



CONSTITUTION OF THE TONGA RUGBY UNION INC.

**Adopted in Nuku'alofa, Tongatapu, Kingdom of Tonga
In a Special General Meeting of the Tonga Rugby Union Inc
on the 8th day of December 2023.**

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1 NAME AND HEADQUARTERS

- 1.1.** The Union shall be called "The Tonga Rugby Union Incorporated" (hereinafter referred to as "the **TRU**").
- 1.2.** The registered office of the TRU is at Nuku'alofa, the Capital of The Kingdom of Tonga or at such other place as notified by the TRU to the Registrar of Incorporated Societies Tonga.

2. DEFINITIONS AND INTERPRETATION

- 2.1. Definitions:** In this Constitution, unless the context otherwise requires:

"Act" means the Incorporation Societies Act (1988 and Subordinate Regulations;

"Affiliated Member" means any association in or outside of Tonga which the TRU approves to be an affiliated member of the TRU under Clause 13 for the purpose of enhancing development and furthering the interests of Tongan Rugby;

"Associate Union" means any Tonga Rugby Organisation that is legally constituted and is admitted as an Associate Union of the TRU in accordance with Clause 12;

"Board" means the Board of Governors established under Clause 14;

"Casting Vote" means a vote that a chairperson may exercise to decide an issue when the votes on each side are equal in order to break a deadlock.

"Chief Executive Officer" ("CEO") means the person appointed as Chief Executive Officer or such similar position of the TRU under Clause 20 or, if absent, any acting chief executive officer;

"Constitution" means this Constitution and Schedules hereto which records the rules of the TRU;

"Deliberative Vote" means a vote cast by each person entitled to vote at a meeting (including the Chairperson) for the purpose of deciding a matter under deliberation;

"General Meeting" means any Annual Meeting or Special Meeting of the TRU members;

"Independent" means a person who is not employed by or a member of the TRU or any member of the TRU;

"Intellectual Property Rights" means all statutory and other proprietary rights in respect of, without limitation, brands, business marks, layout designs, confidential information, copyright works, data, designs, drawings, get up, inventions, know-how (including know-how set out in manuals), logos, manuals, patents, procedures, programmes, prototypes, service marks, specifications, technical information, trademarks or trade names, trade secrets, and all other rights as defined by Article 2 of the Convention of July 1967 establishing the World Intellectual Property Organisation (including applications for such rights) as may exist anywhere in the world;

"Laws of the Game" means the laws of Rugby as framed and interpreted by World Rugby (subject to domestic safety law variations of the TRU);

"Life Member" means a person admitted as a life member of the TRU under Clause 8;

"MIA" means the Ministry of Internal Affairs, Kingdom of Tonga.

"Member" means all those persons, associations and incorporated bodies named in Clause 3 or in accordance therewith.

"Member Union" means any Rugby Association in Tonga that is legally constituted and is admitted as a Member Union of the TRU in accordance with Clause 10.

"Oceania Rugby" means the regional association of World Rugby of which the Tonga Rugby Union is a member;

"Officer of the Union" means the President; Chair of the Board; Deputy Chair of the Board, and members of the Board;

“Ordinary Resolution” means a resolution that is approved by a simple majority of the votes of the Members entitled to vote and voting on the question;

“Patron” means the honorary and ceremonial leader of the TRU nominated by the Royal Family of the Kingdom of Tonga;

“Players Association” means the association which represents current TRU representative players and Ex-Ikale Tahi (Ex-International players capped in a senior match involving a Tongan national team).

“President” means the person who is the then current Prime Minister of Tonga or their nominee and who Chairs the General Meetings of the TRU

"Regulations" means regulations made by the TRU as amended from time to time;

"Rugby" means the game of rugby union;

"Rules" means the rules of the TRU as recorded in this Constitution (unless the context indicates otherwise), as may be amended from time to time;

“Scrutineer” means a person appointed in accordance with Schedule 3 for the purposes of recording votes cast at a General Meeting;

"Special Meeting" means a meeting of the TRU held under Clause 5.2.3;

“Special Resolution” means a resolution passed by not less than three-quarters of the voting representatives present at a Special Meeting or to amend the Constitution

“TASANOC” means the Tonga Sports Association and National Olympic Committee

“TRU” means the Tonga Rugby Union Incorporated;

"Union" means the Tonga Rugby Union Incorporated herein referred to as the TRU;

“VAR” means the Vetting, Appointments and Remuneration Committee;

“World Rugby” means the international association of national Rugby unions formerly known as the International Rugby Board;

2.2. Interpretation: In this Constitution unless the context otherwise requires:

Defined Expressions: expressions defined in the main body of this Constitution have the defined meaning in the whole of this Constitution;

Headings: clause and other headings are for ease of reference only and will not affect the interpretation of this Constitution;

Plural and Singular: words importing the singular number will include the plural and vice versa;

Persons: references to persons will include references to individuals, companies, corporations, partnerships, firms, joint ventures, associations, trusts, organisations, governmental or other regulatory bodies or authorities or other entities in each case whether or not having separate legal personality;

3. MEMBERSHIP

3.1. The members of the TRU shall comprise of:

3.1.1. The Patron;

3.1.2. The President;

3.1.3. The present Life Members of the TRU and such other Life Members as the TRU in a general meeting shall elect in terms of Clause 8;

3.1.4. The Board of Governors;

- 3.1.5. The Member Unions;
- 3.1.6. The Associate Unions; and
- 3.1.7. The Affiliated Members.
- 3.2. Term of Membership**
 - 3.2.1. The persons specified in Paragraph 3.1.1 to 3.1.4 inclusive shall by virtue of their election or appointment become members of the TRU and shall remain Members until they cease to hold that position as provided in this Constitution.
 - 3.2.2. The Term for the Patron is four years from the date of their election and is renewable, unless otherwise resolved by the Members.
 - 3.2.3. Any member, by giving to the Chief Executive Officer of the TRU notice in writing, may resign as a member of the TRU. Every such resignation shall take effect as from the date of the meeting of the TRU or the Board at which such resignation is accepted and thereupon such person shall cease to be a member of the TRU.
- 3.3.** Membership of the TRU shall not confer on any member thereof any privileges, or any estate or proprietary right, interest or share in the funds and property of the TRU nor shall any member be personally liable for any of the liabilities of the TRU.
- 3.4.** Qualifications for and Procedures relating to new Membership are found in Schedule 1.

4. OBJECTS AND POWERS

4.1. Objects: The objects of the TRU are to:

- 4.1.1. Promote, foster and develop Rugby in Tonga to improve the game of rugby union constantly and cultivate it in the light of its unifying, educational, cultural and humanitarian values, particularly through youth and development programmes; and develop the game of rugby union at all levels of age groups, gender and competition in the Kingdom;
- 4.1.2. Liaise with any Member Union, Associate Union and/or Affiliated Member in the development and promotion of Tongan Rugby;
- 4.1.3. Arrange and encourage participation in international, trial and other Rugby matches and tours both within Tonga and overseas;
- 4.1.4. Represent the TRU at World Rugby and Oceania Rugby when invited to a World Rugby or Oceania Rugby meeting and promote full voting membership on the World Rugby Council;
- 4.1.5. Subject to domestic safety law variations adopted by the TRU, comply with the Laws of the Game and the by-laws, regulations and resolutions of World Rugby and to require Member Unions to similarly comply;
- 4.1.6. Form and manage Tonga representative Rugby teams;
- 4.1.7. Foster inter-Member Union matches;
- 4.1.8. Encourage participation in and support for Rugby by all participants in and supporters of the game at all levels inclusive of administrators, players, coaches, referees and supporters;
- 4.1.9. Foster, develop and promote all forms of the game of rugby union;
- 4.1.10. Promote participation in all aspects of the association for all members of the community; and maintain the educational, social and general interest of the Members in the game of rugby union;
- 4.1.11. Promote the interests of Member Unions in economic and social issues which have a direct effect upon the status of Member Unions;

- 4.1.12. Promote friendly relations: (a) between Members, rugby clubs, team officials and players; and (b) in society for humanitarian purposes.
- 4.1.13. Respect and prevent any infringement of the statutes, regulations, directives and decisions of World Rugby, Oceania Rugby, the TRU as well as World Rugby's Laws of the Game and to ensure that these are also respected by its Members;
- 4.1.14. Support fair and drug free rugby union games, and for such purpose to adopt and implement the provisions of the Code of the World Anti-Doping Agency (WADA) including to require Member Unions in their policies, rules and procedures to respect and comply with that Code;
- 4.1.15. Do all such things to foster, develop and promote the interests of Rugby.

4.2. Powers: The powers of the TRU are to:

- 4.2.1. Purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights and privileges in connection therewith and to hold, improve, manage, develop, let, lease, sell, exchange or otherwise dispose of any such property rights and privileges;
- 4.2.2. Make or alter rules or regulations in accordance with this Constitution;
- 4.2.3. Admit new Members and withdraw, suspend or terminate membership or impose set fines and penalties for the breach of any rule or regulation of the TRU or the bringing of the TRU or Rugby into disrepute by any Member, club, referee, team or member of any club or team under the jurisdiction of a Member;
- 4.2.4. Carry on any business in connection with the promotion, fostering, development and control of rugby in Tonga;
- 4.2.5. Apply for, purchase, or otherwise acquire any intellectual property rights, or any secret or other information as to any invention or property for any of the purposes of the TRU, and to use, exercise, develop, or grant licences in respect of the above matters;
- 4.2.6. Construct, build, alter, improve, enlarge, pull down, remove or replace any buildings or other improvements which may be in upon and about any of the real or leasehold property of the TRU;
- 4.2.7. Borrow or raise money in such manner as the TRU may think fit and to secure to the repayment thereof by the issue of debentures or by mortgage or charge upon the whole or any part of the property or assets of the TRU (whether present or future) and to purchase, redeem or pay off any such securities;
- 4.2.8. Lend and advance money or to give guarantees or become surety for the payment of moneys or the performance of contracts or obligations of any Member Union;
- 4.2.9. Invest and deal with the moneys of the TRU not immediately required in such manner as may from time to time be determined and in particular to invest the same on mortgage or purchase of real, leasehold or personal property or securities or by depositing the same with any bank at interest and such investments from time to time to vary;
- 4.2.10. Remunerate any person for services rendered or to be rendered;
- 4.2.11. Delegate to the Board or any person the powers of the TRU and to allow the Board or other person to delegate any of the powers delegated to the Board or other person to other persons;
- 4.2.12. Decide any disputes or hear any appeals on matters relating to the TRU and/or Rugby and to delegate this power to an independent tribunal;
- 4.2.13. Make or amend regulations of the TRU;

