

CONSTITUTION

-of-

THE TONGA GYMNASTICS FEDERATION INCORPORATED

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1. Definitions and Interpretations

1.1 Definitions

In this Constitution unless the context requires otherwise:

AGM or Annual General Meeting means the annual General Meeting of the Federation required to be held by the Federation in each calendar year

Appointed Director means a Director appointed under **clause 9.10**.

CEO means a person appointed as chief executive officer of the Federation by the Directors.

Chairperson or Chair means the person elected as the Chair of the Federation under **clause 11.7(a)**.

Committee means a committee established by the Directors under **clause 15**.

Federation Secretary means a person appointed as a Federation secretary of the Federation by the Directors under **clause 14**.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Act or Incorporated Societies Act means the Incorporated Societies Act 1988 (Revised Edition) Tonga Cap 28 as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Federation.

Director means a director of the Federation and includes Elected Directors and Appointed Directors.

Directors means, as the case requires, all or some of the Directors acting together in accordance with their powers and authority under this Constitution.

Elected Director means a Director elected under **clause 9**.

Federation means the organisation governed by this constitution.

FIG means the Federation Internationale de Gymnastique.

First Appointed Directors means the persons referred to in **clause 9.2(b)**.

First Elected Directors means the persons referred to in **clause 9.2(a)**.

General Meeting means a general meeting of Members and includes the AGM.

Life Member means a person admitted to the Federation as a life member under **clause 2.5**.

Member means a club or individual as defined in Clause 2.1

Oceania Gymnastics means the official governing body for Gymnastics in the Oceania region.

Objects means the objects of the Federation as enumerated at **clause 1.8** herein.

Official Position means, in connection with anybody corporate or organisation, a person who:

- (a) holds a position, whether elected or appointed, as chairperson, vice chairperson, secretary, treasurer, director or equivalent of that body corporate or organisation; or
- (b) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

Policy means a policy made under **clauses 4.2, 16.1(a) and 16.1(b)**.

Registration means registration or affiliation of an Individual Member or an Affiliated Member, such registration being in the form of a signed application form and, in the case of Individual Members, their consent to membership of the Federation as required by **clause 2.2**. **Registered** has a corresponding meaning.

Representative means a person (other than a proxy) appointed to represent a Member at a General Meeting of the Federation.

Sport means the —sport of Gymnastics as recognised and regulated by FIG from time to time and includes sport for athletes with disabilities.

Sporting Power means that power delegated to the Federation by FIG for the exclusive control and management of the Sport in Tonga.

Special Resolution means a resolution that must be passed by a majority of at least 75% of votes exercisable by Members entitled to vote at the relevant General Meeting in accordance with this Constitution.

Statutes and Regulations means the statutes and regulations of FIG in force from time to time.

Technical Member means a Member admitted to the Federation in accordance with rule 2.4.

Telecommunications Meeting means a meeting held by telephone, video, any other technology (or any combination of these technologies), which permits each Director at a meeting of Directors or each Voting Member at a meeting of members to communicate with any other participant.

Voting Member means, in relation to a General Meeting, those Members present and entitled to vote.

World Anti-Doping Agency (WADA) means the international independent agency established to promote and coordinate the fight against doping in sport internationally.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) a reference to the Federation is a reference to The Tonga Gymnastics Federation;
- (b) **Presence of a Member:** a reference to a Member present at a General Meeting means the Member present in person or by proxy or Representative;
- (c) **Document:** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (d) **Gender:** words importing any gender include all other genders;
- (e) **Person:** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (f) **Successors:** a reference to an organisation includes a reference to its successors;
- (g) **Singular includes plural:** the singular includes the plural and vice versa;
- (h) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (i) **Amendments to legislation:** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision or otherwise;
- (j) **Include:** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (k) **Signed:** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law relating to electronic transmissions or in any other manner approved by the Directors; and
- (l) **Writing:** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

1.3 The Incorporated Societies Act 1988 Tonga Cap 28

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Incorporated Societies Act, the same meaning as in that provision of the Incorporated Societies Act.
- (b) Any provisions of the Incorporated Societies Act that may apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Federation.

1.4 Headings

Headings are inserted for convenience and do not affect the interpretation of this document.

1.5 Name

The name of the Federation is the '**Tonga Gymnastics Federation Incorporated**' (the "**Federation**").

1.6 Address

The Registered office of the Federation will be situated in Nuku'alofa or at such place as the directors shall from time to time determine.

1.7 Title

The Tonga Gymnastics Federation Incorporated is composed of individuals, men and women, aged at least 18 who formally requested to become members of the said Federation. It was set up in accordance with the law of Tonga. It is an independent Federation.

