

# **PAPAMOA RESIDENTS and RATEPAYERS ASSOCIATION CONSTITUTION**

## **1. NAME**

The name of the Association is the **Papamoa Residents and Ratepayers Association Incorporated**.

## **2. OBJECTIVES**

- a. To draw together residents in the Papamoa area and to provide co-ordination of functions and facilities for the furtherance of the wellbeing of Papamoa generally for the people in the Papamoa area.
- b. To be the voice of the community and be a conduit between residents, ratepayers and the council.
- c. To ensure that the services we receive for our rates are value for money and council is listening to the community when making decisions.
- d. To represent those people to further the above objectives.

## **3. MEMBERSHIP**

3.1 Individual membership for residents and ratepayers in the Papamoa area.

3.2 Admission to membership. Any person/s who are either residents or ratepayers of Papamoa

3.3 Termination of Membership: Membership may be terminated in any of the following ways:

- a. Any member may resign his or her membership at any time by notice in writing delivered personally, emailed or posted to the Secretary, and on such delivery he or she shall cease to be a member of the Association.

## **4. SUBSCRIPTIONS**

4.1 Annual subscription. The annual subscription amount shall be determined at the Annual General Meeting for each ensuing year.

4.2 Payment. All subscriptions shall be payable on or after April 1<sup>st</sup> in any given year.

4.3 Failure to pay. Any member failing to pay his or her subscriptions within two months from the commencement of the subscription year may be struck off the register of members by resolution of the Committee.

## **5. MANAGEMENT**

5.1 The Committee: The affairs of the Association shall be managed by a Committee comprising of up to twelve individual members of the Association to be elected annually at the Annual General Meeting of the members.

5.2 Eligibility and nominations

- a. Any individual member other than a paid employee of the Association shall be eligible for election to the Committee.
- b. Written nominations for the Committee, in the form prescribed by the Committee, shall be lodged with the Secretary not less than 48 hours prior to the date of the Annual General Meeting.
- c. Every retiring member of the Committee shall be eligible for re-election and be deemed to be nominated, unless he or she has previously signified to the Secretary in writing a desire not to seek re-election.
- d. If in any year the number of members nominated for the Committee is not more than twelve, the persons so nominated shall, at the Annual General Meeting, be declared the elected members of the Committee for the ensuing year.
- e. If in any year the number of members nominated for the Committee exceeds 12, the candidates to be elected to the Committee shall be determined by a ballot held at the Annual General Meeting.
- f. If in any year the number of members nominated for the Committee is less than 12, those nominated shall be deemed to be elected to the Committee at the Annual General Meeting. At that meeting, the Chairperson shall invite nominations for the remaining positions on the Committee and, if an election is necessary, a ballot shall be held.
- g. Any vacancies on the Committee following an election under Rule 5.2 shall be filled by the Committee.

5.4 Vacancies on the Committee: Any vacancy occurring on the Committee between one Annual General Meeting of the Association and the next may be filled by the Committee. A person appointed to fill such vacancy shall retire at the next Annual General Meeting and be deemed to be re-nominated in terms of rule 5.2c

#### 5.3 Sub-committees:

- a. The Committee may appoint sub-committees from among its members (or from among other members of the Association who are not members of the Committee) and:
  - a. May fix the quorum;
  - b. May delegate any of its powers to such sub-committees; and
  - c. May make rules for regulating the proceedings of sub-committees.
- b. The role of a sub-committee shall be to undertake special projects, e.g., the organisation of Association competitions, on behalf of the Committee to which it shall report.
- c. The President shall be an ex-officio member of all sub-committees; a member of the Committee shall be chairperson of a sub-committee.
- d. Each sub-committee shall have the right to co-opt, as thinks fit, such member or members of the Association not exceeding three to be member or members of such sub-committee. A co-opted member shall have the same rights as an ordinary member of a sub-committee.

## 6. OFFICERS AND THEIR ELECTIONS

6.1 Officers: the officers of the Association shall comprise of a President, a Vice President, a Secretary and a Treasurer, although these last two positions can be combined.

6.2 Election: The President, Vice President, Secretary and/or Treasurer shall be elected annually at the Annual General Meeting, on the recommendation of the Committee. Such persons shall be included in the total numbers to be elected or appointed to the Committee.

