



CSFT

COMBAT SPORTS FEDERATION TONGA

CONSTITUTION

2023

Document Control

Document Version:	V.1
Document Status:	Draft
Issue Date:	December 2023
Related Documents:	
Author:	David Taumoepeau, President CSFT
Contact:	CSFTonga@outlook.com
Owner:	COMBAT SPORTS FEDERATION TONGA
File Name:	COMBAT SPORTS FEDERATION TONGA - CONSTITUTION

Reviews and Approval

This document has been reviewed and endorsed / approved by the people in the list below.

Version	Name	Position	Date
V.01	David Taumoepeau	President, CSFT	December 2023
	Nisi Finau	Independent Legal Practitioner	November 2023

Summary of Changes

Version	Details	Author	Date
V.01	Document Creation / Draft	David Taumoepeau	December 2020
	Legal Review	Annis Finau	December 2020 November 2023
	Review	Committee Members	December 2023

TABLE OF CONTENTS

1	Name
2	Objectives
3	Income and property of the Association
4	Liability of members
5	Contribution by members
6	Winding up or dissolution of the Association
7	True accounts
8	Interpretation
9	Establishment of the Association
10	Membership
11	Cessation of membership
12	Conflicting organisations or persons
13	General meetings
14	Proceedings at general meetings
15	National Executive and office-bearers
16	Powers and duties of the National Executive
17	Proceedings of the National Executive
18	President
19	Secretary
20	Seal
21	Proper accounts and records
22	Audit
23	Notice
24	Association or property
25	Tournaments – Competitions
26	Members use of Association name and logo
27	Winding up
28	Indemnity
29	Amendment or repeal of the Constitution

Schedule: Instrument appointing a proxy

1 Name

- (1) The name of the Association is Combat Sports Federation Tonga Incorporated. The official operational name shall be Combat Sports Federation Tonga hereinafter referred to as “CSFT” or the “Association”.
- (2) Combat Sports are defined as the collective names for all martial arts or Combat Sports without specifying any particular style or form of Martial Art or Combat Sport.
- (3) Combat sports are governed worldwide by the multiple of IF (International Federations). One named combat sport is MMA which is governed by GAMMA-IF – Global Association of Mixed Martial Arts International Federation, but not limited to one IF due to the multitude of Combat Sports.
- (4) Combat Sports is governed in Oceania by a range of Cotal Federations, MMA is governed by GAMMA OCEANIA which is the official continental body for MMA. CSFT has the ability to work with other combat sports and continental federations which can be named at any time.
- (5) CSFT is the official body governing and administering the development and conduct of MMA and other named Combat Sports in Tonga including but not limited to - Pankration, Grappling, Kickboxing and JuJitsu.

2 Objectives

The objectives for which the Association is established are:

- (a) to act as the official Tongan representative member of the Oceania Combat Sports Continental or International associated Federation.
- (b) to act as the key consultative and advisory agency for varied Combat Sports to the Tongan Government.
- (c) to establish and maintain cordial relations with other sporting bodies;
- (d) to improve the physical, mental and social well-being of the citizens of Tonga through the encouragement and promotion of Combat Sports, and the proper regulation of such activities;
- (e) to provide adequate representation of TONGA in Combat Sports at any Games including Olympic Games, Commonwealth Games, Pacific Games and other international meetings; and
- (f) to act alone or with individuals or other bodies in the interests of sport and, in particular, Combat Sports;
- (g) to, as required, assist the Official Governing Body to administer the Officials Accreditation Scheme for Combat Sports in TONGA.
- (h) to be the official sanctioning body for all regional and National Competitions/Titles/Events in Combat Sports and MMA that are conducted in TONGA.

- (i) to hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith - provided that no Member shall receive any prize, award or distinction of monetary value except as a successful competitor on merit and on equal footing with all other valid competitors; and to further the above to do all acts and things necessary or appropriate for the management, control, regulation and promotion of the Association and the sport of Combat Sports in Tonga.

3 Income and property of the Association

The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Association. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by this Constituion on money borrowed from any member of the Association or reasonable and proper rent for premises demised or let by any member to the Association.

