



CONSTITUTION OF THE FIJI MOUNTAINEERING AND SPORT CLIMBING ASSOCIATION

CONTENTS

CHAPTER 1 – LEGAL STATUS

1. Name of the Association
2. Title and Application
3. Interpretation
4. Constitution to be the Supreme Authority
5. Association to be a Body Corporate
6. Association to Be Registered and Maintain Registration
7. Registered Office
8. Head Office
9. Common Seal
10. Official Language

CHAPTER 2 – OBJECTIVES AND PRINCIPLES

11. Vision
12. Mission
13. Objectives
14. Guiding Principles

CHAPTER 3 – MEMBERSHIP

15. Eligibility
16. Application
17. Approval
18. Term of Membership
19. Branch Affiliation
20. Membership Subscription
21. Arrears of Subscription
22. Rights and Privileges of Members
23. Duties of Members
24. Cessation of Membership
25. Financial Members

- 26. Rights and Privileges of Financial Members
- 27. Register of Members

CHAPTER 4 – ORGANIZATIONAL STRUCTURE

- 28. Composition
- 29. Principal Bodies
- 30. Subsidiary Bodies

CHAPTER 5 – GENERAL MEETINGS OF THE ASSOCIATION

- 31. Annual General Meeting
- 32. Business of the Annual General Meeting
- 33. Notice of the Annual General Meeting
- 34. Motions of the Annual General Meeting
- 35. Agenda of the Annual General Meeting
- 36. Special General Meeting
- 37. Business of the Special General Meeting
- 38. Notice and Agenda of the Special General Meeting
- 39. Motions of the Special General Meeting
- 40. Quorum
- 41. Voting

CHAPTER 6 – GOVERNING OF THE ASSOCIATION

PART A – NATIONAL EXECUTIVE COMMITTEE

- 42. Establishment of the National Executive Committee
- 43. Composition of the National Executive Committee
- 44. Functions of the National Executive Committee
- 45. Powers of the National Executive Committee
- 46. Subcommittees
- 47. Meetings
- 48. Quorum
- 49. Appointment to the National Executive Committee
- 50. Decisions of the National Executive Committee
- 51. Subscription of National Executive Committee Members

PART B – WORKING COMMITTEE

- 52. Establishment of the Working Committee
- 53. Function of the Working Committee
- 54. Powers of the Working Committee
- 55. Composition of the Working Committee

- 56. Meetings
- 57. Quorum
- 58. Decisions of the Working Committee

PART C – FINANCE COMMITTEE

- 59. Establishment of the Finance Committee
- 60. Function of the Finance Committee
- 61. Powers of the Finance Committee
- 62. Composition of the Finance Committee
- 63. Eligibility
- 64. Meetings
- 65. Quorum
- 66. Appointment to the Finance Committee
- 67. Vacancies
- 68. Decisions of the Finance Committee

PART D – DISCIPLINARY COMMITTEE

- 69. Establishment of the Disciplinary Committee
- 70. Functions of the Disciplinary Committee
- 71. Powers of the Disciplinary Committee
- 72. Composition of the Disciplinary Committee
- 73. Eligibility
- 74. Meetings
- 75. Appointment to the Disciplinary Committee
- 76. Vacancies
- 77. Decisions of the Disciplinary Committee
- 78. Rules of the Disciplinary Committee

CHAPTER 7 – OFFICERS OF THE ASSOCIATION

PART A – APPOINTMENT OF OFFICERS

- 79. Election of Officers
- 80. Conduct of Elections
- 81. Eligibility
- 82. Nominations
- 83. Candidates List
- 84. Voting
- 85. Appointment
- 86. Term of Officers
- 87. Vacancies

PART B – POWERS AND DUTIES OF OFFICERS

- 88. President
- 89. Vice-Presidents
- 90. Assistant General Secretaries
- 91. General Treasurer
- 92. Assistant General Treasurer
- 93. Salary for Full-Time Officers

