

**REGISTRAR OF COMPANIES
OF
THE REPUBLIC OF FIJI**

FORM A6
Sections 28, 46, 76, 574
of the Companies Act 2015

NOTIFICATION OF RESOLUTION

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) of the form or complete an annexure and submit the relevant page(s) or annexure as part of this lodgement.

Company details

Company name Oceania National Olympic Committees
Company number RCBS2010L4621

Lodgement details

Who should the Registrar contact if there is a query about this form?

Firm/organisation Munro Leys
Contact name Glenis Yee
Position description Partner
Telephone number (during business hours) 3221851
Email address (optional) _____

Level/Office building Level 3 Pacific House
Street number and street Butt Street
Town/City Suva
Island Viti Levu

A. Type of resolution

- | | | |
|-------------------------------------|-----------------------------------|-------------|
| <input type="checkbox"/> | Change of Company name | Section 28 |
| <input checked="" type="checkbox"/> | Change of Articles of Association | Section 46 |
| <input type="checkbox"/> | Change of Company type | Section 76 |
| <input type="checkbox"/> | Winding up voluntarily | Section 574 |

B. Details of change of Company name

Proposed company name (including the legal elements below)

Reservation number (if any) _____

Tick the legal elements that apply

- Ltd
 Limited
 Pte Ltd
 Pte Limited
 An Unlimited Liability Company



Is the proposed name identical to a registered business name(s) in Fiji?

Yes No

If yes, I declare that I own, or am registering the company for the owner(s) of the identical business name(s), the registration details of which are listed below.

Registered Business Name number	Registered Business Name

C. Change to Articles of Association

<input type="checkbox"/>	The company will adopt the Standard Form Articles of Association
<input checked="" type="checkbox"/>	The company will adopt its own Articles of Association A Company which will adopt its own Articles of Association must lodge a copy of the Articles of Association with this application.

D. Details of change of Company type

- Private Company Limited by Shares** – convert to:
 - Public Company Limited by Shares
 - Unlimited Liability Company
- Public Company Limited by Shares** – convert to:
 - Private Company Limited by Shares
 - Unlimited Liability Company
- Unlimited Liability Company**– convert to:
 - Private Company Limited by Shares
 - Public Company Limited by Shares
- Company Limited by Guarantee** – convert to:
 - Private Company Limited by Shares
 - Public Company Limited by Shares
- Company Limited by Shares and Guarantee** – convert to:
 - Private Company Limited by Shares
 - Public Company Limited by Shares
 - Company Limited by guarantee

Company name after resolution if change of Company type
Proposed Company name (including the legal elements below)

Reservation number (if any) _____

Tick the legal elements that apply

- Ltd
- Limited
- Pte Ltd

- Pte Limited
- An Unlimited Liability Company

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Is the proposed name identical to a registered business name(s) in Fiji?

- Yes
- No

If yes, I declare that I own, or am registering the company for the owner(s) of the identical business name(s), the registration details of which are listed below.

Registered Business Name number	Registered Business Name

E. Winding up voluntarily

- Resolution to wind up

F. Details of resolution

Date of meeting or resolution

16 June 2018

The resolution

<input type="checkbox"/>	Set out below
<input checked="" type="checkbox"/>	In the attached annexure was passed or agreed to (as required) as a special or ordinary resolution (as applicable) in accordance with the Companies Act 2015.

Signature

This form must be signed by a current officeholder of the Company.

I certify that the information in this form is true and complete.

Name

DR ROBIN MITCHELL

Capacity

- Director
- Company secretary

Signature

R Mitchell

Date signed

31 / 7 / 2018

FIJI

COMPANIES ACT 2015

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

OCEANIA NATIONAL OLYMPIC COMMITTEES

MUNRO LEYS
LAWYERS & NOTARIES PUBLIC
LEVEL 3 PACIFIC HOUSE
BUTT STREET
SUVA, FIJI

F I J I

COMPANIES ACT 2015

A COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

OCEANIA NATIONAL OLYMPIC COMMITTEES

1. NAME

1.1 The name of the Company is **OCEANIA NATIONAL OLYMPIC COMMITTEES** (hereinafter "ONOC") a private company limited by guarantee incorporated under the Act.

2. REGISTERED OFFICE

2.1 The registered office of ONOC will be situated in Suva or at such other place in Fiji as the Directors of ONOC may determine from time to time.

3. OBJECTS

3.1 The objects for which ONOC is established are:-

- (a) To develop, promote and protect the principles of Olympism and Olympic Movement in Oceania and elsewhere.
- (b) To recognise that athletes are at the heart of the Olympic Movement and maximise support to the athletes of Oceania, including through Olympic Solidarity and other programmes to increase their participation and improve their performance in the Olympic Games, Olympic Winter Games, Youth Olympic Games and Youth Olympic Winter Games.
- (c) To encourage and support the promotion of ethics in sport as well as the education of youth through sport.
- (d) To ensure the observance of the Olympic Charter by member NOCs in Oceania.
- (e) To recognize and support member NOCs including to preserve their autonomy and resist all pressures of any kind, including but not limited to political, legal, religious or economic pressures which may prevent them from complying with the Olympic Charter.

- (f) To encourage and support the promotion and development of Olympic sports in the Oceania.
- (g) To take action against any form of discrimination by member NOCs.
- (h) To adopt and implement the World Anti-Doping Code.
- (i) To encourage and support measures relating to the medical care and health of athletes by member NOCs.
- (j) To protect clean athletes and the integrity of sport by being a leading advocate in the fight against doping, manipulation of competition and related corruption in Oceania.
- (k) To administer and manage the funds received from the Olympic Solidarity Commission for its World and Continental programmes in the Oceania.
- (l) To make representations of continental significance to the IOC, ANOC and the OCOGs.
- (m) To encourage consultation on all matters of mutual concern and interest particularly in relation to international meetings convened or sponsored by the IOC or ANOC.
- (n) To nominate continental representatives for all commissions and international bodies, requiring representation by ONOC.
- (o) To carry out such other Olympic functions as may be determined by ONOC from time to time.
- (p) To preserve its autonomy and resist all pressures of any kind, whether they be of a political, religious or economic nature, that may prevent ONOC from complying with the Olympic Charter.
- (q) To carry on any lawful activity, including those specified in this Articles, whether in the Republic of the Fiji Islands or elsewhere.
- (r) To do all such other acts and things incidental to the attainment of these objectives, including co-operation with private or government organisations providing that ONOC will never associate itself with any undertaking which would be in conflict with the principles of the Olympic Movement and the Olympic Charter.

