



MEMORANDUM TO MEMBERS

One Mahurangi Business Association Incorporated

Proposal to adopt a new Constitution

From: Mike Brooker – Director, Consultant General Counsel Limited

To: Members of One Mahurangi Business Association Incorporated (OMBA)

Date: 2 February 2026

1. Purpose of this Memo

This memorandum explains why OMBA is proposing to replace its existing Rules with a new Constitution and what this means for Members. Members are being asked to approve the new Constitution by Ordinary Resolution. The change is required by law to comply with the Incorporated Societies Act 2022. The new Constitution also modernises and consolidates OMBA's Rules, but does not change OMBA's core purpose nor the BID Programme rules.

2. Why OMBA must update its Rules

The Incorporated Societies Act 2022 replaces the former 1908 Act and introduces new mandatory governance, reporting, and accountability requirements. Existing societies must adopt a compliant constitution by 5 April 2026. The proposed Constitution ensures OMBA remains legally compliant and on the register of Incorporated Societies.

3. Auckland Council and BID Compliance

Auckland Council has reviewed and approved the draft Constitution as compliant with BID Policy and accountability requirements. The Constitution preserves Council oversight, reporting obligations, BID funding safeguards, and confirms that BID Policy and legislation prevail if there is any conflict.

4. What is not changing

The Constitution does not change OMBA's purpose or objects, the BID Programme, the BID targeted rate, Members' voting rights, Council oversight, non-profit status, or restrictions on political activity and private benefit.

5. October 2023 BID amendments

The amendments adopted in October 2023 at the request of Auckland Council are already part of the existing Rules and have been incorporated into the new Constitution without change. They provide a number of safeguards around financial management and governance. These protections are preserved and carried forward.

6. Budget and BID funding protections

Key protections around budget setting and BID funding increases are preserved, including limits on levies and enhanced approval thresholds for material funding changes. Significant changes to the Budget (more than 10% or \$10k) require a Special Resolution and changes to the flat BID Targeted Rate of \$500 +GST require a majority of 50% of all members entitled to vote, regardless of whether they attend the meeting and cast a vote.

7. Ballots on BID matters and Proxy voting

Under the existing Rules, Proxy voting is not permitted on a Ballot required by Council relating to the BID Programme. This ensures decisions are made directly by Members. This requirement is preserved in the new Constitution.

8. Ordinary resolution majority and Proxies

Because the proposed Constitution does not change any of the BID funding Rules nor Member Subscriptions, an Ordinary Resolution (more than 50% of Members entitled to vote and voting on the matter), is sufficient to adopt the new Constitution. Proxy votes are permitted but a OMBA Member must appoint the Chairman as their proxy, direct which way the Chairman is to cast the proxy vote and have the proxy form delivered to the Chairman not less than two working days before the meeting.

9. What Members are being asked to do

Members are asked to approve the new Constitution by Ordinary Resolution. Doing so ensures OMBA remains legally compliant, aligned with Auckland Council's BID requirements, and protected by the same governance safeguards Members rely on today.



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