

COOK ISLANDS
INCORPORATED SOCIETIES ACT 1994
ANALYSIS

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1994, No. 11

An Act to make provision for the incorporation of societies which are not established for the purpose of pecuniary gain

(25 August 1994)

BE IT ENACTED by the Parliament of the Cook Islands in Session assembled, and authority of the same, as follows:

1. Short Title and commencement - (1) This Act may be cited as the Incorporated Societies Act 1994.

(2) This Act shall come into force on the first day of October 1994.

2. Interpretation - In this Act, ~~except where a contrary intention appears,--~~, unless the context otherwise requires, --

~~"Prescribed" means prescribed by this Act or by regulations;~~

~~"Registrar" means the Registrar of Incorporated Societies under this Act and includes the Deputy Registrar" means the Deputy Registrar of Incorporated Societies under this Act;~~ 1998 Amendment added

~~"Society" means a society incorporated under this Act.~~

"Court means the High Court

"digital format"—

"(a) means a format in which information, a document, or a register may be stored, accessed, and displayed by a computer or similar device; and

"(b) includes a format specified as a digital format by regulations made under this Act; and

"(c) includes any format (other than a photocopy document) produced by making a digital copy, image, or reproduction of a document that is in hard copy format

"Deputy Registrar means the Deputy Registrar of Incorporated Societies under this Act

"document means a document in any form; and includes—

"(a) any writing on any material; and

"(b) information recorded or stored by means of a tape recorder, computer, or other device; and

"(c) a book, graph, or drawing; and

"(d) a photograph, film, negative, tape, or other device in which 1 or more visual images are embodied so as to be capable (with or without the aid of equipment) of being reproduced

"digital register means a register in digital format

"electronic includes electrical, digital, magnetic, optical, electromagnetic, biometric, and photonic

"file means to file, give, submit, deposit, apply, or otherwise make available

“**hard copy format** has the same meaning as in section 3 of the Digital Registers Act 2011

“**information** includes information (whether or not in its original form) that is in the form of a document, a signature, a seal, data, text, images, sound, or speech

“**photocopy document** has the same meaning as in section 3 of the Digital Registers Act 2011

“**prescribed** means prescribed by this Act or by regulations

“**prescribed form** means a form or format prescribed by regulations or, if no form is prescribed by regulations, a form or format approved by the Registrar

“**register** means the register kept by the Registrar under section 36(1)

“**Registrar** means the Registrar of Incorporated Societies under this Act

“**signature** means—

“(a) the name of a person affixed with his or her own hand on a document; or

“(b) in the case of a document filed with the Registrar by electronic means, the name of a person affixed to the document that the Registrar considers acceptable

“**society** means a society incorporated under this Act

“**working day** means a day of the week that is not—

“(a) Saturday and Sunday; or

“(b) a day that is defined as, or declared to be, a public holiday under any Act

“**writing** includes representing or reproducing words, figures, or symbols—

“(a) in a visible and tangible form by any means and in any medium;

“(b) in a visible form in any medium by electronic means that enables them to be stored in permanent form and be retrieved and read.” **Added in 2017**

3. Incorporated societies - (1) Any society consisting of not less than fifteen persons associated for any lawful purpose but not for pecuniary gain may, on application being made to the Registrar in accordance with this Act, become incorporated as a society under this Act.

(2) No such application shall be made except with the consent of a majority of the members of the society.

4. Pecuniary gain - Persons shall not be deemed to be associated for pecuniary gain merely by reason of any of the following circumstances, namely:

(a) that the society itself makes a pecuniary gain, unless that gain or some part thereof is divided among or received by the members or some of them;

(b) that the members of the society are entitled to divide between them the property of the society on its dissolution;

(c) that the society is established for the protection or regulation of some trade, business, industry, or calling in which the members are engaged or interested, if the

society itself does not engage or take part in any such trade, business, industry, or calling, or any part or branch thereof;

(d) that any member of the society derives pecuniary gain from the society by way of salary as a servant or officer of the society;

(e) that any member of the society derives from the society any pecuniary gain to which that member would be equally entitled if not a member of the society;

(f) that the members of the society compete with each other for trophies or prizes other than money prizes.

5. Rules of incorporated societies - (1) The rules of a society shall state or provide for the following matters, that is to say:

(a) ~~the name of the society, with the addition "Incorporated" as the last word in that name~~ the name of the society, with the addition of the word "Incorporated" or its abbreviation "Inc" as the last word in that name; 2017 add

(b) the objects for which the society is established;

(c) the modes in which persons become members of the society;

(d) the modes in which persons cease to be members of the society;

(e) the mode in which the rules of the society may be altered, added to, or rescinded;

(f) the mode of summoning and holding general meetings of the society, and of voting at such meetings;

(g) the appointment of officers of the society;

(h) ~~the control and use of the common seal of the society~~ if the society has a common seal, the control and use of that seal; 2017 add

(i) the Control and investment of the funds of the society;

(j) the powers (if any) of the society to borrow money;

(k) the disposition of the property of the society in the event of the winding up of the society;

(l) such other matters as the Registrar may require to be provided for in any particular instance.

(2) The rules of the society may contain any other provisions which are not inconsistent with this Act or with law.

(3) The rules of the society and any amendment of those rules shall be printed or typewritten.

6. Rules of society may provide for penalties - In addition to the matters specified in sections 5 and 7, the rules of any society may make provision for the imposition on any member of reasonable fines and forfeitures, and for the consequences of non-payment of any subscription or fine.

7. Society may make regulations or bylaws - (1) In addition to the matters specified in sections 5 and 6, the rules of any society may make provision from time to time, by resolution in general meeting, to make, amend, or rescind regulations or bylaws, not inconsistent with the principal Act or with the rules of the society, for such purposes as may be specified in that behalf in the rules.