4 Liability of members

The liability of the members is limited.

5 Contribution by members

Every member of the Association undertakes to contribute to the property of the Association, in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one dollar (\$US1.00).

6 Winding-up or dissolution of the Association

If upon the winding-up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and whose Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 3 hereof, such institution or institutions to be determined by the members of the Association at or before the time of the dissolution and in default thereof by application to the appropriate Supreme Court for determination.

7 Accounts

True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Association, and, subject to any reasonable restrictions as

to the time and manner of inspecting the same that may be imposed in accordance with the Operational Articles for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Association shall be examined by one or more properly qualified Auditor or Auditors who shall report to the members.

OPERATIONAL ARTICLES

8 Interpretation

- (1) In this Constitution, unless the context otherwise requires:

“the Law” means the appropriate Laws and Acts that govern the administration of Associations in TONGA;

“National Executive” means the board of directors and governing council of the Association;

“the seal” means the common seal of the Association; and

“Secretary” means any person appointed to perform the duties of a secretary of the Association and includes an honorary secretary.

- (2) Except so far as the contrary intention appears in these regulations, an expression has, in a provision of these regulations that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

9 Establishment of the Association

The Association is established for the purposes set out in the Constitution of the Association.

10 Membership

- (1) The subscribers to the Constitution and such other persons as the National Executive shall admit to membership in accordance with this Constitution shall be members of the Association. In accordance with this clause, membership shall be granted in the following categories:

(a) Ordinary Member, Associate Member and Honorary Member ; In accordance with this Constitution only Ordinary Members shall have voting rights.

(b) The eligibility criteria for each category of membership shall be set by the National Executive.

- (2) Every applicant for membership of the Association (other than the subscribers to the Constitution) shall be proposed by one and seconded by another member of the Association except that in the case of the admission of the next members after the initial three subscribers proposing and seconding shall not be required and such members may be admitted by resolution at a meeting of the National Executive.

- (3) At the next meeting of the National Executive after the receipt of any application for membership, such application shall be considered by the National Executive, who shall

thereupon determine upon the admission or rejection of the applicant. In no case shall the National Executive be required to give any reason for the rejection of an applicant.

- (4) When an applicant has been accepted for membership the Secretary shall forthwith send to the applicant written notice of his acceptance and a request for payment of his entrance fee and first annual subscription. Upon payment of his entrance fee and first annual subscription the applicant shall become a member of the Association, provided nevertheless that if such payment be not made within two calendar months after the date of the notice, the National Executive may in its discretion cancel its acceptance of the applicant for membership of the Association.
- (5) The entrance fee and annual subscription payable by members of the Association shall be such as the Association in general meeting shall from time to time prescribe.
- (6) All annual subscriptions shall become due and payable in advance on the 1st day of February in every year.

11 Cessation of membership

- (1) If the subscription of a member shall remain unpaid for a period of two calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer be debarred by resolution of the National Executive from all privileges of membership provided that the National Executive may reinstate the member on payment of all arrears if the National Executive thinks fit to do so.
- (2) A member may at any time by giving notice in writing to the Secretary resign his membership of the Association but shall continue liable for any annual subscription due and unpaid at the date of his resignation and for all other moneys due by him to the Association and in addition for any sum not exceeding one dollar for which he is liable as a member of the Association under clause 5 of the Constitution of the Association.
- (3) If any member shall wilfully refuse or neglect to comply with the provisions of the Constitution of the Association or shall be guilty of any conduct which in the opinion of the National Executive is unbecoming of a member or prejudicial to the interest of the Association the National Executive shall have power by resolution to censure fine suspend or expel the member from the Association - provided that at least one week before the meeting of the National Executive at which such a resolution is passed the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence he may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution is to be considered by the National Executive, elect to have the question dealt with by the Association in general meeting and in that event an extraordinary general meeting of the Association shall be called for the purpose and if at the meeting such a resolution be passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

