



Changes to the Constitution of The Auckland Polish Association

The new executive committee would like to thank those that have contributed to the creating of the new constitution and really appreciate the efforts that went into its preparation and its integration with the latest legislative Acts and Regulations.

Why do we need to change the Constitution?

The following is from the official Incorporated Societies webpage on the new requirements for an amendment to the constitution to align with the latest legislative Acts and Regulations.

From April next year all incorporated societies must be registered under the Incorporated Societies Act 2022 (2022 Act). If your society wants to continue operating as an incorporated society it must apply to reregister before 5 April 2026.

The Process involves:

1. Prepare a constitution

Your society must have a constitution (set of rules) that complies with the 2022 Act.

Your constitution must contain certain information, such as:

- Why your society exists – what its purpose is.
- How someone becomes a member and the conditions of membership.
- The makeup of your society's committee and its roles, functions, powers, and procedures.
- How your society will hold general meetings, make decisions, and elect or appoint officers.
- The procedures for resolving disputes.

Your society's name

The name must end with the word 'Incorporated', 'Inc' or the word 'Manatōpū'. You can also choose to use a combination of these words as the last words of your society's name. Note — The name on your constitution must exactly match the name in your application.

Your society's purposes

Your society must set out its 'objects' or purposes (what it intends to do or achieve). Importantly your society's purposes cannot be for the financial gain (benefit) of its members.

Becoming a member

You must include how a person (or body corporate) becomes a member of your society. Make sure you've included a requirement that they must consent to be a member. Your society needs to decide how best to obtain and record members' consents.

Note — You don't need to supply copies of consents to the Registrar as part of your application.

Ceasing to be a member

How a person (or body corporate) ceases to be a member of your society must also be covered. Include both how a member would resign from the society and how your society would end their membership. Keeping your society's register of members up to date Document how your society will ensure that its register of members records the required information and is kept up to date.

Committee and officers

- How many members will be on your committee.

Note — There must be at least 3 officers on any society's committee (many committees are larger than this). Every committee member is an officer.

- How your society will elect or appoint its officers.
- What the term of office for each officer will be.
- How your society would remove an officer from the society.
- What functions and powers your committee will have.
- What the procedures will be for holding committee meetings, including voting procedures.
- How many officers are required to form a quorum for a committee meeting.
- Whether your society will have a committee chairperson. If so, how they will be elected or appointed, and whether the chairperson would have a casting vote.

Appointing or electing a contact person

Document how your society will elect or appoint its contact persons. Every incorporated society must have at least one contact person, and no more than 3. A contact person doesn't need to be an officer but should be someone who can handle enquiries from the Registrar.

Note — You shouldn't include a particular contact person's detail in the constitution

General meetings

The constitution must set out the procedures for calling and holding general meetings, including;

- The intervals between annual general meetings (AGMs).
Note — Each AGM must be held within 6 months after your society's balance date and no more than 15 months after the previous annual meeting.
- The information that must be presented at each AGM (including an annual report, annual financial statements, disclosed conflicts of interest).
- When minutes of general meetings are required to be kept.
- How your society will call general meetings and how notices of meetings and motions will be given.

- How much notice will be given to members for all general meetings.
- The quorum and procedures (including voting procedures) for each general meeting.
- Whether your society may pass written resolutions in lieu of a general meeting, and how.

Dispute resolution procedures

Your society must have its dispute resolution processes documented in its constitution. It may adopt the processes contained in sections 38 to 44 and Schedule 2 of the 2022 Act which cover;

- Meanings of dispute and complaint.
- How a complaint is made.
- The person who makes the complaint has a right to be heard.
- The person who is the subject of the complaint has a right to be heard.
- Investigating and determining dispute.
- The grounds for deciding not to proceed further with the complaint.
- Who the society may refer a complaint to and how.
- Who may or may not be a decision maker.

Alternatively your society may develop its own dispute resolution processes. They must be consistent with the principles of natural justice.

Amending the constitution

Your society must describe how its constitution may be amended.

- Every amendment must be in writing and must also be — approved at a general meeting by a resolution passed by a simple majority of the voting members (or if required by your society's constitution, a higher majority).

