

BETWEEN:

1. VILIAMI TONGA

2. SIAOSI MAEAKAFA

3. QUDDUS FIELEA

Plaintiffs

AND:

1. TONGA RUGBY FOOTBALL UNION

2. FEAO VUNIPOLA

Defendants

BEFORE THE HON. LORD CHIEF JUSTICE PAULSEN

HAVING READ the plaintiffs' application for further directions pursuant to leave reserved by this Court in its ruling of 3 October 2017 and the affidavit of Siaosi Maeakafa dated 19 October 2017 in support **AND HAVING HEARD** Mr. W. C. Edwards as legal counsel for the plaintiffs, Mr. S. Tu'utafaiva as legal counsel for the first defendant and Mr. 'A. Kefu SC as proposed Amicus Curiae **AND** the Court being satisfied that the following Orders are appropriate **IT IS ORDERED:**

1. That the notice of the Annual General Meeting of the first defendant dated 3 November 2017 issued by the second defendant is cancelled so that proper notice is given to all members and observers entitled to send representatives to a meeting of the first defendant in accordance with the first defendant's Constitution as it existed before 11 May 2016 (the TRU Constitution).

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2. Mr. 'A Kefu SC (the Acting Attorney General) is appointed Amicus Curiae (Counsel to assist the Court) in respect of the calling of a Special General Meeting of the first defendant in accordance with these Orders.
 3. The Amicus Curiae is directed to convene a Special General Meeting of the first defendant (which shall be regarded as a meeting called in compliance with clause 22 of the TRU Constitution) in accordance with these Orders.
 4. The purpose of the calling of the Special General Meeting shall be:
 - 4.1 To fill vacancies under the TRU Constitution;
 - 4.2 To consider any proposed alterations or amendments to the TRU Constitution, and
 - 4.3 Any other business properly notified that may be required by the members to be dealt with at the Special General Meeting.
 5. The Amicus Curiae shall give notice of the Special General Meeting to all members and observers entitled to send representatives to a Special General Meeting as required by clause 22(4) of the TRU Constitution, no later than 21 days before the date of the meeting.
 6. The notice of the Special General Meeting sent to members and observers shall include the following information:
 - 6.1 The date and venue for the Special General Meeting;
 - 6.2 A list of the members and observers entitled to send representatives to the Special General Meeting;
 - 6.3 A statement of the purposes of convening the Special General Meeting;

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- 6.4 That any notice of any proposed alteration or amendment to the TRU Constitution should be submitted in writing to the Amicus Curiae no later than 21 days before the Special General Meeting;
 - 6.5 That all members and observers should submit in writing the names of their representatives who will attend the Special General Meeting on their behalf, no later than 14 days before the date of the Special General Meeting;
 - 6.6 That any nominations for election as President and Vice President should be submitted in writing to the Amicus Curiae no later than 14 days before the date of the Special General Meeting and that such nominations should be proposed by one representative, and seconded by two other representatives; and
 - 6.7 That any other item for consideration of the meeting shall be submitted in writing to the Amicus Curiae at least seven days prior to the meeting.
7. The Amicus Curiae shall give notice to the representatives of the members and the observers of the business to be transacted at the Special General Meeting at least seven days before the meeting including, if any, any proposal to alter or amend the TRU Constitution, and the name of persons nominated to be elected as President and Vice President of the first defendant.
 8. The Amicus Curiae shall be the initial chairperson of the Special General Meeting until such time as a President is elected to take over and chair the meeting.

9. Any dispute arising from the implementation of these Orders, including any dispute regarding membership or representation at the Special General Meeting, shall be determined by the Amicus Curiae whose decision shall be final and binding upon the parties.
10. Any costs related to the implementation of these Orders shall be borne in the first instance by the Amicus Curiae and may be claimed against the first defendant.
11. Leave is reserved to any party to seek further directions on 48 hours notice.

NUKU'ALOFA: 9 November 2017




O G Paulsen
Lord Chief Justice