

CONSTITUTION OF VOLLEYBALL NEW ZEALAND INCORPORATED

The foregoing Constitution was adopted by resolution passed by not less than two thirds of the votes recorded at a General Meeting on 19 October 2019.

Signed on the day of 2020 in the presence of the following members of the Society.

Signature

Full name

LC Pomeroy

Lucy Catherine Pomeroy

Donna Milne

Donna Maree Milne

Toni-Maree Carnie

Toni-Maree Carnie

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Note – words used in this Constitution are defined at the end of the Constitution in Rule 28.

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PART I – OBJECTS & POWERS

1 NAME

The name of the incorporated society shall be “Volleyball New Zealand Incorporated” (“VNZ”), which is commonly known as Volleyball New Zealand.

2 REGISTERED OFFICE

The registered office of VNZ shall be at such place or places as determined by the Board.

3 OBJECTS

The Objects of VNZ are to:

- (a) be the national body in New Zealand for the administration, promotion and development of Volleyball;
- (b) promote Volleyball as a game in New Zealand for the benefit, recreation and entertainment of all New Zealanders;
- (c) be the member representing New Zealand on FIVB and as such enforce the rules and regulations of FIVB in New Zealand;
- (d) encourage participation and achievement in Volleyball in New Zealand and internationally;
- (e) establish, promote and stage international, national, regional, and other Volleyball competitions and matches in New Zealand, and to determine the rules of such competitions and matches;
- (f) publish and enforce the Rules of Volleyball in New Zealand;
- (g) promote the health and safety of all participants in Volleyball;
- (h).1 promote and manage compliance with the Sports Anti-Doping Rules made by Drug Free Sport New Zealand, and any amendments to or replacements of those Rules;
- (h).2 adopt the Sport Anti-Doping Rules (“SADR”) made by Drug Free Sport New Zealand pursuant to the Sports Anti-Doping Act 2006, and any amendments to or replacements of those Rules, as its Anti-Doping Policy;
- (h).3 be bound by the SADR and any amendments to or replacements of those Rules. All members of Volleyball New Zealand agree to be bound to the SADR through their membership of Volleyball New Zealand;
- (i) maintain and enhance the reputation of VNZ and Volleyball through the development and promotion of standards and practices which fulfil these Objects;

- (j) give, and seek where appropriate, recognition for Members to obtain awards or public recognition for Volleyball or other services to the community;
- (k) seek and obtain improved facilities for the enjoyment of Volleyball in New Zealand;
- (l) provide information, assistance and resources to its Members;
- (m) develop and train players, officials and other personnel involved in Volleyball;
- (n) act in good faith and loyalty to ensure the maintenance and enhancement of VNZ and Volleyball, its standards, quality and reputation for the collective and mutual benefit of the Members and Volleyball;
- (o) at all times operate with, and promote, mutual trust and confidence between VNZ and the Members in pursuit of these Objects;
- (p) at all times to act on behalf of, and in the interests of, the Members and Volleyball.

4 POWERS

The Powers of VNZ are to:

- (a) purchase, lease, hire or otherwise acquire and hold real and personal property, rights and privileges;
- (b) control and raise money, including to borrow, invest or advance monies and to secure the payment of such by way of mortgage, charge over all or part of any of its real and personal property;
- (c) sell, lease, mortgage, charge or otherwise dispose of any property of VNZ and to grant such rights and privileges of such property as it considers appropriate;
- (d) construct, maintain and alter any buildings, premises or facilities (including Volleyball courts) and carry out works it considers necessary or desirable for the advancement or improvement of such buildings, premises or facilities;
- (e) determine, raise and receive money by subscriptions, fees, levies, gate charges, government funding, sponsorships, or otherwise;
- (f) determine regulations, policies and procedures for the governance and management of Volleyball;
- (g) determine, implement and enforce disciplinary procedures for its Members including imposing sanctions;
- (h) employ, determine and terminate staff and engage the services of personnel and organisations to work for and with VNZ;
- (i) engage, determine, and terminate the services of personnel and organisations to advise VNZ;

