



# **THE CONSTITUTION**

## **PARAVOLLEY PAN AMERICA ZONE CONFEDERATION**

As adopted at the General Assembly 2021

The Constitution relating generally to the transaction of the business and affairs of ParaVolley Pan America (PVPA).

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# Constitution

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## ARTICLE 1 DEFINITIONS

### 1.1 Definitions

In the policies, procedures and special resolutions of ParaVolley Pan America, unless the context otherwise requires:

- a) WPV Board means the Board of Directors of World ParaVolley
- b) Board means the Board of Directors of ParaVolley Pan America
- c) IPC means the International Paralympic Committee
- d) WADA means the World Anti-Doping Agency
- e) NPC means the National Paralympic Committee
- f) FIVB means the Fédération Internationale de Volleyball

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## ARTICLE 2

### ORGANISATIONAL NAME AND MANDATE

#### 2.1 Name

The name of the organization ParaVolley Pan America Zone Confederation. (PVPA)

#### 2.2 Mandate

ParaVolley Pan America is one of four Zone Confederations of World ParaVolley. The ParaVolley Pan America organisation is a non-profit organisation whose mission is to develop various forms of volleyball at all levels for persons with a physical impairment.

#### 2.3 International Affiliation

ParaVolley Pan America is affiliated through World ParaVolley to the International Paralympic Committee (IPC), and works closely with Pan America National Paralympic Committees, NPC approved National Volleyball Federations and private companies to promote the sport of volleyball for persons with a physical impairment. This includes educational and developmental activities as well as competitions for persons with a physical impairment.

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## ARTICLE 3

### ORGANIZATIONAL PURPOSE AND RESPONSIBILITIES

The business and affairs of ParaVolley Pan America shall be governed by the Board of Directors. The Board is charged with guiding the organization toward the accomplishment of its mandate with the following objectives and responsibilities:

#### 3.1 Objectives

The objectives of ParaVolley Pan America are as follows:

- a) Encourage the growth and development of the disciplines of volleyball for persons with a physical impairment in all nations of the world through an organized program of education and instruction.
- b) Increase Zone membership.
- c) Support the World ParaVolley Commissions for the growth of the specific area.
- d) Develop the sport and activities within the zone.
- e) To investigate the appointment of a ParaVolley Pan America representative to international bodies within the Zone of which it has membership or in which its interests are involved.
- f) Liaise with Paralympic Committees, ParaVolley/Volleyball organisations and other international organisations for persons with a physical impairment within the Zone.

#### 3.2 Responsibilities

Generally, ParaVolley Pan America is responsible for the conduct of the activities of the organization including but not necessarily limited to the following:

- a) To convene all meetings necessary for the organization and administration of ParaVolley Pan America.
- b) To collaborate with WPV in establishing policies, procedures and regulations concerning the certification of coaches, referees, classifiers and technical officials, the structure of international competitions, changes to the Official Volleyball Rules and classification rules, and all other matters which impact directly on the sport.
- c) To ensure that the policies and rules and regulations which govern the sport, approved by vote of the member nations, are implemented.

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- d) To sanction, manage and control the conduct of international volleyball competitions for people with a physical impairment including Zonal Championships, and control the conduct of other zonal competitions.
- e) To ensure compliance with the World Anti-Doping Control as administered by the WADA.
- f) To ensure compliance with the IPC Athlete Classification Code and WPV Medical Codes.
- g) To maintain a documented history of the sport by recording, and reporting on, all Zone sanctioned competitions.

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## ARTICLE 4

### TRANSACTION OF THE AFFAIRS OF THE ORGANIZATION

#### 4.1 Head Office

The headquarters of ParaVolley Pan America shall be established in a location determined by the Board.

#### 4.2 Official Language for the Conduct of Business

The official language of ParaVolley Pan America is English, to be used in all correspondence, for the conduct of all meetings, functions and events. In any question of interpretation of the Constitution, rules, and regulations, the English version shall be the authoritative version and binding.

#### 4.3 Execution of Documents

Any issues or topics to be considered by the Board, any ParaVolley Pan America Commission, Committee, or other group, must be provided in writing in English above a signature, the printed name, the submitting Nation, and their position in the organization submitting it.

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of ParaVolley Pan America or the board by the President, or an appointed representative from the Board. In addition, from time to time the Board may direct the manner and the person or persons by whom any particular instrument or class of instruments shall be signed.

