Dated 15/3/19 Final Approval

## 1 Name

The Name of the Organisation shall be the Organisation of Sports Federations of Oceania Incorporated here after referred to as "OSFO".

## 2 Membership

2.1 The General Assembly shall admit, suspend or expel a member of OFSO.
2.2 Membership shall be open to any organisation recognised by their respective International Federation as the regional body for that sport in the Oceania region as defined by the IOC.
2.3 The Member must be an organisation representing a minimum of three national sporting federations who are members of their respective International Federation from the Oceania region as defined by the IOC. The Member either directly or through its International Federation must also be a signatory to the WADA Anti-doping Code.
2.4 An application for membership of OSFO must:
(a) be made in writing in the form set out in Appendix 1; and
(b) be lodged with the Secretary General of OSFO
2.5 As soon as practicable after the receipt of an application, the Secretary General through the Executive Committee must refer the application to the General Assembly for their consideration.
2.6 An applicant for membership becomes a Member and is entitled to exercise the rights of membership when their name is entered in the register of members. If the General Assembly rejects an application, the Secretary General must, as soon as practicable, notify the applicant in writing that the application has been rejected.
2.7 The General Assembly may grant certain individuals, organisations or groups the status of associate member of OFSO. Such members shall enjoy the rights and privileges of a full member of OSFO except the right to vote or stand for election.
2.8 Membership of OSFO entitles members to:
(a) take part in the activities of OSFO
(b) be the recipient of communications from OSFO
(c) attend and vote at the OSFO General Assembly and other OSFO meetings and activities
(d) be represented by OSFO in dealings with other organisations.
(e) access to the services provided by OSFO.
(f) use the OSFO logo and images as outlined under section 23 of this constitution.
2.9 A Member must designate in writing on its official stationery, the person who shall represent them within OSFO. Such designation will remain in effect until it is revoked in an identical manner.
a) the name and address of each Member; and
b) the date on which each Member's name was entered in the register. The register is available for inspection free of charge by any member upon request. A Member may make a copy of entries in the register.
2.11 Suspension of a Member
2.11.1 The General Assembly is responsible for suspending a Member. The Executive Committee may, however, suspend a Member that seriously and repeatedly violates its obligations as a Member with immediate effect. The suspension shall last until the next General Assembly, unless the Executive Committee has lifted it in the meantime.
2.11.2 A suspension shall be confirmed at the next General Assembly by an absolute majority (half of the members plus one member) majority of the votes taken. If it is not confirmed, the suspension is automatically lifted.
2.11.3 A suspended Member shall lose its Membership rights. The Executive Committee may impose further sanctions.
2.12 Expulsion of Members
2.12.1 The General Assembly may expel a Member:
a) if it fails to fulfil its financial obligations towards OSFO; or
b) if it seriously violates the Constitution, Regulations, decisions of OSFO; or
c) If it loses the status of a member representing their international federation in the region.
2.12.2 The presence of an absolute majority of full members at the General Assembly is necessary for an expulsion to be valid, and the motion for expulsion must be adopted by an absolute majority (half of the members plus one member) of the votes taken.
2.13 Resignation of Members
2.13.1 A Member may resign from OSFO with effect from the end of the calendar year. Notice of resignation must reach the general secretariat no later than three months before the end of the calendar year and be sent in writing by facsimile, courier or registered letter.
2.13.2 The resignation is not valid until the Member wishing to resign has fulfilled its outstanding financial obligations towards OSFO and its other Members.

## 3 Objects

3.1 OSFO exists to represent the interests of its members to ONOC, the IOC, governments and any other organisation that may impact on the delivery of services to its members.
3.2 OSFO exists to foster participation in sporting activities within the Oceania region.
3.3 OSFO will foster the development of sporting excellence throughout the Oceania region.
in the Oceania region and with any other organisation responsible for the delivery of sports development and advancement in the region.
3.5 OSFO will establish co-operative relations with all such other organisations with similar objects to its own.
3.6 OSFO will carry out its objectives without political, religious, cultural or gender bias.
3.7 OSFO will foster the establishment of organisations representing all the international federations that operate in the region.

