

**OCEANIA TENNIS FEDERATION
INCORPORATED (“OTF”)**

CONSTITUTION

Incorporated Society No. 2560420

Adopted at the Annual General Meeting
on 13th March 2022

Commencement Date: 14 March 2022

Table of Contents

PART I – NAME, OBJECTS AND POWERS	4
1. Name.....	4
2. Status.....	4
3. Registered Office and Headquarters.....	4
4. Purposes.....	4
5. Powers.....	5
PART II - MEMBERSHIP	5
6. Categories of Members.....	5
7. Full Members.....	6
8. Associate Members.....	7
9. Life Members.....	7
10. Member Rights & Obligations.....	7
11. Membership & Other Fees.....	8
12. Register of Members.....	8
13. Resignation, Suspension & Termination of Membership.....	8
PART III – GOVERNANCE	10
14. Board Role, Composition & Membership.....	10
15. Powers of the Board & Duties of Board Members.....	13
16. Board Meetings & Procedures.....	15
17. Executive Officer.....	15
Part IV – GENERAL MEETINGS	16
18. Meetings of Members.....	16
19. Voting at General Meetings.....	18
20. Urgent Resolutions of Members.....	19
PART V – FINANCIAL MATTERS	19
21. Financial Year.....	19
22. Annual Report and Annual Financial Statements.....	19
23. Application of Income.....	19
PART VI – OTHER MATTERS	20
24. Common Seal.....	20
25. Alteration to the Constitution.....	20
26. Regulations.....	20
27. Liquidation or Dissolution.....	20
28. Indemnity and Insurance.....	21

29.	Disputes and Matters Not Provided For	22
PART VIII – TRANSITION		22
30.	Transition	22
PART VIV – DEFINITIONS		22
31.	Definitions	22

OCEANIA TENNIS FEDERATION INCORPORATED

CONSTITUTION

PART I – NAME, OBJECTS AND POWERS

1. Name

- 1.1 The name of the incorporated society is Oceania Tennis Federation Incorporated (**OTF**) or any other name as decided by the Board.

2. Status

OTF is:

- (a) a not-for-profit incorporated society under the *Incorporated Societies Act 1908 (No.218546) (Act)*;
- (b) one of six (6) Regional Associations affiliated to ITF; and
- (c) governed by the laws of New Zealand.

3. Registered Office and Headquarters

- 3.1 The registered office and headquarters of OTF shall be at such place(s) in New Zealand as decided by the Board from time to time.
- 3.2 OTF may have offices at any one or more locations in Oceania as decided by the Board from time to time.

4. Purposes

- 4.1 The purposes for which OTF is established are to:
- (a) promote, develop, enhance and protect the sport of Tennis mainly as an amateur sport for the recreation and entertainment of the general public in Oceania;
 - (b) foster the growth and development of the sport of Tennis in Oceania including by:
 - (i) developing and promoting Tennis in Oceania including but not only by playing, coaching, officiating and administration;
 - (ii) managing and/or hosting Tennis events and tournaments in Oceania both in its own right and on behalf of ITF in Oceania;
 - (iii) delivering programmes including ITF programmes;
 - (iv) selecting and managing Oceania and Pacific Oceania representative teams;
 - (v) if required by ITF, managing the “ITF/OTF Pacific Training Centre” or any other Tennis facility in Oceania;
 - (vi) supporting players in Pacific Oceania including coordinating tours for elite and junior players;
 - (vii) supporting the development of its Members especially those in Pacific Oceania including providing information and facilitating, sourcing and administering funding, scholarships and

- grants, including ITF and Olympic Solidarity, maintaining NOC relations and supporting coaching programmes;
- (viii) promoting co-operation and fellowship between Members in Oceania, between the OTF and other Regional Associations and between Members of the OTF and ITF for the betterment of Tennis in Oceania;
 - (ix) establishing, sanctioning and promoting an Oceania calendar of events;
 - (x) encouraging all Members of OTF to become and remain members of their respective NOCs; and,
 - (xi) encouraging full membership of the ITF, and participation in the Davis and Billie Jean King Cups, by all countries in Oceania;
- (c) maintain recognition from and by the ITF and representation at ITF Annual General Meetings and any other ITF forums, as a Regional Association;
 - (d) perform the functions of a Regional Association for the sport of Tennis including but not only:
 - (i) undertaking and meeting its responsibilities under the ITF constitution including but not only Article 7(f);
 - (ii) providing a liaison between ITF and its members on Oceania and representing those members in their dealings with ITF;
 - (e) uphold and enforce the Rules of Tennis and of ITF;
 - (f) promote good governance in, and preserve the ethics, integrity and independence of, Tennis as a sport;
 - (g) utilise the resources of Tennis Australia and Tennis New Zealand, wherever possible, to assist developing Tennis countries in Oceania including but not only through or by:
 - (i) the exchange of Australian and New Zealand players, coaches, and officials with those from other Oceania countries on a regular basis; and,
 - (ii) assisting the accreditation of coaches/umpires from developing Tennis countries using the Australian and New Zealand accreditation systems, or other internationally recognised systems; and
 - (h) do all such other lawful things as may be incidental or may be deemed to be conducive to the attainment of any of these objectives.

5. Powers

- 5.1 Solely for furthering the Purposes in **Rule 4**, OTF, in addition to any other powers it has under the Act, has the legal capacity and the same powers of a company as set out under section 16 of the *Companies Act 1993*.

PART II - MEMBERSHIP

6. Categories of Members

- 6.1 **Categories:** The Members of OTF shall be:
- (a) Full Members: as described in **Rule 7 (Full Members)**; and
 - (b) Associate Members: as described in **Rule 8 (Associate Members)**; and

(c) Life Members: as described in **Rule 9 (Life Members)**.

6.2 **Limitation:** A person shall only be entitled to be a Member of OTF in one membership category at any one (1) time.

7. Full Members

7.1 **Full Members:** Tennis associations or corresponding organisations that are:

- (a) not for profit; and
- (b) concerned with the benefit, development, interest and promotion of tennis either;
 - (i) in independent countries or independent or self governing territories located within Oceania; or
 - (ii) are members of their National Olympic Committee in Oceania;

shall be eligible for full membership of OTF, whether or not such Tennis associations are also members of ITF. If a Tennis association is not a member of ITF, it can still apply to and be a member of OTF, provided it becomes a member of the ITF within three (3) years of joining the OTF. A Tennis association must be the recognised governing body for Tennis in the territory and must ensure and certify that it operates as and is a properly constituted sports body in accordance with the law applicable to its country or territory in which it is domiciled before making an application for membership. "Recognition" under this clause means recognition by the ITF and/or OTF if the Tennis Association is established and operates in accordance with the laws that govern the relevant territory in which the association governs Tennis.

7.2 **Application:** Application by a Tennis association to be potential Full Member shall be considered and processed by the Board, after which the Board's recommendation shall be submitted to the General Meeting for decision. An application may be accepted or rejected in accordance with the criteria in Rule 7.1. If rejected reasons must be given but there is no appeal from or against such decision. The application shall:

- (a) include information on the number of tennis players, clubs, events, organisational structure and such other information relating to the applicant as may be required by the Board; and
- (b) be accompanied by the Membership Fee, which shall be refunded if membership is not approved.

