



## INCORPORATED SOCIETIES ACT 2022

The Incorporated Societies Act 1908 was recently given a well overdue update and subsequently the Incorporated Societies Act 2022 was enacted in April 2022.

Every Incorporated Society must re-register under the new Act. You will have 2 ½ years, from 5 October 2023 until 5 April 2026 to complete this process. Any incorporated society that has not registered by 5 April 2026 will cease to exist.

The new Act sets out what must be included in a Society's constitution and this necessitated an update of the STP Alumni's rules, it was also necessary to provide updates to allow for meetings to be held electronically and proxy votes to be cast electronically.

These are the key changes as prescribed by the new act:

1. The minimum number of members can be 10 now vs 15;
2. All members will need to give their consent to become a member of a Society under the new act. You do not need to confirm the consent of existing members;
3. A Society must have an adequate dispute resolution procedure;
4. There must be a committee of at least 3 members and the majority of them must be Society members;
5. Introduces the concept of an officer- similar to that of a registered company. Officers include, chairperson and treasurer. There is also the introduction of officers duties, the main one being to act in good faith and in the best interests of the society;
6. An AGM must be held within 6 months of the end of the financial year. Financial statements must be filed with the Registrar within 6 months of the end of the financial year;
7. You will now need to file an annual return;
8. XRB accounting standards are required to be used unless you fit the definition of a "small society";
9. Upon dissolution of the Society, surplus assets must be given to a not for profit organisation and this organisation must be named in the constitution;
10. There is now a framework for amalgamations to take place, in line with the Companies Act; and
11. There are now specific offences that target egregious conduct, including falsification of documents, defrauding creditors and improper use of 'incorporated'.

The changes to the constitution are as follows:



## **ST PETER'S ALUMNI ASSOCIATION- CHANGES TO RULES:**

### **Definitions:**

Added: new definition of 'Act'  
Amended definition of 'Association'  
Added definition of ' Board'  
Removed definition of 'Branch'  
Removed definition of 'District'  
Added definition of 'Chairperson'  
Added definition of Eligible Alumni'  
Added definition of 'Financial Year'  
Removed definition of 'Honorary Life Members'  
Amended definition of 'Honorary Members'  
Amended definition of 'Life Members' to 'Members'  
Removed old definition of 'Members'  
Added definition of 'Membership Fee'  
Amended definition of 'Officers'  
Added Definition of 'Old Act'  
Added definition of 'Ordinary Resolution'  
Added definition of 'Parent's Association'  
Removed definition of 'President'  
Amended definition of 'Principal'  
Added definition of 'Registrar'  
Amended definition of 'Scholarship'  
Amended definition of 'School'  
Amended definition of 'Vice President' to 'Vice Chairperson'

### **Rules 1-3:**

Remain the same.

### **Rule 4:**

Rule 4 is amended and replaces the old Rule 19.

### **Rule 5:**

Rule 5 is amended and replaces the old Rule 4.  
Rule 5(c) is amended to include the correct Rule reference.  
Rule 5(d) is amended to include the correct Rule reference.  
Rule 5 (e) is added.  
Rule 5 (g) is amended to remove reference to a specific provision of the STP Trust Board Act.  
Rule 5 (i) is added to incorporate the addition of a Parent's Association Representative.



### **Rule 6:**

New Rule 6 added to clearly set out that all funds received are to be applied for the objectives set out in Rule 5 and no Member shall profit, unless they are a paid officer or an employee. Any conflicts of interest must be disclosed to the Association and any Member who has a direct or indirect financial interest must abstain from the vote.

### **Rule 7:**

This replaces the old Rule 5.

Old Rule 5 (h) is removed (common seal).

Rule 7 (j) is amended to remove reference to old Rule 14 that referred to branches and note that satellite branches may be set up.

### **Rule 8:**

Rule 8 replaces that old Rule 7, adding in a Parents Association representative and amending the number of other committee members to a maximum of 5.

### **Rule 9:**

Rule 9 replaces the old Rule 8.

Rule 9 (b) has been amended.

Rule 9 (c) – (f) are added.

Rule 9 (h) is added.

Rule 9 (j) is added.

Rule 9 (k) amends Rule 8 (g). Amendments have been made to allow the Executive Committee the power to deal with money so long as it does not exceed a net value of half of the value of the assets of the Association. This brings the Association in line with the Companies Act.

Rule 9 (l) amends Rule 8 (h). The definition removes reference to the set amount of \$125 and instead refers to the Executive Committee distributing half of the amount from the Membership Fee. This allows for the fee to change over time.

### **Rule 10:**

Replaces the old Rule 9. References to President are removed and replaced with Chairperson.

### **Rule 11:**

Replaces the old Rule 10

### **Rule 12:**

Replaces the old Rule 11

### **Rule 13:**

Is added. This defines officers duties in line with the new Act.



**Rule 14:**

Contact person added as required by new Act

**Rule 15:**

Replaces old Rule 12. Definitions of Members have been amended to ensure compliance with Act and with Association's resolutions- see rule 15 (e) for reference to Members pore 2010.

**Rule 16:**

Replaces old Rule 13. Has been amended to ensure compliance with new Act. At Rule 16 (e) an annual return must be filed every year.

**Rule 17:**

Added to allow ease of operation of Association's bank account.

**Rule 18:**

Replaces old Rule 15

18 (a)- replaces the time frame in which you must hold an AGM increasing to 6 months- this is in line with the new Act.

There is now provision for meetings to be held electronically and for votes to be cast by electronic means.

There is no provision for a resolution in lieu of an AGM to be passed- this would have required 75% of eligible members to approve anyway so would have been difficult to obtain. Given the size of the Association and the fact that meetings can be held electronically, an AGM is preferable.

**Rule 19:**

Replaces the old Rule 6. Small amendments to record the fact that STP School and not Principal alone is managing the Scholarship process, and to add that the School will provide details of the recipient.

**Rule 20:**

Replaces old Rule 16.

More comprehensive to allow for electronic voting and rules around that.



### **Rule 21:**

Replaces old Rule 18.

Rule 21 sets out the procedure to follow to dissolve the Association.

The Act prescribes that you must nominate a non- profit organisation to distribute any surplus funds to on dissolution, in this instance it is the School.

### **Rule 22:**

Replaces old Rule 20.

Common seal will become redundant upon re- registration under the new Act.

### **Rule 23:**

Replaces old Rule 21.

Rule 23 (f) ensures compliance with new Act.

### **Rule 24:**

Replaces Rule 22. This gives the Committee the power to give a third-party access to the minute book if a resolution is passed- this allows for more operational freedom from previous wording.

Rule 22(b) covers the Privacy Act 2020 due to the Association collecting and storing personal information of its members.

### **Rule 25:**

The new Act makes it compulsory to have a dispute resolution procedure. Following an investigation, the Association has the power to suspend or expel a member.

### **Rule 26:**

This is inserted to give the Committee the power to deal with matters that have not been expressly dealt with in the Rules.

### **Removed:**

Rules 14 & 17 removed.