

**THE CONSTITUTION
OF**

**COOK ISLANDS
FAMILY WELFARE
ASSOCIATION
INCORPORATED**

**FEBRUARY
2009**

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ADOPTION OF THE REGULATIONS

CONSTITUTION OF COOK ISLANDS FAMILY WELFARE ASSOCIATION

ARTICLE 1: THE ASSOCIATION

1.1 **Name**

The name of the Association shall be the Cook Islands Family Welfare Association Incorporated (hereinafter referred to as "CIFWA").

1.2 **Location**

CIFWA'S principal office shall be located in Old Tupapa Hospital, Health Department, Rarotonga, Cook Islands.

1.3 **Nature of CIFWA**

- (a) CIFWA is a voluntary organization.
- (b) shall not unfairly discriminate on grounds of race, creed, ethnic origin, political belief, gender, disability or age.
- (c) shall not be controlled by commercial interests.
- (d) shall provide contraceptive information and services on the basis of voluntary acceptance and informed choice.
- (e) shall take action necessary to prevent any form of coercion in family planning programmers.
- (f) shall strive to remain the leading voluntary organization in family planning in the country.
- (g) shall continue its pioneering and innovative efforts.

1.4 **Not-for-Profit Operations**

- (a) CIFWA shall operate as a not-for-profit organization.
- (b) All members are forbidden from deriving personal material gains and profit in anyway from their membership of CIFWA, both during its existence and after its Dissolution.
- (c) All CIFWA'S income, form whatever source, commodities or property shall be applied solely towards its objectives as set out in Article 2 of this Constitution.
- (d) No portion of CIFWA's income, commodities or property shall be paid or transferred, at any time, either directly or indirectly, as loans, dividends, bonus or profit to any member of CIFWA, members of the Executive Council, Honorary Officers or staff.

ARTICLE 2: AIMS AND OBJECTIVES

CIFWA, believing that knowledge of planned parenthood and access to family planning services is a fundamental human right and that a balance between the population of the world and its natural resources and productivity is a necessary condition of human happiness, prosperity and peace, and as the following objectives :

- 2.1 To mount campaigns, to stimulate and encourage both the Government and the private sectors, to have greater awareness of population problems in the country and solicit greater support for family planning, reproductive and sexual health.
- 2.2 To provide information and education for the promotion of family planning, planned parenthood and other health related issues.

- 2.3 To promote and provide quality family planning, reproductive and sexual health to the community.
- 2.4 To plan and implement family planning initiatives in support of the national family planning programmers and carry out any Government assignments in the area of family planning, reproductive health, sexual health and related fields.
- 2.5 To collaborate with Government and other agencies in the promotion and provision of family planning and related services.
- 2.6 To promote and sustain the productivity and quality of services to continuously enhance the image of CIFWA.
- 2.7 To strengthen the capacity and competence of CIFWA for greater efficiency and effectiveness.
- 2.8 To implement any other task or carry out any other lawful activity that may be necessary for the successful achievement of the CIFWA objectives.

ARTICLE 3: MEMBERSHIP

3.1 General

All CIFWA members

- (a) shall subscribe to the aims, objectives and policies of CIFWA.
- (b) shall further the aims and objects of CIFWA.
- (c) CIFWA shall encourage wide-based membership from different disciplines and backgrounds.

3.2 **Prohibition of furthering own Interests**

No member or staff shall use his/her position with CIFWA to further the manufacture, distribution, promotion or sale of any materials, products or services in which that person has either a direct or indirect financial interest.

3.3 **Prohibition of receipt of Gifts/Gratuities**

No member or staff shall accept any gift or gratuity from the following:

- (a) any pharmaceutical firm or other supplier to CIFWA
- (b) any provider of any kind of service to CIFWA
- (c) any potential provider of any kind of service to CIFWA

3.4 **Other Membership Details**

Other membership details are contained in the Regulations which may be amended by the Executive Council from time to time.

