

OCEANIA TENNIS FEDERATION INCORPORATED (“OTF”)

CONSTITUTION

Incorporated Society No. 2560420

Adopted at the Annual General Meeting
on 19th January 2019

Amended at the Annual General Meeting on 13th March 2022
Amended at the Annual General Meeting on 6th April 2025

Commencement Date: 6th April 2025

Table of Contents

PART I – NAME, PURPOSES AND POWERS	4
1. Name.....	4
2. Status	4
3. Registered Office and Headquarters.....	4
4. Purposes	4
5. Powers	5
PART II - MEMBERSHIP	6
6. Categories of Members.....	6
7. Full Members	6
8. Associate Members.....	7
9. Life Members	8
10. Member Rights & Obligations	8
11. Membership & Other Fees	9
12. Register of Members.....	9
13. Resignation, Suspension & Termination of Membership	9
PART III – GOVERNANCE	11
14. Board Role, Composition & Membership	11
15. Powers of the Board.....	144
16. Board Meetings & Procedures	15
17. Officers, Duties and Interests.....	16
18. Executive Officer	18
Part IV – GENERAL MEETINGS	18
19. Meetings of Members.....	18
20. Voting at General Meetings.....	20
21. Resolutions Outside of General Meetings.....	21
PART V – FINANCIAL MATTERS	22
22. Financial Year	22
23. Annual Report and Annual Financial Statements	22
24. Application of Funds and Property	23
PART VI – OTHER MATTERS.....	23
25. Method of Contracting.....	23
26. Contact Person	23
27. Amendment to the Constitution	23

28.	Regulations	24
29.	Liquidation, Removal and Surplus Assets.....	24
30.	Indemnity and Insurance.....	25
31.	Disputes	25
PART VIII – TRANSITION.....		28
32.	Transition	28
PART VIV – DEFINITIONS.....		28
33.	Definitions	28

OCEANIA TENNIS FEDERATION INCORPORATED

CONSTITUTION

PART I – NAME, PURPOSES 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

- 2.1 OTF is:
- (a) a not-for-profit incorporated society under the 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 OTF has, both within and outside Oceania, full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction, subject to this Constitution, the Act, any other legislation, and the general law.

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 become a 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;
- (b) be accompanied by the Membership Fee, which shall be refunded if membership is not approved; and
- (c) record the consent of the applicant to become a Full Member of OTF.

- 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 20 (Voting at General Meetings)**; and
 - (b) vote on Resolutions Outside of Meetings under **Rule 21 (Resolutions Outside of Meetings)**; provided that the Member has been a Full Member for at least three (3) months immediately prior to the General Meeting or the Resolution Outside of a Meeting, as applicable; and
 - (c) nominate persons for the Board.
- 7.4 **Membership term:** Subject to **Rule 13 (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 must renew its membership with OTF biennially, including paying the Membership Fee in advance, in the manner and by the date 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 become a Member of OTF, provided it becomes a member of the ITF within three (3) years of becoming a Member of 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 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 an 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 20 (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 General Meeting agree then the appointment shall take effect, subject to the consent of the person being appointed to become a Life Member.
- 9.3 **Term:** The role of Life Member is honorary and continues for life unless the Life Member resigns from membership, or their life membership is revoked at a General Meeting by a two-thirds vote of Delegates in favour of such revocation.
- 9.4 **Rights:** A Life Member has the right to attend and speak at any General Meeting of OTF but cannot propose or second motions or vote at General Meetings nor vote on Resolutions Outside of Meetings under **Rule 21 (Resolutions Outside of Meetings)**.

10. Members' 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 purposes 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 for each Member, its full legal name, Contact Details, type of membership, the date it became a Member, the date it ceased to be a Member and any other details about the 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. The Register will be updated as soon as practicable after the Board becomes aware of changes of the information recorded in the Register.
- 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 **Rule 7 (Full Member)** or **Rule 8 (Associate Member)** if it is in default of payment of its Membership Fee. 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 or termination of membership 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 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 has:
- (a) breached or failed 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, 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, shall 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 the 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:

- (i) President;
- (ii) Vice President; and
- (iii) 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. The composition of the Board does not need to comply with section 45(3) of the Act (that is, a majority of the Board may be Board Members who are not Members of OTF or representatives of Members), for so long as there is an exemption from the application of section 45(3) (whether temporary or permanent) available to OTF.