## 4 Subscriptions

4.1 OSFO will determine at its Annual General Assembly, the membership fees for the ensuing year.
4.2 The membership year will commence January $1^{\text {st }}$ and conclude December $31^{\text {stof }}$ the same calendar year.
4.3 Membership fees will become payable by March $31^{\text {st }}$ of each calendar year.
4.4 Only those member's who have paid their annual membership fee, prior to the commencement of the Annual General Assembly, may attend and vote at the General Assembly.

## 5 General Assembly

5.1 A General Assembly may be Ordinary or Extraordinary.
5.2 The Ordinary General Assembly shall be held every year. The Executive Committee shall fix the date and place. The members shall be notified in writing at least 60 days in advance.
5.3 The General Secretary shall draw up the agenda based on proposals from the Executive Committee and the Members. Any proposal that a Member wishes to submit to the General Assembly shall be sent to the Secretary General in writing, with a brief explanation, at least 28 days before the date of the General Assembly.
5.4 The Ordinary General Assembly agenda shall include the following mandatory items:
a. A declaration that the General Assembly has been convened and composed in compliance with the Constitution;
b. Roll Call;
c. Approval of the Agenda;
d. Suspension or expulsion of a Member (if applicable);
e. Admission for membership (if applicable);
f. Appointment of scrutineers to check the voting;
g. Address of the President;
h. Approval of the minutes of the preceding General Assembly
i. Business arising from the minutes of the preceding Assembly
j. Activity report (containing the activities since the last Ordinary General Assembly);
k. Receipt and consideration of the auditor's report and of the annual accounts;
l. Appointment of auditors (if applicable)
m . Establishment of the membership fee for the ensuing year.
n. Votes on proposals for amendments to the Constitution;
o. Consideration of proposals submitted by the Members and the Executive rommit+oロ.

## Committee (if applicable).

5.5 The agenda of an Ordinary General Assembly may be altered, provided an absolute majority (half of the members plus one member) present at the General Assembly and eligible to vote agree to such a motion.
5.6 The General Secretary shall, not later than 14 days before the date of the General Assembly send out to all members the following:
(a) The Agenda of the General Assembly;
(b) The Activity Report of OSFO;
(c) The Auditors Report and Annual Accounts;
(d) Proposals for amendment and/or alterations to the Constitution;
(e) Any other matter raised by Members or the Executive Committee for which due notice has been given;
(f) Names of candidates for election.
5.7 Quorum of a General Assembly shall be an absolute majority (half of the members plus one member)
5.8 In certain circumstances determined by the Executive Committee the General Assembly shall take decisions by electronic means (such as email, letter or facsimile) in the following manner:
a) The decision to be taken with any necessary background information shall be circulated to all members of OSFO by the appropriate electronic means;
b) All members shall indicate by return whether they are in favour or against the decision to be taken within the prescribed deadline;
c) A decision is valid if an absolute majority of the members have responded to the decision to be taken within the prescribed deadline. The Secretary General can request those members who have not responded within the prescribed deadline to indicate their decision in order to reach a majority decision.
d) Any decision taken as a result of an electronic meeting shall be circulated in writing to all members and confirmed by resolution at the next General Assembly.

## 6 Extraordinary General Assembly

6.1 The Executive Committee may convene an Extraordinary General Assembly at any time.
6.2 The Executive Committee shall convene an Extraordinary General Assembly upon the written request of at least two thirds of the Full Members. The request shall specify the items for the agenda. An Extraordinary General Assembly shall be held within two months of the receipt of the request.
6.3 The Members shall be notified of the date, place and agenda of such Extraordinary General Assembly at least 21 days before the date fixed for the Extraordinary General Assembly and only the items included in the agenda shall be discussed.
6.4 Representation, voting and the conduct of an Extraordinary General Assembly shall be the same as those for an ordinary General Assembly where they apply.