(2) The making, amendment, or rescission of any regulations or bylaws pursuant to any rules in accordance with this section shall not be deemed to be an alteration of the rules within the meaning of section 23 of this Act.

8. Application for incorporation - Every application for the incorporation of a society shall be made to the Registrar in manner following:

~~(a) two copies of the rules of the society having written thereon an application for incorporation in the form in the Schedule hereto or to the like effect shall be signed by not less than fifteen persons being members of the society, and each subscriber to the application shall add to his signature his description and address, and his signature shall be attested by a witness who is not a subscriber. When any body corporate is a subscriber its seal shall be affixed to the application;~~

~~(b) the two copies of the said rules so signed or sealed shall be delivered to the Registrar, together with the prescribed fee and together with a statutory declaration made by an officer to the society or by a solicitor to the effect that a majority of the members of the society have consented to the application, and that the rules so signed or sealed are the rules of the society.~~

~~(2) 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. Added 1998~~

8 Application for incorporation

“(1) An application for the incorporation of a society must be—

“(a) in the prescribed form; and

“(b) subscribed by not less than 15 members of the society in accordance with section 8A; and

“(c) filed with the Registrar.

“(2) The application must specify—

“(a) the name of the society; and

“(b) the full name, residential and postal addresses, and contact details (including email address) of the person filing the application; and

“(c) the full name of each person who is a subscriber to the application; and

“(d) in the case of each subscriber who is an individual, his or her residential and postal addresses; and

“(e) in the case of each subscriber who is a body corporate, its corporate registration number (if any), and the address of its registered office and its postal address; and

- “(f) the address of the society’s registered office and its postal address; and
- “(g) any other information that may be prescribed by regulations.
- “(3) The application must be accompanied by—
 - “(a) a copy of the rules of the society; and
 - “(b) a statement by the person filing the application that—
 - “(i) the copy of the rules accompanying the application is the same as the copy of the rules signed by the subscribers in accordance with section 8A; and
 - “(ii) each of the subscribers has subscribed the application in accordance with section 8A; and
 - “(iii) a majority of the members of the society have consented to the application; and
 - “(c) the prescribed fee.
- “(4) A person who files an application under this section knowing that it or any document accompanying it is false or misleading in a material respect commits an offence and is liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 1 year, or to both.
- “8A How member subscribes application for incorporation**
- “(1) An application for the incorporation of a society is subscribed by a member who is an individual if—
 - “(a) the member signs a copy of the rules of the society; and
 - “(b) the member identifies his or her signature by writing his or her full name and residential address next to it; and
 - “(c) the signature is attested by a witness who is not a subscriber.
- “(2) An application for the incorporation of a society is subscribed by a member who is a body corporate if—
 - “(a) a director or other officer who is duly authorised to subscribe the application signs a copy of the rules of the society; and
 - “(b) the director or officer identifies his or her signature by writing his or her full name and residential address next to it; and
 - “(c) the signature is attested by a witness who is not a subscriber.
- “8B Name of society must not be undesirable**
- Unless the High Court directs otherwise, the Registrar must not register a society with a name that, in the Registrar’s opinion, is undesirable.” 2018 add

9. Registrar to register society if in order - The Registrar, on being satisfied that the requirements of this Act have been observed, shall thereupon do the following things:

- (a) enter the name of the said society in the register kept by him under this Act, together with such other particulars with respect to the society as he thinks fit;
- (b) issue under his seal a certificate that the society is incorporated under this Act;
- (c) register the rules of the society by sealing with his seal the said copies thereof;
- (d) ~~return one of those copies to the subscribers and retain the other copy.~~

(c) register the rules of the society on the register. 2018 add

10. Certificate of incorporation to be conclusive evidence of registration - Every certificate of incorporation issued under the seal of the Registrar shall be conclusive evidence that all statutory requirements in respect of registration and of matters precedent and incidental thereto have been complied with, and that the society is authorised to be registered and has been duly registered and incorporated under this Act.

11. Upon issue of certificate members to be a body corporate - Upon the issue of the certificate of incorporation the subscribers to the rules of the society, together with all other persons who are then members of the society or who afterwards become members of the society in accordance with the rules thereof, shall as from the date of incorporation mentioned in the certificate, be a body corporate by the name contained in the said rules, having perpetual succession and a common seal, and capable forthwith, subject to this Act and to the said rules, of exercising all the functions of a body corporate and of holding land.

12. Name of society not to be the same as the name of another society or body corporate - No society shall be registered under a name which is identical with that of other society registered under this Act, or of a company carrying on business in the Cook Islands (whether registered in the Cook Islands or not), or of any other body corporate established or registered in the Cook Islands 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.

12A. 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 section 12 of this Act, 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 six 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 23 of this Act 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) of this section, 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 to the Registrar 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) of this section."

Added, 1998

13. Penal of improper use of word "Incorporated" - If any society, not society incorporated under this Act, operates under any name or title of which "Incorporated", or any contraction or imitation of that word is the last word, every member of the society shall be liable on conviction to a fine not exceeding \$10 for every day upon which that name or title has been used.

14. Appeal from Registrar to a Judge of the High Court - An appeal shall lie to a Judge of the High Court from any refusal of the Registrar to register a society or any amendment of the rules of a society, and the decision of the Judge on any such application shall be final and without appeal to the Court of Appeal or to Her Majesty in Council.

15. No liability on members for obligation of society - Except when otherwise expressly provided in this Act, membership of a society shall not of itself impose on the members any personal liability in respect of any contract, debt, or other obligation made or incurred by the society.

16. Members to have no right to property of society - Except when otherwise expressly provided by this Act or by the rules of a society, membership of a society shall not be deemed to confer upon the members any right, title, or interest, either legal or equitable, in the property of the society.

17. Contracts by society - (1) Any contract which, if made between private persons, must be by deed shall, when made by a society, be in writing under the common seal of the society.