ARTICLE 4: ANNUAL GENERAL MEETING OF MEMBERS

4.1 **Composition**

A General Meeting of members shall be composed of:

- (a) Honorary Officers
- (b) Individual Members

4.2 **Executive Council's Participation in General Meetings of Members**

The Executive Council shall not, as a body, form part of a Meeting of members. The locus standi of the Executive Council Members shall be as Individual Members.

4.3 **Meetings of Members**

The members of CIFWA shall meet at least once a year as the Annual General Meeting (AGM)

4.4 Operational Aspects of AGM

Details of operational aspects of the AGM are contained in the Regulations which may be amended from time to time by the Executive Council.

ARTICLE 5: THE EXECUTIVE COUNCIL

5.1 Composition of the Executive Council

The Executive Council shall be composed of 10 members (including the President) duly elected at the Annual General Meeting in accordance with Regulations

5.2 Honorary Officers

There shall be such Honorary Officers of the CIFWA as may be elected in accordance with the Regulations in 1.1(d) and 1.9(c).

5.3 Meetings

Meetings of the Executive Council shall be in accordance with the Regulations.

ARTICLE 6: THE CIFWA STAFF

CIFWA shall have a staff complement as decided by the Executive Council whose responsibility shall be to execute its policies and implement work plans in order to achieve the objectives of CIFWA.

ARTICLE 7: FINANCES OF CIFWA

7.1 Records of Accounts

CIFWA shall cause to be kept proper records of accounts with respect to all sums of money received and expended by CIFWA and the matters in respect of which the receipt and expenditures take place, and the assets and liabilities of CIFWA. Proper records of accounts shall not be deemed to be kept with respect to the matters aforesaid if such records do not give a true and fair view of the state of affairs of CIFWA and to explain its transactions.

7.2 Financial Management

- (a) CIFWA shall manage its financial and all other resources in compliance with the Terms and Conditions of IPPF Grant and IPPF External Audit Manual.
- (b) Funds and other resources from other sources shall be reflected in the total IPPF planning and reporting system.

7.3 Audit and Appointment of External Auditors

- (a) The accounts of CIFWA shall be audited annually by a firm of external auditors approved by IPPF in accordance with the IPPF External Audit requirements.
- (b) The External Auditors shall be appointed annually by the Executive Council of CIFWA and approved by IPPF.

7.4 Accounts

- (a) The accounts of CIFWA shall be laid before the AGM and shall include:
 - (i) one or more statements dealing with the income and expenditure, and all other movements of funds of the CIFWA for the preceding year; and
 - (ii) one or more statements dealing with the funds, assets and liabilities of the CIFWA, at the end of the preceding year.
- (b) The accounts shall give a true and fair view of the financial status of CIFWA at the end of the preceding year and of its transactions for the year.
- (c) The audited accounts shall be presented to and accepted by the AGM and be signed on its behalf by

the President or Honorary Treasurer and Executive Director of CIFWA.

- (d) The accounts shall have annexed thereto the report of the External Auditors, and the management letter of the External Auditors who shall have the right to attend and be heard at the AGM at which the accounts are presented.

7.5 Banking

- (a) CIFWA shall open and operate a bank account with a bank selected by the Executive Council. The bank account shall be in the name of CIFWA.
- (b) The bank account shall be operated by two cheque signatories. The two signatories shall be the Honorary Treasurer and the Executive Directors or the President and the Executive Director.

7.6 Location of Financial Records

All financial records shall be kept at the office of CIFWA.

7.7 Access to Records

The financial records shall always be made available to the President, Honorary Treasurer, and IPPF for their information and examination, as and when required.

7.8 Financial Year

The financial year of CIFWA shall be from 1st January to 31st December.

ARTICLE 8: LOANS, COMPENSATION AND INDEMNIFICATION

8.1 Loans

- (a) Loans shall not be made to volunteers from CIFWA funds.
- (b) Interest-free-loans shall not be made to staff from funds provided by IPPF other than short-term staff salary advances) where necessary and only with the approval of IPPF.

