

## **Notice to:** Mercury Bay Game Fishing Club Members

**Re:** Incorporated Societies Act 2022

### **Background:**

A Bill to replace the Incorporated Societies Act 1908 was signed into law on 5 April 2022 and came into force on 5 October 2023, so that there is now an Incorporated Societies Act 2022 (Act).

The Club has to re-register as an Incorporated Society under this new Act by 5 April 2026, else it will cease to exist and obviously this will have some far-reaching implications.

To re-register, the Club must have an updated Constitution that meets the requirements of the new Act.

The 2022 Act modernises the way societies operate. It is more comprehensive than the 1908 Act and will help to integrate best practice processes into all societies (for example, ensuring societies have good mechanisms in place for handling internal disputes and prepare financial statements to a consistent set of standards). The 2022 Act places a stronger emphasis on officers acting in the best interest of the society, not its members.

### **Registration process and timing:**

- This notice to all Club members includes:
  - o the proposed new draft Constitution
  - o the current Constitution
  - o a list of the minimum requirements that the new Constitution must contain with a list of the corresponding clauses within the new draft Constitution.
- The draft Constitution will also be available on the Club website or in hard copy from the Office.
- The Committee intends to hold 3 workshops where we invite members to ask questions or provide feedback on the draft Constitution.
  - o Monday, 18 November 2024 6pm – 7pm
  - o Monday, 16 December 2024 6pm – 7pm
  - o Sunday, 19 January 2025 2pm – 3pm
- We also invite members to email their feedback or questions to: [Constitution@mbgfc.co.nz](mailto:Constitution@mbgfc.co.nz)
- After all feedback has been considered, a final version of the proposed new Constitution will be made available at the end of March.
- A vote will need to be held to approve the new Constitution. This will be done at the AGM in September 2025.
- Voting will be done according to the current Constitution:
  - o Clause 5(l)

*Only Financial members, Permanent members and Life members will qualify to hold office in the Club and cast one vote at General meetings.*

- o Clause 16
  - (a) *No addition to, alteration or revision of these Rules shall be made except at a General Meeting by three fifths of the members present and entitled to vote at any General Meeting of the Club for which due notice of the proposed addition to amendment or rescission has been given.*
  - (b) *Notice of any addition to, amendment or rescission shall be on the recommendation of the Committee or be in writing in the form of a notice of motion to be submitted to the General Meeting intended to consider the same. Such notice shall be signed by no fewer than ten Financial members delivered to the Office not later than twenty eight days before the General Meeting at which it is proposed to consider the Notice of Motion.*
  - (c) *Where it is proposed that an existing Rule be revoked, the text of the existing Rule shall be included in the notice.*
  - (d) *Where it is proposed that an existing Rule be altered, the text of both the proposed new rule and the text of the existing Rule shall be included in the Notice.*
  - (e) *The Club shall give members not less than fourteen clear days' notice of any proposed Constitutional amendment.*
  - (f) *If any amendment be made to this Constitution pursuant to the Rules, the Club shall send the same to the Register of Incorporated Societies as soon as possible.*

## REQUIRED PROVISIONS UNDER THE INCORPORATED SOCIETIES ACT 2022

### MERCURY BAY GAME FISHING CLUB INC

SECTION 26 OF ACT	DRAFT CONSTITUTION PROVISION
<p><b>26 What constitution must contain</b></p> <p>(1) The constitution must contain the following matters:</p> <p>(a) the name of the society (see <a href="#">section 11</a>); and</p> <p>(b) the purposes of the society (see <a href="#">section 12</a>); and</p> <p>(c) how a person becomes a member of the society, including a requirement that a person must consent to be a member (see <a href="#">section 76</a>); and</p> <p>(d) how a person ceases to be a member of the society; and</p> <p>(e) arrangements for keeping the society's register of members up to date (see <a href="#">section 79</a>); and</p> <p>(f) the composition, roles, functions, powers, and procedures of the committee of the society, including—</p> <p>(i) the number of members that must or may be on the committee (see <a href="#">section 45</a>); and</p> <p>(ii) the election or appointment of officers; and</p> <p>(iii) the terms of office of the officers; and</p> <p>(iv) the functions and powers of the committee (see <a href="#">section 46</a>); and</p> <p>(v) grounds for removal from office of officers (see <a href="#">section 50(1)(b)</a>); and</p> <p>(vi) how the chairperson (if any) will be elected or appointed and whether that person will have a casting vote if there is an equality of votes; and</p> <p>(vii) the quorum and procedure for committee meetings, including voting procedures; and</p> <p>(g) how the contact person or persons will be elected or appointed (see <a href="#">section 113</a>); and</p> <p>(h) how the society will control and manage its finances; and</p> <p>(i) the method by which the constitution may be amended (see <a href="#">sections 30</a> and <a href="#">31</a>); and</p> <p>(j) procedures for resolving disputes, including providing for how a complaint may be made (see <a href="#">sections 38 to 44</a>); and</p>	<p>1(a) Cl 2.1. 1(b) Cl 3.</p> <p>1( c) Cl 4.2.</p> <p>1( d) Cl 4.8.</p> <p>1( e) Cl 4.11.</p> <p>1(f) generally cl 7.</p> <p>1(f) (i) cl 7.2.</p> <p>1(f) (ii) cl 7.3. 1(f) (iii) cl 7.7. 1( f) (iv) cl 7.1.</p> <p>1(f) (v) cl 7.6 and cll 7.10 and 7.11.</p> <p>1(f) (vi) cl 8.4.</p> <p>1(f)(vii) cl 8.3 and cl 8 generally.</p> <p>1(g) cl 2.3.</p> <p>1(h) cl 12.</p> <p>1(i) cl 13.</p> <p>1(j) cl 15.</p>

<p>(k) arrangements and requirements for general meetings (see <a href="#">sections 84 to 93</a>), including—</p> <p>(i) the intervals between annual general meetings; and</p> <p>(ii) the information that must be presented at general meetings; and</p> <p>(iii) when minutes are required to be kept; and</p> <p>(iv) the manner of calling general meetings; and</p> <p>(v) whether and, if so, how written resolutions may be passed in lieu of a general meeting for the purposes of <a href="#">section 89</a>; and</p> <p>(vi) the time within which, and manner in which, notices of general meetings and notices of motion must be notified; and</p> <p>(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</p> <p>(viii) the arrangements and requirements for special general meetings under <a href="#">section 64(3)</a> (unless that provision has been negated under <a href="#">section 67</a>); and</p> <p>(l) 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 a liquidation of the society or on, or to enable, the removal of the society from the register (see <a href="#">section 5(3)</a> and <a href="#">subpart 5</a> of Part 5).</p> <p>(2) Subsection (1)(j) does not limit a power to apply for an order, or take any other enforcement action, under <a href="#">Part 4</a>.</p> <p>(3) [Deleted - racing club application only].</p>	<p>1(k) cl 6 generally.</p> <p>1(k) (i) cl 6.1.</p> <p>1(k) (ii) cl 6.3 plus cll 6.4 and 6.5.</p> <p>1(k) (iii) cl 6.14.</p> <p>1(k) (iv) cll 6.1 and 6.2. 1(k) (v) cl 6.15, under section 89 of the Act requires an express power to allow a written resolution to be passed in lieu of a meeting .</p> <p>1(k) (vi) cll 6.2, 6.4. 1(k)(vii) cll 6.7 to cl 6.13.</p> <p>1(k) (viii) cll 6.16 and 6.17.</p> <p>1(l) cl 16.3.</p>
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