- 4.2.14. Carry out all or any of the objects of the TRU and do all or any of the above things as principal, agent, contractor, or trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others; and
- 4.2.15. Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the TRU.
- 4.3. Objects and Powers independent:** Each of the objects and powers set out in clauses 4.1 and 4.2 are independent objects and powers of the TRU, are to be construed independent of one another and are not to be limited by reference to any other object or power set out in clauses 4.1 or 4.2.
- 4.4. Amateur Rugby:** The TRU is incorporated for the purpose of promoting amateur Rugby for the recreation of players and the entertainment of the general public. The capacity of the TRU to carry on any business or activity, do any act, or enter into any transaction, is restricted to any business, activity, act or transaction carried on, undertaken, done or entered into in accordance with, or in seeking to achieve, this purpose, or which is conducive or incidental to this purpose.
- 4.5. Involvement in Professional Rugby:** The TRU's capacity to carry on any business or activity, do any act, and enter into any transaction, as outlined in clause 4.4, includes the capacity to:
- (i) Undertake Rugby activities and competitions in which paid players and paid officials participate;
 - (ii) Solicit licensing of brands; and
 - (iii) Seek sponsorship.
- 4.6. No Pecuniary Profit:** Nothing in this Constitution shall permit the TRU to use its funds, or make its funds available, to be used for the private pecuniary profit of any Member or any person associated with any Member. For the avoidance of doubt, the term "private pecuniary profit" does not include remuneration or payments for services rendered reasonable and relative to that which would be paid in an arms-length transaction (being the open market value). This clause 4.6 applies, notwithstanding any other provision of this Constitution to the contrary.

5. GENERAL MEETINGS, NOTICE, RULES & PROCEDURE

- 5.1.** The Annual General Meeting of the TRU shall be held once in each calendar year on a date to be fixed by the Board and no less than 9 months and no later than 15 months after the previous Annual General Meeting for the purpose of:
- 5.1.1. Approving the TRU's Report and strategic plan, Audited Balance Sheet and Income and Expenditure Statements for the past financial year.
 - 5.1.2. Approving the TRU's Budget for the next financial year as proposed by the Board (including the Vetting, Appointments and Remuneration Committee's recommendation as to the maximum annual amount of remuneration for the Board Members and Officers).
 - 5.1.3. Electing:
 - (i) The Patron;
 - (ii) The President;
 - 5.1.4. Electing
 - (i) Four members on to the Board of Governors, at least one of whom should be a woman and at least one should be a man; and at least one from Tongatapu and at least one from the Outer islands;
 - (ii) The Honorary Auditor or Auditors;
 - (iii) One member on to the Vetting, Appointments and Remuneration Committee; and

- (iv) The Appeals Tribunal members.
- 5.1.5. Considering Notices of Motion, provided that if the carrying of any such proposed Motion would materially affect any of the abovementioned business, then such Motion shall be dealt with prior to such business.
- 5.1.6. Ratifying the Audit and Risk Committee as nominated by the Board (and which shall include at least one current or outgoing Board member; one independent CPA or Chartered Accountant and one independent person) every third year;
- 5.1.7. General Business.

5.2. Rules and Procedure Subject to Schedules 2 and 3:

- 5.2.1. At least twenty- eight (28) days' clear notice of the date of the annual meeting shall be given by the Chief Executive Officer of the TRU by circular to all Members and shall be published in at least one of the local newspapers. No business other than that stated in such circular or notice shall be transacted unless notice thereof (including nominations for positions) shall have been given in writing to the Chief Executive Officer of the TRU at least fourteen (14) days prior to the meeting. The Chief Executive Officer shall give to the members at least seven (7) days final notice and all relevant papers including Notices of Motion and Nominations, when appropriate, of the Annual General Meeting.
- 5.2.2. A quorum at all General Meetings (including Special Meetings) shall consist of at least two-thirds (2/3) of the eligible representatives as detailed in 5.2.6 (i).
- 5.2.3. **A Special Meeting** may be convened by the Chief Executive Officer of the TRU by direction of the Chair of the Board at any time, or upon receiving a requisition signed by not less than three (3) Member Unions, requesting that a meeting be called and the Chief Executive Officer shall convene and hold a meeting within fourteen (14) days after receiving such direction or notice setting forth the object/s of such meeting. Seven (7) days' notice must be given to the Members of the TRU of a Special Meeting, stating the business for which the meeting is called.
- 5.2.4. In the absence of the President from any General meeting of the TRU, the Interim Chair will be either the representative of World Rugby or Oceania Rugby or MIA, who is in attendance at the meeting, to be prioritised in that order. If none of these are present the meeting will deliberate to appoint an Interim Chair. The Chair will exercise the powers of the President.
- 5.2.5. At all General Meetings, the Members of the TRU as well as the Auditors, shall be entitled to attend and speak thereat; and all TRU Member Unions, Players Association and Tonga Secondary Schools Principals Association shall be entitled to vote.
- 5.2.6. Voting - At all General Meetings:
 - (i) The representatives and votes at General Meetings shall be as follows:
 - (a) Tongatapu – 9
 - (b) Vava'u – 3
 - (c) Ha'apai – 3
 - (d) 'Eua – 3
 - (e) Players Association – 1
 - (f) Tonga Secondary Schools Principals Association – 1
 - (ii) The voting at all General Meetings on all matters (except those for the election of the Board of Governors and Life Members which shall be voted by way of ballot or as otherwise provided in this Constitution) shall be taken by a show of hands, unless a Motion to take a ballot shall be proposed and carried. No debate shall be permissible on a Motion to take a ballot.

- 5.2.7. In any ballot for election every vote cast shall be for the full number to be elected and in preferential order, otherwise the vote shall be informal.
- 5.2.8. Every question shall be decided by a majority of votes unless otherwise provided, and in the case of any equality of votes, the President, or whoever is in the Chair, shall have a casting vote.

5.3. Delegates and Representatives

Subject to Schedules 2 and 3:

- 5.3.1. The delegates duly appointed in writing under the signature of the respective Presidents of the Member Unions and other Members where relevant, shall become the representatives of those Members of the TRU and shall remain representatives of those Members until the close of the ensuing Annual General Meeting.
- 5.3.2. The two delegates duly appointed in writing under the signature of the President of the Tonga Rugby Referees Association and of the Tongan Women's Association shall become the representatives to the TRU and shall remain the representatives until the close of the ensuing Annual General Meeting unless otherwise advised by the President of the respective Association. These delegates are non-voting representatives.
- 5.3.3. The representatives of the Member Union, Affiliated and Associate members shall remain representatives until their term of appointment by their controlling body to act as their representative in the TRU is notified by their controlling body to the TRU in writing to have ceased and a new member is named in such notice to replace the outgoing representative.
- 5.3.4. In regard to attendance at General Meetings of the TRU, all Member Unions:
 - (i) may have three (3) delegates, excepting Tongatapu which may have nine (9);
- 5.3.5. Representatives of World Rugby and Oceania Rugby may attend and speak at all General Meetings of the TRU as observers.
- 5.3.6. The Union shall be responsible for payment of travel and allowances of the Member Representatives attending any Meeting of the Union which they are entitled to attend.

6. FINANCE

- 6.1. The financial year of the TRU shall close on the 31st day of December in each year.
- 6.2. A copy of the audited Balance Sheet and Income and Expenditure Statements, Statement of Cash Flow and Financial Performance Report shall be supplied to each member not less than seven (7) clear days before the date set for the Annual General Meeting.
- 6.3. The audited Financial Statements and Reports shall be submitted to the Annual General Meeting.
- 6.4. All funds of the TRU shall be paid into a Bank in Tonga to the credit of the TRU, and all accounts shall be passed by the Board and, signed in such a manner as determined by the Board subject to any requirement in this Constitution and by law.
- 6.5. The CEO shall ensure that proper accounting systems are in place so that the financial affairs of the TRU could be properly monitored.
- 6.6. The accounts of the TRU shall be audited annually by the Auditor elected at the Annual Meeting.

7. CONSTITUTION BINDING ON MEMBERS:

- 7.1. Each Member:
 - 7.1.1. Is bound by the Rules and Regulations;

- 7.1.2. Must ensure that its members agree to be bound by the Rules and Regulations; and
- 7.1.3. Must require in its own rules that its members ensure that their respective members agree to be bound by the Rules and Regulations, to the intent that all affiliated-unions and clubs and all other bodies or persons connected with the playing or administration of Rugby within Tonga who are directly or indirectly affiliated to any Member shall agree to be bound by these Rules and Regulations.
- 7.2. Any rule or regulation of a Member which is in conflict with this Constitution, or with the Laws of the Game or domestic variations or the by-laws, regulations or resolutions of World Rugby or Oceania Rugby, shall be deemed to be inoperative.

8. LIFE MEMBERSHIP

- 8.1. At any General Meeting a Life Member or Life members may be elected, the election to be on account of outstanding services of at least 20 years rendered to the TRU. Each nominee shall be proposed and seconded by two Member Unions and such nomination shall be in the hands of the Chief Executive Officer of the TRU at least fourteen (14) days before the General Meeting, and seven (7) days' notice thereof must be sent by the Chief Executive Officer of the TRU to members.
- 8.2. The election shall be by secret ballot, at which the nominee or nominees must receive at least a three-quarters majority of the votes cast by Members entitled to vote.
- 8.3. Upon election, the Life Member shall be entitled to attend all General Meetings of the TRU and two complimentary admission tickets to all matches and grounds and grandstands under the jurisdiction of the TRU and such other privileges as are conferred by the TRU from time to time.
- 8.4. A Life Member shall be given a special Life Member's badge.
- 8.5. All rugby players who are in the Tonga Rugby Hall of Fame automatically become Life Members.
- 8.6. Conferral of Life Membership does not include any voting rights.

