

**CONSTITUTION
OF
WAIMEA TOI TOI UNITED CRICKET CLUB INC.**

**Waimea Toi Toi United Cricket Club Inc.
Constitution**

Contents

1. Definitions and interpretation.....	2
2. Club details	3
3. Purpose and powers.....	3
4. Members.....	3
5. General Meetings	5
6. Committee	7
7. Committee meetings.....	10
8. Officers' Duties	10
9. Interests.....	10
10. Patrons	11
11. Finances	11
12. Amendments	12
13. Bylaws and Integrity	12
14. Dispute resolution.....	12
15. Liquidation and removal	13
16. Matters not provided for	14

Waimea Toi Toi United Cricket Club Inc. Constitution

1. Definitions and interpretation

1.1 **Definitions:** In this Constitution, unless the context requires otherwise, the following words and phrases have the following meanings:

Act means the Incorporated Societies Act 2022, including any amendments, and any regulations made under that Act.

AGM or **Annual General Meeting** means a meeting of the Members held once a year convened under this Constitution.

Bylaws means any bylaws, policies, regulations and codes of the Club made under clause 13.

Casual Vacancy is a vacancy which arises when a Committee Member does not serve their full term of office.

Committee means the Club's governing body.

Committee Member means a member of the Committee.

Constitution means this Constitution, including any amendments and any schedules to this Constitution.

Contact Details means a physical or an electronic address and a telephone number.

Diversity, Equity and Inclusion means ensuring fair and equitable opportunities are available to everyone to participate in sport and recreation irrespective of age, ability, ethnicity, gender, national origin, race, religion, sexual orientation, beliefs, or socio-economic status.

General Meeting means an AGM or SGM of the Club.

Interested has the meaning given in section 62 of the Act.

Matter has the meaning given in section 62(4) of the Act.

Member means each person who for the time being is a member of the Club and includes all classes of members described in clause 4.3.

Officer means a Committee Member and any natural person occupying a position in the Club that allows the person to exercise significant influence over the management or administration of the Club.

Ordinary Resolution means a resolution passed by a majority of votes cast.

SGM or **Special General Meeting** means a meeting of the Members, other than an AGM, called for a specific purpose or purposes.

Special Resolution means a resolution passed by a 75% majority of votes cast.

Working Day has the meaning given to that term under the Legislation Act 2019 and excludes the day observed as the anniversary in Tasman.

2. Club details

- 2.1 **Name:** The name of the society is Waimea Toi Toi United Cricket Club Inc.
- 2.2 **Contact person:** At its first Committee meeting following an AGM, the Committee 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 set out in the Act. The Committee must advise the Registrar of Incorporated Societies of any change in the contact person or their Contact Details.

3. Purpose and powers

- 3.1 **Purpose:** The purposes of the Club are to:
- (a) To promote, foster and advance the wellbeing, health, fitness, social development, education, training, development, skill and expertise of persons involved in cricket of all ages, gender and levels of participation.
 - (b) To affiliate with and be bound by the rules and by-laws of New Zealand Cricket, Central Districts Cricket Association and Nelson Cricket Association Incorporated;
 - (c) To uphold the rules of the game of cricket as prescribed from time to time by New Zealand Cricket, Central Districts Cricket Association and Nelson Cricket Association Incorporated;
 - (d) To foster and advance the game of cricket in Richmond and surrounding areas;
 - (e) To encourage and advance the game of cricket in schools throughout Richmond by such means as shall from time to time be approved by the Managing Committee;
 - (f) To arrange inter-club and any other matches in such a way as it considers desirable;
 - (g) To provide means for properly conducting, controlling and carrying on the game of cricket and regulating the conduct of players;
 - (h) To sanction any person whose conduct may have brought the game of cricket or the Club into disrepute;
 - (i) To do all such acts and things as are incidental or conducive to the attainment of the above objects.