The Federation is recognised by the national authority in charge of Physical Education and Sports (Tonga Ministry of Internal Affairs - Employment, Youth and Sports) as well as by the National Olympic Committee of Tonga as being the only organisation having control on gymnastics in the country.

The Federation recognises all the FIG (Fédération Internationale de Gymnastique) Statutes and Regulations and hereby commits to abide by them.

1.8 Objects

The 'Federation Internationale de Gymnastique' ("**FIG**"), is the sole international sporting authority entitled to make and enforce regulations for the encouragement and control of Gymnastics. So that the above authority may be exercised in a fair and equitable manner, FIG has drawn up the Statutes and Regulations governing Gymnastics.

Each national federation shall be presumed to acquiesce in and be bound by the Statutes and Regulations. Subject to such acquiescence and restraint, one single national federation per country shall be recognised by FIG as the sole international sporting power for the enforcement of the present Statutes and Regulations and control of Gymnastics in its own country. The Federation has been so recognised by FIG and delegated by FIG with exercising the Sporting Power for Tonga.

The Objects of the Federation shall be to:

- (a) adopt and exercise the Sporting Power as the national federation for Gymnastics in Tonga and act as the sole Tonga affiliated member of FIG in accordance with the Statutes and Regulations;
- (b) conduct, encourage, promote, advance, control and manage all levels of Gymnastics in Tonga interdependently with Members and others;
- (c) adopt, formulate, issue, interpret and amend Policies for the control and conduct of Gymnastics in Tonga;

- (d) encourage the provision and development of appropriate facilities for participation in Sport;
- (e) maintain and enhance standards, quality and reputation of Gymnastics for the collective and mutual benefit and interests of members and Gymnastics;
- (f) promote the sport of Gymnastics for commercial, government and public recognition and benefits;
- (g) be the only body entitled to prepare and enter Tonga teams in international Gymnastics competitions;
- (h) promote, control, manage and conduct Gymnastic events, competitions and championships;
- (i) have regard to the public interest in its operations;
- (j) undertake other actions or activities necessary, incidental or conducive to advance these Objects;
- (k) To manage gymnastics on the national level
- (l) To promote the development of gymnastics disciplines; i.e.:
 - Artistic Gymnastics Men and Women
 - Rhythmic Gymnastics
 - Acrobatic Gymnastics
 - Trampoline Gymnastics
 - Aerobic Gymnastics
 - Gymnastics for All
- (m) To work in order to promote health as well as psychic and physic development of the youth;
- (n) To fight against any form of violence, sports injustice and doping;
- (o) To prepare and promote the training of coaches and judges;
- (p) To contribute to and to consolidate the relationships with the FIG and with the other National Gymnastics Federations; and
- (q) To maintain good relationships with the other sports activities in Tonga.

1.9 Discrimination

The Federation does not permit any political, religious or racial discrimination within its organisation as well as any violation of the human rights.

1.10 Powers

Solely for furthering the Objects under **clause 2**, the Federation, in addition to the Sporting Power and any other powers it has under the Incorporated Societies Act has the legal capacity and powers of an Incorporated Society.

1.11 Income and Property of Federation

1.11.1 Sole Purpose

The income and property of the Federation will only be applied towards the promotion of the Objects of the Federation.

1.11.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Federation; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let to the Federation by them.

1.12 Miscellaneous

The nationality of gymnasts and the participation in Oceania Gymnastics are ruled by the FIG Statutes.

Any unexpected case or any case not provided for (e.g. Code of Discipline and disciplinary measures) shall be settled by the Board in accordance with FIG Statutes where applicable. For instance it could be about the code of discipline, the ethic code, or some disciplinary measures. Moreover, the WADA rules must be enforced.

2. Membership

2.1 Categories of Members

Members of the Federation shall fall into one of the following categories:

- (a) Club Members;
- (b) Individual Members;
- (c) Technical Members;
- (d) Life Members; and
- (e) Such other category of Member as may be created by the Board. Any category of Member created by the Board under this **clause 2.1(e)** may not be granted voting rights.

2.2 Admission of Members

A person will become a Member, and the Directors will direct that their name be recorded in the register of Members kept by the Federation, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the Member has submitted an application, which is accepted by the Directors, in which the Member undertakes to:

- (a) be bound by this Constitution, the Statutes and Regulations and the Policies (including Policies specific to the relevant category of Membership);
- (b) pay the fees and subscriptions determined to apply to the Member under **clause 5**; and
- (c) support the Federation in the encouragement and promotion of its Objects.

