

**Version  
as at 1 June 2022**

## **Industrial and Provident Societies Act 1908**

Public Act    1908 No 81  
Date of assent    4 August 1908

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**Note**

Changes authorised by subpart 2 of Part 3 of the Legislation Act 2019 have been made in this consolidation. See the notes at the end of this consolidation for further details.

**This Act is administered by the Ministry of Business, Innovation, and Employment.**

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**An Act to consolidate certain enactments of the General Assembly relating to industrial and provident societies**

**1 Short Title, etc**

- (1) The Short Title of this Act is the Industrial and Provident Societies Act 1908.
- (2) This Act is a consolidation of the enactments mentioned in Schedule 1, and with respect to those enactments the following provisions shall apply:
  - (a) all societies, corporations, offices, appointments, rules, regulations, registers, records, orders, scales, instruments, and generally all acts of authority which originated under any of the said enactments or any enactment thereby repealed, and are subsisting or in force on the coming into operation of this Act, shall enure for the purposes of this Act as fully and effectually as if they had originated under the corresponding provisions of this Act, and accordingly shall, where necessary, be deemed to have so originated:

provided that every such society and corporation respectively shall be deemed to be the same society and corporation respectively under this Act without change of corporate entity or otherwise:
  - (b) all matters and proceedings commenced under any such enactment, and pending or in progress on the coming into operation of this Act, may be continued, completed, and enforced under this Act.

**2 Interpretation**

In this Act, if not inconsistent with the context,—

**amendment of rule** includes a new rule and a resolution rescinding a rule

**Committee** means the committee of management or other directing body of a society

**land** includes hereditaments and chattels real

**meeting** includes (when the rules of a society so allow) a meeting of delegates appointed by members

**officer** extends to any trustee, treasurer, secretary, member of the committee of management of a society, manager, or servant other than a servant appointed by the committee of a society

**persons claiming through a member** includes the executors, administrators, and assigns of a member, and also his nominees where nomination is allowed

**property** means all real and personal estate (including books and papers)

**registered society** means a society registered or deemed to be registered under this Act

**Registrar** means the Registrar of Industrial and Provident Societies appointed under this Act; and **District Registrar**, in relation to any society, means the District Registrar of Industrial and Provident Societies in whose office the records relating to the society are kept

Registrar: this definition was substituted, as from 16 October 1957, by section 2(2) Industrial and Provident Societies Amendment Act 1957 (1957 No 28).

**rules** means rules for the time being.

Compare: 1877 No 11 s 2

### 3 Existing societies

Every incorporated society now subsisting whose rules have been registered or certified under any enactment mentioned in Schedule 1, or under any Act thereby repealed, shall be deemed to be a society registered under this Act, and its rules shall, so far as the same are not contrary to any express provision of this Act, continue in force until altered or rescinded under this Act.

Compare: 1877 No 11 s 4

### 3A Registrar of Industrial and Provident Societies

For the purposes of this Act there shall from time to time be appointed under the Public Service Act 2020 a Registrar of Industrial and Provident Societies.

Section 3A was inserted, as from 16 October 1957, by section 2(1) Industrial and Provident Societies Amendment Act 1957 (1957 No 28).

Section 3A: amended, on 7 August 2020, by section 135 of the Public Service Act 2020 (2020 No 40).

### 3B Deputy Registrar of Industrial and Provident Societies

- (1) There may also from time to time be appointed under the Public Service Act 2020 a Deputy Registrar of Industrial and Provident Societies, who shall, under the control of the Registrar, perform such general official duties as he is called upon to perform by the Registrar.
- (2) On the occurrence from any cause of a vacancy in the office of Registrar (whether by reason of death, resignation, or otherwise), and in case of the absence from duty of the Registrar (from whatever cause arising), and so long as any such vacancy or absence continues, the Deputy Registrar shall have and may exercise all the powers, duties, and functions of the Registrar.
- (3) The fact that the Deputy Registrar exercises any power, duty, or function as aforesaid shall be conclusive evidence of his authority to do so, and no person

shall be concerned to inquire whether the occasion has arisen requiring or authorising him to do so.

Section 3B was inserted, as from 16 October 1957, by section 3 Industrial and Provident Societies Amendment Act 1957 (1957 No 28).

Section 3B(1): amended, on 7 August 2020, by section 135 of the Public Service Act 2020 (2020 No 40).

### **3C District and Assistant Registrars of Industrial and Provident Societies**

- (1) There shall from time to time be appointed under the Public Service Act 2020 as many District Registrars of Industrial and Provident Societies and Assistant Registrars of Industrial and Provident Societies as may be found necessary for the purposes of this Act.
- (2) Subject to the control of the Registrar, every District Registrar shall have and may exercise all the duties and powers of the Registrar. Subject to the control of the Registrar and of the District Registrar, every Assistant Registrar shall have and may exercise all the duties and powers of the Registrar. The fact that a District Registrar or an Assistant Registrar exercises any powers or functions conferred by this Act on the Registrar shall be conclusive evidence of his authority to do so.

Section 3C was inserted, as from 16 October 1957, by section 4 Industrial and Provident Societies Amendment Act 1957 (1957 No 28).

Section 3C(1): amended, on 7 August 2020, by section 135 of the Public Service Act 2020 (2020 No 40).

### **3D Registers to be kept**

- (1) The Registrar shall cause to be kept in the office of each District Registrar such registers as he considers necessary, in which shall be recorded all matters required by this Act or by regulations made under this Act to be recorded by the Registrar.
- (2) Whenever any act is by this Act or by any regulations under this Act directed to be done to or by the Registrar in respect of any society, it shall, unless the context otherwise requires, be done to or by the District Registrar in whose office the records relating to the society are kept, or to or by an Assistant Registrar in that office.

Section 3D was inserted, as from 16 October 1957, by section 5 Industrial and Provident Societies Amendment Act 1957 (1957 No 28).

## **4 Societies which may be registered**

- (1) A society which may be registered under this Act (in this Act called **an industrial and provident society**) is a society for carrying on any industry, business, or trade, whether wholesale or retail, specified in or authorised by its rules, including dealings of any description with land, but excepting the business of banking.

- (2) However, no member (other than a registered society) may have or claim any interest in the shares of the society exceeding \$4,000 or such higher amount as may be specified, in respect of any particular society, by notice given by the Minister of the Crown who, under the authority of any warrant or with the authority of the Prime Minister, is for the time being responsible for the administration of this Act.
- (3) This section is subject to section 33 of the Statutes Amendment Act 1939 (which limits the registration of societies, and is deemed to be part of this Act).
- (4) A notice under this section is secondary legislation (*see* Part 3 of the Legislation Act 2019 for publication requirements).

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**Legislation Act 2019 requirements for secondary legislation made under this section**

|                     |                                                                                                                                                          |                                      |
|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| <b>Publication</b>  | The maker must publish it in the <i>Gazette</i>                                                                                                          | LA19 ss 73, 74(1)(a),<br>Sch 1 cl 14 |
| <b>Presentation</b> | It is not required to be presented to the House of Representatives because a transitional exemption applies under Schedule 1 of the Legislation Act 2019 | LA19 s 114, Sch 1<br>cl 32(1)(a)     |
| <b>Disallowance</b> | It may be disallowed by the House of Representatives                                                                                                     | LA19 ss 115, 116                     |

*This note is not part of the Act.*

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Section 4 was repealed, as from 22 August 1923, by section 2(2) Industrial and Provident Societies Amendment Act 1923 (1923 No 20).

A new section 4 was inserted, as from 22 October 2003, by section 3(1) Industrial and Provident Societies Amendment Act 2003 (2003 No 78). *See* section 3(2) of that Act as to notices made under section 2(1) of the Industrial and Provident Societies Amendment Act 1923.

Section 4(2): amended, on 28 October 2021, by section 3 of the Secondary Legislation Act 2021 (2021 No 7).

Section 4(4): inserted, on 28 October 2021, by section 3 of the Secondary Legislation Act 2021 (2021 No 7).

## 5 Registry of societies

With respect to the registry of societies the following provisions shall have effect:

- (a) no society can be registered under this Act which does not consist of 7 persons at least:
- (b) for the purpose of registry, an application to register the society, signed by 7 members and the secretary, and a written or printed copy of the rules, shall be sent to the Registrar:
- (c) no society shall be registered under a name which is identical with that of any other society registered under this Act, or of a company carrying on business in New Zealand (whether registered in New Zealand or not), or of any other body corporate established or registered in New Zealand under any Act, or so nearly resembles that name as to be calculated to deceive, except where that other society or company or body corporate, as the case may be, signifies its consent in such manner as the Registrar

requires, and the Registrar is satisfied that registration of the society by the proposed name will not be contrary to the public interest:

- (ca) except with the consent of the High Court, no society shall be registered by a name which, in the opinion of the Registrar, is undesirable:
- (d) the words “Society Limited” shall be the last words in the name of every society registered under this Act:
- (e) the Registrar, on being satisfied that the requirements of this Act have been complied with, shall issue to the society an acknowledgment of registry in the form numbered (1) in Schedule 4:
- (f) *[Repealed]*
- (g) *[Repealed]*
- (h) if the refusal of registry is overruled on appeal, an acknowledgment of registry shall thereupon be given to the society by the Registrar:
- (i) the acknowledgment of registry shall be conclusive evidence that the society therein mentioned is duly registered, unless it is proved that the registry of the society has been suspended or cancelled.

Compare: 1877 No 11 s 6; 1906 No 58 s 11

Section 5(b): amended, on 20 September 2007, by section 4 of the Industrial and Provident Societies Amendment Act 2007 (2007 No 65).

Paragraph (b) was amended, as from 16 October 1957, by section 7(2)(a) Industrial and Provident Societies Amendment Act 1957 by substituting the figure “3” for the figure “2”.

Paragraph (c) was substituted, as from 22 October 1952, by section 2 Industrial and Provident Societies Amendment Act 1952 (1952 No 45).

Paragraph (ca) was inserted, as from 14 October 1981, by section 2 Industrial and Provident Societies Amendment Act 1981 (1981 No 42).

Paragraph (d) was substituted, as from 22 October 1952, by section 3 Industrial and Provident Societies Amendment Act 1952 (1952 No 45).

Paragraph (e) was substituted, as from 1 July 1994, by section 2 Industrial and Provident Societies Amendment Act 1994 (1994 No 39).

Paragraphs (f) and (g) were repealed, as from 14 October 1981, by section 7 Industrial and Provident Societies Amendment Act 1981 (1981 No 42).

## 5A Change of name

- (1) If—
  - (a) through inadvertence or otherwise, a society at its first registration, or on its registration by a new name, is registered by a name which is in contravention of paragraph (c) or paragraph (ca) of section 5, or of any enactment, other than this Act, relating to restrictions on the use of any name; or
  - (b) a society is for the time being registered by a name which, in the opinion of the Registrar, is undesirable,—

the society shall, within a period of 6 weeks from the date of its being required by the Registrar to do so, or such longer period as he may allow, change its

name in accordance with section 7 to a name that is not in contravention as aforesaid and is not, in the opinion of the Registrar, undesirable.

