



**CONSTITUTION OF
VOLLEYBALL
TAURANGA
INCORPORATED**

PART I – OBJECTS & POWERS

1. NAME

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

2. REGISTERED OFFICE

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

3. OBJECTS

The objects of VTI are to:

- (a) be a member organisation (as determined by the Volleyball New Zealand Inc (VNZ) constitution) and Volleyball Bay of Plenty (VBOP)
- (b) promote volleyball as a game in the wider Western Bay of Plenty region for the benefit, recreation and entertainment of all
- (c) be a member representing Volleyball New Zealand Inc and as such enforce the rules and regulations of VNZ
- (d) encourage participation and achievement in volleyball
- (e) promote and assist when appropriate allocated events
- (f) publish and enforce the rules of VTI and VNZ as applicable
- (g) promote the health and safety of all participants (members)
- (h) encourage and promote volleyball as a sport to be played in a manner which upholds the principles of fair play and is free from performance-enhancing drugs
- (i) maintain and enhance the reputation of VTI 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 Western Bay of Plenty
- (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 VTI and volleyball - its standards, quality and reputation - for the collective and mutual benefit of the members
- (o) at all times operate with, and promote, mutual trust and confidence between VTI and the members in pursuit of these objects
- (p) at all times act on behalf of, and in the interests of, the members and volleyball in wider Western Bay of Plenty.

4. POWERS

The powers of VTI are to:

- (a) purchase, lease, hire or otherwise acquire and hold real and personal property, rights, and privileges
- (b) control, invest and raise funds to the financial benefit and objects of VTI
- (c) sell, lease or otherwise dispose of any property of VTI and 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, charitable grants, sponsorship or otherwise
- (f) determine regulations, policies and procedures for the governance and management of volleyball in wider Western Bay of Plenty.
- (g) determine, implement and enforce disciplinary procedures for its members, including imposing sanctions
- (h) employ, contract, determine and terminate staff and engage the services of personnel and organisations to work for, and with, VTI
- (i) contract, engage or otherwise arrange with any person or organisation to fulfil the objects of VTI
- (j) be a member of, and contribute to the promotion of VNZ and national volleyball
- (k) be a member or affiliate of, 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 VTI
- (l) determine who are its members

- (m) establish an Executive, committees and/or other groups and to delegate its powers and functions to such groups
- (n) enforce the rules of volleyball and, where desirable, alter or make new rules for the game of volleyball in wider Western Bay of Plenty.
- (o) establish, organise and control volleyball matches, fixtures, competitions, tournaments and events in Western Bay of Plenty, including determining the rules for such matches, fixtures, competitions, tournaments and events
- (p) award, grant or otherwise honour achievement and services to volleyball and VTI
- (q) select and support Volleyball Tauranga Club representative volleyball teams and squads
- (r) undertake research of and about volleyball to fulfil the objects of VTI
- (s) establish, maintain and have an interest in corporate or other incorporates to carry on and conduct all or any part of the affairs of VTI
- (t) print and publish any newsletters, books or leaflets and develop and implement any computer systems or software packages that VTI may consider desirable for the promotion of its objects
- (u) produce, develop, create, license and otherwise exploit, use and protect intellectual property
- (v) 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 like those of VTI, or with which VTI is authorised to amalgamate, for any purpose designed to benefit VTI
- (w) do any other acts or things which further the objects of VTI, provided that the above powers shall not limit the rights and powers of VTI as an incorporated society under the Incorporated Societies Act 1908 (the Act).

4.1 NOTICES

- 1 Subject to any other notice provision in this Constitution, any notice or other communication given under this Constitution must be in writing and delivered by email (or other form of electronic address approved by the Board) and will be sent to :
 - (a) A member to the email address set out in the Contact details :
 - (b) Volleyball Tauranga to info@volleyballtauranga.co.nz
- 2 A notice is deemed to have been received by email, upon production of a physical copy of the email detailing the time and the date of the email was sent (provided that the sender does not receive any “out of office” auto reply or other

indication of non-receipt), provided that any notice or communication received or deemed received after 5pm on a Working Day, or on a day which is not a Working Day, will be deemed not to have been received until the next Working Day.

4.2 CONTACT PERSON

- 1 At its first meeting following an AGM, the Board must appoint or reappoint at least one and a maximum of three persons to be the Contact Person, subject to those persons meeting the eligibility criteria in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person or that person's Contact details.
- 2 Section 114 of the Act says a Contact Person must be at least 18 years old and ordinarily resident in New Zealand, and may hold the position in conjunction with another office in the society.

