

## **Constitution of Volleyball Southland Incorporated**

Incorporation Number: 1032516

### **1.0 Name**

1.1 The name of the Association and club is Volleyball Southland Incorporated, hereafter called (“VS”)

### **2.0 Registered Office**

2.1 The Registered Office of VS for the succeeding year shall be situated at such place as is determined by the Executive Board.

### **3.0 Objects**

3.1 The objects of VS are:

- [a] To act through the direction of VNZ as the controlling body of the game of volleyball in Southland including, without limitation, to control, foster, administer, regulate, promote and develop the game of volleyball in the Southland region.
- [b] As the regional association and club VS will arrange matches or contests in Southland between volleyball teams at all levels.
- [c] As the regional association and club VS will institute, control, conduct, license or approve volleyball championships, tournaments and matches in Southland and to adopt, formulate, interpret and enforce rules and regulations for the conduct thereof.
- [h] To do all such things as are incidental or conducive to the attainment and furtherance of the above objects and any other incorporated society’s purposes under New Zealand law, which the Executive Board deems desirable.

### **4.0 Control and Management**

4.1 The control and management of VS as the regional association and club shall be vested in an Executive Board which shall delegate administrative powers and management to the Development Officer or Administrator employed by the Executive Board for that purpose.

### **5.0 The Executive Board**

5.1 The Executive Board shall consist of no less than 4 (four) and no more than 8 (eight) members, not all positions need to be filled to the maximum. Members being elected are as follows:

### **5.1.1 Elected members**

- (a) Up to 2 (two) Executive Board members shall be individually elected at the annual General meeting.
- (b) The term of each elected member shall be for 1 year (if a number of Executive Board members come on at once they will be re-elected on as 1 year, 2 years, three years at the first board meeting after the AGM)
- (c) The elections shall be held at the Annual General Meeting or at a General Meeting convened for the purpose.

### **5.1.2 Appointed Members**

- (a) Up to 6 (six) Executive Board members shall be appointed by a board elected appointments panel.
- (b) The appointments panel do not need to fill the full 6 positions if applications do not meet the skill sets required.
- (c) The term of each elected member shall be for 3 years (if a number of Executive Board members come on at once they will be re-elected on as 1 year, 2 years, three years at the first board meeting after the AGM)

### **5.1.3 Election**

- (a) One of the elected or appointed members of the Executive Board shall be elected Chair at the first executive meeting following the Annual General Meeting and will perform the duty of representing the Association at VNZ meetings.
- (b) The Executive Board shall elect from among their numbers a Secretary and a Treasurer as appropriate to the skills required or a paid employee. An election of office-bearers will be held at the first meeting of the Executive Board following the execution of this Constitution and whenever a vacancy occurs. The positions of Secretary and Treasurer may be combined.

5.2 The Executive Board may also co-opt up to 2 (two) individuals with special areas of expertise to attend Executive Board Meetings. Co-opted person(s) have the right to vote at any meeting they attend. They are co-opted for a period determined by the board and can put forward valid arguments and case written or oral to the board prior to their vote.

5.3 If an Executive Board Member resigns or is otherwise removed during the term of their office the Executive Board shall have the power to co-opt any member to fill the vacancy until the next Annual General Meeting.

5.4 If an Executive Board Member needs a sabbatical for health reasons during the term of their office the Executive Board shall have the power to co-opt to fill the vacancy until the Executive Board Member returns.

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

- a) resigns in writing;
- b) acts in a way that is harmful to the Society, its operational management, or reputation;
- c) dies;
- d) is declared bankrupt;

#### 6.0 **Role of the Executive Board**

6.1 The Executive Board shall strive to achieve the objects set out in this Constitution and shall have the following responsibilities:

- [a] Responsibility for applying the strategic plan and policies of VS within the Southland region.
- [b] Responsibility for the stewardship of the game of volleyball in the Southland region.
- [c] Responsibility for ensuring representation at the VNZ meetings on behalf of the Southland region.
- [d] Responsibility for ensuring the levy and payment of any VNZ annual subscription for VS.
- [e] Overall responsibility for monitoring the performance and portfolios assigned to staff.

#### 7.0 **Role of Development Officer/Administrator**

7.1 The Development Officers role will be to manage and deliver the sport specific development programme for volleyball in Southland as detailed in the VS Strategic Plan and Annual Management Plan.

7.2 The Administrators role will be to deliver and implement the general administration and financial services outcomes for VS as detailed in the VS strategic Plan and Annual Management Plan.

7.3 The Development Officer and the Administrator may be the same person.

## **8. Powers of the Executive Board:**

- [a] To select and control teams to represent Southland
- [b] To purchase, take on lease or in exchange or to otherwise acquire any real or personal property and any rights or privileges necessary or desirable for the purpose of VS and to sell, mortgage, exchange, lease or otherwise deal with property rights or privileges.
- [c] To erect any buildings or carry out any alterations to existing buildings necessary or desirable for the purposes of VS.
- [d] To enter into arrangements for the hire, lease or tenancy of any halls, rooms or premises for tournaments, matches or meetings or as permanent premises for VS and to buy, hire or to otherwise acquire furniture, furnishings, equipment and other effects.
- [e] To invest and lend moneys of VS upon such investment as are from time to time authorised by law for the investment of trust funds, and to make loans to an Affiliated Club with or without security.