4. Members

- 4.1 **Application:** An application to become a Member (**Application**) must be in the form required by the Committee. All Applications are decided by the Committee, which may accept or decline an application in its absolute discretion. A person becomes a Member when their application has been accepted and they have paid the required membership fees and satisfied any other preconditions.

- 4.2 **Member consent:** A person or entity consents to become a Member by paying fees, unless otherwise specified in this Constitution.
- 4.3 **Members:** The Members of the Club are:
Members or Life Members.
- 4.4 **Life Members:** The Committee may recommend to a General Meeting that a financial member or members of no less than 20 years under the previous category of membership should, on account of meritorious services, be elected to life membership. Following receipt of such a nomination the person may be elected a life member of the club by two-thirds majority vote of financial members present and voting at the General Meeting. Every such life member shall be entitled to all membership privileges but shall be subject to all the duties of a member save those of payment of subscriptions, levies or other monetary dues.
- 4.5 **Member rights and obligations:** Members acknowledge and agree that:
- (a) they are bound by, and will comply with, this Constitution and the Bylaws, and to the extent they apply, the rules, procedures or policies of New Zealand Cricket, Central Districts Cricket Association and Nelson Cricket Association Incorporated.
 - (b) they are entitled to all rights and entitlements granted by this Constitution or as determined by the Committee;
 - (c) to receive, or continue to receive or exercise member rights, they must meet all the member requirements set out in this Constitution and the Bylaws or as otherwise set by the Committee, including payment of any membership or other fees within the required time period;
 - (d) if they fail to comply with sub-clause (c) the Committee may terminate their membership, but the Member continues to be bound by this Constitution;
 - (e) they do not have any rights of ownership of, or the automatic right to use, the Club's property; and
 - (f) they will promote the interests and purposes of the Club and must not do anything to bring the Club into disrepute.
- 4.6 **Suspension of Member:** If a Member is, or may be, in breach under clause 4.5, and the Committee believes it is in the best interests of the Club to do so, the Committee may suspend the Member until final determination of the matter under the dispute resolution process applicable to the matter. Before imposing any suspension, the Member must be given notice of the suspension.
- 4.7 **Suspension of Member rights:** Unless otherwise determined by the Committee, while a Member is suspended the Member is not entitled to attend, speak or vote at a General Meeting or to any other rights or entitlements as a Member and is not entitled to continue to hold office in any position within the Club, until such time as the alleged breach is resolved or determined.
- 4.8 **Ceasing to be Member:** A Member ceases to be a Member:
- (a) on death;
 - (b) by giving notice to the Committee of their resignation;

- (c) if their membership is terminated under clause 4.5(d);
 - (d) if their membership is terminated following a dispute resolution process or such other process set out or referred to in this Constitution.
- 4.9 **Consequences of ceasing to be a Member:** A Member who ceases to be a Member:
- (a) remains responsible to pay all their outstanding membership and other fees to the Club;
 - (b) must return all the Club's property if required;
 - (c) ceases to be entitled to any rights of a Member.
- 4.10 **Membership fees:** The Committee will decide any membership and other fees payable by Members and the due date for those fees. The Committee may determine different levels of membership fees and other fees for different types of Members.
- 4.11 **Member register:** The Committee will keep an up-to-date Member register, which includes each Member's name, Contact Details and the date they became a Member. A Member must provide notice to the Club of any change to their Contact Details. The Member register will be updated as soon as practicable after the Committee becomes aware of changes of the information recorded in the Member register. The Committee will keep a record of those who have ceased to be a Club member within the previous 7 years and the date on which they ceased to be a member.

