

# **TONGA WOMEN IN MARITIME ASSOCIATION**

## **CONSTITUTION**

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## ARTICLE 1: PREAMBLE

- 1.1 The name of this Association shall be the Tonga Women in Maritime Association (Tonga WIMA) and the vision of Tonga WIMA is to be the leading network for women empowerment and advancement in Tonga's maritime sector, including being the primary focal point for engagement at the national level in matters related to women in maritime affairs.
- 1.2 Tonga WIMA shall take necessary steps to:
- 1.2.1 *URGE* the Governments to provide the policy, legislative and administrative frameworks required to empower women as stakeholders in the maritime sector and to facilitate their full participation as resources to the maritime sector;
  - 1.2.2 *INVITE* all maritime sector related employers, stakeholders and government entities to recognize and implement the provisions contained in national legislation pertaining to the equal treatment, empowerment and protection of women, particularly as regards to women seafarers on ships engaged in domestic and international trade;
  - 1.2.3 *ENCOURAGE* Government entities with responsibility for women, education and employment strategies to address the issues of equal opportunities and career advancement for women to enable them to be active participants in the maritime sector;
  - 1.2.4 *REQUEST* development partners, international and regional organizations to work with Tonga WIMA in developing collaborative programs to enhance the training opportunities for women in the maritime sector and allow for career progression;
  - 1.2.5 *URGE* all maritime sector employers to recognize the expertise and value of women as managers and personnel at all levels and to enable them to discharge their professional duties without undue hindrances;
  - 1.2.6 *ENCOURAGE* civil society and local communities to provide an enabling environment for women who aspire to train for, and work in, the maritime sector;
  - 1.2.7 *UNDERTAKE* to work with government entities, development partners, international and regional organizations to identify and collect relevant data and statistics on women employed across the different areas of the maritime sector;
  - 1.2.8 *ADVOCATE* for the development and provision of maritime transport services which are energy efficient to remote communities and serve the women who are engaged in Small-Medium Enterprises.



## ARTICLE 2: DEFINITIONS

2.1 In this Constitution --

- “Associate Member”** means any Corporate Entity or Organizations that is not a Member.
- “Executive Committee”** means the President, Vice-President, Treasurer, Public Relations & Communications Officer, Secretary, a representative from the Maritime Administration and 1 Member.
- “IMO-IMLI”** means the International Maritime Organization – International Maritime Law Institute.
- “Life Member”** means any person elected at an Annual General Meeting who in the opinion of the majority of those members present and voting, has rendered outstanding service to Tonga WIMA and the community.
- “Maritime Administration”** means the authority responsible for administering Tonga’s obligations under IMO.
- “Maritime Sector”** means the shipping sector, shipping or maritime sector and actors associated directly with it, such as shipping companies, maritime communications, maritime services including legal services of law firms and lawyers, maritime education and training, authorities, and organizations and Associations.



<b>“Member”</b>	means any Associate Member and Individuals in the maritime sector who has registered and paid their annual membership fee for that particular financial year and has gained membership into Tonga WIMA as prescribed in <b>Article 8</b> including Life Members.
<b>“PacWIMA”</b>	means the Pacific Women in Maritime Association, the regional association established for pacific women in maritime as per the mandate of its Constitution.
<b>“SPC”</b>	means The Secretariat of the Pacific Community.
<b>“Tonga WIMA”</b>	means Tonga Women in Maritime Association.
<b>“Quorum”</b>	The minimum number of members required for the Tonga WIMA to officially conduct business and to cast votes. The required minimum quorum for holding Annual General Meetings, conducting business and casting votes will be 50 percent (1/2) of Tonga WIMA.
<b>“Trustee”</b>	means the Trustee as defined in the Incorporated Societies Act of Tonga.
<b>“WMU”</b>	means the World Maritime University.

### **ARTICLE 3: PURPOSE**

- 3.1 The purpose of the Tonga WIMA is to enable the visibility of women in the maritime sector and connect, educate and inspire women and promote female maritime professionals in Tonga.



- 3.2 Tonga WIMA aims to increase the involvement of women in Tonga's maritime sector by creating a platform and forum to:
- 3.2.1 Advocate gender equity.
  - 3.2.2 Promote education, training and career opportunities for women.
  - 3.2.3 Recognize the social responsibilities relating to women.
  - 3.2.4 Promote cooperation, friendship and understanding through the exchange of knowledge and the dissemination of information.
- 3.3 In realizing these aims, Tonga WIMA will ensure that they are concerned with the general welfare of Tongan women in the maritime community.

#### **ARTICLE 4: OBJECTIVES AND MOTTO**

- 4.1 The objectives of Tonga WIMA are to:
- 4.1.1 Create a national network for women from Tonga WIMA and women involved in other internationally recognized female Associations in the maritime sector.
  - 4.1.2 Improve levels of competency by focusing on education and knowledge by strengthening educational and training opportunities in Tonga, region and international maritime sector.
  - 4.1.3 Be recognized by PacWIMA with a view of creating mutual support and sustainability.
  - 4.1.4 Establish partnerships with international and regional organizations, such as IMO, SPC, WMU, IMO-IMLI and other government agencies, private companies and regional groups in the implementation of its purpose.
- 4.2 Tonga WIMA's motto is "*Tongan Women, the Best Partners in Maritime*".



