

## **PENN&TYLERS GREEN RESIDENTS SOCIETY**

A charitable Company Limited by Guarantee and not having a Share Capital.  
Registered as a Company, 18th March 2003 (no: 4701734) and as a Charity, 5th  
August 2003 ( no: 1098879)

### **RULES of the Residents Society pursuant to Article 59 of the Articles of Association.**

#### **1. RULES**

- 1.1 The official name of the Company, its charitable objects and procedures for governance are set out in the Memorandum and Articles of Association.
- 1.2 The Company shall be independent of all political parties and religious organisations.
- 1.3 The Company may be described as “The Residents Society” or, in abbreviated form, “Res. Soc” or “P&TGRS”.
- 1.4 Nothing in these Rules shall affect, contradict, repeal or be inconsistent with anything contained in the Memorandum and Articles of Association..

#### **2. DEFINITIONS**

- 2.1 P&TGRS - Penn&Tylers Green Residents Society.
- 2.2 M&A - Memorandum and Articles of Association.
- 2.3 Board - P&TGRS Board of Directors ( referred to as “trustees” in M&A).
- 2.4 AGM - Annual General Meeting.
- 2.5 EGM - Extraordinary General Meeting.
- 2.6 Resident - A person resident in the area that receives the free distribution of the Residents Society’s magazine, “Village Voice”(i.e Ward UA of Penn Parish and Tylers Green ward of Chepping Wycombe Parish ) - called “member” in M&A - and any person living in the UK who subscribes to “Village Voice”.

#### **3. DONATIONS**

- 3.1 Residents shall be invited annually to make a voluntary donation to P&TGRS and may choose to receive direct notification of P&TGRS events.

#### **4. MANAGEMENT**

- 4.1 An AGM shall be held within 6 months of the end of the P&TGRS financial year, usually in April. Notice of the AGM and of any EGM shall be given in Village Voice and posted on the Notice Board in the Village Hall.
- 4.2 Within 30 days of the AGM, the Board shall meet to elect from their number the Chairman, vice-Chairman, Company Secretary and Treasurer, who shall be the Officers of P&TGRS. All Board members shall be residents as in Rule 2.6.
- 4.3 An honorary President, not being a Board member, shall be invited by the Board to hold office for 5 years.
- 4.4 The Officers shall be elected for a period of one year and shall be eligible for immediate reelection.
- 4.5 If the Chairman ceases to hold office during the course of the year, the Board shall appoint another of its number to fill the vacancy, until the next AGM.
- 4.6 Board members shall encourage the regular attendance at Board meetings of Parish, District and County Councillors who shall be ineligible to vote.
- 4.7 The Board may coopt up to five additional members who shall not be Directors of the Company and shall not be eligible to vote.

- 4.8 The Board shall hold at least six meetings a year. The quorum shall be at least five Director members and include the Chairman, vice-Chairman or Secretary.
- 4.9 A Board member shall not be required to resign the Board upon election to a local authority or the Houses of Parliament.
- 4.10 The Secretary shall ensure that all meetings of the Board and of P&TGRS are convened and recorded as required by M&A and shall conduct correspondence of P&TGRS as appropriate.
- 4.11 The Treasurer shall keep clear and correct records of all monies received and paid out on behalf of the Board and of its sub-committees and shall be the Officer responsible for advising the Board on the accounting requirements of the Companies Act and the Charity Commissioners.
- 4.12 The Secretary and Treasurer as appropriate shall prepare such P&TGRS Accounts, Reports and Returns as may be required by Companies House and the Charity Commissioners.
- 4.13 The Board may appoint from its number a person or persons to undertake as appropriate duties proper to the Secretary of P&TGRS or to the Treasurer of P&TGRS and shall determine the duties.

## 5. **SUB - COMMITTEES**

- 5.1 Sub-committees may include residents and other persons whom the Board may determine. The chairman of the sub-committee shall be a Director member of the Board. The Board shall determine each sub-committee's membership, terms of reference and quorum before the sub-committee begins its work, subject to the Treasurer's approval of the sub-committee's financial procedures in respect of charges, expenses and monitoring of sub-committee finances.
- 5.2 The Officers may attend meetings ex-officio of each and every sub-committee but shall be ineligible to vote.
- 5.3 Each sub-committee shall be autonomous according to its terms of reference and shall report fully and promptly to the Board as required and at least to every meeting of the Board.
- 5.4 Self -financing sub-committees shall be so designated by the Board, subject to Rule 5.1

## 6. **FINANCE**

- 6.1 The financial year shall be from 1st January to 31st December.
- 6.2 The Treasurer shall ensure audited accounts are presented to the Board and to the AGM and that the Accounts comply with the requirements of the Companies Act and the Charity Commissioners.
- 6.3 The Treasurer shall ensure that the accounts are audited in accordance with the requirements of the Companies Act.
- 6.4 If the Treasurer ceases to hold Office other than at year end, an interim set of audited accounts shall be produced for the Board subject to the requirements of the Companies Act and Charity Commissioners.
- 6.5 The Board shall not at any one time authorise any expenditure in excess of 50 per cent of the available liquid assets, without the consent of an AGM or EGM subject to the requirements of the Companies Act and the Charity Commissioners.
- 6.6 Any member of the Board or any person authorised by the Board to act on behalf of P&TGRS shall be entitled to expenses supported by receipts and as approved by the Board or by the Treasurer on behalf of the Board.
- 6.7 P&TGRS shall be dissolved only by resolution at an AGM or EGM approved by vote of more than 75 per cent of those present and entitled to vote.

4th March 2008