5. **General Meetings**

- 5.1 **AGM:** An AGM must be held once a year at the time, date and place as the Committee decides, but not more than 6 months after the balance date of the Club and not more than 15 months after the previous AGM.
- 5.2 **Notice of AGM:** The Members must be given at least 10 working days notice of the AGM. Notice to Members of an AGM may be given by posting on the Club's website and/or social media accounts.
- 5.3 **Business of AGM:** The following business will be discussed at the AGM:
- (a) confirmation of the minutes of the previous AGM;
 - (b) the Committee's presentation of the following information during the most recently completed accounting period:
 - (i) the annual report;
 - (ii) the annual financial statements;
 - (iii) If required, the auditor or reviewer's report to members on the financial statements;
 - (iv) notice of any disclosures of conflicts of interest made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate);

- (c) the election of the President, Secretary, Treasurer and other Committee Members;
 - (d) consideration of any motions proposing to amend this Constitution that have been properly submitted for consideration at the AGM;
 - (e) consideration of any other items of business that have been properly submitted for consideration at the AGM.
- 5.4 **Notice of proposed motions:** Members must give notice of any proposed motions and other items of business to the Club at least 10 days before the date of the AGM.
- 5.5 **Notice of agenda:** Notice of the agenda containing the business to be discussed at the AGM must be sent to all persons entitled to attend the AGM at least 10 days before the date of the AGM. No additional items of business can be voted on other than those set out in the agenda, but the Members present may agree by Special Resolution to discuss any other items.
- 5.6 **Calling of SGM:** The Committee must call a SGM if it receives a written request stating the purpose of the SGM from the Committee itself or by 75% of Members.
- 5.7 **Notice of SGM:** Members must be given at least 10 days notice of the SGM, unless the Committee, in its discretion, decides that the nature of the SGM business is of such urgency that a shorter period of notice is to be given to Members. A SGM may only consider and deal with the business specified in the request for the SGM.
- 5.8 **Method of holding meeting:** A General Meeting may be held by a quorum of people being assembled at the time and place appointed for the meeting, participating by audio link, audio-visual link or other electronic communication or by a combination of those methods.
- 5.9 **Quorum:** No business may occur at any General Meeting unless a quorum is present at the meeting's start time. The quorum for a General Meeting is 3 Members who are entitled to vote, including Members present by casting votes by electronic means or by proxy. The quorum must always be present during the General Meeting.
- 5.10 **No quorum at AGM:** If a quorum is not met within 45 minutes of the AGM's scheduled start time, the AGM is adjourned to a day, time and place set by the chair of the AGM. If no quorum is met at the further AGM, the Members present, in person or through audio, audio visual link or other electronic communication, 30 minutes after the further AGM's scheduled start time are deemed to constitute a valid quorum.
- 5.11 **No quorum at SGM:** If a quorum is not met within 30 minutes of the scheduled start time of the SGM, the SGM is cancelled.
- 5.12 **Control of General Meetings:** The Committee Chair chairs General Meetings. If that person is unavailable, another Committee Member (appointed by the Committee) will preside. In the absence of both of those persons, the Members present will elect a person to chair the General Meeting.
- 5.13 **Omissions and irregularities:** The General Meeting and its business will not be invalidated if one or more Members do not receive notice of the meeting. The General Meeting and its business will not be invalidated by an irregularity, error or omission in notices, agendas and

papers of the meeting or notice within the required time frame or the omission to give notice to all Members and any other error in the organisation of the meeting if:

- (a) the chair of the meeting in their discretion determines that it is still appropriate for the meeting to proceed despite the irregularity, error, or omission; and
- (b) a motion to proceed is put to the meeting and a majority, of two-thirds of votes cast, is obtained in favour of the motion to proceed.

- 5.14 **Attendance:** Members and any other persons invited by the Committee are eligible to attend and speak at General Meetings.
- 5.15 **Voting:** A Member is entitled to exercise one vote on any motion at a General Meeting in person or by proxy.
- 5.16 **Voting by electronic means:** Voting by electronic means is permitted.
- 5.17 **Voting by proxy:** Proxy voting is permitted. The chair of the General Meeting must receive notice of the proxy signed by the Member prior to the start of the meeting. The form of the proxy is: I [insert name] of [insert address] being a member of the Club appoint [insert name of proxy] as my proxy to speak [and vote] for me at the General Meeting to be held on [insert date] and at any adjournment of that General Meeting. I direct my proxy to vote in the following manner [insert resolutions and whether the proxy is to vote for or against].
- 5.18 **Conduct of voting:** Voting is conducted by voices or a show of hands as determined by the chair of the meeting, unless a secret ballot is called for and approved by the chair or as otherwise required under this Constitution.
- 5.19 **Minutes:** Minutes must be kept of all General Meetings.
- 5.20 **Resolution:** An Ordinary Resolution of Members at a General Meeting is sufficient to pass a resolution, except as specified in the Act or this Constitution.