9. CONDUCT, NON-COMPLIANCE and DISCRIMINATION BY MEMBERS

- 9.1. Every Member of the Union, and its officials and players, shall comply with the World Rugby Regulations, this Constitution, and regulations made under it, including the Code of Conduct set out in Schedule 6, and resolutions in any Meeting of the Union, or those made by the Board. Where there is a conflict between the World Rugby Regulations and this Constitution, or regulations or resolutions made under this Constitution, the World Rugby Regulations shall prevail.
- 9.2. Any Member disobeying any Rule or Regulation or failing to give effect to any decision of the TRU or the Board or in the case of a Member Union permitting any club or member of any club under its jurisdiction to do so, shall be liable to:
 - 9.2.1. Suspension for a period; and/or
 - 9.2.2. Expulsion; and/or
 - 9.2.3. Such other punishment (including the imposition of any penalty or fine), as the TRU, the Board or the Appeals Tribunal imposes.
- 9.3. Any Member who discriminates in any way against a country, person or groups of persons on account of their ethnic origin, gender, sexuality, language, religion, politics or any other reason commits serious misconduct and shall be liable to sanctions provided under this Constitution.

10. MEMBER UNIONS

10.1. The Member Unions of the TRU are the Member Unions that are admitted by the TRU as a member under this Constitution and so recorded in the Register of Members maintained by the CEO.

10.1.1. Subject to the other provisions of this Constitution, no Member Union may disaffiliate or otherwise withdraw from the TRU without the prior written consent of the TRU.

10.1.2. No Member Union may be affiliated to any Rugby organisation other than the TRU.

10.1.3. Each Member Union must ensure that no Rugby team under its control or jurisdiction plays any team under the control or jurisdiction of any entity which is not a Member Union including without limitation any team under the control or jurisdiction of an overseas entity, without the prior written consent of the TRU.

10.1.4. The territorial boundaries of each Member Union shall be determined by the TRU.

10.2. Applications for Affiliation

Subject to Schedule 1:

10.2.1. To be eligible for affiliation as a Member Union the applicant must have 4 or more clubs associated together for the purposes of conducting matches and competitions between its constituent clubs.; and meet such conditions as may be from time to time prescribed by these rules, Schedules hereto, and by-laws made hereunder by the TRU or the Board.

10.2.2. On receipt of any application by a body that meets paragraph 10.2.1 and Schedule 1, the TRU may admit, as a Member Union any body willing to conform to the provisions of these Rules, Schedules and any Regulations or By-Laws made thereunder from time to time and such other conditions as may be imposed by the TRU or the Board from time to time.

10.2.3. All applications for affiliation shall be determined by the Board.

10.2.4. Any applicant who is dissatisfied with the determination of the Board may appeal to the TRU Appeals Tribunal whose decision will be final.

10.3. Rules for Member Unions

10.3.1. The Rules of all Member Unions shall provide that every Club or team, as the case may be, shall be deemed to have subscribed to and be bound by such rules of the TRU as shall be applicable and by the Laws of Professionalism from time to time adopted by the TRU.

10.3.2. A copy of the Rules adopted by such Member Union and of any subsequent changes therein shall be submitted to the CEO for approval by the TRU.

10.3.3. The TRU or the Board thereof may delegate to Member Unions such powers and authorities as may be deemed necessary and advisable and from time to time may extend, limit, amend, alter or revoke such delegated powers and authorities.

10.3.4. The annual subscription payable by Member Unions shall be fixed from time to time by the Board of the TRU and shall be subject to ratification by the members at the Annual General Meeting.

10.3.5. The subscription is payable to the TRU and if unpaid twenty-one (21) days following its issue, the Board shall have power to suspend or cancel the affiliation of such defaulting Union.

10.3.6. Membership shall continue until the conclusion of the Annual General Meeting after the subscription is paid.

10.4 Benefits of Membership

10.4.1 Technical Assistance including training for managers, coaching, refereeing etc

10.4.2 Resources Assistance subject to availability

10.4.3 Development assistance

10.4.4 Assistance with development of strategic plans

10.4.5 Such other assistance as appropriate and agreed to develop the growth of the Member and of Rugby

11. ANNUAL RETURN BY MEMBER UNIONS

11.1. In each year not later than 31 January each Member Union must forward to the TRU the following information:

- 11.1.1. A copy of its annual report and statement of accounts, including balance sheet and income and expenditure account, duly audited, relating to the preceding calendar year;
- 11.1.2. Record of the number of teams and names of players playing under its jurisdiction; and
- 11.1.3. Such other information on the Member Union's affairs as may from time to time be required by the Board.

12. ASSOCIATE UNION

- 12.1.** On receipt of an application by a Tongan Rugby Organisation that is legally constituted seeking to be admitted as an Associate Union to the TRU, the TRU may in its absolute discretion, admit as an Associate Union, a Tongan Rugby Organisation which is willing to conform to the provisions of these Rules and any Regulations or By-Laws made thereunder from time to time and such other terms and conditions as may be specified by the TRU or by the Board from time to time.
- 12.2.** Before admitting any body as an Associate Union the TRU shall require such applicant to provide details of their governance and membership structure and a copy of their constitution and such other details as the TRU requests.
- 12.3.** Associate Unions may attend all General meetings of the TRU and speak thereat but have no voting rights.

13. AFFILIATED MEMBER

- 13.1.** The TRU may in its absolute discretion admit as an affiliated member to the TRU any body formed in or outside of Tonga which provides assistance to the TRU that enhances development and furthers the interest of Tongan Rugby; provided that such body is willing to conform to the provisions of these Rules and Regulations or By-laws made thereunder from time to time and such other terms and conditions as may be specified by the TRU or the Board from time to time.
- 13.2.** Before admitting any body as an Affiliated Member the TRU may, in its absolute discretion, require such applicant to provide details of their governance and membership structure and a copy of their constitution or such other details as the TRU requests.
- 13.3.** Affiliated Members may attend all General meetings of the TRU and speak thereat but have no voting rights.

14. BOARD OF GOVERNORS

14.1. Board Membership:

14.1.1. There shall be established a Board to govern the affairs of the TRU which shall consist of:

- (i) The four persons elected under Clause 5.1.4 (Elected Governors);
- (ii) The three (3) persons nominated by the Vetting, Appointments and Remuneration Committee pursuant to Schedules 2 and 4 and appointed by the elected governors; and
- (iii) The CEO

14.1.2. The CEO shall be entitled to attend all meetings of the Board and speak thereat ex-officio but shall have no vote.

14.1.3. Of the seven (7) Board Members, where possible, at least two shall be men and at least two shall be women.

14.1.4. A representative of MIA (government) may be an observer of the Board but is not a member thereof and has no voting rights.

14.2. Chair and Vice-Chair

14.2.1. The Chair of the Board shall be elected by the members of the Board and shall be one of the Elected governors. The interim chair for the election of the Chair of the Board shall be one of the appointed governors as agreed by the Board or otherwise by drawing of lot.

14.2.2. The Chair shall have both a deliberative vote and a casting vote.

14.2.3. The Board members shall elect a Deputy Chair from the elected and appointed Board members. The Deputy Chair shall be the Chair of the Board and represent the Board in the absence of the Chair.

14.2.4. The Deputy Chair shall have both a deliberative vote and a casting vote if in the Chair, otherwise a deliberative vote only.

14.3. Appointees

14.3.1. The Vetting, Appointments and Remuneration Committee shall, pursuant to Schedules 2 and 4, recommend 3 persons to the Board subsequent to the AGM and the election of the four persons in accordance with Clause 5 of this Constitution.

14.3.2. The Vetting, Appointments and Remuneration Committee shall recommend whenever possible the number of men and women necessary to ensure there are not less than two women and two men on the Board of Governors.

14.3.3. The Appointed Board members shall each have a deliberative vote only unless they are the Chair in which case they shall also have a casting vote.

14.4. Term of office

14.4.1. The members of the Board of Governors (excluding the CEO) shall hold office for a period of four years i.e world cup cycle, subject to this clause.

14.4.2. Rotation of Board Members : Each Board Member will retire at the end of the term of that Board Member's election or appointment as follows:

- (i) At and from the 2026 Annual General Meeting, rotation will occur as follows:
 - (a) In 2026 two Elected Member Union Board Members and one Appointed Board Members, will retire;
 - (b) In 2028, the remaining two Elected Union Board Members, and remaining two Appointed Board Members, will retire; and
- (ii) At and from the 2030 Annual General Meeting, the rotation will follow a two-year cycle as commenced in clause (i) above.

- 14.4.3. A Board member shall be allowed to serve up to a maximum of 8 consecutive years in the same position (that is, as Chair, Deputy Chair, an elected member, or as an appointed member).
- 14.4.4. Subject to 14.4.3 any person who is retired under the Rotation shall be entitled to stand for re-election or re-appointment.
- 14.4.5. The persons who will be retired pursuant to clause 14.4.2 shall be by agreement and failing agreement, by lot.
- 14.4.6. The elected members of the Board shall hold office from the time of their election in the Annual General Meeting and shall remain members of the Board until the close of the next ensuing Annual General Meeting at which they are subject to election under the Rotation.
- 14.4.7. The appointed members of the Board shall hold office from the time of their appointment and shall remain members of the Board until the close of the next ensuing Annual General Meeting at which they are subject to re-appointment under the Rotation.