2.3 Club Members

- a) Only an incorporated body or a group of persons recognised as a gymnastics body by a school or similar institution may become a Club Member.
- (b) In order to become a Club Member, an entity must submit an application accompanied by an up-to-date copy of that entity's constituent documents.
- (c) Club Membership may be granted by the Directors in respect of an application made under **clause 2.3(b)** on such terms and conditions as the Directors may see fit.
- (d) Club Membership may be suspended or cancelled by the Directors provided that the Directors comply with the procedure set out in the relevant Policy.
- (e) The Policies will set out:
 - (i) the categories of Club Membership which exist;
 - (ii) the criteria to be met by each category of Club Member;
 - (iii) the privileges and benefits of each category of Club; and
 - (iv) the procedure for suspending or cancelling Club Membership.
 - (v) Subject to **clause 2.2**, at the time of adoption of this Constitution, the first Club Members of the Federation shall be those recorded in the minutes of the relevant meeting.

2.4 Technical Members

- (a) An individual that wishes to be accredited by the Federation as a coach or judge of a gymnastics discipline will, upon Registration with the Federation as a coach or judge of a gymnastics discipline, automatically become a Technical Member of the Federation subject to the provisions of these Rules.
- (b) Each Technical Member is entitled to any benefits of Membership prescribed to apply to Technical Members in the Policy.
- (c) A Technical Member is permitted to attend any General Meeting on written application to the Federation and endorsed by their Club Member, but shall not be entitled to receive notice, attend or vote at General Meetings.

2.5 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Federation for longstanding and valued service to the sport of Gymnastics in Tonga.
- (b) Any Member may forward a proposed nomination to the Directors for its consideration.
- (c) On the nomination of the Directors, any individual may be elected as a Life Member at any AGM by Special Resolution, subject to that individual completing an application in accordance with **clause 2.2**.
- (d) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) The Policies will set out:
 - (i) the categories of Life Membership which exist;
 - (ii) the criteria to be met by each category of Life Member; and
 - (iii) the privileges and benefits of each category of Life Member which shall include the right to receive notice and attend, but not the right to vote at, General Meetings.
- (f) A person may be posthumously recognised as a Life Member.
- (g) Subject to **clause 2.2**, at the time of adoption of the Constitution of the Federation, the first Life Members of the Federation shall be the persons listed in **Schedule 1** to this Constitution.

2.6 Individual Members

- (a) No individual shall be registered with the Federation as an Individual Member except in accordance with this **clause 2.6**. The Federation may at its discretion refuse to accept a person as an Individual Member and shall not be required or compelled to provide any reason for such rejection.
- (b) Subject to **clause 2.6(a)**, an individual may apply to become an Individual Member of the Federation and is subject to the provisions of this Constitution.
- (c) In addition to the effect of membership set out in **clause 2.2**, an Individual Member must comply with this Constitution and the Policies and support the Federation and the Objects.
- (d) An Individual Member is entitled to any benefits of membership prescribed to apply to Individual Members in the Policies but, in any event, shall not be entitled to receive notice, attend or vote at General Meetings.

2.7 General

- (a) The Federation must keep a register of all Members in accordance with Clause 22 of the Incorporated Societies Act.

- (b) No Member whose membership ceases has any claim against the Federation or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must treat all staff, contractors and representatives of the Federation with respect and courtesy at all times.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Federation or the Sport, or both.

2.8 Limited Liability

Members have no liability in that capacity except as set out in **clause 20**.

3. Cessation of Membership

3.1 Cessation

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their membership according to this Constitution or the Policies of the Federation;
- (d) a body corporate being dissolved or otherwise ceasing to exist;
- (e) and without limiting the foregoing:
- (f) in the case of Members that Member no longer meeting the requirements for membership according to **clause 2**.

3.2 Resignation

For the purposes of **clause 3.(a)**, a Member may resign as a member of the Federation by giving 14 days written notice to the Directors. Where a Member Club seeks to resign as a member of the Federation the written notice must be accompanied by a copy of the special resolution passed by the Member Club's members resolving that the Member Club resign from the Federation.

3.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Federation or the Directors for damages or otherwise, or claim upon its property including its intellectual property rights.

4. Grievances and Discipline of Members

4.1 Jurisdiction

All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Federation whether under the Policies or under these this Constitution.

4.2 Policies

- (a) The Directors may make a Policy or Policies:
 - (i) for the hearing and determination of:
 - (A) grievances by any Member who feels aggrieved by a decision or action of the Federation ; and
 - (B) disputes between Members relating to the conduct or administration of gymnastics;
 - (ii) for the discipline of Members;
 - (iii) for the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
 - (iv) for the termination of Members.
- (b) The Directors in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Policies or any other resolution or determination of the Directors or any duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Federation or Gymnastics, or both; or
 - (iii) prejudiced the Federation or Gymnastics or brought the Federation or Gymnastics or themselves into disrepute;

for investigation or determination either under the procedures set down in the Policies or by such other procedure and/or persons as the Directors consider appropriate.
- (c) During investigatory or disciplinary proceedings under this **clause 4**, a respondent may not participate in Sport, pending the determination of such proceedings (including any available appeal) unless the Directors decide continued participation is appropriate having regard to the matter at hand.
- (d) The Directors may include in any Policy or Policies a final right of appeal to an independent body outside the control of the Sport.