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- (j) contract, engage or otherwise make arrangements with any person or organisation to fulfil the Objects of VNZ;
- (k) be a member and contribute to the administration and promotion of FIVB and international Volleyball;
- (l) be a member, affiliate or be associated in any other way with, any organisation which has objects which are similar, in whole or in part, to the Objects of VNZ;
- (m) determine who are its Members;
- (n) establish a Board, commissions, committees and other groups and to delegate its powers and functions to such groups;
- (o) enforce the Rules of Volleyball, and where desirable alter or make new rules for the game of Volleyball in New Zealand;
- (p) develop national, regional and other programmes for playing, coaching and officiating Volleyball;
- (q) establish, organise and control Volleyball matches, fixtures, competitions, tournaments and events in New Zealand, including determining the rules for such matches, fixtures, competitions, tournaments and events;
- (r) to award, grant or otherwise honour achievement and services to Volleyball and VNZ;
- (s) select New Zealand and other representative Volleyball teams and squads;
- (t) undertake research of and about Volleyball to fulfil the Objects of VNZ;
- (u) establish, maintain and have an interest in corporate or other Associations to carry on and conduct all or any part of the affairs of VNZ and for that purpose, to utilise any of the assets of or held on behalf of VNZ;
- (v) print and publish any newspapers, periodicals, books or leaflets and develop and implement any computer systems or software packages that VNZ may consider desirable for the promotion of its Objects;
- (w) produce, develop, create, licence and otherwise exploit, use and protect Intellectual Property;
- (x) purchase or otherwise acquire all or any part of the property, assets and liabilities of any one or more companies, institutions, incorporated societies or organisations whose activities or objects are similar to those of VNZ, or with which VNZ is authorised to amalgamate or generally for any purpose designed to benefit VNZ;

do any other acts or things which further the Objects of VNZ, provided that the above powers shall not limit the rights and powers of VNZ as an incorporated society under the Act.

PART II – MEMBERSHIP

5 CATEGORIES OF MEMBERS

The categories of membership of VNZ, (collectively called “Members”) shall be:

- 5.1 **Regional Associations:** as described in Rule 6.
- 5.2 **Individual Members:** as described in Rule 7.
- 5.3 **Life Members:** being persons who have been granted a Life Membership of VNZ (under Rule 8) for outstanding contribution or service to Volleyball or VNZ.
- 5.4 **Other categories:** being any other category or categories of membership of VNZ determined by the Board, from time to time.

6 REGIONAL ASSOCIATIONS

- 6.1 There shall be Regions, as determined by the Board and as described in the Regulations.
- 6.2 Each Region shall have only one (1) Regional Association.
- 6.3 In addition to the obligations of a Regional Association as a Member under Rules 10 and 11, each Regional Association shall:
 - (a) administer, promote and develop Volleyball in its particular Region in accordance with the Objects of VNZ;
 - (b) be an incorporated society under the Act;
 - (c) have as its members, Volleyball Clubs, Individual Members and any other members it considers appropriate;
 - (d) appoint up to two(2) Delegates annually to represent it at AGM's or SGM's;
 - (e) adopt the Objects of VNZ and adopt a constitution which is consistent with this Constitution;
 - (f) apply its property and capacity in pursuit of the Objects of VNZ, the Objects of the Regional Association and Volleyball;
 - (g) do all that is reasonably necessary to enable the Objects of VNZ and the objects of the Regional Association to be achieved;
 - (h) act in good faith and with loyalty to VNZ to ensure the maintenance and enhancement of VNZ and Volleyball, and its reputation, and to do so for the collective and mutual benefit of the Members and Volleyball;
 - (i) operate with, and promote, mutual trust and confidence between VNZ and the Members;
 - (j) at all times act in the interests of the Members and Volleyball.

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- 6.4 Each Regional Association shall provide to VNZ a copy of its constitution and all amendments to it. The Board may direct a Regional Association to amend its constitution if it, or any rule within it, is inconsistent or in conflict with this Constitution or the Regulations.
- 6.5 Subject to Rule 11, each Regional Association shall maintain a register of its members in the format determined by the Board. Each Regional Association shall provide its register of members, and all details contained within it, to VNZ as requested from time to time.
- 6.6 The Board may intervene in the management of a Regional Association in whatever manner it considers appropriate, (including appointing a person or persons to act in place of the Board of the Regional Association), if the Board considers the Regional Association:
- (a) Is having significant administrative, operational or financial difficulties; or
 - (b) Has breached a term of any agreement entered into between VNZ and the Regional Association; or
 - (c) Takes, or has taken against it, any action or proceedings to liquidate it; or
 - (d) Enters into a compromise or arrangement with its creditors, other than a voluntary liquidation for the purpose of amalgamation with another Regional Association; or
 - (e) A mortgagee or other creditor takes possession of any of its assets;
- and the Board considers that to do so is in the best interests of VNZ and Volleyball.

