

CONSTITUTION

OF

PAPUA NEW GUINEA HOCKEY FEDERATION INCORPORATED

1 NAME

The name of the Federation shall be "Papua New Guinea Hockey Federation Incorporated" (hereinafter called "the Federation")

2 INTERPRETATION

2.1 In this constitution unless the contrary intention appears:-

"Board of Directors" means the Board appointed pursuant to clause 14.

"Council" means the Council of Members.

"Councillor" means a person Appointed by a Member pursuant to clause 9.2 to represent it at meetings of the Council.

"National Executive Director" means the person for the time being appointed by the Board of Directors and who may from time to time carry out his/her position but with a different title.

"National Development Director" means the person from time to time appointed by the Board of Directors and who may from time to time carry out his/her position but with a different title.

"National Technical Director" means the person from time to time appointed by the Board of Directors and who may from time to time carry out his/her position but with a different title.

"Financial Year" means the year ending 31st December.

"FIH" means the Federation Internationale de Hockey.

"OHF" means the Oceania Hockey Federation.

"NOC" means the National Olympic Committee of Papua New Guinea.

"PNGSC" means the Papua New Guinea Sports Commission.

"PNGSF" means the Papua New Guinea Sports Federation.

“Hockey” means the game of Hockey and includes field hockey and indoor and court hockey.

“Member” means a Member of the Federation as defined in clause 5

“Office Bearer” means an Office Bearer defined in clause 14.3.

“Officer” means any servant, officer or employee of the Federation

“Special Resolution” means a resolution that is passed by not less than three-fourths of such Members of the Federation as being entitled under his/her constitution to vote.

“The Act” means the Incorporation of Associations Act including any amendments thereto or re-enactment thereof.

“Associate Member” means an Associate Member of the Federation.

“The Regulations” means regulations under the Act.

“In writing” or “written” include printed or lithographed or represented or reproduced in a visible form or by any other means.

Words importing the singular include the plural and vice versa.

Words importing persons include partnerships, associations and corporations and all other legal activities.

References to any office of the Federation include any person acting for the time being as such officer.

Where any provision of the Act is referred to the reference is to that provision as modified by any statute for the time being in force.

2.2 In this constitution a reference to the National Executive Director is a reference:

- (a) where a person holds office as National Executive Director of the Federation – to that person; and
- (b) the National Executive Director should be the Public Officer of the Federation.

3. OBJECTS

The objects for which the Federation is formed are:

- (a) to encourage, promote, expand and be responsible for the game of hockey in all forms throughout the Independent State of Papua New Guinea.
- (c) To deal with and participate in the meetings of and co-operate with the FIH, OHF, NOC, PNGSF, PNGSC and to deal with the Hockey Associations of the various countries of the world for the advancement and control of hockey in the world without limitation of space.
- (d) To exercise jurisdiction over all Members in all matters pertaining to hockey including and without limiting the generality of the foregoing to expel, suspend, disqualify, reprimand or otherwise deal with any Member or person.
- (e) To participate in international competition and to seek and to sustain a position as one of the highest ranking hockey nations without limitations of space.
- (f) To develop coaching and talent identification programs for coaches, players, umpires and officials.
- (g) To build and maintain a strong profile in the community at large as a popular and successful sport.
- (h) To increase the number of hockey players in Papua New Guinea at all levels without limitations of space.
- (i) To establish and maintain financial security by obtaining funds from all sources, private, government, commercial, institutional and from Members through levies and affiliation fees.
- (j) To maintain membership of the FIH, OHF and National Olympic Committee of Papua New Guinea and to maintain the right to participate in competition sanctioned or sponsored by these bodies.
- (k) To maintain an efficient administration both at national level and between the Federation and it's Members.
- (l) To organise and conduct national competitions at all levels.

4 POWERS

In addition to the powers contained in the Act the Federation shall have the following powers:

- (a) to subscribe to, become a Member of and co-operate with or amalgamate with another association or organisation whose objects are altogether or in part similar or supportive to those of the Federation.
- (b) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Federation.
- (c) To enter into any arrangements with any Government or Authority, provincial, local level or otherwise to obtain any rights privileges and concessions, which the Federation may be able to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (d) To construct, improve, maintain, develop, work, and manage, carry out, alter or control any houses, buildings, grounds works or conveniences which may seem calculated directly or indirectly to advance the Federation's interest and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out alteration or control thereof.
- (e) To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Federation in the shape of donations, annual subscription fees levies fines or donations whether of real or personal property and devises and bequests for the purpose of applying the same to any of the objects of the Federation and to apply the same accordingly.
- (f) To print, publish and circulate newspapers, periodicals, books and leaflets and to produce photographic films, audio recordings and videotapes, and to distribute the same either free or on sale or hire.
- (g) To draw, make, accept, endorse, discount, execute and issue promissory notes bills of exchange debentures and other negotiable or transferable instruments.
- (h) To receive money on deposit at interest or otherwise for fixed periods or payable at call.

