

**MENZSHED NEW ZEALAND Incorporated**  
**(MENZSHED NZ)**

**CONSTITUTION AND RULES**

**As amended April 2016**

# **MENZSHED NEW ZEALAND INCORPORATED (MENZSHED NZ)**

## **CONSTITUTION AND RULES**

### **1. Introduction**

- 1.1 The name of the society shall be MENZSHED NEW ZEALAND Incorporated. Hereafter also referred to as MENZSHED NZ.

### **2. Registered Offices**

- 2.1 The registered offices shall be at a physical address determined by an Annual General Meeting.

### **3. Common Seal**

- 3.1 The common seal shall be kept at the Registered Office of MENZSHED NZ.  
3.2 The seal shall be affixed only after a separate resolution of the National Executive, and shall be affixed in the presence of two members of the Executive, who shall sign as witnesses.

### **4. Foundation Statement**

- 4.1 MENZSHED NZ exists primarily for the mutual benefit, success and support of its member sheds.  
4.2 While celebrating and recognising the unique individual nature and autonomy of each member shed, MENZSHED NZ is also committed to providing leadership based on collaboration and cooperation for member sheds.  
4.3 For the purpose of this document, “shed” - means a legally established organisation, either independent or under the umbrella of another legally established organisation, whose primary purpose is to provide an environment for men for their personal growth, wellbeing and understanding of their roles in family and community.

### **5. Objects**

- 5.1 The objects for which MENZSHED NZ is established are to meet the needs of its Member sheds by:
- (a) Providing support and resources for member sheds and emerging groups aiming to establish a shed:
  - (b) Providing a central contact point for all member sheds:
  - (c) Maintaining a national register of sheds in New Zealand:
  - (d) Providing benefits to member sheds, such as discounted group insurance rates:
  - (e) Assisting member sheds to keep their members safe through quality health and safety information:
  - (f) Developing strategic alliances with key organizations:
  - (g) Supporting member sheds to be accessible to all men, regardless of ability, background, or culture:

- (h) Organising national conferences and facilitating regional and local networking opportunities:
- (l) Providing guidance regarding shed responsibilities, structure and operations:
- (j) Providing information and guidance to enable member sheds to establish opportunities for effective and continuous learning where appropriate for skill transference and tangible outcomes.

5.2 MENZSHED NZ will not have any direct control or responsibility for any individual shed.

## **6. Operating Principles**

- 6.1 MENZSHED NZ shall form rules and directions at its annual meetings.
- 6.2 Membership of MENZSHED NZ is subject to-
  - (a) being a shed; and
  - (b) paying the current membership fee; and
  - (c) complying with the agreed objects and principles set out in this Constitution.
- 6.3 Individuals cannot be members of MENZSHED NZ.
- 6.4 MENZSHED NZ shall have capacity and structure enabling it to be both proactive and reactive to issues of significance to member sheds.
- 6.5 MENZSHED NZ is accountable to its member sheds.
- 6.6 The National Executive shall be empowered to act for and on behalf of member sheds in matters as determined by an annual or other formally constituted meeting or by a member shed request.
- 6.7 The National Executive shall recognise the supremacy of member sheds in matters of their own individual governance, financial, personnel/staffing, management and operating issues.
- 6.8 MENZSHED NZ will act as a clearing house of relevant information.
- 6.9 MENZSHED NZ may act in a mentoring role for any member shed which requests or needs such a service.
- 6.10 MENZSHED NZ may be empowered to employ staff or contractors to assist the National Executive, in the above, provided always that MENZSHED NZ agrees to fund such activities or funds can be found from alternative sources.

