



MANGAWHAI SHED INCORPORATED

RULES

Pursuant to the Incorporated Societies Act 1908

1 Name

1.1 The name of the Society is **Mangawhai Shed Incorporated** (hereinafter referred to as Mangawhai Shed).

1.2 Mangawhai Shed is constituted by resolution dated 10th April 2019.

2 Registered Office

2.1 The Registered Office of Mangawhai Shed will be in such place in New Zealand as the Committee may from time to time determine.

3 The purpose, vision, mission and aims of the Mangawhai Shed

3.1 The Mangawhai Shed will foster the wellbeing of its members and encourage their participation in activities that benefit the wider community

3.2 The vision of the Mangawhai Shed is be the preferred centre for sharing and developing our passion for practical projects in the Mangawhai area,

3.3 The mission of the Mangawhai Shed is to

- a) provide and maintain a forum and physical location where men and women, young and old can share skills and make friends,
- b) support and enhance members' skills and well-being,
- c) use the collective knowledge and skills of members to support community projects.

3.4 The Mangawhai Shed Committee will employ strategies that aim to -

- (a) acquire tools and machinery that members need to undertake their projects,
- (b) develop a long-term fund and ongoing revenue streams to ensure sustainability,
- (c) provide educational activities and other programmes and projects consistent with the mission of the Mangawhai Shed,
- (d) liaise with other organisations to further the mission of Mangawhai Shed,
- (e) provide other support and assistance as may be consistent with the charitable ideals of the Mangawhai Shed.

3.5 All of the activities of Mangawhai Shed shall be carried out within New Zealand and none of its funds shall be applied for purposes outside of New Zealand.

3.3 Pecuniary gain, individually or collectively, is not a purpose of Mangawhai Shed.

Management of Mangawhai Shed

4 Management Committee

- 4.1 Mangawhai Shed shall have a management committee (“the Committee”) comprising the following persons:
- (a) the Chairperson;
 - (b) the Secretary;
 - (c) the Treasurer;
 - (d) at least TWO other Members.
- 4.2 Only an Ordinary Member or a Life Member of Mangawhai Shed may be a Committee Member.

5 Appointment of Committee Members.

- 5.1 At a Mangawhai Shed Meeting, the Members may decide by majority vote:
- (a) how many members will be on the Committee;
 - (b) who shall have the roles of Chairperson, Secretary, and Treasurer;
 - (c) whether any Committee Member may have more than one role;
 - (d) how long each person may serve as a Committee Member (“the Term”).

6 Cessation of Committee Membership

- 6.1 A person ceases to be Committee Member when -
- (a) that person resigns by giving written notice to the Committee; or
 - (b) that person is removed by a two-thirds majority vote at a Mangawhai Shed meeting; or
 - (c) that person’s term of appointment expires.
- 6.2 When a person ceases to be a Committee Member, that person must within one month give to the Committee all of the Mangawhai Shed documents and property that is in that person’s possession.

7 Nomination of Committee Members

- 7.1 Nominations for members of the Committee must be called for at least 14 days before an Annual General Meeting. Each candidate must be proposed and seconded in writing by any two Members and the completed nomination delivered to the Secretary. All retiring members of the Committee remain eligible for re-election.
- 7.2 If the position of a Committee Member becomes vacant between Mangawhai Shed Meetings, the Committee may appoint another Member to fill that vacancy until the next Annual General Meeting.
- 7.3 If a Committee Member is absent from three consecutive committee meetings without leave of absence, the Chairperson may declare that person’s position to be vacant.

8 Role of the Committee

8.1 Subject to the rules of Mangawhai Shed (“The Rules”) the role of the Committee is to:

- (a) administer, manage and control the activities of Mangawhai Shed;
- (b) carry out the purposes of Mangawhai Shed, and use money or other assets to do that;
- (c) manage the bank accounts of Mangawhai Shed;
- (d) ensure that all Members follow the Rules;
- (e) use the discretion given to it in clauses 11 and 13 in relation to who may 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) recommend for adoption at a Mangawhai Shed Meeting, the amount of the joining fees, subscriptions, and levies payable by Members;
- (i) collect the Membership fees, including subscriptions and levies as determined by Mangawhai Shed;
- (j) make policy, procedures, and rules for the safety of members whilst at any premises under the control of Mangawhai Shed.

