

Our Constitution

1. NAME

The name of Council shall be the “Fiji-New Zealand Business Council” hereinafter referred to as the “Council”.

2. REGISTERED OFFICE

The Registered Office of the Council will be situated in Suva and for the time being, at the office of the Fiji Islands Trade and Investment Bureau, Suva or such other office as the Committee may nominate from time to time.

3. OBJECTIVES

- a. The objects for which the Council is established are:
- b. To promote friendship, goodwill and understanding between the business communities of Fiji and New Zealand.
- c. To maintain, support, promote and encourage trade, investment, technical and economic co-operation and tourism between Fiji and New Zealand.
- d. To maintain, promote and extend industrial and commercial relations between individuals, firms, companies, corporations, institutions and associations of Fiji and New Zealand.
- e. To carry out objective research studies on any matters affecting or concerning any of the above objects.
- f. To arrange for regular and effective consultation between business enterprises in Fiji and New Zealand.
- g. To encourage and sponsor education, personnel exchange and training schemes at the private sector level between Fiji and New Zealand, with the aim of mutually enhancing experience, education and capabilities.
- h. To maintain liaison with the Governments of both Fiji and New Zealand in order to promote any of the above objects and to ensure that the concerns, views and plans of the Fijian and New Zealand commercial sector are clearly conveyed to the governments of both countries.
- i. To co-operate with the New Zealand-Fiji Business Council, or any other appropriate body established in New Zealand and to arrange for regular and effective consultation, communication and meetings with them.
- j. To provide a forum for contacts and discussions of questions of common interest and information, advice and services.
- k. To seek to ensure the continuation of a stable relationship between the two countries – a relationship which understands the national heritage and aspirations of both countries and a relationship which will draw together regional neighbours and trading partners in a growing bond of friendship.

4. MEMBERSHIP

- a. The Members of the COUNCIL shall be those members which may be any employer, firm, company, association, partnership, authority, municipal or trading corporations, or other autonomous body of persons corporate or unincorporated statutory or otherwise who or which operate or carry on business in Fiji or a subsidiary company operating in Fiji and wholly owned by its parent company as the Committee may admit from time to time and who shall upon due notification of admission to

membership being given by the Committee, be deemed to be bound by the Constitution and by any rules, regulations, or By-Laws of the Council that are in force from time to time.

5. CLASS OF MEMBERSHIP

The Members of the Council shall comprise the following classes:

a. Founding Sponsor Member

A member engaged in trade and commerce between Fiji and New Zealand or vice versa, whose name shall be listed on appropriate Council printed material as a Founding Sponsor Member and which paid a joining and membership fee of \$250.00.

b. Corporate Member

A member engaged in trade and commerce between Fiji and New Zealand or vice versa.

c. Associate Member

A member engaged in, or otherwise interested in trade and commerce between Fiji and New Zealand or vice versa and who is desirous of participating in Joint Council Meetings and to receive such services as the Committee may from time to time determine, but who shall have no rights to participate in the management of the Council as a Committee Member or to vote at any meetings of the Council.

d. Life Member

- i. On the recommendation of the Committee, members at a General Meeting may elect a member, a Life Member, in recognition of outstanding services to the COUNCIL.
- ii. A Life member shall enjoy all the rights and privileges of a Council member for Life and shall not be liable for payment of Annual Subscriptions.

6. TRANSFER TO ANOTHER CLASS OF MEMBERSHIP

- a. If the Committee is satisfied that an applicant for another Class of Membership has the qualification prescribed by these Constitutions for the class of membership to which he has made application to be transferred, the Committee shall transfer such applicant accordingly.
- b. On the transfer of a member from one class of membership to another, the member shall pay the difference between the joining fee and subscription of the class of membership in which the membership was previously listed and the class of membership to which the member has been transferred if the entrance fee and/or the subscription for the latter class of membership is the higher.

7. RESIGNATIONS

Any member intending to resign from the Council shall signify his intention to do so in writing to the Secretary General before the 30th June, or shall otherwise be liable for the succeeding year's subscription.

No other such resignation shall relieve any member from the responsibility for the payment of any subscription or other money due or payable by him to the Council at the time of such resignation, and no refund will be made of any subscription which may have been due and already paid by him.

