

FAQs: Incorporated Societies Act 2022 – what charities need to know

Published March 2026

Disclaimer: The Companies Office - not Charities Services - administers the reregistration process for incorporated societies. For full details, visit the [Companies Office website](#).

Key changes and who is affected

Q1: What is the important change I need to know?

The Incorporated Societies Act 2022 took effect on 5 October 2023 and replaces the Incorporated Societies Act 1908. If your charity is an incorporated society and you are still registered under the old 1908 Act, you need to reregister under the new 2022 Act by 5 April 2026 to keep operating. If you do nothing, your incorporated society will cease to exist.

Q2: How can I check if this affects my charity?

If you are unsure if you are an incorporated society, please check the name of your organisation on the Incorporated Societies Register on the Companies Office website, or take a look at your rules document. You can find a copy on the Charities Register.

Q3: If we are a registered charity, does reregistration with the Companies Office affect our charitable status?

No. Reregistering as an incorporated society does not affect your registration as a charity. Your charity status continues as long as you keep meeting your ongoing obligations with Charities Services (such as filing annual returns and updates to your rules/constitution).

Deadline and consequences

Q4: What is the deadline and what happens if we miss it?

The deadline to reregister as an incorporated society or take another action with the Companies Office is 5 April 2026. Missing this deadline means your society will cease to exist as a legal entity. This may then affect your bank accounts, contracts, funding, and leases. Your members may face personal liability.

Your charity is also likely to be deregistered from the Charities Register because it would no longer meet Charities Services' registration requirements.

Reregistration requirements and process

Q5: What do we need to do to reregister with the Companies Office?

You will need to:

1. update your constitution to meet the Incorporated Societies Act 2022 requirements
2. hold an Annual General Meeting or Special General Meeting so members can approve the new constitution
3. submit your application through the Companies Office website.

After your society is successfully reregistered with the Companies Office, you will then need to contact Charities Services separately to [update your charity's details](#) within 3 months.

Q6: Do we need a new constitution, or can we reuse the old one?

If you are incorporated under the 1908 Act, you must create a new or updated constitution that meets all the requirements of the 2022 Act. Information about what needs to be included in your constitution can be found here: [Incorporated Societies - Your society will need a constitution](#).

Q7: Who needs to approve and sign the new constitution?

Your society should follow the approval process set out in its own rules (often called your constitution). This might mean the chair needs to sign it, or it could require a majority of your officers or members. The decision must be made following the quorum and voting requirements in your rules.

If your rules allow it, people do not need to be physically present - online meetings and digital signatures are fine. Make sure you keep written confirmation showing that the officers or members approved the new constitution.

Q8: Where do we submit the new constitution?

Submit it through the Incorporated Societies reregistration page on the [Companies Office website](#).

Once your society is approved, you must then update your details with Charities Services separately. Charities Services needs a copy of your constitution, so you will need to complete our Update Details Form and attach your new constitution.

Q9: Do we need a lawyer to sign off the constitution?

The Companies Office have a [Constitution Builder tool](#) that helps you create a draft constitution that contains the content required under the 2022 Act. While this is not a substitute for legal advice, your society can choose to get legal help if you want to.

Q10: Where can we find templates and help?

Full guidance is available on the Companies Office support hub:

[Reregistering under the 2022 Act | Incorporated Societies](#)

[Step-by-step guide to reregistering under the 2022 Act](#)

[Using the Constitution Builder to draft or revise a society's constitution | Incorporated Societies](#)

[How this change affects registered charities.](#)

AGM/SGM requirements

Q11: What if we cannot get a quorum at our annual general meeting?

You cannot vote on or pass any resolutions without a quorum. If your rules allow, you can call a Special General Meeting (SGM) instead and follow the notice requirements in your constitution. Online meetings are fine if your rules allow them – just make sure you keep minutes and have them being confirmed or signed.

Q12: We cannot arrange an annual general meeting in time – what should we do?

If you have already had your Annual General Meeting, you will need to hold a Special General Meeting to adopt the new constitution instead. Make sure you give notice in line with your society's rules.

Q13: What records do we need from the meeting?

Keep meeting minutes that record the resolution(s) and the outcome. Minutes are usually confirmed or signed by the Secretary or authorised officer as per your rules.

Tax and reporting

Q14: What happens for tax if we do not reregister?

Failure to act by the deadline will have consequences for your tax status. More information can be found on [Inland Revenue's website](#).

Q15: Do annual returns have anything to do with reregistering our incorporated society?

Filing annual returns with Charities Services is a separate requirement and is not part of the incorporated societies reregistration process.

You can find more information about the [Charities Services' Annual Return requirements on our website](#).