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

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

9 Roles of Committee Members

9.1 The Chairperson’s role is to:

- (a) ensure that the Rules are followed;
- (b) convene Meetings;
- (c) Chair Meetings, deciding who may speak and when;
- (d) oversee the operation of Mangawhai Shed;
- (e) give a report on the operation of Mangawhai Shed at each Annual General Meeting;
- (f) advise the Registrar of Incorporated Societies of any alteration to the Rules;

9.2 The Secretary’s role is to:

- (a) record the minutes of Meetings;
- (b) keep The Register of Members;
- (c) hold the records, documents and books of Mangawhai Shed;
- (d) receive and reply to correspondence as required by the Committee;
- (e) retain the common seal of Mangawhai Shed, if Mangawhai Shed has a common seal.
- (f) be responsible for developing the Financial Policy and promoting its adherence.

9.3 The Treasurer’s role is to:

- (a) collect and receive all payments made to Mangawhai Shed. These payments must be banked within seven days after the Treasurer receives them;

- (b) keep a true and accurate record of the bank account for Mangawhai Shed so that the financial situation of Mangawhai Shed can be clearly understood at any point in time;
- (c) give a financial report and statement of accounts (including an Income and Expenditure Account and Balance Sheet) at each Committee Meeting and Annual General Meeting or at any other special occasion requested by a majority of the committee;
- (d) file the annual return and financial statements for Mangawhai Shed to the Registrar of the Charities Commission after approval of the financial statements by the Members at an Annual General Meeting.

Mangawhai Shed Membership

10 Types of Members

10.1 A Member means either an Ordinary Member who has paid the membership fee required by clause 11.1(d), or a Life Member, but not an Honorary Member.

10.2 An Ordinary Member has the rights and responsibilities set out in these Rules.

10.3 A Life Member is a person who is acknowledged by the Committee as a longstanding Member who has made a significant contribution to Mangawhai Shed and is appointed as a Life Member in accordance with clause 11.4. A Life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote), but does not have to pay fees, subscriptions, or levies.

10.4 An Honorary Member is a person who is acknowledged by the Committee as providing or having provided important services to Mangawhai Shed. An Honorary Member has none of the rights or privileges of a Member.

11 Admission of Members

11.1 To become an Ordinary Member, a person (“the Applicant”) must -
(a) complete an application form, unless the Committee does not require this; and
(b) sign a copy of the Shed Rules; and
(c) supply any other information that the Committee may require; and
(d) pay any membership fee or levy as determined by Mangawhai Shed.

11.2 The Committee may interview an Applicant when the Committee considers an application for membership.

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

11.4 An Ordinary Member may become a Life Member only if:
(a) the Committee recommends that Mangawhai Shed should appoint the Ordinary Member as a Life Member; and

- (b) a resolution is passed, by a two-thirds majority of Members present and voting at a Mangawhai Shed Meeting, to appoint the Ordinary Member as a Life Member.

12 The Register of Members

- 12.1 The Secretary must keep a register of Members (“the Register”), which must contain the names, the addresses, telephone numbers, and email addresses of all Members, and the dates at which they became Members.
- 12.2 If a Member’s address, telephone number, or email address changes, that Member must give the new address, telephone number, or email address to the Secretary.
- 12.3 Each Member must provide such other details, within reason, as the Committee may require.

13 Cessation of Membership

- 13.1 A Member may resign by giving written notice to the Secretary.
- 13.2 A Member’s Membership may be terminated in the following way:
- (a) if the Committee is of the view that a Member is breaching the Rules or the Shed Rules, or is acting in a manner inconsistent with the purposes of Mangawhai Shed, or is bringing Mangawhai Shed 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 Mangawhai Shed or is bringing Mangawhai Shed into disrepute; and
 - 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; and
 - 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; and
 - state that if the Committee terminates the Member’s Membership, the Member may appeal to Mangawhai Shed.
- (b) Within 14 days of the Member receiving the Committee’s Notice, the Committee may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to Mangawhai Shed at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.
- (c) If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at the next Mangawhai Shed Meeting. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to forward the Member’s Explanation to every other Member within 7 days of the Secretary

receiving the Member's Explanation. If the Member is not satisfied that the other Members have had sufficient time to consider the Member's Explanation, the Member may defer his right to be heard until a following Meeting.

- (d) When the Member is heard at a Mangawhai Shed Meeting referred to in paragraph (c), the Members at the meeting may question the Member and the Committee Members.
- (e) The Members at the Meeting referred to in paragraph (c) shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The decision of the Members at the Meeting will be final.