15. POWERS AND DUTIES OF THE BOARD

- 15.1.** The affairs of the TRU shall be governed by the Board and the Board may exercise all such powers of the TRU as are not, by the Act or by this Constitution required to be exercised by the TRU in the General Meeting, subject nevertheless to any regulation made under this Constitution, to the provisions of the Act and to such regulations not being inconsistent with the aforesaid regulations or provisions, as may be prescribed by the TRU in General Meeting, but no regulations made by the TRU in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
- 15.2.** The Board shall from time to time as required, appoint delegates to represent the TRU on any other body.
- 15.3.** Without prejudice to the general powers conferred by Clause 15.1, the Board shall have the following powers:-
 - (a) To control and manage the funds and property of the TRU and to raise moneys and incur such liabilities for the purposes of the TRU as may be necessary and to secure the repayment of the same by mortgage or charge upon the whole or any part of the property or assets of the TRU;
 - (b) To appoint from its own members or otherwise, such committees or sub committees as it may from time to time, to assist it in carrying out its duties. Such committees or sub-committees may be appointed to co-ordinate all or part of the TRU's affairs in Tonga or in some other country;
 - (c) To appoint a Selection Panel of experts of not less than three (3) persons and one of whom must have international coaching experience within the past five years for the purpose of selecting Representative Teams and to appoint coaches, managers, liaison officers and such other support officials as may be needed for the year or as and when required;
 - (d) To appoint a coaching panel for the purpose of conducting national coaching courses for team coaches;
 - (e) To establish:
 - (i) A Referees association to develop Refereeing in Tonga and whose members shall referee games played under the control of the TRU;
 - (ii) A Women's Rugby association to develop women's Rugby in Tonga;
 - (f) To organise control and regulate all matches between Member Unions, national and international tours as it may deem desirable, for which purpose it shall have power to

- make, alter, amend and revoke By-laws and regulations relating to all rugby football games;
- (g) To regulate and control the conduct of all Member Unions, officials, players and members of Member Unions;
 - (h) To impose such penalty whether by way of suspension or ban for any period or monetary fine as it deems fit upon any Member Union found guilty of breaking any of the Rules, Regulations and By-Laws of the TRU or the conditions governing any of its competitions or refusing to give effect to any resolution of the TRU or of the Board;
 - (i) To impose such penalty whether by way of suspension or ban for any period or monetary fine as it deems fit upon any official, player or member of any club found guilty of any conduct that brings the TRU or the game of rugby into disrepute or breaking any of the Rules, Regulations and By-Laws of the TRU whether such conduct or acts were carried out in Tonga or elsewhere in a competition where the TRU is involved;
 - (j) To penalise by way of suspension or ban for any period or any monetary fine determined by the Board any officials or members of the TRU or of any Member Union or player or member of any club or any spectator who may be found guilty by the Board of betting upon any match played under the auspices of the TRU, or a breach of the Laws of Professionalism or any improper, unfair or unsportsmanlike conduct;
 - (k) To disqualify during its pleasure any ground on which any disturbance takes place in connection with any match;
 - (l) To determine all questions or disputes as to the construction and meaning of these Rules or any By-Laws or Regulation made by the TRU or the Board or of any expression therein or as to anything done or omitted to be done by any Member Union or member thereof in relation to the game of Rugby;
 - (m) To exercise any of the powers of the TRU other than those required to be exercised by the Member Unions;
 - (n) To admit, in accordance with this Constitution, Unions, or any other association or incorporated body which may apply for affiliation at any time or times;
 - (o) To make, alter or revoke standing orders for the conduct of meetings;
 - (p) To make decisions on any matters concerning Rugby which are not, or which in the opinion of the Board are not provided for by these Clauses or any regulation or By-Law of the TRU, and it shall report the matter, with its decision to a General Meeting of the TRU for confirmation;
 - (q) To make, alter or revoke regulations and by-laws affecting any matters concerning or in relation to the administration and control of the game of Rugby within its own boundaries;
 - (r) To hold enquiries on all matters, questions and disputes whatsoever reported by a member to the Board or on any matter which the Board of its own motion resolves to rule unless otherwise provided in this Constitution;
 - (s) To delegate any of its powers to such person or persons as the Board may determine from time to time;
 - (t) Appoint a Chief Executive Officer of the TRU for such period and on such terms as it thinks fit. The Board may, from time to time, confer upon the Chief Executive Officer any of the Board's powers, upon such terms and conditions as the Board sees fit, and may revoke or vary any or all of such powers;
 - (u) Decide any question in dispute arising out of an interpretation of the Laws of the Game which has first been heard and determined by a Member Union;
 - (v) Consider any appeal from a decision of a Member Union in relation to the disqualification, deregistration or otherwise of any club, team, player or match official;
 - (w) Furnish rulings upon the Laws of the Game when requested to do so by a Member;

- (x) Settle disputes between Members when one of the Members which is a party to the dispute requests the TRU to do so;
 - (y) Appoint an Audit and Risk Committee (which shall include at least one current or outgoing Board member, one independent CPA or Chartered Accountant and one independent) and the Chair thereof for a term (not exceeding three years) and on such conditions as the Board deems appropriate; and
 - (z) Do all such other things that are necessary or desirable to give effect to the objects of the TRU.
- 15.4.** The decision of the Board, or where allowed the Appeals Tribunal, in any matter permitted under this clause 15, shall be final and conclusive, and shall not be appealed from to any higher body to which the Union may be affiliated, nor questioned in any Court of Law or otherwise, save and except only by appeal to a General Meeting of the Union.

16. MEETINGS OF THE BOARD

- 16.1.1. The Board shall meet at least once every two months at such times and places as the Board decides; or
 - 16.1.2. A Special Meeting of the Board may be convened by the Chief Executive Officer by direction of the Chair at any time, or by a requisition signed by not less than three Board members.
- 16.2.** Five (5) days' notice to all members must be given by the Chief Executive Officer of each meeting of the Board, stating the business for which the meeting is called, except in an emergency when members must be given reasonable notice in the circumstances.
- 16.3.** A quorum at all Meetings of the Board shall consist of not less than half of the voting members of the Board.
- 16.4.** In the absence of the Chair from any meeting of the Board the Deputy Chair will exercise the powers of the Chair and in the absence of both the Chair and the Deputy Chair the meeting will deliberate to appoint an Interim chair.
- 16.5.** Voting - At all Meetings of the Board:
- (i) Each Board Member – excepting the CEO - shall be entitled to one deliberative vote.
 - (ii) The voting at all Meetings on all matters shall be taken by a show of hands, unless a Motion to take a ballot shall be proposed and carried. No debate shall be permissible on a Motion to take a ballot.
 - (iii) Every question shall be decided by a majority of votes unless otherwise provided, and in the case of any equality of votes, the Chair shall have a casting vote (as well as a deliberative vote).

17. FUNCTIONS OF THE BOARD:

- 17.1. The Board shall, subject to any direction of the Members in General Meeting and pursuant to this Constitution:**
- 17.1.1. Govern, direct, supervise, and monitor the TRU; and
 - 17.1.2. Be responsible for the establishment of policy and strategic planning for the TRU.
- 17.2. The Board shall ensure that:**
- 17.2.1. The Resolutions, Instructions, Directives, and Policies of the TRU are implemented in a timely and professional manner;
 - 17.2.2. Tasks allocated to any sub-committee of the TRU are being implemented and carried out in accordance with the instructions and directives of the TRU;

- 17.2.3. Any service or work to be provided to the TRU by any person or body is so provided in accordance with the directions, requirements and standard specified by the TRU;
- 17.2.4. It liaises and coordinates with the Chief Executive Officer and/or sub-committee of the TRU the carrying out of any function, task report or work required by the TRU;
- 17.2.5. It regularly advises the TRU of the TRU's income, expenditure and financial position;
- 17.2.6. It advises the TRU on the progress of any task or duty directed by the TRU to be undertaken;
- 17.2.7. It advises the TRU on any matter that will affect the TRU;
- 17.2.8. It monitors and reports to the TRU on the status of budget expenditures contained in the annual budget of the TRU presented at its most recent Annual General Meeting;
- 17.2.9. It liaises with the Chief Executive Officer in implementing the decisions of the TRU; and
- 17.2.10. It facilitates the promotion and implementation of any of the objects of the TRU.

18. ACCOUNTABILITY OF THE BOARD

- 18.1.** In carrying out its functions the Board shall report to and be accountable to the TRU Members.

19. CASUAL VACANCY, REMOVAL OF BOARD MEMBERS AND DISCLOSURE OF INTEREST

19.1. Casual Vacancy:

- 19.1.1. In the event of a vacancy occurring in the office of Chair of the Board then such vacancy shall be filled by the Deputy Chair. If the Deputy Chair is unwilling to do so then the vacancy shall be dealt with by the Board.
- 19.1.2. If the office of any other Elected or Appointed Board member of the TRU becomes vacant from resignation, or for any reason, including for the avoidance of doubt loss of office under Clause 19.2.3, before the end of that Board member's term of office, then that vacancy shall be filled by the Board upon the recommendation of the VAR.
- 19.1.3. If the vacancy occurs within three months of the end of a Board member's term of office, the Board, may decide that the vacancy need not be filled.
- 19.1.4. Any person nominated, recommended, appointed or elected under Clause 19.1.1 or 19.1.2 holds office for the period commencing on the date of appointment or election and ending at the expiration of the term of office of the person whose office became vacant.

19.2. Removal of Board Member or Officer:

- 19.2.1. Subject to an express Rule to the contrary, no Board member or officers shall be removed from office or suspended from office except by a not less than three-quarters majority of votes recorded at a General Meeting. The Chief Executive Officer must give not less than seven (7) Days' notice, including the reasons therefore, to the member or officer concerned of the meeting at which a motion for removal from office is to be considered.
 - (a) If an elected officer or member is removed from office under this Rule, a new member shall be appointed pursuant to clause 19.1.2 unless the Board decides to deal with the vacancy as stated under Clause 19.1.3.
 - (b) If an appointed Member is removed from office under this Rule, a new Member for the Board shall be appointed pursuant to Clause 19.1.2 unless the Board decides to deal with the vacancy as stated under Clause 19.1.3.

- 19.2.2. The TRU may suspend for a period any officer or Board member who in the opinion of the TRU has failed to comply with the duties of an officer or Board member or whose conduct has been prejudicial to the interests of the TRU or Rugby.
- 19.2.3. Any officer or Board member absent without leave from three consecutive meetings of the TRU, or the Board whichever of these holds the meetings from which the Board member is so absent shall be deemed to have forfeited their position as a Board member and Clause 19.1 shall apply.
- 19.2.4. A Board member or officer is automatically removed from office if the officer or Board member:
 - (a) Is a bankrupt who has not obtained a final order of discharge or whose order of discharge has been suspended for a term not yet expired, or is subject to a condition not yet fulfilled, or to any order of the Supreme Court of Tonga;
 - (b) Is a person who has been convicted of any offence and has been sentenced to a term of imprisonment of 1 year or more or convicted of a Class A drug offence unless that person has obtained a pardon or has served the sentence or otherwise suffered the sentence imposed upon that person;
 - (c) Is a person who is prohibited from being a director or promoter of or being concerned or taking part in the management of a company under Companies Act 1995 or any Act passed in substitution thereof; or
 - (d) Becomes mentally incapable as defined in the Mental Health Ordinance 1961 or other relevant law.

