

THE NORTHERN ACTION GROUP (INC) CONSTITUTION

(2025 REVISION)

1. Name: 'THE NORTHERN ACTION GROUP INCORPORATED' (hereinafter "NAG").

2. Objectives:

- a. Ensuring that local democracy and community rights of self-determination and choice in local and regional governance are respected and implemented.
- b. Achieving the separation of North Rodney from the Auckland Council.
- c. Supporting a continuing commitment to fairness, transparency, and efficiency in local governance.
- d. Keeping the wider public informed of NAG's progress, including through a current website, and seeking funding to achieve our aims.
- e. Preparing an outline, with public input, for the naming, formation, and operation of a future local Council.
- f. All objectives shall be pursued in compliance with the Incorporated Societies Act 2022 and other applicable laws.

3. Membership

- a. Any person who is a resident or property owner in North Rodney or who is a resident or Property Owner in Rodney and self identifies as a North Rodney person may join NAG by completing and signing the official membership form or completing the application form on Mailchimp and paying the fee set by the AGM, and agreeing to abide by this Constitution .
- b. NAG will maintain an up-to-date membership register with names and contact details. Membership details will be used only for NAG purposes and protected per the Privacy Act 2020.
- c. Members must notify the Secretary of any changes to their contact details and can do this through the Mailchimp website.
- d. Membership shall lapse if fees are unpaid within four months of falling due, provided a reminder is issued, or on death, or failure to comply with Society rules.
- e. Members may be expelled for conduct incompatible with NAG's rules by a 75% Committee vote, following a fair process including written notice and a right to respond.
- f. Suspensions/terminations may be appealed via a Special General Meeting.
- g. Appeals shall follow NAG's dispute resolution process (Clause 14).
- h. All members must return NAG property upon termination.
- i. North Rodney is defined as the region of Rodney generally north of a boundary between the Waiwera estuary in the East and half way between Helensville and Muriwai in the West, including Kawau and adjacent islands and South Head.

4. Annual General Meeting:

- a. Each year there shall be an Annual General Meeting held on or before 30 June after the end of each financial year.
- b. Notice of the AGM shall be by public advertisement or newsletter or separate notice posted or e-mailed at least two weeks prior to the meeting and such notice will include the date, time, place and purpose of the meeting.
- c. A quorum for the AGM shall be 10 financial members.
- d. The business shall include:
 - the Chairperson's report
 - minutes of the previous AGM
 - presentation of the annual accounts
 - appointment of an auditor if required
 - the election of Officers and Committee
 - setting of the annual subscription
 - any constitutional matters
- e. Members may inspect records at a reasonable time/place, with 14 days' notice to the Secretary.

5. Special General Meetings

- a. Special General Meetings may be called at any time by the Committee or on the request in writing to the Secretary from at least five financial members.
- b. Such request shall specify the proposed business and the meeting shall be held within one month of the request.
- c. Notice of the date, time, place and business of Special General Meetings shall be given as for the AGM.
- d. A quorum for any Special General Meeting shall be as for the AGM.

6. Committee Meetings

- a. A meeting of the Committee may be called by the Chairperson or Secretary at any time, or shall be called within 14 days of the receipt of a request signed by any two members of the Committee.
- b. Notice of Committee meetings shall be made by the posting or e-mailing of the Agenda for the meeting.
- c. A quorum of any Committee meeting shall be 50% of members of the Committee.
- d. Committee meetings will be open to all members but only the Committee members will be entitled to vote.
- e. Urgent business of the Committee may be conducted at a meeting held by electronic communication with the consent of the Chairperson and at least 50% of Committee members.
- f. Committee members must disclose conflicts of interest and conflicted members cannot participate in discussions or vote on related matters.
- g. Conflicts shall be recorded in an interests register.
- h. One Committee member shall be designated as a "Contact Person" for the Registrar.

Meeting Procedure

- a. The following procedure shall apply to all society meetings:
 - A motion, except for changes to the Constitution, may be moved from the chair or floor by any member.
 - Any formal motion shall be moved and seconded by members present and entitled to vote.
 - To become a resolution, a motion must be carried by a majority of members present and entitled to vote.
 - Voting will be by a show of hands. A secret ballot will be held if more than half of those present request it, or if the chairman chooses.
 - The person chairing the meeting shall have a single deliberative vote and may have an additional casting vote.
 - Any decision on meeting procedure ruled by the Chairman of any meeting may be challenged via dispute resolution (Clause14).