## 7. Votes and Delegates

7.1 Each full member has one vote in the General Assembly and is entitled to be ranrocontod hirtwin dalacotoc
7.2 Each associate member is entitled to be represented by two delegates who may take part in all discussions but who shall have no right to vote on any issue. The President may invite such guests as deemed necessary to attend a General Assembly who may take part in all discussions but who shall not right to vote on any issue.
7.3 Delegates to the General Assembly must belong to the member they represent and must be appointed by the body of the member. Participation at the General Assembly shall be at the expense of the member.
7.4 All Voting (except for elections) shall be by as show of hands. At the request of $25 \%$ of members present, a vote must be conducted as a secret ballot. Voting by proxy is not permitted.
7.5. The Chairman of the General Assembly, in the event that there is an equality of votes, shall have a casting vote except in the conduct of elections.

## 8 Executive Committee

8.1 The Executive Committee of OSFO shall be made up of at least 3 members of whom:
(a) The President
(b) The Secretary General (Treasurer)
(c) Four Committee members
(d) Athlete Representative
8.2 The term of office of the Executive Committee Members shall be for four years.
8.3 The office of Executive Committee Member becomes vacant if the member -
(a) resigns from the office by notice in writing to the Secretary General
(b) dies;
(c) is removed under Article 12;
(e) conduct or actions which brings OFSO into disrepute;
(f) is absent for a unreasonable period of time as determined by the Executive Committee in that they to attend meetings, answer correspondence or take part in the activities of the Executive Committee and/or OSFO
8.4 If during the four term a vacancy occurs with respect to any office (except the President) the Executive Committee shall appoint a replacement for the remainder of the term. If a vacancy occurs with respect the President, a member of the Executive Committee shall be appointed as Acting President until the next General Assembly when a new President is elected for the remainder of the term.
8.5 OSFO shall indemnify any officers, paid employees (if applicable) and any person engaged in OSFO activities against all damages, costs (including legal costs) for which any such person may be or becomes liable as a result of their acts and omissions in performing their functions connected with OSFO, except occurring as a result of their negligence or wilful misconduct.
8.6 The Executive Committee may appoint a person with experience or qualifications which it believes will be useful to the organisation to join the Executive Committee. The appointee will have the same rights and privileges as the elected members of the Executive. The term of the appointment will be reviewed each year at the first meeting after the OSFO General Assembly. The number of appointed positions shall be limited to one.
8.7 Athlete Representatives Committee shall be appointed as follows:

The Athlete Representatives shall be appointed during an election year by eligible players (which eligibility shall be determined by the OSFO pursuant to standards which shall have

Committee. The voting for Athlete Representatives is to be conducted by and within the OSFO membership. The term of an Athlete Representative Committee shall be four (4) years.

## 9 Elections

9.1 Elections shall be by secret ballot.
9.2 Elections will be held every second year, at the General Assembly. So as to give continuity to OSFO the President and two Executive Committee members shall be elected for a four-year term at one election and the Secretary General, two Executive Committee members and Athlete representative shall be elected for a four-year term in the alternate election.
9.3 Nominations for positions may be submitted in writing to the Secretary General no later than 28 days before the date of the General Assembly. Nominations can only be made by a member of OSFO.
9.4 A person may be nominated for multiple positions on the OSFO Executive Committee.
9.5 There shall be no limit to the number of continuous terms of office by officers.
9.6 If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general assembly for unfilled positions. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
9.7 A person shall be declared elected to a position when they have achieved a majority of votes at any election.
9.8 Where there are multiple candidates for election to one position, and in any round of voting, no candidate achieves a majority of votes, the candidate with the least number of votes shall be removed from the list of candidates and a further poll or polls will occur until one candidate achieves a majority.
9.9 In a situation where more than one candidate receives the least number of votes, a vote-off will occur to decide who will be removed from the list of candidates. A poll (vote-off poll) will be taken which includes only the candidates with the least number of votes with members being asked which candidate should remain in the poll. Following the casting of votes in a vote-off poll, the candidate with the least number of votes will be removed from the list of candidates and a further poll, including all the remaining candidates, shall occur. The process shall proceed until one candidate receives a majority of votes.
9.10 Where there is a poll for multiple positions (two or more members of the Executive Committee), each member shall cast a vote for the number of positions to be filled. At any stage when a member receives a majority of votes they will be declared elected. If as a result of a poll, no candidate achieves a majority of votes, the candidate receiving the least number of votes, shall be eliminated from the list of candidates and a further poll conducted.
9.11 In case there is more than one candidate with the least number of votes in a round of polling, proceed as in item 9.9 above.