(2) Any contract which, if made between private persons, must be in writing signed by the parties to be charged therewith may, when made by a society, be in writing signed by any person acting on behalf of and under the express or implied authority of the society.

(3) Any contract which, if made between private persons, might be made without writing may, when made by a society, be made without writing by any person acting on behalf of and under the express or implied authority of the society.

17 Requirements for society obligation

“(1) For a society to enter into an obligation that, if it were a natural person obligation, must by law be in a deed, the obligation must be—

“(a) in writing; and

“(b) signed in writing under the name of the society by 2 or more officers of the society.

“(2) For a society to enter into an obligation that, if it were a natural person obligation, must by law be in writing, the obligation must be—

“(a) in writing; and

“(b) entered into on the society’s behalf by a person acting under the company’s express or implied authority.

“(3) For a society to enter into an obligation that, if it were a natural person obligation, is not required by law to be in writing, the obligation must be entered into on the society’s behalf by a person acting under the society’s express or implied authority.

“(4) A society may affix its common seal, if it has one, to an obligation in writing, but, even though the rules of the society may require it, the absence of the seal does not affect the enforceability of the obligation.

“(5) This section applies to a contract or other obligation whether or not—
“(a) that contract or obligation was entered into in the Cook Islands; and
“(b) the law governing the contract or obligation is the law of the Cook Islands.” 2018 add

18. Service on society - Any summons, notice, order, or other document required to be served upon a society may be served by leaving the same at the society's registered office, or by sending it through the post in a registered letter addressed to the society at that office.

19. Security for costs where society is plaintiff - Where a society is the plaintiff in any action or other legal proceeding, and there appears by any credible testimony to be reason to believe that if the defendant is successful in his defence the assets of the society will be insufficient to pay his costs, a Judge may require sufficient security to be given by the society for those costs, and may stay all proceedings until that security is given.

~~20. Registered office - (1) Every society shall have a registered office to which all communications may be addressed.~~

~~(2) Notice of the situation of that office and of any change therein shall be given to the Registrar and recorded by him.~~

~~(3) Until that notice is given, the society shall be deemed not to have complied with the provisions of this section as to having a registered office.~~

~~(4) If any society carries on its operations without having a registered office, every officer of the society and every member of the committee or other governing body of the Society shall be liable to a fine not exceeding \$10 for every day during which those operations are carried on.~~

20 Registered office and postal address

“(1) A society must always have a registered office and postal address in the Cook Islands.

“(2) Subject to section 20A,—

“(a) the registered office of a society at a particular time is the place entered as its registered office on the register at that time; and

“(b) the postal address of a society at a particular time is the address entered as its postal address on the register at that time.

20A Change of registered office or postal address

“(1) Subject to the society's rules and subsection (3), a society may change its registered office or postal address at any time.

“(2) The society must file a notice of the change in the prescribed form with the Registrar for registration.

“(3) A change in the registered office or postal address takes effect on a date stated in the notice which must not be earlier than 5 working days after the notice is registered.”
2017 add

21. Restriction of operations of society - (1) If any society carries on or proposes to carry on any operation which is beyond the scope of the objects of the society as defined in its rules, the Registrar may give notice in writing to the society not to carry on that operation.

(2) If after the receipt of that notice the society fails or refuses to conform thereto, every officer of the society and every member of the committee or other governing body of the society shall be liable to a fine not exceeding \$10 for every day during which that failure or refusal continues, unless he proves that the failure or refusal has taken place without his authority or consent.

22. Society not to engage in operations involving pecuniary gain - (1) No society shall do any act of such a nature that if the doing thereof were one of the objects for which the society was established, the members of the society would be deemed to be associated for pecuniary gain within the meaning of sections 4 and 5 of this Act.

(2) Every society which does any such act shall be liable to a fine not exceeding \$500.

(3) Every member who aids, abets, procures, assists, or takes part in the doing of any such act by a society shall be liable to a fine not exceeding \$100, and all such members shall be jointly and severally liable to any creditor of the society for all debts obligations incurred by the society in or in consequence of the doing of that act.

(4) Every member who derives any pecuniary gain from any act done by the society in breach of this section shall be deemed to have received the same to the use of the society, and the same may be recovered by the society accordingly.

23. Alteration of rules - (1) A society may from time to time alter its rules in manner provided by the said rules, but subject to the provisions of this Act.

~~(2) Every such alteration shall be in writing, signed or sealed in duplicate by at least three members of the society, and the documents so signed or sealed shall be delivered to the Registrar, accompanied by a statutory declaration made by a solicitor or at least one member to the effect that the said alteration has been made in accordance with the rules of the society.~~

~~(3) The Registrar, upon being satisfied that the alteration has been duly made, and that the rules as so altered conform in all respects with this Act, shall register the alteration in like manner as in the case of the original rules, and the said alteration shall thereupon take effect according to the tenor thereof. Such registration shall be conclusive evidence that all conditions precedent to the making of the alteration, or to the registration thereof, have been duly fulfilled.~~

(2) An alteration to the rules must be—

- “(a) in writing; and
- “(b) made in accordance with the rules of the society; and
- “(c) signed by at least 3 members of the society; and
- “(d) notified to the Registrar in accordance with subsection (3).

(3) A notice of an alteration to the rules must—

- “(a) be in the prescribed form; and
- “(b) be filed with the Registrar for registration; and

- “(c) specify the full name, residential or business address, postal address, and contact details (including email address) of the person filing the notice; and
- “(d) be accompanied by—
 - “(i) the text of the alteration; and
 - “(ii) a statement by the person filing the notice that the alteration has been made in compliance with subsection (2); and
 - “(iii) the prescribed fee (if any).
- “(3A) A person who files a notice under this section knowing that it or any document that accompanies it is false or misleading in a material respect commits an offence and is liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 1 year, or to both.
- “(3B) The Registrar, if satisfied that the alteration to the rules has been made in compliance with subsection (2), must without delay register the alteration which takes effect on registration. 2018 add

(4) No alteration in the objects of a society shall be registered unless the Registrar is satisfied either that the alteration is not of such a nature as to prejudicially affect any existing creditor of the society, or that all creditors who may be so affected consent to the alteration.