7. Committee and Officers

- a. The business and affairs of NAG shall be conducted by a Committee.
- b. Officers must be over 16 years old, consent in writing, and not be disqualified under section 47 of the Act (e.g., undischarged bankrupts, dishonesty offenses, etc.).
- c. The following Officers shall be elected at each AGM or appointed by the Committee.
 - A Chairperson who is responsible for ensuring that meetings and the business of NAG are conducted in accordance with this Constitution and shall be the spokesperson for NAG.
 - No other member may make public statements on behalf of NAG without the specific approval of the Committee.
 - A Secretary who is responsible for ensuring that the minutes of all meetings are recorded, verified and signed and for conducting any correspondence as required by NAG.
 - A Treasurer who is responsible for ensuring that all financial transactions are conducted and recorded in accordance with this Constitution.
- d. The balance of the Committee shall consist of no less than three and no more than six elected members.
- e. Nominations for elected members of the Committee shall be given to the Secretary prior to the Annual General Meeting. In the absence of sufficient nominations being received prior to such meeting nominations may be made from the floor at the Annual General Meeting.
- f. The Committee may co-opt additional members or non-voting other persons as it sees fit.
- g. Officers may resign via written notice. Removal requires a 75% Committee vote, with written reasons provided.
- h. The Committee may appoint a subcommittee for a particular purpose to report back to the Committee.
- i. If the position of any Officer becomes vacant between Annual General Meetings that vacancy shall be filled by the Committee.
- j. Committee members must act in good faith and in NAG's best interests and comply with statutory duties, including acting with reasonable care and diligence.

8. Management

Subject to any instructions to the contrary from a General Meeting, the management of NAG, including financial and day-to-day running, shall rest in the hands of the Committee.

9. Control and Investment of Funds

- a. Without limitation, NAG may seek funds from any appropriate and lawful source to achieve its objectives.
- b. The expenditure of any funds, except for everyday administration up to \$200 and within a budget approved for that purpose, shall be approved in advance by the Committee.
- c. All of NAG's funds shall be held and operated in a bank account as decided by the Committee. least two signatories are required.
- d. All financial transactions shall be controlled by the Treasurer who shall keep proper financial records in accordance with relevant financial standards and the requirements of the Incorporated Societies Act 2022 or any other relevant legislation and any additional requirement set from time to time.
- e. Records shall be kept for minimum of 7 years.
- f. Surplus funds shall be invested in an interest bearing account or public lending institution by the Committee.
- g. Any cheques or withdrawals from NAG's account shall be signed by the Treasurer and the Chairperson, or by an alternative signatory approved by the Committee.
- h. A set of annual accounts shall be prepared and audited if required by the previous AGM and presented for approval at the next AGM following the end of the financial year.

10. Financial Year

The financial year for NAG shall begin on the 1st of April each year.

11. Changes to the Constitution

- a. The Constitution may be repealed, altered or amended by resolution at an Annual General Meeting or Special General Meeting called for that purpose.
- b. Any motions for change must be given to the Secretary in writing at least two weeks before the meeting and published with the notice of meeting.
- c. No changes to the Constitution may be made without proper notice.
- d. Any change shall be made if approved at a General Meeting by 75% of members present and entitled to vote.
- e. No amendment may contravene the Incorporated Societies Act 2022.

12. Complaints

- a. All complaints must be resolved fairly within 28 days. The Committee shall document the process and outcome in writing.

13. Dispute Resolution process:

- a. Any disputes arising between members or between a member and the society shall first be resolved through direct discussion and then mediation.

- b. If unresolved, a formal complaint may be lodged with the Secretary.
- c. The complaint must outline the nature of the dispute and any relevant evidence.
- d. The Committee (or a designated disputes panel) must acknowledge receipt within 7 days and initiate the resolution process within 21 days.
- e. The Committee may appoint a neutral mediator to facilitate resolution.
- f. Mediators must be independent and agreed upon by parties. If no agreement, the Committee will appoint one.
- g. If mediation fails or is declined, the dispute will be referred to a disputes panel appointed by the Committee.
- h. The panel must consider submissions from all parties and issue a decision in writing within 30 days.
- i. The panel's decision will be final.

14. Principles of Natural Justice

In any complaint or dispute process, NAG will ensure that:

- a. All parties have a reasonable opportunity to present their case.
- b. Decision-makers are impartial and have no conflict of interest.
- c. Decisions are based on relevant facts and reasons.

15. Disposition of Property

Upon winding up, surplus assets shall be transferred to a registered charity (per the Charities Act 2005) with similar aims, as required by Section 65 of the Incorporated Societies Act 2022..

Surplus assets shall not be distributed to members.

16. Profits

No member may derive personal pecuniary profit or benefit from NAG.

17. Compliance

NAG shall operate in accordance with the Incorporated Societies Act 2022, including duties of officers, financial reporting, and dispute resolution.