- (i) To convert any of the assets of the Federation from one type of investment to another and for the purpose of any such conversion to sell, exchange or otherwise dispose of or deal with any real or personal property or any rights concessions privileges or assets.
- (j) To procure the Federation to be registered incorporated or recognised in any State or country whatsoever and to do all things incidental or expedient with regard thereto and in particular if the same is necessary to appoint a public officer therein.
- (k) To appoint from time to time either with full or restricted powers of sub-delegation and either with or without remuneration agents attorneys local or managing directors or any person or corporations under power of attorney or otherwise inter alia Papua New Guinea for the purpose of carrying out and completing any of the objects of the Federation and of arranging conducting or managing the business or businesses of the Federation or any matter or concern whatsoever in which the Federation is now or may from time to time be or become or be about to become interested or concerned with the same or more limited powers than the Councillors or the Federation have and to delegate such powers or appointment to any person or persons company or corporation and from time to time to revoke and cancel all or any of such appointments or delegations and to remove any persons or corporations appointed hereunder.
- (l) To hire and employ secretaries, clerks, managers, stewards and workers, to terminate their employment and to pay them and other persons for services rendered to the Federation such fees, salaries, wages, gratuities and bonuses as may be thought fit.
- (m) To undertake and execute any trust which may seem to the Federation conducive to any of its objectives.
- (n) To carry out, or cause to be carried out with due diligence, a financial audit of members books of account as and when it deems fit or in the best interests of members.
- (o) To carry out all or any of the above objects in any part of the world.

5 MEMBERSHIP

- 5.1 The Federation shall be open to the Hockey Associations of Papua New Guinea which –
 - 5.1.1 are affiliated to this Federation;
 - 5.1.2 agree to be bound by this Constitution;
 - 5.1.3 are an incorporated body which operates with due diligence, has a registered membership and which conducts regular competition; and
 - 5.1.4 pay such fees and dues as are imposed from time to time by the Federation
- 5.2 The Federation may admit as an Associate Member any association, person or body who does not conform with clause 5.1.3 above as may be accepted by the Council. Associate members shall have such rights and privileges as may be determined from time to time by the Council but will not have any power to vote on any matter.
- 5.3 (a) Upon acceptance as a Member, the National Executive Director shall as soon as possible notify the applicant in writing and request payment of the relevant joining and membership fees, which shall be paid within 28 days after the receipt of such notice.
 - (b) Upon payment, the National Executive Director shall enter the applicant's name in the Register of Members and thereupon the applicant shall forthwith become a Member of the Federation.

5.2 Honorary Life Member

- (a) At the Annual Meeting, the Federation may upon the recommendation of the Board confer on any person by way of honour a dignity called Honorary Life Member but so that no person shall be appointed an Honorary Life Member unless not less than seventy five per centum of Councillors eligible to vote shall vote for his/her appointment AND the Federation at any meeting of the Council may withdraw an Honorary Life Membership.
- (b) Honorary Life Members may attend Council meetings at no cost to the Federation and offer their opinion but shall not be eligible to move or second motions or vote unless otherwise qualified. Honorary Life Members shall be entitled to such additional privileges as may be determined by the Council.

6. TERMINATION OF MEMBERSHIP

- 6.1 If the subscription of a Member shall remain unpaid for a period of two calendar months after it becomes due then the Member may after notice of the default shall have been sent to it by the National Executive Director be suspended or debarred by resolution of the Council from all privileges of membership and its name may be removed by the Council from the Register of Members provided that the Council may set aside the suspension or reinstate the Member and restore its name to the Register on payment of all arrears if the Council thinks fit to do so.
- 6.2 A Member may at any time by giving notice in writing to the National Executive Director, resign its Membership of the Federation but shall continue to be liable for any annual levies or subscriptions and all arrears due and unpaid at the date of its resignation and from all other monies due by it to the Federation.
- 6.3 If any Member or Officer shall willfully refuse or neglect to comply with the provisions of this Constitution or any of the Rules or shall be found guilty of any conduct which in the opinion of the Council is unbecoming of a Member or Officer or prejudicial to the interests of the Federation the Council shall have the power by resolution to censure, fine, suspend or expel the Member or Officer from the Federation provided that at least one week before the meeting of the Council at which such resolution is passed the Member or Officer shall have had notice of such meeting and of what is alleged against it or him/her and of the intended resolution and that it shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence it or he/she may think fit.
- 6.4 A right, privilege, or obligation of a Member by reason of its Membership of the Federation:-
- (a) is not capable of being transferred or transmitted to another association or person; and
 - (b) terminates upon the cessation of its Membership whether by resignation or otherwise.