#### 4.4 Banking Arrangements

The banking business of ParaVolley Pan America shall be transacted with such banks, trust companies or other firms or corporations designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and designations of powers as the Board may prescribe or authorize.

#### 4.5 Financial Year

The fiscal year of ParaVolley Pan America shall end on December 31 of each year or as otherwise directed by World ParaVolley.

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## ARTICLE 5 MEMBERSHIP

### 5.1 Qualification

All member nations of World ParaVolley located in the Pan America Zone, as defined by the World ParaVolley Board, are automatically members of the Zone Confederation.

### 5.2 Annual Membership Fees

Each member nation shall pay an annual membership fee whose amount and conditions shall be determined by the Board. This membership fee is separate from the World ParaVolley membership fee.

The membership in World ParaVolley shall be approved by the Board upon receipt of the application and appropriate membership fee.

### 5.3 Members in Good Standing

Member Nations are considered in Good Standing if all fees have been received, all financial commitments have been met, and there are no sanctions pending against the member. Being in good standing allows a nation to be eligible to compete in, or host, any World ParaVolley or ParaVolley Pan America sanctioned event, attend meetings, join discussions and cast its vote.



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## ARTICLE 6

### INSTITUTIONS AND GOVERNANCE

#### 6.1 Governance

ParaVolley Pan America shall be governed by the General Assembly and the Zone Board, duly elected by the General Assembly. In case of dispute, the World ParaVolley Judicial Commission shall serve as the final court of appeal.

These governing bodies are supported in their work by the Commissions and Committees established by the World ParaVolley and the Zones.

#### 6.2 General Assembly

The Zone General Assembly is the supreme authority of ParaVolley Pan America and shall meet at least every two years. The decisions of the General Assembly are final and are not subject to appeal.

- a) The Zone General Assembly shall be held in the years preceding and after the Paralympic Games year.
- b) Zone General Assemblies may be held more often at major International events.

#### 6.3 Conduct of General Assemblies

The Zone General Assemblies shall be governed by the Policies and Procedures for Zone General Assemblies.

#### 6.4 Voting

Voting at Zone General Assemblies is by simple majority (50%+1) except for Constitutional amendments, which require a two-thirds (66%) majority to pass. Votes on issues shall be taken by show of voting card, votes on the elections shall be by secret, written ballot.

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## ARTICLE 7

### BOARD OF DIRECTORS

#### 7.1 Powers

The Zone Board shall be responsible for the strategic direction and oversight of the operations of the organisation. Nothing in the By-laws, including any assignment, reference or delegation of authority by the Zone Board to any administrative person or any other person, shall absolve the Zone Board from exercising the authority required to meet its responsibility for the conduct of the affairs of the organisation. The Zone Board shall cause minutes of its meetings to be prepared and retained to evidence its decisions.

The Zone Board may delegate any of its administrative powers to a member of the Zone Board, a commission or committee or to others contracted to work on behalf of the organisation.

The Zone Board may exercise all such other powers and do all such other acts and things as the organisation is authorized to exercise and do.

#### 7.2 Composition

The Zone Board is composed of the elected officers and appointed members.

The Zone Board must have sufficient members to maintain the work areas specified in the World ParaVolley Strategic Plan and Commission structure. They will each be *ex officio* voting members of the relevant World ParaVolley Commission.

The elected President of the Zone Confederation Board shall be *ex officio* a voting member of the World ParaVolley Board of Directors.

Other members of the Zone Board may **not** be members of the World ParaVolley Board of Directors.

#### 7.3 Committees and Commissions

The Zone Board may create any commissions and committees deemed necessary for the proper conduct of its duties and to appoint Chairpersons and members to such commissions and committees.

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## **7.4 Governance Policies**

The Zone Board shall adopt policies to govern its own conduct and the conduct of the affairs of the organisation.

The Zone Board shall create policies necessary to govern ParaVolley Pan America Commissions, committees, and work groups.

ParaVolley Pan America shall abide by the rules, regulations and constitution of World ParaVolley including in particular the classification requirements and anti-doping requirements and in the event of conflict between World ParaVolley rules, regulations and the constitution, the World ParaVolley rules, regulations and the constitution shall prevail and determine all matters.

## **7.5 Meetings of the Board**

The Zone Board shall meet at least three times per calendar year. Meetings may be conducted by electronic means or in person as deemed by the President.