5. Fees and Subscriptions

5.1 Membership Fee

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and the due date for payment.
- (b) Each Member must pay to the Federation the amounts determined under this **clause 5** in accordance with **clause 5.1(iv)**.

5.2 Non-Payment of Fees

Subject to **clause 5.3(a)**, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 5** is in arrears greater than 90 days.

5.3 Deferral or reduction of subscriptions

- (a) The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:
 - (i) there are reasonable grounds for doing so;
 - (ii) the Federation will not be materially disadvantaged as a result; and
 - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.
- (b) If the Directors defer or reduce a subscription or other amount payable by a Member under this **clause 5.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Directors.

6. General Meetings

6.1 Annual General Meeting

AGMs of the Federation are to be held:

- (a) according to any provisions of the Incorporated Societies Act; and
- (b) at a date and venue determined by the Directors.

6.2 Power to convene General Meeting

- (a) The Directors may convene a General Meeting when they think fit and must do so if required by the Incorporated Societies Act.
- (b) The Voting Members may convene a General Meeting, which must comply with any requirements under the Incorporated Societies Act.

6.3 Notice of a General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Federation; and
 - (ii) in accordance with any provisions of the Incorporated Societies Act.
- (b) At least 45 days prior to the proposed date of the AGM, the Directors will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 14 days notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with any provisions of the Incorporated Societies Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Director in accordance with the Incorporated Societies Act; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

6.4 Functions of the General Meeting

The General meeting fulfils the following functions

- (a) Approval and modification of the this Constitution;
- (b) Decision on the annual membership fee amount;
- (c) Election; and
- (d) Approval of the annual accounts

Along with all other requirements in accordance with the Incorporated Societies Act:

6.5 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

6.6 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Members according to any provisions of the Incorporated Societies Act;
- (b) the Directors at the request of Members; or
- (c) a court.

6.7 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) any other persons entitled to notice of a General Meeting under the Incorporated Societies Act.

6.8 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

6.9 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days notice of that General Meeting required to be given by **clause 7.8** or the Incorporated Societies Act.

6.10 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

6.11 Representative, proxy or attorney at postponed General Meeting

Where:

- (a) by the terms of an instrument appointing a Representative, proxy or attorney that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies the Federation in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

6.12 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

6.13 Right to appoint representative

- (a) Provided it complies with the requirements under the Incorporated Societies Act, each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings, provided that the Voting Member has not appointed a proxy under **clause 6.13**, and to exercise the powers of the Voting Member in relation to resolutions to be passed without meetings.
- (b) A Voting Member may appoint more than one Representative but only one Representative may exercise the Voting Member's powers at any one time.
- (c) In addition to each Voting Member's appointed Representative, each Voting Member shall be entitled to appoint one further representative to attend meetings on their behalf but not vote.

6.14 Right to appoint proxy

- (a) A Voting Member entitled to attend a General Meeting of the Federation is entitled to appoint a person as their proxy to attend the meeting in their place provided it complies with the requirements under the Incorporated Societies Act.
- (b) A proxy may be revoked by the appointing Member at any time by notice in writing to the Federation.

6.15 Form of proxy

The instrument appointing a proxy may be in form determined by the Directors from time to time provided it complies with the requirements under the Incorporated Societies Act.

6.16 Attorney of Member

A Member may appoint an attorney to act on the Member's behalf at all or any meetings of the Federation.

6.17 Lodgement of proxy or attorney documents

(a) A proxy or Attorney may vote at a General Meeting or adjourned or postponed meeting (as the case may be) only if the instrument appointing the proxy or attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Federation:

- (i) at the office, the facsimile number at the office or at such other place, facsimile number or electronic address specified for that purpose in the notice of meeting; and
 - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the Federation.

6.18 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy, attorney or Representative:
- (i) to agree to a General Meeting being convened by shorter notice than is required by the Incorporated Societies Act or by this Constitution;
 - (ii) to speak to any proposed resolution; and
 - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy, attorney or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
- (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or

venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:

- (i) at the postponed or adjourned meeting; or
 - (ii) at the new venue.
- (d) An appointment of a proxy may be a standing proxy — that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a proxy may provide for the Chairperson to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (g) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

7. Proceedings at General Meeting

7.1 Number for a quorum

The number of Members who must be present and eligible to vote for a quorum to exist at a General Meeting is 3.