8.2 Compensation to Volunteers

- (a) No member, Executive Council member, Honorary Officers or any other volunteer shall receive salaries or payments to cover loss of earnings or other emoluments from CIFWA. Volunteers shall not be paid fees or honoraria for attending CIFWA volunteer meetings. Any payment to volunteers shall only be for out-of-pocket expenses.
- (b) Any services provided to CIFWA by the members in their professional capacity shall be free. A volunteer may be employed by CIFWA, as a paid consultant, or may be paid sessional fees, honoraria or other emoluments, **PROVIDED ALWAYS** that:
 - (i) he/she has not taken part in the decision to select and employ himself/herself or his/her firm.
 - (ii) the payments are for a specific purpose and for a limited period only.
 - (iii) his/her rights as a volunteer are suspended at the level at which he/she is functioning, for the period that the payments continues.

8.3 Indemnification

CIFWA may indemnify any member or staff of CIFWA against any matter or cause relating to or arising out of the performance of his/her duties in the matter and to the full extent provided by the law.

ARTICLE 9: AMENDMENT TO THE CONSTITUTION

9.1 Procedure for Constitutional Amendments

The Constitution may be amended by a vote of simple majority of those members present and entitled to vote at the AGM PROVIDED ALWAYS that a quorum is present at the time of the vote.

9.2 **Notice of Proposal Amendments**

The proposal amendments including the exact text shall be sent to members along with the notice of meeting for the AGM. Such notice shall be sent to each member not less than one month before the date of meeting.

9.3 **Approval**

All proposed amendments to the Constitution shall be submitted to IPPF ESEAO Regional Council for consideration and approval. After approval, CIFWA shall register the approved amendments with the Registrar General.

ARTICLE 10: AMENDMENTS TO THE REGULATIONS

10.1 **Amendments**

The Regulations may be amended by the Executive Council by a simple majority vote PROVIDED ALWAYS that a quorum is present at the time of voting.

10.2 **Notice of Proposed Amendments**

The proposed amendments including the exact text shall be sent to each Executive Council member along with the notice of the meeting. Such notice shall be sent to each Executive Council member at least two weeks before the date of meeting.

10.3 **Approval**

All amendments to the Regulations shall be submitted to the AGM for ratification. The approved amendments shall then be sent to the IPPF ESEAO Regional Council for information and endorsement. They shall be registered with the Registrar General.

ARTICLE 11: DISSOLUTION

11.1 **Dissolution by Extraordinary General Meeting**

CIFWA shall only be dissolved by a resolution passed at an Extraordinary General Meeting of members called for that purpose only.

11.2 **Notice**

No Extraordinary General Meeting of members may vote on dissolution unless the notice of the meeting shall have stated that the purpose of the meeting shall be to discuss the dissolution of CIFWA. One month notice shall be given for such a meeting.

11.3 **Majority Required for Dissolution**

CIFWA shall only be dissolved by a minimum of a two-thirds majority of members present and entitled to vote, PROVIDED ALWAYS that a quorum is present at the time of the vote at the Extraordinary General Meeting.

11.4 **Notification of Dissolution to IPPF**

CIFWA shall inform IPPF as soon as a decision to dissolve has been taken.

11.5 **Return of IPPF Funds/Property/Assets after Dissolution**

(a) **Return of IPPF Funds/Property/Assets to IPPF**

After dissolution, CIFWA shall pay any debts it may have. If any funds or property then remain, those which have been provided by IPPF shall be returned to IPPF in the way decided by IPPF, provided that this is permitted by local law.

(b) **Distribution of any Remaining Funds/Property**
It shall be forbidden:

(i) for any remaining fund to be paid to CIFWA members or staff.

(ii) for any remaining property to be distributed to CIFWA members or staff.