(5) In the case of any alteration of the name of a society the Registrar may, in his discretion, refuse to register the alteration until the making thereof has been publicly advertised in such manner as the Registrar thinks fit.

24. Register of members - (1) Every society shall keep a register of its members.

(2) The register shall contain the names, addresses, and occupations of those members, and the dates at which they became members.

~~(3) Every society shall from time to time when required by the Registrar so to do, send to him a list of the names, addresses, and occupations of its members, accompanied by a statutory declaration verifying that list and made by some officer of the society.~~

(3) On being required by the Registrar to do so, a society must file a notice of details of its current members.

(4) The notice must—

- “(a) be in the prescribed form; and
- “(b) be filed with the Registrar for registration; and
- “(c) specify the full name, residential address, and nationality of each its members; and
- “(d) specify the full name, residential and postal addresses, and contact details (including email address) of the person filing the notice; and
- “(e) contain a statement by the person filing the notice that the information contained in the notice is correct; and
- “(f) be accompanied by the prescribed fee (if any).

(5) A person who files a notice under this section knowing that it is false or misleading in a material respect commits an offence and is liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 1 year, or to both. 2017 add

25. Annual financial statement—(1) Every society shall deliver annually to the Registrar, in such form and at such time as shall be prescribed, a statement containing the following particulars:

- (a) the income and expenditure of the society during the society's last financial year;
- (b) the assets and liabilities of the society at the close of the said year;
- (c) all mortgages, charges, and securities of any description affecting any of the property of the society at the close of the said year.

(2) The said statement shall be accompanied by a certificate signed by an officer of the society to the effect that the statement has been submitted to and approved by the members of the society at a general meeting.

(3) If any default is made by a society in the observance of the provisions of this section, every officer of the society shall be liable to a fine not exceeding \$10 for every day during which the default continues.

25 Annual notice of financial position

“(1) A society must file a notice of financial position for each financial year.

“(2) The notice must—

- “(a) be filed with the Registrar for registration; and
- “(b) be filed within 3 months after the close of the financial year to which it relates (the **financial year**); and
- “(c) be in the prescribed form; and
- “(d) specify the full name, residential or business address, postal address, and contact details (including email address) of the person filing the notice.

“(3) The notice must be accompanied by—

- “(a) a statement containing the following information in relation to the financial year:
 - “(i) the society’s income and expenditure for the financial year; and
 - “(ii) the society’s assets and liabilities at the close of the financial year; and
 - “(iii) all mortgages, charges, and other securities affecting any of the society’s property at the close of the financial year; and
- “(b) a statement by the person filing the notice that the information contained in or accompanying the notice is correct; and
- “(c) the prescribed fee (if any).

“(4) A person who files a notice under this section or section 30B(2)(c)(i) knowing that it or any document that accompanies it is false or misleading in a material respect commits an offence and is liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 1 year, or to both.” **2017 add**

25A. Power to compromise with creditors and members - (1) Where a compromise or arrangement is proposed between a society and its creditors or any class of them, or between the society and its members or any class of them, the High Court may, on the application of the society or of any creditor or member of the society, or, in the case of a society being

wound up, of the liquidator, order a meeting of the creditors or class of creditors, or of the members of the 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 society constitute a class of members or a class of creditors, as the case may be, it shall be determined by the Court as in the circumstances it thinks proper.

(2) If a majority in number representing not less than three-fourths in value of the creditors or class of creditors or not less than three-fourths of the 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 Court, be binding on all creditors or class of creditors, or on the members or class of members, as the case may be, and also on the society, or, in the case of a society in the course of being wound up, on the liquidator of the society.

(3) An order made under subsection (2) of this section 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 society issued after such order has been made.

(4) If a society makes default in complying with subsection (3) of this section, the society and every officer of the society who is in default shall be liable on conviction to a fine not exceeding \$2 for each page of each copy in respect of which default is made.

(5) In this section and in section 25B of this Act -

~~"Creditors" includes every person who has a claim that upon the winding up of the society would be admissible to proof in accordance with section 306 of the Companies Act 1955 (as applied by section 26(2) and 28(3) of this Act);~~

"creditors" includes every person who has a claim in the liquidation of a society that would be admitted as a claim in accordance with Part 14 (Liquidations) of the Companies Act 2017. 2017 add

~~"Officer of the society who is in default" means any officer of the society who-~~

~~(a) Knowingly and wilfully authorises or permits the default, refusal, or contravention mentioned in this section or in section 25B of this Act; or~~

~~(b) Knew or ought to have known of the default, refusal, or contravention and did not take reasonable steps to secure compliance with the requirements specified in or imposed by this section or section 25B of this Act.~~

25B. 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 25A of this Act there shall -

(a) With every notice summoning the meeting which is sent to a creditor or member also a statement explaining the effect of the compromise or arrangement and in particular stating any material interests of the officers of the society, whether as officers or as members or as creditors of the society or otherwise, and the effect thereon 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 creditors of the society, the said statement shall give the like explanation as respects any trustees appointed on behalf of creditors as it is required to give as respects the 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 society free of charge with a copy of the statement.

(4) Where a society makes default in complying with any requirement of this section, the society and every officer of the 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 society and any trustees appointed on behalf of creditors of the society shall be deemed to be officers of the 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 society or a trustee appointed on behalf of creditors, to supply the necessary particulars as to his interests.

(5) It shall be the duty of any officer of the society and of any trustee appointed on behalf of creditors of the society to give notice to the 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."

