

RULES OF
HENLEY MENS SHED INCORPORATED

as at 7th August 2012

RULES OF

HENLEY MENS SHED INCORPORATED

THE SOCIETY

1.0 Name

- 1.1 The name of the Society is **Henley Mens Shed Incorporated** ("the Society").
- 1.2 The Society is constituted by resolution dated 7th August 2012

2.0 Registered Office

- 2.1 The office of the Society will be in such place in New Zealand as the Committee may from time to time determine.

3.0 Purposes of Society

- 3.1 The purpose of the Society is to provide an environment for older men to pursue their personal growth and develop greater understanding of their role in community and family.
In particular:
 - a. Promote the benefits of men's personal growth as affecting the community and family;
 - b. Facilitate the understanding of men's issues by the community;
 - c. To provide and maintain premises for men to carry out projects in an atmosphere conducive to the sharing of experiences and working in harmony;
 - d. To provide educational activities and other programmes and projects consistent with the aims of the Society;
 - e. To liaise with other organisations to further the aim of this Society;
 - f. Provide other support and assistance with this charitable purpose;
 - g. All of the activities of the Society shall be carried out within New Zealand and none of its funds shall be applied for purposes outside of New Zealand.
- 3.2 Pecuniary gain is not a purpose of the Society.

MANAGEMENT OF THE SOCIETY

4.0 Managing Committee

- 4.1 The Society shall have a managing committee ("the Committee") of not less than 5 and not more than 7 members (plus co-opted members) comprising the following persons
 - a. The Chairman;
 - b. The Secretary;
 - c. The Treasurer; and
 - d. At least two other Members.
- 4.2 Only financial members of the Society may be Committee Members.
- 4.3 The Committee may co-opt not more than two members for their specific skills
- 4.4 Each Committee Member shall serve a term of one year but shall be eligible for re-election at the next Annual General Meeting

- 4.4 The most senior employee of HMS shall be an ex-officio member of the committee (without voting rights)

5. Appointment of Committee Members.

- 5.1 At a Society Meeting, the Members will decide by majority vote;
Who shall have the role of
Chairman,
Secretary,
and Treasurer;

6. Cessation of Committee Membership

- 6.1 Persons cease to be Committee Members when:
- a. They resign by giving written notice to the Committee; or
 - b. They are declared bankrupt; or
 - c. They are convicted of an indictable offence; or
 - d. Misses three consecutive meetings without leave of the Committee; or
 - e. Dies; or
 - f. They are removed by a two thirds majority vote of members at a society meeting.
- 6.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

7.0 Nomination of Committee Members

- 7.1 Nominations for members of the Committee shall be called for at least 7 days before an Annual General Meeting. Each candidate shall be proposed and seconded in writing by any two Members and the completed nomination will be delivered to the Secretary. All retiring members of the Committee shall be eligible for re-election.
- 7.2 If the position of a Committee Member becomes vacant between Society Meetings, the Committee shall appoint another Member to fill that vacancy until the next Annual General Meeting.

8.0 Role of the Committee

- 8.1 Subject to the rules of the Society ("The Rules") the role of the Committee is to:
- a. Administer, manage and control the Society;
 - b. Carry out the purposes of the Society, and use money or other assets to do that;
 - c. Manage the Society's bank accounts;
 - d. To appoint staff or a contractor to manage the affairs of HMS on such terms and conditions as may be agreed with the Committee;
 - d. Ensure that all Members follow the Rules;
 - e. Use the discretion given to it in clauses 11 and 13 in relation to who shall become or cease to be a Member;
 - f. Decide the times and dates for Meetings, and set the agenda for Meetings;
 - g. Decide the procedures for dealing with complaints;
 - h. Collect the Membership fees, including subscriptions and levies as determined by the Society;

- i. Make regulations for the safety of members whilst at any premises under the control of the society;
- j. Enter into memorandums with third parties where this would benefit the Society.

8.2 The Committee has all the powers of the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

8.3 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

9.0 Roles of Committee Members (Note that many of these duties are likely to be delegated to the staff of the Shed)

- 9.1 The Chairman's role is to be responsible for:
- a. Ensuring that the Rules are followed;
 - b. Convening Meetings;
 - c. Chairing Meetings, deciding who may speak and when;
 - d. Overseeing the operation of the Society;
 - e. Overseeing the employment of staff or the operation of contractors;
 - f. Presenting a report on the operation of the Society at each Annual General Meeting;
 - g. Advising the Registrar of Incorporated Societies of any Rule changes;
- 9.2 The Secretary's role is to be responsible for:
- a. Recording the minutes of Meetings;
 - b. Keeping The Register of Members;
 - c. Holding the Society's records, documents and books;
 - d. Receiving and replying to correspondence as required by the Committee;
- 9.3 The Treasurer's role is to be responsible for:
- a. Collecting and receiving all payments made to the Society. These payments must be banked within seven days after the Treasurer receives them;
 - b. Keeping a true and accurate record in the Society's account book, so that the Society's financial situation can be clearly understood at any point in time;
 - c. Providing a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Annual General Meeting, and more often if either the Committee or a majority of the Society decides this in a Meeting.
 - d. Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting.