## 10 Executive Committee Powers

sphere of responsibility of the General Assembly and shall exercise such powers as are needed to fulfil the objects. Subject to these rules or a resolution of the members of OSFO carried at a general meeting, the Executive committee has the general control and management of the administration of the affairs, property and funds of OSFO.
10.2 The Secretary General in consultation with the President shall compile the agenda. Each member of the Executive Committee is entitled to propose items for inclusion in the agenda.
10.3. The Executive Committee may as required set up other standing and ad hoc committees to deal with particular matters on such terms and with such powers and duties as it considers appropriate.
10.4. The Executive Committee shall appoint the chairman, deputy chairman and members of the standing committees, ad hoc committees and the judicial bodies.
10.5. The Executive Committee shall, at the request of the Members concerned, resolve any disputes between members.
10.6 The Executive Committee shall consider and approve any application for membership of OFSO and refer to the next General Assembly such application for approval.
10.7 The Executive Committee may delegate all or any of its powers to any of its committees or to any member
10.8 The Executive Committee shall control the use and investment of the OFSO's funds and may borrow funds on behalf of the OFSO.
10.9 The Executive committee has authority to interpret the meaning of these rules and any matter relating to OSFO on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

## Note-

The Act prevails if OSFO rules are inconsistent with the Act-see section 1B of the Act.
10.10 The Executive committee may exercise the powers of the association-
(a) to borrow, raise or secure the payment of amounts in a way the members of OSFO decide; and
(b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by OSFO in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of OSFO property, both present and future; and
(c) to purchase, redeem or pay off any securities issued; and
(d) to borrow amounts from members and pay interest on the amounts borrowed; and
(e) to mortgage or charge the whole or part of its property; and
(f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of OSFO; and
(g) to provide and pay off any securities issued; and
(h) to invest in a way the members of OSFO may from time to time decide.
10.11 For sub rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by-
(a) the financial institution for OSFO; or
(b) if there is more than 1 financial institution for OSFO-the financial institution nominated by the Executive committee.
10.12 The Executive Committee shall not have the power to commit members to any financial obligation beyond their annual membership fee for the current year.
commitment, which it does not have the means to fulfil.

## 11. Frequency of Executive Committee Meetings, Quorum and Voting

11.1 The Executive Committee shall meet at least once in every 4 calendar months and a quorum for a meeting shall be achieved as per 11.4.. If necessary the Executive Committee can meet by electronic means.
11.2 The President shall convene the Executive Committee meetings. If half the members of the Executive Committee request a meeting, the President shall convene it.
11.3 The General Secretary shall give 7 days' notice to call an Executive Committee meeting.
11.4 Four Members of the Executive Committee constitute a quorum.
11.5 Each member of the Executive Committee shall be entitled to one vote. In the event of a tie, the President shall have the casting vote.

## 12 Expulsion of Members of the Executive Committee or other body

12.1 The Executive Committee may suspend a member of the Executive Committee or a member of a sub-committee or judicial body until the next General Assembly where it considers that person to have committed a gross dereliction of duty or an act of improper conduct.
12.2 Such decisions shall be made if supported by absolute majority (half of the members plus one member) of all members of the Executive Committee. A member of the Executive Committee affected by the decision shall be entitled in accordance with the principles of natural justice present his to present their case to the Executive Committee but will not take part in the deliberations or vote.
12.3 Where the Executive Committee has suspended a member, the next General Assembly shall consider whether to expel or reinstate that member. The General Assembly may vote to expel a suspended member by an absolute majority (half of the members plus one member) of votes taken. If the suspended member is not expelled by the General Assembly then the suspension is automatically lifted. If the member is expelled the Executive Committee shall appoint a replacement for the remainder of the term.