7.3 **Rights:** A Full Member is entitled to, subject to **Rule 13.2 (Default in Payments)**:

- (a) attend, speak, propose motions and vote at General Meetings under **Rule 19 (Voting at General Meetings)**; and
- (b) vote on Urgent Resolutions under **Rule 20 (Urgent Resolutions of Members)**;

provided that the Member has been a Full Member for at least three (3) months immediately prior to the General Meeting or the Urgent Resolution, as applicable; and

- (c) nominate persons for the Board.

7.4 **Membership term:** Subject to **Rule 123 (Resignation, Suspension & Termination of Membership)**, the duration of membership for Full Members is the period of two Financial Years (or any part of the Financial Year during which the person becomes a Full Member).

7.5 **Membership renewal:** Each Full Member of OTF must renew its membership with OTF biennially, including paying the Membership Fee in advance, in the manner and time prescribed by the Board, in order to remain a Member.

7.6 **Other benefits:** Other benefits of Full membership including participation in programs of OTF shall be as determined by the Board from time to time.

8. Associate Members

- 8.1 **Associate Members:** Tennis associations of territories located in Oceania which do not meet the criteria under **Rule 7.1** shall be eligible for Associate Membership of OTF, whether or not such Tennis associations are also members of ITF. If a Tennis association is not a member of ITF, it can still join OTF, provided it becomes a member of the ITF within three (3) years of joining OTF. The Tennis association must be the recognised governing body for Tennis in the territory and must ensure and certify that it operates as and is a properly constituted sports body in accordance with the law applicable to its country or territory in which it is domiciled before making an application for membership. Additional requirements for Associate membership may be approved by the from time to time by the Members at a General Meeting.
- 8.2 **Application:** Conditions for application and retention of membership as an Associate Member, save those referring to ITF membership, outlined in **Rules 7.2, 7.4, 7.5** and **13** shall apply.
- 8.3 **Status:** If the status of the territory changes to that of independent nation or independent self supporting territory, Associate Membership shall be immediately terminated after a period of 12 months. During this period, an application for Full Membership may be made in accordance with **Rule 7.2**.
- 8.4 **Rights:** An Associate Member is entitled to, subject to **Rule 13.2 (Default in Payments)** attend and speak but not propose any motions, nominate persons for the Board or vote at General Meetings of OTF under **Rule 19 (Voting at General Meetings)** provided that the Member has been an Associate Member for at least six (6) months immediately prior to the General Meeting.
- 8.5 **Other Benefits:** Other benefits of Associate membership including participation in programs of OTF shall be as determined by the Board from time to time but cannot be to the same level as Full Members.

9. Life Members

- 9.1 **Life Members:** A General Meeting may appoint persons who have served OTF with distinction or who have otherwise given outstanding service to Tennis in their nation, as Life Members of OTF.
- 9.2 **Proposal:** A Member on giving at least forty-five (45) days' notice may propose the appointment of a person as a Life Member and if two-thirds of the Members voting at that meeting agree then the appointment shall take effect.
- 9.3 **Term:** The role of Life Member is honorary and continues for life unless relinquished or revoked at a General Meeting by a two-thirds vote..
- 9.4 **Rights:** A Life Member has the right to attend and speak any General Meeting of OTF but cannot propose motions or vote at General Meetings nor vote on Urgent Resolutions under **Rule 20 (Urgent Resolutions of Members)**;

10. Member Rights & Obligations

- 10.1 **Effect of Membership:** Members acknowledge and agree that:
- (a) this Constitution constitutes a contract between each of them and OTF and they are bound by this Constitution and the Regulations;
 - (b) they shall comply with and observe this Constitution and the Regulations and any standards, resolutions, decisions or policies, including (but not limited to) any codes or rules, which may be made or passed by the Board;
 - (c) they are subject to the jurisdiction of OTF;
 - (d) this Constitution and Regulations are necessary and reasonable for promoting the objects of OTF;

- (e) neither membership of OTF nor this Constitution gives rise to:
 - (i) any proprietary right of Members in, to or over OTF or its property or assets;
 - (ii) any automatic right of a Member to renewal of their membership of OTF;
 - (iii) subject to the Act and OTF acting in good faith, the right of Members to natural justice, unless expressly provided for in this Constitution; and
- (f) they are entitled to all rights, entitlements, and privileges of membership conferred by this Constitution and the Regulations.

10.2 **Obligations:** In addition to the rights and obligations as a Member under **Rule 10.1**, each Member shall:

- (a) promote and support the Purposes in **Rule 4** and this Constitution;
- (b) provide membership information to OTF as requested by it;
- (c) pay the Membership Fee or other fees under **Rule 11 (Membership & Other Fees)**; and,
- (d) act in good faith and with loyalty to OTF and to each other to ensure the maintenance and enhancement of OTF and its reputation and to do so for the collective and mutual benefit of the Members.

10.3 **Relationship with ITF rules:** OTF and Members acknowledge and agree that the membership rules of ITF from time to time, in so far as they are consistent with this Constitution shall also apply to Members of OTF. If such ITF rules are inconsistent with this Constitution, this Constitution takes precedence.

11. Membership & Other Fees

11.1 **Membership Fee:** Unless otherwise determined by the Board, Members shall pay the Membership Fee biennially. The amount of the Membership Fee (which may include different amounts for different categories of Members) shall be determined by the Board, including the due date for payment and the method(s) for payment of such fee. The Board may not waive payment of any such fee.

11.2 **Other Fees:** The Board may impose any other reasonable fees, levies or payments to be paid by Members in addition to those specified in **Rule 11.1 (Membership Fee)**.

12. Register of Members

12.1 **Register:** OTF shall keep and maintain a Register in which shall be entered the full name, address, type of membership, the date of entry of each Member and any other details about each Member as reasonably required by the Board or required by law.

12.2 **Changes:** All Members shall provide written notice of any change to their details in **Rule 12.1 (Register)** to OTF as soon as reasonably practicable after such change occurring.

12.3 **Privacy Act:** Where OTF collects, stores and uses personal information from individuals for the Register, it shall seek the consent of the individual(s) concerned and at all times comply with the *Privacy Act 2020*.

12.4 **Inspection:** Any Member's entry on the Register shall be available for inspection by that Member, OTF staff and Board Members in accordance with the *Privacy Act 2020*, upon reasonable request made to the Executive Officer. Any such request for inspection and inspection must be made in good faith and for a proper purpose.

13. Resignation, Suspension & Termination of Membership

13.1 **Resignation of Membership:** Any Member that is not in default of any payments as specified in **Rule 13.2 (Default in Payments)**, may resign their membership of OTF by giving not less than thirty (30) Days' written notice to OTF.