7.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

7.3 Quorum and time

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the Chair determines.

7.4 Adjourned meeting

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those members then present shall constitute a quorum.

7.5 Chairperson to preside over General Meetings

- (a) The Chairperson is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
 - (i) a Director (or other person) chosen by a majority of the Directors present;
 - (ii) the only Director present; or
 - (iii) a Representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

7.6 Conduct of General Meetings

- (a) The Chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Incorporated Societies Act, terminate discussion or debate on any matter whenever he/she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 7.6** is final.

7.7 Adjournment of General Meeting

- (a) The Chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

7.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

7.9 Questions decided by majority

Subject to the requirements of the Incorporated Societies Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

7.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

7.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Federation, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

7.12 Poll

- (a) If a poll is properly demanded in accordance with the Incorporated Societies Act or by the Chair of the meeting, it must be taken in the manner and at the date and time directed by the Chair, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

7.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

7.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made is final.

8. Votes of Members

8.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall have the votes set out in this **clause 8.1**.
- (b) Each Eligible Member will receive one vote.
- (c) No Member other than Eligible voting members shall be entitled to vote at General Meetings.

8.2 Election of Directors

- (a) Elections for Elected Directors shall be by exhaustive ballot in accordance with this **clause 8.2** at the relevant General Meeting on papers prepared by the Directors.
- (b) Save where there is only one nominee for each position of Elected Director to be filled, the exhaustive ballot will be conducted as a poll as follows:
 - (i) rounds of voting for each position of Elected Director to be filled will be held, the first of which will include all nominees for that position;
 - (ii) the nominee with the fewest number of votes will be eliminated from the second and each subsequent round;
 - (iii) in the event that more than one nominee has an equal number of votes and that number of votes is the least number of votes, then:
 - (A) provided that there remains at least one other nominee for the subsequent round, all of those nominees with the least amount of votes will be eliminated from each of the subsequent rounds of voting;

- (B) if eliminating all nominees with the least number of votes would result in there being no nominees remaining then, subject to the direction of the Chair (who may call for a re-vote of the last round of voting), the position up for election will be treated as a casual vacancy to be dealt with in accordance with **clause 9.14**;
 - (iv) rounds of voting will be continued with one or more nominees being eliminated from each round until only two nominees remain;
 - (v) in the last round of two nominees, a resolution is passed in favour of the election of the nominee who receives the majority of votes; and
 - (vi) in the event that the last round of voting has only one nominee remaining, then a resolution is still required to be passed in favour of the election of that nominee in order for the nominee to be elected.
- (a) Elections for Elected Directors shall be by ballot in accordance with this **clause 8.2** at the relevant General Meeting on papers prepared by the Directors.
- (b) The ballot for an election to fill one or more Elected Director positions will be conducted in accordance with the following procedure:
 - (i) If at the close of nominations for an election to fill one or more Elected Director positions the number of eligible nominees is equal to or less than the number of positions to be filled, then no election is to take place and those eligible nominees will be taken to be elected to fill one or more of the Elected Director positions; and
 - (ii) if at the close of nominations for an election to fill one or more Elected Director positions there are more eligible nominees than the number of positions to be filled, a ballot will be conducted as a poll and the eligible nominee/s who receives the highest number of votes will be elected to fill the Elected Director positions. If two or more nominees get the same number of votes and at the relevant time there is only one Elected Director position to be filled then an independent observer or the CEO is to draw the name of one of those nominees by lot. That nominee is to be elected as an Elected Director.

8.3 Resolutions not in General Meeting

- (a) If all Members entitled to vote sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Federation held at the time on which the document was signed by the last Member entitled to vote.
- (b) For the purposes of **clause 8.3(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Members entitled to vote, are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.

- (c) A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Member for the purpose of this clause is deemed to be a document in writing signed by that Member.

9. Directors

9.1 Number of Directors

- (a) There must be not less than three Directors and not more than seven Directors.
- (b) Subject to **clause 9.1(a)**, not more than seven Directors are to be elected by the Members (**Elected Directors**), and not more than three Directors are to be appointed under **clause 9.10**.

