

Why the Constitution Changed – Incorporated Societies Act 2022

This summary explains why changes were required to the Constitution of the Manawatu Marine Boating Club Incorporated and how the September 2025 Constitution aligns with the Incorporated Societies Act 2022 (the Act).

1. A new law now applies

The Incorporated Societies Act 2022 replaced the Incorporated Societies Act 1908. Existing societies were required to update their constitutions to meet mandatory content requirements in the new Act in order to remain registered. The August 2024 Constitution was written under the 1908 Act and no longer met statutory standards.

2. Clear duties and protections for officers

The Act requires constitutions to clearly state the duties of officers, including acting in good faith, using powers properly, exercising reasonable care, and managing financial risk responsibly. These duties are now expressly written into the Constitution to protect both the Club and its officers.

3. Conflict of interest management

The Act requires societies to identify and properly manage conflicts of interest. The new Constitution establishes an Interests Register and clear rules about disclosure, participation, and voting where an officer has an interest in a matter.

4. Fair and legally compliant dispute resolution

Under the Act, every society must have documented procedures for handling complaints and disputes. The new Constitution introduces a fair process that ensures both complainants and respondents are informed, heard, and treated consistently.

5. Stronger membership records and consent

The Act requires societies to keep accurate membership records and to obtain written consent from members. These changes ensure transparency, protect member rights, and allow the Club to meet Registrar reporting obligations.

6. Updated governance and meeting rules

The new Constitution modernises meeting procedures, quorum requirements, voting rules, and executive operations to reflect current best-practice governance and statutory expectations under the Act.

7. Financial accountability and safeguards

The Act places explicit obligations on societies to maintain proper financial records, internal controls, and clear authority for spending. The updated Constitution strengthens these requirements while retaining Club control through the Executive and AGM.

8. Protection of the Club's not-for-profit nature

The Act requires clear rules confirming that societies do not operate for private financial gain. The updated Constitution clarifies that no profits or assets are distributed to members while allowing reasonable reimbursements and payments permitted by law.

9. Consequences of not updating

Without these updates, the Club risked losing its registration as an incorporated society, which would remove legal protections, limit contracting ability, and expose members and officers to greater personal liability.

10. What did not change

The Club's core purpose, boating focus, membership structure, and community values remain unchanged. The updates ensure legal compliance while preserving how the Club operates in practice.