



SWISS-FIJI BUSINESS ASSOCIATION

RULES

as per 18 October 2003

Rules – Table of Contents

1. Name, Place of Business and Logo	2
2. Objectives	2
3. Eligibility for membership	2
4. Membership.....	3
5. Application for membership.....	3
6. Joining fee and annual subscription.....	4
7. Honorary advisors	4
8. Executive Council	4
9. Powers and duties of Executive Council.....	4
10. Funds and finance	5
11. Executive Council meetings	5
12. General meeting.....	6
13. Proceedings at general meetings	7
14. Voting	7
15. Records of meetings	7
16. Alteration of rules	7
17. Prohibitions	8
18. Dissolution.....	8
19. Duties.....	8
20. Trustees.....	9

1. Name, Place of Business and Logo

1.1 Name

The name of the Association shall be the name Swiss-Fiji Business Association) hereinafter referred to as “the Association”.

1.2 Registered Address

The registered place of business shall be 119 Amy Street, Suva, Fiji Islands or such other premises as the Executive Council from time to time may decide. The registered place of business may not be changed without the prior approval of the Registrar of Industrial Associations, Ministry of Labour.

1.3 Logo

The logo of the Association shall be: words “Swiss-Fiji Business Association” in red capital letters. The logo also contains a collage of the Matterhorn over an island together with both the Swiss and Fiji flags.

2. Objectives

- 2.1 To promote and foster bilateral trade, services and investment between Switzerland and the Fiji Islands.
- 2.2 To maintain and improve close trading, commercial and other links between Switzerland and the Fiji Islands.
- 2.3 To promote, foster, support, represent and protect the interests of the members of the Association.
- 2.4 To liaise and co-operate with the Government of the Fiji Islands or representatives of any other country resident in the Fiji Islands and to make representations as and when necessary.
- 2.5 To co-operate with any company, institution, society or association having objects altogether or in part similar to the Association and to procure from and communicate to any such association such information as may be likely to forward the objects of the Association.
- 2.6 To collect, obtain, publish and disseminate information relating to trade and all other matters connected therewith as may be of service to members.
- 2.7 To consider issues affecting Swiss economic and commercial activities in the Fiji Islands.
- 2.8 To promote good relationships between visitors to the Fiji Islands with interests relevant to the Association and members of the Association.
- 2.9 To provide a forum for members, on an organised continuing basis to exchange information and identify and discuss issues of common interest regarding economic, industrial and commercial objectives.
- 2.10 To assist members to conduct, sponsor or promote any activity of benefit to members, and to provide any services appropriate to a business group without involvement in politics.
- 2.11 To promote the Fiji Islands and Switzerland as investment destinations and assist potential new Swiss and Fiji investors.

3. Eligibility for membership

The members of the Association shall comprise the following classes:

3.1 Ordinary Membership

3.1.1 Ordinary Corporate Membership

Any firm or company which is authorised to carry on business in the Fiji Islands under the law for the time being in force and which is involved in or is interested in doing business with any person, firm, company or other institution in Switzerland; or any company registered in Switzerland or the Representative office or Regional office of such company registered in the Fiji Islands shall be eligible to be an Ordinary Corporate Member.

3.1.2 Ordinary Individual Membership

Any person possessing Swiss or Fiji Islands citizenship and who is interested in the development of mutual Swiss and Fiji Islands interests shall be eligible to be an Ordinary Individual Member.

3.2 Associate Membership

There shall be a class of membership known as associate membership to which any person, firm or company who/which is not eligible for ordinary membership may be admitted. An Associate Member shall have the rights and duties of an ordinary member save that he shall not be entitled to vote at General Meetings of the Association nor be appointed or elected as a member of the Executive Council. Associate Members will be categorised as corporate and individual member in the same manner as for ordinary members.

3.3 Honorary Membership

The Executive Council may elect natural persons to be honorary members. An Honorary member shall have the like rights and privileges of an ordinary member save that he shall not be entitled to vote at Annual General Meetings or Extraordinary General Meeting of the Association nor be appointed or elected as a member of the Executive Council.