Any remaining funds or property shall, if local law permits, be given only to one or more charitable and/ or educational organizations:

- (iii) whose objects and activities are substantially similar to those of CIFWA.
- (iv) whose governing rules forbid the distribution of any part of its income or property to its members or staff.

ARTICLE 12 - COMMON SEAL

- 12.1
- (a) There shall be a common seal of CIFWA which shall be of a design approved by the Executive Board.
 - (b) The common seal shall be kept at the office of CIFWA and shall be affixed to any deed or document only upon the approval of the Executive Board.
 - (c) The affixing of the common seal shall be counter signed by the Chairperson for the meeting. The Secretary and other member of the Executive Board.

ADOPTION OF THE CONSTITUTION

- (a) The Constitution of CIFWA is adopted by the members on 6 February 2009.
- (b) The record of any amendment to the Constitution shall be hereunder :
 - (i)
 - (ii)
 - (iii)

REGULATIONS

OF

COOK ISLANDS FAMILY WELFARE

ASSOCIATION

REGULATIONS OF COOK ISLANDS FAMILY WELFARE ASSOCIATION

REGULATION 1: MEMBERSHIP

1.1 Categories of Membership

There shall be four categories of membership:

(a) **Ordinary Membership**

This is for any person aged of 16 or above who is willing to subscribe to the aims and objectives of CIFWA.

(b) **Life Membership**

This is for any person aged of 16 or above who is willing to the subscribe to the aims and objectives of CIFWA and pay subscription as a life member.

(c) **Institutional Membership**

This is for group membership for other/outside organizations within the country with related objectives.

(d) **Honorary Membership**

This is for persons who have contributed significantly or can contribute significantly for the enhancement of the work and image of CIFWA. Honorary membership shall be limited to a maximum of 15 persons at any one time.

1.2 Eligibility of Membership

(a) Individual members (Ordinary, Life and Honorary) shall be aged 16 or above.

(b) All members should be willing to subscribe to the aims and objectives of CIFWA, its Constitution, Regulations and Policies.

(c) All members should be willing to comply with all procedural requirements of the CIFWA.

1.3 Application for Membership

(a) Applicants must submit their CIFWA membership application forms to the Honorary Secretary together with the specific subscriptions. The Honorary Secretary shall present the applications for review and approval to the Executive Council.

(b) After the membership has been approved, the Honorary Secretary shall, within 14 days of the approval, inform successful applicants in writing.

1.4 Membership Subscription

(a) Subscription for:

- | | |
|---------------------------------|----------------------|
| (i) Ordinary Membership: | NZ\$2.00 per year * |
| (ii) Life Membership: | NZ\$50.00 * |
| (iii) Institutional Membership: | NZ\$20.00 per year * |

(*change as necessary)

(b) Honorary Members are exempted from any subscription.

- (c) The payment of annual subscription shall become payable on 1st January of each year and should be paid by 31st May.

1.5 Resignation

A member may resign at any time by giving notice in writing to the Honorary Secretary. The resignation shall take effect when the notice for resignation has been received.

1.6 Loss of Membership

Members who fail to pay their annual subscription within five months of the renewal date which is 1st January, shall lose their membership and all rights and privileges that go with it. However, if a defaulting member appeals to the President within five months of the loss of membership, his/her appeal shall be considered and he/she shall be notified of the decision of Executive Council.

1.7 Suspension and Expulsion

The Executive Council may suspend for a period of time or expel any member for conduct which could be in any way harmful to CIFWA, PROVIDED ALWAYS that:

- (a) The motion to suspend/expel is carried by a vote of at least a two-third majority of the members present and entitled to vote, provided a quorum is present
- (b) The member is notified of the proposed action and is given an opportunity to be here at the meeting of the Executive Council before the motion is put to the vote.

1.8 Rights of Members

- (a) Members shall have the right to make suggestions regarding the improvement of CIFWA operations and enhancing its productivity.
- (b) Members shall be entitled to participate in the AGM and other General Meetings.
- (c) Members shall have the right to vote and to be elected as Executive Council members in accordance with the provisions of the Constitution and Regulations of CIFWA.
- (d) Members shall have the right to receive relevant printed educational materials produced by CIFWA.
- (e) Rights and privileges of members shall be decided by the Executive Council from time to time as enshrined in the Regulations.