- (2) If a society makes default in complying with the requirements of subsection (1), it commits an offence and shall be liable on conviction to a fine not exceeding \$10 for every day on which the offence has continued.
- (3) No fee shall be payable in respect of an alteration of the rules of a society if the alteration only changes the society's name pursuant to the requirements of subsection (1).

This section was inserted, as from 14 October 1981, by section 3 Industrial and Provident Societies Amendment Act 1981 (1981 No 42).

Section 5A(2): amended, on 1 July 2013, by section 413 of the Criminal Procedure Act 2011 (2011 No 81).

## 6 Cancellling and suspension of registry

With respect to the cancelling or suspension of registry the following provisions shall have effect:

- (a) the Registrar may cancel the registry of a society by writing under his hand—
  - (i) if he thinks fit, at the request of a society, to be evidenced in such manner as he from time to time directs:
  - (ii) with the approval of the Governor-General, on proof to his satisfaction that an acknowledgment of registry has been obtained by fraud or mistake, or that a society exists for an illegal purpose, or has wilfully, and after notice from the Registrar, violated any of the provisions of this Act:
  - (iii) if he has reasonable cause to believe that the society has ceased to exist:
- (b) the Registrar in any case in which he might, with the approval of the Governor-General, cancel the registry of a society may suspend the same by writing under his hand for any term not exceeding 3 months, and may, with the approval of the Governor-General, renew such suspension from time to time for the like period:
- (c) not less than 2 months' previous notice in writing, specifying briefly the ground of any proposed cancelling or suspension of registry, shall be given by the Registrar to a society before the registry of the same can be cancelled (except at its request) or suspended; and notice of every cancelling or suspension shall be published in the *Gazette* and in some newspaper circulating in the city, town, or place in which the registered office of the society is situated, as soon as practicable after the same takes place:
- (d) a society may appeal from the cancelling of its registry, or (when the same has been suspended for 2 consecutive periods not exceeding 6



months in the whole) against any renewal of suspension, in manner herein provided for appeals from the Registrar's refusal to register:

- (e) a society whose registry has been suspended or cancelled shall, from the time of such suspension or cancelling (but, if suspended, only while such suspension lasts, and subject also to the right of appeal hereby given), absolutely cease to enjoy as such the privileges of a registered society, but without prejudice to any liability actually incurred by such society, which may be enforced against the society as if such suspension or cancelling had not taken place.

Compare: 1877 No 11 s 7

Paragraph (a)(ii) was amended, as from 12 December 1944, by section 32(a) Statutes Amendment Act 1944 (1944 No 25) by omitting the words "or has ceased to exist".

Paragraph (a)(iii) was inserted, as from 12 December 1944, by section 32(b) Statutes Amendment Act 1944 (1944 No 25).

## **7 Rules and amendments**

- (1) With respect to the rules of societies the following provisions shall have effect:
  - (a) the rules of every society sent for registry shall contain provisions in respect of the several matters mentioned in Schedule 2:
  - (b) no amendment of a rule made by a registered society shall be valid until the same has been registered under this Act, for which purpose a copy of the same, signed by 3 members and the secretary, shall be sent to the Registrar:
  - (c) the provisions herein contained as to appeals from a refusal of registry shall apply to amendments of rules:
  - (d) the Registrar shall, on being satisfied that any amendment of a rule is not contrary to the provisions of this Act, issue to the society an acknowledgment of registry of the same in the form numbered (2) in Schedule 4, which shall be conclusive evidence that the same is duly registered:
  - (e) a copy of the rules of a registered society shall be delivered by the society to every person, on demand, on payment of a sum not exceeding 10c:
  - (f) if any person, with intent to mislead or defraud, gives to any other person a copy of any rules, or other documents, other than rules for the time being registered under this Act, on the pretence that the same are existing rules of a registered society, or that there are no other rules of such society, or gives to any person a copy of any rules on the pretence that such rules are the rules of a registered society when the society is not registered, the person so offending commits an offence, and is liable on conviction to a fine not exceeding \$100, or to imprisonment for any term not exceeding 2 years.

- (2) Despite anything to the contrary in section 25 of the Criminal Procedure Act 2011, a charging document may be filed at any time in respect of an offence under this section.

Compare: 1877 No 11 s 8

Section 7(b): amended, on 20 September 2007, by section 5 of the Industrial and Provident Societies Amendment Act 2007 (2007 No 65).

Paragraph (b) was amended, as from 16 October 1957, by section 7(2)(b) Industrial and Provident Societies Amendment Act 1957 (1957 No 28) by inserting the figure “3”.

Section 7(1)(f): amended, on 1 July 2013, by section 413 of the Criminal Procedure Act 2011 (2011 No 81).

Paragraph (f) was amended, as from 1 January 1955, by section 40(1) Criminal Justice Act 1954 (1954 No 50) by omitting the words “with or without hard labour”.

Section 7(2): inserted, on 1 July 2013, by section 413 of the Criminal Procedure Act 2011 (2011 No 81).

## 8 Duties and obligations of societies

- (1) With respect to the duties and obligations of registered societies the following provisions shall have effect:
- (a) every society shall—
- (i) have a registered office, to which all communications and notices may be addressed, and shall send to the Registrar notice of the situation of such office, and of every change therein:
  - (ii) paint or affix, and keep painted or affixed, its name on the outside of every office or place in which the business of the society is carried on, in a conspicuous position in letters easily legible, and have its name engraved in legible characters on its seal, and have its name mentioned in legible characters in all notices, advertisements, and other official publications of the society, and in all bills of exchange, promissory notes, endorsements, cheques, and orders for money or goods purporting to be signed by or on behalf of the society, and in all bills of parcels, invoices, receipts, and letters of credit of the society:
  - (iii) *[Repealed]*
  - (iv) within 3 months of each balance date of the society, send to the Registrar an annual return that is in the form and contains all of the particulars that the Registrar may from time to time require together with a prescribed fee (if any):
  - (v) allow any member or person having an interest in the funds of the society to inspect the books and names of the members at all reasonable hours at the registered office of the society, or at any place where the same are kept, subject to such regulations as to the time and manner of such inspection as may be made from time to time by the general meetings of the society, except that no such

member or person, unless he is an officer of the society, or is specially authorised by a resolution thereof, shall have the right to inspect a loan or deposit account of any other member without the written consent of such member:

- (vi) supply without charge to every member or person interested in the funds of the society, on application, a copy of the last annual return of the society:
  - (vii) *[Repealed]*
  - (b) it shall be an offence against this Act if any registered society—
    - (i) fails to give any notice, send any return or document, or do or allow to be done any act or thing which the society is by this Act required to give, send, do, or allow to be done:
    - (ii) wilfully neglects or refuses to do any act or to furnish any information required for the purposes of this Act by the Registrar or other person authorised under this Act, or does any act or thing forbidden by this Act:
    - (iii) makes a return or wilfully furnishes information in any respect false or insufficient:
  - (c) every offence by a society against this Act shall be deemed to have been also committed by every officer of the society bound by the rules thereof to fulfil the duty whereof such offence is a breach, or if there is no such officer, then by every member of the committee of the society, unless such member is proved to have been ignorant of or to have attempted to prevent the commission of such offence; and every act or default under this Act constituting an offence, if continued, shall constitute a new offence in every week during which the same continues:
  - (d) every return and other document required for the purposes of this Act shall be made in such form and shall contain such particulars as the Registrar prescribes:
  - (e) all documents required by this section to be sent to the Registrar shall be deposited with the rules of the society to which the same respectively relate, and shall be registered, or recorded by the Registrar, with such observations thereon (if any) as the Registrar directs.
- (2) In subsection (1)(a)(iv), **balance date** has the same meaning as in section 41 of the Financial Reporting Act 2013.
- (3) Subsection (1)(b) to (e) do not apply in relation to sections 8A to 8M.

Compare: 1877 No 11 s 9

Section 8(1)(a)(iii): repealed, on 1 April 2014, by section 99(1) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

Section 8(1)(a)(iv): replaced, on 1 April 2014, by section 99(2) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

Paragraphs (a)(vi) and (vii) were substituted, as from 1 July 1994, by section 49 Financial Reporting Act 1993 (1993 No 106). *See* section 44(1) of that Act for the transitional provisions.

Section 8(1)(a)(vi): replaced, on 1 April 2014, by section 99(3) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

Section 8(1)(a)(vii): repealed, on 1 April 2014, by section 99(1) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

Section 8(2): inserted, on 1 April 2014, by section 99(4) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

Section 8(3): inserted, on 1 April 2014, by section 99(4) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

### **8A Accounting records must be kept**

- (1) Every registered society must ensure that there are kept at all times accounting records that—
  - (a) correctly record the transactions of the society; and
  - (b) will enable the society to ensure that the financial statements of the society comply with generally accepted accounting practice (if the society is required to prepare those statements); and
  - (c) will enable the financial statements of the society to be readily and properly audited (if those statements are required to be audited).
- (2) Every registered society must establish and maintain a satisfactory system of control of its accounting records.
- (3) The accounting records must be kept—
  - (a) in written form in English; or
  - (b) in a form or manner in which they are easily accessible and convertible into written form in English.

Section 8A: inserted, on 1 April 2014, by section 100 of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

### **8B Non-application of provisions if alternative financial reporting duties under financial markets legislation**

Sections 8D and 8E do not apply to a registered society in relation to an accounting period if financial statements of the society are required to be prepared for that period under subpart 3 of Part 7 of the Financial Markets Conduct Act 2013 or section 55 of the Financial Reporting Act 2013.

Section 8B: inserted, on 1 April 2014, by section 100 of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

### **8C Interpretation for financial reporting provisions**

- (1) In sections 8A to 8M, **accounting period**, **applicable auditing and assurance standard**, and **applicable financial reporting standard** have the same meanings as in section 5 of the Financial Reporting Act 2013.
- (2) In sections 8A to 8M and 19,—

**balance date** has the same meaning as in section 41 of the Financial Reporting Act 2013

**financial statements** has the same meaning as in section 6 of the Financial Reporting Act 2013

**generally accepted accounting practice** has the same meaning as in section 8 of the Financial Reporting Act 2013

**large registered society** means a registered society that is large under section 45 of the Financial Reporting Act 2013

**qualified auditor** has the same meaning as in section 35 of the Financial Reporting Act 2013.

Section 8C: inserted, on 1 April 2014, by section 100 of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

#### **8D Financial statements must be prepared**

- (1) This section applies to—
  - (a) every large registered society; and
  - (b) every other registered society unless the society has opted out of compliance with this section in accordance with section 8K.
- (2) Every registered society to which this section applies must ensure that, within 4 months after the balance date of the society, financial statements that comply with generally accepted accounting practice are—
  - (a) completed in relation to the society and that balance date; and
  - (b) dated and signed on behalf of the society by 2 members of the committee of the society.

