constitution of the amalgamated society complies with section 26 of the Act.

40 Notice of amalgamation proposal: prescribed manner

For the purposes of section 193(c) of the Act, the committee of each amalgamating society that is proposing to amalgamate must publish notice of the proposed amalgamation—

- (a) in at least 1 issue of a newspaper circulating in the area in New Zealand in which its registered office is situated; or
- (b) on an Internet site or social media account that—
 - (i) is maintained by or on behalf of the society; and

- (ii) is publicly accessible free of charge at all reasonable times.

41 Registration of amalgamation: prescribed information

For the purposes of section 197(c) of the Act, the Registrar must be sent the following information in respect of the proposed amalgamated society:

- (a) the name and contact details of at least 1 contact person of the proposed amalgamated society;
- (b) for each person named as an officer,—
 - (i) a physical address used by that person; and
 - (ii) a certificate from that person confirming the person is not disqualified from being elected or appointed or otherwise holding office as an officer of the society.

Other matters relating to removal or liquidation of society

42 Request for alternative distribution of surplus assets: persons who may make request

For the purposes of section 216(2)(b) of the Act, the following persons may request the Registrar to act under section 216(1)(d) of the Act to direct distribution of the surplus assets of a society:

- (a) a liquidator or receiver of the society;
- (b) a member of the society.

43 Request for alternative distribution of surplus assets: prescribed manner

- (1) A request under section 216(2)(b) of the Act for the Registrar to act under section 216(1)(d) of the Act to direct distribution of the surplus assets of a society **must be made** online using an Internet site designated for this purpose by the Registrar.
- (2) However, the Registrar may accept a request made in another manner if the Registrar considers it would be unreasonable to refuse the request.

44 Application to Registrar-General of Land to alter register of land: prescribed manner

- (1) For the purposes of section 225(2) of the Act, an application to the Registrar-General of Land to alter the register of land to give effect to a direction of the Registrar under subpart 5 of Part 5 of the Act must—
 - (a) be presented in the form of a transmission instrument; and
 - (b) be made by the person in whom the land has vested under the direction; and
 - (c) specify the record of title for the vested land; and
 - (d) include a copy of the direction given by the Registrar.

- (2) In this regulation—
- record of title** has the meaning given in section 5(1) of the Land Transfer Act 2017
- transmission instrument** means a transmission instrument required under section 87 of the Land Transfer Act 2017 to be used to register transmission.

Part 5

Societies and entities incorporated under other or former Acts

Reregistration of existing societies as societies under Act

45 Application for reregistration: prescribed information

For the purposes of clause 5(3)(a) of Schedule 1 of the Act, an application from an existing society for reregistration as a society under the Act must contain, or be accompanied by, the following information in respect of the existing society:

- (a) the New Zealand Business Number or registration number (if any):
- (b) the physical address of the intended registered office:
- (c) the balance date:
- (d) the names of the proposed officers:
- (e) for each person named as an officer,—
 - (i) a physical address used by that person; and
 - (ii) a certificate from that person confirming the person is not disqualified from being elected or appointed or otherwise holding office as an officer of the society:
- (f) confirmation that a named officer considers that the number of persons applying to incorporate the society is 10 or more as required by section 8(1) of the Act (*see* section 14 of the Act for how a body corporate is counted):
- (g) confirmation that a named officer considers that the proposed constitution complies with section 26 of the Act.

46 Application for reregistration: prescribed manner

- (1) An application for reregistration of an existing entity as an incorporated society must be made online using an Internet site designated for this purpose by the Registrar.
- (2) However, the Registrar may accept an application made in another manner if the Registrar considers it would be unreasonable to refuse the application.

*Reregistration of specified entities as societies under Act***47 Acts under which entities formed or incorporated may reregister as incorporated society**

The following Acts are specified for the purposes of section 257 and Schedule 3 of the Act as Acts under which a body corporate or other association that is formed or incorporated may be reregistered as an incorporated society under this Act:

- (a) the New Zealand Library Association Act 1939:
- (b) the Libraries and Mechanics' Institutes Act 1908.