6. **Committee**

- 6.1 **Functions and powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution the Committee must manage, direct or supervise the operation and affairs of the Club and has all the powers necessary for managing, and for directing and supervising the management of, the operation and affairs of the Club.
- 6.2 **Composition:** The Committee consists of the Chairperson, the Secretary, the Treasurer and up to 5 other persons elected at the AGM.
- 6.3 **Role of Chairperson:** The President will engage in activities agreed with the Committee which may include activities to promote the Club, good relations and communications between Members and the reputation and best interests of the Club, and to preside at Club events.
- 6.4 **Role of Secretary:** The Secretary will:
 - (a) attend to all correspondence and keep minutes of General Meetings and Committee meetings and ensure that any subcommittee keeps minutes; and

- (b) keep all records and generally perform all the secretarial work of the Club. With the written approval of the Committee these tasks may be varied or delegated but the Secretary remains responsible for their performance.

6.5 Role of Treasurer: The Treasurer will:

- (a) receive all money paid to or received by the Club and pay all accounts approved by the Committee. The Committee may delegate levels of payment to the Treasurer by written authority;
- (b) invest all funds of the Club in the manner directed by the Committee; and
- (c) keep the Club's financial accounts, submit appropriate financial statements at the AGM and undertake other tasks required by the Committee.

6.6 Election of Committee Members: Committee Members are elected as follows:

- (a) the Committee must call for nominations for any Committee Member positions that are to be vacated at an AGM.
- (b) nominations are made in the form decided by the Committee and must be received by the AGM;
- (c) at the AGM, if there are more nominees than number of positions available, the election is by secret ballot, unless otherwise decided by the Chair of the General Meeting and approved by a Special Resolution of Members. If a secret ballot is held, two scrutineers must be appointed at the General Meeting to count the votes;
- (d) those nominees who have the highest number of votes in their favour to fit the number of vacant positions are declared elected;
- (e) if the number of votes for one or more nominees is equal to another nominee, a further vote will be held between the tied nominees;
- (f) if there is only one nominee for a vacant position, that person is declared to be elected without the need for a vote.

6.7 Qualification: Every Committee Member must:

- (a) consent to be a Committee Member; and
- (b) certify that they are not disqualified from being elected or holding office as a Committee Member by this Constitution or under section 47 of the Act.

6.8 Disqualification: The following persons are disqualified from being elected or holding office as a Committee Member:

- (a) A person who is disqualified from being elected or holding office as a Committee Member under section 47 of Act.
- (b) A person who has been removed as a Committee Member following a process under this Constitution or any Bylaw.

If any of the circumstances listed in (a or b) above occur to an existing Committee Member, they are deemed to have vacated their office upon the relevant authority making an order or finding against them of any of those circumstances.

