

CONSTITUTION OF INDUSTRIAL ASSOCIATION

PART I

1. The name of the Association shall be

Swiss-Fiji Business Association

- (a) The Registered Postal Address shall be *PO Box 17861, Suva*
- (b) The Registered Office shall be *119 Amy Street, Suva*
- (c) The Executive Council shall have the power to determine from time to time the registered Postal Address and where the Registered Office shall be.

PART II – OBJECTIVES

1. The Objectives of the Association shall be:

- a) To promote and foster bilateral trade, services and investment between Switzerland and the Fiji Islands.
- b) To maintain and improve close trading, commercial and other links between Switzerland and the Fiji Islands.
- c) To promote, foster, support, represent and protect the interests of the members of the Association.
- d) 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.
- e) 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.
- f) To collect, obtain, publish and disseminate information relating to trade and all other matters connected therewith as may be of service to members.
- g) To consider issues affecting Swiss economic and commercial activities in the Fiji Islands.
- h) To promote good relationships between visitors to the Fiji Islands with interests relevant to the Association and members of the Association.
- i) 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.
- j) 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.
- k) To promote the Fiji Islands and Switzerland as investment destinations and assist potential new Swiss and Fiji investors.

PART III – MEMBERSHIP

The Association offers three categories of membership:

3.1 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.

3.2 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.

3.3 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 Committee. Associate Members will be categorised as corporate and individual member in the same manner as for ordinary members.

3.4. The entrance fee for members of the Association shall be F\$25 and the subscription shall be F\$100 for corporate members and F\$25 for individual members annually. The entrance fee and the subscription fee shall be non-refundable. The entrance fee for founding members is waived.

ALTERATION OF FEES AND IMPOSITION OF LEVIES

5. The Annual or an Extraordinary General Meeting of the Association shall have power to alter all fees, subscriptions and contribution for the purpose of providing further benefits for members.

EXEMPTION OF UNEMPLOYED

6. Any reduction in subscriptions should be made at the AGM and the Executive Council is empowered, is the association's financial position permits to reduce the subscriptions of unemployed members or to exempt such members from payment of subscriptions during the period of the unemployment.

MEMBERS BREAKING RULES

7. All members must abide by the rules of the Association. Any member breaking the rules of the association may be liable to a fine not exceeding face expulsion by the Executive Council. Any member fined or expelled shall be the right to appeal to the Annual or an Extraordinary General Meeting whose decision shall be final.

ARREARS

8. Members who are more than thirteen (13) week arrears of subscriptions shall not be entitled to any Association benefits nor will they be permitted to vote at any Association's meeting. Members whose subscriptions are more than thirteen (13) weeks in arrears shall cease to be member of the Associations.

NEW MEMBERS

9. All intending new members have to apply in writing to the General Secretary and the Executive Council will make final decision.

PART IV – CONSTITUTION AND GOVERNMENT

SUPREME AUTHORITY

10. The Supreme Authority of the Association shall be vested in the Annual General Meeting, and, subject to that authority, the Association shall be governed by the Executive Council.

DATE OF ANNUAL GENERAL MEETING AND AGENDA

11. The Annual General Meeting shall be held within three months of the end of the financial year at a time and place to be determined by the Executive Council. The General Secretary shall prepare an Agenda and known it by inserting a notice in a newspaper circulating in the Republic of Fiji twenty eight (28) days before such meeting.

VOTING AT THE ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING

12. All members other than honorary members and resident in Fiji whose subscriptions are not more than three (3) months in arrears are entitled to vote at the Annual General Meeting and the Extraordinary General Meeting.

CALLING OF EXTRAORDINARY MEETING

13. Extraordinary General Meeting may be called by the Executive Council or at the request of fifty percent (50%) or more of the total number of members of the association who are not more than three (3) months in arrears with subscriptions and 28 days notice shall be given with agenda of such meeting and may be published in a newspaper circulating in the Republic of Fiji.

BUSINESS OF ANNUAL GENERAL MEETING

14. The business of the Annual General Meeting shall be:
- (i) To receive reports from the Executive Council, to review the past work of the association and to plan future policy;
 - (ii) To consider motions, if any, for which due notice had been given;
 - (iii) To receive the accounts for the previous financial year and to consider the financial position of the Association;
 - (iv) To elect the Association Office Bearers; and
 - (v) To consider any other business on the agenda

AMENDMENT

15. The Annual General Meeting or any Extraordinary General Meeting called in conformity with Rules twelve (12) and fifteen (15) of this Constitution, shall be the only authority to rescind, alter, or add to any of these rules in the Constitution.