PART C – REMOVAL OF OFFICERS

- 94. Motion of No Confidence
- 95. Persons Entitled to Bring Motions

CHAPTER 8 – BRANCHES

- 96. Establishment of Branches

CHAPTER 9 – BRANCH GENERAL MEETINGS

- 97. Branch Annual General Meeting
- 98. Notice and Agenda of the Branch Annual General Meeting
- 99. Failure to hold the Branch Annual General Meeting
- 100. Branch Special General Meeting
- 101. Notice and Agenda of the Branch Special General Meeting
- 102. Discussion at the Branch Special General Meeting
- 103. Quorum
- 104. Voting

CHAPTER 10 – BRANCH EXECUTIVE COMMITTEE

- 105. Establishment of the Branch Executive Committees
- 106. Composition of the Branch Executive Committee
- 107. Branch Meetings
- 108. Branch Quorum
- 109. Appointment to the Branch Executive Committee
- 110. Subscription of Branch Executive Committee Members

CHAPTER 11 – BRANCH OFFICERS

PART A – APPOINTMENT OF BRANCH OFFICERS

- 111. Election of Branch Officers
- 112. Conduct of Elections

- 113. Eligibility
- 114. Nominations
- 115. Candidates List
- 116. Voting
- 117. Appointment
- 118. Term of Branch Officers
- 119. Vacancies

PART B – POWERS AND DUTIES OF BRANCH OFFICERS

- 120. Branch President
- 121. Branch Vice-Presidents
- 122. Branch Secretary
- 123. Branch Assistant Secretaries
- 124. Branch Treasurer
- 125. Branch Assistant Treasurer

PART C – REMOVAL OF BRANCH OFFICERS

- 126. Motion of No Confidence
- 127. Persons Entitled to Bring Motions

CHAPTER 12 – BRANCH REPRESENTATIVES

PART A – APPOINTMENT OF THE BRANCH REPRESENTATIVE

- 128. Election of Branch Representative
- 129. Conduct of Election
- 130. Eligibility
- 131. Nominations
- 132. Candidates List
- 133. Voting
- 134. Substitute
- 135. Vacancies

PART B – REMOVAL OF THE BRANCH REPRESENTATIVE

- 136. Motion of No Confidence
- 137. Persons Entitled to Bring Motions

CHAPTER 13 – FUNDS AND PROPERTIES OF THE BRANCH

- 138. Funds and Properties of the Branch

CHAPTER 14 – SUSPENSION OF THE BRANCH

- 139. Suspension of the Branch

CHAPTER 15 – BOARD OF TRUSTEES

- 140. Establishment of the Board of Trustees
- 141. Functions of the Board of Trustees
- 142. Powers of the Board of Trustees
- 143. Composition of the Board of Trustees
- 144. Meetings
- 145. Appointment to the Board of Trustees
- 146. Directions of the National Executive Committee
- 147. Rules of the Board of Trustees

CHAPTER 16 – TRUSTEES

PART A – APPOINTMENT OF TRUSTEES

- 148. Election of Trustees
- 149. Number of Trustees
- 150. Conduct of Elections
- 151. Eligibility
- 152. Nominations
- 153. Candidates List
- 154. Voting
- 155. Appointment
- 156. Term of Trustees
- 157. Vacancies

PART B – REMOVAL OF TRUSTEES

- 158. Motion of No Confidence
- 159. Persons Entitled to Bring Motions

CHAPTER 17 – SUBSIDIARY BODIES

- 160. Establishment of Subsidiary Bodies
- 161. Functions of Subsidiary Bodies
- 162. Governing Documents

CHAPTER 18 – DISCIPLINARY MATTERS

- 163. Members to Abide by the Constitution

164. Penalty

CHAPTER 19 – DISPUTES

165. Disputes Settlement Procedures

CHAPTER 20 – SOURCE OF FUNDS

166. Source of Funds

CHAPTER 21 – LEVIES

167. National Executive Committee May Impose Levies

168. Failure to Pay Levies

CHAPTER 22 – USE OF FUNDS AND PROPERTIES

169. Use of Funds and Properties

CHAPTER 23 – INVESTMENT OF FUNDS AND BANKING

170. Investment of Funds

171. Banking and Financial Control Systems

CHAPTER 24 – ACCOUNTS

172. Auditors

173. Financial Year

174. Auditing of Accounts

175. Auditors Report to Be Made Available to Members

176. Inspection of Books

CHAPTER 25 – AUTHORIZED OFFICERS

177. Authorized Officers

CHAPTER 26 – INDEMNITY

178. Indemnity

CHAPTER 27 – SERVICE OF DOCUMENTS

179. General

180. Methods of Service on a Member

- 181. Methods of Service on the Association
- 182. Post
- 183. Electronic Transmission

