



## Starting a society

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### An overview

You apply to incorporate a society under the Incorporated Societies Act 1908 by sending the following documents to the Registrar of Incorporated Societies.

- An application form (signed by 15 members, with signatures witnessed by someone who has not signed the application form as a member).
- A copy of the society's rules certified by an officer or solicitor of the society.
- The filing fee of \$102.22.

The address you should send these documents to is:

Registrar of Incorporated Societies  
Ministry of Business, Innovation and Employment  
National Processing Centre  
Private Bag 92061  
Victoria Street West  
Auckland 1142

### Getting started - what you need to do before you can incorporate

It's not compulsory to incorporate as an incorporated society under the Incorporated Societies Act 1908, but it can be convenient for associations of people who meet for cultural, hobby, leisure-time and sporting purposes, or for trade, professional or ratepayer groups.

Incorporation means that the association's property (lease of premises, money, trophies etc) will in future be held by the society instead of by the members for the time being. The society will enter all contracts and be liable for debts. The members will only have to pay their subscriptions.

If you're unsure about the value of incorporation for your association, you should take legal advice.

Before you reach the point of being ready to file your application to incorporate a new society there are several things you need to do.

#### First steps

If you have decided to incorporate as an incorporated society you will need to:

- [Prepare a set of rules](#)
- [Choose a name](#)
- [Hold a meeting of members](#)

#### Next steps

- [Complete and file an application](#)
- [How we process your application](#)
- [After incorporation](#)

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### Prepare a set of rules

Assuming you decide to go ahead with incorporation, you will need to prepare a set of rules that will state what your society is to do and how it will operate internally. Section 6 of the Incorporated Societies Act 1908 sets out the minimum requirements for every set of rules. The rules will expand on these and may contain other material, but they need to be clear and comprehensive.

There is a basic form of rules available through this website, but you should also have two or three members review a few sets of rules in use for societies with objects (purposes) similar to yours and others that are quite different. This will give you a good indication of how other societies operate and which rules can be adapted usefully for your society's rules. Again, seek legal advice if you need assistance.

- [Read more about rules of incorporated societies](#)

### Choose a name

You will also need to choose a name for your society and that name must be included in the rules. The name you choose cannot be identical or deceptively similar to that of another incorporated society or other body corporate. If you do choose a name that is identical to the name used by another body corporate (for example, a company) it can only be used if the other organisation gives its written consent to the Registrar.

- [Read more about choosing a name](#)

## Hold a meeting of members

When you have a suitable draft set of rules, you can circulate these for comment among the members of your association. You will then be in a position to call a meeting of the members to:

- resolve to incorporate,
- approve the rules,
- decide who will be the first President, Secretary and Treasurer, and
- choose who will fill the committee positions that the rules provide.

## Complete and file an application

Assuming the meeting described above has been held, 15 people then or later must sign the application form. If a body corporate is one of the applicants, it will count as three members. An example of a body corporate is a company or another incorporated society.

With the application, there is a certificate to attach to the rules to confirm that they were approved for registration. The application and certificate are available through this website.

Send your completed application, certificate and rules to the Registrar of Incorporated Societies along with the fee of \$102.22.



[Download the forms you need to apply for incorporation \[PDF 113KB\]](#).

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## How we process your application

If your application is all in order, your society will then be registered as "Your society name Incorporated". We will mail a copy of the certificate of incorporation to the person who filed the application.

The effect of incorporation is that the [executive committee](#)<sup>1</sup> consisting of the President and others will run the day-to-day administration of the society and make decisions for it. The members will be entitled to take part in the society's activities and to vote at future general meetings, but they have no administrative role.

Note <sup>1</sup> | The executive committee may also be known by other names depending on what term has been used in the society's rules.

## After incorporation

At its first meeting the executive committee will need to decide on a number of things, such as resolving to open a bank account. They will also need to adopt a common seal for the society. You can obtain a common seal from commercial stationers. It's used when the society signs serious contracts, as evidence of its agreement to honour its commitments.

You should check Inland Revenue's website for non-profit groups as there could be advantages in applying for an income tax exemption. Some incorporated societies may also be eligible to register under the Charities Act 2005 and if you believe this will be the case with your society, Charities Services' website has further information.

## Learn more

On this website:

- [Read more about Charities Services](#)
- [Read more about running an incorporated society](#)

On other websites:

[Visit the Inland Revenue website](#)

## What must be included in the application form?

You will need to enter the following information on the application form:

- [Name of society](#)
- [Registered office address](#)
- [Address for communication](#)
- [AGM month](#)
- [Details of the person completing the application](#)
- [Certificate](#)
- [Names and signatures of 15 members](#)

You must also include the application fee of \$102.22 and a copy of the society's endorsed rules.