12 Conflicting organisations or persons

Members of CSFT may not also be members of another organization deemed to be a 'conflicting organisation' by the IF's or CF's (International Federations or Continental Federations) represented by CSFT. The IF's or CF's deem an organisation to be 'conflicting' if:

- (a) the organization has in its membership a person or business entity effectively or largely controlled by a person who has been expelled from the CSFT, GAMMA-IF or any of its member Associations or
- (b) the organization has in its membership a person or business entity effectively or largely controlled by a person who has in the opinion of GAMMA IF or CSFT or any of its member Associations acted in a manner contrary to the interests of GAMMA IF, CSFT or any of its member organisations or
- (c) it is an organisation that misrepresents itself as body purporting to govern any Combat Sports in any Oceania country or
- (d) is an organisation who in the opinion of the GAMMA IF or CSFT has acted in a manner contrary to the interests of the GAMMA IF, CSFT or
- (e) is an organisation that is a member of an organisation that is or has acted in a manner to bring GAMMA-IF or other associated IF's with CSFT into disrepute or
- (f) is an organisation that is declared a 'conflicting organisation' by GAMMA IF or other IFs associated with CSFT.

13 General meetings

- (1) An annual general meeting of the Association shall be held in accordance with the provisions of the Law. All general meetings, other than the Annual General Meetings, shall be called extraordinary general meetings.
- (2) Any member of the National Executive may whenever he thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Law.
- (3) Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of the business shall be given to such persons as are entitled to receive such notices from the Association.
- (4) For the purpose of clause 10(5) all business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance-sheets, and the report of the National Executive and auditors, the election of officers and other members of the National Executive in the place of those retiring, and the appointment of the Auditors, if necessary.

14 Proceedings at general meetings

- (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided 3 members present in person shall become a quorum. For the purpose of this clause, "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (2) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the National Executive may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum .
- (3) The President shall preside as Chairman at every general meeting of the Association, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman of if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting.
- (4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
- (5) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded-
 - (a) by the Chairman; or
 - (b) by at least three members present in person or by proxy. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
- (6) If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

- (7) In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
- (8) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- (9) A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his National Executive or by his trustee or by such other person as properly instructed or has the management of his estate, and any such National Executive, trustee or other person may vote by proxy or attorney.
- (10) No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one month in arrears at the date of the meeting.
- (11) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.
- (12) The instrument appointing a proxy may be in the form prescribed in the Schedule of this Constitution, or in a common or usual form.
- (13) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Association, or at such other place within Tonga as is specified for that purpose in the notice convening the meeting, more than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll and in default of the instrument of proxy shall not be treated as valid.
- (14) A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing or such death, unsoundness of mind or revocation as foresaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
- (15) (a) The President taking into account the wide dispersment of Association members throughout Tonga may direct that voting for the election of the National Executive or for Constitutional change may be conducted by a postal ballot.
 - (b) Said postal ballot will provide for:
 - (i) a minimum 30 day return of the ballot papers

- (ii) the issue of the ballot paper will be made by a person so appointed by the President
 - (iii) the ballot will be able to be identified as the ballot of a full member of the Association
 - (iv) the keeping of all ballots by the Executive for two years after the declaration of the ballot
 - (v) the Secretary will declare the ballot outcome
- (c) Any member of the Association shall be able to request that he/she be able to view and check any ballots during the two year storage period provided that said member makes said request to the National Executive in writing.

15 National Executive and office-bearers

- (1) The office-bearers of the Association shall consist of a President, a Vice-President and an Honorary Treasurer, all of whom shall be members of the Association.
- (2) The National Executive and office-bearers shall all retire after two years but shall be eligible for re-election.
- (3) Thereafter the National Executive shall consist of the office-bearers of the Association and such number of other members determined in accordance with clause 15(4), all of whom shall be elected as herein provided.
- (4) At the first annual general meeting of the Association and at the annual general meeting of the Association in each second year thereafter the office-bearers and other members of the National Executive shall be elected from among the members and such office-bearers and other members of the National Executive shall hold office until the next bi-annual general meeting when they shall retire but they shall be eligible for re-election.
- (5) The election of office-bearers and other members of the National Executive shall take place in the following manner.
 - (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an office-bearer or other member of the National Executive .
 - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place.
 - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the registered office of the Association for at least seven days immediately preceding the annual general meeting.
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such Candidates not exceeding the number of vacancies.

