

KINGDOM OF TONGA  
THE INCORPORATED SOCIETIES ACT 1984  
(Cap. 28)

**THE CONSTITUTION AND RULES**  
**of**  
**THE TONGA CHAMBER OF COMMERCE AND INDUSTRY**  
**INCORPORATED**

**1. NAME**

THE NAME OF THE ASSOCIATION IS THE TONGA CHAMBER OF COMMERCE AND INDUSTRY INCORPORATED.

**2. THE CHAMBER**

The Tonga Chamber of Commerce and Industry Incorporated (hereinafter referred to as the Chamber) is an association of business and professional persons and corporations associated for the purpose of carrying out the objects and duties hereinafter set forth.

The Chamber shall conduct itself as a non profit organization, with no dividends or monetary profits being declared or paid to any member thereof.

**3. OFFICE**

The registered office of the Chamber is situated at the FWC Building, Salote Road, Fasi-Moe-Afi, Nuku'alofa.

OR at such other place as the Chamber shall from time to time determine and notify to the Registrar of Incorporated Societies.

**4. OBJECTS**

- a) To promote, protect, encourage, assist, and advance the trade, commerce, industry and professions throughout the Kingdom of Tonga.
- b) To promote Legislative, Administrative and other measures directly or indirectly benefiting such trade, industry, commerce and professions and to oppose such measures adversely affecting same.
- c) To collect and disseminate statistical and other information relating to trade, commerce and industry.
- d) To procure the removal or redress of all hindrances and grievances affecting directly or indirectly such trade, commerce, industry and professions.
- e) To develop the general public interest in the Chamber by diffusing information on all matters pertaining to the Chamber's activities and by publishing and circulating notices, papers and circulars as may be deemed necessary for this purpose.
- f) To co-operate and/or affiliate with any Society, Club or Association having similar objects either wholly or in part and to join co-operate with or subscribe to the funds of any Society, Club or Association for the purpose of better attaining or otherwise furthering the objects and interests of the Chamber or the members thereof.
- g) To undertake by arbitration the settlement of disputes arising out of trade, commerce, industry and professions.
- h) To promote and encourage the private sector to develop a market driven economy and to solicit the necessary co-operation, assistance and incentives from Government.

- i) To create a desirable commercial and industrial environment for Tongan citizens, in which freedom of enterprise can best flourish and thereby allow corporate and individual talents to contribute to the economic, social and cultural development at Tonga.

In pursuing the objects stated herein, the Chamber shall be non-partisan, non-sectional, and shall take no part in, nor lend its influence to, the election or appointment of any candidate for government office, other than providing educational forums for such purposes at the Chamber's discretion.

## 5. MEMBERSHIP

The number of members is unlimited.

- a) Membership is open to any bona fide business or professional person or corporate body engaged in commerce, trade, industry or any profession in the Kingdom of Tonga.
- b) A candidate for membership shall make application in writing signed by the applicant and provide its Taxpayer Identification Number (TIN) and attach a copy of its current Business license or in case of affiliate member a copy of evidence confirming the formation of association for the consideration of the Council. Membership is limited to one membership per TIN number, irrespective of the number of business activities the member is engaged in. Where the applicant is a corporate body or affiliated member the name of the person who is authorized to represent and vote on behalf of such candidate shall also be stated and such person shall remain so authorized until the Chamber is given notice in writing of the termination of his or her authority and the appointment of a person in his or her place.
- c) Applications for membership shall be brought before the Council at its next meeting and the candidate may thereupon be elected to membership on obtaining a majority vote of those members present.
- d) Notwithstanding anything contained in the foregoing paragraphs the Council may at its discretion admit as associate members persons or corporations engaged in business but who are not eligible for membership under the foregoing paragraphs. They shall be entitled to attend or be represented at General meetings of the Chamber and any conference of the Chamber, which members are entitled to attend but shall not be entitled to vote at any meeting of the Chamber or be eligible for any Office in the Chamber.
- e) The Council may at its discretion admit as a group member persons or corporations engaged in more than one business providing the persons or corporations own more than 50% of shares of each business and are directly engaged in managing all the businesses that are considered for group membership. A group member shall be entitled to a number of votes equal to the number of businesses under group membership.
- f) The Council may at its discretion admit as an affiliate member trade and other associations whose members are engaged in business or the promotion of business in Tonga. The affiliate member will be represented by one individual who has been nominated by the association and is entitled to one vote.
- g)
  - (i) A candidate for membership who has never previously been a member of the Chamber may, at its option and upon approval of its membership by the Council, hold the status of an introductory member in the Chamber for a period of one (1) year and pay a membership fee of \$25 for that year. Introductory members shall be required to produce only a Tongan National Identity Card or Business License with their application for introductory membership in the Chamber.
  - (ii) Introductory members in good standing shall be entitled to attend all member meetings of the Chamber but shall have no voting rights.
  - (iii) Introductory members who are in good standing at the end of the one (1) year introductory period shall elect to either (a) terminate their membership with the Chamber or (b) convert to a full member of the Chamber in which case the introductory member shall provide its Taxpayer Identification number and a copy of its current Business License in accordance with clause 5(b) and shall, upon approval of its status as a full