7. REGISTER OF MEMBERS

The National Executive Director shall keep and maintain a register of Members in which shall be entered the full name, address and date of acceptance of each Member and the register shall be available for inspection by Members at the office of the Federation during normal business hours.

8. FEES, LEVIES AND SUBSCRIPTIONS

8.1 The annual levies and subscriptions payable by Members of the Federation shall be such as the Federation at the Budget Meeting shall from time to time prescribe.

8.2 All annual levies and subscriptions shall become due and payable on the 30th day of April in each year or such other date or dates as the council shall determine.

9. COUNCIL OF MEMBERS

9.1 The Council shall consist of two Councillors, one of each gender, appointed by each Member. Members shall be entitled to remove and replace their Councillors at any time.

9.2 Where a Councillor is elected to the Board of Directors by vote of members, the affected member association shall be entitled to fill their representative vacancy on the Council with a new appointee.

9.3 The instrument appointing a Councillor shall be in writing under the hand of the Secretary, Executive Director or President for the time being of the Member and unless otherwise stated shall be effective only for the meeting for which it relates, and shall be in the hands of the Chairperson not less than 10 minutes before the time for holding the meeting or adjourned meeting at which the person named in the document proposes to vote and in default that appointment shall not be treated as valid.

9.4 Former Presidents of the Federation shall be entitled to attend meetings of the Council at no cost to the Federation and shall be entitled to speak there at but not move or second the motions or vote unless otherwise qualified to do so.

10. MEETINGS OF COUNCIL OF MEMBERS

10.1 Ordinary Meetings of the Council shall be held at such times and places as is determined by this Constitution. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

10.2 A Meeting of Council can be conducted and be known as a telephone or video conference. The procedure set out in these Rules for a Meeting of Council shall apply except that the persons participating are not required to be present in the same room and address.

10.3 ANNUAL GENERAL MEETING

The Minutes of the Meeting shall state the fact that the meeting was conducted as an Annual Meeting and shall be:-

- a) To confirm the Minutes of the previous Annual Meeting and of any Extraordinary Meeting held subsequently.
- b) To receive and adopt the Annual Report and the Statement of Accounts of the previous financial year.
- c) To elect a President, Vice-President, Vice-President OHF (if applicable), National Executive Director, Finance Director and one Director representing each member association on the board, on rotation.
- d) To elect an Auditor.
- e) To consider any special business of which 28 days notice in writing has been given to the Federation.
- f) To confer PNGHF Awards of Merit.
- g) To elect the Honorary Solicitor.
- h) To consider any general business.

10.4 BUDGET MEETING

A meeting of the Council, to be known as the Budget Meeting, shall be held no later than the 30th day of November in each year. The meeting shall preferably be a face-to-face meeting with all persons participating being present in the same room and address. The business to be conducted at the Budget Meeting shall be:-

- a) To confirm the minutes of the previous Budget Meeting;
- b) To approve of a Budget for the forthcoming year to be presented by the finance Director;
- c) To fix the levies for the forthcoming year; and
- d) To consider any special business of which 28 days notice in writing has been given to the Federation.

10.5 EXTRAORDINARY MEETINGS

All other meetings of the Council of Members shall be known as Extraordinary Meetings.

11. NOTICE OF COUNCIL MEETINGS

11.1 The National Executive Director shall give not less than seven weeks notice in writing of the date of the Annual Meeting and Budget Meeting to each Member. The National Executive Director shall not less than three weeks prior to the date fixed for the Annual Meeting and Budget Meeting forward to each Member an Agenda for such meeting (with a short summary of the items included in such agenda) and a list of all nominations for election at the Annual Meeting and a copy of the proposed budget for the forthcoming year for the Budget Meeting.

11.2 A Member desiring to bring business before a meeting shall give 28 days notice of that business in writing to the Federation and such business shall be called special business and shall be included in the Agenda of the next meeting after receipt of the notice.