14.3 Election of Board:

- (a) Board Members whose terms of office have expired (or resulting from a casual vacancy under **Rule 14.6(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 14.5** or as a result of a casual vacancy under **Rule 14.6(a)**), 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 14.6(a)**).
- (g) Voting for the election of Board Members shall be undertaken in accordance with **Rule 20.7** and the Standing Orders.

14.4 Qualification of Board Members:

- (a) Every Board Member must, in writing:
 - (i) consent to be a Board Member; and
 - (ii) certify that they are not disqualified from being elected, appointed or holding office as a Board Member by this Constitution or under the Act.
- (b) Subject to the Act, the following persons are disqualified from being elected, appointed or holding office, as a Board Member:
 - (i) a person who is an employee of, or contractor to OTF;
 - (ii) a person who is disqualified from being elected, appointed or holding office as a Board Member under the Act or the *Charities Act 2005*;
 - (iii) a person who has been removed as a Board Member following a process under this Constitution or any Regulations.

- (c) If a Board Member becomes disqualified, the Board Member is deemed to have immediately vacated their office as a Board Member upon the occurrence of the disqualifying factor.

14.5 Term of Office:

- (a) Except as specified in this Constitution (including **Rule 14.5(b), (c) and (d)**), 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 14.7**, 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 14.5(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 14.7 (Casual Vacancies)**, **Rule 14.4(c) (Disqualification)** and **Rule 14.8 (Removal of Board Member)**.

14.6 Casual Vacancy Meaning: A casual vacancy in the position of a Board Member arises if:

- (a) a position is not filled by election for any vacant Board Member position at an AGM;
- (b) the Board Member resigns from office prior to the expiry of their term of office;
- (c) the Board Member dies;
- (d) the Board Member ceases office under **Rule 14.4(c) (Disqualified)** or is removed under **Rule 14.8 (Removal of Board Member)**; or
- (f) the Board Member 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.

14.7 Casual Vacancies: If there is a casual vacancy on the Board as defined in **Rule 14.6 (Casual Vacancy Meaning)** it shall be filled by the Board from eligible persons. Any person appointed to fill a casual vacancy under **Rule 14.6(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 14.6(a)** shall only hold office until the next AGM.

14.8 Removal of Board Member: Subject to **Rule 14.9 (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 17.2 (Duties of Officers)**;
- (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.
- 14.9 **Procedure:** Before any decision under **Rule 14.8(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.
- 14.10 **Board Appointed Sub-Committee's decision:** A decision to remove a Board Member, or otherwise, under **Rule 14.8 (Removal of Board Member)** shall be final and there shall be no right of appeal.

15. Powers of the Board

- 15.1 **Powers:** Subject to any modifications, exceptions, or limitations contained in the Act or in this Constitution, the Board must manage, direct and supervise the operation and affairs of the OTF and has all the powers necessary for managing, and for directing and supervising the management of the operation and affairs 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 28 (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 **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.
- 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. Notice of Board meetings shall generally be at least fourteen (14) Days' and not less than one (1) Day's 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 **Procedure:** Except to the extent specified in the Act or this Constitution, the Board may regulate its own procedure.
- 16.5 **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)**.
- 16.6 **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 16.7 (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. The chairperson shall not have a casting vote in Board Meetings or for Resolutions under **Rule 16.7 (Resolutions)**.
- 16.7 **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 a quorum of 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.
- 16.8 **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 24 (Application of Funds and Property)**.

17. Officers, Duties and Interests

17.1 **Officers:** The Officers of OTF are:

- (a) the Board Members;
- (b) the Executive Officer(s); and
- (c) any other person occupying a position in OTF that allows the person to exercise significant influence over the management or administration of OTF.