## 7. THE COMMITTEE

### 7.1 Meetings:

- a. The Committee shall meet monthly except that meetings need not be held in the month of January.
- b. The day and time of each monthly meeting shall be determined by the Committee which may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- c. At any meetings of the Committee the President, if present, shall preside. In the absence of the President from any meeting, the Vice President shall preside. In the absence of both the President and Vice President, the members present shall elect one of their number to chair the meeting.
- d. Each member of the Committee present shall be entitled to exercise one vote. Questions arising at any meeting shall be decided by a majority of votes. The chairperson of the meeting shall have a deliberative vote and, in the event of an equality of votes, a casting vote also.
- e. Five members personally present at the beginning of, and throughout the meeting shall form a quorum.
- f. Any Committee member who fails to attend three consecutive meetings without good excuse shall be deemed to have resigned from the Committee.

### 7.2 Powers of committee: Without prejudice to the general powers conferred by the Rules, the Committee shall have the following powers:

- a. It shall be responsible for the management of the affairs of the Association including the control and investment of the Association's funds.
- b. It may make by-laws and regulations for the internal conduct of the Association and engage such staff as may be necessary for the conduct of the Association.
- c. It may make and give receipts, releases and other discharges for moneys payable to the Association and for the claims and demands of the Association.
- d. It shall make provision for the opening and operation of such bank account or accounts as may be deemed necessary for the purposes of the Association.
- e. It may invest and deal with any money of the Association upon such security and in such manner as it thinks fit, and it may from times to time vary such investments.
- f. It shall keep minutes of all meetings of the Committee and sub-committees and of all general meetings of members.
- g. It shall ensure that proper books of account are kept by the Treasurer who shall present a monthly financial statement to the Committee and an annual statement of income and expenditure, together with a balance sheet to the members at the Annual General Meeting.

- h. It shall exercise all the rights, powers and duties which under these Rules are required to be performed by the Committee.

## **8. MEETINGS OF MEMBERS**

8.1 Business: An Annual General Meeting of the members of the Association shall be held in the month of March each year. The business of the annual general meeting shall be to receive and consider:

- a. The report of the Committee on the affairs of the Association for the past financial year;
- b. The accounts made up to the previous thirty first day of December, such accounts to be signed by the Association's auditor or other responsible person.
- c. The election of a President, Vice President, Secretary and/or Treasurer in accordance with Rules 5.2 and 6.2;
- d. The election of the Committee comprising up to twelve members in accordance with Rules 5.1, and 5.2
- e. The appointment of an auditor or responsible person for the ensuing year,

## **8.2 MOTIONS AND SPECIAL MEETINGS**

- a. A member wishing to bring any motion before the Annual General Meeting shall give written notice to the Secretary of the Association on or before the fifteenth day of February immediately preceding the date of the meeting and no motion shall come before the meeting unless notice thereof has been so given. No other business shall be considered unless the same is specified in the notice convening the meeting, except it to be deemed a matter of extreme urgency by a majority of the members assembled or be expressly authorised by the Rules.
- b. A special, or extraordinary, general meeting of members may be called by the Committee or the Trust at any time and shall be called at the written request of five per cent of the financial members of the Association. Such a meeting shall have the same powers as an Annual General Meeting.

8.3 Notice: Notice of a general meeting shall be given to members in writing at least fourteen clear days before the date of such meeting. Such notice shall specify the date, time and place of such meeting, the type of meeting and the business to be discussed at the meeting.

## **8.4 Procedure**

- a. Fifteen members present personally at a general meeting of members shall form a quorum. There must be a quorum present at the start of, and throughout the meeting.
- b. The President, and in his or her absence, the Vice President, shall be chairperson of a general meeting. In the absence of both the President and the Vice President, the meeting shall elect a chairperson for that meeting.
- c. Voting shall be on the voices unless a show of hands or a poll is called for. The chairperson shall have a second or casting vote in addition to his or her deliberative vote.

- d. Resolutions passed at any general meeting shall be conclusive and binding on all members of the Association whether present at the meeting or not.