NOTICE OF MOTIONS

16. Notices of motion for consideration at the Annual General Meeting must be submitted to the General Secretary in writing fourteen (14) clear days before the date fixed for such meeting.

NOMINATIONS

17. The nominations for the election of a President, Vice President, Treasurers, one (1) General Secretary and Committee Members shall reach the General Secretary fourteen (14) clear days before the date fixed for such election.

QUORUM

18. The quorum for all Annual General and Extraordinary General Meeting of the Association shall be at least twenty per centum (20%) of the voting members of the Association.

VOTING

19. The voting will be by show of hand. Provided that if 50% fifty percent or more voting members at an Annual General Meeting or an Extraordinary General Meeting ask for a vote to be taken by secret ballot on any important issue, such vote must be taken by secret ballot.

PART V – SECRET BALLOT

SECRET BALLOT HELD UNDER THE AUTHORITY OF THE EXECUTIVE COUNCIL OR SUB-COMMITTEE

20. All matters for decisions by secret ballot at an Annual General Meeting or at an Extraordinary General Meeting of the Association shall be held under the authority of the Executive Council or a sub-committee appointed by the Executive Council specifically for such purposes.

ISSUE OF BALLOT FORMS

21. The General Secretary or other officer appointed for the purpose shall be responsible for issuing of ballot forms. Ballot forms will be issued only to voting members.

COMPLETION OF BALLOT FORMS

22. All ballot forms must be filled in at the place provided. They must not be signed by the person filling them in. they must be placed in the sealed box provided for the proposed only by the person filling the ballot form. The Executive Council or the sub-committee will appoint persons to supervise and safeguard ballot boxes.

SCRUTINIZERS

23. Two or more scrutinizers shall be elected at the Annual or Extraordinary General Meeting from members. The scrutinizers will be responsible under the Executive Council or Sub-committee for collecting ballot boxes and counting and checking ballot forms.

PART IV – EXECUTIVE COUNCIL

GOVERNMENT OF ASSOCIATION VESTED IN EXECUTIVE COUNCIL

24. The Government of the Association and the conduct of its business in the periods between Annual General Meetings shall be vested in the Executive Council.

COMPOSITION OF EXECUTIVE COUNCIL

25. The Executive Council shall consist of a President, a Vice President, a General Secretary, a Treasurer, and one other members duly elected by at an Annual General Meeting or by an Extraordinary General Meeting. All Executive Council must be members of the Association.

POWER TO FILL VACANCIES

26. In the event of the vacation of office before the expiry of the full term, for any reason, by an officer, or other members of the Executive Council, the vacancy shall be filled by the Executive council and such appointments will hold good until the next annual elections. In filling such vacancy, the Executive Council shall consider the merits of the candidate.

APPOINTMENTS OF ACTING GENERAL SECRETARY AND TREASURER

27. In the event of the General Secretary or Treasurer, being temporarily absent from the Republic of Fiji or for any other reason are unable to perform their functions required of them under these rule, the Executive Councils may appoint an acting General Secretary or an acting Treasurer as the case may be to perform their respective duties on their behalf during such absence or disabilities.

REMOVAL FOR NOT ATTENDING MEETING OF EXECUTIVE COUNCIL

28. Any officer or other members of the Executive Council who is absent without satisfactory reason from three consecutive meetings may be removed from office by the Executive Council.

DISMISSAL AND SUSPENSION OF OFFICERS

29. The Executive Council may suspend for a period not exceeding three months and/or recommend for dismissal any office for neglect of duty, dishonesty, incompetence, refusal to carry out the decisions of the Executive Council, or for any other reason which it deems good and sufficient and, in the interests of the Association. Any officer who is suspended or who is recommended for dismissal shall have the right of appeal to the Annual or to an Extraordinary General Meeting.

REMOVAL BY EXTRAORDINARY GENERAL MEETING

30. Any officer or member of the Executive Council may be removed from office by a majority of three quarters (3/4) of the voting members present at an Extraordinary General Meeting.

EXECUTIVE COUNCIL MEETING AND QUORUM

31. The Executive Council shall meet at least every three months at such times and places where the Executive Council member think fit. The quorum shall consist of not less that fifty percent (50%) member of the Executive Council.