PART II - MEMBERSHIP

5. CATEGORIES OF MEMBERS

The categories of membership of VTI (collectively called "members") shall be:

5.1 Member Organisations

- 5.1.1 There may be member organisations as determined by the Executive and as described in the VTI regulations. E.g. Schools, Clubs.
- 5.1.2 Member organisations must be current financial members of Volleyball Tauranga Incorporated.
- 5.1.3 Each member organisation shall be autonomous of any other member organisation.

5.2 Individual Members

5.2.1 An individual member is:

- (a) a person who is a member of a member organisation; or
- (b) a person who is a member of a school team; or
- (c) an officer or another appointed personnel of VTI; or
- (d) a person who is an officer or Executive member of VTI or a member organisation; or

(e) a life member as described under Rule 5.3; or

(f) an individual who:

- (i) plays; or
- (ii) referees or officiates; or
- (iii) is a primary care personnel; or
- (iv) is a regional representative; or
- (v) coaches or manages any volleyball team competing in any volleyball game held by or under the auspices of VTI

5.2.2 Persons in Rule 5.2.1 will become an individual member upon any of the following:

- (a) becoming a member of a member organisation and paying any membership or other fees due to that member organisation; or
- (b) becoming a member of a school team (Rule 5.2.1(g)) and through the school paying any membership or other fees due to the school; or
- (c) the individual's election or appointment as an officer, an Executive member or as an officer of a member organisation.

5.3 Life Members

Being persons who have been granted a life membership of VTI for outstanding contribution or service to volleyball or VTI.

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

5.3.2 A life member shall have the same rights and obligations as all other members and entitled to one vote at an AGM or Special General Meeting.

5.4 Other Categories

Being any other category or categories of membership of VTI determined by the Executive, from time to time.

6. MEMBERSHIP FEES

6.1 The Executive shall annually determine:

- (a) the membership fee and/or other fees ("the membership fee") payable by member organisations, schools or individual members to VTI; and
- (b) the due date for the fee(s); and
- (c) the manner of the payment for the fee(s).

7. MEMBERS' RIGHTS AND OBLIGATIONS

- 7.1 Members and their individual members acknowledge and agree that:
- (a) this constitution is a contract between each of them and VTI 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 Executive
 - (c) they are subject to the jurisdiction of VTI
 - (d) this constitution and the regulations are necessary and reasonable for promoting the objects of VTI
 - (e) this constitution and the regulations are made in the pursuit of a common object, namely the mutual and collective benefit of VTI, its members and volleyball in Tauranga
 - (f) they are entitled to all benefits, advantages, privileges and services of membership as conferred by this constitution.

8. REGISTER OF MEMBERS

- 8.1 A register shall be kept and maintained in the office of VTI, in which shall be entered the name, contact details, class of membership and date of entry of each Executive member, member organisation, school and individual member as applicable.
- 8.2 All members shall provide written notice of any change to the details in Rule 8.1 to VTI within twenty-one (21) days of such change.
- 8.3 All individual members and Executive members consent under the Privacy Act 2020 to the details set out in Rule 8.1 being held, stored, used and distributed by VTI to any Executive member, sponsor or media person for the purposes of the promotion, administration and development of volleyball, unless advised to the contrary and within the parameters of the Privacy Act 2020.

9. TERMINATION OF MEMBERSHIP

- 9.1 A member organisation or an individual member may withdraw its/their membership of VTI by giving notice in writing to the Executive. Upon payment of any debts or outstanding fees or return of property to VTI and/or to any member, that member's membership of VTI will automatically cease.

- 9.2 A member may have its or their membership of VTI terminated if the Executive, after reasonable enquiry, considers that the member did not or is unable to comply with a reasonable Executive decision, this constitution, the regulations or any policies or reasonable directions to the Executive.
- 9.3 A member may have its or their membership of VTI terminated if fees or other payments or return of property to VTI are due and outstanding only if VTI has first given that member written notice specifying the payment due and demanding payment within a specified period being not less than five (5) working days.
- 9.4 Before the Executive decides to terminate the membership under either Rule 9.2 or 9.3 the member shall be given five (5) working days' notice by the Executive of the intended resolution and shall have the right to be present to make submissions and be heard at the Executive meeting at which the resolution to terminate membership is to be considered.
- 9.5 Any member whose membership is terminated under Rule 9.4 may appeal the decision to Volleyball New Zealand.
- 9.6 Membership which has been terminated under this constitution may be reinstated at the discretion of the Executive.
- 9.7 A member which ceases to be a member of VTI shall forfeit all rights in and claims upon VTI and its property and shall not use any property of VTI including intellectual property. Where a member organisation 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 - EXECUTIVE