- (e) In case there shall not be sufficient number of candidates nominated the National Executive may fill up the remaining vacancy or vacancies.
- (f) Where indicated and in accordance with clause 14(7) the President may direct that an election be held by a postal vote. Where such a vote is held a ballot paper will be posted to all financial members and each of these ballots must be able to be identified as one made by a financial member of the Association.
- (g) The Association may from time to time by resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the National Executive.
- (h) The National Executive shall have power at any time, and from time to time, to appoint any member to the National Executive, either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the National Executive but so that the total number of office-bearers or other members of the National Executive shall not at any time exceed the number fixed in accordance with this Constitution. Further the First National Executive shall have power at any meeting at which all members of the First National Executive resign to appoint new members to the National Executive and to appoint new office bearers. Any office-bearers or other member of the National Executive so appointed shall hold office only until the next following annual general meeting.
- (i) The members of the Association resident in each District of Tonga may choose to elect a District delegate to represent said District as a member of the National Executive. Such elections will be conducted in the manner so described within this Constitution. The Association member so elected as a District Executive member may elect to form a District Administrative Branch in the District that he/she represents to assist with local administration in his/her respective District.
 - (i) Each District of Tonga will be entitled be represented by one Delegate on the National Executive, where membership exceeds twenty separate member schools, in one District, then the formula of one delegate for every twenty members will apply.
 - (ii) Where a District branch is formed, said District Branch will comprise of a Chairman, Deputy Chairman and a minimum of one other member and a maximum of four other members. All District Branch members will be elected by a ballot of the members in their respective Districts.
 - (iii) The District Administrator as specified in clause 18(e) shall be responsible for the conduct and declaration of any ballot for the institution of a District Branch and the election of the District Branch Office Bearers.
- (6) The Association may by resolution of which special notice has been given remove any office-bearer or other member of the National Executive before the expiration of his period of office, and may by an ordinary resolution appoint another person in his stead; the person so appointed shall hold office only until the next following annual general meeting.

- (7) (a) The office of a member of the National Executive shall become vacant if the member-
- (i) becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - (ii) becomes of unsound mind or a person whose person or District is liable to be dealt with in any way under the law relating to mental health;
 - (iii) resigns his office by notice in writing to the Association;
 - (iv) for more than six months is absent without permission of the National Executive from meetings of the National Executive held during that period;
 - (v) ceases to be a member of the Association; or is directly or indirectly interested in any contract or proposed contract with the Association except where disclosure has been made by him of such interests as required by the Law.
- (b) It will be deemed to be sufficient reason for removal from his/her position for any appointed or elected official either District or National to, without prior National Executive approval:
- (i) use his/her position for personal profit
 - (ii) use his/her position to support a private business venture
 - (iii) use mailing list to canvass for financial support for private or non CSFT sanctioned ventures.

16 Powers and duties of the National Executive

- (1) The business of the Association shall be managed by the National Executive who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Law or by this Constitution, required to be exercised by the Association in general meeting, subject, nevertheless, to this Constitution, to the provisions of the Law, and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; provided that any rule regulation or by-law of the Association made by the National Executive may be disallowed by the Association in general meeting and provided further that no resolution or regulation made by the Association in general meeting shall invalidate any prior act of the National Executive which would have been valid if that resolution or regulation had not been passed or made.
- (2) The National Executive may exercise all the powers of the Association to borrow or invest money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Association.
- (3) For the purposes of clause 3 of the Constitution the rate of interest payable in respect of money lent by members to the Association shall not exceed the rate paid for the time

being by the Bank so nominated in the District of incorporation of the Association for 90 (ninety) day term deposits.