- 6.9 **Term of office:** The term of office for all Committee Members is 1 year, expiring at the end of the relevant AGM. A Committee Member may be re-elected to the Committee with no maximum number of consecutive terms of office. The term of any period served to fill a Casual Vacancy is disregarded for the purposes of calculating the total term served.
- 6.10 **Casual Vacancy:** If a Casual Vacancy arises, the remaining Committee Members may:
- (a) appoint a person of their choice to fill the Casual Vacancy until the expiry of the term of the person they replace; or
 - (b) appoint a person of their choice to fill the Casual Vacancy only until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy; or
 - (c) may leave the Casual Vacancy unfilled until the next AGM, at which a person is elected to fill the remainder of the term of the Casual Vacancy.
- 6.11 **Removal of Committee Member:**
- (a) The Committee may, by Special Resolution, remove any Committee Member from the Committee before the expiry of their term of office if the Committee considers the Committee Member concerned:
 - (i) has seriously breached duties under this Constitution or the Act; or
 - (ii) is no longer a suitable person to be a Committee Member.
 - (b) The Committee Member who is the subject of the motion is counted for the purpose of reaching a quorum but will not participate in the vote on the motion.
 - (c) Before considering a motion for removal, the Committee Member who is the subject of the motion must be given:
 - (i) notice that a Committee meeting is to be held to discuss the motion to remove the Committee Member; and
 - (ii) adequate time to prepare a response; and
 - (iii) the opportunity prior to the Committee meeting to make written submissions; and
 - (iv) the opportunity to be heard at the Committee meeting.
- 6.12 **Committee Member ceasing to hold office:** A person ceases to be a Committee Member if:
- (a) their term expires;
 - (b) the person resigns by delivering a signed notice of resignation to the Committee;
 - (c) the person is removed from office under this Constitution;
 - (d) the person becomes disqualified from being an officer under section 47(3) of the Act.
 - (e) the person dies.

7. **Committee meetings**

- 7.1 **Calling meetings:** Committee meetings may be called at any time by the Chair or by 3 or more Committee Members, but generally the Committee meets monthly during the cricket season.
- 7.2 **Meeting procedure:** Except to the extent specified in the Act or this Constitution, the Committee may regulate its own procedure.
- 7.3 **Quorum:** The quorum for a Committee meeting is 3 Committee Members. Any Committee Member may be counted for the purposes of a quorum, participate in any and vote on any proposed resolution at a Committee meeting without being physically present. This may only occur at Committee meetings by audio or audio-visual link or other electronic communication provided that all persons participating in the Committee meeting can hear each other effectively and simultaneously.
- 7.4 **Chair:** The Committee will elect the Chair from amongst the Committee Members. The Chair will chair Committee meetings. If the Chair is unavailable, another Committee Member must be appointed by the Committee to undertake the Chair's role during the period of unavailability.
- 7.5 **Voting:** Each Committee Member has one vote. Voting is by voices or on request of any Committee Member by a show of hands or by a ballot. Proxy and postal votes are not permitted. Voting by electronic means is permitted. If there is an equality of votes, the Chair does not have a casting vote.
- 7.6 **Resolution in writing:** A resolution in writing signed or consented to by email or other electronic means by a majority of Committee Members is valid as if it had been passed at a Committee meeting. Any resolution may consist of several documents in the same form each signed by one or more Committee Members.

8. **Officers' Duties**

An Officer:

- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of the Club;
- (b) must exercise a power as an Officer for a proper purpose;
- (c) must not act, or agree to the Club acting, in a manner that contravenes the Act or this Constitution;

9. **Interests**

- 9.1 **Register of interests:** The Committee must keep a register of interest disclosures made by Officers.
- 9.2 **Duty to disclose interest:** An Officer who is Interested in a Matter relating to the Club must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Committee, as soon as practicable after the officer

becomes aware that they are interested in the Matter and include it in the register of interests.

9.3 **Consequences of being Interested:** A Committee Member who is Interested in a Matter:

- (a) must not vote or take part in a decision of the Committee relating to the Matter, unless all non-interested Committee Members consent;
- (b) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Committee Members consent;
- (c) must not take part in any Committee discussion relating to the Matter or be present at the time of the Committee decision, unless all non-interested Committee Members consent;
- (d) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.

10. **Patrons**

A person may be invited by the Committee to be a Patron to show their support for the Club and to help establish or maintain public credibility of the Club. A Patron is entitled to attend and speak at General Meetings but has no right to vote.