17.2 **Duties:** An Officer:

- (a) when exercising powers or performing duties as an Officer, must act in good faith and in what the Officer believes to be the best interests of OTF;
- (b) must exercise a power as an Officer for a proper purpose;
- (c) must not act, or agree to OTF acting, in a manner that contravenes the Act or this Constitution;
- (d) when exercising powers or performing duties as an Officer, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances, taking into account, but without limitation the nature of OTF, the nature of the decision and the position of the Officer and the nature of the responsibilities undertaken by them;
- (e) must not agree to the activities of OTF being carried on in a manner likely to create a substantial risk of serious loss to OTF's creditors or cause or allow the activities of OTF to be carried on in a manner likely to create a substantial risk of serious loss to OTF's creditors;
- (f) must not agree to OTF incurring an obligation unless the Officer believes at that time on reasonable grounds that OTF will be able to perform the obligation when it is required to do so; and
- (g) when exercising powers or performing duties as an Officer, may rely on reports, statements, and financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
 - (i) an employee whom the Officer believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
 - (ii) a professional adviser or expert in relation to matters that the officer believes on reasonable grounds to be within the person's professional or expert competence; or
 - (iii) any other Officer or subcommittee of Officers on which the Officer did not serve in relation to matters within the Officer's or subcommittee's designated authority;

if the Officer acts in good faith, makes proper inquiry where the need for inquiry is indicated by the circumstances, and has no knowledge that the reliance is unwarranted.

17.3 Interests:

- (a) For the purposes of this Rule, an Officer is Interested in a Matter if the Officer:
 - (i) may obtain a financial benefit from the Matter; or
 - (ii) is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, sibling, nephew, niece, uncle, aunt, or first cousin of a person who may obtain a financial benefit from the Matter; or
 - (iii) may have a financial interest in a person to whom the Matter relates; or
 - (iii) is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom the Matter relates,but an Officer is not interested in a Matter:
 - (iv) merely because the Officer receives an indemnity, insurance cover, remuneration, or other benefits authorised under the Act; or
 - (v) if the Officer's interest is the same or substantially the same as the benefit or interest of all or most other Members of OTF due to the membership of those members; or
 - (vi) if the Officer's interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Officer in carrying out their responsibilities under the Act or this Constitution.
- (b) The Board must keep an Interests Register.
- (c) An Officer who is Interested in a Matter relating to OTF must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified) to the Board, as soon as practicable after the Officer becomes aware that they are interested in the Matter and include it in the Interests Register.
- (d) A Board Member who is Interested in a Matter:
 - (i) must not vote or take part in a decision of the Board relating to the Matter, unless all non-interested Board Members consent;
 - (ii) must not sign any document relating to the entry into a transaction or the initiation of the Matter, unless all non-interested Board Members consent;
 - (iii) must not take part in any Board discussion relating to the Matter or be present at the time of the Board decision, unless all non-interested Board Members consent;
 - (iv) may be counted for the purpose of determining whether there is a quorum at any meeting at which the Matter is considered.
- (e) Despite **Rule 17.3d**, if 50% or more Board Members are Interested in a Matter, an SGM must be called by the Board in accordance with this Constitution to consider and determine the Matter.
- (f) The Board must notify Members of a failure to comply with section 63 or 64 of the Act, and of any transactions affected, as soon as practicable after becoming aware of the failure.

18. Executive Officer

- 18.1 **Role:** The Board may appoint Executive Officer of OTF who shall be employed for such term and on such conditions as the Board may decide. The Executive Officer 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.
- 18.2 **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

19. Meetings of Members

- 19.1 **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.
- 19.2 **SGMs:** Any other General Meetings of the Members shall be Special General Meetings.
- 19.3 **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 19.13 (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 19.13 (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 19.3(a)** and Members participating under **Rule 19.3(b)** who constitute a quorum as set out in **Rule 19.13 (Quorum)**.
- 19.4 **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:
- (d) the date, time and venue and/or the manner in which the AGM is to be held;
 - (e) the date and time by which notification of any Members attending the AGM must be received by the Executive Officer;
 - (f) 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 14.6**) to be elected;
 - (iii) any other items of business containing recommendations to the Board to be submitted to the Executive Officer.