member by the Council, be liable for payment of membership subscriptions in accordance with clause 6.

## **6. SUBSCRIPTIONS**

- a) The Annual subscription payable by members shall be recommended by the council to the Annual General Meeting and shall be fixed at that meeting. If the subscription is not be fixed by the Annual General Meeting it shall be the same as the previous year.
- b) Notwithstanding anything herein contained the Council shall have the power to remit, suspend or postpone payment of the Annual subscription or part thereof payable by any member.
- c) The Annual subscription shall cover the period from the 1<sup>st</sup> day of January to the 31<sup>st</sup> December in each year and shall be payable in advance. In the case of any member whose subscription is in arrears and unpaid for more than three months the Secretary shall cause to be sent to the last address of the member, a notice requiring payment within one month and failing such payment the member shall ipso facto cease to be a member and shall be so advised in writing by the Secretary. Such member may be reinstated by a resolution of the Council upon payment of all arrears.
- d) A six (6) month pro rata subscription is allowed for new members (excluding introductory members) whose membership applications are approved by the Council after June 30 in each calendar year.

## **7. CESSATION OF MEMBERSHIP**

- a) Any member desiring to resign shall notify such desire to the Secretary in writing and the same shall be considered at the first meeting of the Chamber thereafter. All subscriptions due by him or her shall be paid unless the same be remitted by resolution of the Council.
- b) If the conduct of any member is such as to endanger the character, good order or welfare of the Chamber, the Council may be called to consider the expulsion of such member. In the event of a resolution to expel the member being supported at the meeting by a majority of members present at the meeting of Council the member shall thereupon cease to be a member of the Chamber and to have no claims to its property but he or she shall remain liable for all subscriptions in arrears of other monies due to the Chamber.

## **8. COUNCIL**

- a) The governance of the Chamber shall be vested in a sixteen (16) member Council who shall be comprised of persons holding the following positions:
  - (i) President
  - (ii) Vice President
  - (iii) Immediate Past President (1 year term)
  - (iv) Secretary
  - (v) Assistant Secretary
  - (vi) Treasurer
  - (vii) Assistant Treasurer
  - (viii) Councillor (4 persons)
  - (ix) Affiliate Councillor (4 persons)
  - (x) Legal Advisor (non-voting)
- b) The Council shall meet quarterly for the dispatch of business and shall make such rules regulating the conduct of its meetings and transacting Chamber's business as in its sole discretion it deems advisable.
- c) Except for the Immediate Past President who shall hold office as a member of the Council for one year as of right and the Affiliate Councillors, eleven (11) Council members shall be elected by the members at each Annual General Meeting to the positions referred to in paragraph 8(a).

- d) The Affiliate Councillors shall be selected by the Council at its first ordinary meeting from the Affiliate members of the Chamber.
- e) All Council members elected to the positions referred to in paragraph 8(a) shall be eligible to vote except for the Legal Advisor who shall hold a non-voting position on the council.
- f) Any sub-committee shall be empowered to co-opt from time to time such members as it deems necessary or advisable.
- g) No business shall be conducted at any Council meeting unless two-thirds (2/3rds) of its members are present.
- h) Any member of the Council who is absent for two consecutive meetings shall be deemed to have vacated their seat on the Council.
- i) In the event of any vacancy occurring on the Council however occasioned, such vacancy may be filled from existing members of the Chamber at the next ordinary meeting of the Council by majority votes of Council members present at the meeting.
- j) Subject to paragraph (j), the President and Vice-President and the elected Members of the Council, shall retire each year but shall be eligible for re-election.
- k) The holders of the offices of President, Vice-President, Secretary and Treasurer shall not be able to hold that office for more than 3 consecutive years, but may be elected to a new office immediately or the same office after a period of at least one year has elapsed.
- l) In the event that a Nomination Form nominating a person for a position in the Council is not received by the time indicated by the Council for receipt of such nominations, then the nomination for that position may be sought from the members present at the Annual General Meeting.
- m) If any member of the Council leaves his or her employment with a member of the Chamber, the Council may, at its absolute discretion, allow that Council member a grace period of two months during which time he or she must either become employed by another member business, or commence business in his or her own right and join the Chamber. During such grace period the Council Member concerned shall remain on the Council as if he or she was still employed by a member.
- n) Prior to election, a member may be nominated for more than one position on council. However, during the election, if such member is in fact elected for a position and accepts the appointment, then her/his name will be automatically removed as a candidate for any other positions for which he/she has been nominated.
- o) All Council members are bound by the Conflict of Interest and Confidentiality policies of Chamber.