## **7.6 Makeup of the Board**

Excluding the appointed members and the athlete representatives, the Zone Board shall have less than fifty percent (50%) of members who live in the same nation or who have the same nationality.

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## ARTICLE 8

### OFFICERS OF THE ORGANISATION

#### 8.1 Election and Appointment of the Officers and Members of the Board

The Officers of ParaVolley Pan America, who serve as Members of the Board, and who are elected by the membership at a Zone General Assembly, are as follows:

- a) President
- b) Vice President
- c) General Manager
- d) Sport Director
- e) Development Director (Education Coordinator)
- f) Beach Commissioner
- g) Communications Commissioner (Marketing & Media)
- h) Coaches Commissioner
- i) Medical Commissioner (Anti-Doping & Classification)

\*Two Athlete Representatives, one male and one female, (duly elected by the athletes) shall serve as full voting members of the Board.

\*The ParaVolley Pan America Treasurer is appointed by the Zone Board and serves as a member of the Board with non-voting rights.

\*The Referee Commissioner is appointed by the Volleyball Referee Commission (VRC) and approved by the PVPA Board.

The Members of the Zone Board reserve the right to appoint additional voting or non-voting members.

#### 8.2 Eligibility

A Board Member of ParaVolley Pan America may be from any Nation and not solely from any Member Nation.

#### 8.3 Nomination of Officers

- a) Each Zone Confederation Member may nominate candidates only from its own nation for election to the Zone Board.

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- b) The Zone Confederation Board may nominate candidates from any nation for election to the Zone Board.
- c) Nominations shall be sent to the Zone Secretary in writing at least two months before the Zone Confederation Assembly by the Zone Confederation Member.
- d) All nominees shall send their curriculum vitae, and their signed agreement to their nomination, to the Zone Secretary, at the same time as their nomination is sent.
- e) The Zone Secretary shall send a list of nominees at least two weeks before the Zone Assembly to the ParaVolley Pan America Members within the Zone.
- f) If there is a vacancy in the Zone Confederation Board between Zone General Assemblies, the Zone Confederation Board shall be authorised to fill this vacant position by nomination until the next Zone General Assembly.
- g) If a vacancy shall be filled in this way, the person appointed shall hold office until the next Zone General Assembly, when an election shall take place, irrespective of the split election process.

## 8.4 Duties of the President

The President shall carry out the following duties and responsibilities:

- a) Be responsible for the convening and conduct of all meetings of the Zone General Assembly and the Zone Board.
- b) Prepare an agenda for each meeting of the above bodies.
- c) Countersign any document appointing, on the recommendation of other ParaVolley Pan America officers, members to the commissions and committees established by ParaVolley Pan America.
- d) Oversee the work of the Zone Board and ensure compliance with the policies established by the Zone Board for the conduct of business of ParaVolley Pan America.

## 8.5 Vice President

The Vice President is responsible for the following duties and responsibilities:

- a) to assume the responsibilities of the President as may be required;

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- b) assume responsibility for overseeing the strategic planning process for the organisation;
- c) to assist the President with external relations;
- d) to assume other duties as determined from time to time.

## **8.6 Duties of Other Officers**

The duties of all other Board Members of ParaVolley Pan America shall be those as set out in their terms of reference, job descriptions, policies or as the Zone Board may otherwise prescribe.

## **8.7 Variation of Duties**

From time to time the Zone Board may vary, add to, or limit the powers and duties of any officer.

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## ARTICLE 9

### GENERAL ASSEMBLY ELECTIONS

#### 9.1 Terms of Office

The members of the Zone Board shall be elected for a term of four years by secret ballot by the Zone General Assembly.

Approximately half (50%) of the Zone Confederation Board shall be elected at the General Assembly held in the year preceding the Paralympic Games and the other half (approximately 50%) shall be elected in the year after the Paralympic Games (called split elections).

During the Zone General Assembly in the year prior to the Paralympic Games year, the Vice President, Development Director, Referee Commissioner, Media Commissioner and Medical Commissioner Female Athlete Rep shall be elected.

During the Zone General Assembly in the year after the Paralympic Games year, the President, General Manager, Sport Director, Coaches Commissioner, Beach Commissioner and the Male Athlete Rep shall be elected.

The Athletes' representatives will be elected by the athletes in the same year as the President.

The Treasurer will be appointed in the same year as the President.

If the Zone Board appoints additional voting or non-voting members, their commencement date and appointment term shall be decided by the Zone Board.