- 19.5 **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.
- 19.6 **Business of AGM:** The following business shall be discussed at each AGM:
- (g) presentation of the Annual Report by the President for the preceding Financial Year;
 - (h) presentation and approval of the audited Annual Financial Statements for the preceding Financial Year including a report from the Auditor;
 - (i) presentation of the budget for the next Financial Year;
 - (j) approval of the Auditor for the next Financial Year;
 - (k) any motion(s) proposing to alter this Constitution;
 - (l) at every second AGM held in the odd years, the elections for Board Members;
 - (m) any disclosures of any conflicts of interests made by Officers (including a brief summary of the Matters, or types of Matters, to which those disclosures relate) and,
 - (n) any other items of business that have been properly submitted for consideration at the AGM. Unless this Constitution specifies otherwise, such items of business may only be recommendatory to the Board.
- 19.7 **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 19.6 – Business of AGM**), together with:
- (o) the Annual Report for the preceding Financial Year;
 - (p) the audited Annual Financial Statements for the preceding Financial Year; and
 - (q) 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.
- 19.8 **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.
- 19.9 **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:
- (r) the date, time and venue and/or the manner in which the meeting is to be held (as decided by the Board);
 - (s) the proposed motion or motions that have been properly submitted for consideration; and
 - (t) the Standing Orders.
- 19.10 **Minutes:** Minutes shall be kept of all General Meetings and made available upon request by any Member.
- 19.11 **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 **Rule 19.4 (Notice of AGM)**, **Rule 19.6 (Business of AGM)**, **Rule 19.7 (AGM Agenda)** and **Rule 19.9 (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.

- 19.12 **Delegates:** 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.
- 19.13 **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 Delegates appointed under **Rule 19.12 (Delegate)**. The presence of a Member by means of technology under **Rule 19.3(b) or (c) (Method of General Meeting)** 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.
- 19.14 **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.
- 19.15 **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.
- 19.16 **General Meeting Costs:** Unless otherwise determined by the Board and subject always to budget, the costs of attending General Meetings shall be borne by the Members.
- 19.17 **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.

20. Voting at General Meetings

- 20.1 **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 19.12**). Board Members (unless they are appointed as a Delegate under **Rule 19.12**), Associate Members, Life Members and the Executive Officer are not entitled to vote at General Meetings.

- 20.2 **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.
- 20.3 **Method of Voting:** Voting at General Meetings may be conducted by voices, show of hands, ballot, secret ballot (if requested by three (3) Full Members present at the meeting and approved by Ordinary Resolution at the meeting or otherwise stated in this Constitution) or by Electronic Means (if the meeting held using technology under **Rule 19.3(b) or (c) (Method of General Meeting)**). Voting in elections under **Rule 20.7 (Voting in Elections)** shall be undertaken by secret ballot. Each Member who is entitled and wishes to vote shall exercise its vote in person through its appointed Delegate (**Rule 19.12**) at the General Meeting.
- 20.4 **Proxy Voting:** Proxy voting is not permitted at General Meetings.
- 20.5 **Counting Votes:** For each General Meeting and any Resolutions Outside of Meetings (under **Rule 21**) scrutineer(s) shall be appointed, by the Full Members (in the case of a General Meeting) and by the Executive Officer (in the case of a Resolution Outside of a Meeting), 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.
- 20.6 **Resolutions:** Subject to **Rule 20.7** (Voting in Elections), an Ordinary Resolution at a General Meeting shall be sufficient to pass a resolution except as specified otherwise in this Constitution or the Act.
- 20.7 **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.
- 20.8 **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.

21. Resolutions Outside of General Meetings

- 21.1 Subject to Rule 21.2 and Rule 21.3, a resolution in writing signed or consented to by email or other electronic means by a seventy-five percent (75%) majority of Members is valid as if it had been passed at a General Meeting, provided the requirements under sections 89 to 92 of the Act are complied with.
- 21.2 A resolution may consist of several documents in the same form each signed by one or more Members. A Member may give their approval by its Delegate:
- (a) signing the resolution; or
 - (b) giving their approval to the resolution by Electronic Voting.

- 21.3 Members shall be given no less than fourteen (14) Days' notice of the proposed resolution to be voted on, unless it is an Urgent Resolution in which case no less than seven (7) Days' notice is required. If the notice is given for an Urgent Resolution the reason for the urgency shall be stated. The date and time by which the votes for any resolution in **Rule 21.1** shall be received, will be decided by the Board, and included in the notice.
- 21.4 Resolutions Outside of a General Meeting shall be conducted as follows:
- (a) the Delegate for each Full Member shall be notified to the Executive Officer by the date and time specified by the Executive Officer prior to the closing time for voting;
 - (b) the minimum number of Delegates who shall participate in voting is the same as for the quorum for a General Meeting under Rule 19.13 (Quorum);
 - (c) Delegates are entitled to the vote on the same basis as they would at a General Meeting under Rule 20.1 (Voting Entitlement) and participation in voting by a Delegate shall constitute their presence for the purposes of this Constitution;
 - (d) the votes shall be received at the email address or other specified online platform, and in the manner, specified by the Executive Officer, by the date and time prescribed on the notice;
 - (e) the scrutineers shall:
 - (i) count the total number of valid votes cast;
 - (ii) declare whether the motion or resolution is carried, lost or there is an equality of votes (in accordance with the requisite majority under this Constitution); and
 - (iii) inform the Chairperson and the Executive Officer of the result accordingly, who shall, in turn, notify the Delegates and all other Members of the result as soon as possible and within three (3) Days.