PROTECTION OF FUNDS BY EXECUTIVE COUNCIL

32. The Executive Council shall give peruse the objects of the Association and shall protect its funds against extravagance or misappropriation. The Executive Council shall give all necessary instructions as to the investment of the funds of the Association to such officers of the Association who are responsible for such matter.

INSTRUCTIONS AND SUB-COMMITTEE

33. The Executive Council shall give instruction to the General Secretary and all other officers of the association in regard to the conduct of the affairs of the Association. It may appoint such sub-committee as it considers necessary.

FINES AND EXPULSION OF MEMBERS

34. If any member is proved to the satisfaction of the Executive Council to have been guilty of conduct prejudicial to the interest of the Association the Executive Council may:
- (i) fine such member a sum not exceeding two dollars (\$2.00);
 - (ii) suspend such member from the Association for a period not exceeding (3) months; or expel such member from the Association.
 - (iii) Any member so fined suspended or expelled shall have the right of appeal to the annual General Meeting or to an Extraordinary Meeting.

DECISION OF EXECUTIVE COUNCIL

35. The decision of the Executive Council shall be binding on all members of the Association.

INTERPRETATION OF RULES BY THE EXECUTIVE COUNCIL

36. Between Annual General Meeting, the Executive Council shall, when necessary, interpret the rules and determine any point which the rules do not adequately cover.

OFFICER OF EXECUTIVE COUNCIL MUST BE PAID MEMBERS

37. All officers and members of the Executive Council must be fully paid with all subscriptions prior to any election of office in the Association during an Annual General Meeting or at an Extraordinary General Meeting.

APPOINTMENT AND DISMISSAL OF STAFF AND SUB-COMMITTEE

38. The Executive Council shall give instructions to the General Secretary and all other officers of the Association in regard to the conduct of the affairs of the Association in regard to the conduct of the affairs of the Association. The Committee may appoint such organisers and clerical staff as is considered necessary on such terms as it considers desirable, and dismiss such organisers and staff for reasons which the Executive Council deems good and sufficient. It may appoint sub-committee as it considers necessary.

PART VII – OFFICERS OF THE ASSOCIATION ELECTION AND DUTIES OF PRESIDENT

39. (a) The President shall be elected every year at the Annual General Meeting and shall serve for one year in office: until the Annual General Meeting and shall be eligible for re-election.
- (b) The President, if present, shall preside at all Annual Extraordinary General Meeting and Executive Council meetings and shall be responsible for the proper conduct of business. He/she shall sign the minutes of each meeting after they are approved. He/she shall endeavor to secure the observance of these rules by the concerned. He/she shall have a casting vote.

ELECTION AND DUTIES OF VICE-PRESIDENT

40. The Vice-President to be elected every year at the Annual General Meeting and shall serve for one year and shall be eligible for re-election.

ELECTION AND DUTIES OF GENERAL SECRETARY

42. (a) The General Secretary shall be elected every year at the Annual General Meeting and shall serve one year and shall be eligible for re-election.
- (b) He/she shall call and attend all meetings and record thereof. He/she shall have the right to speak and vote.
- (c) He/she shall conduct the correspondence and general business of the Association in accordance with the rules and shall carry out all

instructions given to him/her by the Annual and Extraordinary General Meeting and by the Executive Council.

- (d) He/she shall keep a register of all members in which shall be entered:
- (i) the name, address and occupation of each member;
 - (ii) the date of which each member was admitted to membership;
 - (iii) the payments made by each member in respect of entrance fee, subscriptions or any other payments provided for under the constitution and the dates of such payments; and
 - (iv) the dates on which any member ceased to be a member;
 - (v) he shall prepare the Annual Report of the Association for submission to the Annual General Meeting and any other reports necessary for Extraordinary General Meetings. He shall at the end of every financial year, forward to the Registrar of Industrial Associations the Annual Returns, Auditors Report and such other information as may be properly called for;
 - (vi) he/she shall supervise generally the work of the Association. Where he/she is employed on a full-time basis, he/she shall be fully responsible for the overall administration and affairs of the Association. He/she may engage such number of staff as shall be determined by him/her after consultation with the Executive Council,