#### 9.2 Memberships

Members of the Zone Board, elected or appointed by the Zone General Assembly, shall not hold any other office in World ParaVolley. This does not apply to the Zone President, who is automatically a Member of the World ParaVolley Board.

A Zone President shall not hold any other office on the World ParaVolley Board of Directors. A Zone President elected to another office on the World ParaVolley Board of Directors shall, on election to that office, resign as Zone President.

#### 9.3 Voting Rights

Member nations of ParaVolley Pan America shall be entitled to vote providing that they are in good standing. Each member nation shall have one vote.

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## 9.4 Nominations

Any candidate nominated for election to the Zone Board must be present at the Zone General Assembly or must have presented to the Zone General Assembly a *curriculum vitae* in order to be considered.

## 9.5 Voting

A simple majority of valid votes cast is required to secure election to an office. If more than two candidates are running for an office and no candidate gains a simple majority of valid votes on the first ballot, there will be second ballot between the two candidates gaining the highest numbers of valid votes in the first ballot. In the case of a tie vote, the President shall cast the deciding vote.



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## ARTICLE 10

### VACATION OF OFFICE

#### 10.1 Vacation of Office by the President

In the event that the Zone President fails to attend three World ParaVolley Board meetings in a calendar year or resigns, he/she shall be replaced by World ParaVolley, who will appoint a member of the Zone Board to act as Zone President until a new Zone President can be elected at the next General Assembly of the Zone.

#### 10.2 Replacement of Board of Directors Member

Any elected Zone Board member who fails to attend at least two meetings of the Zone Board in the calendar year may be replaced, as determined by the Zone Board, by a person appointed by the Zone Board.

Any elected Zone Board member who resigns shall be replaced by a person appointed by the Zone Board.

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## ARTICLE 11

### REMOVAL OF DIRECTORS

#### 11.1 Conditions for Removal

The office of a Board Member shall be vacated upon the occurrence of any of the following events:

- a) The Zone Board Member takes a position or acts against the approved position of the Zone Board;
- b) The Zone Board Member does not act in accordance with the World ParaVolley policies, such as the World ParaVolley Code of Conduct and Ethics Policy;
- c) The Zone Board passes a vote of non-confidence in the Board Member's ability to perform their duties in the best interests of World ParaVolley or ParaVolley Pan America;
- d) If any order is made declaring him or her to be a mentally incompetent person or incapable of managing his or her affairs;
- e) If by notice in writing to the Zone Board, he or she resigns his or her office and such resignation, if not effective immediately, becomes effective in accordance with its terms;
- f) If he or she is convicted of a criminal offense or otherwise loses his or her qualifications or eligibility as a Board Member.

#### 11.2 Non-Confidence

Any Zone Board Member may submit a motion of non-confidence to remove any other member from office, but that motion must be in writing stating specific examples of such failure to perform and the Zone Board Member in question must be notified of the Motion prior to any action being taken to remove that Zone Board Member from office.

Such motion will be considered seconded automatically and discussion must occur. A non-confidence motion must be voted on at the meeting to which it is submitted. Votes on this motion will be by secret ballot and shall require a two-third majority of votes cast to pass.

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## ARTICLE 12

### ZONE STRUCTURE

#### 12.1 Zones

World ParaVolley shall be divided into Zones as decided by the World ParaVolley General Assembly.

Each Zone Officer will be a member of the corresponding World ParaVolley Commission.

#### 12.2 Membership in the Zones

Member nations of the Pan America Zone will be based on their geographical location. The World ParaVolley Board shall decide to which Zone a nation belongs, after taking advice from the relevant Zone Board.

#### 12.3 Zone Regulations

The World ParaVolley Zone Confederation Regulations, policies and World ParaVolley Sport Regulations (as adopted by the World ParaVolley Board) shall control all Zone affairs.

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## ARTICLE 13

### COMMISSIONS

#### 13.1 Establishment of Commissions

The Zone Board may establish Commissions with responsibility for specific areas of the work of ParaVolley Pan America.

The work of the Commissions shall be governed by the relevant Commission regulations and terms of reference, which shall be adopted by the Zone Board.

Each Commission shall report to the Zone Board through a designated member of the Zone Board or a member of the Commission appointed as the Chairperson of that Commission.

#### 13.2 Appointment of the Chair of the Commission

The Chair of a Commission shall be appointed by the Zone Board.