CHAPTER 28 – MEANS OF INFORMATION

- 184. Means of Information

CHAPTER 29 – RULES

- 185. National Executive Committee May Adopt Rules

CHAPTER 30 – CONSTITUTION OF THE ASSOCIATION

- 186. Copy of the Constitution to Be Made Available to Members
- 187. Copy of the Constitution to be Displayed in the Registered Office
- 188. Amendment of the Constitution
- 189. Notice to the Registrar of Titles

CHAPTER 31 – DISSOLUTION AND AMALGAMATION

- 190. Dissolution
- 191. Settlement of Accounts
- 192. Notice to the Registrar of Titles
- 193. Amalgamation

CHAPTER 32 – EMERGENCY

- 194. Executive Discretion
- 195. Constitutional Crisis

CHAPTER 33 – COMMENCEMENT

- 196. Adoption and Commencement

CHAPTER 1 – LEGAL STATUS

1. Name of the Association

The name of the Association shall be the “Fiji Mountaineering and Sport Climbing Association” (hereinafter referred to as the “Association”).

2. Title and Application

- (1) This document shall be cited as the Constitution of the Fiji Mountaineering and Sport Climbing Association.
- (2) This Constitution shall commence on a date or dates approved by the Annual General Meeting or the Special General Meeting of the Fiji Mountaineering and Sport Climbing Association.
- (3) This Constitution shall bind all members of the Fiji Mountaineering and Sport Climbing Association.

3. Interpretation

In this Constitution, unless the context otherwise requires, the following terms shall have the meaning assigned to each expression:

“Act” shall mean the Charitable Trust Act 1945;

“Association,” “FMSCA,” “charitable trust” all such expressions shall mean the Fiji Mountaineering and Sport Climbing Association;

“Authorized Officer” or “Authorized Officers” shall mean an Officer or Officers of the Association delegated with specific powers, duties, functions, and representation or signing authority, as prescribed under Chapter 25 of the Constitution of the Fiji Mountaineering and Sport Climbing Association;

“Branch” or “Branches” shall mean a duly established Branch or Branches of the Fiji Mountaineering and Sport Climbing Association;

“Constitution” shall mean the Constitution of the Fiji Mountaineering and Sport Climbing Association;

“National Executive Committee” shall mean the governing body of the Fiji Mountaineering and Sport Climbing Association established under Chapter 6 of the Constitution of the Fiji Mountaineering and Sport Climbing Association;

“Officers of the Association” shall include the members of the National Executive Committee and all Trustees of the Association;

“Trustee” or “Trustees” shall mean a Trustee or Trustees appointed under Chapter 16 of the Constitution of the Fiji Mountaineering and Sport Climbing Association.

4. Constitution to be the Supreme Authority

The Constitution shall be the supreme governing authority of the Association.

5. Association to be a Body Corporate

The Association shall be a registered charitable trust pursuant to the Charitable Trust Act 1945 and any successor legislation, and shall be capable of entering into contracts, suing and being sued in its own name, and shall have the power to acquire and hold both real and personal property.

6. Association to Be Registered and Maintain Registration

The Association shall be registered with the Registrar of Titles and shall take all reasonable steps to maintain such registration.

7. Registered Office

- (1) The physical address of the Registered Office of the Association shall be in Suva, Fiji or at such other places in Fiji as decided by the National Executive Committee, subject to the approval of the Annual General Meeting or the Special General Meeting of the Association.
- (2) The postal address of the Registered Office of the Association shall be in Suva, Fiji or at such other places in Fiji as decided by the National Executive Committee, subject to the approval of the Annual General Meeting or the Special General Meeting of the Association.

8. Head Office

- (1) The physical address of the Head Office of the Association shall be in Suva, Fiji or at such other places in Fiji as decided by the National Executive Committee, subject to the approval of the Annual General Meeting or the Special General Meeting of the Association.
- (2) The postal address of the Head Office of the Association shall be in Suva, Fiji or at such other places in Fiji as decided by the National Executive Committee, subject to the approval of the Annual General Meeting or the Special General Meeting of the Association.