3.4 Discretionary power of the Executive Council

Notwithstanding any other provision in these Rules, the Executive Council may from time to time determine the eligibility for membership of any person, firm or company and the terms and conditions upon which such applicants may be admitted as members.

3.5 Definition of Company

For the purpose of these Rules a “company” means any incorporated company, body corporate, society or association lawfully constituted in accordance with the laws of the Fiji Islands or any other country.

3.6 Definition of Member

For the purpose of these Rules the term “member” means any person, firm or company admitted as an ordinary member in accordance with Rule 3.1 and also includes an associate member unless the context indicates or implies otherwise.

4. Membership

4.1 Members

The Association shall consist of all companies, firms or persons listed within the classes of Rule 3 duly admitted in the manner hereinafter provided.

4.2 Limitation on members

The number of members to be admitted shall not generally be limited.

4.3 Representative of Corporate Members

For the purpose of representation, a Corporate Member shall nominate one Principal Representative. The Representative so nominated will be natural person authorised to attend meetings on behalf of the Corporate Member and his name shall be notified in writing to the Secretary of the Association. These nominations shall be entered in a Register and shall hold good until revoked.

4.4 Cessation of membership

A member shall cease to be a member in any of the following events:

- a. giving to the Secretary notice of resignation in writing;
- b. being an individual dies or becomes bankrupt;
- c. company is dissolved for any reason;
- d. failing in the opinion of the Executive Council to comply with the objects of the Association;
- e. failing or ceasing in the opinion of the Executive Council to comply in any manner with the written declaration made under Rule 3;
- f. being put into liquidation with a view to being wound-up;
- g. being more than 3 months in arrears with subscriptions (i.e. by not having paid within 3 months after they have become due);
- h. if such member is expelled from the Association under sub-section 4.5 of this Rule.

4.5 Expulsion from membership

The Executive Council may, after affording the member concerned an opportunity to be heard, expel from membership any member willfully disobeying any of these rules, or who is guilty of any conduct rendering such member unfit in their opinion to be a member of the Association. An expelled member shall have no claim on the property of the Association but shall be eligible for re-admission as a member after the expiry of one year of expulsion.

5. Application for membership

5.1 Written application

Every applicant for election as a member shall submit to the Executive Council a written application in such form as the Executive Council shall from time to time prescribe, duly signed in the case of an individual, by the applicant and in the case of a company or firm, by a responsible member of the applicant company or firm. Web-based applications do not have to be signed.

5.2 Number of votes required

The Executive Council shall consider all applications for membership. An applicant must receive at least two-thirds of the votes of the Executive Council present to be admitted a member.

5.3 Applications for founding members

All applications received prior to the launching of the Association are treated as founding member applications. These applications are exempted from any joining fee. Once the annual membership fee has been paid in full, the applicant is registered as an Association member in the respective category.

6. Joining fee and annual subscription

The joining fee and annual subscription shall be such sums as members in the General Meeting may from time to time prescribe and different rates may be prescribed for different classes of membership and/or for persons, firms or companies or any categories thereof, but until otherwise prescribed the fees and subscriptions shall be as follows:

6.1 Joining fee

An joining fee of F\$25 shall be payable by an Ordinary Member and an Associate Member save that an Individual member in each of these categories of membership shall be exempted from payment of such fee.

6.2 Subscription

An annual subscription shall be due and payable by current members on the first day of January. A member newly elected during the financial year (i.e. January to December) shall pay such proportion of the subscription for that year as the un-expired portion of such year calculated from the first day of the month in which the member is admitted, bears to the whole of such year.

6.3 Rates

The rates of annual subscription shall be as follows for both Ordinary and Associate Members:

??	corporate member	F\$100
??	individual member	F\$ 50

7. Honorary advisors

The Executive council may from time to time and for such period as they think fit appoint such persons as they think fit to act as Advisors of the Association.

8. Executive Council

8.1 Composition of Executive Council

The Annual General Meeting shall elect a President, a Vice-President, a Secretary, a Treasurer and at least one additional Ordinary Council Member. No person may hold the office of President for more than three consecutive years.

8.2 Limitation on holding office

At each Annual General Meeting all members of the Executive council including the President and Vice-President shall resign but shall be eligible for re-election subject to the limitations in length of tenure of service imposed by the preceding Rule 8.1.