19.3. Duty of members or officers to disclose interest:

- 19.3.1. Any officer or member of the Board or TRU who is directly or indirectly interested in any arrangement or agreement made or entered into, or proposed to be made or entered into, by the Board or TRU shall, as soon as possible after the relevant facts have come to their knowledge, disclose the nature of their interest at the meeting of either the TRU, or Board whichever one of these holds the meeting where the relevant arrangement or agreement is being discussed.
- 19.3.2. A disclosure under Clause 19.3.1 shall be recorded in the minutes of either the TRU, or Board whichever one of these holds the meeting relevant to this Rule, and the officer, Board member or TRU member :-
 - (a) Shall not take part after the disclosure in any deliberation or decision of the TRU, or Board with respect to the arrangement or agreement; and
 - (b) Shall be disregarded for the purposes of voting and constituting a quorum of either the TRU, or Board whichever is holding the meeting relevant to this Rule.
- 19.3.3. A failure to make such disclosure shall invalidate the decision of the TRU or the Board.

20. CHIEF EXECUTIVE OFFICER

- 20.1.** The Board may from time to time appoint a Chief Executive Officer of the TRU for such period and on such terms as it thinks fit. The Board may from time to time, confer upon the Chief Executive Officer any of the Board's powers, upon such terms and conditions as the Board sees fit and may revoke or vary any or all of such powers.
- 20.2.** The Chief Executive Officer shall:
 - 20.2.1 Be accountable to the TRU through the Board for the proper and efficient management of the affairs of the TRU and supervision of employees of the TRU;
 - 20.2.2 Comply with this Constitution and any regulations made under it;

- 20.2.3 Implement the resolutions made in Meetings of the Union or by the Board of Directors;
 - 20.2.4 Protect and maintain the property and assets of the Union;
 - 20.2.5 Ensure that the finances of the Union are administered and maintained to international accounting practices;
 - 20.2.6 Prepare the Annual Budget of the Union for approval by the Board and the Meeting of the Union;
 - 20.2.7 Prepare the Financial Performance Report and Report of the Board of Directors to the Meetings of the Union;
 - 20.2.8 Prepare strategic and corporate plans of the Union for approval by the Board and the Meeting of the Union.
 - 20.2.9 At all times act in the best interests of the game of rugby union in the Kingdom.
- 20.3.** The Chief Executive Officer shall have the power to hire, suspend, discipline and dismiss employees of the TRU, subject to any provision to the contrary herein.
- 20.4.** The Chief Executive officer shall ensure that proper records of the TRU's membership, property, records of Management of the Affairs of the TRU and accounting records of the TRU are properly kept.
- 20.5.** The Chief Executive Officer shall serve as the Public Officer of the TRU and shall, as soon as practicable after being appointed as Chief Executive Officer, lodge with the relevant government authority notice of his or her appointment.
- 20.6.** It is the duty of the Chief Executive Officer to keep minutes of all appointments of office-bearers and members of the Board of Governors; the names of members of the Board present at Board meetings; and all proceedings at Board and General meetings.

21. REGULATION OF RUGBY

- 21.1.** The representative uniform for the national senior men's team of the TRU shall be a red jersey with the TRU logo on the breast, white shorts, red and white stockings and may include a Tongan Tapa design or headbands and wristbands of a colour approved by the TRU Board and subject to World Rugby Laws and Regulations. These colours may be varied where necessary or required due to clashes or directives of tournament organisers. Subject to the rules of the World Rugby Board, logos may be added to the jersey, the shorts, stockings, headbands and wristbands.
- 21.2.** The Chief Executive Officer will:
- (a) Keep a register of the approved colours of a Member Union;
 - (b) Approve the colours to be worn by the representative team of a Member Union. The Chief Executive Officer cannot approve colours for the representative team of a Member Union which are in the same combination as the current colours registered on the register for any other Member Union;
 - (c) Give a Member Union alternative colours for a particular match if the approved and registered colours for that Member Union for that match are in the reasonable opinion of the Chief Executive Officer confusingly similar to the colours of the other team playing in that match; and
 - (d) Ensure that no club or player shall knowingly play in any match with any suspended or expelled club or player and, in the case of a player, whether suspended or expelled from playing Rugby or suspended or expelled in relation to another sporting code.
- 21.3.** Non-Competitive Matches:

No Affiliated Union may arrange or give approval for a non-competitive match to be played if any player resident outside its territory is to be invited to play in the match, unless the written consent of the Board has been obtained. For the purposes of this clause 21.3, a "non-competitive" match is a match that is neither an ordinary club competition match, an inter-Affiliated Union representative fixture nor a TRU fixture

22. ADJUDICATION BY THE TRU TO BE FINAL

- 22.1.** All Members must recognise and acknowledge the TRU as having the final right to determine all disputes in relation to Rugby whether by way of appeal or otherwise.
- 22.2.** In the event of an allegation of on or off field misconduct by a club, team, player or official, the following will apply:
 - 22.2.1.** The Member Union under whose jurisdiction the club, team, player or official falls must hold an enquiry into the alleged misconduct whether the alleged misconduct occurred within its boundaries or otherwise. Such enquiry is to be held as soon as reasonably practicable after the alleged misconduct has been brought to the Member Union's notice. The relevant club, team or individual have the right to be heard at the enquiry;
 - 22.2.2.** If a Member Union has passed a resolution sanctioning, (including suspending or disqualifying) any club, team, player or official for any reason whatsoever, the resolution must be reported to the Chief Executive Officer who must inform all other Member Unions. Sanctions, including sanctions imposed by the TRU, operate in all Member Unions from the date of receipt of advice thereof, whether or not the terms of the disqualification are in accord with the rules of any Member Union;
 - 22.2.3.** Any club, team, player or official sanctioned by a Member Union has the right to appeal to the TRU within 10 Business Days of the passing of the resolution of sanction. Such appeal, accompanied by the deposit pre-determined by the TRU, must be sent through the Member Union to the Chief Executive Officer of the TRU to be determined by the Appeals Tribunal of the TRU;
 - 22.2.4.** Pending decision of any appeal, a sanction is operative;
 - 22.2.5.** In the case of alleged misconduct by any team, player or official while under the direct control of the TRU, the TRU or its nominated committee or sub-committee must hold an enquiry and accord such punishment, if any, as it considers suitable. At its sole discretion the TRU may hold such an enquiry even if the team, player or official had not been under the direct control of the TRU. The decision of the TRU or its nominated committee or subcommittee at any such enquiry is binding on all Member Unions unless varied by the Appeals Tribunal;
 - 22.2.6.** If the TRU believes that any Member Union has failed to make proper enquiry into any case of alleged misconduct or any matter likely to bring discredit upon Rugby or the TRU, it must require that Member Union to hold an enquiry or to complete any enquiry already commenced and, failing compliance with the request, the TRU may take such action as it considers fit; and
 - 22.2.7.** The Chief Executive Office must give not less than seven (7) Business Days' notice (or less if all parties agree) to any Member Union, team or individual of the date and place of the meeting at which any enquiry is to be held by the TRU and of the matters to be considered thereat. At any such enquiry, the Member Union, team or individual concerned has the right to be heard.
- 22.3.** Any TRU body that holds an adjudication shall ensure that the rules of natural justice are complied with in the proceedings and failure by any body holding an enquiry to comply with the

rules of natural justice shall entitle any person charged or accused at such enquiry to a right of appeal.

- 22.4.** All acts, duties or powers exercisable by the TRU under this rule shall be so exercised if exercised by the Board, Appeals Tribunal or such nominated committee or standing committee established by the TRU for purposes of this Rule and any decision made by the Board, Appeals Tribunal, Nominated Committee or Standing Committee under this Rule shall take effect as a decision under Clauses 4.2.3 or 15.3 unless the TRU decides otherwise at an Annual Meeting.
- 22.5.** Unless otherwise provided, all decisions may be reviewed by the Members in General Meeting and determination at such meeting shall be final (subject to any rule of law to the contrary).

23. COMMON SEAL AND EXECUTION OF INSTRUMENTS

- 23.1.** The Common Seal of the TRU shall be kept in the control of Chief Executive Officer and shall be affixed to any document or writing only by resolution of the Board in the presence and under the signatures of the Chair or Deputy Chair of the Board and one elected or appointed member of the Board (as determined by the Board).
- 23.2.** Execution: Contracts and other enforceable obligations requiring the signature of the TRU may be signed:
- (i) If a deed, under the common seal of the TRU; and
 - (ii) If a contract, by the Chair or Deputy Chair of the Board and one elected or appointed member of the Board (as determined by the Board).

24. ALTERATION OF CONSTITUTION

- 24.1.** The Constitution of the TRU shall not be altered, added to, or rescinded, except on a vote of a majority of not less than three-quarters of the voting representatives of the TRU present at any General Meeting duly convened for the purpose of considering such amendment.
- 24.2.** Notice of any proposed alteration, addition or rescission must be given in writing to the Chief Executive Officer of the TRU at least fourteen (14) days before the meeting at which it is intended to propose such alteration, addition or rescission.
- 24.3.** At least seven (7) days' notice of such meeting and the business thereof shall be given by circular by the Chief Executive Officer of the TRU to all members of the TRU.
- 24.4.** No business other than the proposed alteration, addition or rescission shall be transacted at a Special Meeting proposed for that purpose.

25. STATUS OF THIS CONSTITUTION

This constitution supersedes and repeals all prior constitutions of the Tonga Rugby Football Union.

26. WINDING UP

- 26.1.** The TRU may be wound-up in the manner provided by the Act, or any Act passed in substitution thereof.
- 26.2.** Upon the TRU being wound up, the surplus assets available after the payment of all liabilities shall be paid or transferred to TASANOC.
- 26.3.** If at the time of the winding up of the TRU, TASANOC shall not be in existence, then the said surplus assets shall be applied to such object or objects as may be decided by a majority of votes of the members present at a Special Meeting of the TRU, provided that it shall be a not-for-profit sport organisation.

27. NOTICES

27.1. Manner of Notice: A notice under this Constitution must be in writing and may be delivered personally, by post, by facsimile or by email.

27.2. Receipt of Notice: A notice will be deemed to have been received:

- (i) If personally delivered, when received;
- (ii) If sent by post, three days after it was sent;
- (iii) If sent by facsimile, on receipt by the sender of a transmission report indicating that the facsimile was sent in its entirety to the recipient's facsimile number; and
- (iv) If sent by email, on the day it is sent, provided that no error message was received by the information system used by the sender, If a notice is received after 5.00 pm, it will be deemed to have been received on the next day.