- 13.2 **Default in Payments:** A Member shall not be entitled to any of its entitlements as described in **Rules 7 (Full Member) or 8 (Associate Member)** if it is in default of its Membership Fee payment obligations. In particular, the Member shall have no right to attend, speak or vote at a General Meeting. A Member shall also have its membership of OTF terminated if any payments to OTF are due and outstanding for 12 months. Before such termination can occur the Board must give the Member written notice specifying the payment(s) due and demanding payment by a due date, being not less than seven (7) Days from the date of the demand. If payment is not received by the due date, the membership shall be automatically terminated. There is no right of appeal of suspension of membership termination under this **Rule 13.2**.
- 13.3 **Other Grounds:** In addition to **Rule 13.2 (Default in Payments)**, and subject to **Rule 13.5 (Procedure)**, a Member may be suspended from membership, or terminated from membership (with or without conditions), and liable to such other penalty as reasonably decided by the Board (or a sub-committee of the Board which may include independent persons appointed for that purpose), if the Board, (or the appointed sub-committee), after reasonable enquiry and following all reasonable efforts by the Board and the Member to resolve the matter, considers that the Member:
- (a) breaches or fails to comply with this Constitution, the Regulations or any standard, resolution, decision or policy, code or rule decided by the General Meeting or the Board;
 - (b) engaged in Misconduct or acted in a manner unbecoming of a Member or prejudicial to the Purposes and interests of OTF including but not only impeding friendly relations among Members or which prejudices Members' participation in OTF events; or
 - (c) brought OTF, or any officer, employee, Tennis or other Member of OTF into disrepute.
- 13.4 **Automatic termination:** Where the Member:
- (a) is liquidated or is deregistered or dissolved (for whatever reason); or,
 - (b) is no longer recognised as the governing Tennis body in its country or territory or otherwise does not continue to meet any part of the criteria for membership set out in **Rule 7.1 (Full Member) or Rule 8.1 (Associate Member)**;
- the membership of that Member shall be immediately terminated. There is no right of appeal of membership termination under this **Rule 13.4**.
- 13.5 **Procedure:** Before any decision under **Rule 13.3 (Other Grounds)** is made, the Member concerned:
- (a) shall be given no less than seven (7) Days' written notice by the Board (or the appointed sub-committee of the Board), of the proposal to suspend their membership; or,
 - (b) shall be given fourteen (14) Days' written notice by the Board (or the appointed sub-committee of the Board) of the proposal to terminate their membership, or to impose any other sanction or penalty; and
 - (c) under either **Rule 13.5(a)** or **(b)** above, have the right to be present, make submissions and be heard at a Board (or the appointed sub-committee of the Board) meeting in which the matter is to be considered.
- 13.6 **Provisional Suspension:** Notwithstanding anything in this Constitution, the Board may:
- (a) if the circumstances of a particular matter require; and
 - (b) acting reasonably and in good faith;
- impose a provisional suspension on any Member (including suspension of all rights and benefits as a Member) for such period decided by the Board (being no longer than six(6) months) pending the matter being investigated and proceeding in accordance with this Constitution.
- 13.7 **Board's decision:** A decision under **Rule 13.3 (Other Grounds)** shall be final and there is no right of appeal.

- 13.8 **Consequences of Termination of Membership:** Where any Member ceases to be a Member of OTF, that entity shall forfeit all rights in, and claims upon, OTF and its property, and shall not use any OTF property including Intellectual Property. Furthermore, any licence, agreement, consent or other arrangement between the Member and OTF in place immediately prior to the Member ceasing to be a Member shall automatically terminate, be revoked and/or cease to have any effect on and from the date that the Member ceases to be a Member. That Member shall also not be entitled to any other rights, entitlements or privileges to which he or she would otherwise have been entitled. These consequences, and those set out in this Constitution and the Regulations, shall survive the termination of such membership. The date of termination of a Member's membership shall be recorded in Register of Members (**Rule 12**).
- 13.9 **Re-admission:**
- (a) Any former Member which has applied for re-admission to Membership may, when it has fulfilled the requirements set out below, be re-admitted as a Full or Associate Member at the discretion of OTF if a Resolution of OTF in General Meeting that effect is carried by Special Resolution.
 - (b) **Rule 7.2 (Application)** dealing with new applications for membership applies to any application for re-admission.
 - (c) It shall be a condition precedent to any such re-admission to Membership that the association concerned shall:
 - (i) have complied with all conditions set by OTF governing its readmission; and
 - (ii) unless waived in accordance with **Rule 13.9(d)**, make the following payments:
 - (A) any Membership Fees or other fees in arrears up to the date when the relevant association ceased to be a Member;
 - (B) the Membership Fee for the year of re-admission;
 - (C) in the case of a Member terminated under **Rules 13.3 (Other Grounds)** or **13.4 (Automatic Termination)**, a penalty in the amount equal to one year's Membership Fee.
 - (d) The Board may in exceptional circumstances, recommend to a General Meeting, that payment of any or all of the sums mentioned in **Rule 13.9(c)(ii)** be waived.

PART III – GOVERNANCE

14. Board Role, Composition & Membership

- 14.1 **Role of the Board:** The Board is responsible for governing OTF and, subject to this Constitution, may exercise all the powers of OTF and do all things that are not expressly required to be undertaken at a General Meeting.
- 14.2 **Membership of the Board:** The Board shall comprise up to eight (8) people as follows:
- (a) President;
 - (b) Vice President; and
 - (c) Up to six (6) other Board Members;

all of whom will be elected under **Rule 14.3 (Election of Board)** BUT whom must include at least one (1) person from each of Australia, New Zealand, Melanesia, Micronesia and Polynesia.

14.3 Election of Board:

- (a) Board Members whose terms of office have expired (or resulting from a casual vacancy under Rule 14.7(a)) shall be elected at every second AGM held in the odd numbered years from a list of nominees for Board Members of the Board nominated by Full Members.
- (b) Nominees must be ordinarily resident (as defined in **Rule 14.3(e)**) in the country or territory in which the nominating Member has jurisdiction.
- (c) Nominations must be approved by the Executive Committee or equivalent body of the nominating Member and if approved, signed by the President or Secretary of the nominating Member and the nominee. The nomination must be received by the Executive Officer at least thirty (30) days before the applicable General Meeting.
- (d) The Board Member positions shall include at least one person ordinarily resident in each of Australia, New Zealand, Melanesia, Micronesia and Polynesia.
- (e) For the purposes of this rule, "ordinarily resident" means the person is, at the time of the nomination:
 - (i) domiciled in the country or territory; or
 - (ii) living in the country or territory and the place where that person usually lives is, and has been for the immediately preceding 12 months, in that country or territory, whether or not that person has on occasion been away from the country or territory during that period.
- (f) From the 2023 AGM and thereafter, each position on the Board which is vacant (either due to the term of office expiring under **Rule 14.6** or as a result of a casual vacancy under **Rule 14.7(a)**), it will be voted at the relevant AGM in the following order:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Board Member positions for a four year term;
 - (iv) Board Member positions for a term of less than four years (for example, resulting from a casual vacancy under **Rule 14.7(a)**)
- (g) Voting for the election of Board Members shall be undertaken in accordance with **Rule 19.7** and the Standing Orders.