## ARTICLE 5: ORGANIZATIONAL STRUCTURE

- 5.1 Tonga WIMA will be comprised of the:
- 5.1.1 Executive Committee;
  - 5.1.2 Individuals, Corporate Bodies and Other Legal Entities in the maritime sector;
  - 5.1.3 Associate Members; and
  - 5.1.4 Life Members.
- 5.2 The Executive Committee shall have the power to appoint Standing Committees or any other Committee deemed necessary and may delegate and assign to such Committees such powers, duties and responsibilities as the Executive Committee shall think fit:
- 5.2.1 Voting members of Standing Committees must be members of Tonga WIMA. The various Standing Committees may co-opt two (2) to three (3) non-members as circumstances require.
  - 5.2.2 Potential members of Standing Committees identified shall be endorsed by the Executive Committee.
  - 5.2.3 There shall be not less than five (5) members on each Standing Committee.
  - 5.2.4 The Standing Committees shall not expend any monies or incur any liabilities:
    - 5.2.4.1 other than in accordance with this Constitution; and
    - 5.2.4.2 Unless approved beforehand by the Executive Committee.
  - 5.2.5 Each Standing Committee shall keep minutes of all meetings and forward the same to the Executive Committee within 2 days of the meeting.
  - 5.2.6 The Executive Committee shall have the power to co-opt or make further appointments to a Standing Committee from time to time.
- 5.3 Communications between members of Tonga WIMA may be sustained through any modes of communication including Telephone, Email and Fax.



## **ARTICLE 6: INITIAL SUBSCRIBERS/MEMBERS**

- 6.1 The initial subscribers and members of the Association who make application for the incorporation of the Association under the terms of the Incorporated Societies Act are:
1. Mrs. Sela Fakapelea
  2. Mrs. Meliame Fusi Kakala
  3. Mrs. Seini Fifita
  4. Mrs. 'Akanesi Vikilani Folau
  5. Mrs. Audrey Laura Pina Liti

## **ARTICLE 7: REPORTING AND ACCOUNTABILITY**

- 7.1 Tonga WIMA's financial year shall be from the 1st day of January to the 31st day of December of each year.
- 7.2 Tonga WIMA shall furnish to PacWIMA an Annual Report on its activities and shall provide data on female seafarers, women in the maritime industry and related information at the request of PacWIMA.

## **ARTICLE 8: REGISTRATION AND MEMBERSHIP**

- 8.1 Registration and membership into Tonga WIMA is open to Individuals and bodies corporate and other legal entities within the maritime sector (**Annex 1 – Annual Membership Application/Renewal Form**).
- 8.2 **Associate Membership.**
- 8.2.1 Individuals and bodies corporate may be associate members of the Association, without voting rights.



8.2.2 Save for a representative from the Maritime Administration, Associate members shall not be eligible to hold a position on the Executive Committee but may become a member of a Standing Committee of Tonga WIMA.

### 8.3 Life Membership

8.3.1 Tonga WIMA may in an Annual General Meeting elect to Life Membership any woman or member who in the opinion of the majority of those members present and voting, has rendered outstanding service to Tonga WIMA and the community.

8.3.2 Life members may attend but shall not be entitled to vote at the Annual General Meetings or Special General Meetings of Tonga WIMA.

8.3.3 Life members shall not be eligible to hold a position on the Executive Committee but may become a member of a Standing Committee of Tonga WIMA.

### 8.5 Individuals

8.5.1 Individuals, bodies corporate and other legal entities within the maritime sector are all eligible for membership of Tonga WIMA.

8.5.2 Members may attend and shall be entitled to vote at the Annual General Meeting or Special general Meetings of Tonga WIMA. Members which are bodies corporate may attend and vote at such meetings by a representative authorised by the body corporate to do so by, for and on behalf of that body.

8.5.3 Individual members and Directors, Officers or Senior Executive Employees of a member which is a body corporate shall be eligible to hold a position on the Executive Committee and may become a member of a Standing Committee of Tonga WIMA.

### 8.6 Subscription

8.6.1 The annual subscription payable to Tonga WIMA shall be as follows:

8.6.1.1 Individual Membership (Individual) – TOP \$5.00

8.6.1.2 Individual Membership (Corporate Body and other Legal Entities) – TOP \$150.00





8.6.1.3 Associate Membership – TOP\$100.00

8.6.2 The annual subscription fee shall be paid by the 31st of January of the year in which it is due.

8.6.3 The amount of subscription fee payable after the first year may be varied by Tonga WIMA at its Annual General Meeting.

## 8.7 **Members Obligations**

8.7.1 Members shall provide data on female seafarers, women in the maritime industry and related information at the request of Tonga WIMA.

8.7.2 Members shall act in good faith and in the best interest of Tonga WIMA.

8.8 The Secretary shall maintain a Membership Register in which is entered the names of the members:

8.8.1 The Membership Register shall be kept with the Secretary and regularly updated on the Tonga WIMA website.

8.8.2 The Membership Register shall have the names of the members entered upon payment of application fee and approval of membership by the Executive Committee.

## **ARTICLE 9: EXECUTIVE COMMITTEE**

9.1 The Executive Committee shall consist of the following and may only be a female:

9.1.1 President;

9.1.2 Vice President;

9.1.3 Treasurer;

9.1.4 Public Relations & Communications Officer;

9.1.5 Secretary;

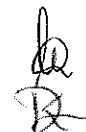
9.1.6 a representative from the Maritime Administration; and



- 9.1.7 1 Member.
- 9.2 Any decisions and acts undertaken by the Executive Committee shall be founded and based on the best interests of Tonga WIMA in line with its purpose and objectives and shall be regarded as acts and decisions of Tonga WIMA.
- 9.3 The Executive Committee will be elected at the Annual General Meeting for a term of 2 years unless the member so elected ceases to be a member or ceases to be a Director, Officer or Senior Executive Employee of a member, or is otherwise removed from office, resigns or dies prior to the expiration of their term.
- 9.4 The Executive Committee shall meet (including through electronic means) at least quarterly and immediately prior to the Annual General Meeting and at such other time as the President shall direct.
- 9.5 The Executive Committee shall at its first meeting following the Annual General Meeting appoint, or confirm the appointment of members of any Standing Committee(s) specified established or to be established under Article 5.2.
- 9.6 In the event that a member of the Executive Committee ceases to be a member of Tonga WIMA or ceases to be a Director, Officer or a Senior Executive Employee of a Member, or is otherwise removed from office, resigns or dies, then the remain members of the Executive Committee shall have the power to co-opt or appoint a member (or a Director, Officer or Senior Executive Employee of a body corporate member) of Tonga WIMA to fill the vacancy, and the person or persons so appointed shall hold office until the next Annual General Meeting at which date shall retire, but shall be eligible for election.
- 9.7 The function and control of the affairs of Tonga WIMA shall be vested in the Executive Committee subject to the provisions of this Constitution and resolutions made at the Annual and Special General Meetings of Tonga WIMA.
- 9.8 The Executive Committee shall have the following powers and shall be accountable to the members for the exercise thereof:



- 9.8.1 Generally to administer and manage the affairs of Tonga WIMA including the appointment of an Auditor who shall be a Chartered Accountant.
- 9.8.2 To implement and administer the programs and objectives of Tonga WIMA.
- 9.8.3 To enter into contracts, agreements and Memoranda of Understanding (MOU) provided that such contracts, agreements and MOUs do not conflict with the provisions of this Constitution.
- 9.8.4 To receive donations and subscriptions (the solicitation of all monies shall not be inconsistent with the provisions of the Constitution).
- 9.8.5 To purchase, acquire or sell in the name of Tonga WIMA any real or personal property and to borrow money upon the security of any property of Tonga WIMA PROVIDED HOWEVER that where the expenditure of funds involved or undertaking exceeds \$10,000.00, the Executive Committee shall consult the members and obtain prior approval by the majority of its members approving such expenditure by majority resolution passed at an Annual General Meeting or Special General Meeting called for this purpose.
- 9.8.6 To expend the funds of Tonga WIMA in a manner as it shall consider most beneficial for the purposes and objectives of Tonga WIMA and in accordance with the provisions of this Constitution.
- 9.8.7 To make provisions for the signing or endorsing of cheques or other negotiable instruments on behalf of Tonga WIMA and to open such accounts as the Executive Committee may think fit.
- 9.8.8 To invest the funds of Tonga WIMA in such securities for the time being authorized by law for the investment of trust funds in Tonga and from time to time vary any such investment.
- 9.8.9 To co-opt from time to time persons with special expertise to serve on the Executive Committee or any Standing Committee upon such conditions as the Executive Committee may determine. Their appointments shall be reviewed annually at the first Executive Committee Meeting following the Annual General Meeting.
- 9.8.10 To undertake appropriate programs, projects and activities which conform to the spirit, aims and objectives of Tonga WIMA.



9.9 The duties of the Executive Committee are to:

- 9.9.1 To act in good faith and in the best interests of Tonga WIMA.
- 9.9.2 Exercise their powers for a proper purpose.
- 9.9.3 Comply with the Incorporated Societies Act and Constitution of Tonga WIMA.
- 9.9.4 Avoid reckless trading by carrying out the business of Tonga WIMA in a manner that does not create a substantial risk of serious loss to Tonga WIMA's creditors.
- 9.9.5 Not agree to Tonga WIMA incurring obligations where there are no reasonable grounds to believe that Tonga WIMA will be able to perform the obligation when required to do so.
- 9.9.6 Refrain from disclosing or making use of information obtained in her capacity as a Member of the Executive Committee other than for the purposes of Tonga WIMA.
- 9.9.7 Exercise reasonable care, diligence and skill.

9.10 In relation to conflict of interest:

- 9.10.1 A member of the Executive Committee must not place herself in a position where their personal interests may conflict with the interest of Tonga WIMA.
- 9.10.2 A member of the Executive Committee who has a continuing conflict of interest of a material nature should consider resignation as a Member of the Executive Committee of Tonga WIMA.
- 9.10.3 A member of the Executive Committee has a duty to disclose any conflict of interest and refrain from participating in the consideration of any matter in which the member has a conflict of interest.
- 9.10.4 A member of the Executive Committee is required to disclose to the Executive Committee any interest in a transaction or proposed transaction with Tonga WIMA from which the Member of the Executive Committee or her parent, sibling, spouse or child will or may derive a material financial benefit.
- 9.10.5 The member of the Executive Committee must disclose the nature and extent of the interest and, if quantifiable, the monetary value.



9.11 A member of the Executive Committee shall not accept a personal commission, gift or profit which arises in connection with her position as a member of the Executive Committee. A member of the Executive Committee must ensure that any such benefit gained through Tonga WIMA activities goes to Tonga WIMA and not to herself.

9.12 In terms of confidentiality:

9.12.1 All matters concerning Tonga WIMA which are not known to the general public are confidential. Members of the Executive Committee must not use the confidential information for their personal advantage.

9.12.2 The rules regarding confidential or insider information also apply after the member of the Executive Committee has either left or been removed as a member of the Executive Committee of Tonga WIMA.

9.12.3 The office of a member of the Executive Committee carries with it both legal and moral responsibilities. The legal responsibilities are addressed in legislation and common law, whereas best practice extends to include moral responsibilities.

#### **ARTICLE 10: EXECUTIVE COMMITTEE POSITION DESCRIPTION**

*Clause 10.1 – 10.6 is not exhaustive. The detailed descriptions of the Executive Committee's responsibilities and functions are listed in Annex 2.*

10.1 **The President:**

10.1.1 The President of Tonga WIMA will preside over all Executive, Annual General Meetings and Special General Meeting when present and shall be an ex-officio member of all Standing Committees and shall have general and active management responsibilities and shall see that all resolutions of the Executive Committee are carried into effect.

10.1.2 Shall be the official spokesperson of Tonga WIMA and in performing this role will be responsible for creating, communicating, and implementing Tonga WIMA's purpose, objective, and overall direction.



- 10.1.3 Will be responsible for leading, guiding, directing, and evaluating the work of members of the Executive Committee.
- 10.1.4 Shall be responsible for reviewing and implementing strategies and contributing to the development and review of Tonga WIMA's Strategies and Constitution, in consultation with the Executive Committee and members.
- 10.1.5 Shall be responsible for ensuring the general health, effectiveness and productivity of Tonga WIMA.
- 10.1.6 Shall communicate with international, regional and national organizations to maintain support to Tonga WIMA.