1.9 Voting Rights of Members

- (a) Individual Members below the age of 16 shall not be eligible to vote.
- (b) Institutional Members shall not have the right to vote
- (c) Honorary Members shall not have the right to vote.
- (d) Staff of CIFWA may become members of CIFWA, but they shall not have the right to vote as long as they are in the service of CIFWA.
- (e) With the exception of those Individual members details in 1.9(f) below, all Ordinary members and Life members shall have one vote PROVIDED ALWAYS that they have paid up their subscription.
- (f) The following Individual members shall not have the right to vote:
 - (i) those who commercially manufacture, promote, sell, or supply or distribute any products, services or materials used in the practice of family planning.
 - (ii) those who are employed directly in the commercial manufacture, promotion, sale, supply or distribution of any products, services or materials used in the practice of family planning.

- (iii) those who have any financial and commercial interest in supplying the Association with goods, services or material.
- (iv) those who have any financial and commercial interest in buying goods, services or materials from the Association.
- (v) Individual members shall be eligible to vote only after 6 months of having obtained membership.

1.10 Duties of Members

- (a) Members shall cooperate and assist CIFWA in planning and implementation activities whenever called upon to do so.
- (b) Members moving to new addresses are required to notify the Honorary Secretary in writing so that necessary updating of addresses in the Register of Members can be made.
- (c) Institutional members shall be represented during AGM and other functions by their representatives, maximum of two (2) from each Institutional member.

1.11 Register of Members

CIFWA shall maintain a Register of Member giving details such as names, sex, occupation, address and subscription payment. For Institutional members, their names, nature of business, address, subscription payment and name(s) of their representative(s) to be recorded.

REGULATIONS 2 - ANNUAL GENERAL MEETING (AGM)

2.1 General Meeting

There shall be two types of General Meetings, the Annual General Meeting and Extraordinary Meeting. Members of CIFWA shall meet at such times and places as the Executive Council may determine, at least once in a year before the end of June, as the Annual General Meeting (AGM). The President of the Association shall chair all meetings of members. In the absence of the President, the Vice President shall chair the meetings.

2.2 Annual General Meeting Agenda

The agenda of the AGM shall include:

- (a) A report by the President of the CIFWA
- (b) The presentation by the Honorary Treasurer of a full financial report, prepared by a firm of independent public accounts with his/her own comments if necessary. A copy of such a report shall be filed with the minutes of the meeting.
- (c) A report by the Executive Director on the past and planned activities of CIFWA and its main achievements and problems.
- (d) Such other business as may properly come before the meeting in conformity with the powers and duties of members as defined in Regulations 3.1

2.3 Composition

The following may attend the AGM:

- (a) Individual members.
- (b) Maximum of two (2) representatives per Institutional member.

- © CIFWA may invite such other persons at their own discretion, but such invited guests shall not have the right to vote.

2.4 Record of Membership

Honorary Secretary of CIFWA shall keep a record of members and representatives of Institutional members, and shall make this record available during the meeting, for purposes of verification of voting eligibility of members.

2.5 Notice of Meeting

One month's written notice of the time, date, place and agenda of every meeting of members shall be given by the Honorary Secretary. Radio and newspaper advertisements shall be made at the same time. Non-receipt of notice by a member, either absolutely or at the proper time due to circumstances beyond the control of the CIFWA shall not **ipso facto** invalidate the meeting nor any decision taken at that meeting.

2.6 Proxies

A member may authorize another member to act for him/her by proxy. Every proxy must be in writing, dated and signed by the member, and shall be valid only for the particular meeting specified in the notice, and any adjournments thereof. Every proxy shall be revocable at the pleasure of the member, executing it at any time before action is taken pursuant to the proxy, except as otherwise provided by law. No member may carry more than two proxies for any one meeting. Proxies shall not contribute to forming a quorum.