Section 8D: inserted, on 1 April 2014, by section 100 of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

#### **8E Financial statements must be audited**

- (1) This section applies to every registered society unless the society has opted out of compliance with this section in accordance with section 8K or 8L.
- (2) Every registered society to which this section applies must ensure that the financial statements of the society prepared under section 8D (if any) are audited by a qualified auditor.
- (3) *See* sections 37 to 39 of the Financial Reporting Act 2013 (which provide for the appointment of a partnership and access to information in relation to a registered society).

Section 8E: inserted, on 1 April 2014, by section 100 of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

**8F Audit must be carried out in accordance with auditing and assurance standards**

- (1) An auditor must, in carrying out an audit for the purposes of section 8E, comply with all applicable auditing and assurance standards.
- (2) The auditor's report must comply with the requirements of all applicable auditing and assurance standards.

Section 8F: inserted, on 1 April 2014, by section 100 of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

**8G Financial statements must be sent to members**

- (1) Every registered society that is required to prepare financial statements under section 8D must ensure that, within 4 months after the balance date of the society, copies of those statements are sent to every member of the society.
- (2) If the financial statements are required to be audited, the statements sent under subsection (1) must be accompanied by a copy of the auditor's report on those statements.

Section 8G: inserted, on 1 April 2014, by section 100 of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

**8H Registration of financial statements**

- (1) A large registered society that is required to prepare financial statements under section 8D must ensure that, within 4 months after the balance date of the society, copies of those statements and a copy of any auditor's report on those statements are delivered to the Registrar for registration.
- (2) The registered society must, when the financial statements are registered, pay to the Registrar the prescribed registration fee (if any).

Section 8H: inserted, on 1 April 2014, by section 100 of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

**8I Inspection of registered financial statements**

Any person may, on payment of the prescribed fee (if any), inspect the copies of any financial statements and auditor's report on those statements delivered to the Registrar under section 8H.

Section 8I: inserted, on 1 April 2014, by section 100 of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

**8J Financial reporting offences**

- (1) Subsection (2) applies if—
  - (a) a registered society fails to comply with section 8A, 8E, 8G, or 8H; or
  - (b) a registered society is required to comply with section 8D and financial statements of the society—
    - (i) are not completed and signed within the time specified in that section; or

- (ii) fail to comply with an applicable financial reporting standard.
- (2) The registered society and every member of the committee of the society commit an offence and are liable on conviction to a fine not exceeding \$50,000.
- (3) It is a defence to a member of the committee of a society charged with an offence under this section in respect of a requirement referred to in subsection (1) if the member proves that—
  - (a) the society took all reasonable and proper steps to ensure that the requirement would be complied with; or
  - (b) the member took all reasonable steps to ensure that the requirement would be complied with; or
  - (c) in the circumstances, the member could not reasonably have been expected to take steps to ensure that the requirement would be complied with.

Section 8J: inserted, on 1 April 2014, by section 100 of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

**8K Societies (other than large societies) may opt out of preparation and audit requirements**

- (1) This section applies to a registered society other than—
  - (a) a large registered society; or
  - (b) a society whose rules expressly provide that this section does not apply.
- (2) The members of a registered society may, at a meeting held within 6 months from the start of an accounting period, opt out of compliance with either or both of the following provisions in relation to that accounting period by way of a resolution passed under section 8M:
  - (a) section 8D (preparation of financial statements):
  - (b) section 8E (audit requirement).

Section 8K: inserted, on 1 April 2014, by section 100 of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

**8L Large societies may opt out of audit requirements**

- (1) This section applies to a large registered society other than a society whose rules expressly provide that this section does not apply.
- (2) The members of a registered society may, at a meeting held within 6 months from the start of an accounting period, opt out of compliance with section 8E (audit requirement) in relation to that accounting period by way of a resolution passed under section 8M.

Section 8L: inserted, on 1 April 2014, by section 100 of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

**8M Resolution to opt out**

- (1) For the purposes of sections 8K and 8L, the resolution must be passed at a meeting by not less than 95% of the members of the society for the time being

entitled under the rules to vote that are present in person or by proxy (where the rules allow proxies) at the meeting.

- (2) Notice of the meeting, specifying the intention to propose the resolution, must be duly given in accordance with the rules of the society.
- (3) If the members opt out of compliance with a provision in relation to an accounting period under section 8K or 8L, the provision does not apply to the registered society in relation to that period.

Section 8M: inserted, on 1 April 2014, by section 100 of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

## 9 Privileges of societies

Registered societies shall be entitled to the following privileges:

- (a) the registration of a society shall render it a body corporate by the name described in the acknowledgment of the registry, by which it may sue and be sued, with perpetual succession and a common seal, and with limited liability, and shall vest in the society all property for the time being vested in any person in trust for the society; and all legal proceedings pending by or against the trustees of any such society may be prosecuted by or against the society in its registered name without abatement:
- (b) the rules of the society shall bind the society and all members thereof, and all persons claiming through them respectively, to the same extent as if each member had subscribed his name and set his seal thereto, and there were contained in such rules a covenant on the part of himself, his executors and administrators, to conform thereto, subject to the provisions of this Act:

provided that a society registered at the time when this Act comes into operation, or the members thereof, may respectively exercise any power given by this Act and not made to depend on the provisions of its rules, notwithstanding any provision contained in any rule thereof certified before this Act was passed:

- (c) *[Repealed]*
- (d) all money payable by a member to the society shall be a debt due from such member to the society, and recoverable as such either in the District Court in or near to the locality in which the registered office of the society is situate or in which such member resides, at the option of the society:
- (e) a member of a society, not being under the age of 16 years, may, by writing under his hand delivered at or sent to the registered office of the society, nominate any person not being an officer or servant of the society, unless such officer or servant is the husband, wife, civil union partner, de facto partner, father, mother, child, brother, sister, nephew, or



niece of the nominator, to whom his shares in the society shall be transferred at his decease:

provided that the amount credited to him in the books of the society does not exceed \$1,000, and may from time to time revoke or vary such nomination by a writing under his hand similarly delivered or sent, but not otherwise; and every such society shall keep a book wherein the names of all persons so nominated shall be regularly entered, and the shares comprised in such nomination shall be transferable to the nominee although the rules of the society declare its shares to be generally not transferable; and, on receiving satisfactory proof of the death of a nominator, the committee of the society shall at its option either transfer the shares in manner directed on such nomination, or pay to every person entitled thereunder the full value of his interest, unless the shares if transferred to any such nominee would raise his interest in the society to an amount exceeding the amount specified by or under section 4(2) of the principal Act, in which case the committee shall pay him the full value of such shares not exceeding the sum aforesaid:

- (f) if any member of a society entitled to an interest in the society not exceeding \$1,000 dies without having made any nomination under this Act which remains unrevoked at his death, such interest shall be transferable, without probate or letters of administration, to or among the persons who appear to a majority of the committee, upon such evidence as they may deem satisfactory, to be entitled by law to receive the same:
- (g) whenever the committee, after the decease of any member, makes any payment or transfer to any person who at the time appears to it to be entitled under this section, the payment or transfer shall be valid and effectual against any demand made upon the committee or the society by any other person:
- (h) when any person in whose name any funds, debentures, securities, or money belonging to the society are standing or vested, either jointly with another or others, or solely as a trustee therefor, is absent from New Zealand, or becomes bankrupt, or files any petition, or executes any deed for liquidation of his affairs by assignment or arrangement, or for composition with his creditors, or whose estate is liquidated under any Act for the relief of debtors, or becomes a mentally disordered person, or is convicted of crime which prior to the coming into operation of the Criminal Code Act 1893 would have been classed as a felony, or is dead, or has been removed from his office of trustee, or if it is unknown whether such person is living or dead, the Registrar, on application in writing from the secretary and 3 members of the society, and on proof satisfactory to him, may direct the transfer of such funds, debentures, securities, or money to the society or into the names of any other persons appointed by the society as trustees, and such transfer shall be made by the surviving or con-

tinuing trustees; and if there are no such trustees, or if such trustees refuse or are unable to make such transfer, the Registrar may direct that where such funds, debentures, securities, or money—

- (i) are standing in the books of the Minister of Finance, or are under his control, such transfer be made by the Minister of Finance, or some officer of the Government to be named in the order:
  - (ii) are standing in the books of or are in the control of any bank or banking corporation, or other corporation or body, such transfer be made by some officer of such bank or banking corporation or other corporation or body to be named in the order:
  - (iii) are standing in the books or are in the hands or control of any other person or persons, such transfer be made by such person or persons:
- (i) the Minister of Finance and every such bank and banking corporation, and all corporations, companies, and persons, and their officers and servants respectively, are hereby indemnified from anything done by him or them, or any of his or their officers, in pursuance of the provisions of paragraph (h) against any claim or demand of any person injuriously affected thereby:
  - (j) a person under the age of 20, but above the age of 16, may be a member of a society, unless provision is made in the rules of the society to the contrary, and may, subject to the rules of the society, enjoy all the rights of a member (except as herein provided), and execute all instruments and give all acquittances necessary to be executed or given under the rules, but shall not be a member of the committee of management, trustee, manager, or treasurer of the society:
  - (k) a promissory note or bill of exchange shall be deemed to have been made, accepted, or endorsed on behalf of a society if made, accepted, or endorsed in the name of the society, or by or on behalf or on account of the society by any person acting under the authority of the society:
  - (l) any register or list of members or shares kept by any society shall be *prima facie* evidence of any of the following particulars entered therein:
    - (i) the names, addresses, and occupations of the members, the number of shares held by them respectively, the numbers of such shares if they are distinguished by numbers, and the amount paid or agreed to be considered as paid on any such share:
    - (ii) the date at which the name of any person, company, or society was entered in such register or list as a member:
    - (iii) the date at which any such person, company, or society ceased to be a member:

- (m) contracts on behalf of the society may be made, varied, or discharged as follows:
- (i) any contract which if made between private persons would be by law required to be in writing, and if made according to the English law to be under seal, may be made on behalf of the society in writing under the common seal of the society, and may in the same manner be varied or discharged:
  - (ii) any contract which if made between private persons would be by law required to be in writing, and signed by the persons to be charged therewith, may be made on behalf of the society in writing either under the common seal or signed by any person acting under the express or implied authority of the society, and may in the same manner be varied or discharged:
  - (iii) any contract under seal which if made between private persons might be varied or discharged by a writing not under seal signed by any person interested therein may be similarly varied or discharged on behalf of the society by a writing not under seal signed by any person acting under the express or implied authority of the society:
  - (iv) any contract which if made between private persons would be by law valid though made by parol only, and not reduced into writing, may be made by parol on behalf of the society by any person acting under the express or implied authority of the society, and may in the same manner be varied or discharged:
  - (v) a signature purporting to be made by a person holding any office in the society attached to a writing whereby any contract purports to be made, varied, or discharged by or on behalf of the society, shall *prima facie* be taken to be the signature of a person holding at the time when the signature was made the office so stated:
- (n) all contracts which may be or have been made, varied, or discharged according to the provisions herein contained shall, so far as concerns the form thereof, be effectual in law and binding on the society and all other parties thereto, their executors or administrators, as the case may be.

