



FAQs

updated 30 June 2024

These FAQs have been developed by NZ Football and Federations for football clubs and include some of the Sport NZ Ihi Aotearoa FAQs.

Updates to the NZ Football and Sport NZ Ihi Aotearoa FAQs may happen if more questions are raised so if you are printing this, please also check the websites.

[Sport NZ Ihi Aotearoa FAQs](#)

CHANGES AND SUPPORT

How do we know what the compliance requirements are?

Sport NZ have created a Checklist of matters required to be in the constitution under section 26(1) of the Incorporated Societies Act 2022, also available on the Sport NZ Ihi Aotearoa website.

Do all football clubs have to re-register?

If a club want to continue to act as an Incorporated Society from May 2026, re-registration and compliance with the 2022 Act is mandatory.

However a football club can decide not to re-register.

Sport NZ Ihi Aotearoa has outlined the pros and cons of Incorporation, also available on the Sport NZ Ihi Aotearoa website.

If a club doesn't re-register between 5 October 2023 and 5 April 2026, it will cease to exist. This means it would no longer be an incorporated society which has the following implications:

- This removes your right to make decisions on behalf of your club, such as, deciding what happens to any assets it owns. The Registrar could direct how to distribute them instead.
- This takes away the separate legal identity your club previously had. This means members could be held personally liable for debts or obligations (such as leases) owed by the club. Similarly, your club could not sign any new contracts in its name.
- The name your club used will no longer have any protection – another group could incorporate using the same name.

Are NZ Football and the Federation changing their constitution?

Yes – changes to the NZF Statutes and Federation Rules are required to meet compliance.

All incorporated societies must re-register by 5 April 2026 to continue to operate as an Incorporated society.

When is the re-registration period?

All Incorporated Societies must re-register before 5 April 2026.

This means that if your membership vote on changes to the constitution, changes to the constitution will need to be ready for the AGM before 5 April 2025, or if necessary, at an SGM.

Clubs do not need to wait until late 2025/early 2026 to re-register. Some clubs have already successfully re-registered.

Is anyone exempt from the new Regulations?

The Regulations allow an exemption for societies who do not comply with section 45(3) of the Incorporated Societies Act 2022, which requires a society's committee/board to be made up of a majority of officers who are members or representatives of bodies corporate that are members (clause 6 of Schedule 1).

The exemption runs for 5 years, until 5 October 2028.

If your organisation wishes to have the benefit of this exemption, when you re-register your constitution online, you are required to give notice to the Registrar that your society will not comply with section 45(3) (i.e. that your constitution allows for you to have a majority of your committee/board to be made up of non-members or independents).

It's important you notify the Registrar, so that MBIE can then understand the number and nature of societies that have this level of independence on their board and support Sport NZ Ihi Aotearoa in advocating for a permanent exemption from the section 45(3) requirement.

Where can we find resources or support to better understand what good governance looks like?

Sport NZ Ihi Aotearoa has information, help sheets, and toolbox resources on Governance [here](#).

USING THE TEMPLATES

Do we need to simply insert the details specific to our club?

If your club inserted the details and adopted the template as your constitution, it would meet the requirements of the Incorporated Societies Act 2022.

A club does not need to adopt the 'black' wording in the template; however it is strongly encouraged as it is plain English and designed for community football clubs by New Zealand Football using the Sport NZ Ihi Aotearoa guidance.

What will happen if the mandatory (red) clauses are not included?

The mandatory (red) clauses reflect mandatory requirements to meet the Incorporated Societies Act. Failing to meet those requirements in your constitution, will prevent the club successfully re-registering.

Can we insert the detail into the template and then apply to re-register with the Incorporated Societies Registrar?

In short, yes you can but you need to ensure any requirements in your constitution that require your members to support changes to the constitution are met. This might be at an AGM or SGM.

LEGAL ADVICE

Will NZ Football or the Federation review our draft constitution and provide legal advice?

Each club needs to organise and where necessary, fund their own legal advice.

To support the re-registration process, NZ Football has developed the template using the Sport NZ Ihi Aotearoa advice, however, cannot review or provide legal advice to football clubs.

Federations are also unable to provide legal advice.

Do templates need to undergo legal review once adopted by organisations?

We do recommend that any major constitutional changes beyond what is provided for in the club templates, are verified using a lawyer with specific constitutional expertise.

Is Sport NZ Ihi Aotearoa, NZ Football, or Federations able to provide a list of lawyers to be used?

This isn't something that would be appropriate for any of those organisations to do.

It is recognised that clubs will likely have existing legal counsel or a relationships with local legal counsel.

Will there be any ability to have Sport NZ Ihi Aotearoa, NZ Football, or Federations (or someone) to 'peer review' a constitution or set of constitutions?

Those organisations will not be able to peer review or provide legal advice on individual constitutions.

The templates and supporting resources produced by Sport NZ Ihi Aotearoa and NZ Football are publicly available to view and contain good governance guidance notes.

NZ Football will be hosting a series of online sessions across late 2024, and 2025.

UPDATED INFORMATION

How do I stay up to the date with information and resources?

[Sport NZ – Ihi Aotearoa](#) and [New Zealand Companies office | Incorporated Societies Register](#) have updated information regarding the Incorporated Societies Act.

For the latest football specific information and support, visit [NZ Football](#) and your Federation website.

ADDITIONAL

Do our club members have to agree to all the changes in the constitution?

The process to adopt changes to a clubs constitution normally sit within the constitution. Look for a clause that may be headed 'Amendments' or 'Alterations' or something similar.

What if our members don't agree with the compliance changes from the Incorporated Activities Act 2022?

If club members disagree with changes required for compliance, the club will be unable to re-register which will impact on the clubs ability to operate following the re-registration period.

Non-compliance changes may require club support through the AGM/SGM processes (check your constitutions). Clubs are encouraged to bring their members along on the journey through regular updates and discussions so that members can ask questions and seek to understand the importance of any non-compliance changes.

Can our club make other changes to the constitution before re-registering?

Absolutely.

Clubs are encouraged to use this opportunity to review their constitution and engage with their membership on possible changes. Suggested topics for consideration are available at [link] noting that is not an exhaustive list.

Can we still have policies and processes that sit outside of the constitution?

Yes, but those policies and processes cannot override anything in the constitution.

Will Sport NZ Ihi Aotearoa be supporting organisations to identify potential constitutional changes that would help them strength their constitutions to meet good governance criteria?

The templates produced don't solely focus on the Incorporated Societies changes. They include other constitutional changes that support other good governance practice.

Our club has Charitable Status. What changes for us?

There are minimal financial changes for Incorporated Societies that are also registered Charities as they will continue to prepare financial statements as before under the Charities Act 2005.

Where can we find resources or support to better understand what good governance looks like?

Sport NZ Ihi Aotearoa has information, help sheets, and toolbox resources on Governance [here](#).