48 Preconditions for entity to be specified entity that may reregister as incorporated society

A body corporate or other association to which section 257 of the Act applies must meet the following preconditions in order to be able to apply for reregistration as an incorporated society under the Act:

- (a) the members of the entity must pass a resolution supporting the reregistration of the entity as an incorporated society under the Act:
- (b) in the case of the New Zealand Library Association (Incorporated) (the **Association**) (an entity incorporated under the New Zealand Library Association Act 1939), the Association's proposed constitution, a copy of which must accompany its application for reregistration in accordance with clause 3(e) of Schedule 3 of the Act, must include the following rules:
 - (i) that any local authority that has established, or has power to establish, a public library may be admitted to and become a member of the Association:
 - (ii) that any corporate body may be admitted to and become a member of the Association unless the objects of the Association, as defined in its rules, are ultra vires of that corporate body.

49 Application for reregistration of specified entity as incorporated society: prescribed information

For the purposes of clause 3(b) of Schedule 3 of the Act, an application from a specified entity for reregistration as a society under the Act must contain, or be accompanied by, the following information in respect of the specified entity:

- (a) the New Zealand Business Number or registration number (if any):
- (b) the title of the entity's Act and of any associated secondary legislation:
- (c) the physical address of the intended registered office:
- (d) the balance date:
- (e) the names of the proposed officers:

- (f) for each person named as an officer,—
 - (i) a physical address used by that person; and
 - (ii) a certificate from that person confirming the person is not disqualified from being elected or appointed or otherwise holding office as an officer of the society;
- (g) confirmation that a named officer considers the number of persons applying to incorporate the society is 10 or more as required by section 8(1) of the Act (*see* section 14 of the Act for how a body corporate is counted);
- (h) confirmation that a named officer considers that the proposed constitution complies with section 26 of the Act.

50 Application for reregistration of specified entity as incorporated society: prescribed manner

- (1) An application for reregistration of a specified entity as an incorporated society must be made online using an Internet site designated for this purpose by the Registrar.
- (2) However, the Registrar may accept an application made in another manner if the Registrar considers it would be unreasonable to refuse the application.

51 Conditions for specified entity that reregisters as incorporated society: New Zealand Library Association

- (1) For the purposes of clause 4 of Schedule 3 of the Act, the New Zealand Library Association (Incorporated) (the **Association**) must comply with the condition set out in **subclause (2)** after it has reregistered as an incorporated society under the Act.
- (2) The Association must maintain the rules described in **regulation 48(b)(i) and (ii)** in its constitution.

Incorporated branches and groups of branches

52 Notice of branch or group of branches of society incorporated under Incorporated Societies Amendment Act 1920 seeking certain sections of that Act to cease to apply: prescribed manner

- (1) A notice under clause 17 of Schedule 1 of the Act for sections 6 and 7 of the Incorporated Societies Amendment Act 1920 to cease to apply to a branch or group of branches of a society must be given online using an Internet site designated for this purpose by the Registrar.
- (2) However, the Registrar may accept a notice given in another manner if the Registrar considers it would be unreasonable to refuse the notice.

Part 6 Infringement fees and other fees

Penalties for infringement offences

53 Descriptions in Schedule 2 are indications only

The descriptions in the second column of **Schedule 2** are an indication of the content of the provisions they describe and are not intended to be used in the interpretation of those provisions.

54 Penalties for infringement offences

The penalties for an infringement offence in the Act are the penalties specified for that infringement offence in the third column of **Schedule 2**.

Infringement notice and reminder notice

55 Infringement notice

An infringement notice issued under section 162 of the Act must be in the form set out in **Schedule 3**.

56 Reminder notice

For the purposes of section 167 of the Act a reminder notice must be in the form set out in **Schedule 4**.