9. Common Seal

- (1) The common seal of the Association shall be kept in the custody of the General Secretary or such other Officer of the Association as appointed by the National Executive Committee.

- (2) The common seal of the Association shall not be affixed to any instrument except with the approval of the National Executive Committee.
- (3) Every instrument to which the common seal of the Association is affixed shall be signed by such Authorized Officer or Authorized Officers of the Association as prescribed under, or in accordance with, Section 178 of the Constitution.
- (4) The use of the common seal of the Association shall be recorded in a Register of Common Seal maintained by the General Secretary for that purpose at the Registered Office of the Association, and shall set out:
 - (a) the date of the usage of the common seal of the Association;
 - (b) the instrument to which the common seal of the Association was affixed;
 - (c) the name or names of the Authorized Officer or Authorized Officers of the Association who signed the instrument to which the common seal of the Association was affixed; and
 - (d) such other details as prescribed to be included in the Register of Common Seal by the National Executive Committee.

10. Official Language

The official language of the Association shall be English.

CHAPTER 2 – OBJECTIVES AND PRINCIPLES

11. Vision

The Association envisions to inspire and unite Fijians through mountaineering, sport climbing, paraclimbing, and allied mountain sports, fostering excellence, inclusivity, and respect for nature, while establishing a strong and recognized presence in the global community of these sports.

12. Mission

The mission of the Association is:

- (a) to lead and advance the mountaineering movement in Fiji;

- (b) to unite all Fijians interested in mountaineering, sport climbing, paraclimbing, and allied mountain sports;
- (c) to govern and regulate mountaineering, sport climbing, paraclimbing, and allied mountain sports events throughout Fiji.

13. Objectives

The Objectives of the Association shall be to:

- (a) consolidate and strengthen its position as the nationwide representative body for Fijian mountaineers, sport climbers, paraclimbers, and allied mountain sports athletes, independent of any political, governmental, philosophical, denominational influence, or financial gain;
- (b) support members in their mountaineering, sport climbing, paraclimbing, and allied mountain sports activities, and seek solutions to all issues of national importance;
- (c) serve as a permanent forum for members and foster durable relations among associated organizations;
- (d) promote and develop mountaineering, sport climbing, paraclimbing, and allied mountain sports as activities of high human and social value, particularly for youth, through education and training;
- (e) encourage the adoption and development of best practices in mountaineering, sport climbing, paraclimbing, and allied mountain sports;
- (f) conduct research into, and disseminate information on, mountain medicine;
- (g) establish and specify safety standards for mountaineering, sport climbing, and paraclimbing equipment;
- (h) promote responsible access to, and conservation of, mountain areas, and foster awareness and respect for the environment among all users of mountain terrains;
- (i) encourage the participation of women, athletes, and representatives from all regions of Fiji in the organization of the Association.

14. Guiding Principles

- (1) The Association shall encourage, develop, and support the practice of mountaineering, sport climbing, paraclimbing, and allied mountain sports throughout Fiji, and shall represent Fiji in mountaineering, sport climbing, and paraclimbing before all international organizations.
- (2) The Association shall conduct its activities in accordance with the highest ethical standards and shall require compliance with such standards from its members and other stakeholders engaged in mountaineering, sport climbing, paraclimbing, and allied mountain sports. In particular, the Association shall adopt and uphold the values of the Olympic Charter and align itself with current developments in global sports.
- (3) The Association shall prohibit any discrimination against a person or group on the basis of race, social origin, gender, sexual orientation, disability, religion, political opinion, or any other ground.
- (4) The Association shall promote the values of mountaineering, sport climbing, paraclimbing, and allied mountain sports through balanced, inclusive, and representative organization structures.
- (5) The Association shall make reasonable efforts to align its activities with the relevant United Nations Sustainable Development Goals.
- (6) The Association shall combat doping, illegal betting, and all other forms of abuse that may undermine the integrity of events, as well as the equality, health, and safeguarding of athletes.

CHAPTER 3 – MEMBERSHIP

15. Eligibility

Membership of the Association shall be open to any citizen of Fiji of voting age and who undertakes to comply with the Constitution of the Association.