7 INDIVIDUAL MEMBERS

- 7.1 An Individual Member is:
- (a) a person who is a member of a Club, or
 - (b) a person who is a member of a School Team, or
 - (c) an Officer or other Appointed Personnel of VNZ, or
 - (d) a person who is an officer of a Regional Association or a Club, or
 - (e) is a Life member as described under Rule 8, or
 - (f) a VNZ Service Award Holder, or
 - (g) any interested person, or
 - (h) an individual who:
 - (i) plays or

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- (ii) referees or officiates, or
- (iii) is a Primary Care Personnel, or
- (iv) is a National Representative, or
- (v) coaches or manages any Volleyball Team competing, or

in any Volleyball game held by or under the auspices of VNZ, a Regional Association or a Club.

7.2 An individual in Rule 7.1 will become an Individual Member upon, any of the following:

- (a) becoming a member of a Regional Association or Club and paying any membership or other fees due to that Regional Association or Club; or
- (b) the individual's election or appointment as an Officer, an Appointed Personnel, or as an officer of a Regional Association or a Club.

8 LIFE MEMBERS

8.1 A person shall become a Life Member by nomination, recommendation and then vote by two-thirds majority of those entitled to vote at an Annual General or Special General Meeting. Such process shall be carried out in accordance with the Regulations.

8.2 A Life Member shall have the same rights and obligations as all other Members, except s/he shall have no right to vote at an Annual General or Special General Meeting.

9 MEMBERSHIP FEES

9.1. The Board shall determine:

- (a) the membership fee and/or other fees ("the Membership Fee") payable by Regional Associations to VNZ;
- (b) the due date for the fee(s), and
- (c) the manner of payment for the fee(s).

9.2 Regional Associations may determine membership and other fees for their members, (in the case of Clubs), and for Individual Members, provided that such fees shall comply with the Regulations. The Board may investigate, and if it considers appropriate, direct a Regional Association and/or to alter the nature and/or amount of any fees, in accordance with the Regulations.

10 MEMBERS RIGHTS AND OBLIGATIONS

10.1 Members acknowledge and agree that:

- (a) This Constitution constitutes a contract between each of them and VNZ and that they are bound by this Constitution and the Regulations;
- (b) They shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board;
- (c) They are subject to the jurisdiction of VNZ;
- (d) This Constitution and Regulations are necessary and reasonable for promoting the Objects of VNZ;
- (e) This Constitution and Regulations are made in the pursuit of a common object, namely the mutual and collective benefit of VNZ, its Members and Volleyball;
- (f) They are entitled to all benefits, advantages, privileges and services of membership as conferred by this Constitution.

11 REGISTER OF MEMBERS

- 11.1 The Chief Executive Officer shall keep and maintain a Register in which shall be entered the full name, address, class of membership, (and if an Individual Member), their occupation and date of entry of each Member, and each Board Member.
- 11.2 All Regional Associations shall provide written notice of any change to the details in Rule 11.1 to VNZ within thirty (30) days of such change.
- 11.3 All Individual Members and Board Members consent under the Privacy Act 1993 to the details set out in Rule 11.1 being held, stored, used and distributed by VNZ to any Member, any Board Member, any Sponsor or any media person for the purposes of the promotion, administration and development of Volleyball.
- 11.4 Any entry on the Register shall be available for inspection by Members and Board Members, upon reasonable request.

12 TERMINATION OF MEMBERSHIP

- 12.1 A Club or an Individual Member may withdraw its membership of VNZ by giving notice in writing to the Board. Upon payment of any debts or outstanding fees to VNZ and/or to any Member, that Member's membership of VNZ will automatically cease.
- 12.2 A Member who has withdrawn their membership of a Regional Association or has their membership terminated by a Regional Association, shall be deemed to have also withdrawn or terminated their membership of VNZ, respectively. A Member who withdraws their membership of VNZ or has their membership terminated by VNZ, shall be deemed to have also withdrawn or terminated their membership of the relevant Regional Association.