OR

- OR approved by a resolution passed in lieu of a meeting (if such resolutions are allowed by your society's constitution).

Distribution of surplus assets

Your society must nominate 1 or more other not-for-profit entities to which its surplus assets may be distributed if it is liquidated or removed from the register.

- Surplus assets cannot be distributed to any member or to your own society.
- If your society is registered as a charity it should distribute surplus assets to an entity that is also a charity (preferably one with a similar purpose).
- Instead of naming specific entities, your society may nominate a class or description of not-for-profit entity (preferably those with a similar purpose).

Other legislation may impact your constitution

Inland Revenue requirements for not-for-profits Inland Revenue has to approve your organisation as a not-for-profit before you can claim any tax benefits. If your society has already been approved as a not-for-profit by Inland Revenue or intends to apply - make sure you have the right information in your constitution.

Registered charities

If your society is registered as a charity with Charities Services or intends to apply – your society must have;

- a charitable purpose
- a legal name that meets the requirements of the Charities Act 2005
- officers who are qualified to be an officer under the Charities Act 2005, and
- a constitution that complies with their requirements

2. Review your operational processes

Make sure your operational processes will comply with the 2022 Act, such as:

- Ensuring new members give their consent to being a member.
- Recording all the details required in your register of members.
- Getting and storing the written consent for each new officer to act as an officer.
- Disclosing and recording any conflicts of interest (if you don't already have one, your committee will need to create an 'Interests Register' for this purpose)
- Preparing your financial statements to the appropriate standards (you may need to capture individual transactions in a way that's easy to create the required financial statements).
- Managing internal disputes in a way that's consistent with natural justice.

3. Hold a general meeting

You will need to hold a general meeting where your members:

- Formally agree to reregister under the 2022 Act.
- Approve the constitution.
- Decide who the officers will be (your society's committee plus any other officers it may need).

Your chosen officers must:

- consent in writing to be an officer, and
- certify they are not disqualified.
- Decide who the contact person will be. There must be at least one and no more than 3.
 - The contact person's details are only for the Registrar to use.

Annual general meeting or special general meeting

Your society's next annual general meeting (AGM) is the perfect opportunity to finalise your reregistration application. If you have already had your AGM you will need to hold a special general meeting.

- Before calling a general meeting your society's committee may also meet to ensure the constitution is suitable for presenting to members.
- Make sure you call and hold your meeting in accordance with your existing rules, including;
 - Giving all members sufficient notice of the meeting.
 - Setting out details in your agenda of the items to be approved or decided.
 - Consider sharing a copy of the draft constitution with members beforehand so that your members can see what it contains.
 - Having the correct quorum throughout the meeting.
 - Following the right processes for voting.

4. Check latest financial statements have been filed

Incorporated societies must file a copy of their financial statements with the Companies Office each year (unless registered with Charities Services).

Before you apply to reregister make sure you have filed your latest financial statements with us. Once you have reregistered you can't file financial statements online under the 1908 Act.

Next step — Apply online

To reregister your society you must complete an online application, including:

- a copy of your society's constitution,
- contact details for your society (such as, registered office address, addresses for communication, details of at least one contact person), and
- details of committee members and other officers (including their name, physical address, email address and start date.

What happens next

We will update the Incorporated Societies Register to reflect that your society has reregistered under the 2022 Act and issue an updated Certificate of Incorporation.

You'll receive an updated Certificate of Incorporation

We'll email an updated Certificate of Incorporation to the person who completed the application and to your society's email address for communication.

Operating after reregistration

Once your society is reregistered, your society must operate under and comply with the 2022 Act.

The constitution you uploaded when you applied for reregistration governs the way your society will operate. Your society's new constitution takes effect on the day we accept your society's reregistration application.