11.3 The President may whenever he/she thinks fit and the National Executive Director shall forthwith on a requisition made in writing by three Members convene an Extraordinary Meeting of the Council and each requisition shall state the nature of the business to be transacted at such meeting.

11.4 Twenty one days notice at the least (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) of each Extraordinary Meeting specifying the place the day and the

- hour of the meeting and the general nature of the business shall be given to each Member.
- 11.5 All business shall be special that is transacted at an Extraordinary Meeting.
- 11.6 The accidental omission to give notice of a meeting to or the non receipt of a notice of a meeting by any Member shall not invalidate the proceedings at any meeting.
- 11.7 At any Council Meeting the members may abridge any time limits as set out in this Constitution to bring forward business to facilitate a matter to be decided.
- 11.8 Nominations of candidates (except for the Immediate Past President and National Executive Director) from the Members for election to the Board of Directors shall be delivered to the Federation on the prescribed form four (4) weeks prior to the date of the Annual Meeting.
- 11.9 Before any nominee is eligible to be elected to a position on the PNGHF Board, including the position of President, the nominee must deliver a signed written statement to the Federation not less than twenty-one (21) days prior to the date of election, such statement setting out the following:
- (a) The nominees CV relevant to the position.
 - (b) The nominee's interest in positions held in any hockey association worldwide within the three years immediately preceding the date of nomination (if not already included in CV above).
 - (c) The nominees interest in or positions held whether pecuniary or otherwise directly or indirectly relating to any business or business venture, company and/or corporation associated with the sport of hockey within three years immediately preceding the date of nomination.
- 11.10 Existing and or previous office holders, executive members of the Federation who have been deemed to have failed to exercise their assigned responsibilities and or duties with due diligence, or who have been removed from office or who have abandoned their duties and responsibilities or who have brought the game of hockey into disrepute will be ineligible to hold office or appointments with the PNGHF.
- 11.11 Existing and or previous office holders, executive members of member associations who have been deemed to have failed to exercise their assigned responsibilities and or duties with due diligence or who have been removed from office or who have abandoned their duties and responsibilities or who have brought the game of hockey into disrepute will be ineligible to hold office or appointments or represent their member inter alia the PNGHF.

12. PROCEEDINGS AT MEETING OF COUNCIL

- 12.1 (a) No business shall be transacted at any meeting of the Council unless a quorum is present at the time when the meeting proceeds to business.
- (b) The quorum necessary for the transaction of the business of the Council shall be three Councillors provided they represent at least two of the Members.
- 12.2 (a) At any meeting a resolution put to the vote for the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairperson or by at least three Councillors.
- (b) Unless a poll is so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Federation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (c) If a poll is duly demanded, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll may be withdrawn.
- 12.3 If within an hour from the time appointed for the meeting, a quorum is not present, the Meeting:
- (a) if convened upon the requisition of Members, shall be dissolved; and
- (b) in any other case it shall stand adjourned to a date to be fixed by the Council at the same time and place or to such other day and at such other time and place as the Chairperson shall determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Councillors present being not less than three in number shall be a quorum.
- 12.4 The Chairperson may, with the consent of any meeting at which a quorum is present, (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any

notice of an adjournment or the business to be transacted at an adjourned meeting.

12.5 No Councillor shall be entitled to vote at any meeting if any debt to the Federation of the Member whom he/she represents shall be more than one month in arrears at the date of the meeting.

12.6 (a) Subject to this Constitution, questions arising at any meeting of the Council shall be decided by a majority of votes and a determination by a majority of the Council shall for all purposes be deemed a determination of the Federation.

b) Each Councillor shall have one vote on each question arising at a meeting of the Council.

c) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.

12.7 At the meeting at which an election (including elections at an Annual Meeting) or appointment is to be made, the same shall be carried out in accordance with the Rules for the time being in force but in the absence of any such Rules all elections and appointments shall be by simple majority of those Councillors present and voting.

12.8 The President shall reside as Chairperson at every meeting of the Council, or if there is no President or at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then the Councillors may choose one of their number to be Chairperson of the meeting.

13. BOARD OF DIRECTORS

13.1 The affairs of the Federation shall be managed by the Board of Directors as constituted and provided for in Rule 14.