Compare: 1877 No 11 s 10

Paragraph (c) was repealed, as from 1 January 1972, by section 101(1) Stamp and Cheque Duties Act 1971 (1971 No 51). *See* now the provisions of Part 2 of that Act.

In paragraph (d) the words “District Court” were substituted for the words “Magistrate’s Court”, as from 1 April 1980, pursuant to section 18 District Courts Amendment Act 1979 (1979 No 125).

Paragraph (e) proviso was amended, as from 18 November 1964, by section 2(1)(a) Industrial and Provident Societies Amendment Act 1964 (1964 No 92) by substituting the expression “\$600” for the expression “\$400”.

Paragraph (e) proviso was amended, as from 23 November 1967, by section 2(1)(a) Industrial and Provident Societies Amendment Act 1967 (1967 No 82) by substituting the expression “\$1,000” for the expression “\$600”.

Paragraph (e) proviso was amended, as from 23 November 1967, by section 2(1)(a) Industrial and Provident Societies Amendment Act 1967 (1967 No 82) by substituting the expression “\$2,000” for the expression “\$600”.

Paragraph (e) proviso was amended, as from 23 December 1977, by section 2(2) Industrial and Provident Societies Amendment Act 1977 (1977 No 155) by substituting the words “the amount specified by or under section 2(1) of the Industrial and Provident Societies Amendment Act 1923” for the expression “\$2,000”.

Paragraph (e) proviso was amended, as from 22 October 2003, by section 4(1)(a) Industrial and Provident Societies Amendment Act 2003 (2003 No 78) by substituting the words “section 4(2) of the principal Act” for the words “section 2(1) of the Industrial and Provident Societies Amendment Act 1923”.

Paragraph (e) was amended, as from 26 April 2005, by section 7 Relationships (Statutory References) Act 2005 (2005 No 3) by inserting the words “civil union partner, de facto partner,” after the word “wife,”.

Paragraph (f) was amended, as from 22 October 1952, by section 5(c) Industrial and Provident Societies Amendment Act 1952 (1952 No 45) by omitting the words “intestate and” as indicated by the first set of points of omission.

Paragraph (f) was amended, as from 3 November 1964, by section 4(3) Administration Amendment Act 1964 (1964 No 24) by omitting the words “or payable” as indicated by the second set of points of omission..

Paragraph (f) was amended, as from 18 November 1964, by section 2(1)(b) Industrial and Provident Societies Amendment Act 1964 by substituting the expression “\$600” for the expression “\$400”. This paragraph was further amended, as from 23 November 1967, by section 2(1)(a) Industrial and Provident Societies Amendment Act 1967 by substituting the expression “\$1,000” for the expression “\$600”.

Paragraph (f) was amended, as from 22 October 1952, by section 5(d) Industrial and Provident Societies Amendment Act 1952 (1952 No 45) by inserting the words “probate or”.

In paragraph (h) the words “mentally defective person” were substituted for the word “lunatic”, as from 1 March 1912, pursuant to section 134 Mental Defectives Act 1911 (1911 No 6).

Paragraph (h) was further amended, as from 1 April 1970, by section 129(4) Mental Health Act 1969 (1969 No 16) by substituting the words “mentally disordered person” for the words “mentally defective person”.

Paragraph (j) was amended, as from 1 January 1971, by section 6 Age of Majority Act 1970 (1970 No 137) by substituting the expression “20” for the figure “21”.

## **10 Property and funds of societies**

(1) With respect to the property and funds of registered societies the following provisions shall have effect:

- (a) a society may (if its rules do not direct otherwise) invest the funds of the society or any part thereof, to any amount, in any of the following ways:
  - (i) in the purchase or lease, in its own name, of any land or buildings, and may hold, sell, exchange, mortgage, lease, or build upon the same (with power to alter and pull down buildings and again rebuild); and no purchaser, assignee, mortgagee, or tenant shall be bound to inquire as to the authority for any sale, exchange, mortgage, or lease by the society, and the receipt of the society shall be a discharge for all money arising from or in connection with such sale, exchange, mortgage, or lease:

- (ii) in the Post Office Savings Bank, any trading bank within the meaning of the Reserve Bank of New Zealand Act 1964, any trustee savings bank established under the Trustee Savings Banks Act 1948, or any private savings bank within the meaning of the Private Savings Banks Act 1964, or in such other bank as the Governor-General may from time to time approve in that behalf by Order in Council:
- (iii) in any debentures, bonds, or Treasury bills issued by or on behalf of the Government under the authority of any Act:
- (iv) upon any other security expressly directed by the rules of the society:
- (b) the rules may provide for the advancing of money by the society to members on the security of real or personal property:
- (c) the society may, if its rules so allow, invest any part of its capital in the shares or on the security of any other society registered under this Act or under the Building Societies Act 1965, or of any company registered under the Companies Act 1993 or incorporated by Act or by charter, provided that no such investments shall be made in the shares of any society or company other than one with limited liability; and a society so investing may make such investment in its registered name, and shall be deemed to be a person within the meaning of those Acts:
- (d) any other body corporate may, if its regulations permit, hold shares by its corporate name in a society:
- (e) in the rules or any schedules thereto may be set forth the forms of conveyance, surrender, mortgage, transfer, agreement, bond, or other instrument necessary for carrying the purposes of the society into effect:
- (f) the profits of the society may be applied to any lawful purpose:
- (g) a receipt under the hands of 3 members of the committee, countersigned by the secretary, in the form numbered (2) in Schedule 3, or in any form specified by the rules of the society or any schedule thereto, for all money secured to the society by any mortgage or other assurance shall vacate the same, and vest the property therein comprised in the persons entitled to the equity of redemption of the same without reconveyance or resurrender:
- (h) every society shall from time to time forward to the Registrar-General of Land a return setting forth the names of every member of the committee and of the secretary; and also notice in writing of the death, resignation, or removal of existing, and the appointment of new, members and secretary respectively; also a copy of the rules and of every amendment thereof. Every such return and notice shall be accompanied by a statutory declaration made by the secretary or a member of the committee stating that the declarant is the secretary or a member of the committee

and verifying the statement contained in such return or notice. When any instrument is presented for registration affecting the land included in any mortgage or encumbrance registered under the Land Transfer Act 2017, and purports to be signed by 4 persons, 3 of whom appear to the Registrar-General of Land to be members of the committee and the other the secretary of the society at the time of the execution of such instrument, he shall register the same, and no person claiming under any such instrument shall be affected by notice, direct or constructive, that the persons signing the same were not such members or secretary respectively, nor that such instrument was executed in contravention of the rules of the society or the terms of the mortgage or encumbrance, and no claim on the assurance fund shall arise from the fact that such persons were not members of the committee or secretary respectively:

- (i) *[Repealed]*
- (2) An order under subsection (1)(a)(ii) is secondary legislation (*see* Part 3 of the Legislation Act 2019 for publication requirements).

Compare: 1877 No 11 s 11

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**Legislation Act 2019 requirements for secondary legislation made under this section**

|                     |                                                                                    |                               |
|---------------------|------------------------------------------------------------------------------------|-------------------------------|
| <b>Publication</b>  | PCO must publish it on the legislation website and notify it in the <i>Gazette</i> | LA19 s 69(1)(c)               |
| <b>Presentation</b> | The Minister must present it to the House of Representatives                       | LA19 s 114, Sch 1 cl 32(1)(a) |
| <b>Disallowance</b> | It may be disallowed by the House of Representatives                               | LA19 ss 115, 116              |

*This note is not part of the Act.*

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Paragraph (a)(ii) was substituted, as from 21 November 1973, by section 2 Industrial and Provident Societies Amendment Act 1973 (1973 No 68).

Paragraph (c) was substituted, as from 1 July 1994, by section 2 Company Law Reform (Transitional Provisions) Act 1994 (1994 No 16).

Section 10(1)(c): amended, on 5 December 2013, by section 14 of the Companies Amendment Act 2013 (2013 No 111).

Section 10(1)(h): amended, on 12 November 2018, by section 250 of the Land Transfer Act 2017 (2017 No 30).

Section 10(1)(i): repealed, on 1 July 2013, by section 413 of the Criminal Procedure Act 2011 (2011 No 81).

Section 10(2): inserted, on 28 October 2021, by section 3 of the Secondary Legislation Act 2021 (2021 No 7).

## 10AA Offences in relation to property of societies

- (1) A person commits an offence and is liable on conviction to imprisonment for a term not exceeding 6 months or a fine not exceeding \$100 who—
- (a) obtains possession of any property of a society by false representation;  
or
- (b) having property of a society in his or her possession—
- (i) withholds or misapplies the property; or

- (ii) wilfully applies any part of the property to purposes other than those expressed or directed in the rules of the society and authorised by this Act.
- (2) A charging document in respect of an offence against this section may be filed only by—
  - (a) the society that owns the property, or a member authorised by the society or committee of the society; or
  - (b) the Registrar.

Section 10AA: inserted, on 1 July 2013, by section 413 of the Criminal Procedure Act 2011 (2011 No 81).

### 10A Power to compromise with creditors and members

- (1) Where a compromise or arrangement is proposed between a registered society and its creditors or any class of them, or between the registered society and its members or any class of them, the High Court may, on the application of the registered society or of any creditor or member of the registered society, or, in the case of a registered society in liquidation, of the liquidator, order a meeting of the creditors or class of creditors, or of the members of the registered society or class of members, as the case may be, to be summoned in such manner as the Court directs. If any question arises under this section as to whether or not any members or creditors of a registered society constitute a class of members or a class of creditors, as the case may be, it shall be determined by the High Court as in the circumstances it thinks proper.
- (2) If a majority in number representing three-fourths in value of the creditors or class of creditors or members or class of members, as the case may be, voting in person or, where proxies are allowed, by proxy at the meeting agree to any compromise or arrangement, the compromise or arrangement shall, if sanctioned by the High Court, be binding on all the creditors or the class of creditors, or on the members or class of members, as the case may be, and also on the registered society, or, in the case of a registered society in liquidation, on the liquidator of the registered society.
- (3) An order made under subsection (2) shall have no effect until a sealed copy of the order has been delivered to the Registrar for registration, and a copy of every such order shall be annexed to every copy of the rules of the registered society issued after the order has been made.
- (4) If a registered society makes default in complying with subsection (3), the registered society and every officer of the registered society who is in default shall be liable on conviction to a fine not exceeding \$2 for each copy in respect of which default is made.
- (5) In this section and in section 10B—

**creditor** includes every person who has a claim that in the liquidation of a registered society would be admitted as a claim in accordance with Part 16 of

the Companies Act 1993 (as applied by section 14 of the Industrial and Provident Societies Amendment Act 1952)

**officer of the registered society who is in default** means any officer of the registered society who—

- (a) knowingly and wilfully authorises or permits the default, refusal, or contravention mentioned in this section or in section 10B; or
- (b) knew or ought to have known of the default, refusal, or contravention and did not take all reasonable steps to secure compliance by the registered society with the requirements specified or imposed by this section or section 10B.