14.4 Ineligibility: The following persons are Ineligible for appointment, or to remain in office, as a Board Member:

- (a) Under 18 Years: a person who is under the age of 18 years;
- (b) Bankrupt: a person who is a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or by any order under section 299 of the *Insolvency Act 2006* or any similar or equivalent legislation applicable to them;
- (c) Charity disqualification: a person who is disqualified from being an officer of a charitable entity under section 31(4)(b) of the *Charities Act 2005* or any similar or equivalent legislation applicable to them;
- (d) Criminal Offences: a person who has been convicted of any offence in any country or territory which is punishable by a term of imprisonment of three (3) months or more for that offence (whether or not a term of imprisonment is imposed), within the last seven (7) years;

- (e) Disqualified Board Member: a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, a company or any other incorporated or unincorporated body under any statute including financial markets legislation, the *Companies Act 1993* or any similar or equivalent legislation applicable to them;
- (f) Anti-Doping Rule Violation: a person who has been found guilty of an anti-doping rule violation under any WADA compliant anti-doping policy or rules;
- (g) Incapacity: a person who becomes mentally incapable as defined in the *Protection of Personal and Property Rights Act 1988* or any similar or equivalent legislation applicable to them; or
- (h) Other: any person who is otherwise ineligible under the Act (or any amendment to it) or any similar or equivalent legislation applicable to them.

14.5 **Matters Not Provided For:** If any situation arises that, in the opinion of the Board, is not provided for in the Constitution, the Regulations, or the policies or procedures of OTF, the matter will be decided by the Board.

14.6 **Term of Office:**

- (a) Except as specified in this Constitution (including Rule 14.6(b) and (c)), the term of office for all Board Members shall be four (4) years, commencing at the conclusion of the AGM at which they are elected and expiring at the conclusion of the fourth AGM following their appointment.
- (b) Subject to this Constitution, the terms of office for all Board Members (including the President and Vice President) elected in 2019 shall be two years commencing at the conclusion of the 2019 AGM and ending at the conclusion of the 2021 AGM. Any period in office as a Board Member as a result of a casual vacancy under Rule 14.8, shall not be counted in the term of office.
- (c) The terms of office for Board Member elected at the 2021 AGM, and thereafter, shall be staggered so as to ensure a regular rotation of Board Members at each election. The schedule of rotation, commencing from the elections held at the AGM in 2021 shall be as follows:
 - (i) President and three (3) Board Member positions – term of office from 2021 AGM to 2025 AGM;
 - (ii) Vice-President and three (3) Board Member positions – term of office from 2021 AGM to 2023 AGM;
 - (iii) From 2023 and thereafter, each Board Member shall have a term of office of four (4) years as specified in Rule 14.6(a), with the Board Member positions specified in (i) and (ii) of this Rule being alternately elected at every election held at every second AGM in the odd years.
- (d) This Rule is subject to **Rule 14.8 (Casual Vacancies)**, **Rule 14.9 (Cessation of Office)** and **Rule 14.10 (Removal of Board Member)**.

14.7 **Casual Vacancy Meaning:** A casual vacancy arises if a Board Member:

- (a) position is not filled for any vacant elected Board Member position at an election;
- (b) resigns from office prior to the expiry of their term of office;
- (c) dies;
- (d) ceases office under **Rule 14.9 (Cessation of Office)** or is removed under **Rule 14.10 (Removal of Board Member)**; or
- (e) is absent from more than two (2) successive meetings unless leave of absence is granted (where such leave is for no more than six (6) months), by the Chairperson or his or her nominee, or in the case of the Chairperson seeking leave, the Board as a whole.

- 14.8 **Casual Vacancies:** If there is a casual vacancy on the Board as defined in **Rule 14.7 (Casual Vacancy Meaning)** it shall be filled by the Board from eligible persons. Any person appointed to fill a casual vacancy under **Rule 14.7(b) to (e)** shall hold office for the remainder of the term of the office they were appointed to. A casual vacancy filled under **Rule 14.7(a)** shall only hold office until the next AGM.
- 14.9 **Cessation of Office:** If any of the circumstances listed in **Rules 14.4(b) to 14.4(f)** (inclusive) (**Ineligibility**) occur, or are found to have occurred to an existing Board Member, that Board Member shall be deemed to have vacated his or her office upon the relevant authority making an order or finding against that Board Member of any of those circumstances. This Rule does not limit the right to remove a Board Member under **Rule 14.10 (Removal of Board Member)**.
- 14.10 **Removal of Board Member:** In addition to **Rule 14.9 (Cessation of Office)**, and subject to **Rule 14.11 (Procedure)** a Board Member may be removed from the Board before the expiration of their term of office by the Board if the Board Member:
- (a) breaches any of the duties in **Rule 15.2 (Duties of Board Members)**;
 - (b) did not, or is unable to, comply with this Constitution, the Regulations or any standard, resolution, decision or policy, code or rule decided by the General Meeting or the Board;
 - (c) engaged in Misconduct or acted in a manner unbecoming of a Member or prejudicial to the Purposes and interests of OTF;
 - (d) brought OTF into disrepute;
 - (e) the Member which nominated the Board Member for election to the Board under Rule 14.3(a), has been suspended or terminated from membership of OTF.
- 14.11 **Procedure:** Before any decision under **Rule 14.10 (Removal of Board Member)** is made by the Board appointed sub-committee, the Board Member concerned:
- (a) shall be given no less than seven (7) Days' written notice by the Board appointed sub-committee of the proposal to remove them from the Board; and,
 - (b) shall have the right to be present, make submissions and be heard by the Board appointed sub-committee on the proposal to be considered.
- 14.12 **Board Appointed Sub-Committee's decision:** A decision to remove a Board Member, or otherwise, under **Rule 14.10 (Removal of Board Member)** shall be final and there shall be no right of appeal.

15. Powers of the Board & Duties of Board Members

- 15.1 **Powers of the Board:** The Board shall have all the powers of OTF, other than those to be exercised or done at a General Meeting or otherwise as specified in this Constitution, including the power to:
- (a) develop and implement a strategy for OTF together with such plans and policies it considers appropriate to fulfil the Purposes;
 - (b) appoint an Executive Officer and enter into a contract on such terms and conditions as the Board thinks fit and, if necessary, sanction, suspend, terminate or take such other action as it considers appropriate;
 - (c) assess and monitor risks to OTF;
 - (d) delegate such powers as it considers appropriate from the Board to the Executive Officer;
 - (e) recommend an auditor for each Financial Year for approval by the Members at each AGM;

- (f) establish as it considers appropriate, sub-committees, advisory groups, forums, and other groups, to assist it to carry out its responsibilities, including to fill vacancies of any sub-committees and groups which are established by it;
- (g) set budgets and develop and implement prudent policies to protect and enhance the finances and property of OTF;
- (h) control expenditure and raise funds to fulfil the Purposes;
- (i) open and operate in the name of OTF such bank accounts as it considers necessary;
- (j) appoint and remove persons, including Board Members, to organisations in which OTF has an interest or interests such as trusts or other entities;
- (k) make, repeal or amend Standing Orders, any Regulations in accordance with **Rule 26 (Regulations)**, and any policies and procedures as it thinks appropriate, provided that such Standing Orders, Regulations, policies and procedures are not inconsistent with this Constitution;
- (l) engage, contract or otherwise agree to obtain the assistance or advice of any person or organisation for the Board;
- (m) discipline Members as specified under **Rule 13 (Resignation, Suspension & Termination of Membership)**;
- (n) resolve and decide any disputes or matters not provided for in this Constitution; and,
- (o) do all other acts and things which are within the powers and Purposes and which the Board considers are appropriate.