13.2 The Board of Directors -

a) shall be responsible for the management of the business, policy and affairs of the Federation subject to the powers exercised by the Council of the Federation;

b) may, subject to this Constitution, regulations and the Act, exercise all such powers and functions as may be exercised by the Federation; and

c) subject to this Constitution, the regulations and the Act, has power to perform all such acts and things as appear to the Board of Directors to be essential for the proper management of the business and affairs of the Federation including the appointment and constitution of such committees as the Board of Directors considers fit.

14.1 The Board of Directors of the Federation shall be:-

- a) a President;
- b) the Immediate past-President for a period of 12 months after the elections of a new President;
- c) a Vice-President;
- d) a Vice President Oceania Hockey Federation
- e) a Finance Director;
- f) a Director representing each affiliated member association;
- g) National Executive Director.

14.1.1 The Development Director may at the discretion of the Board of Directors be invited to attend Board meetings but shall have no entitlement to vote at such Board meeting.

14.1.2 The Technical Director may at the discretion of the Board of Directors be invited to attend Board meetings but shall have no entitlement to vote at such Board meeting.

14.2 A Vice-President shall be appointed from their number by the Board of Directors.

14.3 The President, Vice-President, Vice President Oceania and the Finance Director shall be the Office Bearers of the Federation.

14.4 (a) At the second Annual General Meeting of the Federation all the Board shall retire from office and at the Annual General meeting in each subsequent year one-half of the Directors for the time being shall retire from office. A retiring Director is eligible for re-election after his/her third term of office but not thereafter.

(b) The Directors to retire at the Annual General Meeting other than the first Annual General Meeting are those who have been longest in office since the last election, save after the first Annual General Meeting the retiring Directors shall be determined by the number of votes cast of those Directors at the first Annual General Meeting and those who have the highest number of votes having the longest term of office.

(c) The President shall be elected for a term of not more than two years and shall not be eligible for re-election after his/her third consecutive term of office.

- (d) The Finance Director shall be elected for a term of not more than two (2) years and is eligible for re-election after his/her second term of office, but not thereafter.
 - (e) The Vice President Oceania shall be nominated to OHF and upon election to that body shall remain in such Office subject to the provisions and conditions provided for in the Constitution of The Oceania Hockey Federation.
- 14.5 (a) The President or in his/her absence the Vice-President shall be Chairman of all meetings of the Board of Directors. In the absence of the President and Vice President the meeting may appoint one of their number to be Chairman of the meeting.
- (b) Questions arising at any meeting shall be determined by a majority of votes. Each Member of the Board shall have one deliberative vote on each motion and in the event of an equality of votes the Chairman shall have a second or casting vote.
 - © Three members of the Board present in person shall be a quorum for meetings of the Board, at least one Director present being non-office bearers.
- 14.6 If a casual vacancy shall occur in the Members of the Board, the Directors shall have power at any time to fill such casual vacancy but the person so appointed shall only hold office until the next annual meeting.
- 14.7 The Board shall meet at such time and places as it shall determine but in any event at least six times each year.
- 14.8 (a) The Board of Directors may delegate any of its powers and/ or function to one or more committees as it deems fit but any committee so formed shall conform to any regulations that may be imposed by the Board. The Board may revoke any powers and /or functions so delegated at any time.
- (b) A committee formed pursuant to (a) may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and eligible to vote each member having one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote.
- 14.9 Meetings of the Board of Directors may be conducted by telephone conference or electronic means and the minutes of the meeting shall be deemed to be a proper meeting of the Board. The Minutes shall state the fact that the meeting of the Board of Directors was conducted by telephonic conference and or electronic means.

14.10 All cheques, promissory notes, drafts bills of exchange and other negotiable instruments and all receipts for money paid to the Federation shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by any two Office Bearers or one office Bearer and the National Executive Director or in such other manner as the Board from time to time determines.

14.11 Any Office Bearer, any member of the Board and any Officer may be suspended or removed from office by an ordinary resolution properly passed at a duly constituted meeting of the Council provided that no Office Bearer shall be suspended or removed from office unless:

- (a) he/she has in the opinion of the meeting suspending him/her or removing him/her from office been guilty of misconduct or conduct prejudicial to the interests of the Federation; and
- (b) the motion suspending him/her or removing him/her from office is supported by at least three quarter majority of eligible Councillors; and
- (c) he/she shall have been given at least fourteen days previous notice in writing of the intention to move for his/her suspension or removal from office. Such notice shall invite him/her to attend at the meeting and to speak to the motion.