11. **Finances**

- 11.1 **Control and management of finances:** The funds and property of the Club are controlled, invested and disposed of by the Committee, subject to this Constitution and devoted solely to the promotion of the purposes of the Club set out in clause 3.
- 11.2 **Balance date:** The Club's balance date is June or on the date as the Committee decides.
- 11.3 **Audit or Review of financial statements:** The Club's financial statements may be audited or reviewed each year should the Committee deem this appropriate. There is no requirement for an audit or review unless this is required by law.
- 11.4 **No personal benefit:** The Officers and Members may not receive any distributions of profit or income from the Club. This does not prevent Officers or Members:
 - (a) receiving reimbursement of actual and reasonable expenses incurred, or
 - (b) entering into any transactions with the Club for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,provided no Officer or Member is allowed to influence any such decision made by the Club in respect of payments or transactions between it and them, their direct family or any associated entity.

12. Amendments

- 12.1 **Amendments:** This Constitution may only be amended or replaced by Special Resolution of Members at a General Meeting.
- 12.2 **No amendment:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.

13. Bylaws and Integrity

- 13.1 **Bylaws:** The Committee may make and amend Bylaws for the conduct and control of the Club's activities and codes of conduct applicable to Members. Any Bylaw must be consistent with the Constitution, the Club's purposes set out in clause 3, the Act and any other laws. All Bylaws are binding on the Club and the Members. The making, amendment, revocation, or replacement of a Bylaw is not an amendment of this Constitution.

14. Dispute resolution

- 14.1 **Definitions:** In this clause 14:

- (a) **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and the Club, that relates to an allegation that:
- (i) a Member or an Officer has engaged in misconduct; or
 - (ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (iii) the Club has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (iv) a Member's rights or interests as a member have been damaged or Members' rights or interests generally have been damaged;
- (b) **Disputes Procedure** means the procedure for resolving a Dispute set out in clauses 14.5 to 14.13
- (c) a **Member** is a reference to a Member acting in their capacity as a Member;
- (d) an **Officer** is a reference to an Officer acting in their capacity as an Officer.

- 14.2 **Application of other legislation to a Dispute:** The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.

Disputes Procedure

- 14.3 **Raising a complaint:**

- (a) If the issue can not be first resolved via either the Junior or Senior coordinator - A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Committee setting out:
 - (i) the allegation to which the dispute relates and who the allegation is against; and
 - (ii) any other information reasonably required by the Club.
- (b) The Club may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.
- (c) The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

14.4 **Investigating and determining Disputes:** Unless otherwise provided, the Club must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined. Disputes must be dealt with in a fair, efficient, and effective manner.

14.5 **Decision to not proceed with a matter:** Despite the contents of the Disputes Procedure, the Club may decide not to proceed with a matter if:

- (a) the Complaint is trivial; or
- (b) the Complaint does not appear to disclose or involve any allegation of the following kind:
 - (i) any material misconduct; or
 - (ii) any material breach or likelihood of material breach of a duty under this Constitution or the Act; or
 - (iii) any material damage to a Member's rights or interests or Members' rights or interests generally; or
- (c) the Complaint appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who makes the Complaint has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the Complaint has already been investigated and dealt with under this Constitution; or
- (f) there has been an undue delay in making the Complaint.

14.6 **Appeals:** There is no right of appeal or right of review of a decision unless specified.

15. Liquidation and removal

15.1 **Notice:** The Committee must give notice to all Members at least 20 Working Days of a proposed motion:

- (a) to appoint a liquidator;
 - (b) to remove the Club from the Register of Incorporated Societies; or
 - (c) for the distribution of the Club's surplus assets.
- 15.2 The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered.
- 15.3 **Special Resolution:** Any resolution for a motion set out in clauses 15.1 (a) to (c) must be passed by a Special Resolution of Members.
- 15.4 **Surplus assets:** The surplus assets of the Club, after the payment of all costs, debts and liabilities, must be disposed of to schools in the club catchment area or any other not-for-profit entity that shares similar purposes to the Club.

16. **Matters not provided for**

- 16.1 If any matter arises that, in the opinion of the Committee, is not provided for in this Constitution or any Bylaws, or if any dispute arises out of the interpretation of this Constitution or the Bylaws, the matter or dispute will be determined by the Committee.