

TR Register New Zealand Incorporated Constitution Changes 2025



The new Incorporated Societies Act (2022) modernises the law and the way all incorporated societies in New Zealand need to operate. The new Act is far more prescriptive than the Incorporated Societies Act 1908 and includes a number of mandatory requirements for societies, formalises the duties of club officers and introduces reporting requirements and offences.

To remain incorporated the TR Register (like all incorporated societies) is required to amend its constitution in line with the new Act and reregister by 5 April 2026.

The TR Register committee has as a consequence revised our constitution. The approach taken was to only make changes required by the new Act and avoid making any additional changes not required.

In summary the changes are:

- Adding more detail about how to become or cease to be a member, Clauses 4.4 and 4.5.
- Adding more detail about Register meetings and voting, Clauses 5 and 6.
- Specifying that our assets if we wind up the Register must be distributed to an organisation with similar purposes, Clause 15.2.
- Adding detail about requirements for becoming a committee member and their duties. (The requirements for being a committee and duties are similar to those required under the Companies Act), Clauses 8.5, 8.6 and 8.16.
- Specifying the requirements for disclosing and managing conflicts of interest that may apply to committee members, Clause 10, and
- Adding a disputes resolution process (the new Act provides a default process which the Register has chosen to adopt) Clause 12 and schedule 1.

To undertake this process the committee were assisted by legal adviser with specialist experience in this area, Colleen Bain of Cooney Lees Morgan.

A copy of the proposed new Constitution is to be found on the TR register website for you to consider. Its adoption will be voted on at the upcoming AGM in November, where its approval requires 66% of the members, present and voting, to support it. Just to note the committee has unanimously agreed to the changes and is recommending its adoption.

A member who is entitled to vote (ordinary members and honorary life members) may exercise one vote when present at the annual general meeting of the Register.

Alternatively a member who is entitled to vote may exercise their vote by proxy. A proxy form is attached in the meeting pack. All members who decide to vote by proxy must email their proxy vote to secretary@trregister.co.nz at least 48 hours prior to the commencement of the meeting in order to be included in the vote.

Any queries about the changes to the constitution before the vote at the AGM please don't hesitate to contact Stephen Higgs 027 4782246, Bruce Stuart 021 714473 or Helen Ferner 021 337637 or secretary@trregister.co.