## **9. POWERS OF COUNCIL**

- a) The Council may in addition to the exercise of the powers and authorities by these presents expressly conferred upon it, exercise and do all such powers, acts and things as may be exercised or done by the Chamber, and which are not hereby expressly directed or required to be exercised or done by the chamber in General Meeting, but subject nevertheless to such regulations (not being inconsistent with these rules) as may be made shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
- b) It shall be permissible for any nominated member of the Council or the Chairman of any trade section or group to object to the Council coming to a final decision on any question if such decision is, in his opinion, calculated to affect injuriously the interests of any association, trade section or group. In such case the question shall be referred to the association, trade section or group concerned for report within three weeks to the Council; which thereupon shall finally deal with the matter. In order that effect may be given to this provision a copy of the Agenda of each Council Meeting shall be forwarded to the Chairman

of each trade section or group (or his nominee) by the Secretary at least four days prior to the meeting of the Council.

- c) The Council may amend, alter or rescind any decision of the Council, expressed by resolution duly recorded in the Minutes, by resolution carried by the majority of those present at a meeting of the Council (of which not less than seven clear days' notice in writing has been given; such meeting to be convened by the Secretary on the direction of the President, or, in his absence, of the Vice-President, or by resolution of the Council, or upon a requisition of any five members of the Council. The notice calling the meeting shall state the business of the meeting and shall include a copy of any proposed amendment or alteration.
- d) The Council is hereby empowered to act as mediator or arbitrator in any dispute amongst its members provided the parties concerned are agreeable and express an undertaking that the decision of the Council shall be binding on all concerned.

## **10. EXECUTIVE COMMITTEE**

a) The Executive Committee of the Chamber shall have the power and responsibility to carry on the ordinary and day to day business of the Chamber in accordance with the programs and policies of the Chamber as approved by Council and shall consist of persons holding the following positions as appointed at each Annual General Meeting or pursuant to a contract of employment with the Chamber as the case may be:

- (i) President (who shall be the Chairperson of the Executive Committee)
- (ii) Vice President (who shall be the Vice Chairperson of the Executive Committee)
- (iii) Secretary (or in his/her absence the Assistant Secretary);
- (iv) Treasurer (or in his/her absence the Assistant Treasurer)
- (v) One Council nominee
- (vi) The Executive Officer of the Chamber (non-voting)
- (vii) The Manager of the Tonga Business Enterprise Centre (TBEC) (non-voting)

b) The Executive Committee shall meet at least once a month and shall provide a report of its activities to the Council at each of the Council's regular meetings.

c) Four (4) voting members shall constitute a quorum at meetings of the Executive Committee.

## **11. POWERS OF THE EXECUTIVE COMMITTEE**

a) The Executive Committee shall have the power to authorize the expenditure of the funds of the Chamber in the ordinary course of business for the purpose of carrying out its mandate but shall not have the authority to incur any extraordinary expenditure without the approval of the Council.

b) An expenditure shall be deemed to be extraordinary if it is not contained in, does not relate to, or exceeds the amount approved in the budget approved by Council for that financial year.

c) The Executive Committee may, with the approval of the Council, enter into legally binding agreements on behalf of the Chamber.

d) The Executive Committee may make recommendations concerning the programs and policies of the Chamber to the Council for review, and if in order, approval by Council at Council's next regularly scheduled meeting and shall carry out such duties as may be assigned to it from time to time by the Council.

e) The Executive Committee shall also serve as the Chamber Finance Committee and shall be responsible for preparation of the annual budget and workplan of the Chamber and shall obtain the approval of the annual budget each financial year from the Council.

f) The Executive Committee's responsibilities shall include but not be limited to the following:

(i) supervision and maintenance of the office premises of the Chamber including all, plant, equipment and assets belonging to the Chamber;

(ii) management (including with the approval of Council, decisions as to the hiring and termination of the Executive Officer) of the Chamber's administrative staff (subject to the approved annual budget.

g) The Executive Committee may at any time call for a vote of the Council on a motion proposed by the Executive Committee by utilizing any means necessary (fax, email, phone poll). A simple majority of the Council (eg: being 8 out of 15 voting members) shall be sufficient to approve a motion.