Added 1998

26. Voluntary winding up of society -- (1) A society may be wound up voluntarily if the society at a general meeting of its members passes a resolution requiring the society so to be wound up, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed.

(2) Subject to this Act and to any regulations made under the authority thereof, the voluntary winding up of a society shall be governed by the same rules as the voluntary winding up of a

~~company under the Companies Act 1955 of New Zealand as applied in the Cook Islands by the Companies Act 1970-71.~~

~~27. Winding up of society by Court—A society may be wound up by the High Court under the following circumstances, that is to say:~~

- ~~(a) if the society suspends its operations for the space of a whole year; or~~
- ~~(b) if the members of the society are reduced in number to less than fifteen; or~~
- ~~(c) if the society is unable to pay its debts; or~~
- ~~(d) if the society carries on any operation whereby any member thereof makes any pecuniary gain contrary to the provisions of this Act; or~~
- ~~(e) if the High Court or a Judge thereof is of opinion that it is just and equitable that the society should be wound up.~~

~~28. Petition to Court for winding up—(1) Any application to the High Court for the winding up of a society shall be by petition presented either by the society or by a member thereof, or by a creditor thereof, or by the Registrar.~~

~~(2) All costs incurred by the Registrar in making application for the winding up of a society shall, unless the High Court or a Judge thereof otherwise orders, be a first charge on the assets of the society.~~

~~(3) Subject to this Act and to any regulations made under the authority thereof, every application to the High Court for the winding up of a society, and every winding up of a society by the said Court, shall be governed by the same rules as in the case of the winding up of a company by the said Court under the Companies Act 1955 of New Zealand as applied in the Cook Islands by the Companies Act 1970-71.~~

26 Members may resolve to put society into liquidation

- “(1) A society may be put into liquidation if—**
 - “(a) the society, at a general meeting of its members, passes a resolution appointing a liquidator; and**
 - “(b) the resolution is confirmed at a subsequent general meeting called for that purpose and held not earlier than 20 working days after the date on which the resolution to be confirmed was passed.**
- “(2) Subject to this Act and to any regulations made under it, the provisions of Part 14 (Liquidations) of the Companies Act 2017 apply to the liquidation of the society, with any necessary modifications, as if the society was a company that had been put into liquidation by the appointment of a liquidator under section 204(1)(b) of that Act.**

27 High Court may put society into liquidation

A society may be put into liquidation by the appointment by the High Court of a named person as liquidator if any of the following applies:

- “(a) the society suspends its operations for a period of 1 year or more; or**
- “(b) the number of the members of the society is less than 15; or**

- “(c) the society is unable to pay its debts; or
- “(d) the society carries on any operation from which a member makes a pecuniary gain contrary to the provisions of this Act; or
- “(e) the Court considers that it is just and equitable that the society should be put into liquidation.

28 Application to High Court for appointment of liquidator

- “(1) An application to the High Court for the appointment of a liquidator of a society may be made by any of the following:
 - “(a) the society; or
 - “(b) a member or creditor of the society; or
 - “(c) the Registrar.
 - “(2) All costs incurred by the Registrar in making the application are, unless the Court orders otherwise, a first charge on the assets of the society.
 - “(3) Subject to this Act and to any regulations made under it, Parts 14 (Liquidations) and 16 (Removal from Cook Islands register) of the Companies Act 2017 apply, with any necessary modifications, to the application for the appointment of a liquidator and to the appointment of a liquidator as if the application and appointment were made under section 204(1)(c) of that Act.”
- 2017 add**

29. Division of surplus assets on winding up - (1) On the winding up of a society or on its dissolution by the Registrar all surplus assets after the payment of all costs, debts, and liabilities shall, subject to any trust affecting the same, be disposed of in manner provided by the rules of the society or if such assets cannot be disposed of in accordance with the rules, then as the Registrar directs.

(2) If the said surplus assets are subject to any trust, they shall be disposed of as the High Court or a Judge thereof directs in the case of a winding up by the Court, or as the Registrar directs in the case of a voluntary winding up or in the case of a dissolution by the Registrar, but an appeal shall lie from any such decision of the Registrar to the High Court at the suit of any person interested. The decision of the Registrar under this subsection shall be final, unless notice of appeal therefrom is delivered to the Registrar within 21 days after the decision has been given.

~~30. Dissolution by Registrar - (1) If at any time the Registrar is satisfied that a society is no longer carrying on its operations or has been registered by reason of a mistake of fact or law, the Registrar may make under his seal a declaration that the society is dissolved as from the date of the declaration, and shall thereupon give public notice of the declaration in such manner as he thinks fit, and make in the register any entry of the dissolution of the society.~~

~~(2) On the making of that entry the society shall be dissolved as from the date of the declaration.~~

~~(3) At any time thereafter the Registrar, on being satisfied declaration was made in error and ought to be revoked, may revoke the same by giving public notice thereof, and shall thereupon make an entry of the revocation. The register, and the society shall thereupon be revived from the date of the dissolution thereof as if no such dissolution had taken place.~~

30 Dissolution of society by Registrar

- “(1) The Registrar—
 - “(a) may dissolve a society if the Registrar is satisfied that the society—
 - “(i) is no longer carrying on its operations; or
 - “(ii) has been registered in error;
 - “(b) must dissolve a society if the society fails to file an annual notice of financial position within the period of 6 months after the deadline for filing.
- “(2) The society is dissolved when the Registrar registers a notice on the register stating that the society is dissolved.
- “(3) On registering a notice under subsection (2), the Registrar must—
 - “(a) remove the society from the register; and
 - “(b) give public notice that the society has been dissolved.