- 12.3 A Member may have its or their membership of VNZ terminated if the Board, after reasonable enquiry, considers that the member did not or is unable to comply with a reasonable Board decision, this Constitution, the Regulations, or any Policies or reasonable directions of the Board.
- 12.4 A member may have its or their membership of VNZ terminated if fees or other payments to VNZ are due and outstanding only if VNZ has first given that member written notice specifying the payment due and demanding payment within a specified period being not less than five working days.
- 12.5 Before the Board makes a decision to terminate the membership under either Rules 12.3 or 12.4 the member the subject of such a decision shall be given five working days' notice by the Board of the intended resolution and shall have the right to be present to make submissions and be heard at the Board meeting at which the resolution to terminate membership is to be considered.
- 12.6 Any Member whose membership is terminated under Rule 12.5 may appeal the decision to an Annual General or Special General Meeting called for that purpose. The appeal shall be allowed if two-thirds majority of those entitled to vote at an Annual General or Special General meeting do so in favour of such appeal.
- 12.7 Membership, which has been terminated under this Constitution, may be reinstated at the discretion of the Board.
- 12.8 A Member which ceases to be a Member of VNZ shall forfeit all rights in and claims upon VNZ and its property, and shall not use any property of VNZ, including Intellectual Property. Where a Club ceases to be a Member it shall also forfeit all rights to be present or represented at an Annual General or Special General Meeting.

PART III – OFFICERS AND BOARD

13 OFFICERS

- 13.1 The Officers of VNZ shall be:
- (a) the Patron,
 - (b) the President.
- 13.2 The Patron and President shall be invited by the Board to be the Patron or President. S/he shall be entitled to attend and speak at Annual General or Special General meetings but shall have no right to vote.
- 13.3 The term of office of the President shall be two years. He/she shall be eligible for a further term of office at the conclusion of that term.
- 13.4 The President is to represent VNZ interests at all International meetings as required by FIVB to attend, or as determined by the Board.

14 BOARD

14.1 Role of the Board

VNZ shall be governed by a Board. The Board is responsible for determining strategies, policies and financial arrangements of, and for, VNZ.

14.2 Membership of the Board

The Board shall consist of:

- (a) four (4) persons elected by the Annual General Meeting, under Rule 14.3.1 (“Elected Board Members”),
 - (b) three (3) persons appointed by the Board Appointment Panel, under Rule 14.3.7 (“Appointed Board Members”), and
- (collectively called “Board Members”).

14.3 Election/Appointment of the Board

- 14.3.1 The Elected Board Members shall be elected by a majority of those entitled to vote at an Annual General Meeting, following nomination by at least one (1) Regional Association.
- 14.3.2 Nominations for Elected Board Members may be made in the approved form by Regional Associations, and the Board, and shall be received at the registered office of VNZ by not less than thirty (30) days before the date set for the Annual General Meeting.
- 14.3.3 The Appointed Board Members shall be appointed by the Board Appointment Panel, under Rule 14.3.7.
- 14.3.4 The Board Appointment Panel shall be established by the Board by no later than 60 days prior to the Annual General Meeting each year. It shall consist of three (3) persons being:
 - (a) one (1) nominee of Sport New Zealand (SNZ) or an equivalent organisation, as determined by the Board,
 - (b) two (2) other persons nominated by the Board.
- 14.3.5 Applications for Appointed Board Members may be made in writing by any person and shall be received at the registered office of VNZ by no later than twenty (20) days before the Annual General Meeting. In addition the Board Appointment Panel may advertise publicly or invite applications for Appointed Board Members.
- 14.3.6 An applicant for an Appointed Board Member may also be a nominee for an Elected Board Member, provided that if such nominee is elected as an Elected Board Member at the Annual General Meeting, their application as an Appointed Board Member shall automatically be withdrawn. The Chief Executive Officer shall forward all applications for Appointed Board

Members (together with all nominations for Elected Board Members) to the Board Appointment Panel.

14.3.7 Following assessment, and if necessary considering further information obtained from the applicants, the Board Appointment Panel shall determine, within fourteen (14) days after the Annual General Meeting, the Appointed Board Members. The number of Appointed Board Members shall be such number as is necessary to maintain three (3) Appointed Board Members on the Board.

14.3.8 Following the election and appointment of Board Members under Rules 14.3.1 and 14.3.7, the Board Members shall, within one (1) month of the end of the Annual General Meeting, appoint a Chairperson of the Board.

14.4 **Term of Office of Board Members**

14.4.1 The term of office for all Board Members shall be three (3) years, expiring at the conclusion of the relevant Annual General Meeting. Any Board Member may be re-elected (under Rule 14.3.1) or re-appointed (under Rule 14.3.7) to the Board for a maximum of two (2) subsequent and consecutive terms of office.

14.4.2 A Board Member shall cease to hold office from the date that any one of the disqualifications from holding the office of a company director under section 151 of the Companies Act 1993 applies to that Board Member.

14.5 **Rights of Board Members**

All Board Members shall have the right to attend, speak and vote at all Board meetings.

14.6 **Vacancies on the Board**

Any vacancy in the Board, which occurs during any Board Member's term of office, may be filled by the Board but in the case of a vacancy of an Elected Board Member only after the vacancy has been notified to all Regional Associations.