PART V – FINANCIAL MATTERS

22. Financial Year

- 22.1 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.

23. Annual Report and Annual Financial Statements

- 23.1 **Annual Report:** The Board shall prepare an Annual Report for presentation to the AGM.
- 23.2 **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.
- 23.3 **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.

24. Application of Funds and Property

- 24.1 **Purposes only:** The funds and property of OTF are:
- (a) controlled, invested and disposed of by the Board, subject to this Constitution; and
 - (b) devoted solely to the promotion of the Purposes.
- 24.2 **No Personal benefit:** The Officers and Members may not receive any distributions of profit or income from OTF. This does not prevent Officers or Members:
- (a) receiving reimbursement of actual and reasonable expenses incurred, or
 - (b) entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms' length, relative to what would occur between unrelated parties,
- provided no Officer or Member is allowed to influence any such decision made by OTF in respect of payments or transactions between it and them, their direct family or any associated entity.

PART VI – OTHER MATTERS

25. Method of Contracting

- 25.1 A contract or other enforceable obligation may be entered into by OTF:
- (a) by deed by:
 - (i) two (2) or more Officers; or
 - (ii) an Officer, or other person or class of persons, whose signature or signatures must be witnessed; or
 - (b) by agreement by a person acting under OTF's express or implied authority.

26. Contact Person

- 26.1 At its first meeting following each AGM, the Board must appoint or reappoint at least one (1), and a maximum of three (3), persons to be the Contact Person(s), subject to those persons meeting the eligibility criteria set out in the Act. The Board must advise the Registrar of Incorporated Societies of any change in the Contact Person(s) or their Contact Details.

27. Amendment to the Constitution

- 27.1 **Amendment:** Subject to **Rule 27.2**, this Constitution may only be amended, added to or repealed by Special Resolution either at a General Meeting or by Resolution Outside of a Meeting.
- 27.2 **Notice:** Notice of an intention to amend 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 twenty (20) Days prior to a Resolution Outside of a Meeting unless it is an Urgent Resolution, in which case ten (10) Days notice is required.

- 27.3 **No Pecuniary Profits:** No addition to, deletion from or alteration of this Constitution may be made which would allow personal pecuniary profits to any individuals.
- 27.4 **Minor Amendments:** If an amendment to this Constitution would have no more than a minor effect or is to correct errors or makes similar technical alterations, the Board may give notice of the amendment to every Member stating the text of the amendment and the right of Members to object to the amendment. If the Board does not receive any objections from Members within thirty (30) Days after the date on which the notice is sent, or any longer period of time that the Board decides, the Board may make that amendment. If it does receive an objection, the Board may not make the amendment.

28. Regulations

- 28.1 **Regulations:** The Board may decide and amend such Regulations as it considers necessary or desirable. Such Regulations must be consistent with this Constitution, the Purposes, the Act and any other applicable laws.
- 28.2 **Binding on Members:** All Regulations shall be binding on OTF, Officers and the Members.
- 28.3 **Notification:** All Regulations and any amendments to the Regulations shall be notified to all Members as approved by the Board.
- 28.4 **Precedence:** To the extent of any inconsistency between any Regulations and this Constitution, this Constitution shall prevail.