10. EXECUTIVE

- 10.1 The Executive of VTI shall consist of any individual members and appointed members from either within the organisation or outside depending on Executive requirements.
- 10.2 A chairperson shall be elected by majority vote of the Executive.
- 10.3 The chairperson or alternate Executive member shall represent VTI's interest at all regional meetings as required by VTI to attend, or as determined by the Executive.
- 10.4 The secretary and treasurer positions may be held independent of each other, or combined, as determined by the Executive.

- 10.5 If the position of secretary/treasurer is held by VTI employed personnel or an independent contractor he/she shall have no right to vote.

11. EXECUTIVE ROLE AND RESPONSIBILITY

VTI shall be governed by an Executive Committee (the Executive/Board). The Executive/Board is responsible for determining strategies, policies and financial arrangements and monitoring of all Contractors/staff/volunteers of, and for, VTI.

12. MEMBERSHIP OF THE EXECUTIVE/BOARD

The Executive shall consist of no less than four 4 and no more than six 6 members. Not all positions need to be filled. Members elected are as follows.

12.1 Elected Members

- (a) Up to five (5) Executive members from, schools or any individual member shall be individually elected at the Annual or Special General Meeting. A member organisation may not have more than two (2) Executive members either by election or appointment.
- (b) Nominations for elected Executive members shall be received at the registered office of VTI by no later than five (5) working days prior to the Annual or Special General Meeting, following receipt of nomination from their member organisation of representation.
- (c) Should nominations not be received five (5) days prior to the Annual General Meeting, they may be accepted from the floor if the candidate has the support of the Executive/Board.
- (d) The elected members shall be agreed by a majority of those present and entitled to vote at the Annual or Special General Meeting. The term of each elected member shall be for two (2) years and they may be re-elected annually by nomination or as an individual and accepted by the majority of those present and entitled to vote.
- (e) These elections shall be held at the Annual General Meeting or at a Special General Meeting convened for this purpose.

12.2 Appointed Members

- (a) Up to three (3) Executive members may be appointed by an Executive appointments panel.
- (b) The appointments panel does not need to fill the three (3) positions if applicants do not meet the skill set required.
- (c) The term of each appointed member will be for one (1) year, and they may be re-appointed as deemed applicable to the skill set required.

(d) Appointed members have the same voting rights as elected members.

12.3 Conflict of Interest

(a) A conflict of interest register shall be maintained by the secretary.

(b) At the first meeting of the VTI Executive following the Annual General Meeting, all Executive members shall disclose the nature and extent of areas of conflict of interest, and subsequently as matters for discussion arise.

13. ELECTION OF OFFICERS

13.1 One of the elected or appointed members of the Executive shall be elected chairperson at the first Executive meeting following the Annual General Meeting and will perform the duty of representing VTI at VNZ meetings.

13.2 The Executive may elect from the elected/appointed members a secretary and a treasurer as appropriate to the skills required, or engage a paid employee or an independent contractor.

13.3 Confirmation of office bearers will be made at the first meeting of the Executive following the execution of this constitution and whenever a vacancy occurs.

13.4 The Executive may also co-opt up to two (2) members with special areas of expertise to attend Executive meetings. Co-opted persons do not have the right to vote at any meeting they attend except under Rules 13.5 and 13.6. They are co-opted for a period determined by the Executive.

13.5 If an Executive member resigns or is otherwise removed during the term of their office the Executive shall have the power to co-opt any member to fill this vacancy until the next Annual General Meeting. The co-opt is entitled to all permissions of the Executive member.

13.6 If an Executive member asks for leave for health reasons during their term of office the Executive shall have the power to co-opt to fill the vacancy until the Executive member returns. The co-opt is entitled to all permissions of the Executive member.