28. NOTICES OF MOTION

28.1 All Notices of Motion shall have a proposer and a seconder both of whom must be Members of the TRU

29. REPEAL, SAVINGS AND TRANSITIONAL PROVISIONS

29.1 All properties, rights and liabilities to which the Tonga Rugby Union Incorporated (or Tonga Rugby Football Union Incorporated) was entitled or subject to immediately before the adoption of this Constitution shall, by virtue of this clause, be transferred and vested in the Union and become the properties, rights and liabilities of the Union without any further conveyance or transfer.

29.2 All persons who were appointed Life Members under the Tonga Rugby Union (or Tonga Rugby Football Union) will continue to hold such status as if they were appointed under clause 8 of this Constitution.

29.3 All persons who were employed by the Tonga Rugby Union Incorporated and were discharging any of the functions vested in the Tonga Rugby Union Incorporated immediately prior to the adoption of the Constitution shall be deemed to be transferred to the services of the Union.

29.4 The terms of employment offered by the Board to employees covered under subclause 29.3 shall be on the same terms as those enjoyed by the said persons prior to the adoption of this Constitution, including their salaries, pecuniary benefits and conditions of service.

SCHEDULE 1 QUALIFICATIONS FOR AND PROCEDURES RELATING TO NEW MEMBERSHIP

- 1. Membership as a Member Union:** An application for membership of the TRU as a Member Union must fulfill the following requirements, as appropriate, to become and remain a member of the TRU:
 - (a) Be made by the local, regional or other Rugby Union seeking to become a Member Union;
 - (b) Record the number of teams under, or to be under, the applicant's control;
 - (c) Provide a list of Registered Players;
 - (d) Include a description of the proposed boundaries of the applicant, together with a plan showing the boundaries clearly marked;
 - (e) Be made by an entity that is an incorporated Association whose constitution has been approved by the TRU;
 - (f) Has office bearers elected according to the Member Union's constitution;
 - (g) Has an established bank account and contact address;
 - (h) Submits annual financial reports to the Board;
 - (i) Is solvent;
 - (j) Pays an annual affiliation fee to the TRU, such sum to be determined by the TRU;
 - (k) Organises and administers as a minimum, the following competitions:
 - (i) On an annual basis, XV's and/or Sevens (7s) for Men and Women or organize one competition one for men and one for women whether it's XV's and/or Sevens (7s) and play two rounds plus finals in the form of series of competition and more than a single weekend tournament, and a Junior competition, ;
 - (l) The applicant must have a minimum of four (4) clubs in its competition to be eligible for membership as a Member Union.
 - (m) Has access to appropriate officiating to effectively run their competition(s);
 - (n) Has a Strategic Plan
 - (o) Submits an Annual Report to the TRU addressing relevant matters from the above or as required by the TRU
- 2. Membership as an Associate Union**
 - 2.1. An application for membership to the TRU as an Associate Union must be submitted in writing to the Chief Executive Officer and must:
 - (a) Demonstrate that the applicant is a national Rugby organisation comprising a national membership (as opposed to being affiliated with particular regions within Tonga), , and/or is recognised by existing Tonga Rugby stakeholders as a representative national Rugby organisation;
 - (b) Include details of the governance and membership structure of the applicant and a copy of the applicant's rules or constitution; and
 - (c) Demonstrate that the applicant has established stable administration over not less than the two years immediately preceding the application.
- 3. Membership as an Affiliated Member**
 - 3.1. An application for membership to the TRU as an Affiliated Member must be submitted in writing to the Chief Executive Officer and must:
 - (a) Demonstrate that it does or will provide assistance to the TRU that enhances development and furthers the interest of Tongan Rugby; provided that such body is willing to conform to the provisions of these Rules and Regulations or By-laws made thereunder from time to time and such other terms and conditions as may be specified by the TRU or the Board from time to time;

- (b) Include details of the governance and membership structure of the applicant and a copy of the applicant's rules or constitution; and
- (c) Demonstrate that the applicant has established stable administration over not less than the two years immediately preceding the application.

4. Member Consideration

- 4.1. Within two weeks of the receipt of any application for membership of the TRU as a Member Union or as an Associate Union or Affiliated Member, made in accordance with this Schedule 1, the Chief Executive Officer will:
- (a) Distribute a copy of the application to all Board Members; and
 - (b) Invite the Board Members to express their views on the application to the Board in writing within a period specified by the Chief Executive Officer, being not more than six weeks after copies of the application are dispatched to Board Members.

5. Board Consideration

- 5.1. After the expiry of the period specified by the Chief Executive Officer under clause 4.1 (b), the Board:
- (a) Will consider the application for membership;
 - (b) May request additional information from the applicant, or any other person as the Board considers appropriate, and, when appropriate, but without undue delay;
 - (c) Will make a determination.
6. If an application for membership to the TRU (including an application for amalgamation) is approved by the Board, the relevant applicant will be admitted as a Member from the date of that Board Meeting or such other date as may be agreed by the Board.
7. If an application for membership to the TRU is rejected by the Board, the applicant may lodge an Appeal to the Appeals Tribunal as provided in this Constitution or re-submit an application in not less than six (6) months.

SCHEDULE 2: NOMINATION, ELECTION AND APPOINTMENT OF PATRON, PRESIDENT, BOARD MEMBERS AND OFFICERS

- 1. Nomination of Patron, President, Elected Board Members and/or Appointed Board Members:** Nominations of candidates for election or appointment as a Patron or Board Members must be:
 - (a) Received by the Chief Executive Officer not less than fourteen (14) days before the date of the General Meeting at which the election of the Elected Patron or Board Member(s) is to be held;
 - (b) Accompanied by the written consent signed by the nominee; and
 - (c) Accompanied by a notice seconding the nomination in accordance with clause 2, or 3 (as applicable).
- 2. Nominations for Appointed Board Members:** Nominations of persons for appointment as Board Members may only be made by a Member. Each nomination must be seconded by another Member. The nomination must confirm that the nominee is, or will immediately be on appointment, and will continue to be (if appointed), Independent.
- 3. Nominations for President or Elected Board Member:** Nominations of persons for , President or Elected Board Members may only be made by a Member Union. Each nomination must be seconded by another Member Union.
- 4. Application as Appointed Board Member:** A person who wishes to be appointed as an Appointed Board Member must:
 - (a) Set out the relevant experience and qualifications of the applicant;
 - (b) Confirm that he or she is, or will immediately be on appointment, and will continue to be if appointed, Independent;
 - (c) Confirm that he or she will be able to, and will continue to, act and think independently of any particular stakeholder or stakeholders in Tonga Rugby, and in the best interests of rugby across all of Tonga; and
 - (d) Confirm that if appointed he or she will immediately notify the Board if he or she ceases to be Independent for any reason.
- 5. Referral to the Vetting, Appointments and Remuneration Committee:** The Chief Executive Officer will, immediately following the Annual General Meeting, refer all applications for Appointment or for vetting received in accordance with this Constitution and Schedule to the Vetting, Appointments and Remuneration Committee.
- 6. Role of the Vetting, Appointments and Remuneration Committee:** Subject to Schedule 4, the Vetting, Appointments and Remuneration Committee will:
 - (a) Consider the nominations for Appointed Board Members received from the Chief Executive Officer in accordance with clause 5 above;
 - (b) Taking into account the matters set out in clauses 5 and 6 of Schedule 4, give written notice to the Chief Executive Officer not more than two weeks after the conclusion of the General Meeting at which the election of the Elected Board Members is held setting out the names of the persons the VAR has recommended to the Appointed Board Member position/s , being the nominees that it considers are the most suitable candidates to fill the Appointed Board Member vacancies; and

- (c) In making its recommendation, in addition to any other requirements under this Constitution the Vetting, Appointments and Remuneration Committee shall ensure that whenever possible there will be not less than 2 women and not less than 2 men on the Board of Governors of the TRU.
7. **Determination by Board and Notification to Applicants:** As soon as practical after receiving notification of the Vetting, Appointments and Remuneration Committee's recommendation(s) to the Appointed Board Member position, the Chief Executive will notify the outcome to the Board. The Board will make its determination within forty-eight hours of such notification. The CEO will then, within twenty four hours of the Board's determination, subject to any inquiries from the Board, notify the outcome to each nominee for appointment as an Appointed Board Member whether or not he or she has been successful in being appointed.
8. **Decisions Final:** Recommendations of the Vetting, Appointments and Remuneration Committee and decisions of the Board with regard to the appointee for each Appointed Board Member vacancy are final subject only to any appeal or review of rights arising under the rules of natural justice.
9. **Circulation of Nominations:** Not less than seven (7) days prior to the date of the General Meeting at which the appointment or election of the Patrons, President, and Elected Board Members will take place, the Chief Executive Officer will give written notice to all Members specifying the Nominated Candidates for each vacancy as Patron, President or an Elected Board Member, and the name of the persons nominated to fill any vacancy as an Appointed Board Member. At the same time, the CEO will provide to all Members the following in relation to each Candidate for an elected or appointed position:
- (a) Biographical information and work history using a template form populated by each Candidate; and
 - (b) A curriculum vitae prepared by each Candidate;
10. **Re-election/re-appointment of Retiring Members:** Subject to the terms of this Constitution, a retiring Patron, President and Board Member may stand for re-election and re-appointment as appropriate.
11. **Election of Patron, President or Elected Board Members:** At the General Meeting, the Member representatives entitled to vote will elect one person as the Patron, and one person as the President and elect Board Members, for each Patron, President or Elected Board Member position that is vacant from the Nominated Candidates. If the number of Candidates for a position is equal to the number of vacancies no election will be required, and the Candidate/s will be deemed to have been elected (subject to VAR check). The Interim Chair of the General Meeting for the election of the President will be either the representative of World Rugby or Oceania Rugby or MIA, who is in attendance at the meeting, to be prioritised in that order. If none of these are present the meeting will deliberate to appoint an Interim chair.
12. **Wherever possible** at least one of the four (4) Member Union elected Board members will be a woman and at least one will be a man
13. **Nominated Candidates for elected positions on the Board** may:

- (a) During the period between the nomination of the candidate and the Annual General Meeting, canvass members of the TRU in whichever manner they see fit; and
 - (b) Address the Annual General Meeting for a period of not more than five (5) minutes each, provided however that they shall not be entitled to produce any additional written or visual information.
- 14. Appointment of Appointed Board Members:** Not more than two weeks after the date of the General Meeting at which the election of Elected Board Members was held, or, in the case of a casual vacancy of an Appointed Board Member, within such time period as the Vetting, Appointments and Remuneration Committee determines, the Vetting, Appointments and Remuneration Committee will recommend to the Board an Appointed Board Member to replace any vacancy on the Board created by the departure of a previous Appointed Board Member (if any). The person appointed as the Appointed Board Member will be the person who after considering the matters set out at clauses 5 and 6 of Schedule 4, the Board considers to be the most suitable candidate.
- 15. Nomination for Two Categories:**
- 15.1. A person may be both a nominee for an Elected Board Member position and a nominee for an Appointed Board Member position at the same time
 - 15.2. A person cannot be both an Elected Board Member and an Appointed Board Member at the same time. If a person is elected, they cannot also seek Appointment.
- 16. Term:** Subject to the terms of this Constitution, Board Members are elected and/or appointed:
- (a) For a term commencing on the date of his or her election or appointment and ending on the conclusion of the Annual General Meeting in accordance with Clause 14.4 of this Constitution (as distinct from a Schedule hereto); and
 - (b) For a maximum of two consecutive terms in the same position.
- 17. Extension of Maximum Number of Terms:**
- 17.1. Notwithstanding any provision in this Constitution to the contrary, a Board Member who has held office for two consecutive terms in the same position is eligible to be elected or appointed as a Board Member for one or more further terms if the Members are satisfied that exceptional circumstances warrant the election or appointment of the Board Member for a further term (including, without limitation, the appointment of the relevant Board Member as an officer of World Rugby). In the case of:
 - (a) The nomination of the Board Member to be an Elected Board Member or an Appointed Board Member, the Member Union making the nomination must set out the exceptional circumstances that warrant the election or appointment of the relevant Board Member for a further term; and
 - (b) A Board Member applying for appointment as an Appointed Board Member, the Vetting Appointments and Remuneration Committee must set out in writing the exceptional circumstances that warrant the appointment of the relevant Board Member for a further term.
 - 17.2. If the elected Board member is seeking an exception to the limitation on term of office their application must be approved by not less than two-thirds of the members at the General Meeting immediately prior to the Election of Board members at the General Meeting.

- 17.3. If the elected or appointed Board member is seeking an exception to the limitation on term of office, their application must be submitted in writing to the Vetting, Appointments and Remuneration Committee not less than fourteen (14) days prior to the Annual General Meeting.

18. Election of Board Members.

For any election of the Board Members:

- (a) The election will be by secret ballot;
- (b) Each Member entitled to vote must vote for the full number of candidates required to fill each such available office in preferential order;
- (c) To be successful, a candidate must receive a simple majority of the votes cast using the preferential voting system;

and for the purposes of such process:

- (d) If a single candidate receives the least number of votes in a ballot, that candidate will be removed from the list of eligible candidates for the next, and any subsequent, counting of the votes;
- (e) If two or more candidates receive the same lowest number of votes in the ballot then:
- (f) If there are three or more other candidates remaining in the ballot, all of those candidates that received the lowest number of votes in the ballot will be removed from the list of eligible candidates for the next, and any subsequent, counting if necessary; or
- (g) If there are fewer than three other candidates remaining in the ballot, those remaining candidates will be deemed elected (subject to any provisions of this Constitution) and all other candidates remain eligible for the next re-holding of the ballot if necessary; and
- (h) The number of votes received by any candidate in any ballot will not be disclosed unless the Chair of the General Meeting considers it appropriate to do so in the circumstances.

19. Casual Vacancies

The Board, upon the recommendation of the Vetting, Appointments and Remuneration Committee, shall fill vacancies as and when required under this Constitution.

SCHEDULE 3: PROCEEDINGS AT GENERAL MEETINGS

1. **Notice Irregularity:** Any irregularity in the notice of a General Meeting is waived if all Members attend the General Meeting without protest as to the irregularity, or if all Members agree to waive the irregularity.
2. **Meeting Irregularity:** Any irregularity in the conduct or procedure of a General Meeting is waived if the number of Members constituting a quorum are present and those Members agree to the waiver or attend the meeting without raising an objection concerning the irregularity.
3. **Appointment of Proxy:** Proxies are not permitted by the TRU
4. **Quorum:** No business may be transacted at any General Meeting if a quorum is not present. A quorum at all General Meetings (including Special Meetings) shall consist of at least two-thirds (2/3) of the eligible representatives as detailed in 5.2.6 (i) being present.
5. **Chair:** The Chair of a General Meeting shall regulate the proceedings at that meeting. The Chair of a General Meeting will be:
 - (a) The President of the TRU; or
 - (b) If the President is absent, either the representative of World Rugby or Oceania Rugby or MIA, who is in attendance at the meeting, to be prioritised in that order. If none of these are present the meeting will deliberate to appoint an Interim Chair.
6. **Casting Vote:** The Chair of a General Meeting has a casting vote. The Chair may also exercise a deliberative vote if the Chair has the right to vote as a Member representative. The President may only exercise a Casting Vote.
7. **Powers to Adjourn or Dissolve Meetings:** The Chair of a General Meeting:
 - (a) Can adjourn the meeting from time to time and from place to place if he or she thinks fit;
 - (b) Can either adjourn or dissolve the meeting if the meeting becomes so unruly, disorderly or inordinately protracted that, in the opinion of the Chair the business of the meeting cannot be conducted in a proper and orderly manner, notwithstanding any provision to the contrary contained in this Constitution and without the consent of the meeting; and
 - (c) Will adjourn the meeting if so directed by the meeting, provided that no business will be transacted at any adjourned meeting other than the business left unfinished at the General Meeting from which the adjournment took place. Notice of the adjournment and of the business to be transacted at the adjourned meeting is not required unless the General Meeting is adjourned for six weeks or more.
8. **Unfinished Business:** If any General Meeting is to be dissolved by the Chair of that meeting, the Chair may direct that any item of business which has not been completed at the General Meeting and which requires a vote, be put to the vote without further discussion.
9. **Scrutineers:** For each General Meeting, not less than two Scrutineers must be appointed by the Board and affirmed by the Members at the Meeting to keep a record of, and count, votes cast at the General Meeting.

- 10. Voting:** Except where otherwise expressly provided in this Constitution, voting at General Meetings may be by secret ballot or by voice as set out in clauses 13 to 15 (inclusive).
- 11. Voice by Default:** Subject to clause 15 and except as otherwise provided in this Constitution, in respect of each resolution, the Chair of the General Meeting will:
- (a) Ask the Member Unions if there is any objection to voting on the resolution by voice;
 - (b) If no objection is voiced by any Member Union, voting will be carried out in accordance with clause 14;
 - (c) If an objection is voiced by a Member Union, voting will be by Secret Ballot
- 12. Voting by Voice:** Where voting at a General Meeting is to be by voice, the Chair must:
- (a) Call for votes in favour of the resolution to be voiced; and
 - (b) Then call for votes against the resolution to be voiced.
- If there are no votes voiced against the resolution, the resolution has been passed. If there are votes voiced against the resolution, voting must be conducted by show of hands unless there is a call for a Secret Ballot.
- 13. Voting by secret ballot:** A secret ballot may be demanded at a General Meeting by a Member Union present at the meeting and may be demanded before a voice vote or show of hands. The secret ballot will be taken in the manner required under this Constitution.
- 14. Result of secret ballot:** Votes cast on a secret ballot will be counted by the Scrutineers who will inform the Chair of the number of votes cast in favour of, and against, the resolution. The Chair will convey the results of the vote to the General Meeting.
- 15. Validity of Votes:** In the case of any dispute as to the admission or rejection of a vote at a General Meeting, the Chair of the General Meeting will determine the admissibility or rejection of the vote and the Chair's determination will be conclusive
- 16. Agenda:** The agenda of the Annual General Meeting shall, where appropriate, consist of the following:-
- (a) Opening Prayer;
 - (b) Roll Call of Members and Representatives attending;
 - (c) Welcome by the Chairman;
 - (d) Approval of Minutes of the previous Meeting of the Union;
 - (e) Receiving the Board of Director's Report, which shall include reports from the Rugby Sub Unions and Rugby Associations;
 - (f) Receiving the signed Audited Financial Statements of the Accounts of the Union for the previous financial year;
 - (g) Approval of the Strategic and Corporate Plans and Annual Budget of the Union for the next financial year;
 - (h) Electing the Patron;
 - (i) Electing the President;
 - (j) Electing Life Members;
 - (k) Elections of the Governors of the Union as nominated;
 - (l) Confirming the Auditor of the Union, recommended by the Board;

- (m) Confirming and electing the members of the VAR;
- (n) Electing members of the Appeals Tribunal
- (o) Considering any Notices of Motions, including Motions to alter the Constitution, provided that if the carrying of any such proposed Motion would materially affect any of the above mentioned business, then such Motion shall be dealt with prior to such business;
- (p) Transacting General Business; and
- (q) Benediction.