14 Re-admission of former Members

14.1 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 under clause 13.2, the Applicant may not be readmitted without the approval of the Committee by majority vote.

15 Obligations of Members:

15.1 All Members (and Committee Members) should promote the purposes of Mangawhai Shed and must not do anything to bring Mangawhai Shed into disrepute.

15.2 Each person who is on a site that is under the control of Mangawhai Shed (members and non-members) must adhere to the Shed Rules.

Money and Other Assets of Mangawhai Shed

16 Use of Money and Other Assets

16.1 Mangawhai Shed may only use money and other assets if the use -

- (a) is for a purpose of Mangawhai Shed; and
- (b) is not for the sole personal or individual benefit of any Member; and
- (c) has been approved by either the Committee or by majority vote at a Mangawhai Shed Meeting

16.2 No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.

16.3 Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).

17 Joining Fees, Subscriptions and Levies

17.1 Mangawhai Shed may decide by majority vote at a Mangawhai Shed 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.

17.2 If a Member does not pay a Subscription or Levy by the date set by the Committee or by Mangawhai Shed, that Member shall have a further period of seven days to pay the Subscription or Levy. If the Member’s Subscription or Levy remains unpaid after the seven day period, the Member’s membership shall, subject to the Committee’s discretion and without being released from the obligation of payment, be suspended until all arrears are paid in full and during any such period of suspension, the Member shall have no membership rights and shall not be entitled to participate in any Mangawhai Shed activity.

18 Additional Powers

18.1 Mangawhai Shed may:

- (a) employ people for the purposes of Mangawhai Shed;
- (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 the borrowing is authorised by majority vote at a Mangawhai Shed Meeting.

19 Financial Year

19.1 The financial year of Mangawhai Shed begins on 1 July of every year and ends on 30 June of the next year.

20 Financial Payments

20.1 Any payment made from Mangawhai Shed funds for a sum of more than twenty dollars (\$20.00) must be -

- (a) by means of a cheque or electronic payment; and
- (b) authorised by two (2) of the designated signatories, all of whom must be Committee Members.

21 Review of Financial Records

21.1 The Committee shall, with the approval of each AGM, appoint an independent reviewer to inspect and report on the financial records and affairs of Mangawhai Shed.

21.2 The independent reviewer appointed under clause 21.1 must not be a Member of Mangawhai Shed and must have appropriate qualifications or experience to competently carry out the review.

21.3 If the person appointed under clause 21.1 cannot carry out the review as required, the Committee must appoint another person who meets the requirements in clause 21.2.

21.4 The reviewer’s report and the Financial Statements of Mangawhai Shed must be presented at the Annual General Meeting.

Conduct of Meetings

22 Mangawhai Shed Meetings

- 22.1 A Mangawhai Shed Meeting may be either an Annual General Meeting or a Special General Meeting.
- 22.2 An Annual General Meeting must be held once every financial year between 1 July and 31 October. The Committee must determine when and where the Annual General Meeting will be held within those dates.
- 22.3 A Special General Meeting 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.
- 22.4 The Secretary must forward to all Members at least 7 days prior to a Mangawhai Shed Meeting -
- (a) an agenda showing the business to be conducted at the meeting;
 - (b) a copy of the Annual Report and Statement of Accounts, if the meeting is an Annual General Meeting;
 - (c) a list of nominees for the Committee, and information about those nominees (if it has been provided), if the meeting is an Annual General Meeting;
 - (d) notices of any motions to be put to the meeting, and if appropriate the Committee's recommendations about those motions. If the Secretary has sent notices to all Members in good faith, the meeting and its business will not be invalidated simply because one or more Members have not received the notice.
- 22.5 Any Member may attend and vote at a Mangawhai Shed Meeting.
- 22.6 A quorum for a Mangawhai Shed Meeting must be at least 6 Members.
- 22.7 Each Mangawhai Shed Meeting must be chaired by the Chairperson. If the Chairperson is absent, the Secretary must chair the Meeting. If the Secretary is also absent, the Members at the Meeting may elect another Committee Member to chair the Meeting. Any person chairing a Mangawhai Shed Meeting has a casting vote.
- 22.8 On any given motion at a Mangawhai Shed Meeting, the Chairperson shall in good faith determine whether the motion needs to be voted on, and 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 Chairperson will have a casting vote if required.

