

MENZSHED NEW ZEALAND

**Incorporated
(MENZSHED NZ)**

Constitution and Rules

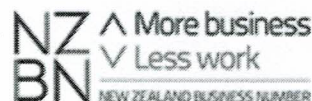
As at 2 September 2021

Subject: CHANGE OF RULES for MENZSHED NEW ZEALAND INCORPORATED (2587223) (NZBN: 9429043319879)

From: Companies Office <donotreply@companiesoffice.govt.nz>

Date: 3/09/2021, 9:08 am

To: Peter Thomas BLACKLER <treasurer.menzshedkapiti@gmail.com>



The submitted "CHANGE OF RULES" filed on 02 September 2021 for MENZSHED NEW ZEALAND INCORPORATED (2587223) (NZBN: 9429043319879) has been reviewed and accepted for registration.

If you have any questions, please contact us.

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New Zealand Government

2 September 2021



MENZSHED NEW ZEALAND Incorporated

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 Office

- 2.1 The registered office shall be at a physical address determined at 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 an independent legally established organisation, or an organisation operating under the umbrella of another legally established entity, where the primary purpose of the organisation is to provide a workshop environment for men:
(a) for their personal growth, well-being and understanding of their roles in the family and community; and
(b) for the practise of their workshop skills, for them to learn new skills, or to pass on their skills to others.

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 organisations;
- (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;
- (i) Providing guidance regarding shed responsibilities, structure and operations; and
- (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 A shed may apply to become a member of MENZSHED NZ and, upon acceptance by the national executive and payment of the annual membership fee, shall become a member.
- 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 from MENZSHED NZ by giving written notice to the Secretary.
 - 7.3.2 The National Executive may terminate the membership of a member shed if:
 - (a) the shed's annual membership fee remains unpaid thirty days after the due date; or
 - (b) the National Executive is of the view that the actions of the 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; or

- (c) the National Executive is of the view that the member shed no longer meets the requirements for being a “shed” as specified in Rule 4.3.

7.3.3 Where the National Executive proposes to terminate the membership of a member shed as provided under paragraph 7.3.2, the Executive must give written notice of this proposed action to the member shed. The written notice must:

- (a) for a termination proposed under paragraph 7.3.2(a), provide the member shed with an opportunity to pay the outstanding membership fee by a specified date;
- (b) for a termination proposed under paragraph 7.3.2(b);
 - explain how the issue is inconsistent with the purposes of MENZSHED NZ or is bringing MENZSHED NZ into disrepute; and
 - state what the member shed must do in order to remedy the situation; and
 - request that 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; and
 - state that if the National Executive is not satisfied after 28 days of issuing the notice to the member shed, the Executive may terminate the membership of the member shed.
- (c) for a termination proposed under paragraph 7.3.2(c);
 - explain why the National Executive is of the view that the member shed no longer meets the requirements for being a “shed” as specified in Rule 4.3; and
 - request that a written response be forwarded to the Chairman of MENZSHED NZ giving reasons why the National Executive should not terminate membership of the member shed; and
 - state that if the National Executive is not satisfied after 28 days of issuing the notice to the member shed, the Executive may terminate the membership of the member shed.

7.4 Readmission of former member sheds:

A former member shed which has resigned from MENZSHED NZ may apply for readmission 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 people:

- (a) 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
- (b) one Support Services member elected by member sheds represented at an Annual General Meeting of MENZSHED NZ including proxy votes; and
- (c) one member elected by financial members from each regional grouping established under Section 8.3.7.

- 8.1.2 Subject to paragraphs (a) and (b), the term of office for each person elected to the National Executive shall be a period of two years.
- (a) the elections for the positions of Secretary, Treasurer, and Regional Representatives for odd numbered regions shall be held on each odd numbered year.
 - (b) the elections for the positions of Chairman, Support Services, and Regional Representatives for even numbered regions shall be held on each even numbered year.
- 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 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, except that if the vacancy occurs within the first year of the term of office for that position, the appointment of the person filling the vacancy must be confirmed at the next AGM.
- 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 on the official form provided by 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 ballot of member sheds 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.
 - 8.3.9 The National Executive may, in its absolute discretion, determine whether a shed applying for membership under Rule 7.1 meets the intent of being a shed as specified under Rule 4.3.
- 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 "Members Meetings,

3rd ed.” Mark von Dadelszen 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 preapproved 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

We the undersigned certify that the amendments to these Rules, as shown with yellow highlighting, are a true and correct representation of the amendments approved at the Annual General meeting of MENZSHED New Zealand held by GoToWebinar meeting on 17 May 2021.

Trevor Scott (Chairman) Dated / / 2021

Peter Blackler (Treasurer) *Peter Blackler* Dated 23/8/2021

David Broadhead (Region 1 Representative) *D. Broadhead* Dated 24/8/2021

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David Broadhead (Region 1 Representative) Dated / / 2021