10.2 **The Vice President:**

- 10.2.1 Shall assist the President in the general running of Tonga WIMA and oversee matters in the Presidents absence.
- 10.2.2 The Vice President may be called upon to perform other duties or responsibilities on instruction from the President.
- 10.2.3 Monitoring and evaluation of the progress of Tonga WIMA's work plan.
- 10.2.4 Monitoring the progress and performance of projects and provide Tonga WIMA with status reports reflecting this progression.
- 10.2.5 Shall automatically assume the office of the President if the latter office, for any reason, should become vacant.

10.3 **The Treasurer:**

- 10.3.1 Shall keep all records, including financial, of Tonga WIMA and shall be responsible for their correctness.
- 10.3.2 The Treasurer shall have the following powers and perform the following duties:
  - 10.3.2.1 The Treasurer shall chair the Standing Committee pertaining to Finance;
  - 10.3.2.2 presentation of a financial report at each meeting of the Executive Committee;



- 10.3.2.3 arrangement of yearly audit of the accounts of Tonga WIMA;
- 10.3.2.4 preparation and presentation of the Annual Budget and Financial Report at the Annual General Meeting;
- 10.3.2.5 organizing and leading fundraising activities as directed by the Executive Committee;
- 10.3.2.6 articulating the financial needs of Tonga WIMA;
- 10.3.2.7 ensuring proper accounting records are maintained; and
- 10.3.2.8 Promptly notifying the President and Executive Committee of any irregularity in Tonga WIMA's accounts.

10.3.3 The Treasurer shall perform such other duties and exercise such powers as may be delegated, from time to time, assigned to her by the President.

**10.4 The Secretary:**

- 10.4.1 Shall be responsible for recording the minutes of all Annual and Special General Meetings of Tonga WIMA and any Meetings of the Executive Committee. The recorded minutes must be sent to all members of Tonga WIMA.
- 10.4.2 Prepare the agendas for all Annual or Special General Meeting and Executive Committee meetings after consolidating with members of the Executive Committee.
- 10.4.3 Send notices to the members concerning meetings as instructed by the President. The Secretary is responsible for sending any other notices which may be required by the President.

**10.5 The Public Relations & Communications Officer:**

- 10.5.1 Shall be responsible for monitoring the public image of Tonga WIMA and dealing with enquiries from the public, the press, and related organizations.
- 10.5.2 Provide information about new promotional opportunities and current PR campaigns progress.



10.5.3 Update and maintain Tonga WIMA's contact details on all relevant media platforms.

10.5.4 Designing, writing and/or producing presentations, press releases, articles, leaflets, 'in-house' journals, reports, publicity brochures, information for web sites and promotional videos.

10.6 **The One (1) Member:**

10.6.1 Shall be responsible for developing, coordinating and administering programs within the area of sustainability of Tonga WIMA.

10.6.2 Will be responsible for encouraging and facilitating sustainability programs initiated by members of Tonga WIMA.

10.6.3 Shall foster and coordinate new ideas and concepts for sustainability programming themes and identify materials and resources to supplement, expand or replace existing sustainability programming.

10.6.4 Shall be co-opted by the President, Vice President, Treasurer, Public Relations & Communications Officer and Secretary to assist with their functions.

**ARTICLE 11: ELECTIONS**

11.1 Save for the position of the representative from the Maritime Administration, only individual members or persons who are Directors, Officers or Senior Executive Employees of bodies corporate which are members are qualified to be elected as a member of the Executive Committee.

11.2 The elections for the Executive Committee of Tonga WIMA shall be conducted in the following manner:

11.2.1 The Secretary shall receive and process all nominations;





- 11.2.2 The Executive Committee shall be nominated by Members of Tonga WIMA.
- 11.2.3 The prescribed nomination form (**Annex 3**) for elections must be signed by the nominee and one other member of Tonga WIMA (one nominating member and one seconding member)
- 11.2.4 The membership of a nominee must be valid for the preceding year prior to elections and during the year of the elections.
- 11.2.5 The prescribed nomination form (s) shall reach the Coordinator thirty (30) days before the Annual General Meeting.
- 11.2.6 The Executive Committee shall appoint scrutineers who are members of Tonga WIMA but have not been currently nominated for election to the Executive Committee.
- 11.2.7 Voting for the Executive Committee shall be by secret ballot at the Annual General Meeting.
- 11.2.8 Members who cannot attend the Annual General Meeting must notify the Coordinator at least 10 days prior to Meeting and fill in the Proxy Vote Form (**Annex 4**) authorizing another member in good standing of Tonga WIMA (which may include a Director, Officer or Senior Executive Employee of a body corporate member in good standing) to cast their vote.
- Body Corporate members shall also notify the Coordinator in writing (which may include electronic communication) at least 10 days prior to the meeting, of the name of the person who will represent that member at the meeting and be entitled to cast that member's vote.
- 11.2.9 The results of the elections for the Executive Committee shall be announced during the Annual General Meeting.
- 11.2.10 Where there is a tie between two nominees, the President shall have a second casting vote. In the event the President or the Vice President is one of the nominees, then the Treasurer shall have a second casting vote.
- 11.2 The rules regarding nomination above do not apply to the election of the initial Executive Committee of Tonga WIMA.



## ARTICLE 12: TERMINATION OF MEMBERSHIP

- 12.1 Any member of Tonga WIMA may resign their membership in writing by giving the Secretary of Tonga WIMA written notice to that effect.
- 12.2 The Executive Committee may by resolution passed at an Annual General Meeting terminate or suspend the membership of any member, if their conduct is:
- 12.2.1 Prejudicial to the interests and objectives of Tonga WIMA; and
  - 12.2.2 Not in accordance with the purpose and objectives of Tonga WIMA.
- 12.3 Prior to the termination / removal from office or suspension of membership, the member shall have the right to hear the reasons for termination or suspension of their membership or removal from office. The member will be given the opportunity to be heard by the Executive Committee at a hearing prior to the Annual General Meeting before the matter is voted on:
- 12.3.1 A meeting will be held for the member to hear reasons for termination or suspension of their membership within 10 working days of notification of the termination or suspension.
  - 12.3.2 At the meeting, the Executive Committee shall explain to the member the reasons for their termination or suspension.
  - 12.3.3 The member must be given the opportunity to answer any allegations which have been made against him or her.
  - 12.3.4 The member must be given the opportunity to ask any questions, present evidence and call on any relevant witnesses to the meeting.
  - 12.3.5 If any witnesses have been called upon, the member must be given advance notice, within 5 working days, before the meeting to the Executive Committee of his or her intention to do this.