15.2 **Duties of Board Members:** The duties of each Board Member are to:

- (a) at all times act in good faith and in the best interests of OTF;
- (b) exercise the powers of the Board for proper purposes;
- (c) act, and ensure OTF acts, in accordance with this Constitution and any Regulations;
- (d) not agree to, nor cause or allow, the activities of OTF to be carried on in a manner likely to create a substantial risk or serious loss to creditors of OTF;
- (e) not agree to OTF incurring any obligations unless the Board Member believes at that time, on reasonable grounds, that OTF will be able to perform the obligations when it is required to do so;
- (f) exercise the care, diligence and skill that a reasonable Board Member would exercise in the same circumstances;
- (g) disclose to the Board the nature and extent of any interest in a transaction or proposed transaction as soon as the Board Member becomes aware of the fact that he or she has such interest. For the purposes of this Rule, an interest in a transaction or proposed transaction shall have the same meaning as defined in section 139(1) of the *Companies Act 1993* (or any equivalent provision under any replacement legislation);
- (h) take such other steps as decided by the Board in respect of any interest specified in **Rule 15.2((g))**, which may include, without limitation, abstaining from deliberations and/or any vote regarding such interest;
- (i) not disclose information that the Board Member would not otherwise have available other than in his or her capacity as a Board Member, to any person, or make use of or act on the information except:

- (i) as agreed by the Board for the Purposes;
 - (ii) as required by law; or,
 - (iii) to persons, or for reasons identical to those specified in sections 145(2) and 145(3) of the *Companies Act 1993*;
- (j) make reasonable efforts to attend all Board Meetings and General Meetings of OTF;
 - (k) use their best efforts to consult widely with Members to keep abreast of the issues facing them, provided that this Rule shall not waive the duty of confidentiality in respect of information disclosed to them as Board Members under **Rule 15.2(i)**; and
 - (l) participate in an annual review of the Board's performance.

16. Board Meetings & Procedures

- 16.1 **Board Meetings:** The Board will meet as often as is deemed necessary by the Board but not less than once a year. Board meetings may be called on reasonable notice at any time by the President, or his or her nominee, or by any four (4) Board Members, (which notice shall generally be at least fourteen (14) Days' and not less than one (1) Days' notice depending on the urgency of the meeting).
- 16.2 **Chairperson:** The President shall chair all meetings of the Board unless he or she is unavailable for any reason in which case the Vice-President will undertake the chairperson's role during the period of unavailability unless he or she is also unavailable for any reason in which case another Board Member appointed by the Board shall undertake the chairperson's role during the period of unavailability.
- 16.3 **Meetings using Technology:** Any one (1) or more Board Members may participate in any meeting of the Board and vote on any proposed resolution at a meeting of the Board without being physically present. Board Meetings may occur by any means of electronic communication (other than electronic mail (e-mail) communication) provided that prior notice of the meeting is given to all Board Members and all persons participating in the meeting are able to hear each other effectively and simultaneously. Participation by any one (1) or more Board Members in this manner at a meeting shall constitute the presence of that Board Member at that meeting.
- 16.4 **Quorum:** The quorum for a Board meeting shall be a majority of Board Members present at all times, including any Board Members present by means of technology referred to in **Rule 16.3 (Meetings using Technology)**.
- 16.5 **Voting:** Each Board Member shall have one (1) vote at Board meetings including the chairperson. Except for resolutions passed outside of a Board meeting under **Rule 16.6 (Resolutions)**, voting at Board meetings shall be by voice, or upon request of any Board Member, by a show of hands or by a ballot. Proxy voting is not allowed at Board meetings.
- 16.6 **Resolutions:** In addition to resolutions approved at meetings of the Board, a resolution in writing, signed or consented to by email, or other form of visible or other electronic communication by five (5) or more Board Members shall be valid as if it had been passed at a meeting of the Board. Any such resolution may consist of several documents in the same form each signed by one (1) or more of the Board Members.
- 16.7 **Fees and Expenses:** Board Members are not entitled to be paid, or otherwise receive fees, from OTF. The Board may, establish a policy to pay for the reasonable expenses incurred by Board Members in the legitimate conduct of OTF's business. Such policy must comply with **Rule 23 (Application of Income)**.

17. Executive Officer

- 17.1 **Role:** The Board may appoint the Executive Officer of OTF who shall be employed for such term and on such conditions as the Board may decide. The Executive Officers shall be under the direction of the Board and shall be responsible for the day-to-day management of OTF in accordance with this Constitution, the Regulations, policies, and procedures of OTF and within such authority and limitations as may be imposed by the Board.

- 17.2 **Attendance at Board Meetings:** The Executive Officer shall attend all Board meetings unless otherwise required by the Board, but shall have no voting rights.

PART IV – GENERAL MEETINGS

18. Meetings of Members

- 18.1 **AGM:** OTF must hold an AGM annually within four (4) months of the end of each Financial Year at a date, time and venue decided by the Board. An AGM must not be held later than fifteen (15) months after the previous AGM.
- 18.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings.
- 18.3 **Method of General Meeting:** A General Meeting may be held as follows (as decided by the Board):
- (a) by a number of Members (represented by their Delegates) which constitute a quorum as set out in **Rule 18.13 (Quorum)** being present in person at the place, date and time appointed for the meeting; or
 - (b) subject to this Constitution, by any means of electronic communication (other than electronic mail), by which all persons participating and constituting a quorum as set out in **Rule 18.13 (Quorum)** who can hear each other effectively and simultaneously throughout the meeting. Participation by a Member at a General Meeting held in this manner shall constitute the presence of that person at that meeting; or
 - (c) a combination of Members present at a General Meeting as described in **Rule 18.3(a)** and Members participating under **Rule 18.3(b)** who constitute a quorum as set out in **Rule 18.13 (Quorum)**.
- 18.4 **Notice of AGM:** The Executive Officer must give at least sixty (60) Days' written notice of an AGM to all Board Members and all Members. This notice may be given by any normal means of communications including electronic mail and may also be made public by posting on the OTF website. The notice shall set out:
- (a) the date, time and venue and/or the manner in which the AGM is to be held;
 - (b) the date and time by which notification of any Members attending the AGM must be received by the Executive Officer;
 - (c) the closing date(s) for:
 - (i) proposed motions (including alterations to the Constitution); and
 - (ii) at every second AGM held in the odd years, nominations for Board Members whose terms of office have expired (or for any casual vacancy under Rule 14.7(a)) to be elected;
 - (iii) any other items of business containing recommendations to the Board to be submitted to the Executive Officer.
- 18.5 **Items of AGM Business:** Not less than forty-five (45) Days before the date set for the AGM, any proposed motions (including alterations to the Constitution) and other items of business, must be received in writing by the Executive Officer from Members and/or the Board.
- 18.6 **Business of AGM:** The following business shall be discussed at each AGM:
- (a) presentation of the Annual Report by the President for the preceding Financial Year;
 - (b) presentation and approval of the audited Annual Financial Statements for the preceding Financial Year including a report from the Auditor;
 - (c) presentation of the budget for the next Financial Year;

- (d) approval of the Auditor for the next Financial Year;
- (e) any motion(s) proposing to alter this Constitution; and,
- (f) any other items of business that have been properly submitted for consideration at the AGM, including at every second AGM held in the odd years, the elections for Board Members. Unless this Constitution specifies otherwise, such items of business may only be recommendatory to the Board.

