

# **CONSTITUTION AND RULES OF PEGASUS RESIDENTS' GROUP INCORPORATED (PRGI)**

**Updated May 2016**

## **Clause 1 - Name of the Society**

The name of the Society shall be "Pegasus Residents' Group Incorporated".

## **Clause 2 – Purpose**

The purpose of Pegasus Residents' Group Incorporated, hereinafter referred to as "PRGI", shall be:

- (a) To promote, preserve and protect the interests of the residents of Pegasus Residents' Group Incorporated's area (*refer clause 6*).
- (b) To support the efforts of any person, persons, association, or any other bodies, who may in the opinion of PRGI be working for the benefit of the PRGI area.
- (c) To foster social activities within PRGI's area.

## **Clause 3 – Membership**

- 3.1 Any person aged 18 years or over, being a ratepayer or resident within the defined boundaries of the Pegasus area (see clause 6) shall be eligible for membership of PRGI. Applications must be in writing to the Secretary using the current year's membership form.
- 3.2 Applications in writing from individuals or relevant organisations not qualified by clause 3.1 who can justify local interest will be considered by the committee.
- 3.3 A person shall become a member by having name, address and date of membership entered in the membership register of PRGI (as required by the Incorporated Societies Act 1908 (hereinafter called "the Act")).
- 3.4 A member resigns by tendering a written resignation to the secretary.
- 3.5 A majority of all committee members may by resolution suspend or expel any member from PRGI for any reason it may deem fit. This includes but is not limited to:
  - a. Non-payment of subscription fee;
  - b. Permanently leaving PRGI's area;
  - c. Behaviour that brings PRGI or its committee into disrepute.

Such member may within one month of suspension or expulsion give notice in writing to the Secretary of his/her intention to appeal such decision, the committee shall then appoint a mutually agreed arbitrator to hear and determine such appeal and shall give notice of the time and place of the hearing of the appeal to the appellant.

## **Clause 4 - Annual Subscription**

- 4.1 The annual membership subscription fee per member/household will be reviewed annually.
- 4.2 The membership subscription year shall run from 1 April to 31 March.
- 4.3 Members who have not renewed their subscription by 30 April will cease receiving membership privileges, including the right to vote, after that date. Expired memberships may be renewed at any time during the year on payment of the annual membership fee.

## **Clause 5 – Financial Year**

The financial year shall end on the 31<sup>st</sup> day of March each year or such other day as the Annual General Meeting may decide.

## **Clause 6 - Boundaries of PRGI**

The area known as Pegasus Town and including Mapleham.

## **Clause 7 - Officers, Management and Method of Election**

- 7.1 The affairs of the association shall be administered by a committee made up of the following officers: President, Vice President, Secretary, Treasurer, and not fewer than five (5) other members. The maximum number of committee members shall be fifteen (15) (including officers).
- 7.2 The committee shall have the power to co-opt other members onto the committee during the course of the year.
- 7.3 The Treasurer and two (2) other committee members shall be trustees of the bank accounts with the ability to sign cheques and also administer any other properties or assets of PRGI.
- 7.4 The annual financial accounts shall be 'reviewed' by any appropriately qualified person appointed by the committee.
- 7.5 All officers shall retire annually and shall be eligible for re-election at the Annual General Meeting of PRGI, or should an emergency arise, at a Special General Meeting called for the purpose.
- 7.6 All nominations for office holders and committee members shall be received in writing no later than fourteen (14) days prior to the AGM. If no written nominations are received prior to the AGM, then nominations may be taken from the floor.
- 7.7 In the event of nominations for any office being in excess of requirements, voting shall take place under the terms of clause 10.3.

## **Clause 8 - Duties**

- 8.1 Secretary: Handle correspondence, carry out the administration of PRGI's affairs; keep a register of members and other records; prepare for and attend meetings of the committee and of PRGI; write up the minutes of all meetings, and observe the requirements of the act. The secretary shall also be responsible for the summoning of all committee meetings. The secretary has ultimate responsibility for any PRGI email account, website, Facebook page or other social media in the name of the PRGI.
- 8.2 Treasurer: Receive and account for all monies due to PRGI; pay all accounts owing by PRGI; prepare PRGI's annual accounts; report on PRGI's financial position to the committee at regular intervals; observe the requirements of section 23 of the act, and ensure that all monies received by PRGI are receipted and banked.
- 8.3 President: Preside at meetings in a proper and dignified manner; ensure that the meeting is properly convened and that a quorum is present in accordance with PRGI's rules; conduct meetings properly in accordance with PRGI's rules; ensure that the sense of the meeting is properly ascertained with regard to any question under consideration; preserve order, and see that a proper procedure is followed, particularly regarding the rules of debate; give all persons present and entitled to speak and vote a reasonable opportunity to

do so; declare the meeting closed at the termination of business, and vouch for the correctness of the minutes by signing them.