2.7 Quorum Meeting

The presence in person of at least one half of total members shall constitute a quorum for the transaction of business at any general meeting of members.

2.8 Action of the Members

The vote of a simple majority of the voting members present at a meeting PROVIDED ALWAYS that a quorum is present at the time of vote, shall be the act of the members. In the event of equality of votes the Chair shall be entitled to a casting vote.

2.9 Adjournment of Meetings

A simple majority of the voting members present at a meeting, whether or not a quorum is present, may adjourn the meeting to another time and place, PROVIDED ALWAYS that no business shall be transacted unless the quorum of voting members is present.

REGULATION 3 - POWERS AND FUNCTIONS OF MEETINGS OF MEMBERS

3.1 Powers and Functions of Annual General Meetings of Members

Meetings of the members shall be deliberative and shall also have the following powers and functions:

- (a) to review the role and objectives of CIFWA
- (b) to elect from among voting members the members of Executive Council
- (c) to elect the President of the Executive Council
- (d) to approve the appointment of a Patron as advised by the Executive Council
- (e) to consider how to further the objects of the Association
- (f) to consider and approve amendment(s) to the Constitution as recommended by the Executive Council
- (g) to ratify amendments(s) to the Regulations as approved by the Executive Council

- (h) to review and adopt the audited accounts at the recommendation of the Executive Council
- (i) to receive and comment on the report by the Executive Director
- (j) to approve Honorary Members as recommended by Executive Council

REGULATION 4 - EXTRAORDINARY GENERAL MEETINGS

Extraordinary General Meeting shall be convened upon matters of emergency by Executive Council, or at a request of a group of not less than 25 members made in writing to the Honorary Secretary who shall, decide the date and venue of the meeting after consultation with the President. He shall then give two weeks notice of the meeting to the members, including details of the business to be conducted. The quorum shall be 20 voting members and decisions shall be made by simple majority. In the event of a tie, the President shall have a casting vote.

REGULATION 5 - THE EXECUTIVE COUNCIL

5.1 Composition

- (a) The Executive Council shall be composed of 10 voting members. At least 50% of the members shall be women.
- (b) There shall be equitable representation and 20% youth representation in the Executive Council and the Executive Council shall work out a mechanism to ensure this.
- (c) CIFWA can co-opt a maximum of 2 members for any one meeting for their expertise. Co-opted members shall not have the right to vote.
- (d) The Executive Director shall be an ex-officio member of the Executive Council and shall attend all meetings of the Executive Council. He/She shall not have any voting rights.

5.2 Eligibility

Any Ordinary or Life paid up member at the age of 16 or above is eligible to serve on the Executive Council ensuring a gender balance including young people's representation. Eligible members shall not have any conflict of interest, as defined in the CIFWA Constitution.

CIFWA shall encourage the participation of volunteers of all ages, ensure general equity and bring in new members on a regular basis.

5.3 Honorary Officers of the Executive Council

The following will be the Honorary Officers:

- (a) President
- (b) Vice-President
- (c) Honorary Secretary
- (d) Honorary Treasurer

5.4 Election of Executive Council Members

- (a) Members of the Executive Council shall be elected at the AGM by the vote of a majority of members present and entitled to vote, provided that a quorum is present.
- (b) The Honorary Secretary shall inform the members along with the notice for the AGM, the number of vacancies in the Executive Council for which elections shall be held. Members can nominate candidates to serve on the Executive Council. For this nomination, members shall use a form prescribed for this purpose. Each nomination should be seconded by another member. All

nomination forms should reach the Honorary Secretary one week before the AGM.