3.2 These objects will be approached in conformity with the Olympic Charter and in the spirit of co-operation with ANOC, IOC, IFs, International Paralympic Committee, National Federations affiliated to an IF, Oceania Foundation, Oceania Sports Federations, OCOGs, Oceania Paralympic Committee, Olympic Sports Federations of Oceania and World Anti-Doping Authority.

3.3 The objects set forth in these Articles shall not be restrictively construed and the widest interpretation shall be given to them and they shall not, except when the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects so set forth or by the name of ONOC.

- 3.4 None of the sub-clauses or the objects contained in these Articles or the powers conferred on ONOC shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause.
- 3.5 ONOC shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the sub-clauses of these Articles.
- 3.6 The income, profits and property of ONOC wheresoever derived, shall be applied solely towards the promotion of the objects of ONOC as set forth in these Articles and no dividend shall be payable to any member of ONOC.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of ONOC.

4. LIABILITY OF THE MEMBERS

- 4.1 The liability of the members is limited.

5. WINDING UP

- 5.1 Each member of ONOC undertakes to contribute to the property of ONOC, in the event of it being wound up during membership or within one year after cessation of membership, for payment of the debts and liabilities of ONOC contracted before the member ceased to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding Twenty Fijian dollars (FJ\$20).
- 5.2 Any property whatsoever which remains after the winding up or dissolution of ONOC and satisfaction of all its debts and liabilities will not be paid to or distributed among the members of ONOC, but will be given or transferred in such manner as the IOC may in writing direct and in the event that there is no such direction, such property will be given or transferred to some other body or bodies having objects similar to the objects of ONOC and which will also prohibit the distribution of its or their property among its or their members at least to the extent imposed on ONOC under clause 3.6, or to some other body or bodies the objects of which are for the promotion of sport in Oceania.

6. ACCOUNTS OF ONOC

- 6.1 True accounts shall be kept of the sums of money received and expended by ONOC and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of ONOC and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Articles of Association for the time being in force, shall be open to the inspection of the members.

7. DEFINITIONS

- 7.1 In these Articles, unless the contrary intention appears from the context:
- (a) **Act** means Companies Act 2015 as amended and all regulations made under it.

- (b) **Administration** means the Administration of ONOC duly appointed in accordance with these Articles.
- (c) **Articles** means these Articles of Association of ONOC.
- (d) **Athletes' Commission** has the meaning given to it in Article 20.
- (e) **Athletes' Commission of a NOC in Oceania** means an athletes' commission formed by a NOC with terms of reference based on those issued by the IOC following the recommendation of the IOC 2000 Reform Commission.
- (f) **ANOC** means the Association of National Olympic Committees.
- (g) **Business Day** means a day on which banks are open for business in Suva, Fiji.
- (h) **Delegate** means the delegate of a Member being a NOC in Oceania and appointed by such Member to represent it at meetings of ONOC.
- (i) **Electronic Mail** and the abbreviations "e-mail", "e.mail" and "email" means the method of transmitting or exchanging digital messages over communications networks.
- (j) **Executive** means the Executive and, for the purposes of the Act, the Board of Directors of ONOC duly elected in accordance with these Articles.
- (k) **Financial Statements** means the Income Statement, Balance Sheet, Cash Flow Statement, Statement of Changes in Equity and the Notes thereto.
- (l) **IOC** means the International Olympic Committee.
- (m) **IOC Approved Statutes** means the Statutes of a NOC and any subsequent change or amendment to such Statutes as approved by the IOC pursuant to By-Law 1.3 to Rule 28 and 29 of the Olympic Charter.
- (n) **IOC Athletes' Commission** means the IOC Athletes' Commission constituted pursuant to By-Law 1 to Rule 21 of the Olympic Charter.
- (o) **IOC Members** means the members of the IOC who are citizens of a country within Oceania.
- (p) **IF** means an International Federation recognized by the IOC as governing a sport or sports included in the programme of the Olympic Games or the Olympic Winter Games
- (q) **Member** means the NOCs in Oceania, IOC Members and the Athletes' Commission who are members of ONOC pursuant to these Articles.
- (r) **Members of the Executive** means the members of the Executive and, for the purposes of the Act, the Directors of ONOC for the time being elected in accordance with these Articles.