8. SUBSCRIPTIONS

- a. Each member shall pay a Joining Fee and an Annual Subscription.
- b. Subject to sub-clause (a) of this clause the Committee may from time to time determine in respect of each class of membership the amount of joining fee and/or the annual subscription payable by the members and may determine the date as from which any new rate shall come into force.
- c. The Annual Subscription shall be due and payable on the first day of January in each and every year.
- d. A new member joining the Council after the 1st January shall pay the full Annual Subscription; but such member joining after the 31st March shall pay three quarters of the current year's subscription; and after the 30th June half the current year's subscription; and after the 30th September one quarter of the current year's subscription together with the full year's subscription for the ensuing year.
- e. Upon the election of re-admission of a member, the Secretary General shall notify the fact to him and shall send him a copy of the Constitution.
- f. Upon the transfer of a member from one class of membership to another the Secretary General shall notify such member accordingly, and shall request him to pay the amount of his liability for any additional joining fee or Subscription which may be payable within fourteen days and should such payment not be made within thirty tow day such transfer shall be null and void.
- g. A member who has been transferred from one class of membership to another shall not be entitled to enjoy and of the additional privileges of the class of membership to which such member has been transferred until the payment aforesaid has been made.
- h. During February in each year the Secretary General shall forward to members whose subscriptions remain unpaid a notice marked "REMINDER". With this notice the Secretary shall enclose a copy of Rules 8 (i) and 8 (j).
- i. If any member fails to pay this Annual Subscription by the 28th February, he shall be regarded as being unfinancial and the Secretary General shall report accordingly to the Committee who may at any time thereafter cause the name of such member to be erased from the list of members.
- j. A non-financial Member is not entitled to enjoy any of the privileges of membership of the Council.

- k. All Members shall individually be responsible for their own costs incurred in participating in the affairs and activities of the Council and all officers of the Council, the Secretary excepted, shall be honorary.
- l. If a Member fails to pay any monies owing within the specified time, the Committee may at any time while the same remains unpaid, terminate the membership of the Member.

9. LEVIES

The Committee may, with the authority of the Council in General meeting in which two-thirds of the members present in person and entitled to vote, have voted in favour of the resolution, impose a levy on members such amount not exceeding the subscription fee applicable to Corporate Members in the relevant year payable at such time or time as is authorised by the special resolution.

10. OFFICERS AND OFFICE BEARERS of the Council shall consist of: -

- a. a Patron
- b. a President
- c. Immediate Past President
- d. 2 Vice Presidents
- e. Honorary Treasurer
- f. Secretary General and
- g. Seven Committee Members

a. Patron

On the recommendation of the Committee, Members at the Annual General Meeting may elect a person of high standing in the Fiji Community to act as Patron. The Patron will not have voting rights but may be invited to attend any major functions.

b. President

- i. A President shall be elected by Members at each Annual General Meeting.
- ii. The President shall only serve as president for a period of two successive one year terms although he may subsequently, after an interval of at least one year, be elected for a further term as President but this shall be restricted as previously prescribed.
- iii. The President shall be Chairman of all Committee Meetings and in his absence, either of the Vice Presidents shall substitute.

c. Immediate Past President

The President, upon completion of his term shall serve as Immediate Past President for the ensuing year, except in the event the President is not available to fill the role, then the retiring Past President will serve another year. In the event that both the Retiring President and Immediate Past President are unavailable to fill the role, then the Committee shall co-opt a Past President to fill the role.

d. Vice President & Honorary Treasurer

The 2 Vice Presidents and the Hon. Treasurer shall be elected by the Committee of the Council.

e. Committee Members

The Committee Members shall be elected at each Annual General meeting provided that at every Annual general Meeting of the Council subsequent to the first Annual General Meeting, half of the Members of the Committee for the time being (who shall be the longest serving Members of the Committee) shall retire from office. A retiring member of the Committee shall be eligible for re-election in the ensuing year.

f. Executive Committee

There shall be an Executive Committee consisting of:

The President

Two Vice Presidents

An Honorary Treasurer

and the Secretary General

with any forum forming a quorum who will supervise generally the day to day affairs of the Council. The period for which such an Executive Committee shall be appointed shall not extend beyond the period for which the Committee was elected. Decisions of the Executive Committee shall be notified to the Committee.

g. The Committee

i. The Committee shall consist of up to eleven representatives of Corporate Members who shall hold office from the date of election until the end of the next ensuing Annual General Meeting of the Council. In addition the Immediate Past President and the Secretary General shall be ex-officio members of the Committee.

ii. The Management and control of the affairs of the Council shall be vested in the Committee which (in addition to any other powers expressly conferred upon it by this constitution) may carry into effect all or any of the objects of the Council and may exercise all powers of the Council and do all such acts and things as may be exercised or done by the Council and as are not by this Constitution expressly directed or required to be exercised or done by the Council in the General Meeting.