18.7 **AGM Agenda:** An agenda shall be sent by the Executive Officer to the Board and all Members by no later than twenty-one (21) Days before the date of the AGM setting out the business to be discussed at the AGM (as set out in **Rule 18.6 – Business of AGM**), together with:

- (a) the Annual Report for the preceding Financial Year;
- (b) the audited Annual Financial Statements for the preceding Financial Year;
- (c) the Standing Orders.

Additional items of business not listed on the agenda cannot be voted on but may be discussed ONLY by unanimous agreement of the Members at the meeting.

18.8 **SGM:** The Executive Officer must call an SGM upon a written request (which must state the purpose for which the SGM is requested including any proposed motion(s)) from the President, the Board or from at least five (5) Full Members.

18.9 **Notice of SGM:** Not less than thirty (30) Days' written notice must be given by the Executive Officer to all Board Members and all the Members for a SGM, which notice must only deal with the business for which the SGM is requested and shall include:

- (a) the date, time and venue and/or the manner in which the meeting is to be held (as decided by the Board);
- (b) the proposed motion or motions that have been properly submitted for consideration;
- (c) the Standing Orders.

18.10 **Minutes:** Minutes shall be kept of all General Meetings and made available upon request by any Member.

18.11 **Errors:** Any inadvertent irregularity, error or omission in notices, agendas and papers for a General Meeting or the omission to give notice within the required time frame or the omission to give notice as specified in **Rules 18.4 (Notice of AGM), 18.6 (Business of AGM), 18.7 (AGM Agenda) and 18.9 (Notice of SGM)** and/or any other error in the organisation of the meeting shall not invalidate the meeting nor any business conducted at the meeting nor prevent the meeting from considering the business of the meeting, provided that the person responsible for such irregularity, error or omission declares it was inadvertent to the General Meeting.

18.12 **Delegate:** Each Full Member may by resolution of its own governing body appoint and authorise a person (usually but not limited to the President of the Member) to attend, act and vote as its Delegate at any General Meeting. Such person must be a current member of the Full Member's governing body however described or otherwise hold office for the Full Member in some capacity (which may include being an employee) and must be ordinarily resident (as defined in **Rule 14.3(e)**) in the country or territory of the Full Member appointing them. Such person shall be entitled to exercise the powers of the Member appointing them at General Meetings and must follow any specific instructions given to them by the Full Member's governing body or its members, when voting on the Full Member's behalf at a General Meeting. Each Member will use its best endeavours to advise the Executive Officer of its Delegate not less than seven (7) days before the relevant General Meeting. For the purposes of this Rule, the term "governing body" means the board of directors, executive committee or other equivalent body of the Full Member, which is elected or appointed to govern the Full Member, and is accountable to the members of the Full Member at general meetings of the Full Member.

- 18.13 **Quorum:** No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting is due to commence as set out in the notice of meeting. The quorum for a General Meeting shall be no less than nine (9) Full Members represented by their Delegate appointed under **Rule 18.12 (Delegate)**. The presence of a Member by means of electronic communication to attend the meeting shall be counted. The quorum must be present at all times during the meeting. If a quorum is not obtained within thirty (30) minutes of the intended commencement time of the General Meeting, then the General Meeting shall be adjourned to the next Day, at such time and place as decided by the Board. If no quorum is obtained at this second General Meeting then the persons present at such second General Meeting are deemed to constitute a valid quorum for that meeting only.
- 18.14 **Chairperson:** The President shall chair all General Meetings unless he or she is unavailable for any reason in which case the Vice-President undertake the chairperson's role during the period of unavailability unless he or she is also unavailable for any reason in which case another Board Member appointed by the Board shall undertake the chairperson's role during the period of unavailability.
- 18.15 **Attendees:** In addition to the Board Members and the Members' Delegates, such other persons as are invited to attend may attend and observe a General Meeting. Such other persons may be asked by the chairperson to leave the meeting at any time during the meeting.
- 18.16 **General Meeting Costs:** Unless otherwise determined by the Board and subject always to budget the costs of attending General Meetings shall be borne by Members.
- 18.17 **Procedure at General Meetings:** The procedure for General Meetings shall be as specified in this Constitution and in Standing Orders (decided by the Board). To the extent of any inconsistency between the Constitution and the Standing Orders, the Constitution shall prevail.

19. Voting at General Meetings

- 19.1 **Voting Entitlement:** Subject to **Rule 13.2 (Default in Payments)**, each Full Member is entitled to one (1) vote on each motion at a General Meeting. Such vote will be cast by the Member's Delegate (**Rule 18.12**). Board Members (unless they are appointed as a Delegate under **Rule 18.12**), Associate Members, Life Members and the Executive Officer are not entitled to vote at General Meetings.
- 19.2 **Casting Vote:** If voting is equal at a General Meeting the chairperson may exercise a casting vote, unless the resolution directly involves the chairperson, in which case the Vice-President may exercise a casting vote, unless the resolution directly involves the Vice-President, in which case the Board Member who is longest serving on the Board (or if more than one, the Board Member appointed by the Board), may exercise a casting vote.
- 19.3 **Method of Voting:** Voting at General Meetings may be conducted by voices, show of hands, ballot or secret ballot if requested by three (3) Full Members present at the meeting and approved by Ordinary Resolution at the meeting, unless a Special Resolution is expressly required under this Constitution or it is in an election, in which case Rule 19.7 (Voting in Elections) applies. Each Member who is entitled and wishes to vote shall exercise its vote in person through its appointed Delegate (**Rule 18.12**) at the General Meeting.
- 19.4 **Proxy Voting:** Proxy voting is not permitted at General Meetings.
- 19.5 **Counting Votes:** For each General Meeting and any Urgent Resolution (under **Rule 20**) the Full Members shall appoint independent returning officer(s) and scrutineer(s) who shall:
- (a) in relation to each motion to be voted on at the meeting, count the total number of valid votes cast, and
 - (b) decide whether the motion is carried, lost or if voting is equal (in accordance with the requisite majority under this Constitution) and inform the chairperson, or his or her nominee, accordingly.
- 19.6 **Resolutions:** Subject to **Rule 19.7** (Voting in Elections), an Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified otherwise in this Constitution.
- 19.7 **Voting in Elections:** A nominee seeking election to any Board Member position must receive a majority of votes in their favour (i.e. 50% or more votes) properly cast by Delegates, in order to be elected. Where two or more

nominees receive a majority of votes for a position, then the highest polling of them shall be elected. If no nominee for any Board Member position receives a majority of votes, or any other circumstances in the election occur which are not provided for in this Constitution (including tied voting), the procedures in the Standing Orders shall apply.

