

Updated Constitution for Wai Kōkopu Incorporated

1. Why are we doing this?

A brand new Incorporated Societies Act was passed in 2022. It is named the Incorporated Societies Act 2022. It replaced the Incorporated Societies Act 1908.

This was done by Parliament with the purpose of promoting high-quality governance of societies and making the law of societies more accessible by making it more consistent with some of the principles of company law.

Incorporated Societies are organisations with lawful purposes other than for the financial gain of any of their members.

2. Why now?

Existing Incorporated Societies that do not reregister under the new act by **5 April 2026** will cease to exist.

The consequences of this are severe include ceasing to be a separate legal entity, unable to sign contracts, limited liability ceases, (ie members may be personally liable for debts and obligations) and loss of protection of the society's name.

3. What is the process to re-register?

1. First draft a new constitution which complies with the new Incorporated Societies Act.
2. Then the members of Wai Kōkopu need to approve the new constitution at an AGM or SGM.
3. We intend to do this at our **AGM on 18th November**.
4. At the AGM we also need to confirm/appoint the Board.
5. Then apply online to re-register Wai Kōkopu. (Note that Incorporated Societies Register is found on the Companies website under "All Registers").

4. What has changed in the new Constitution?

- (a) We have endeavoured to keep as much of the existing Wai Kōkopu Constitution as possible including the Purposes of Wai Kōkopu.

- (b) We have endeavoured to make it compliant with the requirements of the new Incorporated Societies Act 2022 so that we can successfully re-register.
- (c) We have removed provisions relating to the “Interim Board” from our present constitution as they are no longer relevant.
- (d) Because we are a Charity as well as an Incorporated Society we have added in the Charities Act requirement for 3 yearly review of governance procedures - **clause 93b of the Constitution**.
- (e) Incorporated Societies are now required to have a dispute resolution process. Instead of ‘reinventing the wheel’, we have adopted the those in Schedule 2 of the Act.
- (f) We have tweaked some things here and there trying to make it align with how we operate in practise.
- (g) The Act uses ‘**Committee**’ instead of ‘**Board**’ as the governing body of the Society. To remain consistent with our old constitution we have retained ‘Board’ and in the definitions defined ‘Board’ and ‘Committee’ as having the same meaning as each other.
- (h) The minimum legally required Board Members under the Act is 3. We have used 4 for the Board of Wai Kōkopu as our minimum, and the majority must be members.
- (i) We have set a maximum at 10 Board members, (as more gets less effective for good decision making and governance), including a maximum of 3 co-opted Board members within that number.
- (j) We have kept two-thirds of those members voting as the required majority to approve or alter the constitution, or to wind up the Society.
- (k) Selecting an item in the Index should take you directly to the relevant clause.
- (l) Definitions are at the back.

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Treasurer & Board Member