16. Application

- (1) A person may apply for membership of the Association by completing a Membership Application Form approved by the National Executive Committee from time to time, together with any documents and/or information required under the said Membership Application Form.

- (2) The completed Membership Application Form shall be submitted to the General Secretary in accordance with the provisions set out under Section 182 of the Constitution.

17. Approval

- (1) The National Executive Committee shall vet and approve any application for membership of the Association, provided that:
 - (a) the Membership Application Form is properly completed;
 - (b) the applicant provides all requested documents and/or information; and
 - (c) the applicant meets the eligibility criteria prescribed under the Constitution.
- (2) Upon approval of membership of the Association, the Association shall notify the applicant of such an approval.
- (3) The National Executive Committee shall have the power to request any additional documents and/or information from any applicant that the National Executive Committee deems necessary for the purpose of processing any application for membership of the Association.
- (4) The National Executive Committee may delegate its powers under Section 17 of the Constitution to such subcommittee or Officer of the Association as it considers fit and proper.

18. Term of Membership

A member of the Association shall remain a member until such membership ceases in accordance with Section 24 of the Constitution.

19. Branch Affiliation

- (1) Members of the Association shall be affiliated to the Branch corresponding to their area of residence.
- (2) Members may transfer their affiliation from one Branch to another in accordance with the rules of the National Executive Committee; provided, however, that no member shall be affiliated to more than one Branch at any given time.

20. Membership Subscription

- (1) The annual membership subscription of the Association shall be \$73.05.
- (2) The basis for calculating the annual membership subscription shall be 365.25 days at \$0.20 per day (365.25 days' x \$0.20 = \$73.05).
- (3) The annual membership subscription shall be payable within the first month of each financial year.
- (4) The annual membership subscription may be changed from time to time as decided by the Annual General Meeting or the Special General Meeting of the Association.

21. Arrears of Subscription

- (1) Any member who is more than 7 days in arrears of subscription shall not be entitled to exercise any rights and privileges of a Financial Member in the Association.
- (2) Any member whose subscription remains unpaid for more than 14 days shall be deemed to have resigned from the Association.

22. Rights and Privileges of Members

The rights and privileges of the members of the Association shall be those set out under the Constitution.

23. Duties of Members

Every member must uphold the Constitution of the Association.

24. Cessation of Membership

- (1) Membership of the Association shall cease upon:
 - (a) death;
 - (b) resignation;
 - (c) expulsion in accordance with the Constitution;
 - (d) disqualification under the Constitution; or
 - (e) disqualification under the Act.
- (2) Provided that any member of the Association:

- (a) deemed to have resigned from the Association under Section 21(2) of the Constitution shall remain liable to pay his or her subscriptions up to and including the financial year in which such resignation takes effect; or
- (b) giving notice of resignation from the Association shall remain liable to pay his or her subscription up to and including the financial year in which such notice is given.

25. Financial Members

- (1) Financial Members of the Association shall be those members of the Association whose membership subscription and all other dues payable under the Constitution have been duly paid and are not in arrears.
- (2) Financial Members of a Branch shall be those members of the Association affiliated to that Branch whose membership subscription and all other dues payable under the Constitution have been duly paid and are not in arrears.

26. Rights and Privileges of Financial Members

The rights and privileges of the Financial Members of the Association shall be those set out under the Constitution.

27. Register of Members

- (1) A permanent Register of Members shall be maintained by the General Secretary at the Registered Office of the Association.
- (2) A copy of the Register of Members, duly certified by the President, the General Secretary, and the General Treasurer, shall be made available to the Branches of the Association.
- (3) The Register of Members shall contain the following details of every member of the Association:
 - (a) membership number assigned by the Association;
 - (b) full name as per national voter identification card;
 - (c) date of birth as per national voter identification card;
 - (d) residential address as per national voter identification card;

- (e) sex;
 - (f) postal address;
 - (g) landline number;
 - (h) mobile number;
 - (i) electronic mailing address; and
 - (j) such other details as prescribed to be included in the Register of Members by the National Executive Committee.
- (4) A member shall ensure that his or her particulars recorded in the Register of Members are kept up to date at all times. Any change to such particulars shall be immediately notified to the General Secretary in accordance with the provisions set out under Section 182 of the Constitution.
- (5) The General Secretary, on the instructions of the National Executive Committee, shall remove from the Register of Members the names of persons whose membership has ceased in accordance with the Constitution; provided, however, that where membership is deemed to have ceased by any of the reasons set out under Sections 24(1)(c) to (e), such removal shall only be effected with the approval of the Annual General Meeting or the Special General Meeting of the Association.