## **7. Membership of MENZSHED NZ**

- 7.1 Any shed is entitled to be a member of MENZSHED NZ upon the payment of the annual membership fee.
- 7.2 The annual membership fee shall be set at the AGM following a recommendation from the National Executive.
- 7.3 Cessation of Membership-
  - 7.3.1 A member shed may resign by giving written notice to the Secretary.
  - 7.3.2 A member shed may have their membership terminated in the following way:
    - (a) if their annual membership fee remains unpaid thirty days after the due date:
    - (b) if the National Executive is of the view that the actions of a member shed, including the actions of an individual member of that member shed, is inconsistent with the purposes of MENZSHED NZ or is bringing MENZSHED NZ into disrepute, the Executive may give written notice of this to the member shed. The notice must:

- explain how the issue is inconsistent with the purposes of MENZSHED NZ or is bringing MENZSHED NZ into disrepute: state what the member shed must do in order to remedy the situation:
- request a written account be forwarded to the Chairman of MENZSHED NZ giving reasons why the National Executive should not terminate membership of the member shed:
- state that if the National Executive is not satisfied after 14 days of issuing the notice to the member shed, the Executive may terminate the membership of the member shed.

#### 7.4 Re-admission of former member sheds:

A former member shed who has resigned from MENZSHED NZ may apply for re-admission in the same way as a new applicant, but if the former member shed's membership was terminated by the National Executive, that former member shed may not be readmitted without the approval of the Executive by majority vote.

#### 7.5 Obligations of Members:

All member sheds (and members of the National Executive) are expected to promote the purposes of MENZSHED NZ and must not do anything to bring MENZSHED NZ into disrepute.

## **8. The National Executive**

8.1 The National Executive is the management body of MENZSHED NZ and is responsible for the operations of MENZSHED NZ in accordance with the requirements of this Constitution and Rules.

8.1.1 The National Executive shall comprise the following persons -

- three Officers duly elected by member sheds represented at an Annual General Meeting of MENZSHED NZ including proxy votes, for the following positions: Chairman, Secretary, Treasurer; and
- one Support Services member elected by member sheds represented at an Annual General Meeting of MENZSHED NZ including proxy votes; and
- one member elected by financial members from each regional grouping established under Section 8.3.7.

8.1.2 The term of office for each person on the National Executive shall be one year except that the Chairman shall be elected for a period of two years.

8.1.3 Each member of the National Executive must, during the whole of their term of office, be a current financial member of a member shed.

8.1.4 Where a casual vacancy arises on the National Executive, members of the National Executive may appoint a person to fill the vacancy for the remaining term of office of the vacant position.

8.1.5 The National Executive may co-opt not more than two persons onto the Executive for limited specific time periods for their specialist skills or experience.

8.1.6 A person co-opted onto the National Executive under paragraph 8.1.5 shall have the rights and responsibilities of an elected member on the National Executive.

8.1.7 The National Executive may elect one of the members of the Executive to act as Deputy Chairman if appropriate.

## 8.2 Nominations and Election Process for the National Executive:

### 8.2.1 Nominations

- (a) Nominations for each position on the National Executive must be in writing on the official form obtainable from the Secretary.
- (b) Each person named in the nomination must sign the nomination form.
- (c) The nominator, the seconder and the nominee must all be financial members of a member shed.

### 8.2.2 Regional Positions

- (a) Nominations for each of the regional representatives on the Executive shall close 60 days prior to the Annual General Meeting.
- (b) Elections for the regional positions will be held by postal ballot in each Region between 60 and 40 days before the AGM, with each member shed having one vote only.
- (c) The result shall be declared by the Secretary of MENZSHED NZ at least 30 days prior to the AGM.
- (d) Where there are insufficient nominations to fill the Regional positions the National Executive will work with the member sheds in the particular Region to fill the vacancy.

### 8.2.3 Officer and Support Services positions

- (a) Nominations for the Officer positions (8.1.1(a)) and the Support Services position (8.1.1(b)) shall close 30 days before the AGM with some biographical details about the person being nominated.
- (b) The biographical information about each person being nominated for an Officer position or for the Support Services position must be notified to each member shed at least 14 days before the AGM.
- (c) Elections will be held at the AGM, by secret ballot if necessary, with each member shed represented at the AGM including proxy representation, being allowed one vote only for each vacancy.
- (d) Where there are insufficient nominations to fill vacancies, nominations may be accepted at the AGM for a particular vacancy.