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## Name of society

The name of your incorporated society must not be identical or deceptively similar to that of another incorporated society or other body corporate operating in New Zealand.

Your application will be returned to you if the name you have chosen is unavailable.

- [Read more about choosing a name.](#)

## Registered office address

This must be an actual physical address, for example '6 High Street, Wellington'. You cannot use a post office box, private bag or DX address as the registered office.

## Address for communication

This is the address to which the Registrar will usually send communications, for example reminders to file annual financial statements.

The address for communication can be either a postal or a physical address.

Where possible, you should also supply an email address (the email address will not be visible on the website, it will only be used by the Registrar as a point of contact).

## AGM filing month

You will also need to advise which month the society will usually hold its annual general meeting (AGM).

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## Details of the person completing the form

These details enable us to contact the appropriate person if there are any issues with the application. This person will also be sent the certificate of incorporation when the society is registered.

## Certificate

A certificate must be completed by an officer of, or solicitor for, the society who should also sign the first page of the rules that are being submitted.

The certificate confirms that:

- a majority of the members have consented to the application for incorporation, and
- the rules attached to the application were approved for registration.

## Names and signatures of 15 members

The form must be signed by 15 members.

Members of an incorporated society can be individuals or corporate bodies (for example, other incorporated societies, companies or charitable trusts).

For the purpose of making up the 15 members necessary to file the application, a corporate body counts as three members and individual members count as one member.

For example, an application could be signed by:

- 15 individual members, or
- five corporate body members, or
- a combination of both.

Individual members must provide their name and address.

An officer or director of a corporate body can sign on its behalf or alternatively use the corporate body's common seal (if it has one).

### Signatures must be witnessed

Each signature of an individual must be witnessed, a witness is able to witness more than one signature.

Your application will be rejected if a person signs the form both as a member and as a witness.

## Get the forms you need



[Download the form you need to apply for incorporation \(Form IS1\) \[PDF 113KB\]](#)

## Choosing a name

Before finalising your society's name you need to be sure that the name you choose will be allowed to be used by your society.

Although you don't reserve the name (as you must do for a company) you should conduct some searches to make sure the name is available.

The name you choose for your society cannot be identical or deceptively similar to that of another incorporated society or other body corporate.

If you do choose a name that is identical to the name used by another body corporate (for example, a company, incorporated society, charitable trust) it can only be used if the other organisation gives its written consent to the Registrar.

## How can you check that the name is available to use?



Search the register on this website

Using the search options provided on this website you can search for an incorporated society or a charitable trust. Conduct a [free online search for incorporated societies and charitable trusts](#).

You can also search for company names, domains, and trademarks using [ONECheck on the business.govt website](#).

## Search the Companies Register

Using the search options on the Companies Office website you are able to complete a much broader search by checking for possible matches with a wide range of body corporates or entity types, not just for existing incorporated societies or charitable trusts.

[Learn about searching the Companies Register](#) or

[Search the Companies Register now](#)

## Other restrictions on names

The name can't contain certain words

- The name you choose cannot contain certain words (for example, ANZAC, Royal) the use of which are prohibited by other pieces of legislation. [Learn about names that contravene other legislation on the Companies Office website](#)
- The Registrar may also decline names that are in his opinion undesirable.

## Rules

The Incorporated Societies Act 1908 requires every incorporated society to have a set of rules. The rules set out how the society is run.

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Well drafted rules will contribute to the smooth running of an incorporated society.

The rules should be:

- detailed
- clearly expressed and
- unambiguous/certain.

Poorly drafted rules may lead to disagreements over how the rules should be interpreted and whether or not the society is operating in accordance with its rules.

## There are some things that must be included in the rules

The Incorporated Societies Act 1908 sets out certain matters that must be included in the rules of a society. Rules will also often contain additional clauses covering issues that are specific to the administration of a particular society. Any other matters can be included in a society's rules, provided they are not inconsistent with the Incorporated Societies Act 1908 or general law.

## It may also be useful to include rules that cover:

- Membership fees
- Registered office
- Copy of rules
- Management of the society
- A process for handling internal disputes
- Financial year.

Note | This is by no means a comprehensive list of rules that a society can adopt.

## Creating a branch

A society that has members in a number of regions may want to establish branch societies.

A society that has members in a number of regions may want to establish branch societies.

The Incorporated Societies Amendment Act 1920 sets out the procedure for incorporating branches. This procedure is generally the same as the procedure for incorporating a new society.

A society may submit an application to incorporate just one branch, or a number of branches may be incorporated as a group. In either case there must be a minimum of 15 members in each branch, a majority of whom consent to the application for incorporation.

Where incorporation is sought as a group, the majority of each branch within the group must consent to the application.