## **9.0 Membership**

### **9.1 Membership of VS shall consist of the following:**

- [a] Applications for membership shall be automatic for registered financial individuals in any VS competition team or representative team that are registered financial members of a VS.
- [b] Applications for membership shall be automatic on an individual's election or appointment as an officer of the regional association and club, VS service award holder, or an appointment personnel, coach, referee or executive board member.
- [c] Applications for membership shall be for a life member by nomination, recommendation and then vote by the executive board members. A life member shall have all the same rights and obligations as all other individual registered financial members.
- [d] Members may cease to be members by giving notice in writing to the Executive Board.

### **[e] Expulsion of Members.**

A member shall cease to be a member of VS in any of the following circumstances:-

- If s/he resigns from membership in writing to the Secretary;
- If s/he dies
- If any member has acted in a way that is harmful to the Society that member may be expelled by a majority of the Executive Board.

- The member concerned must:-
  - i) Be given written notice of the proposed expulsion and the reasons, and
  - ii) Be given an opportunity to be heard at the meeting considering the expulsion

#### 10.0 **Annual General Meeting**

- 10.1 The Annual General Meeting shall be held no later than six months after the close of the financial year.
- 10.2 Notice of an Annual General Meeting shall be posted by any appropriate means, by the Executive Board to all members of VS at least 20 days prior to the date fixed for such meeting.

#### 11.0 **Special General Meeting**

- 11.1 A Special General Meeting may be called at any time by the Executive Board and shall be so called upon receipt of a written requisition signed by two registered financial members of the Executive Board and other members of VS setting forth the purpose for which it is desired that such meeting be called. All such meetings shall be called by the Executive Board for a date not later than 8 weeks after receipt of the requisition.

#### 12.0 **Notice of General Meeting**

- 12.1 Notice of a General Meeting shall be posted by any appropriate means, by the Executive Board to all members of VS at least 28 days prior to the date fixed for such meeting.
- 12.2 Such notice shall specify the date, time and place of the meeting and the nature of the business to be transacted.
- 12.3 The non-receipt of any notice shall not invalidate the proceedings at any general Meeting.

#### 13.0 **Money and other assets of the society**

- 13.1 The Society may only Use Money and Other Assets if:  
 It is for a purpose of the Society;  
 It is not for the sole personal or individual benefit of any Member; and  
 That Use has been approved by either the Committee or by majority vote of the Society.

#### 14.0 **Joining Fees, Subscriptions and Levies**

- 14.1 If any Member does not pay a Subscription or levy to VS or VNZ by the date set by the Society, the Secretary will give written notice that, unless the arrears are paid by a nominated date, the Membership will be terminated. After that date, the Member shall (without being released from the obligation of payment of any sums due to the Society) have no Membership rights and shall not be entitled to participate in any Society activity.

15.0 **Additional Powers**

15.1 The Society may:

Employ people for the purposes of the Society;  
Exercise any power a trustee might exercise;  
Invest in any investment that a trustee might invest in;  
Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.

16.0 **Financial Year**

16.1 The financial year of the Society begins on 1<sup>st</sup> April of every year and ends on 31st March of the next year.

17.0 **Assurance on the Financial Statements**

17.1 The Society shall appoint an accountant to review the annual financial statements of the Society ("the Reviewer"). The Reviewer shall conduct an examination with the objective of providing a report that nothing has come to the Reviewer's attention to cause the Reviewer to believe that the financial information is not presented in accordance with the Society's accounting policies. The Reviewer must be a suitably qualified person, preferably a member of the New Zealand Institute of Chartered Accountants, and must not be a member of the Committee, or an employee of the Society. If the Society appoints a Reviewer who is unable to act for some reason, the Committee shall appoint another Reviewer as a replacement.

The Committee is responsible to provide the Reviewer with:

Access to all information of which the Committee is aware that is relevant to the preparation of the financial statements such as records, documentation and other matters

Additional information that the reviewer may request from the Committee for the purpose of the review; and

Reasonable access to persons within the Society from whom the reviewer determines it necessary to obtain evidence.

18.0 **Common Seal**

18.1 VS shall have a common seal which shall be kept in the custody of the Executive Board Secretary or any person delegated by the Executive Board. The common seal shall not be affixed to any document except by the authority of a resolution of the Executive Board and in presence of two members, each of whom shall sign any document to which the common seal is affixed.

19.0 **Proceeding at General Meetings**

19.1 The following provisions shall apply to a General Meeting:

[a] No motion for amendment shall be put to the meeting unless it is put in writing 14 days prior to the meeting.

[b] Voting is 1 (one) vote per registered financial team and members as per section 9.1 (a) and 9.1 (b).

