

Reregistration Update #4 for 9940 Club Officers 1 August 2025

This Update has been sent to current 9940 Presidents, Secretaries and Treasurers as the Officers who will be leading their Clubs through the Incorporated Societies re-registration process from now through to November 2025.

You have been provided with three previous updates, and you are recommended to review them at... <https://www.rotary9940.org/page/incorporated-society-act-changes-requirements-for-rotary-clubs>) so that you, your Clubs and your members are well prepared for re-registration and beyond.

The Update:

- advises Clubs on the status of the new Standard Rotary Club Constitution for New Zealand, which has been submitted to Rotary International (RI)
- outlines next steps around Clubs applying for and being granted re-registration
- reminds Clubs' officers of the requirements that societies (the Clubs) must meet in making an application, and...
- touches on some of the matters of governance and otherwise that Clubs will need to be compliant with under the Act as an incorporated Society and a Rotary Club.

Standard Rotary Club Constitution (New Zealand)

1. I am pleased to advise you that today, 1 August 2025, we have been informed by Andrew Best, Club & District Support officer at RI Regional Office (RISPPO) that a new **Constitution has been APPROVED** for use as the Standard Rotary Club Constitution (SRCC-NZ) for all New Zealand Rotary Clubs as they register under the Act.
2. A working group representing all five New Zealand Rotary Districts has been collaborating on drafting a new Standard Rotary Club Constitution for New Zealand that incorporates recent changes resulting from RI's Council on Legislation (CoL) 2025 with New Zealand legislative changes brought about by the Incorporated Societies Act 2022. In recent months that work has benefitted from input by the Registrar for Incorporated Societies' office; IRD, particularly in relation to issues re NFP exemptions; and the Regional RI Office (RISPPO), all of which was integrated in the final draft of the Constitution that was submitted for RI approval.
3. For clarity, the newly approved SRCC-NZ is absolute, it cannot be amended (other than through RI processes such as CoL) and any/every Rotary Club must adopt it as its Constitution. It is in two parts in order to accommodate RI's acknowledgement that the laws of the land must also be recognised and acted on accordingly, alongside the international RI Club Constitution.

So the new NZ version of the RI Club Constitution consists of Part A - the RI Constitution as it currently stands - and Part B, which encapsulates matters as necessary from New Zealand legislation. It also incorporates the advice we've received from IRD.

4. The five Districts' working group is also providing all Rotary Clubs with a 'Bylaws' template. Bylaws are referenced throughout the SRCC-NZ, in Part A principally, so Clubs do need to work-up their own Club Bylaws, effectively to define and articulate how their Club actually works. The template identifies where your Bylaws *must* reference, for example, appointment of officers etc but there will be other matters not specified in the Constitution where your Club can define how the Club operates/how we do things round here, for example regarding your categories of membership etc.

Next steps...

5. 9940 has nominated a 'lead-out' Club that will be the first to apply for re-registration, using the new Constitution. Any 'lessons learned' from that Club's progress through the process will quickly be shared with you in a further Update. Meanwhile, all 9940 Rotary Clubs that can apply for re-registration should ensure they have made all the necessary preparations for re-registration as outlined in previous Updates and succinctly at <https://is-register.companiesoffice.govt.nz/assets/incorporated-societies/2022-act/getting-reregistering-sorted.pdf>.
6. The five New Zealand Rotary Districts are aiming to have all viable Rotary Clubs reregistered by Friday 28 November - the date that has been chosen as the last working day of November and before the long summer/Christmas break, after which there will

only be one or two months at most before the deadline for re-registration on 5 April 2026. After that date any existing society that cannot meet the conditions for re-registration, misses the deadline or is not approved for re-registration will be removed by the Registrar from the Register of Incorporated Societies.

7. 9940 Clubs are asked to inform me, as District Executive Secretary
 - a. when they submit their application for re-registration, and
 - b. when their application is approved and they are registered under the Act.

I will also field any queries relating to re-registration.

And the District Board, at its July meeting, agreed to nominate one or two District constitution/governance compliance 'specialists' who will be able to advise, support and mentor Club officers in this and subsequent Rotary years as the new Constitution etc beds in.

Re-registration essentials...

8. The **Constitution**, which you will receive shortly and will only require the addition of your Club name. Please note that the Registrar of Incorporated Societies is anticipating this, and only this, Constitution to be presented as part of every NZ Rotary Club's application for re-registration. In addition, IRD has been made aware that its recommendations, made via the Registrar's office, have been fully adopted and included in the Constitution.
9. Call a **General Meeting**, to be held under the terms of your existing Constitution, to accept the new Constitution; to confirm the Club's intention to re-register; and, to appoint/confirm the Club's Officers, the definition of which includes "people with significant influence over management or administration of the society".
10. An **Officer Declaration** must be completed and signed by every Club Officer, using Template IS22-CCO (it's on the District website or at <https://is-register.companiesoffice.govt.nz/assets/incorporated-societies/2022-act/template-is22-cco-officer-consent-and-certificate.pdf>)
...consenting to be an Officer and confirming that they meets the criteria to be so.
11. Appoint a Club **Contact Person**, who will become the first point of contact between the Registrar and the Club. You can appoint three but that could be confusing so my advice would be appoint just one, possibly the Club Secretary.
12. Start, if you haven't already got them, a **Register of Members** (use ClubRunner as the Register but do ensure that members' details are correct and up-to-date, and that new members give full details) and a...

Register of Officers' Interests...

this is *not* a register of *conflicts* of interests, which may or may not occur in conducting the Club's business, just "interests", see <https://is-register.companiesoffice.govt.nz/law-changes-for-societies/records-you-must-keep/>

13. Your Club Treasurer should become familiar with the **reporting standards** for the reregistered Club - [Incorporated Societies » XRB](#)
14. The Club Secretary must keep full and compliant **Club records** of meetings (including your committee's etc), Registers etc.

As a Club (Society) registered under the Act

15. This is a good aide memoire – <https://is-register.companiesoffice.govt.nz/assets/incorporated-societies/2022-act/quick-guide-life-after-registering-2022-act.pdf>
16. Graham Evans, District Treasurer, will shortly be providing advice to all Club Treasurer's advice about filing your Club's first Annual Report once you've re-registered. He's had advice suggesting the Report will have to be filed "physically" rather than on-line just on this first occasion but we are clarifying that with the registrar's office.

Adrian Gregory
District Executive Secretary

17. And a reminder about the potential for Clubs to occur infringement penalties (\$\$\$), if they don't comply with the Regulations, see slide below (taken from May's PELDS)

Penalties under ISA22 Regulations

General description of offences	Days	Infringement fee (\$)
Failure to notify Registrar of amendments to constitution	25	100
Failure to notify Registrar of elections or appointments and other changes relating to officers	20	100
Failure to maintain register of members	-	100
Failure to call annual general meeting	6 months	500
Failure to hold, or keep minutes of, annual general meeting	-	500
Failure to send copy of passed resolution in lieu of meeting to certain members	-	200
Failure to register financial statements	6 months	500
Failure to register annual return	-	100
Failure to have registered office	-	100
Failure to give Registrar notice of change of contact person	20	200

Once your Club is registered under the Act...

18. I will be the contact person for 'life after registration' questions and will be posting any FAQs on the District website.

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9940 District Executive Secretary



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