29. Liquidation, Removal and Surplus Assets

- 29.1 **Liquidation or Removal:** The Board must give written notice to all Members at least thirty (30) Days' of a proposed motion:
- (a) to appoint a liquidator;
 - (b) to remove OTF from the Register of Incorporated Societies; or,
 - (c) for the distribution of OTF's surplus assets.
- 29.2 **Notice:** The notice must comply with section 228 of the Act and include details of the General Meeting at which the proposed motion is to be considered. Any resolution for a motion set out in Rule 29.1(a) to (c) must be passed by Special Resolution at a General Meeting.
- 29.3 **Surplus Assets:** Any surplus assets of OTF, after payment of all costs, debts, and liabilities, shall be disposed of on a liquidation or on, or to enable, the removal of the OTF from the Register of Incorporated Societies, by distributing, giving or transferring them to a body or bodies which are not for profit and which share similar purposes to OTF. The body or bodies shall be decided by the Members in a General Meeting at or before the time of liquidation or removal.

30. Indemnity and Insurance

- 30.1 OTF indemnifies its current and former Officers, Members and employees as permitted by section 96 of the Act.
- 30.2 With the prior approval of its Board, OTF may effect insurance for its current and former Officers, Members and employees as permitted by section 97 of the Act.
- 30.3 OTF is authorised to indemnify an Officer under section 96 of the Act or effect insurance for an Officer under section 97 of the Act for the following matters:
- (a) liability (other than criminal liability) for a failure to comply with a duty under sections 54 to 61 of the Act or any other duty imposed on the Officer in their capacity as an Officer; and
 - (b) costs incurred by the Officer for any claim or proceeding relating to that liability.

31. Disputes

31.1 Definitions: In this Rule 31:

- (a) **Dispute** means a disagreement or conflict between and among any one or more Members, any one or more Officers and OTF, that relates to an allegation that:
 - (i) a Member or an Officer has engaged in misconduct; or
 - (ii) a Member or an Officer has breached, or is likely to breach, a duty under this Constitution or the Act; or
 - (iii) a Member's rights or interests as a Member have been damaged or a Members' rights or interests generally have been damaged; or
 - (iv) the OTF has breached or is likely to breach, a duty under this Constitution or the Act;
 - (b) **Disputes Procedure** means the procedure for resolving a Dispute set out in Rule 31.4;
 - (c) a **Member** is a reference to a Member acting in their capacity as a Member;
 - (d) an **Officer** is a reference to an Officer acting in their capacity as an Officer;
 - (e) **OTF** is a reference to the OTF acting through its authorised delegated representatives as specified in this Constitution or as authorised by the Board, and includes the Officers.
- 31.2 **Application of other legislation to a Dispute:** The Disputes Procedure will not apply to a Dispute to the extent that other legislation requires the Dispute to be dealt with in a different way. The Disputes Procedure will have no effect to the extent that it contravenes, or is inconsistent with, that legislation.
- 31.3 **Application of other procedures under this Constitution, a Regulation or in a Policy:**
- (a) If the Dispute is dealt with by a separate procedure under this Constitution, a Regulation standard, resolution, decision or policy, code or rule (**Other Procedure**), that Other Procedure applies to the exclusion of the Disputes Procedure. If any part of the Other Procedure is inconsistent with the rules of natural justice, that part will not apply, but the remainder of the Other Procedure will continue to apply together with adjustments as determined by the Board in its discretion so that the Other Procedure is consistent with the rules of natural justice.
 - (b) If the conduct, incident, event or issue does not meet the definition of a Dispute and is managed by any Other Procedure, that Other Procedure applies to the exclusion of the Disputes Procedure.

- 31.4 **Application of the Disputes Procedure:** If the Dispute is not required by other legislation to be dealt with in a different way and it is not dealt with by any Other Procedure, the Disputes Procedure in this Rule applies to the Dispute.

Raising a complaint

- (a) A Member or an Officer may start the Disputes Procedure (a **Complaint**) by giving written notice to the Board setting out:
 - (i) the allegation to which the dispute relates and who the allegation is against; and
 - (ii) any other information reasonably required by OTF.
- (b) OTF may make a Complaint involving an allegation against a Member or an Officer by giving notice to the person concerned setting out the allegation to which the Dispute relates.
- (c) The information given must be enough to ensure a person against whom the Complaint is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

Investigating and Determining Disputes

- (d) Unless otherwise provided, OTF must as soon as is reasonably practicable after receiving or becoming aware of a Complaint, ensure the Dispute is investigated and determined.
- (e) Disputes must be dealt with in a fair, efficient, and effective manner.