## **12. SUB-COMMITTEES**

a) The Executive Committee, of its own accord or in accordance with a direction of the Council, shall have the power to appoint sub-committees for any purpose and dissolve such sub-committees.

b) Any sub-committee thus appointed shall include at least one person who is a member of the Council, who shall (unless the Executive Committee determines otherwise) chair such sub-committee and shall be responsible for reporting to the Council and/or the Executive Committee as and when required to do so.

c) A sub-committee shall be entitled to co-opt from time to time such persons as it deems necessary or advisable for the purpose of carrying out its mandate.

## **13. SECRETARY**

The Secretary appointed at the Annual General Meeting shall report and be accountable to the Executive Committee and, unless the Council otherwise directs, be responsible for the General Management and Administration of the Chamber and the implementation of all matters including matters of policy as from time to time laid down by Council and/or the Executive Committee.

The Secretary shall in addition:

a) Conduct the correspondence of the Chamber.

b) Keep proper minutes of all meetings of the Chamber, the Executive Committee and of the Council (which shall be confirmed at the meeting of the Chamber, the Executive Committee or the Council next following the meeting to which such minutes refer).

c) Make provision for the safe custody of the seal of the Chamber and of its books, records, documents and personal property.

d) With the consent of the Executive Committee, the secretariat duties or portion thereof may be delegated to the Assistant Secretary or to the Executive Officer or other employee of the Chamber as the Secretary sees fit.

## **14. TREASURER**

The Treasurer shall:

a) Receive all monies, cheques, bills and negotiable instruments payable to the chamber and forthwith upon receipt lodge the same to the credit of the Chamber's account with an approved Bank and shall subject to the provisions of these rules pay out the same according to the general or specific directions of the Chamber.

b) Pay accounts out of the funds of the Chamber by cheque signed jointly by any two of the President, Vice-Presidents or other members of the Council and the Executive Officer.

c) Keep in such form as the Executive Committee prescribes a correct account of all monies received and payments made by the Chamber and of its financial affairs (such account to be open for inspection by the auditor and any nominee of the Chamber) and shall prepare the statement of receipts and expenditure and the balance sheet required to be submitted by the

Chamber at the Annual General Meeting and obtain the Auditor's Certificate required in respect thereof.

- d) With the consent of the Executive Committee, the treasurer's duties or portion thereof may be delegated to the Assistant Treasurer or to the Executive Officer or other employee of the Chamber as the Treasurer sees fit.

## **15. CHAIRMAN**

Meetings of the Chamber and of the Council shall be presided over by the President if in attendance and in his absence by such member of the Chamber as may be elected from among the members present. Notwithstanding anything contained in these rules the President may appoint some other member of the Chamber to occupy the Chair as his deputy at any meeting of the Chamber, the Council or the Executive Committee.

## **16. GENERAL MEETINGS**

- a) General meetings of the Chamber may be held from time to time as the Council may direct, but there shall be at least one General Meeting other than the Annual General Meeting every year.
- b) General meetings of the Council shall be held on a quarterly basis.
- c) At least seven (7) days before a meeting of the Council and at the direction of the President, the Secretary shall provide a written notice (which may be communicated by a means such as fax or email) to Council members calling for a meeting and stating the business of the meeting. The Secretary shall also provide a copy of the proposed agenda for the meeting.
- d) Where the President is absent and is unable to issue a direction, the Vice-President shall provide the direction to the Secretary, or in the Vice-President's absence the direction may be issued by resolution of the Council or upon the request of any five (5) members of the Chamber.

## **17. ANNUAL GENERAL MEETING**

The Annual General Meeting shall be held not later than 14 months after the last Annual General Meeting.