This means, for example, your society must:

- Hold its Annual General Meeting (AGM) within 6 months of its balance date (end of financial year).
- Prepare its financial statements to new standards —
 - Small societies must follow minimum standards set down in the 2022 Act.
 - Larger societies will need to use accounting standards set by the External Reporting Board (XRB) and some will need to have their financial statements audited.
- Complete an annual return and file its financial statements with us within 6 months of its balance date (end of financial year).
- Continue to have at least 10 members and ensure all new members consent to becoming a member.
- Keep a record of any conflicts of interest that officers may have (Interests Register).
- Ensure all new officers consent in writing to being an officer and certify that they're not disqualified.
- Keep your society's details up to date on the register, such as:
 - Society addresses
 - Officer details
 - Contact person details, and
 - Constitution

Changes to the Constitution to meet the requirements of the Incorporated Societies Act 2022

The following is the proposed changes to the Constitution. Some changes are based on legislative requirements of the Act, and others are based on the continuation of the objectives of the original constitution, allowing for the demographic changes to the make-up of the members.

It is important to note that the Auckland Polish Association was born out of the shared religious beliefs and values of the children of Pahiataua camp, wanting to continue the Polish Heritage and a common reflection of the perilous journey from their home country, through Siberia and eventually finding a new Home in Auckland New Zealand. The Auckland Polish Association had originally a strong connection to Religion, having a Polish priest permanently assigned from Poland as a spiritual pastor, an integral part of the Auckland Polish community. This unfortunately is no longer the case; however, the Auckland Polish Association has developed a strong supportive link to the Polish Embassy in Wellington.

Since its inception, the membership has changed from a Pahiataua centred membership to a mix of the descendants of the original children, Polish immigrants and a mix of many others Non-Poles, keen to keep the Polish Heritage alive in Auckland.

It is with this mix of members and the founder's original objectives that the Executive committee is looking to align the new constitution to reflect the promotion of the Polish heritage in a more open, inclusive and progressive way.

The previous Constitution Rules were created in a different regulatory environment, and do not necessarily reflect the new legislative requirements, so this commentary focuses on the changes made to meet those requirements. In essence the Executive Committee have endeavoured to maintain the spirit and objectives of the original Constitution. Rather than comparing the two Constitutions side by side, these notes just highlight those aspects of the amended constitution that fall outside of the legislative requirements, where the Executive Committee are looking to get agreement on approval by the members. The clauses and rules of the amended constitution that are a requirement of compliance with the new legislation are noted as such.

Introductory Rules

For clarity, the original Constitution will be referred to as **1994 Constitution** and the proposed amended new constitution will be referred to as **2025 Constitution**.

1. Name

Propose to leave name unchanged as **Auckland Polish Association Incorporated**

Member approval	Yes ☐	No ☐
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2. Charitable Status

Propose to leave status unchanged as **Charitable Entity Charities Act 2005**.

Member approval	Yes ☐	No ☐
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3. Definitions

This is definitions according to the Incorporated Societies Act 2022 and a legislative requirement.

4. Purpose (previously OBJECTIVES)

2025 Constitution Clause 4.1	1994 Constitution Clause 5
The Association is established and maintained exclusively for charitable purposes (including any purposes ancillary to those charitable purposes), namely to – (a) maintain contact between the members of the Polish community in New Zealand; (b) promote the spread of Polish culture; (c) maintain contacts with similar organisations in New Zealand and abroad;	The objects of the Association shall be: (a) To promote the advancement of education, religion, relief of poverty and benefit to the community, provided that no amendment shall be made to this clause and to clause 20 hereof without the consent of the Inland Revenue Department. (b) To maintain contact between the members of the Polish community in New Zealand.

(d) assist members to obtain suitable living conditions in New Zealand; (e) establish and assist self-help cells; and (f) help orphaned children, invalids and other needy persons residing in New Zealand and in Poland particularly those with a Polish background.	(c) To promote the spread of Polish culture. (d) To maintain contacts with similar organisations in New Zealand and abroad. (e) To assist members to obtain suitable living conditions in New Zealand. (f) To establish and assist self-help cells. (g) To help orphaned children, invalids, and other needy persons residing in New Zealand and in Poland and especially those with a Polish Background.
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The only change proposed is to remove (a)

Member approval Yes ☐ No ☐

Clause 4.2

This is based on the legislative requirements of the Incorporated Societies Act 2022.