8.3 Nomination for election to the office

Nominations for election to the Executive Council shall be lodged with the Secretary in writing and signed by not less than two Principal Representatives of Ordinary Corporate Members or Ordinary Individual members not less than 10 days before the date of each Annual General Meeting. Provided that no Member or Nominee shall be elected or appointed to the Executive Council unless he/she has consented in writing to accept the office.

8.4 Election of Executive Council

The Executive Council shall be elected by way of simple majority of Ordinary members at the Annual General Meeting and shall hold office until the conclusion of the next Annual General Meeting.

8.5 Vacancies in office of President and Vice-President

If a vacancy should occur in the office of President, Vice-President, Secretary or Treasurer, the Executive Council shall elect one of their number to fill the vacancy.

9. Powers and duties of Executive Council

The Executive Council shall have the following powers and duties:

9.1 Management of affairs of Association

Generally to manage the affairs of the Association in accordance with its rules and by-laws if any.

9.2 Employment of staff

To employ staff and to agree to the terms and conditions of his/her employment.

9.3 Residual powers

To exercise all such powers and do all such acts and things as may be exercised or done by the Association as are not hereby or by law expressly directed or required to be exercised or done by the Association in General Meeting.

9.4 Power to co-opt member

To co-opt an additional member to fill any vacancy on the Executive Council.

9.5 Other committees

To appoint sub-committees for specific purposes and may include therein persons who are not members of the Executive Council. The President shall be an ex-officio member of all sub-committees.

9.6 By-laws

From time to time to make, alter, and revoke by-laws for the internal management of the Association provided they be consistent with these Rules.

9.7 Interpretation

In the event of any question or matter arising out of any point which is not expressly provided in the Rules, the Executive Council shall have power to use their own discretion. The decision of the Executive Council in such matters shall be binding on all members until and unless reversed by a General Meeting.

9.8 General Meetings

To convene General Meetings of the Association in the manner set out under Rule 12.

9.9 Authorise expenditure

To authorise expenditure from the funds of the Association subject to any limitations which are imposed by a General Meeting.

10. Funds and finance

10.1 Management of finances

Subject to the following provisions in this Rule, the funds of the Association may be expended for any purpose necessary for the Management of finances carrying out of its objects, including the expenses of its administration, the payments of salaries, allowances and expenses to its office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used either for any political activity or to pay the fine of any member who may be convicted in a court of law.

10.2 Banking

All monies not required for current expenses shall be kept with such bank or banks as the Executive Council may decide. The Treasurer may hold a petty cash advance not exceeding such sums as may be determined by the Executive Council from time to time. All money in excess of this sum shall within seven days of receipt be deposited in a bank approved by the Executive Council. The bank account shall be in the name of the Association.

10.3 Cheque signatories

All cheques or withdrawal notices on the Association's account shall be signed by such persons as shall be appointed by the Executive Council. No expenditure exceeding such sums as may be decided by the Executive Council shall be incurred at any one time and no expenditure exceeding such sums as may be decided by the general meeting shall be incurred in any one month. Expenditure authorised by the Executive Council may be incurred by the President together with the Secretary or the Treasurer.

10.4 Audited accounts

As soon as possible after the end of each financial year, a statement of receipts and payments and a balance sheet shall be prepared and audited by the duly appointed Auditor or Auditors. The audited accounts shall be submitted for approval at the next Annual General Meeting, and circulated with the Notice convening such Annual General Meeting. Copies shall also be made available at the registered address or place of meeting of the Association for the perusal of members.

11. Executive Council meetings

11.1 Advance notice of Executive Council meetings

Not less than 10 days before the meeting a notice thereof specifying the time and place of the Executive Council meeting signed by or on behalf of the Secretary shall be dispatched or posted to every member of the Executive Council. Such notice shall contain the agenda of the meeting including any motion or other business to be proposed at such meeting.