Sections 10A and 10B were inserted, as from 14 October 1981, by section 4 Industrial and Provident Societies Amendment Act 1981 (1981 No 42).

Subsection (1) was amended, as from 1 July 1994, by section 2(1) Industrial and Provident Societies Amendment Act 1993 (1993 No 115) by substituting the words “in liquidation” for the words “being wound up”.

Subsection (2) was amended, as from 1 July 1994, by section 2(2) Industrial and Provident Societies Amendment Act 1993 (1993 No 115) by substituting the word “liquidation” for the words “the course of being wound up”.

Section 10A(4): amended, on 1 July 2013, by section 413 of the Criminal Procedure Act 2011 (2011 No 81).

In subsection (5) the definition of Creditor was substituted, as from 1 July 1994, by section 2(3) Industrial and Provident Societies Amendment Act 1993 (1993 No 115). *See* section 5 Industrial and Provident Societies Amendment Act 1993 (1993 No 115) for the transitional provisions applying to liquidation of societies. It provides that section 10A, as in force immediately before 1 July 1994, shall continue to apply as if the Industrial and Provident Societies Amendment Act 1993 had not been passed.

## **10B Information as to compromises with creditors and members**

- (1) Where a meeting of creditors or any class of creditors or of members or any class of members is summoned under section 10A there shall—
  - (a) with every notice summoning the meeting which is sent to a creditor or member, be sent also a statement explaining the effect of the compromise or arrangement and in particular stating any material interests of the officers of the registered society, whether as officers or as members or as creditors of the registered society or otherwise, and the effect thereon of the compromise or arrangement, in so far as it is different from the effect on the like interests of other persons; and
  - (b) in every notice summoning the meeting which is given by advertisement, be included either such a statement as aforesaid or a notification of the place at which and the manner in which creditors or members entitled to attend the meeting may obtain copies of such a statement as aforesaid.
- (2) Where the compromise or arrangement affects the rights of debenture holders of the registered society, the said statement shall give the like explanation as



respects the trustees of any deed for securing the debentures as it is required to give as respects the registered society's officers.

- (3) Where a notice given by advertisement includes a notification that copies of a statement explaining the effect of the compromise or arrangement proposed can be obtained by creditors or members entitled to attend the meeting, every such creditor or member shall, on making application in the manner indicated by the notice, be furnished by the registered society free of charge with a copy of the statement.
- (4) Where a registered society makes default in complying with any requirement of this section, the registered society and every officer of the registered society who is in default shall be liable on conviction to a fine not exceeding \$1,000, and for the purpose of this subsection any liquidator of the registered society and any trustee of a deed for securing any issue of debentures of the registered society shall be deemed to be an officer of the registered society:
- provided that a person shall not be liable under this subsection if that person shows that the default was due to the refusal of any other person, being an officer of the registered society or trustee for debenture holders, to supply the necessary particulars as to his interests.
- (5) It shall be the duty of any officer of the registered society and of any trustee for debenture holders of the registered society to give notice to the registered society of such matters relating to himself as may be necessary for the purposes of this section, and any person who makes default in complying with this subsection shall be liable on conviction to a fine not exceeding \$100.

Sections 10A and 10B were inserted, as from 14 October 1981, by section 4 Industrial and Provident Societies Amendment Act 1981 (1981 No 42).

Section 10B(4): amended, on 1 July 2013, by section 413 of the Criminal Procedure Act 2011 (2011 No 81).

Section 10B(5): amended, on 1 July 2013, by section 413 of the Criminal Procedure Act 2011 (2011 No 81).

## 11 Officers in receipt or charge of money

With respect to officers of registered societies having receipt or charge of money the following provisions shall have effect:

- (a) every officer, if the rules of the society require, shall, before taking upon himself the execution of his office, become bound with one sufficient surety at the least in a bond in the form numbered (1) in Schedule 3, or give the security of a guarantee society, in such sum as the society directs, conditioned for his rendering a just and true account of all money received and paid by him on account of the society at such times as its rules appoint, or as the society or committee requires him to do so, and for the payment by him of all sums due from him to the society:
- (b) every officer, his executors or administrators, shall, at such times as by the rules of the society he should, render account, or, on demand made or

notice in writing given or left at his last or usual place of residence, give in his account, as may be required by the society or committee, to be examined and allowed or disallowed by the society or committee; and shall, on the like demand or notice, pay over all money and deliver all property for the time being in his hands or custody to such person as the society or the committee appoints; and in case of any neglect or refusal to deliver such account, or to pay over such money, or to deliver such property in manner aforesaid, the society may sue upon the bond or security before-mentioned, or may apply to the District Court in or near to the locality in which the registered office of the society is situated, and the order of such Court shall be final and conclusive.

Compare: 1877 No 11 s 12

The words “District Court” were substituted for the words “Magistrate’s Court”, as from 1 April 1980, pursuant to section 18 District Courts Amendment Act 1979 (1979 No 125).

## 12 Disputes

With respect to disputes concerning registered societies the following provisions shall have effect:

Every dispute between a member, or person claiming through a member or under the rules of a registered society, and the society or an officer thereof, shall be decided in manner directed by the rules of the society, if they contain any such directions, and the decision so made shall be binding and conclusive on all parties without appeal, and shall not be removable into any Court, or restrainable by injunction; and application for the enforcement thereof may be made to the District Court: Provided as follows:

- (a) the parties to a dispute in a society may, by consent (unless the rules of the society expressly forbid), refer such dispute to the Registrar, who shall, with the consent of the Governor-General, hear and determine such dispute, and shall have power to order the expenses of determining the same to be paid either out of the funds of the society or by such parties to the dispute as he thinks fit; and such determination and order shall have the same effect and be enforceable in like manner as a decision made in the manner directed by the rules of the society:
- (b) the Registrar to whom any dispute is referred may administer oaths, and may require the attendance of all parties concerned, and of witnesses, and the production of all books and documents relating to the matter in question; and any person refusing to attend, or to produce any documents, or to give evidence before the Registrar, shall be guilty of an offence against this Act:
- (c) where the rules of a society direct that disputes shall be referred to Justices, the dispute shall be determined by the District Court:
- (d) when the rules contain no direction as to disputes, or when no decision is made on a dispute within 40 days after application to the society for ref-

erence under its rules, the member or person aggrieved may apply to the District Court, which may hear and determine the matter in dispute:

- (e) the Court or Registrar may at the request of either party state a case for the opinion of the High Court on any question of law, and may also grant to either party such discovery as to documents and otherwise, or such inspection of documents, as might be granted by any Court, such discovery to be made on behalf of the society by such officer of the same as such Court or Registrar determines.

Compare: 1877 No 11 s 13

Section 12: amended, on 1 March 2017, by section 261 of the District Court Act 2016 (2016 No 49).

Section 12(c): amended, on 1 March 2017, by section 261 of the District Court Act 2016 (2016 No 49).

Section 12(d): amended, on 1 March 2017, by section 261 of the District Court Act 2016 (2016 No 49).

The words “High Court” were substituted for the words “Supreme Court”, as from 1 April 1980, pursuant to section 12 Judicature Amendment Act 1979 (1979 No 124).

### 13 Inspection of affairs

With respect to the inspection of the affairs of registered societies the following provisions shall have effect:

- (a) on the application of one-fifth of the whole number of members of a registered society, or of 100 members in the case of a society of 1 000 members and not exceeding 10 000, or of 500 members in the case of a society of more than 10 000 members, the Registrar, but with the consent of the Governor-General, may—
  - (i) appoint 1 or more inspectors to examine into the affairs of the society and to report thereon, who may require the production of all or any of the books and documents of the society, and may examine on oath its officers, members, agents, and servants, in relation to its business, and may administer such oath accordingly:
  - (ii) call a special meeting of the society in such manner and at such time and place as the Registrar directs, and may direct what matters shall be discussed and determined on at such meeting, which shall have all the powers of a meeting called according to the rules of the society, and shall in all cases have power to appoint its own chairman, any rule of the society to the contrary notwithstanding:
- (b) the application herein mentioned shall be supported by such evidence as the Registrar requires for the purpose of showing that the applicants have good reason for requiring such inspection to be made or meeting to be called, and that they are not actuated by malicious motives in their application, and such notice thereof shall be given to the society as the Registrar directs:

- (c) the Registrar may, if he thinks fit, require the applicants to give security for the costs of the proposed inspection or meeting before appointing any inspector or calling such meeting;
- (d) all expenses of and incidental to any such inspection or meeting shall be defrayed either by the members applying for the same or out of the funds of the society, as the Registrar directs.

Compare: 1877 No 11 s 14

### **13A Powers of inspection of Registrar**

- (1) Subject to subsection (3), the Registrar or any person authorised by him may, for the purpose of ascertaining whether a registered society or any officer of a registered society is complying or has complied with this Act, or of ascertaining whether the Registrar should exercise any of his rights or powers under this Act, or of detecting offences against this Act—
  - (a) require a registered society or any officer of a registered society to produce for inspection any registers, records, accounts, books, or papers that are kept by the registered society; and
  - (b) in any case where the Registrar or the person authorised by him considers that the aforesaid purpose cannot be achieved by inspecting only the documents specified in paragraph (a), or where such documents are not produced for inspection, require any person (including any officer employed in or in connection with any Government Department) to produce for inspection any registers, records, accounts, books, or papers that contain information relating to any money or other property that is or has been managed, supervised, controlled, or held in trust by or for the registered society; and
  - (c) inspect and make records of any such registers, records, accounts, books, or papers; and
  - (d) for the purposes of making records thereof, take possession of and remove from the premises where they are kept, for such period of time as is reasonable in the circumstances, any such registers, records, accounts, books, or papers.
- (2) Nothing in subsection (1) limits or affects the Tax Administration Act 1994 or the Statistics Act 1975.
- (3) *[Repealed]*
- (4) A person who has made an inspection under subsection (1) shall give, divulge, or communicate any records or information that he has acquired in the course of the inspection to such of the following persons as may require such records or information, namely:
  - (a) the Registrar;
  - (b) a Deputy Registrar;