13.7 A person will immediately be stood down or cease to be an Executive member when she or he:

(a) resigns in writing

(b) acts in a way that is harmful to the incorporated, its operational management or reputation

(c) is declared bankrupt

(d) dies

14. POWERS OF THE EXECUTIVE

The Executive shall have the power to:

- (a) develop and implement strategies, policies and procedures for the administration, promotion and development of volleyball in Western Bay of Plenty
- (b) develop and implement prudent policies to protect and enhance VTI's finance and property
- (c) employ staff, assign contracts, determine the terms and conditions of employment or contract and, if necessary, terminate such employment or contract
- (d) establish, appoint and determine the composition of all committees, subcommittees and/or commissions and other groups as required under Rule 18
- (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 incorporates to conduct all or any part of the affairs of VTI
- (g) co-opt, engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Executive
- (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 tournaments, events and competitions in Tauranga
- (k) appoint coaches, managers, referees and other support personnel for 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 and determine the terms and conditions of such appointment to committees or positions and rules within VTI

(except as otherwise specified in this constitution or the regulations) and, if necessary, terminate such appointments
- (m)ratify Tauranga Club representative volleyball teams and squads
- (n) subject to this constitution, fill vacancies of the Executive, any commissions, committees and other groups which are established by it
- (o) determine the conditions and rules of tournaments, events and competitions held by or under its auspices.

- (p) discipline members as specified under Rules 9 and 28
- (q) resolve and determine any disputes or matters not provided for in this constitution
- (r) do all other acts and things which are within the powers and objects of VTI and which the Executive considers appropriate.

15. MEETINGS OF THE EXECUTIVE

- 15.1 The Executive shall meet at such places and times and in such manner as determined by the regulations.
- 15.2 The chairperson shall chair Executive meetings or, if absent, any other Executive member determined by the Executive shall chair Executive meetings.
- 15.3 A resolution in writing, signed or assented to by any form of visible or other electronic communication by all the Executive members shall be as valid and effectual as if it has been passed at a meeting of Executive members. Any such resolution may consist of several documents in like form each signed by one or more Executive members.
- 15.4 A meeting of the Executive may be held where one or more of the Executive members is not physically present at the meeting provided that:
 - (a) all persons participating in the meeting can 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 Executive members in accordance with the procedures agreed from time to time by the Executive, and such notice specifies that Executive members are not required to be present in person at the meeting
 - (c) if a failure in communication prevents Rule 15.4(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.
- 15.5 Any meeting held where one or more of the Executive members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided an Executive member is there present. If no Executive member is present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

- 15.6 An Executive member who is absent from two (2) consecutive Executive meetings without reasonable explanation or apology shall be deemed to have vacated their office as an Executive member.

16. VOTING AT EXECUTIVE MEETINGS

- 16.1 Each Executive member shall have one vote at Executive meetings including those Executive members in attendance under Rule 15.4. All decisions and resolutions of the Executive shall be determined by a vote of majority of Executive members attending an Executive meeting. Subject to Rule 15.3 voting may be verbal, by show of hands or by secret ballot (if requested by any Executive member).
- 16.2 There will be no casting vote. Where the voting is equal for and against, the status quo will remain.

17. QUORUM FOR EXECUTIVE MEETINGS

There shall be no less than 60% of Executive members, two of whom must be elected members, present at an Executive meeting (including a meeting held under Rule 15.4), to constitute a quorum.

18. COMMISSIONS, COMMITTEES, SUBCOMMITTEES AND OTHER GROUPS

- 18.1 The Executive shall establish commissions or committees, or subcommittees and other groups, as deemed necessary to implement the VTI strategic plan to benefit member organisations, members and volleyball.
- 18.2 The composition, powers, functions and procedures of such commissions or subcommittees shall be specified in the regulations.

PART IV - GENERAL MEETINGS

19. ANNUAL GENERAL MEETING

- 19.1 The Annual General Meeting (AGM) of VTI shall be held within five (5) months of the end of the financial year (31st March annually)

19.1.1 Notice of Annual General Meeting

Not less than twenty-one (21) days' notice shall be given to member organisations and members of:

- (a) the date and place for the Annual General Meeting; and

- (b) the closing date for nominations and items of business (under Rule 21) to be submitted.

20. SPECIAL GENERAL MEETING

- 20.1 Any general meetings, other than the Annual General Meeting, shall be a Special General meeting and shall be held in accordance with this constitution.
- 20.2 A Special General Meeting of VTI may be called at any time by the VTI Executive/Board or a minimum of three (3) member organisations. A written request stating the purpose of the action must be received by the VTI Executive/Board

20.2.1 Notice of Special General Meeting

On receipt of a request for a Special General Meeting under Rule 20 not less than twenty-one (21) days' notice must be given to the member organisations of:

- (a) the date and place for the Special General Meeting; and
- (b) the item(s) of business to be discussed. A SGM must only consider and deal with the business specified in the request for the SGM.