CHAPTER 4 – ORGANIZATIONAL STRUCTURE

28. Composition

The organizational structure of the Association shall be comprised of the principal bodies and the subsidiary bodies of the Association.

29. Principal Bodies

The principal bodies of the Association shall be:

- (a) the General Meetings of the Association;
- (b) the National Executive Committee;
- (c) the Branches of the Association; and
- (d) the Board of Trustees.

30. Subsidiary Bodies

Such subsidiary bodies as may be deemed necessary from time to time may be established in accordance with the provisions of the Constitution.

CHAPTER 5 – GENERAL MEETINGS OF THE ASSOCIATION

31. Annual General Meeting

- (1) The Annual General Meeting of the Association shall be held once in every calendar year and shall be called within 6 months after the close of the financial year of the Association.
- (2) The National Executive Committee shall decide the date, time, and venue of the Annual General Meeting of the Association.

32. Business of the Annual General Meeting

The business of the Annual General Meeting of the Association shall be to:

- (a) receive reports from the National Executive Committee;
- (b) review the past work of the Association and determine future work;
- (c) receive the audited accounts for the previous financial year and consider the financial position of the Association; and
- (d) consider any other business.

33. Notice of the Annual General Meeting

- (1) The General Secretary, on the instructions of the National Executive Committee, shall prepare the notice of the Annual General Meeting of the Association.
- (2) The General Secretary shall circulate the notice of the Annual General Meeting of the Association to all members of the Association at least 21 days before the Annual General Meeting of the Association and in accordance with the provisions set out under Section 181 of the Constitution.

34. Motions of the Annual General Meeting

- (1) Motions from members of the Association shall be submitted by such members to the General Secretary 14 days before the Annual General Meeting of the

Association and in accordance with the provisions set out under Section 182 of the Constitution.

- (2) Save for motions submitted to the General Secretary 14 days before the Annual General Meeting of the Association, the Annual General Meeting of the Association shall only consider motions put forward to it by the National Executive Committee.

35. Agenda of the Annual General Meeting

- (1) The General Secretary, on the instructions of the National Executive Committee, shall prepare the agenda of the Annual General Meeting of the Association.
- (2) The General Secretary shall circulate the agenda of the Annual General Meeting of the Association to all members of the Association at least 7 days before the Annual General Meeting of the Association and in accordance with the provisions set out under Section 181 of the Constitution.

36. Special General Meeting

- (1) The National Executive Committee may call the Special General Meeting of the Association at any time on its own initiative.
- (2) The National Executive Committee shall call the Special General Meeting of the Association on the request of at least 75% of the total number of members of the Association.
- (3) The National Executive Committee shall decide the date, time, and venue of the Special General Meeting of the Association.

37. Business of the Special General Meeting

The Special General Meeting of the Association shall be restricted to the matters contained in the agenda of the Special General Meeting of the Association.

38. Notice and Agenda of the Special General Meeting

- (1) The General Secretary, on the instructions of the National Executive Committee, shall prepare the notice and the agenda of the Special General Meeting of the Association.
- (2) The General Secretary shall circulate the notice and the agenda of the Special General Meeting of the Association to all members of the Association at least 7

days before the Special General Meeting of the Association and in accordance with the provisions set out under Section 181 of the Constitution.

39. Motions of the Special General Meeting

Motions passed at the Special General Meeting of the Association shall have the same validity as motions passed at the Annual General Meeting of the Association.

40. Quorum

The quorum for the Annual General Meeting and the Special General Meeting of the Association shall be at least 75% of the total number of Financial Members of the Association.