30A Registrar may revoke dissolution of society

- “(1) The Registrar—
 - “(a) may revoke the dissolution of a society if the Registrar is satisfied that the society was dissolved in error and the dissolution ought to be revoked;
 - “(b) must revoke the dissolution if section 30B applies;
 - “(c) may revoke the dissolution of a society under section 30C.
- “(2) The dissolution of a society is revoked when the Registrar registers a notice on the register stating that the dissolution is revoked.
- “(3) On registering a notice under subsection (2), the Registrar must—
 - “(a) restore the society to the register; and
 - “(b) give public notice that the dissolution of the society has been revoked.

30B Revocation of dissolution for failure to file annual notice of financial position

- “(1) Subject to subsection (2), the Registrar must, on the application of a member, revoke the dissolution of a society that has been dissolved under section 30(1)(b) for failure to file an annual notice of financial position.
- “(2) The application must be—
 - “(a) filed with the Registrar within 2 years after the dissolution; and
 - “(b) in the prescribed form (if any); and
 - “(c) accompanied by—
 - “(i) all outstanding annual notices of financial position and associated filing fees; and
 - “(ii) a late filing fee for each outstanding annual notice of financial position.

30C Revocation of dissolution on other grounds

- “(1) Subject to subsection (2), the Registrar may, on the application of a person listed in subsection (3), revoke the dissolution of a society on 1 or more of the following grounds:
 - “(a) the society is a party to a legal proceeding;
 - “(b) the society is in receivership or liquidation;
 - “(c) the applicant has an undischarged claim against the society;
 - “(d) for any other reason, the dissolution is not just and equitable.
- “(2) The application must be—
 - “(a) filed with the Registrar within 2 years after the dissolution; and

- “(b) in the prescribed form (if any); and
- “(c) accompanied by the prescribed fee (if any).
- “(3) A person may apply if the person was any of the following at the time the society was dissolved:
 - “(a) a member or creditor of the society;
 - “(b) a party to any legal proceedings against the society;
 - “(c) a person with an undischarged claim against the society;
 - “(d) the liquidator;
 - “(e) a receiver of property of the society.”

30D Effect of revocation of dissolution

On the revocation of the dissolution of a society, the society continues in existence as if no dissolution had taken place. 2017 add

31. Corporate body may become member of society - Any corporate body, whether incorporated under this Act or in any other manner, may be a member of a society incorporated under this Act, unless the purposes for which the society is established are ultra vires of the said corporate body.

32. Pecuniary gain received by member of corporate body - When any corporate body is a member of a society incorporated under this Act, any pecuniary gain received by any member of that corporate body shall be deemed for the purposes of this Act to be pecuniary gain received by a member of the society, and in respect of any such pecuniary gain every member of that corporate body shall be deemed to be a member of the society.

33. Corporate body to be equivalent to three members - In estimating the number of subscribers to the rules of a society under section 4 or section 7 of this Act, or the number of members of a society under section 3 or section 27 of this Act, every corporate body which is a subscriber or member shall be taken as the equivalent of three subscribers or three members, as the case may be.

34. Registrar – (1) The Minister may from time to time appoint a person to be the Registrar of Incorporated Societies, and may make regulations consistent with this Act, prescribing the duties and powers of the Registrar.

(2) The Registrar so appointed may hold office in conjunction with any other office which the Minister deems not incompatible therewith.

34. Registrar of Incorporated Societies - The Registrar of the High Court at Rarotonga for the time being shall be the Registrar of Incorporated Societies.

35. Assistant Registrars of Incorporated Societies – (1) There may from time to time be appointed such Assistant Registrars of Incorporated Societies as may be required.

(2) Subject to the direction of the Registrar, or to regulations under this Act prescribing the duties of Assistant Registrars, every Assistant Registrar shall have and may exercise all the powers, duties, and functions of the Registrar. The fact of any assistant Registrar exercising any power, duty, or function as aforesaid shall be conclusive evidence of his authority so to do.

35. Deputy Registrar of Incorporated Societies - (1) The Deputy Registrar of Companies at Rarotonga for the time being appointed under section 4 of the Companies Act 1955 of New Zealand as applied in the Cook Islands by the Companies Act 1970-71 shall be the Deputy Registrar of Incorporated Societies, who shall, under the control of the Registrar, perform such official duties as he is called upon to perform by the Registrar.

(1) A Deputy Registrar of Companies appointed under section 369 of the Companies Act 2017 must be appointed the Deputy Registrar of Incorporated Societies and must, under the control of the Registrar, perform such official duties as he or she is called upon to perform by the Registrar. 2017 add

(2) On the occurrence from any cause a vacancy in the office of the Registrar (whether by reason of death, resignation, or otherwise), and in the 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."

Old 35 repealed, new 35 added, 1998

36. Registrar to keep register of incorporated societies - (1) The Registrar shall keep a register in which there shall be recorded all matters required by this Act or by any regulations to be recorded by the Registrar.

(2) The Registrar shall keep a seal for the authentication of any documents required for the purposes of this Act.

(3) There shall be paid to the Registrar such fees as may be prescribe regulations in respect of such matters as may be so prescribed.

(4) All fees so paid to the Registrar shall be paid by him into the Cook Islands Government Account.

(5) All expenses incurred in the administration of this Act shall be paid out of moneys appropriated for the purpose by Parliament.

37. Inspection of documents - (1) Any person may, on payment of the prescribed fee, inspect the register or any documents lodged with the Registrar.

(2) Any person may, on payment of the prescribed fee, require a copy of the certificate of the incorporation of any society, or a copy of or extract from the register or any document lodged with the Registrar, to be certified by the Registrar under his seal.

(3) Any such copy or extract purporting to be under the seal of the Registrar shall be received in evidence in all proceedings, civil or criminal.

37A. Powers of inspection of Registrar - (1) The Registrar or any person authorised by him may, for the purpose of ascertaining whether a society or any officer of a 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 society or any officer of a society to produce for inspection any registers, records, accounts, books, or papers that are kept by the 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) of this subsection, 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 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 this subsection (1) of this section limits or affects the Income Tax Act 1997 or the Statistic Act 1966.