- [c] All contested elections shall be by secret ballot on which a poll may be demanded under sub clause (d) below.
- [d] A motion put to the vote of the meeting shall be decided on the voices or on a show of hands, unless a poll is (before or immediately on the declaration of the result on the voices or show of hands) demanded by at least 2 persons present and entitled to vote, in which event the voting shall be such that each person entitled to vote at the meeting shall have one vote.
- [e] Unless a poll is demanded as aforesaid, a declaration by the chair that a resolution has been carried by a particular majority or lost, and an entry to that effect in the minute book of VS shall be conclusive evidence of the fact.
- [f] In conducting such a poll, the chair shall be entitled to require each person voting at the meeting to nominate the capacity pursuant to sub clause (d) in which such person is so voting and before the chairperson accepts any such vote.
- [g] A quorum shall be 60% of the total voting strength of the delegates and must be present to constitute a quorum.
- [h] Eligible voters which consist of 1 (one) vote per registered financial team and 1 (one) vote per members as identified in section 9.1 (a) and 9.1 (b).

20.0 **Meetings of the Executive Board**

- 20.1 The Executive Board shall meet at least 6 (six) times a year in such places and times as it shall determine.
- 20.2 Notice of every meeting of the Executive Board shall be given to each member at least 7 days before the time fixed for the meeting, but in case of urgency a meeting must be called on shorter notice. Such notice must be given in writing or via any appropriate electronic means.
- 20.3 The following provisions shall apply to all meetings of the Executive Board.
  - (a) The Chair shall take the chair or, in his/her absence, some other member determined by the meeting.
  - [b] All questions shall be decided on a majority vote.
  - [c] Each member shall be entitled to 1 (one) vote and in the case of an equality of votes, the motion shall be lost. The Chair shall have a casting vote.
  - [d] Each member can be present in person, via voice calls or video conference and shall be entitled to 1 (one) vote

[e] Each member can have a proxy vote which must be sent to the chair no less than 3 (three) days prior to the meeting.

[f] The quorum shall be 3 Executive Board members.

## **21. TRUSTEE LIABILITY**

It is declared that:

21.1 The Executive Board are liable only in respect of the money and securities they actually receive, or which, but for their own acts, omissions, neglects, or defaults they would have received;

21.2 The members of the Executive Board are each answerable and responsible respectively only for their **own** acts, receipts, omissions, neglects and defaults and not for those of each other, or of any banker, broker, auctioneers, or other person with whom, or into whose hands, any Society money or security is properly deposited or has come;

21.3 No Executive Board member shall be liable personally for the maintenance, repair, or insurance of any charges on any property belonging to the Society;

21.4 No Executive Board member shall be liable for any loss unless such loss is attributable:

21.4.1 To his or her own dishonesty; or

21.4.2 to the wilful commission by him or her of an act known by him/her to be a breach of trust.

21.5 No Executive Board member shall be bound to take any proceedings against a co-Board member for any breach or alleged breach of trust.

21.6 The Executive Board members shall be indemnified against all costs, charges, losses, damages, and expenses sustained or incurred by them or in or about the execution and discharge of their office or in or about any claim, demand, action, proceeding or defence at law or in equity in which they may be joined as a party.

## **22.0 Winding Up**

22.1 VS may be put into liquidation if VS, at a General meeting, passes a resolution appointing a liquidator and the resolution is confirmed at a General Meeting called together for that purpose and held not later than 30 days after the date on which the resolution to be confirmed was passed. In this clause, the term 'resolution' means a resolution carried by a majority of the valid votes cast by members at a General Meeting in person and for the purposes of this clause, the resolution shall be taken to be confirmed at the subsequent General Meeting if the confirmation is carried by such a majority.



- 22.2 In the event of liquidation there is a surplus, it shall be distributed or disposed of in such a manner as shall be resolved by those present at the second and confirming meeting which the resolution appointing a liquidator is passed.
- 22.3 If the Society is unable to make such a decision, the surplus assets will be disposed of in accordance with the directions of the High Court of NZ, pursuant to section 27 of the Charitable Trusts Act 1957 or any subsequent enactment.
- 22.0 **Alterations to Constitution.**
- 22.1 This Constitution may be amended, added to or repealed by resolution at a General Meeting passed by a majority of not less than two thirds of the votes cast at the meeting.
- 22.2 Except where an alteration is proposed by the Executive Board, notice of intention to propose the alteration shall be given to the Executive Board secretary by the Affiliated Club or Provider or person proposing the same at least 2 calendar months prior to the meeting at which it is intended to propose the alteration. In every case notice of the proposed alteration shall be embodied in the notice calling the meeting.
- 23.0 **Matters Not Provided For.**
- 23.1 If any matter is not provided for in these rules, the Executive Board shall have the power to deal with it.
- 23.2 The Executive Board shall have the sole authority to interpret these rules. The decision of the Executive Board on any question or interpretation or on any matter affecting the Society not provided for in these rules, shall be final and binding on all members.