- (s) **NOC** means a National Olympic Committee recognized by the IOC.
- (t) **Notice** means a notice, agenda or other document given to any Member under these Articles.
- (u) **OCOGs** means the Organising Committees of the Olympic Games, Olympic Winter Games, Youth Olympic Games and Youth Olympic Winter Games.
- (v) **Oceania** means the geographic region consisting of numerous lands which are mostly islands in the Pacific and vicinity as recognized from time to time by the IOC.
- (w) **Oceania Foundation** means the Oceania Foundation established under the patronage of the IOC to pursue the Fundamental Principles of Olympism, in accordance with the Olympic Charter, by means of encouraging and promoting the active participation of people in sport in Oceania and incorporated under the Corporations Act 2001 (Commonwealth of Australia) (ACN 121 646 277).
- (x) **Oceania Sports Federation** means an association or confederation of National Federations affiliated to the same International Federation in Oceania.
- (y) **Olympic Charter** means the constitution laws of the IOC being the codification of the Fundamental Principles, Rules and By-Laws adopted by the IOC. It governs the organization and operation of the Olympic Movement and stipulates the conditions for the celebration of the Olympic Games and the Olympic Winter Games.
- (z) **Olympic Games** means the Olympic Games of an Olympiad convened by the IOC.
- (aa) **Olympic Winter Games** means the Olympic Winter Games convened by the IOC.
- (bb) **President** means the person elected by the Members as the President and, for the purposes of the Act, Chair of ONOC and the Executive.
- (cc) **Seal** means the common seal of ONOC.
- (dd) **Secretary-General** means the person for the time being elected by the Members as the Secretary-General and, for the purposes of the Act, the Secretary of ONOC.
- (ee) **Vice President** means the person elected by the Members as the Vice President of ONOC.
- (ff) **Youth Olympic Games** means the Youth Olympic Games convened by the IOC.
- (gg) **Youth Olympic Winter Games** means the Youth Olympic Winter Games convened by the IOC.

8. INTERPRETATION

- 8.1 Words of the plural number include the singular and vice-versa.
- 8.2 Words of the masculine gender include the feminine and vice-versa.
- 8.3 A person includes an individual, a firm, a body corporate, a partnership, joint venture, an unincorporated body or association or any Government agency;
- 8.4 Where reference is made to a specific rule or By-Law of the Olympic Charter, such reference is to the version of the Olympic Charter as in force from 7 July 2007. Such references shall be deemed to refer to any rule or By-Law that replaces or modifies them in any subsequent version of the Olympic Charter.
- 8.5 Where these Articles are inconsistent with a rule, regulation or directive of the IOC, the latter will prevail, and these Articles, to the extent of the inconsistency, will be invalid.
- 8.6 Any dispute or difference as to the meaning of these Articles must be referred to the Executive for determination.
- 8.7 Should a Member be dissatisfied as to the determination of the Executive under Article 8.6 the Member concerned:
- (a) may appeal to the Court of Arbitration for Sport within fourteen (14) days of receiving written notification of the decision and may not institute any other form of appeal nor maintain proceedings in any other court or tribunal;
 - (b) surrenders any right it may have to commence proceedings in a court in relation to any such dispute or to file any appeal, review or recourse to any state court or other judicial authority from any arbitral award, decision or ruling issued by the Court of Arbitration for Sport; and
 - (c) pursuant to Article 192 of the Federal Code of Private International Law of Switzerland, will have no right to appeal to the Swiss Federal Supreme Court or any other canton court from any arbitral award, decision or ruling issued by the Court of Arbitration for Sport and waives fully any and all actions for annulment in respect of such award, decision or ruling.
- 8.8 Any appeal pursuant to Article 8.7 will be conducted pursuant to the Code of Sports-Related Arbitration.
- 8.9 Where, in these Articles, reference is made to any legislation, regulation, by-law or ordinance, the reference includes any legislation, regulation, by-law or ordinance that replaces or amends it.
- 8.10 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.

9. MEMBERSHIP

9.1 The membership of ONOC will comprise:

- (a) NOCs in Oceania
- (b) IOC Members and
- (c) the Athletes' Commission in accordance with Article 20.

9.2 The minimum number of Members shall be seven and there shall not be a maximum number for so long as the membership criteria in Article 9.1(a) above is followed.

9.3 The number of Members with which ONOC proposes to be registered is seventeen (17) NOCs in Oceania.

9.4 The subscribers to the Articles of Association of ONOC, IOC Members and the Athletes Commission in accordance with Article 20 shall be Members of ONOC from its incorporation.

9.5 A NOC in Oceania which is not a Member of ONOC will automatically be admitted to membership upon application.

9.6 Where a NOC in Oceania is suspended or ceases to be recognized by the IOC then such NOC will automatically be suspended as a Member of ONOC or cease to be a Member of ONOC, as the case may be, from the happening of such event.

10. MANAGEMENT

10.1 The management and control of the affairs of ONOC will be vested in the general meeting of Members. Between such meetings, the management of ONOC will be carried out by the Executive and the routine administration by the Administration.

11. POWERS

11.1 Subject to these Articles, ONOC will have full power, jurisdiction and authority to do all things necessary to carry out the business, affairs and objects of ONOC.

12. GENERAL MEETINGS OF ONOC

12.1 ONOC shall, in each year, hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the Notice calling it; and not more than 15 months shall elapse between the date of one annual general meeting of ONOC and that of the next: Provided that, so long as ONOC holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation.

12.2 Subject to Article 31, each NOC in Oceania will be entitled to be represented by two Delegates at general meetings, each of whom will have one (1) vote.

12.3 Each IOC Member will have one (1) vote.

- 12.4 The Athletes' Commission will be entitled to be represented by its Chair and Deputy Chair or in the absence of any of them by another member, or both of them by another two members of the Athletes' Commission appointed by Electronic Mail by the Chair of the Athletes' Commission, each of whom will have one (1) vote.
- 12.5 In the annual general meeting convened in the year following the Olympic Games, the Members will:-
- (a) elect a President, a Vice President, a Secretary-General-General and four (4) other Members of the Executive who, subject to Article 37, will at the time of their election be Delegates of and nominated by different NOCs in Oceania of which they are members of the executive body of such NOC or, in the case of the President, Vice President and Secretary-General-General may be IOC Members who are elected to the IOC pursuant to paragraphs 1.1.1, 1.1.2 or 1.1.4 of Rule 16 of the Olympic Charter; and
 - (b) appoint an independent auditor of the Association.
- 12.6 At each annual general meeting:
- (a) The minutes of the preceding annual general meeting and of any other general meeting held since that meeting will be confirmed.
 - (b) The Secretary-General will present the annual report, Financial Statements and the independent auditor's report thereon which documents will be circulated with the agenda by Electronic Mail.
 - (c) The membership of ONOC will determine, if thought necessary, a minimum annual fee payable by each NOC in Oceania which is a Member.
- 12.7 The quorum for a general meeting of ONOC will consist of, at least, fifty per cent (50%) of the NOCs in Oceania.
- 12.8 A Notice convening any general meeting and inviting Notices of motion and any other agenda items will be given by the Secretary-General at least sixty (60) days prior to that meeting to each Member and member of the Executive in accordance with Article 30.
- 12.9 If any Member desires to have any matter included in the agenda of a general meeting, he will give written notice thereof to the Secretary-General by Electronic Mail at least thirty (30) days prior to the meeting.
- 12.10 The agenda for a general meeting will be given to each Member and the Members of the Executive by the Secretary-General, in accordance with Article 30, at least twenty-one (21) days prior to the general meeting.

- 12.11 Notwithstanding the provisions of Article 12.10 the Executive may, in its absolute discretion and at any time, include additional items on the agenda of a general meeting where it is of the opinion that such additional items warrant inclusion.
- 12.12 An item not on the agenda will not be discussed or submitted to a vote, unless two-thirds of the total of Delegates, IOC Members, Members of the Executive and the Chair and Deputy Chair of the Athletes' Commission Committee present and entitled to vote agree.
- 12.13 Any motion submitted to a general meeting in terms of Article 12.12 will only be carried if approved by two-thirds of the persons present and entitled to vote.

13. EXTRAORDINARY GENERAL MEETING OF ONOC

- 13.1 All general meetings other than annual general meetings shall be called Extraordinary General Meetings.
- 13.2 Extraordinary General Meetings of ONOC will be convened by the Secretary-General when the latter is so directed by the Executive or upon written request of not less than fifty percent (50%) of the NOCs in Oceania.

14. VOTING AT GENERAL MEETINGS OF ONOC

- 14.1 Subject to Article 14.2, each Delegate, IOC Member, member of the Executive and the Chair and Deputy Chair of the Athletes' Commission present at a general meeting of ONOC will be entitled to vote on every motion or amendment thereof. In addition to his deliberative vote, the President or Vice President (if the President is unable to attend) will have, in the event of an equality of votes, a casting vote.
- 14.2 Subject to Article 31, in electing the President, Vice President, Secretary-General and the remaining four (4) elected Members of the Executive, the only persons who will be entitled to vote will be each Delegate, each IOC Member and the Chair and Deputy Chair of the Athletes' Commission present at the general meeting.
- 14.3 Voting for elections will be by secret ballot. Each person entitled to vote will write on the ballot paper the name of the candidate of his choice. If there are only two (2) candidates, then the candidate receiving the highest number of votes will be elected. If there are three (3) or more candidates, then the procedure for election will be as follows:
- (a) After any ballot, a candidate who receives more than fifty percent (50%) of the votes of those present and entitled to vote ("a simple majority") will be declared elected.
 - (b) Failing receipt of more than fifty percent (50%) of the votes, then the candidate with the least number of votes will be eliminated. This procedure will continue until only two (2) candidates remain and the election will then be decided by a simple majority.

- 14.4 Where, but for this sub-Article, any person would be entitled to more than one (1) vote (save for the casting vote of the President or the Vice President ([if the President is unable to attend] of the general meeting) by virtue of fulfilling more than one criteria pursuant to Article 14.1 and Article 17, then such person will only be entitled to one (1) vote on any motion or amendment thereof.
- 14.5 In all other cases, apart from Article 14.3, voting will be by show of hands unless otherwise requested by at least fifty percent (50%) of the persons present and eligible to vote. A resolution other than as provided for in Article 12.12 and 12.13 will be considered adopted if a simple majority of the persons entitled to vote and present at the meeting vote in favour.

15. PROXIES

- 15.1 In the event of a Delegate being unable to attend a general meeting of ONOC, a proxy Delegate may be appointed by Electronic Mail from the Secretary-General or other authorised officer of the relevant NOC in Oceania or in the case of the Chair or Deputy Chair of the Athletes' Commission, by another member of the Athletes' Commission appointed by Electronic Mail by the Chair of the Athletes' Commission.

16. VOTING BY ELECTRONIC MAIL

- 16.1 Subject to these Articles, a resolution will be submitted to vote by Electronic Mail when directed by the Executive if it determines that this is appropriate given the urgency of the matter in question.
- 16.2 Such vote by Electronic Mail will be in accordance with Article 30 and the following procedure:
- (a) The Secretary-General will transmit the resolution and a Notice stating the date and time, in the location from which the Electronic Mail is transmitted, upon which the voting will close to each Member and member of the Executive.
 - (b) The closing date must not be less than twenty-one (21) days after service of the Notice is deemed to be effected.
 - (c) Subject to Article 31, each NOC in Oceania will be entitled to two (2) votes.
 - (d) Each of the IOC Members, Chair and Deputy Chair of the Athletes' Commission and Members of the Executive will be entitled to one (1) vote.
- 16.3 Upon the close of voting, the Secretary-General will forthwith examine the votes as received by him and forthwith convey by Electronic Mail to each Member, Member of the Executive and Chair and Deputy Chair of the Athletes' Commission, the result of the voting so received by him. The President may, and will if requested by any Member or Member of the Executive, within forty-eight (48) hours of receiving the result confirm or correct the result by Electronic Mail to all Members and the Members of the Executive after requesting the Secretary-

General to convey to him by Electronic Mail copies of all votes received and checking such votes.

- 16.4 In the event of an equal number of votes for and against being recorded, the resolution will be deemed not to be carried.
- 16.5 A vote upon any resolution so taken by Electronic Mail will be as valid and binding in all respects as if the same had been taken in due manner at a duly convened meeting of ONOC and will be recorded in the minutes.

17. THE EXECUTIVE

- 17.1 The Executive will consist of:
- (a) the President, Vice President, Secretary-General and four (4) other members elected in accordance with Article 12.5 (a);
 - (b) the IOC Members who are elected to the IOC pursuant to paragraph 1.1.1, 1.1.2 and 1.1.4 of Rule 16 of the Olympic Charter; and
 - (c) the Chair of the Athletes' Commission elected by the Athletes' Commission in accordance with Article 20. If such Chair is unable to attend a meeting of the Executive, the Deputy Chair will be entitled to attend and represent the Athletes' Commission instead.
- 17.2 Any vacancy occurring in the Executive referred to in paragraph (a) of this Article through resignation, death, removal from office or other cause, will be filled by the Executive and any person so appointed will hold office until the next general meeting of ONOC at which time there will be an election for the office concerned.
- 17.3 The Executive will have the authority to employ, on terms and conditions determined by it, such salaried officers and staff as are necessary to carry out the management responsibilities of the Executive.
- 17.4 The Executive will appoint an Audit Committee.
- 17.5 The Executive will:-
- (a) appoint representatives of ONOC for International Commissions, Committees and Conferences for terms which will conclude, at the latest, at the annual general meeting of ONOC convened in the year following the next Olympic Games; and
 - (b) fill any vacancies among such representatives occurring through resignation, death, removal from office pursuant to Article 22 or other cause.
- 17.6 A meeting of the Executive will be convened at least twice a year at the direction of the President or the Secretary-General, or if requested by at least fifty percent (50%) of the NOCs in Oceania.

17.7 Any decision of the Executive which is inconsistent with the Olympic Charter or these Articles will be invalid.

18. ADMINISTRATION

18.1 The Administration of ONOC will comprise the President, Vice President and Secretary-General who will act for the Executive between meetings of the Executive.

18.2 Any decision of the Administration which is inconsistent with the Olympic Charter or these Articles will be invalid.

19. COMMISSIONS, COMMITTEES AND WORKING GROUPS

19.1 The Executive may appoint standing or ad hoc commissions, committees or working groups wherever it appears necessary, not necessarily out of their number. Except where expressly provided in these Articles, the Executive will establish their terms of reference, designate the members and chair and decide upon their dissolution once it considers that they have fulfilled their mandates. No meeting of any commission, committee or working group may be held without the prior agreement of the Administration except where expressly provided in these Articles.

20. ATHLETES' COMMISSION

20.1 ONOC shall form an Athletes' Commission.

20.2 The objectives of the Athletes' Commission are to:

- (a) consider questions related to athletes and to provide advice to ONOC and the Executive;
- (b) represent and safeguard the rights and interests of athletes and to make related recommendations to ONOC and the Executive;
- (c) communicate and liaise regularly with the IOC Athletes' Commission;
- (d) maintain contact with the Athletes' Commission of NOCs in Oceania; and
- (e) support or liaise with athletes of NOCs in Oceania where Athletes Commission is inactive or non-existent, through the appropriate channels.

20.3 The Athletes' Commission will comprise of the following members:

- (a) a representative of the Pacific Games Council, elected by the athletes at the Pacific Games as athlete representative on the Pacific Games Council;
- (b) at least two (2) members (one male and one female) who are elected by their peers during Oceania Athletes Forum held two years after the Pacific Games;

- (c) up to three (3) members appointed at any time by the Executive following the general meeting convened in the year following the Summer Olympic Games; and
 - (d) any member of the IOC Athletes' Commission who is domiciled in a country within Oceania.
- 20.4 To be eligible for appointment to the Athletes' Commission pursuant to Article 20.3 (b) and (c) a person must be:
- (a) at least 18 years of age and not have been sanctioned for a doping offence during his or her sports career;
 - (b) nominated by an Athletes' Commission of a NOC in Oceania; and
 - (c) an athlete who, at the time of his or her election, has participated at an international level, at least, within the previous eight (8) years.
- 20.5 The persons appointed must:
- (a) include athletes from both genders;
 - (b) excluding the Pacific Games Council representative, not include more than one (1) athlete nominated by or from any Athletes' Commission of a NOC in Oceania; and
 - (c) excluding the Pacific Games Council representative, not include more than one (1) athlete from any one (1) sport or discipline on the Summer Olympic Games and Olympic Winter Games programmes.
- 20.6 The Athletes' Commission will at their first meeting following appointment elect their Chair and Deputy Chair who will hold office until the conclusion of the annual general meeting of ONOC in the year following the next Olympic Games. Its' Chair and Deputy Chair will represent the Athletes' Commission at general meetings of ONOC and the Chair will be a Member of the Executive. If the Chair is unable to attend a meeting of the Executive, the Deputy Chair or any other member of the Athletes' Commission appointed by Electronic Mail by the Chair of the Athletes' Commission will be entitled to attend and represent the Athletes' Commission.
- 20.7 The duration of all appointments will be for four (4) years from the date of the appointment or election, as the case may be. Such appointments are renewable.
- 20.8 The Athletes' Commission will meet in person at least once a year.
- 20.9 The representative of the Pacific Games Council sits on the Athletes' Commission as a representative of the Pacific Games Council to ensure cohesion and communication between that Council and its athlete programs, with those of the Athletes' Commission. The representative of the Pacific Games Council cannot be the Chair or the Deputy Chair of the Athletes Commission, but is available for appointment to other roles on behalf of the Athletes Commission. Except for this

limitation, the Pacific Games Council representative has all rights, powers, duties and obligations as other members of the Athletes' Commission.

21. DELEGATION OF POWERS

21.1 The Executive may delegate powers to one or more of its members, to commissions and committees, to other entities or to third parties.

22. REMOVAL OF OFFICE BEARERS, OTHER EXECUTIVE MEMBERS AND REPRESENTATIVES

22.1 Any Member of the Executive elected to the position described in Article 17.1(a) and (b) or any person appointed to represent ONOC on any other commission, committee or body may be removed from office at a general meeting by a vote of a majority of two thirds of the persons present and entitled to vote and provided at least ninety (90) days' notice of such intention to move the removal of such person or persons has been given to each Member.

23. PRESIDENT

23.1 The President will represent ONOC and preside over each meeting of ONOC, the Executive and the Administration.

24. VICE PRESIDENT

24.1 The Vice President will generally represent the President, when required, and will preside at any meeting in the absence of the President.

25. SECRETARY-GENERAL

25.1 The Secretary-General will:

- (a) serve as the chief administrative and financial official of ONOC and will perform such duties as are determined from time to time by the Executive;
- (b) cause to be kept a minute book in which the minutes of each meeting of ONOC and the Executive will be recorded and which must be available for inspection free of charge by an authorised representative of any Member upon request;
- (c) send copies of the minutes of all annual general meetings and extraordinary general meetings to each Member and Member of the Executive by Electronic Mail as soon as practicable, but within sixty (60) days after the meeting to which they relate;
- (d) send to the IOC copies of the minutes, certified as true copies by the President and Secretary-General, of all annual general meetings and extraordinary general meetings which will contain details of all elections which have taken place and all resolutions taken;
- (e) ensure that all receipts and payment will pass through the bank account of ONOC;

- (f) cause to be kept accurate and proper books of accounts of ONOC;
- (g) present the annual report and Financial Statements of ONOC and an independent auditor's report thereon to the annual general meeting;
- (h) circulate by Electronic Mail to all Members, the Executive and the IOC, the annual report and Financial Statements of ONOC and an independent auditor's report thereon; and
- (i) cause the annual report, Financial Statements of ONOC and an independent auditor's report thereon to be posted on the website of ONOC.

26. RELATIONSHIPS WITH THE IOC AND OTHER ORGANISATIONS

- 26.1 Nothing in these Articles will be deemed in any way to remove or compromise a Member's right to approach or deal directly with the IOC and other organisations, nor to impair their autonomy as provided by the Olympic Charter.

27. IOC CODE OF ETHICS

- 27.1 The IOC Code of Ethics applies to ONOC, its Members, Delegates, Executive, Administration, Athletes' Commission, other commissions, committees and working groups.

28. AMENDMENTS TO THESE ARTICLES

- 28.1 An addition to, an amendment of or a rescission wholly or in part of these Articles may be made only at a general meeting of ONOC by resolution:
- (a) of which at least thirty (30) days' notice in writing has been given to the Secretary-General;
 - (b) of which a copy of such Notice has been forwarded to each Member at least twenty-one (21) days before the general meeting; and
 - (c) which has been passed by a majority of three-quarters of the persons present and entitled to vote at the general meeting.
- 28.2 Amendments to these Articles, certified as true copies by the President and the Secretary-General, will be communicated to the IOC with a request for approval.

29. EXPULSION OF IOC MEMBERS

- 29.1 Where an IOC Member is expelled from membership of the IOC, the person is ineligible to act as a Delegate, to hold any position on, be employed by or to receive funding from ONOC.

30. NOTICES

- 30.1 Notice will be given by ONOC to each Member and Member of the Executive by Electronic Mail at the email address supplied to ONOC by the Member and Member of the Executive for the giving of Notices.
- 30.2 The service of a Notice will be deemed to be effected by properly addressing the email address and transmitting it to the email address supplied to ONOC for that purpose and to be effected on the next Business Day after the date of transmission in the location from which the Electronic Mail is transmitted unless ONOC is advised that the transmission failed to send to the addressee.
- 30.3 The documents to be circulated with the agenda of a general meeting pursuant to Article 12.6 (a) and (b) will be deemed to have been circulated if they:
- (a) are an attachment to the Electronic Mail by which the agenda is given; or
 - (b) are available for viewing and downloading by members of the public on and from ONOC website as and from the time the agenda is given, providing the agenda refers to this fact and provides details of the internet location of ONOC's website.

31. ALTERNATE PROVISIONS

- 31.1 Commencing from 1 January 2013, any NOC in Oceania not having:
- (a) IOC approved statutes; and
 - (b) an Athletes' Commission with terms of reference based on those issued by the IOC following the recommendation of the IOC 2000 Reform Commission and approved by the Executive, will:
 - (i) be entitled to be represented by one (1) Delegate who will have one (1) vote at general or extraordinary general meetings of ONOC;
 - (ii) be entitled to one (1) vote on any resolution submitted to a vote by Electronic Mail; and
 - (iii) not be entitled to nominate any person for election to the Executive,

until such time as any such NOC in Oceania complies with paragraphs (a) and (b) of this Article.

32. COMMON SEAL

- 32.1 The Executive must provide a Seal for ONOC. The Seal may only be used by the authority of the Executive. Every instrument to which the Seal is affixed must be signed by a Member of the Executive, and must also be signed by the Secretary-

General or a second Member of the Executive or some other person appointed by the Executive in writing for that purpose.

33. HEADQUARTERS

33.1 The Headquarters of ONOC will be at such location in Oceania as the Executive determines and may be different to the registered office.

34. ONOC ORDER OF MERIT

34.1 An Award known as the ONOC Order of Merit may be conferred upon any person who, in the opinion of the Executive, has achieved remarkable merit in the sporting world either through his or her personal achievement or his or her contribution to the development of sport.

35. EXECUTIVE DIRECTOR

35.1 The Executive Director will be the officer of the ONOC and will be appointed by the Executive.

36. INDEMNITY

36.1 To the maximum extent permitted by law, ONOC will indemnify any current or former Director or Secretary or officer of ONOC out of the property of ONOC against:

- (a) any liability incurred by the person in that capacity (except a liability for legal costs);
- (b) legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity; and
- (c) legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the ONOC or a wholly owned subsidiary, if that expenditure has been approved by the Executive,

except to the extent that:

- (i) ONOC is forbidden by law to indemnify the person against the liability or legal costs;
- (ii) an indemnity by ONOC of the person against the liability or legal costs, if given, would be made void by law; or
- (iii) the person is otherwise entitled to be indemnified and is actually indemnified by another person (including without limitation a subsidiary or an insurer under any insurance policy).

37. INSURANCE

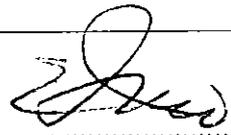
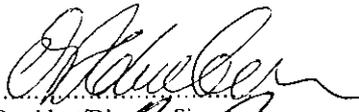
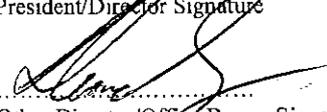
37.1 ONOC may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or Secretary or officer of the ONOC or a subsidiary of the ONOC against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) ONOC is forbidden by law to pay or agree to pay the premium; or
- (b) the contract would, if ONOC paid the premium, be made void by law.

38. CONTRACT

38.1 ONOC may enter into an agreement with a person referred to in articles 42 and 43 with respect to the matters covered by those Articles.

WE, the undersigned several persons whose names and addresses are set out being subscribers to the Articles of Association hereby agree to the foregoing Articles of Association.

Names, postal addresses and occupations of Subscribers	
<p>AMERICAN SAMOA NATIONAL OLYMPIC COMMITTEE having its postal address at</p> <p>P.O. Box 5380 Pago Pago 96799 American Samoa</p>	<p> President/Director Signature</p> <p> Other Director/Office Bearer Signature</p> <p>Dennis Miller Name and signature of witness</p> <p>Executive Director ONOC, P.O. Box 798 Occupation and postal address of witness</p> <p>Suva, Fiji Occupation and postal address of witness</p>
<p>AUSTRALIAN OLYMPIC COMMITTEE having its postal address at</p> <p>Level 4 140 George St Museum of Contemporary Art Sydney NSW 2000 Australia</p>	<p> President/Director Signature</p> <p> Other Director/Office Bearer Signature</p> <p>Dennis Miller Name and signature of witness</p> <p>Executive Director, ONOC P.O. Box 798 Occupation and postal address of witness</p> <p>Suva, Fiji Occupation and postal address of witness</p>

COOK ISLANDS SPORTS AND NATIONAL OLYMPIC COMMITTEE having its postal address at

P.O. Box 569
Nikao
Rarotonga
Cook Islands.

President/Director Signature

Other Director/Office Bearer Signature

Dennis Miller

Name and signature of witness

Executive Director
ONOC, P.O. Box 798

Suva, Fiji
Occupation and postal address of witness

FEDERATED STATES OF MICRONESIA NATIONAL OLYMPIC COMMITTEE having its postal address at

P.O. Box PS319
Palikir,
96941 Pohnpei FM
Federated States
of Micronesia

President/Director Signature

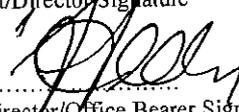
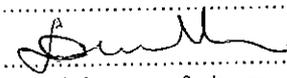
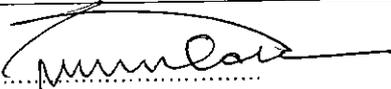
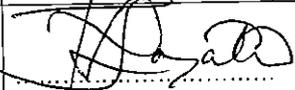
Other Director/Office Bearer Signature

Dennis Miller

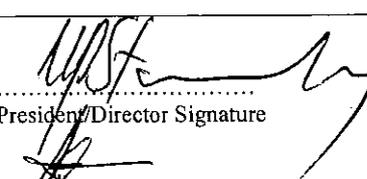
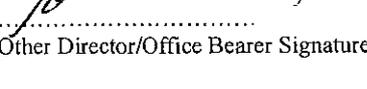
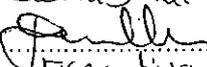
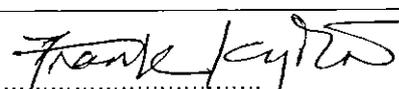
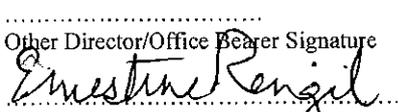
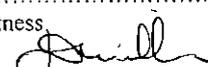
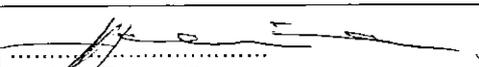
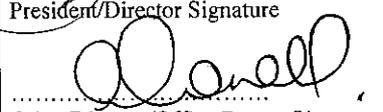
Name and signature of witness

Executive Director
ONOC, P.O. Box 798

Suva, Fiji
Occupation and postal address of witness

<p>FJI ASSOCIATION OF SPORTS AND NATIONAL OLYMPIC COMMITTEE having its postal address at</p> <p>P.O. Box 1279, Suva Fiji</p>	<p>..... President/Director Signature</p> <p>x </p> <p>..... Other Director/Office Bearer Signature</p> <p></p> <p>..... Name and signature of witness</p> <p> Dennis Miller, Executive Director</p> <p>..... Occupation and postal address of witness</p> <p>ONOC P.O. Box 705, Suva, Fiji</p>
<p>GUAM NATIONAL OLYMPIC COMMITTEE having its postal address at</p> <p>715 RTE 8 Maite, GUAM 96910</p>	<p> President/Director Signature</p> <p>..... Other Director/Office Bearer Signature</p> <p>..... Name and signature of witness</p> <p> Dennis Miller Executive Director</p> <p>..... Occupation and postal address of witness</p> <p>ONOC P.O. Box 705, Suva, Fiji</p>
<p>KIRIBATI NATIONAL OLYMPIC COMMITTEE having its postal address at</p> <p>P.O. Box 238, Bairiki, Tarawa, Kiribati.</p>	<p> President/Director Signature</p> <p>..... Other Director/Office Bearer Signature</p>