- 19.8 **Chairperson's Declaration:** The chairperson, or his or her nominee, shall declare the result of the vote once voting is complete. The chairperson's declaration of the result will be conclusive.

20. Urgent Resolutions of Members

- 20.1 In addition to resolutions of Members made at General Meetings, the Members may approve Urgent Resolutions outside of a General Meeting, if:
- (a) the resolution is, in the Board's opinion, urgent in that it needs to be decided within thirty (30) Days;
 - (b) the resolution is proposed by the Board;
 - (c) all Members are given no less than seven (7) Days' notice of the proposed resolution;
 - (d) the minimum number of Members who must participate in voting on the proposed resolution shall be the same as for the quorum for a General Meeting under **Rule 18.13 (Quorum)**; and
 - (e) the resolution is carried if passed by an Ordinary Resolution, unless the resolution proposes alterations to this Constitution (under **Rule 25**) or to dissolve or liquidate OTF (under **Rule 27**), in which case a Special Resolution is required.

PART V – FINANCIAL MATTERS

21. Financial Year

- 21.1 The Financial Year of OTF shall commence on 1 January and end on the following 31 December, or such other period as may be decided by the Board from time to time.

22. Annual Report and Annual Financial Statements

- 22.1 **Annual Report:** The Board shall prepare an Annual Report for presentation to the AGM.
- 22.2 **Annual Financial Statements:** In addition, the Board shall produce audited Annual Financial Statements for the preceding Financial Year to the AGM for approval, which shall be audited by an Auditor.
- 22.3 **Auditor:** The Auditor will be appointed at each AGM for the next Financial Year. The Auditor shall conduct the audit in compliance with applicable auditing and assurance standards. Should the appointed Auditor resign during the Financial Year, the Board shall appoint a replacement Auditor for that Financial Year.

23. Application of Income

- 23.1 **Purposes only:** The income and property of OTF shall be applied solely towards the promotion of the Purposes.
- 23.2 **Limitations:** Except as provided in this Constitution no:
- (a) portion of the income or property of OTF shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Board Member; and,
 - (b) remuneration or other benefit in money or money's worth shall be paid or given by OTF to any Member or Board Member.

- 23.3 **Exceptions:** Nothing in **Rule 23.2** shall prevent payment, in good faith of, or to any, Member or Board Member for any of the following, provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction:
- (a) any services actually rendered to OTF whether as an employee or otherwise; or,
 - (b) products supplied to OTF in the ordinary and usual course of operation; or,
 - (c) interest on money borrowed from any Member or Board Member; or,
 - (d) rent for premises demised or let by any Member or Board Member to OTF; or,
 - (e) any remuneration, fees, honorarium or reimbursement for out-of-pocket expenses incurred by the Member or Board Member on behalf of OTF for any other reason.

PART VI – OTHER MATTERS

24. Common Seal

- 24.1 **Common Seal:** OTF may have a common seal.
- 24.2 **Use and custody:** If OTF has a common seal the Board shall decide when and by whom the common seal is to be used and shall make provision for its safe custody, subject to the Act.

25. Alteration to the Constitution

- 25.1 **Alteration:** Subject to **Rule 25.2**, this Constitution may only be amended, added to or repealed by Special Resolution either at a General Meeting or by Urgent Resolution.
- 25.2 **Notice:** Notice of an intention to alter this Constitution must be given to the Executive Officer by:
- (a) a Member or the Board, no later than forty-five (45) Days prior to a General Meeting; or,
 - (b) the Board, no later than seven (7) Days prior to an Urgent Resolution.

26. Regulations

- 26.1 **Regulations:** Subject to Rule 30 (Transition), the Board may decide and amend such Regulations as it considers necessary or desirable. Such Regulations must be consistent with the Purposes.
- 26.2 **Binding on Members:** All Regulations shall be binding on OTF, Board Members and the Members.
- 26.3 **Notification:** All Regulations and any amendments to the Regulations shall be notified to all Members as approved by the Board.
- 26.4 **Precedence:** To the extent of any inconsistency between any Regulations and this Constitution, this Constitution shall prevail.

27. Liquidation or Dissolution

- 27.1 **Liquidation or dissolution:** OTF may be either:
- (a) dissolved by the Registrar of Incorporated Societies in accordance with the Act; or,
 - (b) placed into voluntary liquidation in accordance with **Rule 27.2**.

- 27.2 **Voluntary liquidation:** OTF may be placed into voluntarily liquidation if:
- (a) a Special Resolution is passed at a General Meeting to appoint a liquidator; and,
 - (b) such resolution is confirmed by Special Resolution at a subsequent Special General Meeting, called for that purpose, and held not earlier than thirty (30) Days after the date on which the resolution in **Rule 27.2(a)** was passed.

Upon appointment of a liquidator the relevant provisions of the Act shall apply to the liquidation of OTF.

- 27.3 **Registrar:** OTF may be dissolved by the Registrar of Incorporated Societies (under the Act) if:
- (a) a Special Resolution is passed at a General Meeting to that effect, and upon application being made for dissolution to the Registrar; the Registrar decides to do so under the Act; or,
 - (b) the Registrar decides to do so under the Act.

- 27.4 **Surplus Assets:** Any surplus assets of OTF either on liquidation or dissolution, after payment of all costs, debts, and liabilities, shall be disposed of by distributing, giving or transferring them to ITF or some other not for profit organisation which has objects similar to the Purposes.

- 27.5 **Recipients:** The body or bodies in **Rule 27.4** shall be decided by the Members in a General Meeting at or before the time of dissolution or liquidation. If the Members are unable to decide, the body or bodies shall be decided by the liquidator (in the case of liquidation) or the Registrar of Incorporated Societies (in the case of dissolution).

28. Indemnity and Insurance

- 28.1 **Indemnity:** Each Board Member, the Executive Officer and each employee and volunteer of OTF (“**Indemnified Party**”) is:

- (a) indemnified by OTF from and against all losses and expenses incurred by the Indemnified Party or in or about the discharge of the Indemnified Party’s duties; and,
- (b) is not liable for the acts or omissions of any other person being a Board Member, Executive Officer, employee or volunteer, or for joining in any act or receipt or for any act of conformity or for any loss happening to OTF;

unless due to the Indemnified Party’s own wilful default.