## 8.3 Powers and functions of the National Executive

8.3.1 The National Executive shall from time to time, formulate procedures for the conduct of its meetings.

8.3.2 The quorum for a meeting of the National Executive shall be five.

8.3.3 The National Executive is charged with undertaking the roles and duties as outlined in the Objects and other priorities as designated in the plans approved by an Annual General Meeting.

8.3.4 The National Executive may appoint an Executive Officer who shall be a non-voting member of the Executive and will not be counted in determining a quorum. The Executive Officer shall service the National Executive.

8.3.5 The National Executive must meet at least four times each year using such methods that enable effective meetings to be held. These methods may include face to face and electronic conference meetings. Minutes of the National Executive meetings must be kept and made available to the member sheds.

8.3.6 Members of the National Executive may be contracted to perform extraordinary tasks beyond the normal role and expectation of the executive function.

8.3.7 The Executive may vary groupings of geographic regions to ensure that member sheds are appropriately represented on the National Executive by a regional Representative.

8.3.8 Any variation in regional representation will only be enacted after consultation with member sheds and must be presented to the following AGM for approval.

#### 8.4 Cessation of Executive Membership

8.4.1 A person ceases to be a member of the National Executive when:

- (a) the person's term has been completed and the person is not re-elected onto the National Executive; or
- (b) the person resigns by giving written notice to the Executive; or
- (c) the person is declared bankrupt; or
- (d) the person is convicted of an indictable offence; or
- (e) the person misses three consecutive meetings without leave of the National Executive; or
- (f) the person dies; or
- (g) the person is removed by a two thirds majority vote of members at a MENZSHED NZ meeting.

8.4.2 A person who ceases to be a member of the National Executive must within one month of ceasing to be a member, give to the National Executive all MENZSHED NZ documents and property that the person has in their possession.

### **9. Annual General Meeting. (AGM)**

9.1 An Annual General Meeting shall be held before July of each year at such a place and time as agreed by member shed representatives at an AGM.

9.2 The AGM will be chaired by the Chairman of the National Executive.

9.3 The business of the AGM shall be to receive the National Executive's Annual Report and the 12-month financial statement for MENZSHED NZ together with the independent reviewer's report of the financial statement, and to consider any remits and other matters that have been duly notified and to elect and/or endorse membership of the National Executive, set fees for membership, and confirm and set policy from time to time.

9.4 The conduct of an AGM of MENZSHED NZ shall conform to Standing Orders, MP 9204 of the New Zealand Standards Association, or an alternative set of rules that may be agreed to by the AGM from time to time.

9.5 Any remits must be received by the Secretary not less than 30 days before the AGM and must be circulated to member sheds not less than 14 days prior to the AGM.

9.6 Each member shed is entitled to have any number of its members attend the AGM but voting shall be on the basis of a single vote for each member Shed. Proxy voting for absent member sheds shall be allowed with proxies notified in writing to the Chairman.

9.7 The Financial Year of MENZSHED NZ will be from 1 April to 31 March.

### **10. Special General Meetings**

10.1 A Special General Meeting may be convened on receipt of a signed request from fifteen or more members of MENZSHED NZ. On receipt of such a request the Secretary must convene the meeting by giving 14 days' notice to all member sheds.

10.2 The notice for a Special General Meeting must give the reasons for calling the meeting and must give details of the issues to be discussed.