- 12.4 Membership will be terminated and / or a member will be removed from office or suspended if no less than 33 percent (1/3) of the quorum are present at the Annual General Meeting, vote in support of the termination of membership or removal from office or suspension.
- 12.5 If a member is of the opinion that their termination / removal from office or suspension was unfair they will have the right to appeal to an independent arbitrator appointed within 10 working days of the Appeal being lodged to the Executive Committee, by mutual agreement between the member and Tonga WIMA:
- 12.5.1 The Appeal hearing must be held within 5 working days of the appointment of the independent arbitrator.
  - 12.5.2 The independent arbitrator must not have been involved in the process prior to the Executive Committee's decisions being made or party to making the decision.
  - 12.5.3 The mutually nominated independent arbitrator must ensure that s/he receives the minutes of the prior meetings or hearings relevant to the decision. S/he must inform both the member and the Executive Committee of the date and time of the Appeal Hearing.
  - 12.5.4 The member may request to be assisted by a representative, who shall be a fellow member, at the Appeal Hearing and an interpreter (as applicable).
  - 12.5.5 The member must provide the Executive Committee and the independent arbitrator with advance notice that they will have assistance.
  - 12.5.6 At the Appeal Hearing, the independent arbitrator must consider the grounds of appeal, the circumstances, new evidence or witness testimony and assess whether such process was conducted in a procedurally fair manner and whether a substantially fair decision was made.
  - 12.5.7 The independent arbitrator shall inform the Executive Committee of the decision within 5 working days of the Appeal Hearing and the decision shall be final.
- 12.6 The mode of hearing the appeal may be by way of video conferencing, Skype or other similar mode if the parties are limited by physical distance.



## ARTICLE 13: MEETINGS

### 13.1 Annual General Meeting

- 13.1.1 Tonga WIMA shall be controlled by the Executive Committee and its members in the Annual General Meeting called by the Executive Committee.
- 13.1.2 There shall be at least one (1) Annual General Meeting once every year at a time and place to be notified by the Executive Committee.
- 13.1.3 The time, place and agenda of the Annual General Meeting in the form of written notice, communicated by way of email, post and fax or in person, will be sent to all members, at least 14 days in advance, by the Secretary of Tonga WIMA.
- 13.1.4 The Annual Report and Audited Financial Reports shall be circulated to the members two weeks prior to the Annual General Meeting. At the Annual General Meeting, the following business shall be transacted:
- 13.1.4.1 Receive and consider the Annual Report of the Executive Committee and Tonga WIMA.
  - 13.1.4.2 Receive and consider the audited Annual Financial Report from the Treasurer.
  - 13.1.4.3 The appointment of an Auditor, who shall be a Chartered Accountant.
  - 13.1.4.4 The consideration of such other business as may be accepted by permission of the majority of members present and with power to vote at the Annual General Meeting.
  - 13.1.4.5 The membership of any new members to Tonga WIMA must be confirmed or rejected by the members at the start of the Annual General Meeting.
  - 13.1.4.6 Any motion raised by a member must be transmitted to the Secretary at least ten (10) working days before the Annual General Meeting. Any such motion will be circulated to the members of Tonga WIMA at least five (5) working days before the Annual General Meeting by the Secretary.



- 13.1.5 The President of Tonga WIMA will chair the Annual General Meeting.
- 13.1.6 If the President is unable to chair the Annual General Meeting, then the Vice President will chair the Annual General Meeting.
- 13.1.7 If both the President and the Vice President are unable to chair the Annual General Meeting, then members of the Executive Committee will elect a member of the Executive Committee to chair the meeting.
- 13.1.8 The President, on discussion with Executive Committee, may invite observers to attend the Annual General Meeting.

### 13.2 Special General Meeting

- 13.2.1 A Special General Meeting of Tonga WIMA may be held at any time that the Executive Committee may appoint.
- 13.2.2 A Special General Meeting to be convened by the Executive Committee may be requested by 33% of the Members of Tonga WIMA. The request must be in writing and the purpose of the Special General Meeting must be outlined in the request to be submitted to the Secretary. Upon receipt of a signed request, the President shall instruct the Secretary to call such a meeting within five (5) working days of the Secretary receiving the request. The business to be dealt with at such a meeting shall be limited to the matters stated in the request and notice of such meeting shall be sent to all members five (5) working days prior to the holding of the Special General Meeting.

### 13.3 Quorum

- 13.3.1 The quorum at the Annual and Special General Meetings of Tonga WIMA shall consist of 50% of the Members.
- 13.3.2 The quorum for other meetings shall be as follows:
- 13.3.2.1 Executive Committee: 5 members of the Executive Committee;
  - 13.3.2.2 Standing Committee: 50 per cent of the members.



- 13.3.3 No business may be conducted at an Annual or Special General Meeting unless a quorum of members is present when the meeting proceeds to business.
- 13.3.4 If a quorum is not present within 30 minutes after the time fixed for an Annual General Meeting or Special General Meeting called on the request of members of the Executive Committee or Tonga WIMA, the meeting lapses.
- 13.3.5 If a quorum is not present within 30 minutes after the time fixed for an Annual General Meeting or Special General Meeting called other than on the request of members of the Executive Committee or Tonga WIMA, the meeting is to be adjourned to:
- 13.3.5.1 The same day, time and place in the next week; or
  - 13.3.5.2 A day, time and place decided by the Executive Committee.
- 13.3.6 If at an adjourned meeting, a quorum is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- 13.3.7 The President may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 13.3.8 If a meeting is adjourned, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 13.3.9 The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 10 working days.
- 13.3.10 If a meeting is adjourned for at least 10 working days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- 13.3.11 In this rule: - "member" includes a person attending as a proxy that is a member.