STAFF

10.0 The Role of Staff

- 10.1 The Committee may appoint staff:
- a. To manage the day to day operation of The Shed, under clear delegations of authority and responsibilities.

SOCIETY MEMBERSHIP

11.0 Members

11.1 A Member has the rights and responsibilities set out in these Rules.

12.0 Admission of Members

12.1 To become a Member, a person ("the Applicant") must:

- a. Complete an application form, and
- b. Sign a copy of the Shed Rules; and
- c. Supply any other information the Committee requires; and
- d. Pay any membership fee or levy as determined by the Society.

12.2 The Committee shall have the complete discretion when it decides whether or not to allow the applicant to become a Member. The Committee shall advise the Applicant of its decision, and that decision shall be final.

13.0 The Register of Members

13.1 The Secretary shall keep a register of Members ("the Register"), which shall contain the names, the addresses, telephone numbers, and email addresses of all Members, and the dates at which they became Members.

13.2 If a Member's address, telephone number, or email address changes, that Member shall give the new address, telephone number, or email address to the Secretary.

13.3 Each Member shall provide such other details, within reason, as the Committee requires.

14.0 Cessation of Membership

14.1 Any Member may resign by giving written notice to the Secretary.

14.2 A Member may have their Membership terminated in the following way:

- a. Their annual membership fee remains unpaid thirty days after the due date (see 17.2)
- b. If, the Committee is of the view that a Member is breaching the Rules or the Shed Rules or acting in a manner inconsistent with the purposes of the Society or bringing the Society into disrepute, the Committee may give written notice of this to the Member ("the Committee's Notice").

The Committee's Notice must:

- Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society or bringing the Society into disrepute;
- State what the Member must do in order to remedy the situation; and state that the Member must write to the Committee giving reasons why the Committee should not terminate the Member's Membership.
- State that if, within 14 days of the Member receiving the Committee's Notice, the Committee is not satisfied, the Committee may in its absolute discretion immediately terminate the Member's Membership.

15.0 Re-admission of former Members

- 15.1 Any former Member who has resigned may apply for re-admission in the same way as a new applicant, but if the former Member's membership was terminated by the Committee or the Society, the Applicant shall not be readmitted without the approval of the Committee by majority vote.

16.0 Obligations of Members:

- 16.1 All Members (and Committee Members) shall promote the purposes of the Society and will not do anything to bring the Society into disrepute.
- 16.2 All people on site under the control of the Society (members and non-members) will adhere to the Shed Rules.

MONEY AND OTHER ASSETS OF THE SOCIETY

17.0 Use of Money and Other Assets

- 17.1 The Society may only use money and other assets if:
- a. It is for a purpose of the Society;
 - b. It is not for the sole personal or individual benefit of any Member; and
 - c. That use has been approved by either the Committee or by majority vote of the Society.

18.0 Joining Fees, Subscriptions and Levies

- 18.1 The Society may decide by majority vote at a Society Meeting:
- a. The amount of the annual subscription ("Subscription") which is payable in order to become a Member; and
 - b. The amount of any special levy ("Levy") that may be set to cover additional costs that may arise.
- 18.2 If any Member does not pay a Subscription or Levy by the date set by the Committee or the Society, that Member shall have a further period of thirty days to pay the Subscription or Levy. After the seven day period, the Member shall, subject to the Committee's discretion, (without being released from the obligation of payment) have no membership rights and shall not be entitled to participate in any Society activity until all the arrears are paid, and the Member's membership shall be suspended until all arrears are paid in full.

19.0 Additional Powers

- 19.1 The Society may:
- a. Employ or contract people for the purposes of the Society;
 - b. Exercise any power a trustee might exercise;
 - c. Invest in any investment that a trustee might invest in;
 - d. Borrow money and provide security for that if authorised by majority vote at any Society Meeting.

20.0 Financial Year

- 20.1 The financial year of the Society begins on 1 January of every year and ends on 31 December of that year.

21.0 Cheques

- 21.1 Any Payment made by the Society above a value of twenty dollars must be by Cheque or electronic deposit.
- 21.2 All payments over twenty dollars (\$20.00) must be authorised by two (2) of the designated signatories one of whom must be a Committee Member.

22.0 Appointing an Auditor or Reviewer

- 22.1 At an Annual General Meeting, the Society shall by majority vote appoint someone to review the financial records of the Society ("the Reviewer"). The Reviewer shall review the Society's accounts, and shall certify that they are correct. The Reviewer must be a member of the New Zealand Society of Accountants, and must not be a Member of the Society.