9.2 First Directors

- (a) The First Elected Directors are:
- * President - Rose Fangupo
 - * Secretary - Kathryn Tupou
 - * Vice Secretary - Ebonie Fifita
 - * Treasurer - Amy Halapua
 - *
- (b) The First Appointed Directors are:
- *
 - *

- (c) Subject to the Incorporated Societies Act and **clause 9.3**:
- (i) at the first Annual General Meeting following the adoption of this Constitution, two of the First Elected Directors will retire from office (and in the absence of agreement as to who will retire, those to retire will be determined by lot from the First Elected Directors) and an election will be held to elect two Elected Directors. Those retiring First Elected Directors will, subject to the requirement of this Constitution, be eligible for re-election;
 - (ii) at the second Annual General Meeting following the adoption of this Constitution, two other First Elected Directors will retire from office (and in the absence of agreement as to who will retire, those to retire will be determined by lot from the First Elected Directors) and an election will be held to elect two Elected Directors. Those retiring First Elected Directors will, subject to the requirement of this Constitution, be eligible for re-election; and
 - (iii) at the third Annual General Meeting following the adoption of this Constitution, the remaining First Elected Directors will retire from office and an election will be held to elect that number of First Elected Directors that have retired. Those retiring First Elected Directors will, subject to the requirement of this Constitution, be eligible for re-election.

9.3 Eligibility

- (a) For the period from the date of this Constitution a person who:
 - (i) is an employee of the Federation; or
 - (iii) was a Director of the Federation and **clause 9.8** applies,

(each a disqualifying position) may not hold office as a Director.
- (b) A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as a Director.
- (c) A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days.
- (d) No person shall be eligible to stand for an Elected Director position if, during the proposed term of office, they would be in breach of **clause 9.8**.
- (e) The Board may determine position or role descriptions or necessary qualifications for Director positions.

9.4 Nomination for election

- (a) At least 45 days prior to the proposed date of the Annual General Meeting at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Director position, the Directors will request from Members

nominations (which comply with this **clause 9.4**) for elections to positions falling vacant, which must be received no less than 28 days prior to the AGM.

- (b) Any Member may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM.
- (c) A nomination must:
 - (i) be in the form required by the Directors; and
 - (ii) signed by the nominator and nominee.

9.5 Term of office of Directors generally

Subject to **clauses 9.2, 9.8** and **9.9**, an Elected Director will hold office for a term of three years.

9.6 Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to the requirement of this Constitution, including **clause 9.8**, is eligible for re-election.

9.7 Elected Director elected at General Meeting

- (a) At a General Meeting:
 - (i) at which an Elected Director retires; or
 - (ii) at the commencement of which there is a vacancy in the office of an Elected Director,

there will be a vote of the Members conducted in accordance with **clause 8.2** to fill the vacancy by electing someone to that office.
- (b) Subject to **clauses 9.8** and **9.13**, an Elected Director elected under this **clause 9.7** takes office at the end of the meeting at which they are elected for a period of three years.

9.8 Maximum term of office for Directors

- (a) A Director may not serve more than three consecutive terms as a Director, including where one of the terms is as an Appointed Director.
- (b) For the purpose of **clause 9.8(a)**, service:
 - (i) by a person filling a casual vacancy in an Elected Director position under **clause 9.9(b)** for any period will be treated as a term;

- (ii) by a person in an Appointed Director position under **clause 9.10** for any period will be treated as a term; and
 - (iii) by a First Elected Director prior to their resignation in accordance with **clause 9.2(c)** will be treated as a term.
- (c) A Director who has served a maximum term in accordance with **clause 9.8(a)** shall not be eligible to be a Director for six years following the completion of their maximum term.
 - (d) A Director shall not be eligible to serve more than three terms in any fifteen-year period.

9.9 Casual vacancy in ranks of Elected Directors

- (a) The Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 9.14**) in the rank of the Elected Directors.
- (b) A person appointed under **clause 9.9(a)** holds office until the next Annual General Meeting at which time they can offer themselves for re-election.

9.10 Appointed Directors

- (a) In addition to the Elected Directors, the Directors may themselves appoint up to two persons to be Directors because of their special business acumen and/or technical skills. These persons will be known as the — **Appointed Directors**. The first Appointed Directors are set out in **clause 9.2(b)**.
- (b) Subject to **clauses 9.8** and **9.13**, an Appointed Director holds office for a term determined by the Directors not to exceed three years and the appointment will be on such other terms as the Directors determine.
- (c) A person may only serve two terms as an Appointed Director but, subject to the other requirement of this Constitution, are otherwise eligible to be elected to an Elected Director position.
- (d) The Directors may at any time appoint a person to fill a casual vacancy (as defined in **clause 9.14**) in the rank of the Appointed Directors on whatever terms the Directors decide.

9.11 Remuneration of Directors

Subject to **clause 9.14**, a Director may not be paid for services as a Director but, with the approval of the Directors and subject to any provisions of the Incorporated Societies Act, may be:

- (a) paid by the Federation for services rendered to it other than as a Director; and
- (b) reimbursed by the Federation for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Federation; or
 - (ii) otherwise engaged in the affairs of the Federation.