10.3 A Special General Meeting of MENZSHED NZ shall be convened in a suitable, centrally located venue.

## **11. Control of Funds**

- 11.1 The Treasurer is responsible for the MENZSHED NZ's cheque book, and must collect money owing to the MENZSHED NZ. The Treasurer must maintain the financial records.
- 11.2 All monies received by or on behalf of MENZSHED NZ must be paid to the credit of MENZSHED NZ's account at a bank that from time to time is fixed by the National Executive.
- 11.3 All cheques or other withdrawals or transfer of funds must be signed or authorised electronically, by two signatories approved by the National Executive.
- 11.4 All transactions of the MENZSHED NZ must be recorded in a way which meets applicable statutory requirements and best practice models for such an organization.
- 11.5 No private pecuniary profit may be made by any person involved in MENZSHED NZ except that:
  - (a) a member of the National Executive may be reimbursed, upon presentation of an official receipt, any actual and reasonable costs for travel and accommodation that has been pre-approved by the National Executive.
  - (b) a member of the National Executive may be reimbursed, upon presentation of an official receipt, for any other expenses pre- approved by the National Executive that are incurred in connection with the affairs of MENZSHED NZ.
- 11.6 Any member of the National Executive who is or may be, in any capacity whatever, Interested or concerned directly or indirectly in any undertaking in which MENZSHED NZ is or may be concerned, or involved, must disclose the nature and extent of that Executive member's interest to the other members of the National Executive, and shall not take part in the deliberations of the National Executive concerning any matter in which that Executive member is or may be interested, other than to provide a quorum.

## **12. Review of Financial Records**

- 12.1 The National Executive shall, with the approval of each AGM appoint an independent reviewer to inspect and report on the financial records and affairs of MENZSHED NZ. The reviewer's report must be presented at the AGM of MENZSHED NZ.

## **13. The Annual Report and Financial Statements**

- 13.1 The National Executive must at each Annual General Meeting of MENZSHED NZ present a report dealing with the affairs of MENZSHED NZ supported by Financial Statements of MENZSHED NZ together with the reviewer's report required by paragraph 12.1, and the Chairman's Report.

## **14. Alteration to the Rules**

- 14.1 MENZSHED NZ may add to, amend, alter or rescind any of the provisions and rules in this Constitution at an Annual General Meeting or at a Special General Meeting expressly convened for such a purpose. A resolution to amend, alter or rescind any of the provisions and rules of this Constitution must be passed by no fewer than 75% of the member sheds represented at the meeting including any proxy votes tendered.
- 14.2 Any motion to amend, alter or rescind any of the provisions or rules of this Constitution must

be notified in writing to all member sheds not less than 28 days before the meeting at which such a motion is to be considered.

## **15. Liquidation**

- 15.1 Subject to paragraphs 15.2, 15.3 and 15.4, MENZSHED NZ may be liquidated by passing a resolution to that effect at a General Meeting provided that a notice of motion has been given.
- 15.2 In the event that a motion has been passed under paragraph 15.1, MENZSHED NZ shall be liquidated if the motion to liquidate MENZSHED NZ is confirmed at a Special General Meeting convened for that purpose provided that:
- (a) written notice of the Special General Meeting is given to all member sheds not less than 30 days before the meeting; and
  - (b) the motion to liquidate is confirmed by no fewer than 75% of the member sheds represented at the meeting including any proxy votes tendered.
- 15.3 In the event of MENZSHED NZ being liquidated, the surplus funds and assets, after payment of all liabilities and costs of liquidation, shall be distributed to other charitable organisations as determined by the remaining member sheds.
- 15.4 No individual may derive any personal pecuniary gain from such liquidation of MENZSHED NZ.

## **16. General**

- 16.1 This Constitution and Rules must be available for inspection by any representative from a member shed and made available at any General Meeting of MENZSHED NZ.

**END**



## Matters for future attention

### Rule 2

Presumably the singular of Offices. Registered Office. And why review at AGM?

Suggest

The Registered Office shall be at the address of the Secretary or at an alternative address agreed by the National Executive.

### Rule 3

Unfortunately the seal is a mandatory requirement.

<http://www.societies.govt.nz/cms/incorporated-societies/rules-of-incorporated-societies/rules-of-incorporated-societies-2/control-and-use-of-the-society2019s-common-seal>

Did a Common Seal ever get ordered?

It might be an expensive exercise applying the seal in the presence of two members!

### Rule 4.3 Definition of a “shed” -

**In the present form “shed” - means a legally established organisation, either independent or under the umbrella of another legally established organisation,**

Presumably the intention was that a shed could be an informal organisation or group existing under the umbrella (or auspices) of another legally established organisation. But the wording clearly indicates the shed in whatever form, must be a legally established organisation.

A suggestion is to reword.....