	<p>Dennis Miller</p> <p><i>[Signature]</i></p> <p>Name and signature of witness</p> <p>Executive Director</p> <p>ONOC, P.O. Box 798</p> <p>Suva, Fiji</p> <p>Occupation and postal address of witness</p>
<p>MARSHALL ISLANDS NATIONAL OLYMPIC COMMITTEE having its postal address at</p> <p>P.O. Box 3002, 96960 Majuro MH Marshall Islands</p>	<p><i>[Signature]</i></p> <p>President/Director Signature</p> <p><i>[Signature]</i></p> <p>Other Director/Office Bearer Signature</p> <p>Dennis Miller</p> <p><i>[Signature]</i></p> <p>Name and signature of witness</p> <p>Executive Director, ONOC, P.O. Box 798</p> <p>Suva, Fiji</p> <p>Occupation and postal address of witness</p>
<p>NAURU OLYMPIC COMMITTEE having its postal address at</p> <p>P.O. Box 7, Nauru.</p>	<p><i>[Signature]</i></p> <p>President/Director Signature</p> <p><i>[Signature]</i></p> <p>Other Director/Office Bearer Signature</p> <p>Dennis Miller</p> <p><i>[Signature]</i></p> <p>Name and signature of witness</p> <p>Executive Director ONOC, P.O. Box 798</p> <p>Suva, Fiji</p> <p>Occupation and postal address of witness</p>

<p>NEW ZEALAND OLYMPIC COMMITTEE having its postal address at</p> <p>P.O. Box 37774 Parnell, 1151 Auckland New Zealand</p>	<p> President/Director Signature</p> <p> Other Director/Office Bearer Signature</p> <p>KEREN SMITH Name and signature of witness Dennis Miller,  Executive Director, ONOC, P.O. Box 798, Suva, Fiji Occupation and postal address of witness</p>
<p>PALAU NATIONAL OLYMPIC COMMITTEE having its postal address at</p> <p>P.O. Box 155 96940 Koror, Palau.</p>	<p> President/Director Signature</p> <p> Other Director/Office Bearer Signature</p> <p>Dennis Miller  Name and signature of witness Executive Director, ONOC, P.O. Box 798, Suva, Fiji Occupation and postal address of witness</p>
<p>PAPUA NEW GUINEA OLYMPIC COMMITTEE having its postal address at</p> <p>P.O. Box 467 BONAKO PNG</p>	<p> President/Director Signature</p> <p> Other Director/Office Bearer Signature</p>

	<p><i>Dennis Miller</i> Name and signature of witness Executive Director, ONOC P.O. Box 798 Suva, Fiji Occupation and postal address of witness</p>
<p>SAMOA ASSOCIATION OF SPORTS AND NATIONAL OLYMPIC COMMITTEE having its postal address at</p> <p>P.O. Box 1301 Apia, Samoa.</p>	<p><i>[Signature]</i> President/Director Signature</p> <p>..... Other Director/Office Bearer Signature</p> <p><i>Dennis Miller</i> <i>[Signature]</i> Name and signature of witness Executive Director, ONOC, P.O. Box 798 Suva, Fiji Occupation and postal address of witness</p>
<p>NATIONAL OLYMPIC COMMITTEE OF SOLOMON ISLANDS having its postal address at</p> <p>P.O. Box 532, Honiara Solomon Islands</p>	<p><i>[Signature]</i> President/Director Signature</p> <p><i>[Signature]</i> Other Director/Office Bearer Signature</p> <p><i>Dennis Miller</i> <i>[Signature]</i> Name and signature of witness Executive Director ONOC, P.O. Box 798 Suva, Fiji Occupation and postal address of witness</p>
<p>TONGA SPORTS ASSOCIATION AND NATIONAL OLYMPIC COMMITTEE</p>	

<p>having its postal address at</p> <p>P.O. Box 1278 Nuku'alofa Tonga</p>	<p>President/Director Signature</p> <p>Other Director/Office Bearer Signature</p> <p>Name and signature of witness Dennis Miller Executive Director ONOC, P.O. Box 798, Suva Occupation and postal address of witness Fiji</p>
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<p>TUVALU ASSOCIATION OF SPORTS AND NATIONAL OLYMPIC COMMITTEE having its postal address at</p> <p>P.O. Box 1278 Nuku'alofa Tonga Private Mail Bag Funafuti Tuvalu.</p>	<p>D. Miller</p> <p>President/Director Signature</p> <p>Other Director/Office Bearer Signature Dennis Miller</p> <p>Name and signature of witness Executive Director ONOC, P.O. Box 798, Suva, Fiji Occupation and postal address of witness</p>
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VANUATU ASSOCIATION OF
SPORTS AND NATIONAL OLYMPIC
COMMITTEE having its postal address at

P.O. Box 284
Port Vila,
Vanuatu.

.....
President/Director Signature

.....
Other Director/Office Bearer Signature

.....
Name and signature of witness

Executive Director
ONOC, P.O. Box 798

.....
Occupation and postal address of witness

DATED this 25th day of November 2018

1133093

FIJI

COMPANIES ACT 2015
(Section 46(10))

NOTICE OF SPECIAL RESOLUTION

No. of Company: **RCBS2010L4621**

Name of Company: **Oceania National Olympic Committees
("Company")**

Presented by: **MUNRO LEYS**
Lawyers & Notaries Public
Pacific House
Butt Street
SUVA

To: **THE REGISTRAR OF COMPANIES**

I **HEREBY CERTIFY** that at a duly constituted Annual General Meeting of the Company held on 16 June 2018 **IT WAS RESOLVED:-**

1. **THAT** the existing Articles of Association of the Company be removed in its entirety and that the Articles of Association **attached** to this resolution be adopted by the Company. [Special Resolution]

DATED at Apia, Samoa this 16th day of June 2018.

**OCEANIA NATIONAL OLYMPIC
COMMITTEES**



.....
Company Secretary-General