The business to be transacted at such meeting shall be:

1. The reception and consideration of:
  - a) The report of the Council on the Chamber's proceedings and activities for the past year.
  - b) The Chamber's Revenue Account for the year ended 31<sup>st</sup> December and its Balance-Sheet as at that date, and
  - c) The Auditor's Report.
2. The election of the President, the Vice-Presidents, the Legal advisor and nominated Members of Council
3. The Appointment of the Auditor.
4. Such other business as is permitted by these Rules to be transacted without previous notice.

## **18. SPECIAL GENERAL MEETINGS**

A Special General Meeting shall be convened by the Secretary when directed by the President, or in his absence, by any of the two Vice-Presidents or by resolution of the Council and also upon a requisition of any five members of the Chamber. Every requisition shall state the objects

for which such meeting is required and such objects shall be in accordance with this Constitution and Rules.

## **19. QUORUM AT GENERAL AND SPECIAL MEETING**

At all General and Special General Meetings of the Chamber, thirty percent (30%) of the total of fully paid up Members or sixty (60) fully paid up Members as at the date of such meeting (whichever is the lesser) shall form a quorum.

If within 15 minutes of the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of the members shall be dissolved. In all other cases it shall stand adjourned for not less than 38 hours to a time and place to be fixed by the President, notice of which shall be given to members, and at which adjourned meeting members present shall be deemed to be a quorum and may transact any business as if they constituted a full quorum.

## **20. NOTICE OF GENERAL MEETINGS**

Notice of the Annual General Meeting of the Chamber shall be delivered by hand or forwarded through the post or sent via electronic mail or facsimile to each member of the Chamber at least fourteen days before the day appointed for holding the same, addressed to such member at his or its last known address. Such notice shall set forth the business to be submitted to such meeting.

In the case of a Special General Meeting, the same rules shall apply, save that for the word "fourteen" above read "seven (7)".

## **21. VOTING**

1. Except in the case of a motion proposed to the Council by the Executive Committee pursuant to clause 11(g), every question submitted to a meeting of the Chamber or Council shall be decided in the first instance by a show of hands but a vote by poll may be called for by the Chairman or if asked for by not fewer than two members. When voting by show of hands or by poll, the Chairman shall have a casting vote.
2. A declaration by the Chamber that a resolution has been carried or not carried, as the case may be, shall be taken in such manner and at such time as the Chairman of the meeting may direct. The demand for a poll may be withdrawn.
3. No representative of a member unless duly accredited as provided under Rule 5, and no member whose subscription is in arrears or his or its representative shall be allowed to vote or to take part in any meeting of the Chamber.
4. By notice placed in the hands of the Secretary not later than five (5) working days before the meeting a member or representative of a corporate member may appoint a substitute to act in the place of such member or representative of a corporate member at any particular meeting of the Chamber.

## **22. RULES**

New members shall be provided with a copy of the Constitution and Rules without charge immediately upon acceptance of their application for membership. Additional copies of the Constitution and Rules shall be supplied to members on application at the Chamber's Office during ordinary office hours on payment of such fee if any as the Council may prescribe.

## **23. AMENDMENT OF RULES**

The Chamber may from time to time amend, alter, or rescind the Constitution or Rules of the Chamber by resolution carried by a majority of those present at a Special General Meeting of the Chamber (of which not less than seven clear days notice in writing has been sent by the President or Vice-Presidents or Council or upon a requisition signed by not less than five Members of the Chamber, stating the object of the meeting and detailing the proposed amendments). The notice calling the meeting shall state the business of the meeting and include a copy of the proposed amendment or alteration.



Notwithstanding the above, any amendment, alteration or rescind of the Constitution or Rules of the Chamber shall beforehand be given a written notice of intention to do so by its sponsors, three months in advance addressed to the President or Secretary of the Council.

**24. INTERPRETATION OF RULES**

In the event of any question arising as to construction or application of any of these Rules, the council is hereby empowered to decide the same. Any members aggrieved by such decision may require the decision to be submitted for review at a General Meeting to be held within three months of such decision.

**25. COMMON SEAL**

The common seal of the Chamber shall be kept in the registered office of the Chamber and in the custody of the Secretary. It shall be affixed only by resolution of the Council and in the presence of two members of the Council and of the Secretary.

**26. DISPOSAL OF ASSETS**

If upon the winding-up or dissolution by the Registrar of Incorporated Societies of the Chamber there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other Institution within the Kingdom of Tonga having objects similar to the objects of the Association, to be determined by the Members of the Chamber at or before the time of dissolution, and in default hereof by the Supreme Court.

The final authority affecting the aforesaid matters shall be vested in the General Meeting of the Chamber of Commerce and Industry Incorporated.