## **9. FINANCE**

- 9.1 Money on account: All moneys received on account of the Association shall be paid into the account of the Association with its bankers and shall be acknowledged by an officer or a paid employee of the Association.
- 9.2 Cheques: all cheques drawn upon the bankers of the Association shall be signed in such manner and by such persons as the Committee shall from time to time determine.
- 9.3 Endorsement: Cheques or other negotiable instruments paid or payable to the Association's bankers for collection requiring the endorsement of the Association may be endorsed by such person or persons as the Committee shall from time to time appoint.
- 9.4 Account books: the Treasurer shall keep, or cause to be kept, a proper account of the income and expenditure of the Association, and of the matters in respect of which such income and expenditure arises and takes place respectively and of the property, credits and liabilities of the Association, in books to be provided for that purpose, and shall produce the account books, properly written up, when required by the Committee.
- 9.5 Financial year: The financial year of the Association shall be from the first day of January in one year to the thirty first day of December in the same year.
- 9.6 Audit: Once at least in every year the accounts of the Association made up to the thirty first day of December preceding shall be duly audited by the auditor or responsible person of the Association, and an abstract of the accounts shall be printed and issued to every member, together with the notice of the Annual General Meeting. The auditor shall be appointed at the Annual General Meeting. The remuneration of the auditor shall be determined by the Committee which shall have power to fill any casual vacancy in the office of auditor.
- 9.7 Filing requirements: The Treasurer shall file with the Registrar of Incorporated Societies within seven days after the Annual General Meeting, the financial statements required to be filed under Section 23 of the Incorporated Societies Act 1908.

## **10. WEBSITE.**

- 10.1 Any changes, additions or deletions to the Website must be approved by the Committee.

## **11. ALTERATION OF RULES**

- 11.1 Alteration: The rules of the Association may be altered, added to or rescinded at any general meeting provided that notice in writing setting out such alteration, addition or rescission has been forwarded to members with the notice of the meeting not less than fourteen clear days prior to the meeting.
- 11.2 Filing requirements: The Committee shall within seven days register any such alteration, addition or rescission with the Registrar or Incorporated Societies.

## **12. BY-LAWS**

- 12.1 Making by-laws: The Committee shall have power to make, alter or rescind by-laws not inconsistent with these rules for the conduct and behaviour of members or any other matter related to the affairs of the Association. By-laws shall take effect and become binding on all members fourteen days after notice of the by-laws has been given by circular letter to all members, unless within that time written notice of objection signed by ten members is received by the Secretary, in which case such notice shall be deemed to be a requisition for the purpose of convening a special general meeting of members pursuant to Rule 8.2(b).
- 12.2 Inspection: A copy of the Rules and by-laws and regulations for the conduct of the Association shall always be open to inspection by members.

## **13. COMMON SEAL**

The Association shall have a common seal which shall be kept in the custody and control of the Secretary for the time being of the Association. The Association shall execute any document pursuant to a resolution of the Committee passed for that purpose by affixing the common seal in the presence of two members of the Committee.

## **14. WINDING UP.**

The Association may at any time be wound up by the resolution of a majority of the financial members present at any general meeting of the Association. Notice of the passing of such resolution shall be given by the Committee to the Registrar of Incorporated Societies. In the event of such winding up the property of the Association shall, subject to the payment of its debts and liabilities and the costs and expenses of the winding up be transferred to a local Papamoa registered Charitable Trust selected by the Committee or failing that by resolution at an Annual General Meeting or a meeting convened pursuant to Rule 8.2(b)

## **14 INDEMNITY**

- 14.1 Indemnity: The members of the Committee, Auditor and Secretary and other officers shall be indemnified by the Association for all losses and expenses incurred by them in or about the discharge of their respective duties except such as shall result from their own respective wilful default.
- 14.2 Limitation of liability. No member of the Committee, Auditor, Secretary, Treasurer or other officer shall be liable for the acts or defaults of any other member of the Committee, Auditor, Secretary, Treasurer or other officer, or for any loss or expense happening to the Association, unless the same happen from his or her own wilful default.

## **15. INTERPRETATION**

The following words and expressions used in these Rules have the meanings set out below unless such meanings are excluded by or are repugnant to the context or subject matter, that is to say:

“The Association” shall mean the Papamoa Residents and Ratepayers Association Incorporated.

“The President” shall mean the President for the time being of the Association and shall include an acting President.

“Month” shall mean calendar month

Words importing only the singular number shall include the plural number and vice versa.

“The Committee” shall mean the Committee of the Association as elected in accordance with these Rules.

“In writing”, “printed” and “written” shall include handwriting, printing, lithography, telex, telecopier, facsimile and other modes or representing or reproducing works in a visible form.