Clause 4.3

This is based on the legislative requirements of the Incorporated Societies Act 2022

5. Contact Person

This is based on the legislative requirements of the Incorporated Societies Act 2022

6. Members

Clause 6.1

This is based on the legislative requirements of the Incorporated Societies Act 2022

Clause 6.2

2025 Constitution Clause 6.2	1994 Constitution Clause 7
The classes of membership and the method by which Members are admitted to different classes of membership are as follows: (a) A Member is an individual or body corporate admitted to membership under this Constitution and who or which has not ceased to be a Member; (b) A Life Member is a person honoured for highly valued services to the Association elected as a Life Member by resolution of a General Meeting passed by a two-thirds majority of those Members present and voting. A Life Member shall have all the rights and privileges of a Member and shall be subject to all the same duties as a Member except those of paying subscriptions and levies; (c) An Honorary Member is a person honoured for services to the Association or in an associated field elected as an Honorary Member by resolution of a General Meeting passed by a two-thirds majority of those present and voting. An Honorary Member has no membership rights, privileges or duties; and (d) A Supporting Member is an individual, incorporated or unincorporated body admitted to membership and who or which has not ceased to be a member under any other clause. A Supporting Member has no membership rights, privileges or duties.	(a) ORDINARY MEMBERS: Any person of Polish descent or married to a person of Polish descent over the age of 18 years domiciled in New Zealand shall be eligible for election as an Ordinary Member. (b) ASSOCIATE MEMBERS: Any person of Polish descent from 15 — 18 years of age domiciled in New Zealand shall be eligible for election as an Associate Member. (c) HONORARY MEMBERS: Any person irrespective of his (her) descent and residence who has given the Association or the Polish cause specially meritorious service shall be eligible for election as an Honorary Member. (d) SUPPORTING MEMBERS: Any person or organisation who is morally or materially contributing to the growth of the Association is eligible for election as a Supporting Member (e) FOUNDATION MEMBERS: Any person who has contributed financially and/or with labour in the construction of the Association's premises up to the 8th February 1976 qualifies to be a Foundation Member of this Association. All Foundation Members shall be confirmed at the Association General Meetings. A Foundation Member need not be a current financial Ordinary Member. Unless they are also financial Ordinary Members, Foundation Members shall have no right to vote except at a General Meeting to decide whether or not the Association should be wound up. This vote is in addition to the vote a Foundation Member may have as a financial Ordinary Member of the Association.

The change to membership is to remove FOUNDATION MEMBERS – no longer applicable and alignment of members classes definitions with the Incorporated Societies Act 2022

Member approval

Yes ☐

No ☐

Clause 6.3-6.6

This is based on the legislative requirements of the Incorporated Societies Act 2022

7. Members' obligations and rights

2025 Constitution Clause 7	1994 Constitution Clause 9
7.1 Every Member shall provide the Association in writing with that Member's name and contact details (namely, physical or email address and a telephone number) and promptly advise the Association in writing of any changes to those details. 7.2 All Members shall promote the interests and purposes of the Association and shall do nothing which in the opinion of the Committee brings or is likely to bring the Association into disrepute.	a. To become a Member, a person ("the Applicant") must: i. Complete an application form, ii. Supply any other information the Executive requires. iii. pay administration fee which is equal with the first year of subscription b. As soon as reasonably practicable after the receipt of an application the Secretary shall refer the application to the Executive and the Executive shall determine, in their absolute discretion, whether or not to accept or reject the application. The Executive shall advise the Applicant of its