- 22.9 The business of an Annual General Meeting shall consist of:
- (a) reading out the minutes of the previous Annual General Meeting;
 - (b) the Chairperson's report on the business of the Mangawhai Shed;
 - (c) the Treasurer's report on the finances of Mangawhai Shed, and the Statement of Accounts;
 - (d) the independent reviewer's report on the Financial affairs of Mangawhai Shed;
 - (e) election of Committee Members;
 - (f) motions to be considered;

- (g) determination of the fees, subscriptions and levies recommended by the Committee;
- (h) general business.

22.10 The Chairperson may eject any member from a Mangawhai Shed Meeting if that person's behaviour is considered to be disruptive by the Chairperson.

23 Motions at Mangawhai Shed Meetings

23.1 Any Member may request that a motion be voted on ("Member's Motion") at a particular Mangawhai Shed 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 Mangawhai Shed will vote on the motion.

However, if the Member's Motion is signed by at least a quarter of all Members -

- (a) the Motion must be voted on at the Mangawhai Shed Meeting chosen by the Member; and
- (b) the Secretary must forward the Member's Information to all Members at least 7 days before the Mangawhai Shed 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 next Mangawhai Shed Meeting.

23.2 The Committee may also decide to put forward motions for a Mangawhai Shed Meeting to vote on ("Committee Motions").

24 Committee Meetings

24.1 No Committee Meeting may be held unless at least half of the Committee Members attend.

24.2 The Chairperson must chair Committee Meetings, or if the Chairperson is absent, the Secretary shall chair the Committee Meeting. If the Secretary is also absent, the Committee may elect a Committee Member to chair that meeting.

24.3 Decisions of the Committee must be by majority vote.

24.4 The Chairperson or person acting as Chairperson has a casting vote.

24.5 Only Committee Members present at a Committee Meeting may vote at that Meeting.

24.6 Subject to these Rules, the Committee may regulate its own practices.

Signing of Documents

25 Signing of Documents

25.1 A document shall be executed on behalf of the Mangawhai Shed if -

- (a) the common seal is attached to the document; and
- (b) the document is witnessed by any one of the Chairperson, Secretary, or Treasurer, and countersigned by one other member of the Committee.

Altering the Rules

26 Altering the Rules

- 26.1 Mangawhai Shed may alter or replace these Rules at a Mangawhai Shed Meeting by a resolution passed by a two-thirds majority of those Members present and voting.
- 26.2 Any proposed motion to amend or replace these Rules must be signed by at least 2 Members and given in writing to the Secretary of the Mangawhai Shed at least 28 days before a Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.
- 26.3 At least 14 days before the Mangawhai Shed Meeting at which any Rule change is to be considered, the Secretary must forward to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has made.
- 26.4 When a rule change is approved by a Mangawhai Shed Meeting, the Committee must file with the Registrar of Incorporated Societies advice of the Rule change in the required form. No Rule change shall take effect until this is done.
- 26.5 No addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status/non profit body status.
- 26.6 The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

Liquidation

27 Liquidating Mangawhai Shed

- 27.1 Subject to clauses 27.2, 27.3 and 27.4, Mangawhai Shed may be liquidated by passing a resolution to that effect at a Mangawhai Shed Meeting provided that a notice of motion has been given.
- 27.2 In the event that a motion has been passed under paragraph 27.1, Mangawhai Shed shall be liquidated if the motion to liquidate Mangawhai Shed 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 Members not less than 30 days before the meeting; and
 - (b) the motion to liquidate is confirmed by no fewer than 75% of the Members represented at the Special General Meeting including any proxy votes tendered.
- 27.3 In the event of Mangawhai Shed 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 Members.

27.4 No individual may derive any personal pecuniary gain from such liquidation of Mangawhai Shed.

28. Definitions

28.1 In these Rules:

- (a) **“Cheque”** means- a personal cheque or a bank cheque.
- (b) **“Committee”** means- the Committee of Mangawhai Shed.
- (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 are voting at that Meeting on a resolution put to that Meeting.
- (f) **“Meeting” means** -an Annual General Meeting, a Special General Meeting, or a Committee Meeting.
- (g) **“Money or Other Assets”** means -any real or personal property or any interest therein, owned or controlled to any extent by Mangawhai Shed.
- (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 Mangawhai Shed.
- (j) **“Shed Rules”** means -the day to day operating rules as laid down by the Committee.
- (k) **“Mangawhai Shed Meeting”**: means -an Annual General Meeting, or a 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.

END

Signed: Chair

Secretary

Date: