



CONSTITUTION OF THE TONGA LEITIS' ASSOCIATION

ACRONYMS

TLA	Tonga Leitis' Association
MSM	Men who have sex with men
TG	Transgender
CSO	Civil Society Organisation
HIV	Human Immunodeficiency Virus
AIDS	Acquired Immune Deficiency Syndrome
NGO	Non Government Organizations
AGM	Annual General Meeting
SGM	Special General Meeting

1.0 Name and Registered Office

- **1.1** This constitution hereby establishes the Tonga Leitis' Association Inc. (TLA)
- **1.2** The Registered office of the TLA Inc shall be at such place, as the Management Board shall from time to time determine.
- **1.3** The Constitution for the Tonga Leitis' Association Incorporated will be registered under the Government of Tonga through the Ministry of Labour, Commerce and Industry.

2.0 Purpose

- **2.1** Tonga Leitis' Association serves as a national network of member non-government and civil society organisations (hereinafter referred to as "CSOs") to develop a Human Rights Based approach to address the Rights of Leitis to life and equality, HIV/AIDS Particularly for vulnerable and marginalised communities particularly focussing on MSM/TG.
- **2.2** To provide support for persons of MSM/TG orientation, and to educate the people of Tonga about the TLA Community and MSM/TG related issues.
- **2.3** TLA provides a mechanism for the exchange of information and technical expertise between and amongst it's members.
- **2.4** TLA acts as a national MSM/TG network providing it's members with a collective voice to pursue it's goals.
- **2.5** This Organisation seeks to foster respect for individual rights, beliefs, religious and/or social practices, and to contribute to the healthy development of personal and communal identity, particularly in regard to sexual orientation and gender orientation.

3.0 Goals

- **3.1** The goals of the TLA are.
 - **3.1.1** To enable civil society organisations in Tonga to better understand the linkages between MSM/TG and HIV/STI epidemic.
 - **3.1.2** To formulate sound policy and advocacy/support for MSM/TG and amongst its member organisations and to influence policy development related to the issues for HIV/STI epidemic.
 - **3.1.3** To provide and facilitate networking and training for its member organisations.
 - **3.1.4** To work in partnership with key stakeholders and international and regional funding agents, Government and CSO's to promote to promote, advance and protect the interests of our target group.
 - **3.1.5** To affiliate with and maintain connections with National, Regional and International Organisations with similar objectives
 - **3.1.6** To promote and enable access to sharing and dissemination of information, ideas, experiences and resources including human resources amongst its member organisation throughout the Nation and Regional Organisations.
 - **3.1.7** To enable CSOs to better understand, fulfil and develop their roles and functions and strengthen their organisations and programme capacities.



- **3.1.8** To strengthen the participation of communities and people, particularly those infected and affected by HIV/STI especially for MSM/TG groups, in decision-making and policy development process.
- **3.1.9** To build on existing collaboration mechanisms and promote new and innovative partnerships where none exist.

4.0 Membership

- **4.1** TLA shall have 3 tiers of Membership, Namely: Network Membership, Associated Membership and Honorary Members.
- **4.2** TLA Members
 - **4.2.1** Shall include any National CSOs that has the interest and potential to be involved with any type of MSM/TG work at the village, community, national, regional or international level.
 - **4.2.2** Can additionally include national CSOs which are involved with HIV/STI work and will be required to submit an application package prior to becoming a Network Member.
 - **4.2.3** TLA Network member have to be a well mannered member, respectful to all members, his/her community, family and culture and goals of the TLA.
- **4.3 TLA Associate Members**
 - **4.3.1** Shall be briefed on the TLA goals. Functions and responsibilities.
 - **4.3.2** Shall be responsible to assist with the coordination of TLA's in-country activities, including disseminating of information or requests from the Associate Members respective organisation.
 - **4.3.3** Shall bring any in-country or regional issues or concerns about TLA guidelines, or breaches thereof, to the attention of the TLA Management Board
 - **4.3.4** Shall coordinate discussion and determine their country's vote on TLA Management Board matters.
- **4.3 TLA Honorary Members**

The Honorary members are the 5 Founders of this Association and they are:

 - Mrs. Papiloa Bloomfield Foliaki
 - Ms. Joey Joleen Siosaia WCA Mataele
 - Mr. Malakai Fonua
 - Mr. James Telepo

5.0 Trustees

The Trustees of the Tonga Leitis' Association shall:

- **5.1** Comprise of not more than five and not less than three members shall maintain the interests of TLA and shall be of high standard in the community
- **5.2** Be Citizens of the Kingdom of Tonga
- **5.3** Be replaced or added to without following the quorum requirements as set out in paragraphs 8.0,9.0 and 10.0 of this constitution.
- **5.4** Have no voting rights in regards to the management of TLA
- **5.5** Not deal in, transfer, sell, lease, assign any assets belonging to TLA
- **5.6** Declare their interests in which there may be a direct or indirect conflict with the interests of TLA

6.0 Governing Board

The Governing Board

- **6.1** shall consist of 15 Board Members representing the NGOs/CSOs, Private Sectors, Government, Media and including the PLHIV representative.



- **6.1.1** The PLHIV representative shall be selected by the Governing Board based on a documented and transparent process developed within the Association.
- **6.2** Shall include an individual (who is in good repute and is fully supportive of the goals of TLA) and determine by the Governing Board except in the case where more than one Organisation member exist from a CSOs. When the selection of a single Governing board representative must be conducted in a documented and transparent process among the Management(Governing) Board.
- **6.3** Shall determine the period of terms (not exceeding three years) of Service for each members and establish staggered terms so as to ensure “Institutional Continuity”
- **6.4** Shall appoint a Chairperson, Vice Chairperson, Treasure, Vice Treasurer, Secretariat, Vice Secretary, Public Relation Officer and a Legal Advisor as is necessary through a documented and transparent process agreed by the Governing Board.
- **6.5** Shall establish Guidelines for members and establish the Policies of TLA in line with the purpose and goals of TLA.
- **6.6** Shall Hire and Direct the work of the TLA Secretariat, including the preparation of the Annual Work Plan, Programmatic reports of the Association’s activities and the work accomplished by TLA members, budget and financial reports and other reports as deemed necessary.
- **6.7** Shall address the issue of non-performing Governing Board member or Executive TLA member or any registered member of the Association who acts in direct/indirect conflict with goals of TLA in the following manner
 - **6.7.1** Real Information from a member expressing dissatisfaction with a member of the TLA must be reported to the Secretariat and forwarded to the Governing Board in a special report.
 - **6.7.2** The Governing Board shall appoint a standing committee to investigate the validity of the report referred to in clause 4.2.3 and 5.6 and produce a written report within 2 weeks of it being assigned by the Governing Board to the standing committee. The Governing Board shall consider and evaluate the outcome of the investigation report by the standing committee and if found valid the Governing board will remind the non-performing member of the responsibilities via the TLA Group.
 - **6.7.3** The Governing board shall determine a period of time during which to receive further reports from members regarding the performance of the non-performance member.
 - **6.7.4** If necessary the Governing Board may remove the non-performing member from the Association as part of the circulated agenda of the Annual general Meeting and a $\frac{3}{4}$ majority of those present and entitled to vote approving the removal.
- **6.8** Shall remove or permit the removal of a member of the Association if the member
 - **6.8.1** Resigns in writing
 - **6.8.2** Passes away
 - **6.8.3** Retires or disassociates from his/her Associate member NGO or
 - **6.8.4** Does not attend two consecutive Annual General Meetings unless the member has a reasonable excuse.

7.0 Secretariat

- **7.1** The TLA Secretariat shall be recruited by and responsible to the Governing Board
- **7.2** The Secretariat will be located at the hosting NGO in accordance with arrangements executed by the Governing Board.
- **7.3** The duties of the TLA Secretariat shall include but not be limited to
 - **7.3.1** Maintaining proper records of all meeting and other administrative business of the Governing Board
 - **7.3.2** Maintain proper registration records of all the Association and its members



- **7.3.3** Liaising with members and facilitating the sharing of information on programme matters
- **7.3.4** Coordinating searches for financial and technical resources via correspondence with other Organisations.
- **7.3.5** Identifying special concerns, emerging issues or other issues raised by a TLA member or discovered in the information flow and bringing such items to the attention of the Association and the Governing Board.
- **7.3.6** Coordinating and preparing reviews, work plan development and other processes and the Annual General Review
- **7.3.7** Fostering Communication and dealing with non-responsive TLA members and
- **7.3.8** performing other duties as maybe requested time to time by the Governing Board.

8.0 Annual General Meeting

- **8.1** The AGM of the TLA shall be conducted in Mid January via the most convenient and the cost effective communications medium among the TLA Members to discuss the TLA business.
- **8.2** The Annual report and Audited Financial reports shall be circulated to members 1 week prior to the Annual General Meeting.
- **8.3** Any motion or business item requested by a TLA member to be included on the Agenda must be transmitted to the secretariat by the 3rd January, Any such motion or item will be circulated by the Secretariat to all members of the TLA at least 1 week before the AGM.
- **8.4** During the AGM, the following business shall be transacted:
 - **8.4.1** Receive and consider the Annual Report of the Governing Board and the proposed work plan and budget for the next fiscal year
 - **8.4.2** Receive and consider the audited financial report
 - **8.4.3** Notification to affected TLA members of the need to select new Governing Board members (due to completion of term or other reasons) for the next AGM
 - **8.4.4** Recognition of both new and retiring Governing Board members and
 - **8.4.5** Consideration of all business included on the AGM Agenda.
- **8.5** The Governing Board may invite observers to listen to the deliberations at the Annual General Meeting.
- **8.6 Procedure at meetings**
 - **8.6.1** At the Annual General Meeting and Special Meetings, The Chairperson shall take the Chair, in his absence the Vice Chairperson and except as otherwise provided every other member shall be entitled on every motion to one vote and exercised in person or by proxy or in writing and in the case of equality of votes the Chairperson shall have a casting as well as a deliberate vote.

9.0 Special General Meeting

- **9.1** A Special General Meeting Conference call can be arranged at any time by the Governing board
- **9.2** Any motion or business item requested by a TLA member to be included in the SGM Agenda must be transmitted to the secretariat 1 week prior to the proposed date of the SGM, Any such motion or item will be circulated by the secretariat to all members of the TLA Governing Board at least 1 week before the SGM.

10.0 Quorum

- **10.1** The quorum for decision making shall consist of seven(7) members of the Governing Board.



11.0 Funding

- **11.1** The Governing Board shall have oversight and control of the financial affairs of TLA
- **11.2** The Governing Board may seek funding or other support of its activities from National, Regional or International Donor Agencies or from National Government Agencies.
- **11.3** The financial period of TLA shall begin each year on the 1st day of July and end on the 30th day of June in the following year.
- **11.4** The financial report shall be circulated to membership by the end of July for discussion and final approval by the end of August.
- **11.5** The Governing Board with the assistance of the Secretariat will establish appropriate regulations and procedures for the recording and maintaining of all financial transactions.
- **11.6** No part of the TLA accounts shall be used or on a loan basis to members or for the private pecuniary profit of any member.

12.0 TLA Common Seal

- **12.1** The Governing Board shall design or establish a common seal/logo
- **12.2** The Common Seal/Logo of the TLA shall be kept in the custody of the Secretariat and shall be not affixed to any document or other instrument unless duly authorized in writing by the Governing Board.

13.0 Amendment of the Constitution

- **13.1** Any alteration, amendment or rescission of this Constitution shall be made only by a resolution of a two thirds majority of representative members present and voting in the manner provided in section 7.0 at the Annual General Meeting, or at a Special General Meeting called for that purpose.
- **13.2** Any alteration, amendment or rescission of this Constitution shall be by motion transmitted to the Secretariat 14 days prior to the AGM or the SGM called for that purpose.

14.0 Transfer of Secretariat

- **14.1** The Governing Board after careful deliberation may transfer the Secretariat to a National Organisation/body member that shares similar goals to TLA
- **14.2** The terms of the transfer are to be agreed in writing between the members of the Governing Board
- **14.3** The transfer to the new Secretariat will not affect any work program, networking and/or training that has been created, facilitated or currently underway or is in the process of being created or facilitated or will be in operation, subject of course to the direction of the Governing board.
- **14.4** The handover of the Administrative operations from the old secretariat to the new Secretariat must take place within a 2 months period upon notification in writing by the Governing Board to both parties concerned

15.0 Dissolution of the Network

- **15.1** TLA may be dissolved by a vote passed at an AGM by a two thirds majority of members entitled to vote at an Annual General Meeting
- **15.2** Upon the dissolution of the TLA, donor agencies will be informed of the dissolution and requested to inform the Governing Board of the Donor's instructions concerning disposition of the assets provided to TLA by the Donor. All other assets of TLA shall be sold and after payment of all debts owing by the TLA, the balance, if any shall be given to charity approved by two third majority of members present at the Annual General Meeting when dissolution was approved.