#### 13.3 Operation of Commissions

The Zone Board shall establish such Commissions as it deems necessary to carry out the work of the organisation and which will have responsibility for specific areas of the work of ParaVolley Pan America.

The Chairperson of the Commission may appoint additional members with the Zone Board's approval. The Zone Board must approve all appointments to the Commissions and ratify each Commission's membership.

#### 13.4 Zone Representation

Zones may nominate Zone Officers or other individuals to serve on certain World ParaVolley Commissions. The Chairperson of the Commission will request nominees from the Zones to be appointed to the appropriate Commission.

#### 13.5 Judicial Commission

The World ParaVolley Judicial Commission shall be the court of appeal on any matter of dispute within ParaVolley Pan America

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## ARTICLE 14

### DIRECTORS' AND OFFICERS' OBLIGATIONS

#### 14.1 Duty of Good Faith

Every Zone Board Member and Officer of ParaVolley Pan America shall exercise the powers and discharge the duties of his or her position honestly, in good faith and in the best interest of the organisation. In connection therewith, the Zone Board Members and officers shall exercise the degree of care, diligence and skill a reasonably prudent person would exercise in comparable circumstances.

#### 14.2 Codes of Conduct

The Zone Board is governed by any World ParaVolley Code of Conduct and Ethics, Conflict of Interest Guidelines and Expectations of Directors or other codes setting out additional standards of conduct required by Directors or Board Members.

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## ARTICLE 15

### PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

#### 15.1 Indemnity

Every Director and officer of World ParaVolley and every person who has or is about to undertake any liability on behalf of World ParaVolley, or any corporate body controlled by it and his or her heirs, executors and administrators, may be indemnified and saved harmless by World ParaVolley from and against:

- a) any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding which is proposed or commenced against him or her, in respect of the execution of the duties of his or her office; and
- b) all other costs, charges and expenses which he or she sustains or incurs in respect to the affairs of World ParaVolley, which are not occasioned by the individual's own wilful neglect or default.

This indemnity, therefore, encompasses ParaVolley Pan America.

#### 15.2 Insurance

World ParaVolley shall ensure that there is adequate liability insurance in place for all World ParaVolley sanctioned events and if available on commercially reasonable terms, obtain Director's and Officer's liability insurance in such amounts and upon such terms as the Board may determine.

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## ARTICLE 16

### EXECUTION OF INSTRUMENTS

#### 16.1 Execution of Instruments

The Zone Board shall by resolution from time to time designate Signing Officers and they are hereby authorized, subject to any limitation contained in a specific resolution or other limitation on such Signing Officers' authority, for and in the name of ParaVolley Pan America to: execute deeds, transfers, assignments, contracts, obligations certificates or any other instruments requiring the corporate seal to be signed by the Board.

In addition, the Zone Board may direct, by resolution, the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Any Signing Officer may affix the corporate seal thereto, but its absence shall not affect the validity of the instrument.

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## ARTICLE 17

### AMENDMENT TO CONSTITUTION

#### 17.1 Amendment to By-laws

- a) The Zone Board may by resolution, amend, repeal or make any changes to the Constitution that regulate the activities and affairs of ParaVolley Pan America subject to ratification by the Members, provided such changes do not conflict with the World ParaVolley constitution.
- b) The Board Members shall submit any by-laws or any amendments or repeals thereof to the next Zone General Assembly which may, by ordinary resolution, confirm, reject or amend the by-laws, amendment or repeal.
- c) A by-law or an amendment or a repeal of a by-law is effective from the day of the resolution of the Zone Board until confirmed as amended or rejected by the Members.



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## ARTICLE 18

### REPEAL

#### 18.1 Replacement of Prior Constitution

Upon enactment of this Constitution all other Constitutions and By-laws of ParaVolley Pan America, are hereby repealed.

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## ARTICLE 19 DISSOLUTION

### 19.1 Dissolution

In the event that ParaVolley Pan America is dissolved, the Zone Board shall determine the distribution of the assets to paravolley or volleyball organisations.

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**RATIFIED BY THE MEMBERS AT THE GENERAL ASSEMBLY 11 DECEMBER 2021.**

**APPROVED BY THE PARAVOLLEY PAN AMERICA BOARD MEMBERS 01 DECEMBER 2021.**

**Name:** Joseph D Campbell  
**Position:** President

Signature: 

**Name:** Laura Cometto  
**Position:** Vice-President

Signature: 