- 8.4 Committee: Manage PRGI; make bylaws and regulations for the conduct of the PRGI; open and operate bank accounts as required; raise funds; borrow money; elect new members; ensure the keeping of minutes of all meetings of the committee, sub committees and members; ensure that proper books of accounts are kept, and delegate certain of its powers to sub committees.
- 8.5 No committee member, including officers, or delegates shall represent the views of the committee or PRGI unless they have the prior approval of the committee or those views have been previously recorded.
- 8.6 All correspondence must be approved by the Secretary and/or President prior to being sent.

### **Clause 9 - Annual General Meeting**

The annual general meeting of PRGI shall be held in the month of May in each year. Not less than fourteen (14) days' notice shall be given of the holding of the meeting by advertisement in the local newspaper or by newsletter.

### **Clause 10 - Meeting Procedure**

- 10.1 The quorum at an annual or special general meeting shall be fifteen percent (15%) of members.
- 10.2 The quorum for a normal committee meeting shall be five (5) members (including at least two (2) officers).
- 10.3 Voting shall be by voice, show of hands or paper ballot which may be required as follows:  
(a) If the presiding officer deems it appropriate, or (b) If twenty five (25) or more members present request it.
- 10.4 Proxy votes for any general meeting must be in writing on individual forms supplied by the secretary, and must be signed by both parties and returned within the time stated on the proxy form.
- 10.5 No member present shall hold more than five (5) proxies. Two (2) scrutineers, not members of the committee, shall be appointed by the meeting to count the votes and report the results. The members' register shall be available if required to validate proxy votes or the rights of those present to vote. Meeting consensus applies in the absence of stated procedure.

### **Clause 11 - Special General Meeting**

- 11.1 Special General Meetings may be called at any time the committee considers necessary or upon a requisition signed by at least ten percent (10%) of members of the association or the majority of the committee.
- 11.2 Any such requisition shall be lodged with the secretary of PRGI, and shall state the nature of the business to be transacted. No other business may be entered into at such special meeting.
- 11.3 Notices of special general meetings to alter rules or the constitution of PRGI shall be advertised at least fourteen (14) days prior to the meeting by nature of advertisement and/or by means of newsletter.

- 11.4 The President or secretary can call an emergency meeting of the committee which must have a quorum.

### **Clause 12 - Committee Meetings**

- 12.1 The committee shall meet a minimum of four (4) times in any calendar year.
- 12.2 Any committee member who is unable to attend a meeting must submit an apology prior to the meeting.
- 12.3 Any committee member who fails to attend three (3) consecutive meetings without giving an apology may be suspended from the committee. Such suspension will be notified in writing.

### **Clause 13 – The Common Seal**

The Common Seal of PRGI shall be held by the Secretary and its use only authorised by the committee of elected members.

### **Clause 14 - Alteration or Addition to the Rules of PRGI**

The rules of PRGI may be altered, added to or rescinded only by notice of motion having been given at least fourteen (14) days before a special general meeting called for that purpose. In all cases of alteration to or rescinding of rules: (a) The requirements of the act and subsequent amendments must be complied with; (b) There must be at least two thirds of those members present at the meeting or by proxy in favour.

No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

### **Clause 15 - Personal Benefits**

Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value). And the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

### **Clause 16 - Liquidation of PRGI**

PRGI may be dissolved by consent of the majority of the members entitled to vote in the manner provided by Section 24 of the Act, namely at two general meetings of PRGI, called for the purpose and held not more than thirty (30) days apart.

If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members of the organisation, but shall be given or transferred to some other organisation or body with similar objects to the first organisation that also has an income tax exemption or for some other charitable purpose within New Zealand.

### **Clause 17 - Authority of PRGI**

- 17.1 Signatories: Any member of the committee acting bona fides on behalf of PRGI as authorised signatories either to cheques, negotiable instruments, contracts or agreements shall not render themselves personally liable.
- 17.2 No member has the authority to commit to a contract, whether written or verbal on behalf of the PRGI (be it for goods or services) without approval from the committee, unless the value of the contract or purchase does not exceed \$100, then approval may be granted by the President *and* Treasurer (jointly).

### **Clause 18 – General**

In case a question arises which is not provided for in these rules, or any doubt exists as to the interpretation of these rules or any other matter shall arise pertaining to PRGI, its property or interests, the same shall be determined by the committee whose recommendation shall be conclusive and binding on all members unless revoked at a special general meeting held not later than the next following Annual General Meeting.