SCHEDULE 4: VETTING, APPOINTMENTS AND REMUNERATION COMMITTEE (“VAR”)

- 1. Formation of Committee:** The Vetting, Appointments and Remuneration Committee:
 - (a) Must be constituted no more than three days after the date of the relevant Annual General Meeting, subject to finalisation of responsibilities of the outgoing VAR; and
 - (b) Holds office for three years until the formation of the new Vetting, Appointments and Remuneration Committee after the relevant Annual General Meeting.
- 2. Composition:**
 - 2.1. The Vetting, Appointments and Remuneration Committee shall consist of three (3) persons as follows:
 - (a) A former Board member appointed by the Board;
 - (b) One Member Union President or Chair who is not a member of the Tonga Rugby Union Board and is not seeking election or appointment (as the case may be) and who is elected at the AGM by the Member Unions (nominations to be taken from the floor); and
 - (c) A representative of the MIA Head of Sport, who is an Independent person who is not a member of the Tonga Rugby Union or any member of the TRU.
 - 2.2. The VAR Committee member under 2.1 (b) is to be elected as follows:
 - (a) The election must be held at the relevant Annual General Meeting;
 - (b) Member Unions will, when nominating candidates for this position on the Vetting, Appointments and Remuneration Committee, consider the skills and experience that a VAR Committee Member will need in order to fulfil the role; and
 - (c) Persons who have already served three years on the Vetting, Appointments and Remuneration Committee as an elected member are not eligible to be re-elected.
 - 2.3. At least one of the members of the Vetting, Appointments and Remuneration Committee must be a woman and one a man.
 - 2.4. All members of the VAR must be “fit-and-proper” persons
- 3. Chair:** At its first meeting, the Vetting, Appointments and Remuneration Committee will elect a Chair of the Vetting, Appointments and Remuneration Committee. The Chair will have a deliberative vote and a casting vote. The Interim Chair for electing the Chair will be the representative of the MIA.
- 4. Quorum:** A quorum for a meeting of the Vetting, Appointments and Remuneration Committee is two members.
- 5. Role / Consideration**
 - 5.1. The Vetting, Appointments and Remuneration Committee shall:
 - (i) Vet all nominees for Election and appointment to ensure they meet necessary criteria of eligibility for election and appointment; and
 - (ii) Vet and confirm as electable persons seeking election;
 - (iii) Vet and recommend three Directors in accordance with Clause 14 and Schedule 2 of this Constitution.
 - (iv) Vet and recommend to the Board persons to fill Casual Vacancies; and
 - (v) Vet and approve as electable nominees for the Appeals Tribunal.

- 5.2. In recommending Appointed and Casual Vacancies, TRU Board Members, and approving as electable nominees for the Board and Appeals Tribunal, the Vetting, Appointments and Remuneration Committee will, as appropriate, have regard to:
 - (i) The desirability of achieving an appropriate geographical spread on the Board;
 - (ii) Gender and the need to reflect the whole of the Tonga Rugby Community generally;
 - (iii) The skills needed to enhance the decision making of the Board; and that
 - (iv) All nominees are “fit-and-proper” persons – both legally and personally - to fill the role for which they are seeking election or appointment.
- 6. Skills and Competency Framework:**
 - 6.1. In recommending Board Members, the Vetting, Appointments and Remuneration Committee shall use a Skills and Competencies Framework. The Skills and Competencies Framework will be updated annually by a committee comprising the Vetting, Appointments and Remuneration Committee Chair, the TRU Board Chair or nominee, and the TRU Chief Executive Officer, with such sub-committee to:
 - (a) Use such external support as it requires; and
 - (b) Take into account the particular needs of Tonga rugby at the time.
 - 6.2. Following the annual review of the Skills and Competencies Framework, Members will be sent a copy of the updated framework, with amendments highlighted.
- 7. Remuneration of Board Members and Officers**
 - 7.1. Remuneration: Subject to the maximum annual amount determined in accordance with clause 7.2 below, the VAR may authorise the payment of remuneration or the provision of other benefits by the TRU to:
 - (i) A Board Member for services as a Board Member; or
 - (ii) An Officer for services as an Officer; or
 - (iii) A Board Member or an Officer in any other capacity; and the TRU may enter into any contract to do so.
 - 7.2. Maximum amount of remuneration: The annual amount of remuneration for Board Members and Officers must not exceed the maximum amount approved by an Ordinary Resolution at the preceding Annual General Meeting.
 - 7.3. Expenses: Board Members and Officers may be reimbursed for reasonable travelling, accommodation and other expenses incurred in the course of performing duties or exercising powers in that person’s capacity as a Board Member or Officer with the approval of the Board.
- 8. Procedures:** Except as otherwise provided in this Constitution, the Vetting, Appointments and Remuneration Committee will regulate its own procedure.

SCHEDULE 5 APPEALS TRIBUNAL

1. **Role:** Except where otherwise defined, the role of the Appeals Tribunal, is to:
 - (a) In relation to Board decisions:
 - (i) Review the process used by the Board to reach the decision to which an appeal relates;
 - (ii) Determine whether there were procedural errors or flaws in the Board's decision-making process;
 - (iii) Determine whether the Board's decision breached the principles of natural justice; and
 - (iv) Determine whether, in law, it was not open to the Board to reach the decision reached by the Board or the decision was not one the Board, acting reasonably, could make.
 - (b) In relation to all other matters act as a Tribunal of first instance such that the Appeal is in effect a new hearing.
2. **Determination:** If the Appeals Tribunal reaches a determination under clause 1(a) (ii), (iii) or (iv) against the Board, the Appeals Tribunal may refer the matter back to the Board for further consideration, with such observations as the Appeals Tribunal may wish to make. In all other cases the determination of the Appeals Tribunal shall be final subject only to the matter being determined by the General Meeting of the TRU or in a Court of law where applicable.
3. **Membership of Appeals Tribunal:**
 - (a) The Appeals Tribunal is comprised of not less than three and not more than five members, each of whom must be Independent;
 - (b) The members must be persons who have demonstrated outstanding qualities as legal practitioners, business people or sports administrators, who are capable of operating as objective arbitrators and who have a high standing in rugby circles.
 - (c) At least one (if three persons) or two (if five persons) of the Appeals tribunal (as the case may be) must be each gender.
4. **Disqualified persons:** The following persons are disqualified from being appointed or elected as a member of the Appeals Tribunal:
 - (a) A person who is under 18 years of age;
 - (b) An undischarged bankrupt;
 - (c) A person who has been convicted of any offence and has been sentenced to a term of imprisonment of three months or more or convicted of a Class A drug offence unless that person has obtained a pardon;
 - (d) A person who is prohibited from being a director, or promoter of, or being concerned or taking part in the management of a company;
 - (e) A person who is mentally incapable as defined in the relevant Act; or
 - (f) A person who is not Independent.
5. **Member Ceasing to Hold Office:** The office of a member of the Appeals Tribunal will be vacated if the person holding that office:
 - (a) Resigns;
 - (b) Is removed from office by a Special Resolution;
 - (c) Becomes disqualified from being a member pursuant to clause 4 above;
 - (d) Dies; or
 - (e) Ceases to be Independent.

6. **Term:** Subject to the terms of this Constitution, members of the Appeals Tribunal are elected:
 - (a) For a term commencing on the date of the member's election and ending on the conclusion of the Annual General Meeting determined in accordance with clause 7; and
 - (b) For a maximum of three consecutive terms.
7. **Rotation:** At each Annual General Meeting, subject to clause 8:
 - (a) The member of the Appeals Tribunal who has been in office for his or her current term the longest will retire; and,
 - (b) In each case, subject to clause 6(b), any such member will be eligible for re-election.
8. **Rotation order:** The order for retirement as between members of the Appeals Tribunal who have been in office for the same period will be determined by lots, unless otherwise resolved by the Appeals Tribunal.
9. **Disqualification:** No person who is an employee or contractor of the TRU, a Board Member, an Officer or a member or officer of the management committee or board of any Member Union or of an Associate Union of the TRU, may be a member of the Appeals Tribunal.
10. **Election of Appeals Tribunal:** members of the Appeals Tribunal will be elected at the Annual General Meeting from nominees who have been nominated by members of the TRU in writing and who have consented in writing to their nomination. The written nomination of any person to become a member of the Appeals Tribunal must be received by the Chief Executive Officer not less than fourteen (14) days before the date of the Annual General Meeting and must be circulated to Members not less than seven (7) days before the date of that meeting. If the number of candidates is equal to, or less than, the number of vacancies, no election will be required and the candidate(s) will be deemed to have been elected. All nominees seeking election to the Appeals Tribunal must be approved as Independent and as a "fit-and-proper" person before their name is circulated to the Members.
11. **Election Requirements:** Subject to clause 10, for any election to the Appeals Tribunal:
 - (a) The election will be by secret ballot;
 - (b) Each Member entitled to vote must vote preferentially for the full number of candidates required to fill the positions available;
 - (c) To be successful, a candidate must receive a majority of the votes cast; and
 - (d) A preferential voting process shall be used to achieve the required majority, whereby the name of the candidate who received the least number of votes in the secret ballot will be removed from the list and such further counting will be conducted on this basis as is necessary to derive a valid outcome.
12. **Chair and Deputy Chair:** The Appeals Tribunal will appoint its own Chair and Deputy Chair who will be responsible for the administration of matters referred to the Appeals Tribunal. For that purpose, the Chair or, if the Chair is absent, the Deputy Chair, may appoint from within its members a Chair to chair any particular hearing.
13. **Casting Vote:** If there is an equality of votes on any matter, the Chair of the meeting or hearing (as the case may be) at which the matter arises has a casting vote as well as a deliberative vote.

14. **Costs:** The Appeals Tribunal has no power to award costs against any party or parties to the appeal.
15. **Procedures:** Except as otherwise provided in this Constitution, the Appeals Tribunal will regulate its own procedure.
16. **Casual Vacancy:** in the event of a Casual Vacancy on the Appeals Tribunal, the Vetting, Appointments and Remuneration Committee shall appoint a replacement until the next Annual General Meeting. The Vetting, Appointments and Remuneration Committee shall use such process as it deems appropriate to select the replacement.

SCHEDULE 6 TONGA RUGBY UNION CODE OF CONDUCT

The Members and their members, and the officials and players of the Tonga Rugby Union shall:

1. Comply with all laws of the Kingdom;
2. Promote the interests of the game of rugby union and the Tonga Rugby Union and its members;
3. Be honest, respectful and act with integrity;
4. Comply at all times with the Tonga Rugby Union Constitution, and any regulations or resolutions made therein;
5. Avoid any activity or make any statement that may compromise the relationship of the Tonga Rugby Union with World Rugby, Oceania Rugby or any other National Rugby Union;
6. Avoid any activity that will put the Union into disrepute;
7. Avoid any forms of discrimination against any person or groups;
8. Keep the Union and its Members fully independent of any political activity;
9. Practice good governance, transparency and promote accountability; and
10. Practice sound financial governance and promote at all times to ensure financial integrity of the Tonga Rugby Union, Members, and Rugby Clubs.

APPENDIX

1.1 Member Unions

- Tongatapu,
- Vava'u,
- Ha'apai
- 'Eua

1.2 Voting Members

- Member Unions
- Tonga Secondary Schools Principals Association
- Players Association

1.3 Statutory Bodies

- TASANOC
- Ministry of Internal Affairs (MIA)

1.4 Sub-Committees of the Tonga Rugby Union

- Tonga Rugby Referees Association
- Women's Rugby Association