ELECTION AND DUTIES OF THE TREASURER

- 43.
- a) The Treasurer shall be elected every year at the Annual General Meeting. He/she shall serve one year until the next Annual General Meeting and shall be eligible for re-election;
 - b) He/she shall be responsible for the safety of all monies belonging to the Association and shall keep full and accurate account of all transactions conducted in the name of the Association. He/she shall prepare a financial statement for each meeting of the Executive Council and an Annual Statement of Accounts for Audit and for presentation to the Annual General Meeting. He/she shall have the right to speak and to vote on all matters except financial matters;
 - c) On a request made to him/her at the Annual general Meeting, or thereafter within one month of the receipt of such request, he/she shall give to every voting members of the Association free of charge a general statement of accounts of all the receipts and expenditure of the Association;
 - d) He/she shall deposit in the bank appointed by the Executive Council all such of money received by him/her.

LEGAL ADVISOR

44. The Executive Council may appoint from time to time a legal adviser and fix his remuneration.

FULL TIME OFFICERS MAY BE PAID SALARY

45. Any officer whose duties call for full time services on behalf of the Association may be paid a salary, such salary to be determined by the Executive Council.

OFFICER MAY BE REQUIRED TO PROVIDE SECURITY

46. Any officer whose duties involve financial responsibility shall provide such security as the Executive Council may require.

BOOKS TO BE KEPT IN THE HEAD OFFICE

47. All receipt, account, etc shall be kept in the Head Office of the Association.

PART VIII – USE OF FUNDS

48. The funds of the Association shall be used solely for:
- (i) the authorised payment of salaries, allowances and expenses of officer of the Association and legal fees;
 - (ii) the payment of expenses of the administration of the Association, including audit of accounts of the funds of the Association;
 - (iii) the prosecution or defense of any legal proceedings to which the association or any member is a party, when such prosecution or defense is undertaken for the purpose of securing or protecting any rights of the Association as such or any rights arising out of the relations of any member with his employer;
 - (iv) the conduct of disputes on behalf of the Association or any member;
 - (v) the compensation of members for loss arising out of disputes;
 - (vi) allowances to members or their dependants on account of death, old age, sickness, accidents or unemployment of such members;
 - (vii) the payment of subscription, fees and contributions necessary for affiliation to any industrial association organisation in the Republic of Fiji;
 - (viii) allowances to members in distress through circumstances beyond their control;
 - (ix) social insurance, medical aid and the supply of medicaments and drugs to members or their dependants, and any incidental expenses thereof;
 - (x) expenses incurred on industrial association by officers and members of the industrial association;

- (xi) the erection of any building or the purchase or lease of any buildings or land required for the purpose of the Association, and for the rent, upkeep and furnishing thereof;
- (xii) the education, cultural and vocational training of members and any incidental expenses thereof;
- (xiii) the organisation of any theatrical performances, concert, reception, dance, sports, meeting or excursion;
- (xiv) the purchase of books newspaper and other literature and the upkeep of a reading for the use of members;
- (xv) the editing, printing, publication and circulation of any book, newspaper or other periodical, bulleting, pamphlet or other printed literature for the advancement of the lawful objects of the Industrial Association or the promotion of the interests of its members as such;
- (xvi) contribution to any charitable, education or cultural institution or society;
- (xvii) the provision of social and welfare amenities for its members;
- (xviii) any other objects which by notification in the Gazette the Minister may be the same or any subsequent notification direct; and
- (xix) the use of funds on any of the above matter should be done with the approval of the Executive Committee.

ACCOUNT TO BE OPERATED BY

49. The account of the Association shall be operated upon cheques signed by the President, General Secretary and the Treasurer or such other person or persons as the Executive Council by resolution may direct or appoint.

INVESTMENT OF FUNDS

50. The funds of the Association which are not required for current expenses, may, on the direction of the Executive Council, be invested by the President, Treasurer and General Secretary in Government securities, or in such other securities as the Executive Council may recommend and which are approved by voting members at the Annual General meeting or in Extraordinary General Meeting.

FINANCIAL YEAR

51. The financial year of the Association shall commence on the first (1st) day of January each year and ends on the thirty-first (31st) day of December of the same year.

PART IX – PROPERTY AND LIABILITY OF OFFICERS

PROPERTY

52. All property of the Association shall be in the name of the Association.

EXECUTION OF AGREEMENTS AND DOCUMENTS

53. All industrial agreements, deed, documents of the securities for money, mortgage or other instruments shall be executed under the common seal of the Association and signed by the President and the General Secretary or such other persons as the Executive Council may appoint on their behalf.