## 13 Finance

13.1 The Secretary General shall keep a record of all monies received and spent and on a six monthly basis shall provide the members with a written statement of income and expenditure and a balance sheet.
13.2 The accounts of OSFO shall be kept and reported in the currency of the country where the Secretary General is resident.
13.3 The annual membership fee shall be denominated in Australian Dollars (AUD)
13.4 The Secretary General shall provide to the General Assembly, a Statement of Income and Expenditure for the calendar year concluding December $31^{\text {st }}$ preceding the General Assembly and a Balance Sheet for OSFO at the end of year date. The end date of the OSFO's financial year is $31^{\text {st }}$ December in each year.
13.5 The funds of OSFO shall be kept in an account in the name of OSFO at an established and reputable financial institution in the home city of the Secretary General (Treasurer).
grants and such other sources as the Executive committee determines.
13.7 The Secretary General shall make no payment without the majority approval of the Executive Committee.
(a) A cheque or wire transfer issued by OSFO must be signed or authorised by 2

Executive Committee members; the President and Secretary General (Treasurer)
13.8 In seeking approval for the payment of accounts, the Secretary General shall provide the Executive with a written statement of all accounts to be paid. The Statement should include the following details;
(a) Person/company to whom payment is to be made
(b) Contact details of the payee
(c) Services for which payment is being made
(d) Date/period during which services were rendered and
(e) the amount of the payment.
13.9 The Secretary General cannot provide any instruction to the bank for payment or any account or invoice unless he has the required two signatories to authorise such payment.
13.10 Within 28 days of the expiration of the term of office or resignation of the Secretary General a full statement of income and expenditure and a balance sheet will be provided to the Chairman and all funds managed by the Secretary General will be turned over to the new Secretary General unless no such officer exists. In this case the retiring/resigning Secretary General will obey the directives of the remaining Executive Committee members in this regard.

## 14 Alteration of Constitution

14.1 Subject to the Act, these rules (constitution) may be amended, repealed or added to by a special resolution carried at a general meeting.
14.2 Any proposal for an amendment, repeal or addition is valid only if it is registered by the Secretary General or Chief Executive or by member and supported by two other members.

## 15 Copies of the Constitution

15.1 OSFO will keep a physical copy of the constitution at the office of the Secretary General.
15.2 OSFO will cause to be displayed on its website and such other public noticeboards as it may from time to time maintain, a current copy of its constitution.
15.3 OSFO will supply on request by electronic means to any member requesting, the latest copy of its constitution.
15.4 The Secretary General will be responsible for maintaining a register of all changes to the constitution.

## 16 Custody and inspection of books and records

16.1 Except as otherwise provided in these Rules, the General Secretary must keep in his or her custody or under his or her control all books, documents and securities of OSFO.
16.3 A member may make a copy of any accounts, books, securities and any other relevant documents of OSFO.
16.4 The income and property of the OSFO must be used solely in promoting OSFO's objectives and exercising OSFO's powers

## 17 Disputes and Mediation

17.1 The grievance procedure set out in this Article applies to disputes between-
(a) a member and another member; or
(b) a member and OSFO
17.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
17.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
17.4 The mediator must be-
(a) a person chosen by agreement between the parties; or
(b) in the absence of agreement-
(i) in the case of a dispute between a member and another member, a person appointed by the Executive Committee of OSFO; or
(ii) in the case of a dispute between a member and OSFO, a person who is a mediator appointed by ONOC
17.5 A member of OSFO can be a mediator.
17.6 The mediator cannot be a member who is a party to the dispute.
17.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
17.8 The mediator, in conducting the mediation, must-
(a) give the parties to the mediation process every opportunity to be heard; and
(b) allow due consideration by all parties of any written statement submitted by any party; and
(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
17.9 The mediator must not determine the dispute.
17.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act, by referral to the Court of Arbitration for Sport or otherwise at law.