9.12 Honorarium

The Federation may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

9.13 Removal of Director

- (a) Subject to any provisions of the Incorporated Societies Act, the Federation may in General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with **clause 9.13(a)** cannot be re-appointed as a Director within three years of their removal.

9.14 Vacation of office

The office of a Director becomes vacant when the Companies Act says it does and also if the Director:

- (a) is removed in accordance with **clause 9.13**;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) resigns from office by notice in writing to the Federation;
- (d) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 9.3** and does not resign from that position within 30 days;
- (e) is not present at three consecutive Directors' meetings without leave of absence from the Directors; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Federation and fails to declare the nature of the interest as required by the Incorporated Societies Act.

9.15 Alternate Director

A Director cannot appoint an alternate.

10. Powers and Duties of Directors

10.1 Directors to manage the Federation

The Directors are to manage the Federation's business and may exercise those of the Federation's powers that are not required, by the Incorporated Societies Act or by this Constitution, to be exercised by the Federation in General Meeting.

10.2 Specific powers of Directors

Without limiting **clause 10.1**, the Directors may exercise all the Federation's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Federation or of any other person.

10.3 Time, etc

Subject to the Incorporated Societies Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may at their absolute discretion extend that time, period or date as they think fit.

10.4 Appointment of attorney

The Directors may appoint any person to be the Federation's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

10.5 Provisions in power of attorney

A power of attorney granted under **clause 10.4** may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

10.6 Delegation of powers

- (a) Without limiting **clause 13.4** the Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of the Federation or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;

- (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

10.7 Code of Conduct

The Directors must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

10.8 Seal

The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf and every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

10.9 Duplicate seals

The directors may provide for duplicate common seals for use in any other place or country in which the Federation is registered or shall acquire real or personal property or shall enter into any contract or otherwise function.

11. Proceedings of Directors

11.1 Directors meetings

- (a) Subject to **clause 11.1(b)**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least six times in each calendar year.

11.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

11.3 Chair's casting vote

The Chair of the meeting will not have a casting vote.
The Chair is first amongst equals, so should encourage collegiate decision-making as opposed to voting.

11.4 Quorum

Three Directors present in person constitutes a quorum.

11.5 Effect of vacancy

- (a) The continuing Directors may act despite a vacancy in their number.
- (b) However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

11.6 Convening meetings

- (a) A Director may convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of a meeting of Directors may be given in person, or by post or by telephone, facsimile or other electronic means.
- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Federation in person or by post or by telephone, facsimile or other electronic means.
- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting of Directors.

11.7 Election of Chairperson

- (a) The Directors may elect one of their number to be the Chairperson by a majority vote.
- (b) The Director elected to be Chairperson under **clause 11.7(a)** will remain Chairperson for the duration of their term of office as Director and shall chair any meeting of Directors unless the resolution electing a person as the Chairperson specifies a fixed term for the appointment.

- (c) Despite **clause 11.7(b)**, if:
 - (i) there is no person elected as Chair; or
 - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is unwilling to act,the Directors present may elect one of their number to be Chair of the meeting

11.8 Governance Structure of the Federation

- (a). The governance structure of the Federation shall include:
 - (i) The Chairperson of the Federation
 - (ii) The Vice Chairperson
 - (iii) The Secretary
 - (iv) The Treasurer
- (b) The Directors may elect one of their number to be the Vice Chairperson, Secretary and Treasurer by a majority vote.

11.9 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 11.8(a)** and is taken to be signed when received by the Federation in legible form.
- (c) The resolution is passed when the last Director signs.

11.10 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

11.11 Directors' Interests

- (a) A Director shall declare to the Directors any material personal interest or related party transaction, as defined by the Incorporated Societies Act, as soon as practicable after that Director becomes aware of their interest in the matter.
- (b) Where a Director declares a material personal interest or in the event of a related party transaction, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) The Board of Directors shall maintain a register of declared interests.

11.12 Minutes

The Directors must cause minutes of meetings to be made and kept according to any provisions in the Incorporated Societies Act.

12 Telecommunication Meetings of the Federation

12.1 Telecommunication Meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a Telecommunication Meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with any provisions of the Incorporated Societies Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Telecommunication Meeting in so far as they are not inconsistent with the provisions of this **clause 12**.

12.2 Conduct of Telecommunication Meeting

The following provisions apply to a Telecommunication Meeting of the Federation:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;

- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

13 Chief Executive Officer

13.1 Appointment of CEO

The Directors may appoint a CEO.

13.2 Powers, duties and authorities of CEO

- (a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.

13.3 Suspension and removal of CEO

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office.