Penalties for failure to deliver documents or give notice

57 Penalties for failure to deliver documents or give notice to Registrar

- (1) A person must pay the fee set out in subclause (2) to the Registrar if they fail to meet a requirement under one of the following provisions of the Act to deliver the document or give the notice specified in that provision to the Registrar within the time required under that provision:
- (a) section 33(1) (requirement to provide documents relating to an amendment to a society's constitution):
 - (b) section 52(2) (requirement to provide notice of elections or appointments or of other changes):
 - (c) section 102(3) (requirement to provide financial statements):
 - (d) section 107 (requirement to provide documents relating to auditor's report):
 - (e) section 109(1) (requirement to provide annual return):
 - (f) section 111(3) (requirement to give notice of change of registered office):
 - (g) section 116(2) (requirement to give notice of change of contact person):

- (h) section 180(4) (requirement to give notice of a specified application):
 - (i) section 180(5) (requirement to give notice of withdrawal of specified application):
 - (j) clause 9(5) of Schedule 1 (requirement to provide documents relating to an amendment to an existing society's constitution).
- (2) The amount of the fee is as follows:
- (a) if the document is delivered or notice is given no later than 30 working days after the date it is required to be delivered or given under the relevant section, \$25:
 - (b) if the document is delivered or notice is given more than 30 working days after the date it is required to be delivered or given under the relevant section, \$100.
- (3) The fees specified in **subclause (2)** are exclusive of goods and services tax.

Part 7

Transitional regulations for implementation of Act

58 Revocation of this Part

In accordance with section 256(4) of the Act, this Part is revoked on the close of the date that is 5 years after the date on which clause 4 of Schedule 1 of the Act comes into force.

59 Definition for this Part

For the purposes of this Part, **transitional period** means the period that begins on 5 October 2023 and ends on the revocation of this Part.

60 Majority of committee may be made up of non-members during transitional period

Section 45(3) of the Act does not apply to a society during the transitional period if—

- (a) the society notifies the Registrar in the form and manner approved by the Registrar that the society will not comply with section 45(3); and
- (b) either—
 - (i) the proposed constitution provided as part of the application for incorporation or reregistration (as applicable) expressly provides for the majority of the committee to be made up of officers who are not members or representatives of bodies corporate that are members; or
 - (ii) a copy of an amendment to the constitution and a copy of the amended constitution given to the Registrar under section 33 of the Act expressly provides for that.

61 Existing societies reregistered under Act may continue to restrict attendance at annual general meetings during transitional period

Despite section 84 of the Act, during the transitional period a society may restrict the right to attend annual general meetings to delegates or other representatives of members (rather than all members) if the society fulfils the following conditions:

- (a) the society was an existing society and has been reregistered under clause 7 of Schedule 1 of the Act; and
- (b) immediately before 5 October 2023, the society's constitution included a provision restricting attendance at its annual general meetings to delegates or other representatives of members; and
- (c) the society's proposed constitution provided as part of the application for reregistration under clause 7 of Schedule 1 of the Act includes that provision.

Schedule 1
Transitional, savings, and related provisions

r 4

Part 1
Provisions relating to these regulations as made

There are no transitional, savings, or related provisions in these regulations as made.

Schedule 2

Infringement offences and fees

Section	General description of offences	rr 53, 54 Infringement fee (\$)
33	Failure to notify the Registrar of amendments to the constitution	100
52	Failure to notify Registrar of elections or appointments and other changes relating to officers	100
79	Failure to maintain a register of members	100
84(1)	Failure to call annual general meeting	500
84(3)	Failure to hold, and keep minutes of, annual general meetings	500
92	Failure to send copy of passed resolution in lieu of meeting to certain members	200
102(3)	Failure to register financial statements	500
109(1)	Failure to register an annual return	100
110	Failure to have registered office	100
116	Failure to give Registrar notice of change of contact person	200

Schedule 3
Infringement notice

55

[To come]

Schedule 4 Reminder notice

56

[To come]

Clerk of the Executive Council.

Explanatory note

This note is not part of the regulations, but is intended to indicate their general effect.

[To come]

Regulatory impact statement

The [name(s) of agency/agencies] produced [a regulatory impact statement/regulatory impact statements] on [date] to help inform the decisions taken by the Government relating to the contents of this instrument.

[A copy of this regulatory impact statement/Copies of these regulatory impact statements] can be found at—

- [Insert URL link(s) to the RIS on the agency's/agencies' Internet site(s)]
- <https://treasury.govt.nz/publications/informationreleases/ris>

Issued under the authority of the Legislation Act 2019.

Date of notification in *Gazette*:

These regulations are administered by the Ministry of Business, Innovation, and Employment.