(3) A person who has made an inspection under subsection (1) of this section shall give, divulge, or communicate any records or information that he has acquired in the course of the inspection to the Registrar or Deputy Registrar.

(4) A person who has made an inspection under subsection (1) of this section shall, upon being directed to do so by a person for the time being holding the office of 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 the Registrar specifies, namely:

(a) The Minister of Justice;

(b) The Secretary for Justice;

(c) Any person authorised by the Registrar to receive such records or information.

(5) The Minister of Justice or the Secretary for Justice may, by written notice to that person, require a person for the time being holding the office of Registrar to give a direction under subsection (4) of this section; and that person shall comply with any such requirement.

(6) If any 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) of this section, any document that the Registrar or authorised person has under that subsection

required it to produce, the society commit an offence and shall be liable on conviction to a fine not exceeding \$1,000.

(7) If any officer of a society or other person refused or fails to produce for inspection to the Registrar, or to any person authorised by the Registrar for the purposes of subsection (1) of this section, any document within the power or 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 on conviction to a fine not exceeding \$1,000.

(8) Any person who wilfully obstructs or hinders the Registrar, or any person authorised by the Registrar for the purposes of subsection (1) of this section, 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 on conviction to a fine not exceeding \$1,000.

(9) Nothing in this section limits or affects legal professional privilege.

37B. 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 Court may allow.

(2) On hearing the appeal, the 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 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 37A of this Act, until a decision on the appeal or application is given, the Registrar, and any person authorised by him under that section for the purposes, 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 obligation 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 37A (1) (c) of this Act in respect of that act or decision are destroyed or expunged; and

(b) No information acquired under paragraph (a) or paragraph (b) of section 27A of this Act in respect of that act or decision shall be admissible in evidence in any proceedings."

Added 1998

36 Register of incorporated societies

"(1) The Registrar must ensure that a register of incorporated societies (the **register**) is kept and maintained.

"(2) The register may be kept in the manner that the Registrar thinks fit including, either wholly or in part, by means of a digital register.

36A Registration of documents

On receiving a document for registration under this Act, the Registrar must without delay—

"(a) register the document in the register (unless the Registrar rejects the document under section 36C); and

"(b) in the case of a document that is not an annual notice of financial position, in writing notify the registration to the person who filed the document.

36B When document registered

For the purposes of this Act, a document is registered when—

"(a) the document itself becomes part of the register; or

"(b) the document or details of the document including the time and date of registration are recorded or stored in the digital register.

36C When Registrar may reject document for registration

"(1) The Registrar may refuse to register a document that—

"(a) is not in the prescribed form (if any); or

"(b) does not comply with this Act or regulations made under this Act; or

"(c) is not printed or typewritten; or

"(d) if the register is a digital register, is in a format that does not enable it be registered; or

"(e) has not been fully and properly completed; or

"(f) contains material that is not clearly legible; or

"(g) is not accompanied by the prescribed fee.

"(2) If subsection (1) applies, the Registrar may require that—

"(a) the document is submitted for registration again, appropriately amended or completed, or accompanied by the prescribed fee; or

"(b) a fresh document is submitted in its place.

36D No presumption of validity or invalidity

The registration or refusal of registration of a document by the Registrar does not affect, or create a presumption as to,—

- “(c) the validity or invalidity of the document; or
- “(d) the correctness or otherwise of the information contained in the document.

36E Inspection of register

“(1) Any person may, on payment of the prescribed fee (if any), inspect—

- “(a) a document that is part of the register; or
- “(b) a document or details of a document that have been recorded or stored in the digital register.

“(2) An inspection made at the office of the Registrar must be made during the hours when the office is open to the public for business on a working day.

36F Copies and certified copies of documents

Any person may, on payment of the prescribed fee (if any), require the Registrar to give or certify—

- “(a) a certificate of incorporation of a society; or
- “(b) a copy of, or extract from, a registered document; or
- “(c) details of a registered document that have been recorded or stored in the digital register; or
- “(d) a copy of, or extract from, a registered document that has been recorded or stored in the digital register.

36G Rectification or correction of register

“(1) The Registrar may—

- “(a) rectify the register if the Registrar is satisfied that any information has been wrongly entered in, or omitted from, the register; or
- “(b) correct any particulars that appear to the Registrar to have been incorrectly entered in the register.

“(2) Unless the rectification or correction relates solely to the person who provided it, the Registrar must not rectify or correct the register without first—

- “(a) giving notice of the rectification or correction to the society and to persons whom the Registrar considers will be materially affected by it; and
- “(b) allowing a person to whom notice is given a reasonable opportunity to object.

“(3) This section does not limit the Registrar’s power of amendment under section 36I.

36H Registrar may require information from society

“(1) The Registrar may give notice to a society requiring it to provide—

- “(a) corrected or updated details on any matter entered in the register for that society; and
- “(b) a certified copy of any document that has been or ought to have been filed with the Registrar for registration under this Act.

“(2) The society must provide the information or certified copy within the time specified by the Registrar’s notice, and that time must not be less than 10 working days after the date on which the Registrar sends the notice.

“(3) A society that fails to comply with a notice under subsection (1) commits an offence and is liable on conviction to a fine not exceeding \$4,000.

36I Registrar may amend register

If information provided to the Registrar under section 36H differs from the information shown in the register for the society, the Registrar may amend the register accordingly.

37 Notice to individuals

“(1) Notice that under this Act the Registrar must give to an individual must be given—

“(a) in writing; and

“(b) in a manner that the Registrar considers appropriate in the circumstances.