13.4 Delegation by Directors to CEO

The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Federation. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Federation;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Federation; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

13.5 CEO to attend meetings

The CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Federation, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote.

14 Federation Secretary

14.1 Appointment of Federation Secretary

There must be at least one Federation Secretary who is to be appointed by the Directors.

14.2 Suspension and removal of Federation Secretary

The Directors may suspend or remove a Federation Secretary from that office.

14.3 Powers, duties and authorities of Federation Secretary

A Federation Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.

15 Committees

15.1 Committees

The Directors may delegate any of their powers to Committees consisting of those persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

15.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

15.3 Committee meetings

Unless otherwise determined by the Directors, committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

16 Policies

16.1 Making and amending Policies

- (a) In addition to policies made under **clause 4.2**, the Directors may from time to time make policies:
 - (i) that are required to be made under this Constitution; and
 - (ii) which in their opinion are necessary or desirable for the control, administration and management of the Federation's affairs and may amend, repeal and replace those policies.
- b) The Federation in General Meeting may amend, repeal or replace any policy made by the Directors without affecting the validity of acts or decisions made by the Directors or anyone authorised to act pursuant to that policy.
- (c) The Policies referred to in **clauses 4.2** and **16.1(a)** take effect 28 days after the service of the Policy on the Member and shall be of force and effect on that date.

16.2 Effect of Policies

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- (d) may be overruled if a resolution to that effect is passed by the Members at a General Meeting.

17 Inspection of Records

17.1 Right of the Members to Inspect Records

A Member does not have the right to inspect any document of the Federation (including registers kept by the Federation) except as required by law.

18 Accounts

18.1 Accounting Records

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Incorporated Societies Act.

18.2 Auditor

A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with any provisions in the Incorporated Societies Act.

19 Service of Documents

19.1 Document includes notice

In this **clause 19**, document includes a notice.

19.2 Methods of service on a Member

The Federation may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a facsimile number or electronic address nominated by the Member.

19.3 Methods of service on the Federation

A Member may give a document to the Federation:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) by sending it to a facsimile number or electronic address nominated by the Federation.

19.4 Post

A document sent by post if sent to an address:

- (a) in Tonga, may be sent by ordinary post; and
- (b) outside Tonga, or sent from an address outside Tonga, must be sent by airmail,

and in either case is taken to have been received on the second business day after the date of its posting.

19.5 Facsimile or electronic transmission

If a document is sent by facsimile or electronic transmission, delivery of the document is taken to:

- (a) be effected by properly addressing and transmitting the facsimile or electronic transmission; and
- (b) have been delivered on the business day following its transmission.

20 Indemnity

20.1 Indemnity of officers

- (a) This **clause 20** applies to every person who is or has been:
 - (i) a Director, CEO or Federation Secretary of the Federation; and
 - (ii) to any other officers, employees, former officers or former employees of the Federation or of its related bodies corporate as the Directors in each case determine.

Each person referred to in this paragraph **(a)** is referred to as an “**Indemnified Officer**” for the purposes of the rest of **clause 20**.

- (b) The Federation will indemnify each Indemnified Officer out of the property of the Federation against:
 - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Federation or of a related body corporate of the Federation; and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Federation or of a related body corporate of the Federation,unless:
 - (iii) the Federation is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (iv) an indemnity by the Federation of the person against the liability or legal costs would, if given, be made void by statute.

20.2 Insurance

The Federation may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the Federation or of a related body corporate of the Federation including a liability for legal costs, unless:

- (a) the Federation is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Federation paid the premium, be made void by statute.

20.3 Deed

The Federation may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 20.1** on the terms the Directors think fit (as long as they are consistent with **clause 20**).

21 Modification to Constitution

21.1 Proposals for Modifications to the Constitution

Proposals for modifications to this Constitution may be submitted in accordance with the provisions of **clause 6** by a Member Club or by the executive and in accordance with clause 21 of the Incorporated Societies Act.

21.2 Approval of Modifications to the Constitution

Modifications to this constitution must be approved by a minimum of 75% majority of the persons attending and entitled to vote at an Annual General Meeting or a Special meeting called for the purpose. The modifications will become effective upon completion of that meeting unless otherwise decided by a 75% majority of that meeting.

22 Winding Up

22.1 Contributions of Members on winding up

- (a) Each Voting Member must contribute to the Federation's property if the Federation is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Federation's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves,
 - (iv) and the amount is not to exceed \$10.00.
- (c) No other Member must contribute to the Federation's property if the Federation is wound up.

22.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Federation, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of the Federation; and
 - (ii) whose Memorandum prohibits (or each of whose Memorandums prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed under this Constitution.
- (b) That body is, or those bodies are, to be determined by the Voting Members at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.