

# Guidance for national and regional organisations



## Supporting members that missed the re-registration deadline under the Incorporated Societies Act 2022

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Many sport and recreation organisations have members that are incorporated societies which were required to re-register before 6 April 2026 to remain incorporated. Their failure to do so means they cease to be incorporated. This can affect not only the members concerned, but also higher-level national or regional organisations (parent organisations).

This guidance is for parent organisations where their constitution requires members to be incorporated as societies, and one or more of those members failed to re-register and is not now incorporated. It highlights general considerations and practical steps parent organisations can take to provide support and address issues arising in this situation.

### Membership numbers

- Does the parent organisation still have 10 members to meet the minimum membership requirement under the Act? If not your existence as an incorporated society is also at risk. Note an incorporated member counts for three members. If this is an issue, how can it be addressed?
- Consider whether you can vary existing categories or create additional member categories. This may be able to be done by the governing body if it has flexibility in the membership rules.
- If the categories are fixed a constitutional change may be needed.

### Check your membership requirements

- Are your member organisations required to be incorporated to qualify for membership?
- Do other categories of your members rely on their region or club continuing to be an incorporated society and/or a member of a parent organisation?
- If so the failure to register might also impact others (who may be individuals) who for example because of no longer being a member of an incorporated club may also cease to be members of a national or regional organisation.
- If a member organisation fails to re-register, are clubs or individuals beneath it still eligible to be members of the ultimate parent in their own right?

### Understand and follow your rules in relation to cessation of membership

- Some constitutions provide for automatic termination of membership if a member ceases to be incorporated. In other constitutions, a process must be followed.
- This may require the parent organisation to give notice of breach and allow a period for the issue to be remedied, and if not remedied membership then ceases.
- Consider whether an interim suspension from membership benefits can be imposed until restoration occurs.

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### Engage early with former officers

- Consider contacting the last known officers of non-compliant organisations to establish whether they intend to:
  - apply for restoration as an incorporated society.
  - wind up and distribute assets.
  - be an unincorporated group or transition to a different entity structure.

### Provisional or conditional membership

- Where your constitution allows (or following amendment), consider whether a provisional or conditional membership category could be created for organisations actively taking steps toward re-registration.
- You may want to limit their membership rights until they transition to another class of membership.

### Training and support

- Consider what you can do to support non-compliant member organisations through re-registration or compliance steps; identify what they are struggling with.
- For example, can you offer guidance or assist them in communicating with members, drafting documents or attending their meetings?

### Structural alternatives for small member organisations

The following are some options which might arise from discussions between the parent organisation and a member that does not want to be incorporated:

- For small clubs with few members and few assets consider whether separate legal existence is necessary. Are there other alternatives?
- Is the group of people involved in running the activity prepared to operate as an unincorporated group and in doing so accept and manage the risks of liability that come with being unincorporated?
- Could the group be supported by a nearby club which is prepared to extend its activities to include them?
- Could a club become a subcommittee, or branch of another organisation.
- Can the needs of the parent organisation and the unincorporated group be achieved by allowing an exemption from the requirement to be incorporated? This might be available if the unincorporated group of people enter into an agreement to comply with practical requirements of the parent organisation about the way the group's activities are conducted and how the risks are managed.

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## **Remember**

- You must follow your constitution as failure to do so is a breach of Officers duties and will cause issues with other compliant members.
- Avoid informal arrangements that blur accountability or legal responsibility between you as the parent organisation and the member.
- Discuss, understand, agree and record the respective obligations and expectations in an agreement; this protects everyone involved.

**Throughout these considerations and decisions, it may be prudent to seek independent legal advice.**