
05 Haratua (May) 2025

Kia ora KiwiClass members

As you may be aware, the Incorporated Societies Act 2022 has introduced new requirements for all incorporated societies, including the need for re-registration under the updated legislation. In light of these changes, we have drafted a new Constitution to ensure our compliance with the Act and to better reflect our Centre's current operations and future aspirations.

The drafting process involved using an independent contractor (Molly Kennedy) to work with the Board to draft and seek consultation on the draft. A Government provided template, which has been tailored to align with our current Constitution was used. This approach ensured that we maintain continuity while incorporating necessary updates to meet the new legal requirements.

A draft was provided to the membership in March 2025 for Consultation as it was crucial to involve our members in this process, and their insights and feedback are invaluable to us.

The following provides a detailed overview of specific points discussed and agreed on by the KiwiClass Board. The key philosophy was to keep the essence of KiwiClass: our core purpose and way of operating. This included maintaining our membership model and reflecting the communities we serve.

The Board will be posing the following motions for ratification at the AGM.

Motion 1: To re-register *“That the Society applies for re-registration as an incorporated society under the Incorporated Societies Act 2022”.*

Motion 2: To accept Draft Constitution *“That the Society approves the draft Constitution as the Constitution of the Society to take effect upon its re-registration as an incorporated society under the Incorporated Societies Act 2022”.*

We have attached and placed on our Website a copy of the Constitution that the Board will be proposing a motion at the AGM to ratify. Please take the time to read through ahead of the AGM.

Vanessa Johnson
Chairperson
KiwiClass Board

Key Points on New Constitution

How different is the new constitution?

The new draft constitution is significantly longer (17 pages) than the existing (8 pages). This is due to the need to meet compliance requirements of the new Act. The 2022 Act is over 130 pages long, replacing legislation confirmed in 1908 which was only a few pages in length. More information can be found on the [Companies Office website](#).

The language reflects the legal definitions and requirements under the Act. Where possible, we have aimed to simplify the language. However, KiwiClass recognizes that legal documents can be difficult even for native speakers to understand and is committed to offering support to understand the constitution where required, including through the use of interpreting.

Administrative points

- Lower required meeting frequency to 5 Board meetings a year, in addition to the AGM. The Board may still opt for more frequent meetings.
- Lower required number of Board members (5 instead of 9), with the ability to have up to 9 members. It is anticipated that the Board would actually be made up of at least 7 or more members, but the 5 allows for the Board to still be compliant in the event of unanticipated resignations mid-term.
- Provide for appointments outside the AGM, in case of resignations.
- Use the term Board instead of Committee, making reference to this as regards the Incorporated Societies Act definitions.
- Reference the expectation that the Board will delegate authority to the Chief Executive for management of operations in the normal course of events.
- Change the quorum from two-thirds of the officers to 'half plus one'.
- Clarify the ability to hold out-of-cycle Board meetings.
- Dispute resolution procedures to reference those provided in the Act, rather than copied in full into the constitution.

Key legislative requirements

The draft constitution contains a number of points that are required under legislation, which differ from the previous constitution. This includes items such as:

- AGM and voting procedures.
- How a person ceases to be a member of the society.
- Required minimum number of members.
- One person identified to be the contact for the government Registrar.