- (c) During the AGM, the Honorary Secretary shall circulate a list of nominations as proposed and seconded by members. He shall also indicate whether those nominated are eligible to stand for election.
- (d) Nominations cannot be made from the floor before the start of elections.. All nominated members shall be physically present at the AGM at the time of election.
- (f) Elections shall be held on a staggered basis to provide some leadership continuity. At the first Annual General Meeting of members, after the adoption of this revised Constitution, one half of the Council members shall be elected for a two year term and one half for a one-year term, determined by the number of votes polled by them.

During the Annual General meeting of members for election, the President , Vice President , the Honorary Secretary and honorary Treasurer and members of the Executive Council shall be elected Provide that a quorum is reached and election procedures are followed and adhered to. All Executive Council members and honorary members shall be elected for a 3 year term

- (f) Voting shall be by secret ballot.

5.5 Elections of Honorary Officers

- (a) The President of CIFWA shall be elected at the AGM after the Council Members have been elected.

5.6 Resignation and Removal

A member of the Executive Council may resign at any time by giving written notice to the Honorary Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and acceptance of the resignation shall not be necessary to make it effective. A member of the Executive Council may be removed with cause by a majority of the voting members.

5.7 Casual Vacancy

If a casual vacancy occurs in the Executive Council it shall be filled by a majority of votes of the Executive Council members with a right to vote. The elected member may only hold office for the period up to the next Annual General meeting when the AGM holds its elections.

5.8 Disqualification

Any member of the Executive Council shall be prohibited from continuing to serve if he/she:

- (a) assumes any profit under CIFWA
- (b) is adjudged bankrupt by a court
- (c) becomes of unsound mind
- (d) ceased to be a member of CIFWA
- (e) is directly or indirectly interested in any contract with CIFWA and fails to declare that nature of his/her interest in the manner required by law.
- (f) has been sentenced to imprisonment for an indictable offence
- (g) absents himself/herself from three consecutive meetings of the Executive Council without due cause.

5.9 Tenure of Office

- (a) Executive Council members shall be elected to serve for a term of three years. This applies to both Executive Council members as well as the Honorary Officers.

- (b) Executive Council members can serve for a maximum of three terms, consecutive or otherwise, irrespective of the position held.

5.10 Power and Functions of the Executive Council

The Executive Council shall have the following powers and functions:

- (a) to formulate the policy of CIFWA
- (b) to oversee the management of the affairs and property of CIFWA
- (c) to monitor and ensure the maintenance of adequate service delivery and other standards.
- (d) to consider and if appropriate:
 - (I) adopt all work plans and budgets
 - (ii) adopt the Annual Report
- (e) To appoint annually the External Auditors in accordance with Article 7.3.
- (f) To elect from amongst its members with the rights to vote the Honorary Officers of CIFWA, with the exception of the President.
- (g) to establish other committees or panels in accordance with Regulations 6
- (h) to consider and approve reports from other committees or panels
- (i) to monitor and review the implementation of the approved annual Work Programme/Budget
- (j) to consider and, if appropriate, approve the suspension/expulsion of members of CIFWA
- (k) to decide on the terms and conditions of service of the Executive Director and agree on staff establishment
- (l) to consider and approve reports from the Executive Director
- (m) to appoint/dismiss the Executive Director
- (n) to review recommendations of the Executive Director on the staff conditions of service and policies, financial rules and regulations, and other procedures required for the sound management of CIFWA's business
- (o) to consider and approve applications for membership
- (p) to define the functions of Honorary Officers
- (q) to recommend to the AGM the appointment of Honorary Members who are in sympathy with the aims and objectives of the CIFWA
- (r) to recommend to the AGM for approval any proposed alteration(s) or amendment(s) to the Constitution and to submit for ratification any modification to the Regulations to the AGM.
- (s) to establish amount of subscription payable by members
- (t) to consider and recommend the adoption by the AGM of the annual audited accounts

- (u) the elected representative to the Regional council will be unanimously selected by the Executive Council on a vote of majority. The representative to the RC does not have to be the President of CIFWA, but an individual (he/she) who understands and can advocate the work of CIFWA in SRH at national and international meetings.