“(2) Without limiting subsection (1), the Registrar may give a notice to an individual by—

“(a) having it delivered to that person; or

“(b) posting it to that person at his or her last known postal address; or

“(c) sending it by email to an electronic address provided by that person to the Registrar; or

“(d) having it published in a newspaper or other publication in circulation where that person lives or is believed to live.” 2017 add

38. Exemption from stamp duty - No document required by this Act to be delivered to the Registrar shall be liable to any stamp duty.

39. Regulations - ~~The Queen's Representative may by Order in Executive Council make such regulations as he deems necessary for carrying into full effect the provisions of this Act.~~

“(1) The Queen’s Representative may, by Order in Council, make regulations to give effect to the provisions of this Act and in particular for all or any of the following purposes:

“(a) prescribing forms; and those regulations may require—

“(i) the inclusion in, or attachment to, forms of specified information or documents; and

“(ii) forms to be signed by specified persons;

“(b) prescribing the information that must be provided for the proper completion of a prescribed form;

“(c) prescribing requirements with which documents delivered for registration must comply;

“(d) specifying a format as a digital format;

“(e) prescribing when a fee, penalty, or other sum is payable under this Act;

“(f) prescribing the amount of any fee, penalty, or other sum payable under this Act;

“(g) prescribing the circumstances in which the Registrar may waive, or exempt a person or class of persons from liability to pay, a fee, penalty, or other sum payable under this Act, whether in whole or in part;

- “(h) providing for any other matters contemplated by this Act, necessary for its full administration, or necessary for giving it full effect.”
- “(2) Without limiting subsection (1)(b), a provision of this Act requiring or contemplating prescribed information for the purposes of completing a prescribed form is satisfied if the information necessary for the proper completion of the form appears from the face of the form or from the content of the form.”
- “(3) The Queen’s Representative may, by Order in Council, make regulations to give effect to the provisions of this Act and in particular for all or any of the following purposes:
 - “(a) prescribing forms; and those regulations may require—
 - “(i) the inclusion in, or attachment to, forms of specified information or documents; and
 - “(ii) forms to be signed by specified persons;
 - “(b) prescribing the information that must be provided for the proper completion of a prescribed form;
 - “(c) prescribing requirements with which documents delivered for registration must comply;
 - “(d) specifying a format as a digital format;
 - “(e) prescribing when a fee, penalty, or other sum is payable under this Act;
 - “(f) prescribing the amount of any fee, penalty, or other sum payable under this Act;
 - “(g) prescribing the circumstances in which the Registrar may waive, or exempt a person or class of persons from liability to pay, a fee, penalty, or other sum payable under this Act, whether in whole or in part;
 - “(h) providing for any other matters contemplated by this Act, necessary for its full administration, or necessary for giving it full effect.”
- “(4) Without limiting subsection (1)(b), a provision of this Act requiring or contemplating prescribed information for the purposes of completing a prescribed form is satisfied if the information necessary for the proper completion of the form appears from the face of the form or from the content of the form. 2017 add

40. Consequential amendments - The Cook Islands Amendment Act 1952 is amended by repealing section 5.

41. Savings and repeals - (1) The Acts of the Parliament of New Zealand referred to in the First Part of the Second Schedule (in this section referred to as the former Acts”) are declared to be **not** in force in the Cook Islands. **Added in 1997 amendment**

(2) The New Zealand Regulations referred to in the Second Part of the Second Schedule are declared to be not in force in the Cook Islands.

(3) Notwithstanding subsections (1) and (2) -

- (a) every Society, and all rules of a Society and every amendment thereof registered under the former Acts shall be deemed to have been registered under this Act;

- (b) every register kept in pursuance of the former Acts shall be deemed to be part of the register to be kept in pursuance of this Act;
- (c) every enactment and document referring to a provision in the former Acts shall be construed as referring to the corresponding provision of this Act;
- (d) any order, direction, appointment and other act lawfully made or done under a provision of the former Acts and in force immediately before the commencement of this Act shall continue to have effect accordingly."

This Act is administered by the Justice Department

FIRST SCHEDULE **Repealed 2017**

~~Section 8(a)~~

APPLICATION FOR INCORPORATION

~~We, the several persons whose names are subscribed hereto, being members of the above-mentioned society, hereby make application for the incorporation of the society under the foregoing rules, in accordance with the Incorporated Societies Act 1994.~~

DATED this _____ day of _____ 19.....

=====

Part 2
Transitional provisions

20 Regulations providing for transitional matters, etc

The Queen's Representative may, by Order in Council, make regulations—

- (b) providing transitional and savings provisions relating to the coming into force of this Act, which may be in addition to, or in place of, or which may amend, any transitional and savings provisions in this Act;
- (c) to facilitate the bringing into force of any regulations under this Act;
- (d) providing that subject to such conditions as are specified in the regulations, during a specified transitional period, specified provisions of, or amendments made by, this Act do not apply.

21 Compromise or liquidation incomplete on commencement of this Act

- (2) This section applies to a compromise by a society or the liquidation of a society (the **proceeding**) that is incomplete on the commencement of this Act.
- (3) The balance of the proceeding must be conducted in accordance with the law in force immediately after the commencement of this Act with all necessary modifications.
- (4) If necessary, the High Court on the application of the society, a creditor, or a liquidator may give directions as the Court thinks fit for the conduct of the proceeding. 2017 add

SECOND SCHEDULE

(S. 41(1))

First Part

(New Zealand Acts declared to be no longer in force)

Incorporated Societies Act 1908
Incorporated Societies Amendment Act 1965
Incorporated Societies Amendment Act 1971

(S.41(2))

Second Part

(New Zealand Regulations declared to be no longer in force)

Incorporated Societies Regulations	S.R. 1938/34
Incorporated Societies Amendment Regulations	S.R. 1954/41
Incorporated Societies Amendment Regulations	S.R. 1957/254
Incorporated Societies Amendment Regulations	S.R. 1967/265