CUSTODIAN OF THE COMMON SEAL

54. The General Secretary shall be the Custodian Seal, which may be affixed by the General Secretary in the presence of the President or such other person or persons as the Executive Council may appoint on their behalf of such industrial agreements, deeds documents of title, securities for money, mortgage or other instrument shall be deemed to have been duly executed if signed by the President and the General Secretary or such other person or persons as the Executive Council may appoint on their behalf.

EXECUTIVE COMMITTEE MEMBERS LIABILITY

55. Every member of the Executive Council shall be liable for such sums of money or monies he/she shall actually receive but he/she shall not be answerable for the acts, receipts, neglects, defaults of any other person or persons or for joining in any respect in any receipts of other acts for conformity or for loss or expenses happening to the Association or to the Executive Council through the insufficiency or deficiency of the title of any property or properties purchases or acquired by or on behalf of the Association not for the insufficiency or deficiency of any security in or upon which any of the money or monies of the Association shall be vested by the order of the Association shall be vested by the order of the Executive Council nor for any loss or damage arising from bankruptcy, insolvency or tortuous act for any banker, collector or other persons with whom or in whose hands any money or monies, property or properties, security or security or effect or effects of the Association or Executive Council shall be deposited or paid or for any loss, damage or misfortune whatever, which may happen in the execution of duties of this office in relations thereto unless the same shall happen through his/her own willful act, neglect or default.

PART X – LEVIES

IMPOSITION OF LEVY

56. The executive Council may recommend that a levy be imposed upon all members of the Association recover additional expenses incurred on behalf of members as Legal fees etc.

FAILURE TO PAY LEVY

57. If any member fails to pay a levy imposed in pursuance of Rule 56, herein with twenty-six weeks (26) of its imposition, such members shall be regarded as being in arrears of levy and shall not be entitled to any of the benefit to which the levy was imposed.

PART XI – AUDITORS

58. One or more auditors, who need not to be members of the Association, shall be appointed or elected by the Annual General Meeting.

AUDIT OF ACCOUNTS

59. The Treasurer shall cause ail the account of the Association to be audited as soon as possible after the close of each financial year and at all other times when required by law. All books and accounts of the Association will be examined and a certification as to their correctness or otherwise be given thereafter.

COPY OF AUDITORS REPORT

60. A copy of an auditors report of Association funds shall be conspicuously placed at the office of the Association where it may be conveniently examined by any member.

PART XII – INSPECTION OF BOOKS

61. Any member be allowed at any reasonable time to inspect the account books and the register of members. Applications to do so must be made to the General Secretary.

PART XIII – DISSOLUTION

62. The Association shall not be dissolved, except with the consent of two thirds or more of the total voting membership of the Association obtained by means of a secret ballot.

DEBTS AND LIABILITIES FULLY DISCHARGED

63. In the event of the Association being dissolved all debts and liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds together with the proceeds of the sales of any assets of the Association (excluding any provident or welfare fund which may have been established) shall be divided amongst all voting members in the equal proportion or otherwise disposed of in accordance with a resolution passed at the meeting at which the dissolution was approved.

NOTICE SENT TO REGISTRAR OF INDUSTRIAL ASSOCIATIONS

64. When the Association is dissolved, notice of the dissolution signed by the General secretary and seven (7) voting members shall be sent by the General Secretary to the Registrar of Industrial Associations within fourteen (14) days of the date of the meeting at which the dissolution was agreed to.

PART XIV – RULES

RULES TO BE MADE AVAILABLE TO MEMBERS

65. A copy of these shall be given to any member within (7) seven days of joining the Association and thereafter on demand upon payment of the sum of three dollars (\$3.00).

RULES TO BE DISPLAYED IN REGISTERED OFFICE

66. A copy of these rules shall be prominently displayed in the registered office of the Association and every branch office thereof.

PART XV – INTERPRETATION

67. For the purpose of these rules the “Registrar” means the Registrar of Industrial Associations appointed under the provisions of the Industrial Associations Act,

Approved and adopted by the Inaugural General Meeting of the Association held at

119 Amy Street, Suva, 18th day of October 2003

Certified:	James Rafoi	James Rafoi
	(President Signature)	(Name)
	Daniel Zender	Daniel Zender
	(Secretary Signature)	(Name)