7.3 A Member is only entitled to exercise the rights of membership (including attending and voting at General Meetings, accessing or using the Association's premises, facilities, equipment and other property, and participating in Association activities) if all subscriptions and any other fees have been paid to the Association by their respective due dates, but no Member or Life Member is liable for an obligation of the Association by reason only of being a Member. 7.4 The Committee may decide what access or use Members may have of or to any premises, facilities, equipment or other property owned, occupied or otherwise used by the Association, and to participate in Association activities, including any conditions of and fees for such access, use or involvement. 8. Subscriptions and Fees 8.1 The annual subscription and any other fees for membership for the then current financial year shall be set by resolution of a General Meeting (which can also decide that payment be made by periodic instalments). 8.2 Any Member failing to pay the annual subscription (including any periodic payment), any levy, or any capitation fees, within 3 calendar month(s) of the date the same was due for payment shall be considered as unfinancial and shall (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Association activity or to access or use the Association's premises, facilities, equipment and other property until all the arrears are paid. If such arrears are not paid within 6 calendar months of the due date for payment of the subscription, any other fees, or levy the Committee may terminate the Member's membership (without being required to give prior notice to that Member).	decision. If the Applicant does not accept the decision should apply in 14 days since decision is made to the Executive. Should Executive maintain the decision the applicant should appeal in 14 days for the next General meeting -the decision of the General meeting is final c. The Executive may interview the Applicant when it considers Membership Applications. d. Where an Application is approved, the Secretary shall enter the accepted Applicant's name in the Register of Members and upon the name being so entered, and the required membership fees being paid, the applicant becomes a Member. e. New members are to be presented at the Annual General Meeting by Executive
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This is based on the legislative requirements of the Incorporated Societies Act 2022

9. Ceasing to be a member

This is based on the legislative requirements of the Incorporated Societies Act 2022 and replaces 1994 Constitution Clause 10. LOSS OF MEMBERSHIP and Clause 11 EXPULSION

10. Obligations once membership has ceased

This is based on the legislative requirements of the Incorporated Societies Act 2022 and replaces 1994 Constitution Clause 10. LOSS OF MEMBERSHIP and Clause 11 EXPULSION.

11. Becoming a member again

This is based on the legislative requirements of the Incorporated Societies Act 2022

12. General Meetings

This is the legislative requirements of the Incorporated Societies Act 2022.

13. Minutes

This is the legislative requirements of the Incorporated Societies Act 2022.

14. Annual General Meetings

This is the legislative requirements of the Incorporated Societies Act 2022.

15. Special General Meetings

This is the legislative requirements of the Incorporated Societies Act 2022.

16. Committee

This is the legislative requirements of the Incorporated Societies Act 2022.

17. Committee meetings

This is the legislative requirements of the Incorporated Societies Act 2022.

18. Officers

This is the legislative requirements of the Incorporated Societies Act 2022.

19. Officers' duties

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994 Constitution Clauses 15 (a)(b)(c)(d).

20. Election or appointment of officers

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994 Constitution Clause 15 EXECUTIVE.

21. Removal of officers

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994 Constitution Clause 15 CEASATION OF THE EXECUTIVE MEMBERSHIP.

22. Ceasing to hold office

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994 Constitution Clause 15 CEASATION OF THE EXECUTIVE MEMBERSHIP.

23. Conflict of Interest

This is the legislative requirements of the Incorporated Societies Act 2022.

24. Records

This is the legislative requirements of the Incorporated Societies Act 2022.

25. Access to information for members

This is the legislative requirements of the Incorporated Societies Act 2022.

26. Finances

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994
Constitution 15 The Duties of the Executive and Clause 16 AUDIT COMMITTEE

27. Balance Date

This is the legislative requirements of the Incorporated Societies Act 2022.

28. Dispute resolution

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994
Constitution Clause 17 ARBITRATION COUNCIL

29. Complainant's right to be heard

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994
Constitution Clause 17 ARBITRATION COUNCIL.

30. Subject of complaint has the right to be heard

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994 Constitution Clause 17 ARBITRATION COUNCIL.

31. Investigating and determining dispute

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994 Constitution Clause 17 ARBITRATION COUNCIL.

32. Association may decide not to proceed further with complaint

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994 Constitution Clause 17 ARBITRATION COUNCIL

33. Association may refer complaint

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994 Constitution Clause 17 ARBITRATION COUNCIL

34. Decision makers

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994 Constitution Clause 17 ARBITRATION COUNCIL

35. Liquidation and removal from register

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994 Constitution Clause 20 WINDING UP THE ASSOCIATION AND DISPOSING OF FUNDS AND PROPERTY.

36. Surplus assets

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994 Constitution Clause 20 WINDING UP THE ASSOCIATION AND DISPOSING OF FUNDS AND PROPERTY

37. Alterations to the constitution

This is the legislative requirements of the Incorporated Societies Act 2022, replacing 1994 Constitution Clause 21 AMENDMENT OF RULES