



11 June 2025

Ref: DOIA-REQ-0014340

Privacy of natural persons

Email: Privacy of natural persons [@requests.fyi.org.nz](mailto:privacy@requests.fyi.org.nz)

Dear Privacy of nat

Thank you for your email of 8 May 2025 to the Department of Internal Affairs requesting, under the Official Information Act 1982, the following information:

Can an Incorporated Society create regulations and Apply as if they were rules, Can an Incorporated society create a code and apply as if it was a rule?

Your request was transferred to the Ministry of Business, Innovation & Employment on 16 May 2025 to respond, as the agency who is most closely connected to the subject matter of your request.

Under the Incorporated Societies Act 2022 (the Act), an incorporated society must have a constitution. This sets out how the society will be governed and how it will operate. What the constitution must contain is outlined in section 26 of the Act. While the Act uses the term constitution to describe an incorporated society's governing document, societies are free to refer to the document as a set of rules or regulations should they wish. You can find further information regarding the requirement to create a constitution on our website at <https://is-register.companiesoffice.govt.nz/law-changes-for-societies/>.

An incorporated society can also have bylaws or codes that sit outside of the constitution itself. Generally, bylaws or codes are not registered under the Act as they usually include rules about the day-to-day operations of a society. For instance, for a tennis society, this might be things like the hours and days that the tennis courts are open, and the clothes that must be worn during the playing of games. These types of rules can be subject to change regularly and without the formalities that need to take place when a constitution is amended.

Section 28(1)(a) of the Act provides that "[t]he constitution may contain any other matters that are not inconsistent with this Act or any other legislation, including providing for whether and, if so, how the society can make bylaws", and section 28(3) states that "[t]he making, amendment, revocation, or replacement of a bylaw is not an amendment of the society's constitution". This does not mean that the constitution itself must contain any bylaws or codes, but rather implies that these documents can legally exist separate to the constitution and are not required to be lodged with the Registrar of Incorporated Societies.

If you wish to discuss any aspect of your request or this response, or if you require any further assistance, please contact OIA@mbie.govt.nz.

Please note that this response, with your personal details removed, may be published on the MBIE website: <https://www.mbie.govt.nz/about/open-government-and-official-information/published-official-information-act-requests>

You have the right to seek an investigation and review by the Ombudsman of this decision. Information about how to make a complaint is available at www.ombudsman.parliament.nz or freephone 0800 802 602.

Yours sincerely

A handwritten signature in black ink, appearing to be 'Bolen Ng', with a stylized, overlapping loop structure.

Bolen Ng
National Manager Business Registries
Market Integrity