**“shed” - means a legally established organisation (and may include an informal group existing under the umbrella of a legally established organisation),**

Or

**“shed” - means a legally established organisation or established as part of a legally established organization**

### Rule 4.3 Primary Purpose

Primary Purpose - Activity definition

I (Ray Hall) prefer most of the AMSA definition. Instead of:

"whose primary purpose is to provide an environment for men for their personal growth, wellbeing and understanding of their roles in family and community" use

"whose primary activity is the provision of a safe and friendly environment where men are able to work on meaningful projects at their own pace in their own time."

**I would add a further clause that organisations seeking membership and not meeting the definition of a shed above may still be granted membership on application to MENZSHED NZ provided that there is an intent to comply with the definition of a shed.**

**AMSA recognises** as a Men’s Shed any community-based, non-profit, noncommercial organisation that is accessible to all men and whose primary activity is the provision of a safe and friendly environment where men are able to work on meaningful projects at their own pace in their own time in the company of other men.

### Rule 7.3.2.a

Is thirty days too soon to expect subs to be paid? Do we want to waste time changing membership status and updating web pages unnecessarily. Sixty days would be more realistic -

giving sheds adequate time to approve the payments at a committee meeting, then organise payment.

### **Rule 8.1.2**

Why two year term for Chairman and one year for all other roles. Why not two years for all. Could coincide with with Conferences. Or the elections could be staggered staggered, with the right as provided in Rule 8.4.1.b to resign at any time, or after one year's service. Most nominees serve at least two years. Two year terms would reduce the time spent on the overall election process and associated communications.

### **Rule 8.2.2.d**

A process on how this is accomplished is desirable. It could be a separate document.

Background to 2016 regional elections:

Region 2 Just before the 2016 AGM, for RR2, a nomination form was received with a bio after the close date. This was distributed to the member sheds by the Secretary for agreement to appoint.

Region 1. This role had been vacant since 2015 AGM and no nominations were received by close of the 2016 cycle. At the 2016 AGM, a Shed Chairman offered to secure a nomination for RR1. An offer to stand was later received by the MENZSHED NZ Secretary, who advised the prospect that the matter was being handled by the Shed Chairman. This led to the offer being withdrawn, resulting in telephone calls to clarify the process.

A consistent and clearly prescribed process sent to all sheds when there is a vacancy may alleviate misunderstandings. And for consistency, the process is managed by the MENZSHED NZ Secretary.

### **Rule 8.3.5**

Does this provide for a virtual AGM. Doesn't mean we do it but would be useful to have it permitted by the constitution.

### **Rule 9.1**

The venue for the next AGM should have been decided at the April AGM. That did not happen understandably. Should look to possibly having that aspect of the constitution changed.

Or maybe the Exec could suggest to a cluster of sheds that they host, otherwise it is an electronic meeting.

### **Rule 9.4**

Standing Orders 9204 has been [withdrawn](#). A good option would be "[Members Meetings](#)" 3rd ed. Mark von Dadelszen.

### **Rule 13.1**

This suggests three reports - activities, financial and Chairman.

The whole clause could be deleted because it repeats what is contained in 9.3

Possible reword 9.3 to

9.3 The business of the AGM shall be to:

- 9.3.1 receive the National Executive's Chairman's Report dealing with the affairs of MENZSHED NZ, and
- 9.3.1 receive the reviewed annual Financial Statement from the Treasurer, and
- 9.3.2 elect or confirm the appointment of the Chairman, Treasurer, Secretary and Support Services roles, and
- 9.3.3 consider any remits and other matters that have been duly notified, and
- 9.3.4 set fees for membership, and
- 9.3.5 set or confirm confirm policy.

### **How could we allow for electronic voting on nominations and remits.**

Constitution informally suggests proxy voting allowed, but doesn't prescribe the form. There is no provision for electronic voting. Is that necessary, or desirable?

### **Review of Incorporated Societies Act**

<http://www.mbie.govt.nz/info-services/business/business-law/incorporated-societies>

Statutory Officer

Disputes resolution process

Possibly others.....