- (4) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two members of the National Executive or in such other manner as the National Executive from time to time determine.
- (5) The National Executive shall cause minutes to be made-
 - (a) of all appointments of officers and servants;
 - (b) of names of members of the National Executive present at all meetings of the Association and of the National Executive; and
 - (c) of all proceedings at all meetings of the Association and of the National Executive. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

17 Proceedings of the National Executive

- (1) The National Executive may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the National Executive may at any time and the Secretary shall on the requisition of a member of the National Executive summon a meeting of the National Executive.
- (2) Subject to this Constitution, questions arising at any meeting of the National Executive shall be decided by a majority of votes and a determination by a majority of the members of the National Executive shall for all purposes be deemed a determination of the National Executive. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
- (3) The quorum necessary for the transaction of the business of the National Executive shall be a majority of the total National Executive as provided in clauses 15(1) and 15(2) or such greater numbers as may be fixed by the National Executive.
- (4) The continuing members of the National Executive may act notwithstanding any vacancy in the National Executive, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the National Executive, the continuing member or members may act for the purpose of increasing the number of members of the National Executive to that number or of summoning a general meeting of the Association, but for no other purpose.
- (5) The President shall preside as Chairman at every meeting of the National Executive, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the Meeting.
- (6) The National Executive may delegate any of its powers and or functions (not being duties imposed on the National Executive as the directors of the Association by the Law or the

general law) to one or more sub-National Executives consisting of such member or members of the Association as the National Executive thinks fit. Any sub-National Executive so formed shall conform to any regulation that may be imposed by the National Executive and subject thereto shall have power to co-opt any member or members of the association and all members of such sub-National Executive shall have one vote.

- (7) The National Executive may appoint one or more advisory boards consisting of such member or members of the National Executive as the National Executive thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the National Executive and subject thereto shall have power to co-opt any member or members of the Association and all members of such advisory boards shall have one vote.
- (8) A sub-National Executive may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.
- (9) All acts done by any meeting of the National Executive or of a sub-National Executive or by any person acting as a member of the National Executive shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the National Executive or person acting as aforesaid, or that the members of the National Executive or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the National Executive.
- (10) A resolution in writing signed by all the members of the National Executive in Tonga for the time being entitled to receive notice of a meeting of the National Executive, shall be as valid and effectual as if it has been passed at a meeting of the National Executive duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the National Executive.

18 President

The President:

- (a) shall be an ex-officio member of any District or National Executive Committee he/she may attend.
- (b) shall be empowered to suspend or remove any appointed official or elected National Executive member (District or National) for actions which are in breach of the Constitution of the CSFT or who the President deems to have a conflict of interest with his/her CSFT position and a position that said official may have with another organisation.
- (c) shall act as liaison to all Government Departments and agencies but may appoint others to act on his behalf.
- (d) shall be responsible for the national implementation of the National Code Of Practise but may appoint others to act of his behalf.

- (e) may appoint a District Administrator in each District, to assist the President with administration in said District. The District Administrator will be a member of the District Branch.
- (f) shall appoint the National Coaching Director to oversee the implementation of Coaching programs at a National Level, particularly the National Coaching Accreditation Scheme for Combat Sports; and to act as Liaison Officer to the N.C.A.S. Service Agency.

19 Secretary

The Secretary shall in accordance with the Law be appointed by the National Executive for such term, upon such conditions as it thinks fit, and any secretary so appointed may be removed by it. Nothing herein shall prevent the National Executive from appointing a member of the Association as Honorary Secretary and any member so appointed shall forthwith become an office-bearer of the Association and, if not already a member of the National Executive, ex officio a member of the National Executive and he shall be subject to the provisions of clause 3 of the Constitution.

20 Seal

The National Executive shall provide for the safe custody of the seal which may be in such form as the National Executive adopts, including adhesive stamps, and which shall only be used by the authority of the National Executive or of a sub-National Executive of members of the National Executive authorised by the National Executive in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the National Executive and shall be countersigned by the Secretary or by a second member of the National Executive or by some other person appointed by the National Executive for the purpose.