#### 13.4 **Voting at Annual and Special General Meetings**

- 13.4.1 Decision-making shall be by consensus except where a secret ballot is called for by this Constitution.
- 13.4.2 The method of voting at all meetings of Tonga WIMA shall be on the voices or show of hands unless a secret ballot is requested by a member present and voting.



- 13.4.3 A Member who is entitled to vote at an Annual General Meeting or Special General Meeting may vote in person or by proxy. Every person present who is an Individual Member or a representative of an Individual Member shall have one vote and in secret ballot, every Individual Member present in person or by proxy shall have one vote:
- 13.4.3.1 The instrument appointing a proxy (**Annex 4**) shall be in writing, in the form under the hand of the appointer. A proxy must be a voting member of Tonga WIMA. The instrument appointing a proxy shall be deemed to confer authority to cast a vote.
  - 13.4.3.2 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in accordance with **Annex 4**.
  - 13.4.3.3 The instrument appointing a proxy shall be deposited with the Secretary at least ten (10) days prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposed to vote by proxy and will be verified with the scrutineers prior to the voting;
- 13.4.4 A matter will be decided upon if a majority of votes cast by the Individual Members of Tonga WIMA are in favor of the matter.
- 13.4.5 In the case where equal votes have been cast, then the individual chairing the meeting will, only for the purpose of breaking the deadlock, be given a second casting vote.
- 13.5 Any member of Tonga WIMA can request to see the records of Tonga WIMA at any time provided that ten (10) days' notice has been given to the Executive Committee. The records include the Minutes of the Meetings and Financial records.
- 13.6 The Minutes of the proceedings of every Executive Committee meeting shall be taken and circulated to each member by email or printed.



## ARTICLE 14: AMENDMENTS TO THE CONSTITUTION

- 14.1 The Provisions of the Tonga WIMA Constitution can be amended by vote at an Annual General Meeting.
- 14.2 All members must be notified at least 10 working days before the Annual General Meeting at which there will be a motion to amend the Constitution.
- 14.3 Valid reasons must be submitted in writing to all members of Tonga WIMA explaining the purpose of amending provisions of the Constitution.
- 14.4 The Constitution may be amended by no less than two thirds (2/3) of the votes cast by members of Tonga WIMA in good standing and in attendance at the Annual General Meeting.

## ARTICLE 15: CONTRIBUTION & FINANCIAL AFFAIRS

- 15.1 Any additional fund required for special purposes may only be raised from members with the consent at the Annual General Meeting or Special General Meeting.
- 15.2 Tonga WIMA may accept subscriptions, donations, gifts and endowments and to make drives for funds by way of appeals to the public and promoting events and other forms of entertainments subject to approval from the relevant authorities.
- 15.3 Any contributions and / or gifts shall be the property of Tonga WIMA.
- 15.4 **Financial Affairs**
- 15.4.1 The Executive Committee shall have control of the financial affairs of Tonga WIMA and shall work with the Auditor appointed at the Annual General Meeting.
- 15.4.2 Savings Bank Cheque Account shall be operated in the name of Tonga WIMA. The payment of all sums over \$100.00 shall be made by cheque. All cheques shall be





signed by three signatories one of whom is the Treasurer and two other Executive Members chosen for this purpose.

15.4.3 A Petty Cash Funds of \$100.00 should be made available for all other minor expenses/payments and under the responsibility of the Treasurer and to be reimbursed accordingly.

15.4.4 All payments received shall be receipted and deposited in Tonga WIMA's bank account within three (3) days.

15.4.5 A Financial Statement shall be prepared at the end of each financial year showing all receipts and expenditures of Tonga WIMA and a general statement of the funds and effects and liabilities and assets of Tonga WIMA (and any other financial information which may be required by law). Before the Annual Financial Statement is presented at the Annual General Meeting, it shall be signed by the party preparing the Statement and the President and the Treasurer.

#### **ARTICLE 16: INTERPRETATION**

16.1 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Executive Committee shall have power to use its own discretion.

16.2 The decision of the Executive Committee shall be final unless it is reversed at the Annual General Meeting.

#### **ARTICLE 17: DISSOLUTION**

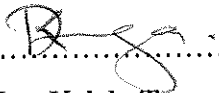
17.1 Tonga WIMA may discontinue its operations, settle its affairs, and voluntarily dissolve upon the affirmative vote of not less than two thirds (2/3) of the votes entitled to be cast by its members present in person or by proxy at the Annual or Special General Meeting.

17.2 Tonga WIMA shall designate a committee of three of its members, who shall on behalf of Tonga WIMA and within the time fixed in their designation, or any extension thereof, liquidate Tonga WIMA's assets, pay its debts and expenses.



17.3 The Treasurer shall be involved in the dissolution and winding up of Tonga WIMA.

**THIS CONSTITUTION WAS ADOPTED BY TONGA WIMA ON 21<sup>st</sup> APRIL 2017**



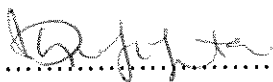
.....  
**NAME: Mrs. Kelela Tonga**

**PRESIDENT**



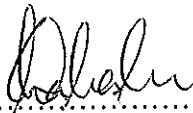
.....  
**NAME: Mrs. Sela Potesia Fakapelea**

**VICE PRESIDENT**



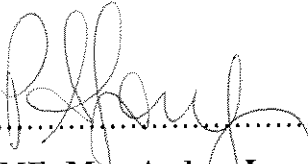
.....  
**NAME: Miss Seini Fifita**

**TREASURER**



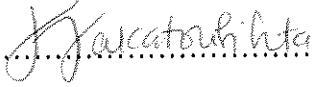
.....  
**NAME: Mrs. Meliame Fusi Kakala**

**PUBLIC RELATIONS & COMMUNICATIONS OFFICER**



.....  
**NAME: Mrs. Audrey Laura Pina Liti**

**SECRETARY**



.....  
**NAME: Mrs. Lavinia Fakatoufifita**

**MEMBER**

(Insert Tonga WIMA logo)

**TONGA WOMEN IN MARITIME ASSOCIATION**  
**Annual Membership Application / Renewal Form**

To: The Chairperson, Tonga Women in Maritime Association      Date:

From:

Re: Application for Membership of Tonga WIMA

I wish to apply for membership of the Tonga Women in Maritime Association for the year 20\_\_.