Decision to not Proceed with a Matter

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

Complaint may be Referred

- (g) OTF may refer a Complaint to:
 - (i) a hearing body or person authorised, delegated or appointed by the Board to hear and resolve Disputes, and includes an arbitral tribunal (**Hearing Body**); or
 - (ii) a subcommittee or an external person to investigate and report; or
 - (iii) any type of consensual dispute resolution with the consent of all parties to the Complaint.

Hearing Body

- (h) The Board may determine the composition, jurisdiction, functions and procedures of, and any sanctions which can be imposed by, any Hearing Body. Each Hearing Body has delegated authority by the Board to resolve, or assist to resolve, Complaints.

- (i) An individual may not be part of a Hearing Body in relation to a Complaint if two or more members of the Board or of the Hearing Body consider there are reasonable grounds to believe that the individual may not be:
 - (i) impartial; or
 - (ii) able to consider the matter without a predetermined view.

Complainant's Right to be Heard

- (j) The Member or Officer who has made the Complaint has a right to be heard before the Complaint is resolved or any outcome is determined. If OTF makes a Complaint, OTF has a right to be heard before the Complaint is resolved or any outcome is determined, and a Board Member may exercise that right on behalf of OTF.
- (k) A Member or Officer or OTF must be taken to have been given the right if:
 - (i) the Member or Officer or OTF has a reasonable opportunity to be heard in writing or at an oral hearing, if one is held; and
 - (ii) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iii) an oral hearing, if any, is held before the Hearing Body; and
 - (iv) the Member's or Officer's or OTF's written statement or submission, if any, are considered by the Hearing Body.

Respondent's Right to be Heard

- (l) The Member or Officer who, or OTF which, is the subject of the Complaint (**Respondent**) has a right to be heard before the Complaint is resolved or any outcome is determined. If the Respondent is OTF, a Board Member (appointed by the Board) may exercise the right on behalf of OTF. A Respondent must be taken to have been given the right if:
 - (i) the Respondent is fairly advised of all allegations concerning the Respondent, with sufficient details and time given to enable the Respondent to prepare a response; and
 - (ii) the Respondent has a reasonable opportunity to be heard in writing or at an oral hearing, if one is to be held; and
 - (iii) an oral hearing is held if the Hearing Body considers that an oral hearing is needed to ensure an adequate hearing; and
 - (iv) an oral hearing, if any, is held before the Hearing Body; and
 - (v) the Respondent's written statement or submissions, if any, are considered by the Hearing Body.

Appeals

- (m) There is no right of appeal or right of review of a decision under Rule 31, unless this Constitution, a Regulation or any standard, resolution, decision or policy, code or rule specifies otherwise.

PART VIII – TRANSITION

32. Transition

- 32.1 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

33. Definitions

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

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

AGM means the Annual General Meeting of OTF as described in **Rule 19**.

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 operations and 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.

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

Contact Person means a person holding the position of contact person for OTF being the person the Registrar of Incorporated Societies can contact when needed.

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 19.12 (Delegates)**.

Electronic Voting means the methods of voting for Resolutions Outside of Meetings as described in **Rule 21**. An Electronic Vote means a vote in the form and manner prescribed by the Board, and received by the scrutineers by email at the specified email address or online link.

Executive Officer means the Executive Officer(s) of OTF appointed under **Rule 18**. 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**.

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

General Meeting means an AGM or a SGM.

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.

Interests Register means the register of interest disclosures made by Officers kept under this Constitution.

ITF means ITF Limited trading as the International Tennis Federation.

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

Matter means:

- (a) OTF's performance of its activities or exercise of its powers; or
- (b) an arrangement, an agreement or a contract made or entered (or proposed to be made or entered) into by OTF.

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

Membership Fee means the fee payable by Members as described in **Rule 11 (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.

Officer has the meaning given to it in Rule 17.1

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 19.3(b) or 19.3(c)**) by the Delegates.

Pacific Oceania means Oceania excluding Australia and New Zealand.

President means the person elected as such under **Rule 14.2(i)** 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 28**.

Resolution Outside of a Meeting means a resolution of the Members passed in accordance with **Rule 21**.

Rule means a rule of this Constitution.

SGM means a Special General Meeting of OTF described in **Rule 19.8**.

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 for a matter which would otherwise need to be decided at a General Meeting but in the Board's opinion needs to be decided within seven (7) Days or less.

Vice-President means the person elected as such under **Rule 14.2(ii)** 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.

33.2 **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, secondary legislation, 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.