- 28.2 **Insurance:** OTF shall, with the prior approval of the Board, effect insurance for all Board Members, the Executive Officer and other officers of OTF in respect of:

- (a) Liability (not being criminal liability) for any act or omission in his or her capacity as a Board Member, Executive Officer or officer;
- (b) Costs incurred by that Board Member, Executive Officer or officer in defending or settling any claim or proceeding relating to any such liability; and,
- (c) Costs incurred by that Board Member, Executive Officer or officer in defending any criminal proceedings:
 - (i) that have been brought against the Board Member, Executive Officer or officer in relation to any act or omission in its capacity as a Board Member, Executive Officer or officer; and
 - (ii) in which he or she is acquitted.

29. Disputes and Matters Not Provided For

- 29.1 **Board resolution:** Subject to **Rule 29.2**, if any dispute arises out of the interpretation of this Constitution or the Regulations, or any matter arises which is not provided for in this Constitution or the Regulations, then such dispute or matter shall be referred in writing to the Board, whose decision shall be final and binding.
- 29.2 **Dispute resolution:** If the dispute or matter in **Rule 29.1** is between the Board and a Member, or between any one (1) or more Board Members or between any one (1) or more Members ("**the parties**"), the dispute or matter shall be resolved by the following process:
- (a) by the parties acting in good faith to seek an agreement; or
 - (b) failing agreement in **Rule 29.2(a)**, by the parties appointing by agreement an independent third person to mediate between them; or,
 - (c) failing agreement to mediate or agreement at mediation, by arbitration under the *Arbitration Act 1996*, by a party giving written notice of such arbitration to the other party and (if not a party) to the Board. Such arbitration shall be heard and decided by a single arbitrator to be appointed by the President of the New Zealand Law Society. The procedure for the arbitration shall be decided by the arbitrator. Subject to the Act, the decision of the arbitrator shall be final and binding.
- 29.3 **Procedure:** The procedures in this Rule 29 must:
- (a) be consistent with the rules of natural justice; and
 - (b) comply with the requirements of the Act (and any amendments to it).

PART VIII – TRANSITION

30. Transition

- 30.1 All regulations, policies, procedures, standards, resolutions, or decisions including (but not limited to) any codes or rules, of the OTF which were in force immediately prior to the commencement of this Constitution, shall (unless expressly varied or affected by this Constitution) continue in force until the Board amends, revokes or promulgates a replacement, regulation, policy, procedure, standard, resolution or decision.

PART VIV – DEFINITIONS

31. Definitions

The words and phrases used in this Constitution shall mean as follows:

AGM means the Annual General Meeting of OTF as described in **Rule 19.1**.

Annual Financial Statements means the annual financial statements including a statement of financial position and an income and expenditure statement for the Financial Year.

Annual Report means a report of the activities of OTF in the preceding Financial Year.

Associate Member means a Member as described in **Rule 8**.

Auditor means a person, independent of OTF, who is a qualified auditor under the *Financial Reporting Act 2013*.

Board means the Board of OTF as described in **Rule 14**.

Board Member means a person appointed as a member of the Board under this Constitution and includes the President and Vice-President unless specified otherwise.

Constitution means this constitution.

Day means any day of the week (including Saturday, Sunday, and a public holiday). Where any action is required to be done by a specified time (such as thirty (30) Days) this means clear days, so it is to be calculated by excluding the date of the notice (or other relevant action) and the date of the meeting (or other relevant activity).

Delegate means that person appointed by each Full Member under **Rule 18.12 (Delegates)**.

Executive Officer means the Executive Officer(s) of OTF appointed under **Rule 17**. The Executive Officer may comprise more than one person holding the office of Executive Officer jointly as decided by the Board.

Financial Year means the financial year of OTF as described in **Rule 22.1**.

Full Member means a Member as described in **Rule 7**.

General Meeting means an AGM or a SGM.

Ineligible has the meaning given to it in **Rule 14.4 (Ineligibility)**.

Intellectual Property means all patents, trademarks (whether registered or unregistered including but not limited to the Trade Marks), trade names, designs, domain names and all rights and property associated with such domain names (including but not limited to any related urls), social media accounts, trade secrets, inventions, formulae, models, plans, licences, know-how, databases, technical information, discoveries, ideas, underlying or proprietary data, research, results, reports, drawings, techniques, specifications, standards, methods, manuals, get-up, rights in computer software, copyright in works and all rights or forms of protection of a similar nature, whether or not registered, throughout the world, and (where applicable) the right, and any application, to register any of these rights.

ITF means ITF Limited trading as the International Tennis Federation.

Life Member means a Member as described in **Rule 9**.

Members means the members of OTF as described in **Rule 6**.

Membership Fee means the fee payable by Members as described in **Rule 10.1 (Membership Fee)**.

Misconduct means conduct which is prohibited as set out in the Regulations.

National Olympic Committee (NOC) means such entity as is recognised as such by the International Olympic Committee.

Oceania means the geographical region of Oceania as determined by ITF from time to time.

Ordinary Resolution means a resolution passed by a majority (ie 50% or more) of all the votes properly cast in person (including in accordance with **Rules 13.3b or 13.3c**) by the Delegates.

Pacific Oceania means Oceania excluding Australia and New Zealand.

President means the person elected as such under **Rule 14.3** who is the lead representative of the OTF and the sport of tennis in Oceania.

Purposes means the purposes of OTF described in **Rule 4**.

Regional Association means an entity described in clause 7 of the ITF constitution.

Register means the register of Members specified in **Rule 12**.

Regulations means any regulations decided by the Board under **Rule 26**.

Rule means a rule of this Constitution.

SGM means a Special General Meeting of OTF described in **Rule 18.8**.

Special Resolution means a resolution passed by two-thirds (2/3rds) of all the votes properly cast by Members.

Standing Orders means the rules setting out the procedures for General Meetings including the process for elections.

Urgent Resolution means a resolution of the Members made in accordance with **Rule 20**.

Vice-President means the person elected as such under **Rule 14.3** who shall deputise for the President if they are unable to act, either on an ad hoc or a standing basis, at the direction of the President.

31.1 Construction: In this Constitution:

- (a) a gender includes all other genders;
- (b) the singular includes the plural and vice-versa;
- (c) any reference to legislation includes a modification or re-enactment of, legislation enacted in substitution of, or a regulation, order-in-council or other instrument from time to time issued or made under, that legislation;
- (d) any agreement includes that agreement as modified, supplemented, innovated or substituted from time to time;
- (e) a reference to persons includes an individual, company, corporation, partnership, firm, joint venture, association, trust, institution, governmental or other regulatory body, authority or entity, other body corporate, unincorporated body of persons; in each case whether or not incorporated (unless specified otherwise);
- (f) a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a majority means a simple majority unless expressly specified otherwise;
- (h) headings, footnotes and the contents page are for reference only and are to be ignored in construing this Constitution; and
- (i) unless the Constitution or Regulations specify otherwise, any notice or notification to be given under this Constitution or the Regulations by a person ("**notifying party**") will be sufficiently given to the party to whom the notice is required to be sent ("**receiving party**") if it is given in writing and signed or authorised by an authorised person of the notifying party and delivered to the receiving party, by one of the following means:
 - (i) by post to the last known address of the receiving party;
 - (ii) by personal delivery, including by courier, to the published or last known physical address of the receiving party;
 - (iii) by electronic mail, to the published or last known address of the receiving party.