14.7 **Powers of the Board**

The Board shall have the power to:

- (a) develop and implement strategies, policies and procedures for the administration, promotion and development of Volleyball in New Zealand;
- (b) develop and implement prudent policies to protect and enhance VNZ's finances and property;
- (c) employ the Chief Executive Officer or similar principal employee, determine the terms and conditions of employment, and, if necessary, terminate such employment;
- (d) establish, appoint and determine the composition of all committees, subcommittees and/or Commissions and other groups as required under Rule

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- (e) establish such commissions, committees and groups as it considers appropriate to assist it to carry out its responsibilities;
- (f) establish such corporate and other Associations to carry on and conduct all or any part of the affairs of VNZ;
- (g) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (h) delegate such powers as it considers appropriate to employees, commissions, committees or other groups appointed by it;
- (i) publish and enforce the Rules of Volleyball;
- (j) determine the yearly calendar for international, national and regional tournaments, events and competitions in New Zealand;
- (k) employ, engage or otherwise appoint coaches, managers, umpires and other support personnel for national representative Volleyball teams and competitions, determine the terms and conditions of such appointments and, if necessary, terminate such appointments;
- (l) appoint such persons as it considers appropriate, determine the terms and conditions of such appointment, to committees, positions and roles within VNZ, (except as otherwise specified in this Constitution or the Regulations), and, if necessary, terminate such appointments;
- (m) ratify New Zealand representative Volleyball teams and squads;
- (n) subject to this Constitution, fill vacancies of the Board, any commissions, committees and other groups which are established by it;
- (o) determine the conditions and rules of national and regional tournaments, events and competitions, held by or under its auspices;
- (p) discipline Members as specified under Rules 12 and 20;
- (q) develop national programmes for playing, coaching, umpiring and officiating Volleyball;
- (r) resolve and determine any disputes or matters not provided for in this Constitution;
- (s) do all other acts and things which are within the Powers and Objects of VNZ and which the Board considers appropriate.

14.8 Meetings of the Board

- 14.8.1 The Board shall meet at such places and times, and in such manner, as it shall determine.

- 14.8.2 The Chairperson shall chair Board meetings, or in his/her absence any other Board Member determined by the Board.
- 14.8.3 A resolution in writing, signed or assented to by facsimile, or other form of visible or other electronic communication by all the Board Members shall be as valid and effectual as if it had been passed at a meeting of Board Members. Any such resolution may consist of several documents in like form each signed by one or more Board Members.
- 14.8.4 A meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:
- (a) all persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (b) notice of the meeting is given to all the Board Members in accordance with the procedures agreed from time to time by the Board and such notice specifies that Board Members are not required to be present in person at the meeting;
 - (c) if a failure in communications prevents Rule 14.8.4(a) from being satisfied and such failure results in the quorum not being met, the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated or adjourned.
- 14.8.5 Any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.
- 14.8.6 A Board Member who is absent from two (2) consecutive Board Meetings without reasonable explanation, shall be deemed to have vacated their office as a Board Member.

14.9 **Voting at Board Meetings**

Each Board Member shall have one vote at Board Meetings (including those Board Members in attendance under Rule 14.8.4). All decisions and resolutions of the Board shall be determined by a vote of a majority of Board Members attending at a Board Meeting. Subject to Rule 14.8.3, voting may be verbal, by show of hands, or secret ballot (if requested by any Board Member).

14.10 **Quorum for Board Meetings**

There shall be no less than four (4) Board Members, two of whom must be elected members, present at a Board Meeting (including a meeting held under Rule 14.8.4) to constitute a quorum.

15 COMMISSIONS, COMMITTEES AND SUBCOMMITTEES AND OTHER GROUPS

The Board shall establish commissions or committees or subcommittees and other groups as deemed necessary to implement the VNZ Strategic plan to the benefit of the game of volleyball. The composition, powers, functions and procedures of such commissions or subcommittees shall be specified in the Regulations.

PART IV – GENERAL MEETINGS

16 ANNUAL AND SPECIAL GENERAL MEETINGS

16.1 Annual General Meeting

16.1.1 The Annual General Meeting of VNZ shall be held within five months of the end of the financial year.

16.1.2 Any Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

16.2 Notice of AGM

Not less than sixty (60) days' notice shall be given by the Chief Executive Officer through Regional Associations to the Members of:

- (a) the date and place for the Annual General Meeting,
- (b) the closing date for nominations of elections and items of business (under Rule 16.3) to be submitted.

