

Topic	1908 Act	2022 Act
<b>Members</b>		
Minimum number of members	15	10
Members	No Requirement	Must consent Register of members
<b>Committee</b>		
Committee Requirements	Not required	Must have a committee of at least 3 members
Annual General Meeting (AGM)	No guidance	Must be held within 6 months of the society's financial year end Act prescribes information to be provided
General Meetings	No guidance	How they are run? Set out in the act and must be in constitution <ul style="list-style-type: none"> <li>• Notices</li> <li>• Quorum</li> <li>• Voting procedure (proxies)</li> <li>• Resolutions in lieu</li> </ul>
Manner of preparing financial statements	Not required to apply XRB accounting standards unless it is also a registered charity	Only a 'small society'; not registered as a charity is exempt from using the XRB accounting standards
Financial statements filed with registrar	Must be filed annually	Must be filed within 6 months of the society's financial year
Annual return	No requirements to file	Must be filed - rules to come (not required if registered charity)
Internal Disputes	No requirements to have internal dispute resolution procedures	A society must have adequate dispute resolution procedures and these must be specified in its constitution. Add appeal or review process if relying on schedule 2
Rules	Rules required	Must file a constitution that meets requirements of new act

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Constitution (rules) amendments	Every amendment approved by society members must be signed by a least 3 members (but note that amendments approved with a view to registering the society need only be signed by 2 members)	Amendments approved by majority of members (no signing required) Minor amendments can be done by committee
Distribution of surplus assets	Surplus assets to be given away to any party	Surplus assets must be given to a not-for-profit organisation

## Officers

Concept of an officer	Not explicitly defined	Includes all committee members as well as others for example treasurer and CEO
Officers duties	Duties not clearly articulated but personal liability through various case law	Six broadly expressed duties modelled on director's duties in the Companies Act 1993 to: <ol style="list-style-type: none"> <li>1. Act in good faith and in the best interests of the society</li> <li>2. Exercise powers for proper purposes only</li> <li>3. Comply with the Act and the constitution</li> <li>4. Exercise reasonable care and diligence</li> <li>5. Not create a substantial risk of serious loss to creditors</li> <li>6. Not to incur an obligation the officer doesn't reasonably believe the society can perform</li> </ol> Duties owed to the club
Criminal offences	Generic offences set out in the Crimes Act 1961	Six specific offences under the new act including: <ol style="list-style-type: none"> <li>1. Making false statements</li> <li>2. Fraudulently use or destruction of property</li> <li>3. Falsification of documents</li> <li>4. Improper use of 'incorporated' or the Te Reo version.</li> <li>5. Breaching of a banning order in addition to offences under the Crimes Act</li> </ol> There are now Infringement offences where clubs can be liable up to \$3,000

## ► Presenters

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