- (c) a District Registrar:
  - (d) an Assistant Registrar.
- (5) A person who has made an inspection under subsection (1) shall, upon being directed to do so by a person for the time being holding the office of Registrar or Deputy Registrar, give, divulge, or communicate any records or information that he has acquired in the course of the inspection to such of the following persons as that Registrar or Deputy Registrar specifies, namely:
- (a) the Minister of the Crown who, under the authority of any warrant or with the authority of the Prime Minister, is for the time being responsible for the administration of this Act:
  - (b) the chief executive of the department of State that, with the authority of the Prime Minister, is for the time being responsible for the administration of this Act:
  - (c) any person authorised by that Registrar or Deputy Registrar to receive such records or information.
- (6) *[Repealed]*
- (7) The Minister of the Crown who, under the authority of any warrant or with the authority of the Prime Minister, is for the time being responsible for the administration of this Act or the chief executive of the department of State that, with the authority of the Prime Minister, is for the time being responsible for the administration of this Act may, by written notice to that person, require a person for the time being holding the office of Registrar or Deputy Registrar to give a direction under subsection (5); and that person shall comply with any such requirement.
- (8) *[Repealed]*
- (9) If any registered society refuses or fails to produce for inspection to the Registrar, or to any person authorised by the Registrar for the purposes of subsection (1), any document that the Registrar or authorised person has under that subsection required it to produce, the registered society commits an offence and shall be liable to a fine not exceeding \$1,000.
- (10) If any officer of a registered society or other person refuses or fails to produce for inspection to the Registrar, or to any person authorised by the Registrar for the purposes of subsection (1), any document within the power and control of that officer or person that the Registrar or authorised person has under that subsection required him to produce, that officer or person commits an offence and shall be liable to a fine not exceeding \$1,000.
- (11) Any person who wilfully obstructs or hinders the Registrar, or any person authorised by the Registrar for the purposes of subsection (1), while the Registrar or authorised person is making an inspection, or a record, or taking possession of, or removing any documents pursuant to that subsection, commits an offence and shall be liable to a fine not exceeding \$1,000.

Sections 13A and 13B were inserted, as from 14 October 1981, by section 5 Industrial and Provident Societies Amendment Act 1981 (1981 No 42).

This section was substituted, as from 6 December 1983, by section 2 Industrial and Provident Societies Amendment Act 1983 (1983 No 55).

Subsection (2) was amended, as from 1 April 1995, by section YB 1 Income Tax Act 1994 (1994 No 164) by substituting the words “Tax Administration Act 1994” for the words “Inland Revenue Department Act 1974”.

Subsections (3), (6) and (8) were repealed, as from 1 April 1987, by section 25(1) Official Information Amendment Act 1987 (1987 No 8).

Subsections (5)(a), (5)(b), and (7) were substituted, as from 1 October 1995, by section 10(3) Department of Justice (Restructuring) Act 1995 (1995 No 39).

### **13AA Registrar may refuse to disclose information relating to inspection**

- (1) Notwithstanding anything in the Official Information Act 1982, but subject to subsections (4) and (5) of section 13A of this Act, any person who makes an inspection under section 13A(1) of this Act, and any person to whom that person has, pursuant to subsection (4) or subsection (5) of section 13A of this Act or otherwise, given, divulged, or communicated any information that the first-mentioned person has acquired as a result of that inspection, may refuse to disclose any such information to any other person until the purpose for which that inspection is carried out has been satisfied.
- (2) Notwithstanding anything in the Official Information Act 1982, where any person requests the Registrar or any person referred to in subsection (4)(a) or (b) or (c) or (d) or subsection (5)(a) or (b) of section 13A of this Act to disclose whether an inspection under section 13A(1) of this Act is being, or is proposed to be, or has been carried out, the Registrar or, as the case may require, that person shall not be required to disclose that information under the Official Information Act 1982 unless the disclosure of that information would not be likely to prejudice the commercial position of any registered society or any other person, and there is no other good reason for withholding that information under that Act.

This section was inserted, as from 1 April 1987, by section 25(1) Official Information Amendment Act 1987 (1987 No 8).

### **13B Appeals from decisions of Registrar**

- (1) Any person who is aggrieved by the refusal of the Registrar to register a society, or to register or receive any document submitted to him under this Act or who is aggrieved by any other act or decision of the Registrar under this Act, may appeal to the High Court within 21 days after the date of the refusal or other act or decision, or within such further time as the High Court may allow.
- (2) On hearing the appeal, the High Court may confirm the refusal or other act or decision of the Registrar, or give such directions or make such determination in the matter as the High Court thinks fit.
- (3) No right of appeal shall lie under this section against any act or decision of the Registrar—

- (a) in respect of which there is any express provision in this Act in the nature of an appeal or review; or
  - (b) that is declared by this Act to be conclusive or final, or that is embodied in any document declared by this Act to be conclusive evidence of any act, decision, matter, or thing.
- (4) Notwithstanding any other provision of any Act or any rule of law, where a person appeals or applies to the High Court in respect of an act or decision of the Registrar under section 13A, until a decision on the appeal or application is given, the Registrar, and any person authorised by him under that section for the purpose, may continue to exercise his powers under that section as if no such appeal or application had been made, and no person shall be excused from fulfilling his obligations under that section by reason of that appeal or application:

provided that, to the extent that an appeal or application in respect of any such act or decision is allowed or granted, as the case may be,—

- (a) the Registrar shall ensure that, forthwith after the decision on the appeal or application is given, all records made by him, or by a person authorised by him for that purpose, under section 13A(1)(c) in respect of that act or decision are destroyed or expunged; and
- (b) no information acquired under paragraph (a) or paragraph (b) of section 13A(1) in respect of that act or decision shall be admissible in evidence in any proceedings.

Sections 13A and 13B were inserted, as from 14 October 1981, by section 5 Industrial and Provident Societies Amendment Act 1981 (1981 No 42).

### **13BA Appeals against decisions under section 13AA**

- (1) Any person who is aggrieved by the refusal of any person to disclose any information under section 13AA may appeal to the High Court within 21 days after being notified of that refusal, or within such further time as the High Court may allow.
- (2) On hearing the appeal, the High Court may confirm the refusal, or give such directions or make such determination in the matter as the High Court thinks fit.

This section was inserted, as from 1 April 1987, by section 25(1) Official Information Amendment Act 1987 (1987 No 8).

## **14 Special resolutions**

- (1) For the purposes of this Act, a special resolution is a resolution that is—
  - (a) passed by a majority of not less than 75% of such members of a society for the time being entitled under the rules to vote as are present in person or by proxy (where the rules allow proxies) at any general meeting of which notice, specifying the intention to propose such resolution, has been duly given according to the rules; and

- (b) confirmed by a majority of such members for the time being entitled under the rules to vote as are present in person or by proxy at a subsequent general meeting, of which notice has been duly given, held not less than 14 days nor more than 1 month from the day of the meeting at which such resolution was first passed.
- (2) For the purposes of subsection (1), a declaration by the chairperson of the meeting that the resolution has been carried shall be deemed conclusive evidence of that fact.

References to the Companies Act 1955 in paras (d) and (g) of the original section 14 were substituted, as from 1 January 1957, for references to the Companies Act 1933, pursuant to section 474(1) Companies Act 1955 (1955 No 63).

Paragraph (d) of the original section 14 was substituted, and paragraph (g) was repealed, as from 1 July 1994, by section 2 Company Law Reform (Transitional Provisions) Act 1994 (1994 No 16).

Paragraph (h) of the original section 14 was substituted, as from 6 December 1983, by section 3 Industrial and Provident Societies Amendment Act 1983 (1983 No 55).

Section 14 was substituted and sections 14A and 14B were inserted, as from 1 September 1996, by section 51 Co-operative Companies Act 1996 (1996 No 24). *See* clause 2 Co-operative Companies Act Commencement Order 1996 (SR 1996/211).

#### **14A Action that may be taken by special resolution**

- (1) A society may, by special resolution, change its name.
- (2) A change of name does not affect any right or obligation of the society, or of any member of the society, and, notwithstanding the change of name, any pending legal proceedings may be continued by or against the society, or any officer who may sue or be sued on behalf of the society.
- (3) Any 2 or more societies may, by special resolution of both or all of them, become amalgamated together as 1 society, with or without any dissolution or division of the funds of the societies or any of them.
- (4) A society may, by special resolution, transfer its engagements to any other registered society that undertakes to fulfil the engagements of the society.
- (5) A society may, by special resolution, determine to apply to be registered as a company under the Companies Act 1993.
- (6) A society may, by special resolution, determine to amalgamate with or transfer its engagements to a company registered under the Companies Act 1993.
- (7) A copy of every special resolution passed for any of the purposes referred to in subsections (1), (3), (4), or (6), signed by the chairperson of the meeting and countersigned by the secretary of the society, shall be sent to the Registrar, and be registered, and until it is registered, the special resolution shall not take effect.
- (8) A copy of every special resolution passed for the purposes of subsection (5) shall be sent or delivered to the Registrar of Companies together with the application for registration under section 12 of the Companies Act 1993.



Section 14 was substituted and sections 14A and 14B were inserted, as from 1 September 1996, by section 51 Co-operative Companies Act 1996 (1996 No 24). *See* clause 2 Co-operative Companies Act Commencement Order 1996 (SR 1996/211).

Section 14A(6): amended, on 5 December 2013, by section 14 of the Companies Amendment Act 2013 (2013 No 111).

#### **14B Consequential provisions**

Where a society is registered as a company, or amalgamates with, or transfers all its engagements to a company,—

- (a) the registry of the society under this Act shall cease and be cancelled by the Registrar; and
- (b) all property (both real and personal), rights, interests, liabilities, contracts, engagements, and authorities of the society shall be the property (both real and personal), rights, interests, liabilities, contracts, engagements, and authorities of the company and shall be held or enforceable by, or in favour of the company, or against the company in priority against the property of the company over all other rights or claims against, or liabilities of, the company; and
- (c) any action, arbitration, or proceeding pending or existing against the society may be prosecuted, continued, and enforced against the company.

Section 14 was substituted and sections 14A and 14B were inserted, as from 1 September 1996, by section 51 Co-operative Companies Act 1996 (1996 No 24). *See* clause 2 Co-operative Companies Act Commencement Order 1996 (SR 1996/211).