16.3 Nominations and Agenda Items

Not less than twenty-eight(28) days before the date set for the Annual General Meeting, agenda items (including any proposed alterations to this Constitution) and nominations under Rule 14.3.1 must be received by the Chief Executive Officer from Regional Associations and the Board.

16.4 Agenda and Business to be discussed

16.4.1 The business which must be discussed at the Annual General Meeting includes: the Annual Report of VNZ, items of business of which notice has been given under Rule 16.2, elections of Elected Board Members, and any alterations to this Constitution.

16.4.2 An agenda containing the business to be discussed at an Annual General Meeting together with a list of Delegates attending, shall be forwarded to all Regional Associations by no later than twenty one (21) days before the date of the meeting. Any additional items of business not listed on the agenda may only be discussed by agreement of the majority of those Members entitled to vote at the meeting.

16.5 Special General Meetings

Special General Meetings of VNZ may be called at any time by a minimum of three (3) Regional Associations, or by the Board, by written notice to the Chief Executive Officer.

16.6 Notice of Special General Meetings

Upon receipt of a request for a Special General Meeting under Rule 16.5 not less than twenty one (21) days' notice must be given to the Regional Associations by the Chief Executive Officer of:

- (a) the date and place for the Special General Meeting, and
- (b) the item(s) of business to be discussed.

16.7 Voting at Annual General or Special General Meetings

- 16.7.1 Each Regional Association present at an Annual General or Special General Meeting by its Delegates shall be entitled to one vote, except that no such Regional Association shall be entitled to vote if it has annual subscription fees owed to VNZ but unpaid for two consecutive years as at the date of the Annual General or Special General Meeting where such Regional Association would otherwise be entitled to vote.
- 16.7.2 Voting shall be by a majority of those Delegates present and entitled to vote, except for alterations to this Constitution (under Rule 22) and the appointment of a liquidator, (under Rule 24) which shall be by two-thirds of the majority of those entitled to vote.
- 16.7.3 Voting may be by a show of hands, or if requested by two (2) Delegates present at the meeting, by secret ballot. The Chairperson of the meeting shall have a casting vote. There shall be no proxy votes. The method of voting shall be as specified in the Regulations.

16.8 Postal Votes

- 16.8.1 Where the Board considers it appropriate to do so, voting for an Annual General Meeting may occur by post. For the purpose of this Rule "post" includes facsimile, electronic mail, or other form of visible or other electronic communication. The procedure for postal voting shall be as specified in the Regulations.

16.9 Quorum

At least 60% of the total voting strength of the Delegates must be present at an Annual General Meeting to constitute a quorum.

PART V – FINANCIAL MATTERS

17 FINANCIAL YEAR

- 17.1 The financial year of VNZ shall end on the 30th day of June in each year, and may be altered from time to time by the Board.

18 ANNUAL REPORT

- 18.1 The Board shall prepare an Annual Report for presentation to the Annual General Meeting which contains:

- (a) the audit review of annual financial statements as required under the Act, and
- (b) an annual report of the year's activities,
- (c) the review report of a member of the Institute of Chartered Accountants of New Zealand as provided in Rule 18.2.

(collectively known as the "Annual Report").

- 18.2 The annual financial statement in Rule 18.1(a), shall be reviewed by a member of the Institute of Chartered Accountants of New Zealand under a review engagement. The auditor shall be a practising chartered accountant and that review report shall be included with the financial statements in the Annual Report.

19 COMMON SEAL

- 19.1 VNZ shall have a common seal.
- 19.2 The Board shall determine when the common seal is to be used and make provision for its safe custody, subject to the Act.

PART VI - DISCIPLINE OF MEMBERS

20 DISPUTES

20.1 Disputes to be determined by the Board in the first instance

Except as provided for in Rule 27 (disputes as to interpretation of the Constitution) all disputes shall be determined in the first instance by the Board subject to its jurisdiction, procedures, penalties and regulations (if any) applicable to the dispute and in any event always subject to the rules of natural justice.

20.2 Appeal to the Sports Tribunal of New Zealand

Any part to such a dispute may appeal a decision of the Board to the Sports Tribunal of New Zealand within ten working days from the date that person was notified of the

decision of the Board on the dispute and otherwise subject to the rules and procedures of the Sports Tribunal of New Zealand.