41. Voting

- (1) Each Financial Member of the Association present at the Annual General Meeting or the Special General Meeting of the Association shall have 1 (one) vote on any matter considered by such Annual General Meeting or Special General Meeting of the Association.
- (2) Only Financial Members of the Association shall be entitled to vote at the Annual General Meeting or the Special General Meeting of the Association.
- (3) Voting at the Annual General Meeting and the Special General Meeting of the Association shall be conducted by show of hands.
- (4) Any matter may be decided by secret ballot if a simple majority of the Financial Members present at the Annual General Meeting or the Special General Meeting of the Association seek a secret ballot.
- (5) Save for decisions relating to removal of Officers of the Association, amendments to the Constitution, dissolution of the Association, and amalgamation of the Association with another organization, all decisions at the Annual General Meeting and the Special General Meeting of the Association shall be taken by a simple majority vote of the Financial Members present at such Annual General Meeting or Special General Meeting of the Association.

CHAPTER 6 – GOVERNING OF THE ASSOCIATION

PART A – NATIONAL EXECUTIVE COMMITTEE

42. Establishment of the National Executive Committee

There shall be a National Executive Committee of the Association which shall be established and shall function in accordance with this Part of the Constitution.

43. Composition of the National Executive Committee

The National Executive Committee shall be comprised of the following members:

- (a) the President;
- (b) the 4 Vice-Presidents;
- (c) the General Secretary;
- (d) the 3 Assistant General Secretaries;
- (e) the General Treasurer;
- (f) the Assistant General Treasurer; and
- (g) 1 representative from each Branch.

44. Functions of the National Executive Committee

The National Executive Committee shall govern the Association and conduct the affairs of the Association between the periods between the Annual General Meetings of the Association.

45. Powers of the National Executive Committee

The National Executive Committee shall have the following powers:

- (a) to protect the funds of the Association against misappropriation or extravagance;
- (b) to issue all necessary instructions regarding the investment of the funds of the Association;
- (c) to appoint staff for the operations of the Association;
- (d) to appoint subcommittees to assist the National Executive Committee in the management and administration of the Association;
- (e) to conduct disciplinary proceedings against members of the Association; and

- (f) to interpret the Constitution between Annual General Meetings and Special General Meetings of the Association.

46. Subcommittees

- (1) The National Executive Committee may, from time to time, appoint subcommittees comprising at least 3 members of the National Executive Committee to assist the National Executive Committee in carrying out its functions.
- (2) The National Executive Committee may, from time to time, make and amend rules for any subcommittee and provide the members of the subcommittee with the terms of reference of such subcommittee.
- (3) The subcommittee shall not have powers to make any decisions for, or on behalf of, the National Executive Committee unless such powers have been granted to it by the National Executive Committee.
- (4) The subcommittees may make recommendations to the National Executive Committee, which shall not be binding on the National Executive Committee.

47. Meetings

The National Executive Committee shall meet at least once every 3 months.

48. Quorum

The quorum for the meetings of the National Executive Committee shall be at least 75% of the total number of members of the National Executive Committee.

49. Appointment to the National Executive Committee

- (1) A vacancy shall arise in the National Executive Committee in the following circumstances:
 - (a) if the office remains unfilled at an election;
 - (b) if a member of the National Executive Committee is declared bankrupt;
 - (c) if a member of the National Executive Committee is convicted of a criminal offence;
 - (d) upon the death of a member of the National Executive Committee;

- (e) upon expiry of the term of office;
 - (f) if a member of the National Executive Committee ceases to be a Financial Member of the Association;
 - (g) if a member of the National Executive Committee resigns;
 - (h) where a member of the National Executive Committee fails to attend 3 (three) consecutive meetings of the National Executive Committee.
 - (i) upon removal of a member of the National Executive Committee in accordance with the Constitution;
 - (j) if a member of the National Executive Committee becomes disqualified under the Constitution; or
 - (k) if a member of the National Executive Committee becomes disqualified under the Act.
- (2) In the event that a vacancy occurs in the National Executive Committee, such vacancy shall be filled by appointment through a simple majority decision of the National Executive Committee, pursuant to Section 87(1) of the Constitution.

50. Decisions of the National Executive Committee

The decisions of the National Executive Committee shall be binding on all members of the Association.

51. Subscription of National Executive Committee Members

All members of the National Executive Committee must have fully paid subscriptions.

