



## Officer certification

To be registered with the Charities Commission, your organisation must ensure that each of its officers is qualified to be an officer under the Charities Act 2005.

### What is officer certification?

To be registered, organisations must certify that each of their officers is qualified as an officer under the Charities Act 2005.

When you apply to register your organisation and after it is registered, you must send us an Officer Certification Form for each officer to certify that the officer is qualified in terms of the Act.

### Who are your officers?

The Charities Act may define officers differently to the way your rules define them.

If your organisation is a trust:

- your officers are all your current trustees and no one else.

If it is not a trust:

- your officers are all the members of your highest governing body and no one else.

A governing body is usually appointed at an AGM and is often called a board or committee. The governing body meets regularly throughout the year to make decisions about running the organisation. Officers may or may

not have titles such as secretary, treasurer or committee member.

If you do not have trustees, a board or governing body, your officers are all the people in a position to have significant influence over your management or administration. In some cases, such as a co-operative, the officers may be all the members.

An officer may be a person or a body corporate (for example, a company).

Check your rules to see if they specify how many trustees or governing body members you must have. For example if they specify five trustees you must certify five trustees.

### How do you know that an officer is qualified?

The disqualifying factors are set out in section 16 of the Charities Act and include being an undischarged bankrupt, being under 16 years of age, having a conviction for dishonesty within the last 7 years, as well as other criteria.

The full list of disqualifying factors is over the page.

### To qualify, an officer must not be:

- an undischarged bankrupt
- younger than 16
- convicted of a crime of dishonesty and sentenced within the last 7 years
- disqualified from being an officer under the rules of their organisation
- disqualified by the Commission under section 31(4) of the Charities Act
- subject to a property order under the Protection of Personal and Property Rights Act 1988, or have their property managed by a trustee corporation under section 32 of that Act (this relates to people who are not fully able to manage their affairs)
- prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Securities Act 1978, the Securities Markets Act 1988, or the Takeovers Act 1993
- a body corporate that is being wound up, in liquidation or receivership or subject to statutory management under the Corporations (Investigation and Management) Act 1989.

Please note that if any of your officers are appointed under an Act or by the Governor-General, Governor-General in Council or a Minister of the Crown, these criteria do not apply and that officer automatically qualifies. Send us a Form 2 for the automatically qualified officer with the second certification option ticked.

### What should you do if an officer does not qualify?

Your organisation will not qualify for registration with a disqualified officer. You may decide to replace the disqualified officer. Or, you can ask us to allow your charity to be registered with the disqualified officer. In this case, instead of sending us an officer form, write a letter explaining:

- the legal name of your organisation
- the name of the officer
- the position the officer holds in your organisation
- which disqualifying factors apply to the officer
- why you think we should allow your organisation to be registered with this officer

We will consider your request and let you know our decision in writing.

### What happens when an officer resigns or a new one is appointed?

If this happens during the application process, write to us as soon as you can. We will update your application and continue to process it. If you have appointed new officers, you will need to send us an Officer Certification Form for each one.

Once your charity is registered, if an officer stops being an officer, you must send us a Notification of Change Form – Form 3 no later than three months after the date that:

- the officer stopped being an officer or
- the charity became aware of the change (whichever is the later).

When you appoint a new officer, you must send in a Notification of Change Form with an Officer Certification Form no later than three months after the date of appointment.

You may also advise a change of officers as part of your annual return. In this case, complete questions 17 and 18 of the Annual Return Form – Form 4 as appropriate and send the return within three months of the change as detailed above.

### What happens if one of your officers becomes disqualified after registration?

You should either replace the officer or write to us explaining the reasons why you would like the officer to be allowed (as described earlier).

If you decide to replace the officer, you should complete Form 2 to certify the new officer and Form 3 to let us know which officer has resigned.

### What information about your officers will be on the Charities Register?

The name, position held and date of appointment of all officers since your charity first registered will be on the public Register. However, you can ask for information about your officers to be restricted from public access. The Charities Commission may restrict public access to certain information and documents if it considers it is in the public interest to do so (see our information sheet Restricting public access to your information on the Charities Register for more details).

### In summary

- If your organisation is a trust, your officers are all your current trustees and no one else.
- If your organisation is not a trust, your officers are all the members of your highest governing body and no one else.
- To be registered, charities must ensure that all of their officers qualify in terms of the Charities Act or have a waiver from the Charities Commission.
- The Commission may remove a charity from the Register if it is no longer qualified for registration.
- You must let us know when new officers are appointed.
- You must let us know when officers are no longer officers.

### Further information

We hope this information has been helpful.

For more information about the Charities Commission or registration under the Charities Act, please browse

**[www.charities.govt.nz](http://www.charities.govt.nz)**.

You can also call the Charities Commission on our free information line – **0508 242 748**.

To get updates by email, please send your name, organisation and contact details to **[info@charities.govt.nz](mailto:info@charities.govt.nz)**



This fact sheet was first published in August 2006 and updated in March 2008. Please browse [www.charities.govt.nz](http://www.charities.govt.nz) for any new developments or updates.