PART VII - MISCELLANEOUS

21 APPLICATION OF INCOME

- 21.1 The income and property of VNZ shall be applied solely towards furthering the Objects.
- 21.2 Except as provided in this Constitution:
- (a) no portion of the income or property of VNZ shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Board Member; and
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by VNZ to any Board Member or Officer.
- 21.3 Nothing in Rules 21.2(a) or (b) shall prevent payment in good faith of, or to any, Member or Board Member for:
- (a) any services actually rendered to VNZ whether as an employee or otherwise;
 - (b) any goods supplied to VNZ in the ordinary and usual course of operation;
 - (c) interest on money borrowed from any Member or Board Member;
 - (d) rent for premises demised or let by any Member or Board Member to VNZ;
 - (e) any out-of-pocket expenses incurred by the Member or Board Member on behalf of VNZ or any other reason;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

22 ALTERATION TO THE RULES

- 22.1 Subject to Rule 22.2, this Constitution may only be amended, added to or repealed by resolution of a two-thirds majority vote of those entitled to vote at an Annual General Meeting.
- 22.2 No alteration to Rule 3 (Objects), Rule 21 (Application of Income) or Rule 24, (Liquidation) shall commence until approved by the Inland Revenue Department. This Rule, and the effect of it, shall not be removed from this Constitution and shall be included and implied into any Constitution replacing this Constitution.
- 22.3 Notice of an intention to alter this Constitution must be given by a Regional Association or the Board to the Chief Executive Officer no later than thirty (30) days prior to an Annual General or Special General Meeting.

23 REGULATIONS

- 23.1 The Board may determine and amend such Regulations as it considers necessary or desirable. Such Regulations must be consistent with the Objects of this Constitution
- 23.2 All Regulations shall be binding on VNZ and the Members.
- 23.3 All Regulations and any amendments to them, shall be advised to all Members in writing or electronically as approved by the Board.
- 23.4 All Standing Orders and Championship Rules which prior to the commencement of this Constitution were in force shall be deemed to continue in force as Regulations until revoked or otherwise altered by the Board.

24 LIQUIDATION

- 24.1 VNZ may voluntarily be put into liquidation if:
 - (a) a two-thirds majority vote of those entitled to vote at a Special General or Annual General Meeting passes a resolution appointing a liquidator; and
 - (b) such resolution is confirmed in a subsequent Special General Meeting, called for that purpose, and held not later than thirty (30) working days, after the date on which the resolution was passed.
- 24.2 Upon appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of VNZ.
- 24.3 Any surplus assets of VNZ, after payment of all costs, debts, and liabilities, shall subject to any trust effecting the same, be disposed of by distributing, giving or transferring them to some body or bodies having objects similar to the Objects.
- 24.4 The body or bodies in Rule 24.3 must prohibit the distribution of its or their income and property among its or their members to at least the same or greater an extent as is imposed on VNZ under this Constitution. The body or bodies shall not be carried on for profit and shall have an approved tax exemption.
- 24.5 The body or bodies in Rules 24.3 and 24.4 shall be determined by the Members in a Special General Meeting at or before the time of liquidation. If the Members are unable to decide the body or bodies shall be determined by the liquidator.

25 INDEMNITY

VNZ shall indemnify its Board Members, Officers, and employees against all damages and costs (including legal costs) for which any such Board Member, Officer, or employee may be, or become, liable to any third party as a result of any act or omission, except wilful misconduct:

- (a) in the case of a Board Member or Officer, performed or made whilst acting on behalf of and with the authority, express or implied, of the Board, and

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- (b) in the case of an employee, performed or made in the course of, and within the scope of their employment by VNZ.

26 INTELLECTUAL PROPERTY

- 26.1 The colours of VNZ shall be determined by the Board and described in Regulations.
- 26.2 Members acknowledge and agree these colours are for the exclusive use of VNZ and not for use by Members.

27 DISPUTES AND MATTERS NOT PROVIDED FOR

- 27.1 Subject to Rule 27.2, if any dispute arises out of the interpretation of this Constitution or the Regulations, or any matter arises which is not provided for in this Constitution or the Regulations, then such dispute or matter shall be referred in writing to the Board, whose decision shall be final and binding.
- 27.2 If the dispute or matter in Rule 27.1 is between the Board and a Member, or between any one(1) or more Board Members, ("the parties") the dispute or matter shall be resolved by the following process:
- (a) By the parties acting in good faith to seek an agreement; or failing such agreement,
 - (b) By a party or the parties appointing an independent person to mediate between them; or failing agreement at such mediation,
 - (c) By arbitration under the Arbitration Act 1996, by giving written notice of such arbitration by a party to the other party and (if not a party) the Board. Such arbitration shall be heard and determined by a single arbitrator to be appointed by the President of the New Zealand Law Society. The procedure for the arbitration shall be determined by the arbitrator. The decision of the arbitrator shall be final and binding.