I agree with the objectives of Tonga WIMA and anticipate the activities and programs that the Executive Committee will devise this year.

Please keep me informed of upcoming activities and opportunities for participation in the Standing Committees.

Find below my completed form and my  TOP \$5.00 (Individual)  TOP \$150.00 (Corporate Entity)  TOP \$100.00 Associate Member annual subscription enclosed.

Signature:

<b>Year first joined Tonga WIMA</b>			
<b>Firm/Organization/Employer</b>			
<b>Office Address</b>			
<b>Postal Address</b>			
<b>Telephone</b>	<b>Mobile</b>		<b>Fax:</b>
<b>Email</b>			
<b>Areas of interest/expertise</b>			
<b>Activities/Programs that you would like Tonga WIMA to organize (if not already)</b>			
<b>Which Tonga WIMA activities would you be interested in being involved with?</b>			
<b>In what capacity (Standing Committee member; occasional Volunteer)</b>			
<b>I prefer to receive Tonga WIMA notices and the e-newsletter by:</b>	<input type="checkbox"/> Email	<input type="checkbox"/> Fax	<input type="checkbox"/> Post

(INSERT Tonga WIMA LOGO)

# **EXECUTIVE COMMITTEE POSITION DESCRIPTION**

## 1. **PRESIDENT**

The responsibilities of the **President** include the following:

- a. Presiding over all Executive, Special and Annual General Meetings when present and shall be an ex-officio member of all Standing Committees and shall have general and active management responsibilities and shall see that all resolutions of the Executive Committee are carried into effect.
- b. Being the official spokesperson of Tonga WIMA and in performing this role will be responsible for creating, communicating, and implementing Tonga WIMA's purpose, objective, and overall direction.
- c. Leading, guiding, directing, and evaluating the work of members of the Executive Committee.
- d. Shall have the authority to fill vacant Executive Committee positions by appointment. Appointments into vacant positions shall be reviewed by members of the Executive Committee.
- e. Shall be responsible for calling meetings of the organization.
- f. May select the matters to be addressed and/ discussed in the next Annual General Meeting Agenda.
- g. Shall delegate event-planning responsibilities to the Executive Committee members or members and determine what events will be sponsored each year. Events selected to be sponsored may be reviewed by members of the Executive Committee.
- h. Implementing the work plan that guides the direction of Tonga WIMA.
- i. Overseeing the complete operation of Tonga WIMA in accordance with the direction established in its objectives and purpose.
- j. Maintaining awareness of Tonga WIMA in the international Maritime Sector, opportunities for expansion and ensuring that Tonga WIMA's purpose and objectives reflect new industry developments and standards.
- k. Responsible for ensuring the general health, effectiveness and productivity of the organization.
- l. Contributing to the development and review of Tonga WIMAs Strategies and Constitution, in consultation with the Executive Committee and members.

- m. Providing information and advice to Tonga WIMA on legislative provisions which may affect the Executive Committees powers, operations and responsibilities.
- n. Guiding policy development aimed at ensuring that the members of Tonga WIMA fulfill their commitments.
- o. Encouraging the members and the Executive Committee of Tonga WIMA to be credible and accountable in completing all tasks and responsibilities in their respective roles.
- p. Leading development of Tonga WIMA's policy and advocacy strategies.
- q. Monitoring any developments in international maritime policy and provide regular updates to support Tonga WIMA's members to engage with major maritime issues effecting the role of women in maritime education and training and nondiscrimination programs.
- r. Responding to external policy developments and opportunities relating to the purpose and objectives of Tonga WIMA.
- s. Coordinating the elections, announcing the new Executive Committee Bi-annually.
- t. Contributing to the development of strategies which will enable the Tonga WIMA to be adequately resourced to undertake appropriate roles and responsibilities and to deliver efficient and effective services to its members and others involved in the Maritime Sector.
- u. Assisting in the progression of enhanced relationships between the Tonga WIMA and other organizations within the Maritime Sector.
- v. Providing timely and accurate advice and information to Tonga WIMA.
- w. Undertaking research and assisting in the preparation of responses, submissions and reports on matters relating to matters of Tonga WIMA.
- x. Contributing to the coordination of major events and conferences held by Tonga WIMA.
- y. Monitoring and evaluating program effectiveness, document performance trends, and recommend and implement modifications to improve program effectiveness.
- z. Attending professional meetings as appropriate; interface with external organizations in the maritime sector to ensure cooperative efforts are enhanced and available resources are utilized.

- aa. Assisting with the development of papers, briefings, reports or project briefs.
- bb. Communicating with international, regional and national organizations to maintain support to Tonga WIMA.

## **2. VICE PRESIDENT**

The responsibilities of the **Vice President** shall include the following:

- a. Assisting in carrying out the duties of the President as may be required by the President.
- b. Assisting the President in the general running of Tonga WIMA and oversee matters in the Presidents absence.
- c. Presiding at any Executive, Special or Annual General Meeting where the President is absent.
- d. Automatically assuming the office of the President if the latter office, for any reason, should become vacant.
- e. Shall have the responsibility to review the state of the physical facility and property held by Tonga WIMA for its use and to determine any existing needs, maintenance, development and any other aspects concerned with any facility and any property.
- f. Managing project deliverables in line with the work plan.
- g. Ensuring that the project is delivered on time, to budget and to the required quality standard.
- h. Monitoring the progress and performance of any projects and provide Tonga WIMA with status reports reflecting this progression.
- i. Managing, allocating and utilizing resources in an efficient manner and maintaining a co-operative, motivated and successful team.
- j. Managing co-ordination of the partners and working groups engaged in project work.
- k. Soliciting members of Tonga WIMA to serve in a Committee.
- l. Monitoring and evaluation of the progress of Tonga WIMA's work plan.