21. NOMINATIONS AND AGENDA ITEMS

Not less than ten (10) days before the date set for the Annual or Special General Meeting, agenda items (including any proposed alterations to this constitution) and nominations under Rule 13 must be received at the regional office from Member organisations, members and the Executive.

22. AGENDA AND BUSINESS TO BE DISCUSSED

- 22.1 The business which must be discussed at the Annual General Meeting includes the Annual Report of VTI, items of business of which notice has been given under Rule 19.1.1 and any alterations to this constitution.
- 22.2 An agenda containing business to be discussed at an Annual General Meeting shall be forwarded to all member organisations and members, and advertised through social media or email, by no later than seven (7) days before the date of the meeting. Any additional items of business not listed on the agenda may only be discussed by majority agreement those entitled to vote at the meeting.

23. VOTING AT ANNUAL GENERAL OR SPECIAL GENERAL MEETINGS

- 23.1 Each nominated representative present at an Annual General or Special General Meeting shall be entitled to one vote, except that no such member shall be entitled to vote if it has fees owing or return of property to VTI as at

the date of the Annual General Meeting or Special General Meeting where such member would otherwise be entitled to vote.

- 23.2 Voting shall be by majority of those delegates and members present and entitled to vote, except for alterations to the constitution (under Rule 30) and the appointment of a liquidator (under Rule 32) which shall be by 60% of the majority of those entitled to vote.
- 23.3 Voting may be by a show of hands or, if requested by at least two (2) delegates present at the meeting, by secret ballot. There shall be no proxy votes. The method of voting shall be as specified in the regulations.
- 23.4 There will be no casting vote. Where the voting is equal for and against – the status quo will remain.
- 23.5 There will be no postal votes.

24. QUORUM

A minimum of five (5) delegates or members must be present at an Annual General Meeting or Special General Meeting to constitute a quorum.

PART V - FINANCIAL MATTERS

25. FINANCIAL YEAR

- 25.1 The financial year end of VTI shall be as at the 31st day of March in each year.

26. ANNUAL REPORT

- 26.1 The Executive shall prepare an Annual Report for presentation to the Annual General Meeting which contains:
 - (a) the annual financial statements as required under the Act; and
 - (b) an annual report of the year's activities; and
 - (c) the biennial review report of a member of the Institute of Chartered Accountants of New Zealand as provided in Rule 26.2

(collectively known as the "Annual Report").
- 26.2 A review report shall be submitted to the AGM every two years. The annual financial statement in Rule 26.1(a) shall be reviewed by a member of the Institute of Chartered Accountants of New Zealand under a review engagement. The auditor if required shall be a practising chartered accountant and that review report shall be included with the financial statements in the Annual Report biennially.

PART VI - DISCIPLINE OF MEMBERS

28. DISPUTES

28.1 Disputes to be Determined by the Executive in the First Instance

Except as provided for in Rule 24 (disputes as to interpretation of the constitution) all disputes shall be determined in the first instance by the Executive 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.

28.2 Appeal to the Sports Tribunal of New Zealand

Any party to such a dispute may appeal a decision of the Executive to the Sports Tribunal of New Zealand within ten (10) working days from the date that person was notified of the decision of the Executive on the dispute and otherwise subject to the rules and procedures of the Sports Tribunal of New Zealand.

PART VII - MISCELLANEOUS

29. APPLICATION OF INCOME

29.1 The income and property of VTI shall be applied solely towards furthering the objects.

29.2 Except as provided in this constitution:

(a) no portion of the income or property of VTI shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member or Executive member; and

29.3 Nothing in Rules 29.2(a) shall prevent payment in good faith of, or to, any member or Executive member for:

(a) any services rendered to VTI whether as an employee or otherwise

(b) any goods supplied to VTI in the ordinary and usual course of operation

(c) interest on money borrowed from any member or Executive member

(d) rent for premises demised or let by any member or Executive member to VTI

(e) any out-of-pocket expenses incurred by the member or Executive member on behalf of VTI 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.

30. ALTERATION TO THE CONSTITUTION

- 30.1 Subject to Rule 30.2, this constitution may only be amended, added to or repealed by resolution of a 60% majority vote of those entitled to vote at an at Annual General or Special General Meeting.
- 30.2 No alteration to Rule 3 (Objects), Rule 29 (Application of Income) or Rule 32 (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.
- 30.3 Notice of an intention to alter this constitution must be given by the VTI Executive to the membership no later than twenty-one (21) days prior to an Annual General or Special General Meeting.
- 30.4 Any alteration to any Clauses within this Constitution can be made if of minor change.