#### **15 Dissolution of societies**

- (1) With respect to the dissolution of registered societies the following provisions shall have effect:

- (a) a society may be put into liquidation—
  - (i) by the appointment by the High Court as liquidator of a named person or of an Official Assignee for the named district; or
  - (ii) by the appointment of a named person as liquidator pursuant to a resolution of the members passed in the same manner as a resolution under section 241(2)(a) of the Companies Act 1993,—

and the provisions of Parts 16 and 17 of the Companies Act 1993 shall apply with such modifications as may be necessary in relation to any application to the Court to appoint a liquidator and in relation to the liquidation of the society:

- (ab) a society may be dissolved by an instrument of dissolution signed by three-fourths of the members:
- (b) where a society is put into liquidation, the liability of a present or past member of the society to contribute for payment of the debts and liabilities of the society, the expenses of the liquidation, and the adjustment of

the rights of contributories amongst themselves, shall be qualified as follows:

- (i) no individual, society, or company which has ceased to be a member for 1 year or upwards prior to the commencement of the liquidation shall be liable to contribute:
  - (ii) no individual, society, or company shall be liable to contribute in respect of any debt or liability contracted after it ceased to be a member:
  - (iii) no individual, society, or company not a member shall be liable to contribute unless it appears to the Court that the contributions of the existing members are insufficient to satisfy the just demands on the society:
  - (iv) no contribution shall be required from any individual, society, or company exceeding the amount (if any) unpaid on the shares in respect of which it is liable as a past or present member:
  - (v) an individual, society, or company shall be taken to have ceased to be a member, in respect of any withdrawable share withdrawn, from the date of the notice or application for withdrawal:
- (c) where a society is terminated by an instrument of dissolution, the following provisions shall apply:
- (i) the instrument of dissolution shall set forth the liabilities and assets of the society in detail, the number of members and the nature of their interests in the society respectively, the claims of creditors (if any) and the provision to be made for their payment, and the intended appropriation or division of the funds and property of the society, unless the same is stated in the instrument of dissolution to be left to the award of the Registrar:
  - (ii) alterations in the instrument of dissolution may be made with the like consents as hereinbefore provided, testified in the same manner:
  - (iii) a statutory declaration shall be made by 3 members and the secretary of the society that the provisions of this Act have been complied with, and shall be sent to the Registrar with the instrument of dissolution; and every person who knowingly makes a false or fraudulent declaration in the matter commits an offence, and is liable on conviction to a fine not exceeding \$100, or to imprisonment for any term not exceeding 2 years:
  - (iv) the instrument of dissolution and all alterations therein shall be registered in manner herein provided for the registry of rules, and shall be binding upon all members of the society:

- (v) the Registrar shall cause a notice of the dissolution to be advertised at the expense of the society in the *Gazette*, and in some newspaper circulating in the city, town, or place in which the registered office of the society is situated; and unless, within 3 months from the date of the *Gazette* in which such advertisement appears, a member or other person interested in or having any claim on the funds of the society commences proceedings to set aside the dissolution of the society in the District Court in or near to the locality where the registered office of the society is situate, and such dissolution is set aside accordingly, the society shall be legally dissolved from the date of such advertisement, and the requisite consents to the instrument of dissolution shall be considered to have been duly obtained without proof of the signatures thereto:
- (vi) notice shall be sent to the Registrar of any proceeding to set aside the dissolution of a society, not less than 7 days before such proceeding is commenced, by the person by whom it is taken, and notice of any order setting it aside shall be similarly sent by the society within 7 days after such order is made.
- (2) Despite anything to the contrary in section 25 of the Criminal Procedure Act 2011, a charging document may be filed at any time in respect of an offence under subsection (1)(c)(iii).

Compare: 1877 No 11 s 16

The original paragraph (a) was amended, as from 5 July 1979, by section 3(1) Industrial and Provident Societies Amendment Act 1979 (1979 No 10) by omitting the words “except that the Court having jurisdiction in the winding up shall be the Magistrate’s Court”.

Paragraph (a) was substituted, and paragraph (ab) was inserted, as from 1 July 1994, by section 3(1) Industrial and Provident Societies Amendment Act 1993 (1993 No 115). *See* section 5 of that Act as to the transitional provisions applying to liquidation of societies.

Paragraph (b) was amended, as from 1 July 1994, by section 3(2)(a) Industrial and Provident Societies Amendment Act 1993 (1993 No 115) by substituting the words “put into liquidation” for the words “wound up”. Section (3)(2)(b) of the same Act omitted both occurrences of the words “winding up” and substituted the words “the liquidation” for the first occurrence and “liquidation” for the second occurrence. *See* section 5 of that Act as to the transitional provisions applying to liquidation of societies.

Section 15(1)(c)(iii): amended, on 1 July 2013, by section 413 of the Criminal Procedure Act 2011 (2011 No 81).

In paragraph (c)(iii) the words “with or without hard labour” were omitted, as from 1 January 1955, pursuant to section 40(1) Criminal Justice Act 1954 (1954 No 50).

The words “District Court” were substituted for the words “Magistrate’s Court”, as from 1 April 1980, pursuant to section 18 District Courts Amendment Act 1979 (1979 No 125).

Section 15(2): inserted, on 1 July 2013, by section 413 of the Criminal Procedure Act 2011 (2011 No 81).

**15A COVID-19 business debt hibernation may apply**

*[Repealed]*

Section 15A: repealed, on the close of 31 May 2022, by section 15A(2).

**16 Penalties**

(1) With respect to penalties under this Act the following provisions shall have effect:

- (a) if any person wilfully makes, orders, or allows to be made any entry or erasure in or omission from any contribution or collecting book, or any return or document required to be sent, produced, or delivered for the purposes of this Act, with intent to falsify the same or to evade any of the provisions of this Act, he shall be liable to a fine not exceeding \$100, recoverable on prosecution by the Registrar, the Financial Markets Authority, or any person aggrieved:
- (b) if any officer of the society, or any person on its behalf, uses any seal purporting to be a seal of the society whereon its name is not so engraved as aforesaid, or issues or authorises the issue of any notice, advertisement, or other official publication of the society, or signs or authorises to be signed on behalf of the society any bill of exchange, promissory note, endorsement, cheque, order for money or goods, or issues or authorises to be issued any bills of parcels, invoice, receipt, or letters of credit of the society, wherein its name is not mentioned in manner aforesaid, he shall be liable to a fine of \$100, and shall further be personally liable to the holder of any such bill of exchange, promissory note, cheque, or order for money or goods for the amount thereof, unless the same is duly paid by the society:
- (c) every society, officer, or member of a society, or other person guilty of an offence under this Act, for which no penalty is expressly provided herein, is liable to a fine of not less than \$2 and not more than \$10, recoverable on prosecution by the Registrar, the Financial Markets Authority, or any person aggrieved:

(d) *[Repealed]*

(2) Subsection (1) does not apply in relation to sections 8A to 8M.

Compare: 1877 No 11 s 17

Section 16(1)(a): amended, on 1 April 2014, by section 101(1) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

Section 16(1)(a): amended, on 1 May 2011, by section 82 of the Financial Markets Authority Act 2011 (2011 No 5).

The words “statement of financial position” in paragraph (a) were substituted, as from 1 October 1997, for the words “balance sheet” pursuant to section 6(1) Financial Reporting Amendment Act 1997 (1997 No 17).

Section 16(1)(c): amended, on 1 May 2011, by section 82 of the Financial Markets Authority Act 2011 (2011 No 5).

Section 16(1)(d): repealed, on 1 July 2013, by section 413 of the Criminal Procedure Act 2011 (2011 No 81).

Section 16(2): inserted, on 1 April 2014, by section 101(2) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

## **17 Where proceedings may be taken**

- (1) All offences and penalties under this Act may be prosecuted and recovered as respects a prosecution against a society or its officers, in the place where the registered office of the society is, or where the offence has been committed; or, as respects any prosecution against any person other than a society or its officers, in the place where such person is resident at the time of the institution of such prosecution, or where the offence has been committed.
- (2) In any charging document under this Act it shall be sufficient to describe the offence in the words of this Act, and no exception, exemption, proviso, excuse, or qualification accompanying the description of the offence in this Act need be specified or negatived.

Compare: 1877 No 11 s 18

Section 17(2): amended, on 1 July 2013, by section 413 of the Criminal Procedure Act 2011 (2011 No 81).

## **18 Procedure on application to District Court**

- (1) Every application authorised or required to be made to the District Court for the settlement of disputes, or for any relief, direction, adjudication, or order, shall be made to such Court in a summary way.
- (2) The District Court shall have power to entertain such application, and give such relief, and make such orders and directions in relation to the matter of such application as the case may require.
- (3) When the order of the District Court is for the payment of money, the same may be enforced in the same manner as the ordinary judgments or orders of such Court are enforced.
- (4) Where the order of such Court is for the doing of some act not being the payment of money, the Court may order the party to do such act, and that, in default of his doing it, he shall pay a certain sum of money; and, in case he refuses to do the act required upon demand, the sum of money mentioned in the order may then be recovered and enforced in the same manner as a judgment or order for debt or damages in such Court.

Compare: 1877 No 11 s 19

Section 18(1): amended, on 1 March 2017, by section 261 of the District Court Act 2016 (2016 No 49).

Section 18(2): amended, on 1 March 2017, by section 261 of the District Court Act 2016 (2016 No 49).

Section 18(3): amended, on 1 March 2017, by section 261 of the District Court Act 2016 (2016 No 49).

## 19 Appointment of auditors

- (1) Any registered society may from time to time appoint a qualified auditor of the society.
- (1A) Whenever any registered society has no auditor the Registrar may, on the application of any member of the society, appoint a qualified auditor of the society. The remuneration of an auditor appointed by the Registrar may be fixed by the Registrar.
- (2) *[Repealed]*
- (2A) *[Repealed]*
- (2B) *[Repealed]*
- (3) *[Repealed]*

This section was substituted, as from 3 December 1948, by section 20(1) Statutes Amendment Act 1948 (1948 No 77).

Section 19(1): amended, on 1 April 2014, by section 102(1) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

Subsection (1A) was inserted, as from 22 October 1952, by section 6 Industrial and Provident Societies Amendment Act 1952 (1952 No 45).

Section 19(1A): amended, on 1 April 2014, by section 102(2) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

Section 19(2): repealed, on 1 April 2014, by section 102(3) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

Section 19(2A): repealed, on 1 April 2014, by section 102(3) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

Section 19(2B): repealed, on 1 April 2014, by section 102(3) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

Section 19(3): repealed, on 1 April 2014, by section 102(3) of the Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102).

## 20 Fees

- (1) The Governor-General may from time to time determine a scale of fees to be paid for matters to be transacted or for the inspection of documents under this Act; but no fee shall be payable on the registry of any society or of any amendment of the rules of the same.
- (2) All fees received by any Registrar under or by virtue of this Act shall be paid into the Public Account and shall form part of the Consolidated Account.
- (3) An instrument prescribing a scale of fees under this section is secondary legislation (*see* Part 3 of the Legislation Act 2019 for publication requirements).

Compare: 1877 No 11 s 21

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**Legislation Act 2019 requirements for secondary legislation made under this section**

|                     |                                                                                                                                                          |                               |
|---------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| <b>Publication</b>  | It is not required to be published                                                                                                                       | LA19 s 73(2)                  |
| <b>Presentation</b> | It is not required to be presented to the House of Representatives because a transitional exemption applies under Schedule 1 of the Legislation Act 2019 | LA19 s 114, Sch 1 cl 32(1)(a) |
| <b>Disallowance</b> | It may be disallowed by the House of Representatives                                                                                                     | LA19 ss 115, 116              |

*This note is not part of the Act.*

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The words “Consolidated Revenue Account” were substituted for the words “Consolidated Fund”, as from 1 April 1964, pursuant to section 4(4) Public Revenues Amendment Act 1963 (1963 No 46). These words were in turn substituted by the words “Consolidated Account”, as from 1 April 1978, pursuant to section 114(6) Public Finance Act 1977 (1977 No 65). The words “Public Account” and “Consolidated Account” were in turn substituted by the words “Crown Bank Account”, as from 1 July 1989, pursuant to section 83(7) Public Finance Act 1989 (1989 No 44).