11.2 Chairman/woman at meetings

The President shall preside at all meetings of the Executive Council. If he/she is not present within 30 minutes after the time appointed for holding the meeting, or his/her office is vacant, the Vice-President shall take the chair, failing which the Executive Council members present may choose one of their number to be the Chairman/woman of the Meeting; Provided that at any such meeting the Chairman/woman of that meeting shall, if he/she thinks it expedient to do so, or the meeting so resolves, vacate the Chair, either generally or for the purposes of any other business in favour of a Chairman/woman to be chosen by the remaining Executive Council members.

11.3 Quorum and agenda

No business shall be transacted at any meeting of the Executive Council unless at least one-half of its total members are present or represented thereat. No business which is not specified in the agenda shall be transacted at any meeting except by the consent of majority of the members present at the meeting.

11.4 Order of business

The business of a meeting of the Executive Council shall be transacted in the order set forth in the agenda unless the Executive Council by resolution determines otherwise.

11.5 Power to call meetings

The President may at any time convene a meeting of the Executive council. If he/she refuses or neglects to do so within seven days after a requisition for that purpose signed by not less than one-third of the members of the Executive Council has been presented to him/her, those members may forthwith convene a meeting, and elect a Chairman/woman for that meeting.

11.6 Vote of majority to decide

Questions arising at any Executive Council meeting shall be decided by a majority of votes and in the case of an equality of votes the President shall have a second or casting vote.

12. General meeting

12.1 Purpose of Annual General Meeting

An Annual General Meeting of the members of the Association shall be held not later than the end of April in each year, or if not in any year practicable at latest within 15 months of the previous Annual General Meeting, upon a date and at a time to be fixed by the Executive Council, for the following purposes:

- a. to consider the Annual Report of the Executive Council
- b. to receive and, if approved, pass the audited accounts for the year ending December 31 last preceding;
- c. to elect members to the Executive Council in accordance with Rule 8;
- d. to appoint Auditors and fix their remuneration;
- e. to transact any other business of which ten days' notice shall have been given in writing.
- f. The Secretary shall send to all members at least 14 days before the meeting an agenda including copies of minutes and reports, together with the audited accounts of the association for the previous year. Copies of these documents will also be made available at the registered place of business of the association for the perusal of members.

12.2 Extraordinary General Meeting

12.2.1 Request by 10 ordinary members

All other General Meetings of Members of the Association shall be called Extraordinary General Meetings which shall be convened on the application of not less than ten members provided that notice in writing shall be given to the Executive Council setting forth clearly the business that is to be transacted. The Executive Council shall convene such a meeting within twenty one days of receipt of such notice.

12.2.2 Request by Executive Council members

An extraordinary general meeting of the Association shall be convened:

- a. Whenever the Executive Council deems it desirable; or
- b. At the joint request in writing of not less than twenty members, stating the objects and reasons for such meeting.
- c. An extraordinary general meeting requisitioned by members shall be convened for a date within thirty days of the receipt of such requisition.
- d. Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members at least fifteen days before the date fixed for the meeting.
- e. Paragraph 13.2 of this rules regarding the postponement of an annual general meeting shall apply also to extraordinary general meeting, but with the proviso that if no quorum is present after half an hour from the time appointed for a postponed extraordinary

- general meeting requisitioned by the meeting shall be cancelled, and no extraordinary general meeting shall be requisitioned for the same purpose until after the lapse of at least six months from the thereof.
- f. The Secretary shall forward to all members a copy of the draft minutes of each annual and extraordinary general meeting as soon as possible after its conclusion.

13. Proceedings at general meetings

13.1 Quorum

No business shall be transacted at any General Meeting unless a quorum comprising one-fifth of the total membership of the Association, or twice the total number of Executive Council members, whichever is the lesser shall be present. A corporate Member shall be represented by its Principal Representative or in the event of his absence, another duly authorised Representative who shall exercise the right of such Corporate Member.

13.2 Lack of quorum

If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to such day in the next week and at such time and place as the Executive Council may decide.

13.3 Adjournment

At any adjourned meeting, if the quorum is not present, the numbers present shall have power to proceed with the business of the day.

13.4 Chairman/woman at General Meetings

The President of the Association, or in his/her absence the Vice-President shall preside as Chairman/woman at every General Meeting. If there be no such President or Vice-President or if at any such meeting he be not present within 30 minutes after the time appointed for holding the meeting or be unwilling to act, the members present shall choose a Executive Council member to be Chairman/woman of the meeting, or if no Executive Council member be present or if all Executive Council members decline to take the Chair, they shall elect one of their number present to be the Chairman/woman.