21 Proper accounts and records

- (1) The National Executive shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance-sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors report thereon as required by the Law, provided however that the National Executive shall cause to be made out and laid before each annual general meeting a balance-sheet and profit and loss account made up to date not more than five months before the date of the meeting.
- (2) The National Executive shall from time to time determine in accordance with clause 7 of the Constitution at what times and places under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of members.

22 Audit

A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Law.

23 Notice

- (1) Any notice required by law or by or under this Constitution to be given to any member shall be given by sending it by post to him at his registered address, or the address, if any,

within Tonga supplied by him to the Association for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

- (2) (a) Notice of every general meeting shall be given in any manner hereinbefore authorised to –
 - (i) every member except those members who (having no registered address within Tonga) have not supplied to the Association an address within Tonga for the giving of notices to them; and the
 - (ii) auditor or auditors for the time being of the Association.
- (b) No other person shall be entitled to receive notices of general meetings.

24 Association of property

Any property, training gear or equipment either purchased by members funds or donated to the Association by a third party individual or organisation which will include but not be limited to 'GAMMA IF', shall remain the property of the Association and may not be owned by any individual member. An 'Assets Register' will be maintained by the person so authorised by the National Executive. The 'Assets Register' will record: all property and equipment held by the Association, the location of said assets and the initial source of such assets.

25 Tournaments – Competitions

- (1) A written list of all rules, requirements, conditions and pertinent information relating to a proposed tournament/event/competition to be staged or sanctioned by the Association, shall be freely available to all members of the Association at least two months prior to the proposed competition date, said list to be unalterable once issued.
- (2) All tournaments/events/competitions conducted by the Association or sanctioned by the Association will be conducted in accordance with the Oceania associated Continental federation, Example GAMMA Oceania but not limited to ONE Continental sport or federation Federation's Code of Practise for the Conduct of Events/Tournaments/Competitions.

26 Members use of Association name and logo

- (1) The CSFT logo and Association name may only be used by a member in the following advertising/promotions/correspondence contexts:
 - (a) to District that the member is a member of the organisation
eg: John Smith's martial arts school is a member of the CSFT
 - (b) to District that a particular member is accredited by the CSFT
eg: John Smith Accredited Instructor CSFT

- (c) the CSFT logo and name may be used on club/academy/school letterheads provided that its size and prominence is smaller than the name of the club/academy school appearing on the letterhead and the Words “member CSFT” or “member Combat Sports Federation TONGA and no others are used.
- (2) Any other use of the CSFT logo or Association name, without the written permission of the Executive, is not permitted.
- (3) No member may issue a press release on behalf of the CSFT without the written approval of the Executive.
- (4) No member may claim or advertise that they occupy an administrative position within the CSFT unless that position has been ratified, in writing, by the Executive.
- (5) No member may use the Association name to incur a debt in the name of the Association or imply that he/she has been authorised to incur debt on behalf of the Association unless said authorisation is held by the member in writing.

27 Winding up

The provisions of clause 6 of the Constitution relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in this clause.

28 Indemnity

Every member of the National Executive, auditor, secretary and other officer for the time being of the Association shall be indemnified out of the assets of the Association against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Law in which relief is granted to him by the Court in respect of any negligence default breach of duty or breach of trust.

29 Amendment or repeal of the Constitution

- (1) Any amendment to or repeal of or a rescission wholly or in part of this Constitution shall be made only at a General Meeting of the members by a special resolution passed by a majority of at least 75% of the members in attendance and eligible to vote.
- (2) Amendments to the Constitution, certified as true copies by the National Executive shall be communicated to the Tonga Registrar of Incorporated Societies with a request for registration.

SCHEDULE

Instrument appointing a proxy

Clause 14(12)

I, _____ of _____	
being a member of _____	
hereby appoint _____	of _____
or failing him _____	of _____
as my proxy to vote for me on my behalf at the (annual or extraordinary, as the case may be) general meeting of the Association, to be held on the _____ and at any adjournment thereof. My proxy is hereby authorised to vote "in favour of/ "against the following resolutions. ____ day of _____ 20__	
Signed this _____ day of _____ 20__	