31. REGULATIONS

- 31.1 The Executive may determine and amend such regulations as it considers necessary or desirable. Such regulations must be consistent with the objects of this constitution.
- 31.2 All regulations shall be binding on VTI and the members.
- 31.3 All regulations and any amendments to them shall be advised to all members in writing or electronically as approved by the Executive.
- 31.4 All regulations 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 Executive.

32. LIQUIDATION

- 32.1 VTI may voluntarily be put into liquidation if:
 - (a) a 60% 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 no less than thirty (30) working days after the date on which the resolution was passed.

- 32.2 Upon appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of VTI.
- 32.3 Any surplus assets of VTI, 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 a body or bodies having objects similar to the objects of VTI. Volleyball BOP would be the preferred organization.
- 32.4 The body or bodies in Rule 32.3 must prohibit the distribution of its or their income and property among its members to at least the same or greater an extent as is imposed on VTI under this constitution. The body or bodies shall not be carried on for profit and shall be a registered incorporated society or charitable trust and have an approved tax exemption.
- 32.5 The body or bodies in Rules 32.3 and 32.4 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.

33. INDEMNITY

VTI shall indemnify its Executive members, officers and employees/independent contractors against all damages and costs (including legal costs) for which any such Executive member, officer, employee or independent contractor may be, or become, liable to any third party because of any act or omission, except wilful misconduct:

- (a) in the case of an Executive member or officer, performed or made whilst acting on behalf of and with the authority, express or implied, of the Executive; and
- (b) in the case of an employee/independent contractor, performed or made during and within the scope of their employment by VTI.

34. DISPUTES AND MATTERS NOT PROVIDED FOR

- 34.1 Subject to Rule 34.2, 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 Executive, whose decision shall be final and binding.
- 34.2 If the dispute or matter in Rule 34.1 is between the Executive and a member, or between one (1) or more Executive 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 Executive. 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.

35. 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 19

Annual Report means the report described under Rule 26.1(a) and (b) and shall include the financial statements and review report and, as far as possible, reference to member organisation activities

Appointed Executive member means individuals who are appointed by the VTI Executive to fill vacancies on the Executive to complete a full Executive membership as described in Rule 12.2

Delegate means a person appointed to be a member organisation representative at an Annual General Meeting or Special General Meeting under Rule 23

Elected Executive member means a person appointed as an Executive member under Rule 12.1

Event means:

- (a) any regional volleyball competition held by, or under the auspices of, VTI; and
- (b) any other competition, tournament, league or game sponsored by or conducted on behalf of VTI; and
- (c) any national competition, tournament, league or game at which VTI is represented, but does not include a game, competition, tournament or league held by or on behalf of any member organisation

Executive means the Executive Committee as described in Rule 12

Executive members means the elected Executive members and the appointed Executive members under Rules 12.1 and 12.2

Individual members means those individuals as described in Rule 5.2

Intellectual property means all rights or goodwill in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks relating to VTI

or any event or competition or volleyball activity or programme conducted, promoted or administered by VTI

Life members means those individuals described in Rule 5.3

Members means the members of VTI as described in Rule 5

Membership fee means the fee or fees payable to VTI under Rule 6

Member organisation means a group of individuals calling themselves a member organisation, **which is incorporated**, and administers, promotes and develops volleyball (whether as its primary activity or otherwise) in the Tauranga region

Objects means the objects of VTI as described under Rule 3

Officers means the individuals appointed under Rule 13

Primary care personnel means an individual who provides services to members of a volleyball team including physiotherapy, massage, fitness, nutrition and any other sports science and medical services

Region means a geographical area of New Zealand as described in the VNZ regulations

Register means the register of members specified in Rule 8 and includes the registers of members held by each member organisation

Regulations means the regulations determined under Rule 31

Rule means a rule of this constitution

Sponsor means any person or organisation which sponsors (whether by money or otherwise) or otherwise provides funding to VTI 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

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 Executive

Volleyball team means up to fourteen (14) volleyball players, a coach, a manager and up to two (2) primary care personnel, unless otherwise specified by the Executive

VNZ means Volleyball New Zealand Incorporated, or such other name as is determined by VNZ, which administers and promotes volleyball nationally

VTI means Volleyball Tauranga Incorporated and includes its officers, employees/independent contractors, Executive members and agents

This constitution was adopted by resolution of two-thirds majority vote of those present and entitled to vote at a Special General Meeting (clause 30.1) held on Wednesday 17th September at Tauranga.

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