11. CO-OPTED COMMITTEE MEMBERS

The Committee may co-opt unto itself such additional members as it may consider necessary for any specific purpose or purposes but such members so co-opted as Committee Members shall have no vote at meetings of the Committee except where they were co-opted to fill the vacancy on the Committee. Such co-opted members shall retire prior to each Annual General Meeting.

12. SECRETARIAT

The Secretariat of the Council shall be provided initially by the Fiji Islands Trade and Investment Bureau or its successor in title.

There shall be a Secretary General who shall be responsible for the day to day administration of the Council's affairs and for executing the decisions of the Council or the Committee.

13. SUB-COMMITTEE

The Council and/or the Committee is empowered to authorise the setting up of Sub-Committees/Working Parties for the purpose of carrying out specific projects identified by the Council or the Committee.

14. NOTICES

- a. Subject to agreements for shorter notices, twenty one (21) days notice at least specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that businesses shall be given to such persons who are entitled to receive such notice from the Council.
- b. A Notice to any member shall be considered as duly delivered if sent by ordinary post addressed to him at his last record address.

15. COMPLAINTS

All complaints shall be made by letter signed by the member complaining and shall be submitted by the Secretary General to the Committee for its consideration.

16. AMENDMENT TO CONSTITUTION

The Council in general Meeting may amend this Constitution by a two-third majority vote of those present at a meeting for which due notice has been given.

17. ELECTIONS

- a. The nomination of any candidate for office in the Council must be in the hands of the Secretary not later than 1600 hours on the 14th day prior to the date of the Annual General Meeting.
- b. The candidate shall signify his assent to such nomination by affixing his signature thereto unless the Candidate for office is unable to do so by reason of absence from Suva or illness, in which case a letter or telegram indicating agreement to the Nomination will suffice.
- c. If at the Annual General Meeting any vacancy in office bearers or in the office of auditor is not filled by election or if such vacancy shall occur after the Annual general Meeting, the Committee shall fill such a vacancy.
- d. All officers of the council and members of the Committee shall be elected by secret ballot at the Annual General Meeting except where the number of nominations does not exceed the number of vacancies for any position, in which case the nominees shall be declared elected.

18. VOTING

- a. No Member shall be entitled to vote at a meeting unless all his subscription fees and dues payable for the current year have been paid, prior to such meeting.
- b. Each Member shall have one Vote and the President shall also have a Casting Vote.

19. REMOVAL FROM OFFICE

- a. Any Committee Member failing to attend three consecutive meetings of that Committee shall, ipso facto, cease to be a member thereof unless leave of absence shall be granted to him by resolution of that Committee or unless an explanation is made to the Committee which it considers sufficient.
- b. Any officer or member of any committee may be removed from office by a majority of two-thirds of the votes of members at a Special General Meeting.

20. ACCOUNTS

The Council shall keep proper books of account as necessary to give a true and fair view of the state of affairs of the Council. The accounts shall consist of a balance sheet and statement of income and expenditure. Accounts are to be prepared and audited each year. The Council's financial year shall commence on 1st January in each year. Accounts are to be prepared and audited each year, save and except that in the transitional period accounts shall be prepared and audited for the eighteen month period ending 31st December, 1994.

21. AUDITOR

- a. The accounts of the Council shall be audited by an auditor who shall be registered as Public Accountants, and who shall be elected at the Annual General Meeting. No office bearer of the Council shall be eligible to be an auditor. If no auditor is elected at the Annual General Meeting or if a vacancy shall occur, the Committee shall appoint an Auditor to fill the vacancy.
- b. The Auditor shall have a right of access at all times to the books and accounts and vouchers of the Council and shall be entitled to require from the office and office bearers of the Council such information and explanations as he thinks necessary for the performance of the duties of the auditor.
- c. The Auditor shall make a report to the members of the Council on the accounts examined by him.

22. ANNUAL GENERAL MEETINGS

There shall be an Annual General Meeting of the Council, which shall be held before April of each financial year. The business of the Annual General Meeting shall be:

- a. to receive the Annual Report of the President;
- b. to receive a statement of audited accounts for the preceding financial year;
- c. to elect the president;

- d. to elect the Committee;
- e. to appoint an auditor for the ensuing year; and
- f. to transact such other business of which due notice has been given or which, in the opinion of the meeting, it is expedient to consider.

23. NOTICE OF ANNUAL GENERAL MEETING

- a. Notice of the Annual General Meeting shall be mailed to all members not less than twenty-one days immediately preceding the date of the meeting.
- b. Copies of the annual report, balance sheet and statement of income and expenditure together with a notification of the names of the candidates for election as office-bearers and auditor and of any other business directed by the Committee to be dealt with at the meeting, shall be mailed to all members at least seven days prior to the date of the meeting.
- c. Irregularities in connection with the requirements of this Rule shall not invalidate any of the proceedings of any Annual general Meeting or any election or any other business carried out thereat unless before the close of such meeting the Chairman of the meeting shall decide or the members present shall resolve that the interests of the members or any of them may be prejudiced by such irregularities in which case the Chairman shall declare the meeting and any election or other business carried out thereat to be invalid and of no effect.

24. NOTICES OF MOTION

Notices of motion for consideration at the Annual general Meeting must be sent to the Committee in writing not later than 1600hrs on the 14th day prior to the date of the meeting.

25. SPECIAL GENERAL MEETING

- a. The Committee may at any time call a Special General Meeting of the Council not being a meeting to consider dissolution of the Council on giving ten days' notice. Such notice, which shall specify the object of the meeting, shall be mailed to each member. At such meeting no business shall be transacted other than that mentioned in the notice.
- b. The Committee shall also, in like manner, call a Special General Meeting upon receiving the written requisition of not less than fifteen per centum of the Members of the Council.

26. QUORUM

A quorum for a meeting of the Council shall consist of not less than 15 percent of representatives of Corporate Members present in person. A quorum for a meeting of the Committee shall consist of not less than five (5) members. Members of the Committee may be represented by alternates.

27. ADJOURNMENT

If within one half hour from the time appointed for any General Meeting of the Council a quorum is not present, the meeting if convened on the requisition of members shall be dissolved: in any other case it shall stand adjourned to the same day in the following week at the same time and place. At the adjourned meeting the number of members present shall form a quorum.

28. CHAIRMAN

If any meeting of the Council or any committee the officer prescribed by this constitution to be Chairman, pursuant to Clause 10 (b) (iii), is not present, the member or the committee concerned, as the case may be, shall elect a Chairman from among those present. The Chairman once taking the chair may retain that position during the meeting, notwithstanding that the Officer prescribed as aforesaid to be Chairman may afterwards attend, unless the temporary chairman desires to relinquish the chair.

29. FINANCE

The funds of the Council shall be deposited in accordance with the directions of the Committee. The funds of the Council shall be used only to meet the expenses and to carry out the objects of the Council. Any two members of the Committee shall be authorised to operate on the Council's bank account. The Council's financial year shall commence on January 1 in any year.

30. DISSOLUTION

- a. On application being made to the Committee in writing by members of the Council, not less in number than 15 per centum of such members signifying their desire that the Fiji Business Council be dissolved, a Special General Meeting shall be called to discuss the question.
- b. Notwithstanding any other sections in the Constitution, any motion calling for the dissolution of the Council may only be passed by a Special General Meeting in which instance three months' notice has been given from the date the meeting has been given public announcement in the Fiji newspaper published in Fiji, and not later than 50 per cent of total members have agreed to the dissolution.
- c. In the event that it is resolved that the Council be dissolved, the resolution affecting such dissolution shall prohibit the payment of distribution of any surplus assets among the members of the Council and require them to be given or transferred to some other institution or institutions having objects similar to the objects of the distribution of its or their income and property among its or their member.