## **3. TREASURER**

- a. Keeping all records, including financial, of Tonga WIMA and shall be responsible for its correctness.
- b. The Treasurer shall have the following powers and perform the following duties:



- i. The Treasurer shall chair the Standing Committee pertaining to Finance;
  - ii. presentation of a financial report at each meeting of the Executive Committee;
  - iii. arrangement of yearly audit of the accounts of Tonga WIMA;
  - iv. preparation and presentation of the Annual Budget and Financial Report at the Annual General Meeting;
  - v. organizing and leading fundraising activities as directed by the Executive Committee;
  - vi. articulating the financial needs of Tonga WIMA;
  - vii. ensuring proper accounting records are maintained; and
  - viii. promptly notifying the President and Executive Committee of any irregularity in Tonga WIMA's accounts.
- c. Keeping all funds and collecting and disbursing all moneys on behalf of Tonga WIMA and keeping an accurate account of all monetary transactions and shall be responsible for their correctness.
  - d. Keeping record of any sponsorships and other financial support received by Tonga WIMA.
  - e. Maintaining all bank records and reporting the bank finances of Tonga WIMA to the Executive Committee as directed.
  - f. The Treasurer shall perform such other duties and exercise such powers as may be delegated, from time to time, assigned to her by the President.

#### 4. **PUBLIC RELATIONS & COMMUNICATIONS OFFICER**

The responsibilities of the **Public Relations & Communications Officer** shall include:

- a. Being responsible for monitoring the public image of Tonga WIMA and dealing with enquiries from the public, the press, and related organizations.
- b. Providing clients with information about new promotional opportunities and current PR campaigns progress.
- c. Updating and maintaining the Tonga WIMA's contact details on all relevant media platforms.
- d. Analyzing media coverage of the Tonga WIMA.
- e. Commissioning or undertaking relevant market research.
- f. Designing, writing and/or producing presentations, press releases, articles, leaflets, 'in-house' journals, reports, publicity brochures, information for web sites and promotional videos.

- g. Planning and organizing events hosted by the Tonga WIMA and ensure that they are well planned and efficiently run.
- h. Planning the theme, time, date and venue for the event and consult this information to the Secretary, as the Secretary need to ensure that all interested persons, organizations and members of Tonga WIMA have received invitations and are aware of the event.
- i. Selecting the entertainment and food to be served at the event once the venue for the event has been established.
- j. Negotiating the type and costs of services to be provided, in line with a budget, to be consulted with the Secretary.
- k. Setting up registration tables for conferences as well as meeting rooms, reception areas and meals.
- l. Finding solutions to any problems that arise concerning services or programs provided.
- m. Ensuring that any equipment and technology is set up properly for a formal presentation to be delivered by Tonga WIMA.
- n. Soliciting and invite members to be serve on a Committee and assist with upcoming events.

## **5. SECRETARY**

The responsibilities of the **Secretary** shall include:

- a. Recording the minutes of all Annual and Special General Meetings of Tonga WIMA and Meetings of the Executive Committee. The recorded minutes must be sent to all members of Tonga WIMA.
- b. Maintaining a file of such minutes, as approved by Tonga WIMA members, in good order and for transfer to the next elected Secretary for continuity of the affairs of Tonga WIMA.
- c. Keeping minutes of all Annual, Special and Executive Committee meetings and shall maintain an up-to-date Register of Members at all times.
- d. Preparing the agendas for all Annual or Special General Meeting and Executive Committee meetings after consolidating with members of the Executive Committee.

- e. Sending notices to the members concerning meetings as instructed by the President. The Secretary is responsible for sending any other notices which may be required by Tonga WIMA.
- f. Maintaining copies of the Constitution and amendments thereto with appropriate dates, the reports of Committees, and other relevant documentation of Tonga WIMA. These files must be retained in good order by the Secretary until the election of the new Secretary is made.
- g. If the Secretary is unable to attend an Annual or Special General Meeting or the Executive Committee Meeting, the Executive Committee may appoint an Acting Secretary for that meeting and the Acting Secretary must assume all responsibilities of the Secretary for the purpose of the Meeting held.

**6. 1 MEMBER**

The Responsibilities of the **1 Member** shall include:

- a. Developing, coordinating and administrating programs within the area of sustainability of Tonga WIMA.
- b. Being responsible for encouraging and facilitating sustainability programs initiated by members of Tonga WIMA.
- c. Fostering and coordinating new ideas and concepts for sustainability programming themes and identify materials and resources to supplement, expand or replace existing sustainability programming.
- d. Shall be co-opted by the President, Vice President, Treasurer, Public Relations & Communications Officer and Secretary to assist with their functions.

(Insert Tonga WIMA logo)

**TONGA WOMEN IN MARITIME ASSOCIATION**

Nomination for \_\_\_\_\_ (state position)

*Nominating Member*

Tonga Women in Maritime Association

I,.....of  
....., being a member of the  
above named Association, hereby nominate

.....of  
.....,to the position of  
\_\_\_\_\_ (state position) of the Association for the period 20\_\_–20\_\_.

Signed this .....day of ....., 20.....

Signature .....

*Seconding Member*

Tonga Women in Maritime Association

I,..... of  
....., being a member of the  
above named Association, hereby second the nomination of

.....of  
.....to the position of  
\_\_\_\_\_ (state position) of the Association for the period 20\_\_–20\_\_.

Signed this .....day of ....., 20.....

Signature .....

(Insert Tonga WIMA logo)

**TONGA WOMEN IN MARITIME ASSOCIATION**

**Proxy Form**

Tonga Women in Maritime Association

I,..... of  
....., being a member of the  
above named Association, hereby appoint

.....of  
.....,as my proxy vote to  
vote for me on my behalf at the Annual/Special General Meeting of Tonga WIMA, to be held on  
the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment thereof.

Signed this .....day of ....., 20.....

Signature .....