28 DEFINITIONS

The words and phrases used in this Constitution shall mean as follows:

"Act" means the Incorporated Societies Act 1908 and its amendments.

"Annual General Meeting" means meeting held annually as described in Rule 16.1.

"Annual Report" means the report described under Rule 18.1 (a) and (b) and shall include the Auditor's review report of the financial statements and as far as possible reference to member Regional Association activities.

"Appointed Board Member" means a person appointed as a Board Member under Rule 14.3.7.

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“Appointed Personnel” means individuals who are appointed by the Board to positions of responsibility within VNZ and which are unpaid, and includes national selectors and examiners.

“Beach Volleyball”, means the game of Beach Volleyball played under the Rules of Volleyball, or any other similar or modified Volleyball game, the rules of which are determined by the Board.

“Beach Volleyball Team” means up to two (2) Volleyball players, a coach, a manager, and up to two Primary Care Personnel, unless otherwise specified by the Board.

“Board” means the Board as defined in Rule 14.2.

“Board Appointment Panel” means the panel of persons established under Rule 14.3.4 to determine the Appointed Board Members.

“Board Members” means the Elected Board Members and the Appointed Board Members elected and appointed, respectively under Rules 14.3.1 and 14.3.7.

“Championship Rules” means the championship rules of VNZ which existed prior to the commencement of this Constitution.

“Chief Executive Officer” means the Chief Executive Officer of VNZ for the time being appointed under Rule 14.7(c).

“Club” means a group of individuals calling themselves a club, whether or not incorporated, which administers, promotes and develops Volleyball (whether as its primary activity or otherwise) in the Region and which is a member of a Regional Association.

“Delegate” means a person elected or appointed to be a representative at an Annual General or Special General meeting under Rule 16.7.

“Elected Board Member” means a person elected as a Board Member under Rule 14.3.1.

“Event” means:

- (a) any national Volleyball competition held by, or under the auspices of VNZ;
- (b) any other competition, tournament, league or game sponsored by or conducted on behalf of VNZ; and
- (c) any international competition, tournament, league or game at which the VNZ is represented; but does not include a game, competition, tournament, or league held by or on behalf of any Regional Association.

“FIVB” means the Federation Internationale de Volleyball, or such other name as is determined by FIVB, which administers and promotes Volleyball internationally.

“Individual Member” means those individuals described in Rule 7.

“Intellectual Property” means all rights or goodwill in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks relating to VNZ or any event, or any competition or Volleyball activity or programme of or conducted, promoted or administered by VNZ.

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“Life Members” means those individuals described in Rule 8.

“Members” means the members of VNZ as described in Rule 5.

“Membership Fee” means the fee or fees payable to VNZ under Rule 9.

“National Representative” means a player or other member of a Volleyball Team or Beach Volleyball Team or Volleyball or Beach Volleyball squad which has been selected to play the game in an event or competition as a representative of New Zealand, and includes a referee selected to represent New Zealand.

“Objects” means the objects of VNZ described under Rule 3.

“Officer” means the individuals appointed under Rule 13.1.

“Primary Care Personnel” means an individual who provide services to members of a Volleyball Team including physiotherapy, massage, fitness, nutrition, and other sports science and medical services.

“Region” means a geographical area of New Zealand as described in the Regulations.

“Regional Association” means an incorporated society in a Region as described in Rule 6.

“Register” means the register of members specified in Rule 11 and includes the registers of Members held by each Regional Association.

“Regulations” means the regulations determined under Rule 23.

“Rule” means a rule of this Constitution.

“Rules of Volleyball” means the rules of the game of Volleyball determined and published from time to time by FIVB.

“School Team” means a Volleyball Team representing a school in a Region.

“Sponsor” means any person or organisation which sponsors (whether by money or otherwise) or otherwise provides funding to VNZ for any of its products and services including matches, competitions and events.

“Sports Disputes Tribunal of New Zealand” means the tribunal established by Sport and Recreation New Zealand under the Sport and Recreation New Zealand Act 2002 to hear and determine sports related disputes, including appeals.

“Standing Orders” means the standing orders of VNZ which existed prior to the commencement of this Constitution.

“Volleyball”, means the game of Volleyball played under the Rules of Volleyball, or any other similar or modified Volleyball game, the rules of which are determined by the Board.

“Volleyball Team” means up to twelve (12) Volleyball players, a coach, a manager, and up to two Primary Care Personnel, unless otherwise specified by the Board.