14.12 The Board shall:

- (a) cause records to be kept of all appointments of Office Bearers, Officers, employees and servants;
- (b) cause records to be kept of the name of Councillors present at all meetings of the Council and of the names of all Members of the Board present at all meetings of the Board;
- (c) cause minutes to be made of all proceedings of all meetings of the Council and the Board. Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting and when so signed shall be prima facie evidence of all matters contained in such minutes;
- (d) prepare the Annual Report for presentation to the Annual Meeting; and
- (e) cause regular reports to be made to the Members of its proceedings and of all matters affecting the Federation.

14.13 The office of an Office Bearer or member of the Board shall become vacant if he/she:

- (a) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;

- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (c) resigns his/her office by notice in writing to the Federation;
- (d) for more than two meetings is absent without permission of the Board from meetings of the Board held during that period; or fails to carry out the function of his/her office with diligence and in a timely manner; or
- (e) hold any office of profit arising from the supply of any goods and or services where such pecuniary interest has not been declared, noted and accepted in advance of such activity by the Federation.

14.14 Any such removal or vacation of office of an Office Bearer, member of the Board or Officer shall be deemed to constitute a casual vacancy.

15 NATIONAL EXECUTIVE DIRECTOR

The National Executive Director shall be responsible for the day-to-day management of the Federation subject to the supervision of the Board of Directors.

16 NATIONAL DEVELOPMENT DIRECTOR

A person from time to time appointed by the Board of Directors and his/her duties shall be defined in the Rules of the Federation.

17 NATIONAL TECHNICAL DIRECTOR

A person from time to time appointed by the Board of Directors and his/her duties shall be defined in the Rules of the Federation.

18 AUDITOR

An auditor shall be elected at the Annual Meeting to examine the accounts and Balance Sheet for the ensuing year and report thereon to the members of the Federation.

19 SEAL

19.1 The Common Seal of the Federation shall be kept in the custody of the National Executive Director.

19.2 The Common Seal shall not be affixed to any instrument except by the authority of the board and the affixing of the Common Seal shall be attested by the signatures either of two Office Bearers and the Public officer of the Federation.

20 NOTICE

- 20.1 A notice may be served by or on behalf of the Federation either personally to the duly appointed Councilors or by sending it by post or by facsimile or electronic transmission to the address shown in the Register or Members.
- 20.2 Where a document is properly addressed, pre-paid and posted to a Member as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary cause of post.
- 20.3 If the document is successfully sent by facsimile or electronic transmission the document may be taken as having been received:
- (a) when the sender receives an acknowledgement that the addressee has personally seen it; or
 - (b) when the sender determines via electronic means that the receiver has received the document; or
 - (c) at the latest the first business day after the date of sending.

20.4 A document may be received or served on the Federation by electronic transmission or a facsimile of a document which shall include a cover page stating:

- (a) the name, address and telephone number of the sender;
- (b) date and time of transmission;
- (c) total number of pages transmitted including cover page;
- (d) the telephone number from which the document was transmitted;
- (e) name, email address and or telephone number of the person to be contacted in the event of any problem with the transmission.

21 WINDING UP OR CANCELLATION

In the event of the winding up or cancellation of the incorporation of the Federation, the assets of the Federation shall be disposed of in accordance with the provisions of the Act.

22 FUNDS

The funds of the Federation shall be derived from annual levies and subscriptions, donations, bequests and legacies, sponsorships, grants, sale of publications, sale of rights and licences, events, promotions and such other sources as may be determined or accepted by the Federation from time to time.

23 CUSTODY OF RECORDS

23.1 Except as otherwise provided in this constitution the National Executive Director shall keep in his/her custody or under his/her control all books, documents and securities of the Federation.

All books documents and securities shall be available for inspection by Members at all reasonable times.

24 INDEMNITY

Every Member, every Councillor and every Auditor, Office Bearer and other Officer for the time being of the Federation shall be indemnified out of the assets of the Federation against any liability arising out of the execution of the duties of his/her office which is incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favor or in which he/she is acquitted in connection with any application under any relevant Act in which relief is granted to him/her by the court in respect of any negligence default breach of duty or breach of trust.

25 ALTERATION TO CONSTITUTION

25.1 The Constitution of the Federation may be altered, amended, added to or rescinded in whole or in part at any meeting of the Council of Members in respect of which due notice has been given.

25.2 All resolutions under sub-clause (1) hereof shall be required to be special resolutions.

26 GENERAL

Every member shall upon application be furnished with a copy of this Constitution and all Rules made hereunder from time to time free of charge.

27 RULES

The Federation shall have Rules, which may be amended, varied, added to or rescinded wholly or in part by the Board of Directors.