## 18 Delegation

18.1 OSFO may from time to time appoint persons or organisations to carry out activities on its behalf.
18.2 Any delegation must comply with the objects of OSFO and the person or organisation to which functions or activities have been delegated will be bound by the constitution and by-laws of OSFO.

They shall be able to seek legal advice should they wish to do so.

## 20 Language

The official language of OSFO is English. All correspondence and all meetings will be conducted in English.

## 21 By-Laws

21.1 OSFO may establish such by-laws as are deemed necessary to give effect to the provision of the constitution and the objects of OSFO.
21.2 The Secretary General shall be responsible for maintaining an up to date record of the ByLaws.
21.3 The By-Laws shall be displayed on the website of OSFO and such other public noticeboards as OSFO may establish from time to time.
21.4 The Secretary General shall supply in electronic form to any member requesting it, the latest version of the OSFO By-Laws.

## 22 Anti-Doping Policy

22.1 OSFO supports the global campaign against doping in sport and endorses the WADA antidoping code.
22.2 OSFO shall only admit as members those organisations that are signatories to the WADA code.

## 23 Logo

23.1 Membership of OSFO will confer the right to use the OSFO logo in stationery, on websites and similar applications.
23.2 A member may not represent by word, deed, action, or by use of letterheads, logos or names, that it acts for, or represents OSFO unless the General Meeting or the Executive Committee specifically confers and notifies in writing, that right.
23.3 A member, if directed by the Executive Committee shall desist in the use of the OSFO logo.

## 24 Common Seal

24.1 The common seal of OSFO must be kept in the custody of the General Secretary.
24.2 The common seal must not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal must be attested by the signatures of two members of the committee.

## 25 Governing Law

The governing law of OSFO shall be laws of Queensland, Australia

## 26 Voluntary winding -up

26.1 OSFO may be wound-up by special resolution of the members passed at a general meeting call end for that purpose.
which operates in the Oceania region and which has objects similar to those of OSFO.

## 27 Transitional Provisions

These rules will replace the existing OSFO Constitution in its entirety and all decisions, payments, elections and appointments so made in accordance with previous OFSO Constitution shall be deemed valid under these new rules.

## 28 Enforcement Provision

These rules were adopted by the General Assembly held in Noumea, New Caledonia on x day of month 2011 and will come into effect on the close of the said General Assembly.

## APPENDIX 1

## APPLICATION FOR MEMBERSHIP OF ORGANISTAION OF SPORTS FEDERATIONS OF OCEANIA

We, of (name of regional body) desire to become a
member of the Organisation of Sports Federations of Oceania (OSFO)

In the event of my admission as a member, we agree to be bound by the rules of the OSFO for the time being in force.
We, $\quad$ Signature of Applicant (Position)
(name of current OSFO Member)
nominate the applicant, for membership of OSFO.
$\square$
Signature of Proposer (Position)

Date

We,
, a member of OSFO, second
(name of current OFSO Member)
the nomination of the applicant, for membership of OSFO.

## Document control

| OWNERSHIP AND APPROVAL |  |
| :--- | :--- |
| Responsible Officer: | OSFO Secretary General |
| Approved By: | OSFO Membership |
| Review Frequency: | Annually |
|  |  |

## VERSION HISTORY:

| Version | Release <br> Date | Amendment Summary | Author | Approval |
| :---: | :---: | :---: | :---: | :---: |
| Final | $\begin{gathered} \text { September } \\ 2013 \end{gathered}$ | Final | OSFO <br> President and Secretary General | OSFO <br> Assembly <br> April 18 <br> 2013 |
| Final | 15/03/2019 | Updated Constitution clause <br> 8.1 © from three to Four committee and added (d) Athlete representative. <br> 8.7 Athlete <br> Representatives Committee shall be appointed as follows: <br> 9.2 Elections - President and two Executive and Secretary General and two executive plus athlete representative | OSFO <br> Secretary General | OSFO <br> Assembly 15/3/19 |