13.5 Resolution by majority

Resolutions at all General Meetings, unless otherwise stated, shall be carried by the votes of the majority of those members present.

13.6 Casting vote

In the case of an equal division of votes the Chairman/woman of the meeting shall have a second or casting vote.

14. Voting

At General Meetings every Ordinary Individual Member present personally and every Ordinary Corporate Member present by Representative shall have one vote. The Representative of the Ordinary Corporate Member shall be the Principal Representative or, in his absence, another Representative duly authorised in accordance with Rule 4.3.

15. Records of meetings

15.1 Record of attendance

The names of the Representatives of Corporate Members and Individual Members present at all meetings of the Association and of the Executive Council shall be recorded in the minutes thereof.

15.2 Voting

All voting by a show of hands or by ballot if so requested.

16. Alteration of rules

16.1 Alteration by General Meeting

These rules may be repealed, altered or amended from time to time by a resolution of the Association in General Meeting, after due notice shall have been given under the provisions of Rules 12.1(f) and 12.2(d) hereof.

16.2 Approval by Registrar

Such repeals, alterations or amendments shall take effect from the date of their approval by the Registrar of Industrial Associations.

17. Prohibitions

17.1 Political Activity

The Association shall not indulge in any political activity or allow its premises to be used for political purposes.

17.2 Trade Union Activity

Neither the Association nor its members shall attempt to restrict or in any other manner interfere with or engage in any Trade Union activity.

17.3 Unlawful purposes

The Association shall not be used for any unlawful purposes or for purposes prejudicial to or incompatible with peace, welfare, good order or morality in the Fiji Islands.

18. Dissolution

18.1 Consent of members

The Association shall not be voluntarily dissolved, except with the consent of the majority of the total number of Ordinary Corporate Members present in person at a General Meeting convened for that purpose.

18.2 Discharge of liabilities

In the event of the Association being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged, and the remaining funds shall be given to some charitable institution to be determined by the Association at the time of winding up.

18.3 Notice of dissolution

Notice of dissolution will be given within fourteen days of dissolution to the Registrar of Industrial Associations.

19. Duties

19.1 President

The President shall during his/her term of office preside at all General Meetings and all meetings of the Executive Council and shall be responsible for the proper conduct of all such meetings.

19.2 Vice-President

The Vice-President shall deputise for the President during the latter's absence.

19.3 Secretary

The Secretary shall conduct the business of the Association in accordance with its rules and shall carry out the instructions of the General Meeting and of the Executive Council. He/she shall be responsible for conducting all correspondence and keeping all books including membership register, documents and papers. He/she shall keep records of all proceedings.

19.4 Treasurer

The Treasurer shall be responsible for the finances of the Association. He/she shall keep subscription books and other books of accounts of all its financial transactions and shall be responsible for their correctness.

19.5 Auditor/s

The Auditor/s shall be required to audit the accounts of the Association for each of its financial years and to prepare a report or certificate for the Annual General Meeting. He/she/they may be required by the President to audit the accounts of the Association for any period within their tenure of office at any date, and to make a report to the Executive Council.

19.6 Ordinary Executive Council Members

The Ordinary Executive Council Members shall carry out such duties as directed by the Executive Council.

20. Trustees

20.1 Appointment

In the event of the Association acquiring immovable property, three Trustees, who must be over 21 years of age, shall be appointed at a General Meeting and shall hold office at the discretion of the Association. They shall have vested in them all immovable property whatsoever belonging to the Association upon execution of a Deed of Trust.

20.2 Authority

The Trustees shall not sell, withdraw or transfer any of the property of the Association without the consent and authority of a General Meeting of members.

20.3 Removal

A trustee may be removed from office by a General Meeting on the grounds that, owing to ill health, unsoundness of mind, absence from the country or for any other reason, he is unable to perform his duties, or unable to do so satisfactorily. In the event of the death, resignation or removal of a Trustee the vacancy shall be filled by a new Trustee appointed by a General Meeting as soon as possible.