5.11 Meetings of the Executive Council

- (a) The Executive Council shall meet four times a year.
- (b) Five voting Executive Council members shall constitute a quorum
- (c) In any event that the President is unable to chair meetings of the Executive Council, the Vice President shall preside. If the Vice President is yet unable to take the chair, the meeting shall choose a temporary Chairman for that particular meeting.
- (d) A group of at least 5 voting Executive Council members may propose to convene a special Council Meeting on matters of emergency.
- (e) Decision shall be taken by a simple majority of votes. The Chairman of the meeting shall not have a deliberative vote. In the event of a tie, the Chairman shall give a casting vote. A proxy vote cannot be given to another member of Executive Council meetings.
- (f) The Honorary Secretary shall ensure that a notice of each meeting is sent two weeks in advance, in writing, giving details of agenda, time, date and venue.

5.12 Functions of Honorary Officers

(a) **President**

Monitor operations of CIFWA on behalf of CIFWA Executive Council through appropriate reports and discussions with the Executive Director.

Represent CIFWA in external affairs with individual or institutions of both government and private sector.

Decide on the date and venue and chair the meetings of Executive Council and the AGM.

(b) **Vice President**

Chair the meetings whenever the President is absent.

Assist the President in his/her duties.

Assume the President's functions in his/her absence or inability to perform his/her duties.

Perform all assignments given by the President.

(c) **Honorary Secretary**

Perform as the Secretary in the meetings of the Executive Council and the AGM in taking minutes of the meetings and distribute the minutes to the members.

Ensure notices of AGM and Executive Council meetings are sent to all concerned in accordance with the Regulations

Ensure that a Register of Membership is maintained and kept up to date at all times.

Receive and submit membership application forms to the Executive Council and ensure membership approval is communicated to new members promptly.

(d) **Treasurer**

Monitor CIFWA's financial issues and various accounts and reports to the Executive Council as necessary.

Present CIFWA's audited and other financial reports at AGM.

REGULATION 6 - COMMITTEE AND PANELS

The Executive Council may establish small Committees or Panels on need basis for specific purposes with specific Terms of References. Such Committees and Panels shall be of short duration and shall be disbanded at the completion of their tasks.

REGULATION 7 - AGENDA AND RECORD OF MEETINGS

- 7.1 The agenda for all General Meetings, Executive Council meetings shall be formulated by the Honorary Secretary in consultation with the Executive Director.
- 7.2 Proper minutes of all meetings shall be produced by the Honorary Secretary or his nominee within two weeks of the conclusion of such meetings. The original minutes should be signed by the President and the Honorary Secretary and filed in the CIFWA office. Copies of minutes should then be circulated to all concerned. Minutes of AGM shall be submitted for the information of Regional Council Meeting annually.

REGULATION 8 - THE EXECUTIVE DIRECTOR AND OTHER STAFF

8.1 The Executive Director

The Executive Director shall:

- (a) manage and direct CIFWA's affairs, programmes and activities as approved by the Executive Council.
- (b) implement policies as set by the Executive Council members.
- (c) manage and direct all staff of CIFWA.

8.2 Staff Appointment

- (a) The Executive Council shall be responsible in consultation with IPPF for the appointment and dismissal of the Executive Director. All other staff shall be appointed or dismissed by the Executive Officer in consultation with the Executive Council.
- (b) Any Executive Council member who wishes to join the staff of CIFWA can only do so after having retired from the Executive Council for two years.
- (c) CIFWA shall adopt a policy restricting the appointment of spouses and relatives of staff and policy makers to positions within the organisation.

ADOPTIONS OF THE REGULATIONS

The above Regulations were adopted by the General Meeting of the Members of CIFWA in Avarua (place) on the 2nd of May(month), 1998 (year).

The Regulations was last amended on 19 September 2013

Date: CIFWA Constitution 2014 Endorsed by the NEC:

Name:Position:.....Date Signed

Name:Position:.....Date Signed