CONDUCT OF MEETINGS

23.0 Society Meetings

- 23.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.
- 23.2 The Annual General Meeting shall be held once every financial year between 1 July and 30 September. The Committee shall determine when and where the Society shall meet within those dates.
- 23.3 Special General Meetings may be called by the Committee. The Committee must call a Special General Meeting if the Secretary receives a written request signed by at least a quarter of the Members.
- 23.4 The Secretary shall forward to all Members at least 7 days prior to the Society Meeting:
 - a. The business to be conducted at any Society Meeting;
 - b. A copy of the Annual Report and Statement of Accounts, if the Society Meeting is an Annual General Meeting;
 - c. If the Society Meeting is an Annual General Meeting, then a list of nominees for the Committee, and information about those nominees if it has been provided.
 - d. Notice of any motions and if appropriate the Committee's recommendations about those motions. If the Secretary has sent notice to all Members in good faith, the Meeting and its business will not be invalidated simply because one or more Members do not receive the notice.
- 23.5 All Members may attend and vote at Society Meetings.
- 23.6 No Society Meeting may be held unless at least 10 Members attend.
- 23.7 All Society Meetings shall be chaired by the Chairman. If the Chairman is absent, the Secretary shall chair the Society Meeting. If the Secretary is also absent, the Society shall elect another Committee Member to chair that meeting. Any person chairing a Society Meeting has a casting vote.
- 23.8 On any given motion at a Society Meeting, the Chairman shall in good faith determine whether to vote whether the vote will be by voices, show of hands or secret ballot.
If any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the Chairman will have a casting vote if required.

- 23.9 The business of an Annual General Meeting shall consist of:
- a. Reading out the minutes of the previous Annual General Meeting;
 - b. The Chairman's report on the business of the Society;
 - c. The Treasurer's report on the finances of the Society, and the Statement of Accounts;
 - d. Election of Committee Members;
 - e. Motions to be considered;
 - f. General business
- 23.10 The Chairman may eject any member from any Society Meeting if that person's behaviour is considered to be disruptive by the Chairman.

24.0 Motions at Society Meetings

- 24.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Society Meeting, by giving written notice and supporting information to the Secretary at least 14 days before that meeting. The Member may also provide information in support of the motion ("Member's Information"). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member's Motion is signed by at least a quarter of all Members:
- a. It must be voted on at the Society Meeting chosen by the Member; and
 - b. The Secretary must forward the Member's Information to all Members at least 7 days before the Society Meeting chosen by the Member; or;
 - c. If the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.
- 24.2 The Committee may also decide to put forward motions for the Society to vote on ("Committee Motions").

25.0 Committee Meetings

- 25.1 If less than half of the Committee Members attend a Committee Meeting, any decisions made at that meeting must be ratified at the next meeting of the Committee.
- 25.2 The Chairman shall chair Committee Meetings, or if the Chairman is absent, the Secretary shall chair the Committee Meeting. If the Secretary is also absent, the Committee shall elect a Committee Member to chair that meeting.
- 25.3 Decisions of the Committee shall be by majority vote.
- 25.4 The Chairman or person acting as Chairman has a casting vote.
- 25.5 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.
- 25.6 Minutes will be kept of the business of all Committee Meetings.
- 25.7 Subject to these Rules, the Committee may regulate its own practices.

SIGNING OF DOCUMENTS

26.0 Signing of Documents

- 26.1 A document shall be executed on behalf of the Society if:
The document is witnessed by any one of the Chairman, Secretary, or Treasurer, and countersigned by any other member of the Committee.

COMMON SEAL

27.0 Common seal

- 27.1 The Committee shall provide a common seal for the Society and may from time to time replace it with a new one.
- 27.2 The Secretary shall have custody of the common seal, which shall only be used by the authority of the Committee. Every document to which the common seal is affixed shall be signed by the Chairman and countersigned by the Secretary or a member of the Committee.

ALTERING THE RULES

28.0 Altering the Rules

- 28.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 28.2 Any proposed motion to amend or replace these Rules shall be signed by at least 2 Members and given in writing to the Secretary at least 28 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 28.3 At least 14 days before the Society Meeting at which any Rule change is to be considered the Secretary shall forward to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has made.
- 28.4 When a rule change is approved by a Society Meeting, the Committee shall file with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

WINDING UP

29.0 Winding Up

- 29.1 If the Society is wound up:
- a. The Society's debts, costs and liabilities shall be paid;
 - b. Surplus Money and Other Assets of the Society may be disposed of:
 - To a charitable organisation(s) within New Zealand as the Members of the Society in a Society Meeting will decide; or
 - According to the provisions in the Incorporated Societies Act 1908; but
 - c. No distribution may be made to any Member or a member of their family.

30.0 Definitions

30.1

In these Rules:

- a. "Cheque" means a personal cheque or a bank cheque.
- b. "Committee: means the Committee of the Society.
- c. "Committee Meeting" means a meeting of the Committee.
- d. "Committee Member" means any Member who is on the Committee.
- e. "Majority vote: means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- f. "Meeting" means any Annual General Meeting, any Special General Meeting, and any Committee Meeting.
- g. "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- h. "Payment" means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- i. "Rules" means these rules, being the rules of the Society.
- j. "Shed Rules" means the day to day operating rules as laid down by the Committee.
- k. "Society Meeting: means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- l. "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- m. "Written Notice" means hand-written, printed or electronic communication of words or a combination of these methods.