Section 20(3): inserted, on 28 October 2021, by section 3 of the Secondary Legislation Act 2021 (2021 No 7).

## 21 Payment of salaries and expenses

*[Repealed]*

Section 21 was repealed, as from 16 October 1957, by section 7(1)(a) Industrial and Provident Societies Amendment Act 1957 (1957 No 28).

## 22 Regulations to be made for carrying out this Act

- (1) The Governor-General may from time to time make regulations respecting registry and procedure under this Act, and the seal and forms to be used for such registry, and the duties and functions of the Registrar, and the inspection of documents kept by the Registrar under this Act, and generally for carrying this Act into effect.
- (2) Regulations under this section are secondary legislation (*see* Part 3 of the Legislation Act 2019 for publication requirements).
- (2) *[Repealed]*

Compare: 1877 No 11 s 23

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**Legislation Act 2019 requirements for secondary legislation made under this section**

|                     |                                                                                    |                               |
|---------------------|------------------------------------------------------------------------------------|-------------------------------|
| <b>Publication</b>  | PCO must publish it on the legislation website and notify it in the <i>Gazette</i> | LA19 s 69(1)(c)               |
| <b>Presentation</b> | The Minister must present it to the House of Representatives                       | LA19 s 114, Sch 1 cl 32(1)(a) |
| <b>Disallowance</b> | It may be disallowed by the House of Representatives                               | LA19 ss 115, 116              |

*This note is not part of the Act.*

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Section 22(2): inserted, on 28 October 2021, by section 3 of the Secondary Legislation Act 2021 (2021 No 7).

Subsection (2) was repealed, as from 19 December 1989, by section 11 Regulations (Disallowance) Act 1989 (1989 No 143).

## 23 Evidence of documents

Every instrument or document, copy or extract of an instrument or document, bearing the seal or stamp of the Registrar or the Deputy Registrar or any Dis-

trict Registrar or Assistant Registrar shall be received in evidence without further proof; and every document purporting to be signed by the Registrar or the Deputy Registrar or any District Registrar or Assistant Registrar, or any inspector under this Act, shall, in the absence of any evidence to the contrary, be received in evidence without proof of the signature.

Compare: 1877 No 11 s 24

This section was amended, as from 3 December 1948, by section 20(2)(d) Statutes Amendment Act 1948 (1948 No 77) by omitting the words “or public auditor”.

This section was further amended, as from 16 October 1957, by section 7(2)(c) Industrial and Provident Societies Amendment Act 1957 (1957 No 28) by inserting the words “or the Deputy Registrar or any District Registrar or Assistant Registrar”.

### **23A Legal professional privilege not affected**

Nothing in this Act limits or affects legal professional privilege.

This section was inserted, as from 6 December 1983, by section 4 Industrial and Provident Societies Amendment Act 1983 (1983 No 55).

### **24 Section 8(2) of Friendly Societies Act to apply**

*[Repealed]*

This section was repealed, as from 16 October 1957, by section 7(1)(a) Industrial and Provident Societies Amendment Act 1957 (1957 No 28).

### **25 Revising Barristers**

*[Repealed]*

This section was repealed, as from 1 July 1994, by section 3(1) Industrial and Provident Societies Amendment Act 1994 (1994 No 39).



**Schedule 1**  
**Enactments consolidated**

s 1(2)

**Industrial and Provident Societies Act 1877 (1877 No 11)**

**Schedule 2**  
**Matters to be provided for by the rules of societies registered under  
this Act**

s 7

- 1 Object, name, and place of office of the society.
- 2 Terms of admission of the members, including any society or company investing funds in the society under the provisions of paragraphs (c) or (d) of section 10.
- 3 Mode of holding meetings, and right of voting and of making, altering, and rescinding rules.
- 4 The appointment and removal of a committee of management, by whatever name, a secretary and managers or other officers, and their respective powers and remuneration.
- 5 Determination of the amount of interest in the shares of the society which any member other than a registered society may hold.  

Clause 5 was amended, as from 23 November 1967, by section 3(1) Industrial and Provident Societies Amendment Act 1967 (1967 No 82) by substituting the words “two thousand dollars” for the words “six hundred dollars”. This clause was further amended, as from 23 December 1977, by section 2(4) Industrial and Provident Societies Amendment Act 1977 (1977 No 155), by omitting the expression “not exceeding \$2,000”.
- 6 Determination whether the shares or any number thereof shall be transferable; and, if it is determined that the shares or any number of them shall be transferable, provision for the form of transfer and registration of the shares, and for the consent of the committee thereto; and, if it is determined that the shares or any of them shall be withdrawable, provision for paying the members the balance due thereon on withdrawing from the society.
- 7 Provision for the audit of accounts.
- 8 Determination whether and how members may withdraw from the society, and provisions for the claims of executors or administrators of deceased members, or trustees of the property of bankrupt members and for the payment of nominees in the case herein mentioned.
- 9 Mode of application of profits.
- 10 Provision for the custody, use, and device of the seal of the society, which shall in all cases bear the registered name of the society.
- 11 Determination whether and by what authority, and in what manner, any part of the capital may be invested.

### Schedule 3

s 11(a)

(1)

#### Bond

KNOW all men by these presents that we, A B, of \_\_\_\_\_, one of the officers of the \_\_\_\_\_ Society Limited, established at \_\_\_\_\_, New Zealand, and C D, of \_\_\_\_\_ (as surety on behalf of the said A B), are jointly and severally held and firmly bound to the said society in the sum of \_\_\_\_\_ to be paid to the said society or its certain attorney, for which payment well and truly to be made we jointly and severally bind ourselves, and each of us by himself, our and each of our executors and administrators, firmly by these presents. Sealed with our seals. Dated the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

Whereas the above-bounden A B has been duly appointed to the office of \_\_\_\_\_ of the \_\_\_\_\_ Society, established as aforesaid, and he and the above-bounden C D as his surety, have entered into the above-written bond, subject to the condition herein contained: Now, therefore, the condition of the above-written bond is such that if the said A B do render a just and true account of all money received and paid by him on account of the said society, at such times as the rules thereof appoint, and do pay over all the money remaining in his hands, and assign and transfer or deliver all property (including books and papers) belonging to the said society in his hands or custody to such person or persons as the said society or the committee thereof appoints, according to the rules of the said society, together with the proper and legal receipts or vouchers for such payment, then the above-written bond shall be void, otherwise shall remain in full force.

Signed, sealed, and delivered in the presence of—

[Seal] A B

[Seal] C D

E F,

[*Occupation and address*].

(2)

Receipt to be endorsed on mortgage or further charge

s 10(g)

THE            Society Limited hereby acknowledges to have received all money intended to be secured by the within [*or above*]-written deed [*or instrument*].

Dated this        day of            , 19    .

Countersigned [*Secretary*], Signed [*3 members of the committee*].

## Schedule 4

ss 5(e), 7(d)

(1)

### Acknowledgment of registry of society

THE            Society Limited is registered under the Industrial and Provident Societies Act 1908 this    day of    , 19    .

E F, Registrar.

*[Seal or stamp of Registrar.]*

(2)

### Acknowledgment of registry of amendment of rules

THE foregoing amendment of the rules of the            Society Limited is registered under the Industrial and Provident Societies Act 1908 this    day of    , 19    .

E F, Registrar.

*[Seal or stamp of Registrar.]*

## Financial Reporting (Amendments to Other Enactments) Act 2013

|                |                 |
|----------------|-----------------|
| Public Act     | 2013 No 102     |
| Date of assent | 3 December 2013 |
| Commencement   | see section 2   |

### 1 Title

This Act is the Financial Reporting (Amendments to Other Enactments) Act 2013.

### 2 Commencement

- (1) This Act comes into force on a date appointed by the Governor-General by Order in Council; and 1 or more orders may be made appointing different dates for different provisions and for different purposes.
- (2) To the extent that it is not previously brought into force under subsection (1), the rest of this Act comes into force on 1 April 2017.
- (3) In this section, **provision** includes any item, or any part of an item, in any of the schedules.

Section 2(1): sections 18–22 of this Act brought into force, on 1 April 2015, by clause 3(2) of the Financial Reporting Legislation Commencement Order 2014 (LI 2014/52).

Section 2(1): this Act (other than sections 18–22) brought into force, on 1 April 2014, by clause 3(1) of the Financial Reporting Legislation Commencement Order 2014 (LI 2014/52).

### *Amendments to Industrial and Provident Societies Act 1908*

### 98 Principal Act

Sections 99 to 102 amend the Industrial and Provident Societies Act 1908 (the **principal Act**).

### 103 Transitional provision

- (1) The Industrial and Provident Societies Act 1908, as amended by sections 99 to 102, applies to a registered society in relation to accounting periods that commence on or after the commencement of this section.
- (2) The Industrial and Provident Societies Act 1908, as in force before the commencement of this section, continues to apply to a registered society in relation to accounting periods that commenced before the commencement of this section as if this Act and the Financial Reporting Act 2013 had not been enacted.
- (3) This section is subject to sections 55 and 56 of the Financial Reporting Act 2013 (which require issuers, on a transitional basis, to continue complying with the Financial Reporting Act 1993 and provide transitional rules for FMC reporting entities).

## **Consolidation notes**

### **1    *General***

This is a consolidation of the Industrial and Provident Societies Act 1908 that incorporates all the amendments to that Act as at the date of the last amendment to it.

### **2    *About this consolidation***

This consolidation is not an official version of the legislation under section 78 of the Legislation Act 2019.

### **3    *Amendments incorporated in this consolidation***

Secondary Legislation Act 2021 (2021 No 7): section 3

Public Service Act 2020 (2020 No 40): section 135

Land Transfer Act 2017 (2017 No 30): section 250

District Court Act 2016 (2016 No 49): section 261

Companies Amendment Act 2013 (2013 No 111): section 14

Financial Reporting (Amendments to Other Enactments) Act 2013 (2013 No 102): sections 99–102

Criminal Procedure Act 2011 (2011 No 81): section 413

Auditor Regulation Act 2011 (2011 No 21): section 82

Financial Markets Authority Act 2011 (2011 No 5): section 82

New Zealand Institute of Chartered Accountants Amendment Act 2010 (2010 No 74): section 10

Industrial and Provident Societies Amendment Act 2007 (2007 No 65)

Industrial and Provident Societies Act 1908 (1908 No 81): section 15A(2)