PART B – WORKING COMMITTEE

52. Establishment of the Working Committee

A Working Committee shall be established by the National Executive Committee at the Post Conference Meeting of the National Executive Committee after the Annual General Meeting of the Association.

53. Function of the Working Committee

The Working Committee shall have functions in the administration and operations of the Association as assigned to it from time to time by the National Executive Committee.

54. Powers of the Working Committee

The Working Committee shall have the powers delegated to it by the National Executive Committee and shall also have powers to make recommendations to the National Executive Committee. Any such recommendation shall not be binding on the National Executive Committee.

55. Composition of the Working Committee

The Working Committee shall be comprised of the following members:

- (a) the President;
- (b) the 4 Vice-Presidents;
- (c) the General Secretary;
- (d) the 3 Assistant General Secretaries;
- (e) the General Treasurer; and
- (f) the Assistant General Treasurer.

56. Meetings

The Working Committee shall meet at least once every month.

57. Quorum

The quorum for the Working Committee shall be at least 50% of the members of the Working Committee.

58. Decisions of the Working Committee

All decisions of the Working Committee shall be subject to ratification by the National Executive Committee.

PART C – FINANCE COMMITTEE

59. Establishment of the Finance Committee

A Finance Committee shall be established by the Working Committee at the first Post Conference Meeting of the Working Committee.

60. Function of the Finance Committee

The functions of the Finance Committee shall be to:

- (a) scrutinize the validity of all payments prior to sanctioning;
- (b) scrutinize all receipts and deposits on a weekly basis;
- (c) scrutinize purchases and quotations and recommend the most appropriate option to the Working Committee;
- (d) scrutinize monthly accounts and submit them to the Working Committee for endorsement;
- (e) ensure the conduct of quarterly audits and provide the Working Committee with a report thereof; and
- (f) provide advice and recommendations to the Working Committee on the establishment and maintenance of sound financial control systems.

61. Powers of the Finance Committee

The Finance Committee shall have the powers delegated to it by the Working Committee and shall also have powers to approve routine payments.

62. Composition of the Finance Committee

The Finance Committee shall be comprised of the following members:

- (a) the General Treasurer; and
- (b) 2 members of the Working Committee.

63. Eligibility

Members of the Working Committee shall be eligible for the appointment to the Finance Committee.

64. Meetings

The Finance Committee shall meet at least once a week.

65. Quorum

The quorum for the Finance Committee shall be at least 2 members of the Finance Committee.

66. Appointment to the Finance Committee

Any member of the Finance Committee appointed by the Working Committee must be a member of the Working Committee.

67. Vacancies

In the event of any vacancy in the Finance Committee, the Working Committee may appoint a member of the Working Committee to the Finance Committee.

68. Decisions of the Finance Committee

The Finance Committee shall at all times be accountable to the Working Committee.

PART D – DISCIPLINARY COMMITTEE

69. Establishment of the Disciplinary Committee

A Disciplinary Committee shall be established by the National Executive Committee at the Post Conference Meeting of the National Executive Committee after the Annual General Meeting of the Association.

70. Functions of the Disciplinary Committee

The Disciplinary Committee shall have functions in regards to the disciplining of the members of the Association.

71. Powers of the Disciplinary Committee

The Disciplinary Committee shall have the powers delegated to it by the National Executive Committee and shall also have powers to investigate complaints and conduct disciplinary proceedings against members of the Association.

72. Composition of the Disciplinary Committee

The Disciplinary Committee shall comprise of a minimum of 3 members and a maximum of 5 members.

73. Eligibility

Members of the National Executive Committee shall be eligible for appointment to the Disciplinary Committee.

74. Meetings

The Disciplinary Committee shall conduct disciplinary action against members of the Association upon direction by the National Executive Committee.

75. Appointment to the Disciplinary Committee

Members of the Disciplinary Committee shall be appointed by the National Executive Committee.

76. Vacancies

In the event of any vacancy in the Disciplinary Committee or in the event that the number of members of the Disciplinary Committee falls below the minimum required number, the National Executive Committee may appoint a member of the National Executive Committee to the Disciplinary Committee.

77. Decisions of the Disciplinary Committee

All decisions of the Disciplinary Committee shall be subject to ratification by the National Executive Committee.

78. Rules of the Disciplinary Committee

- (1) The Disciplinary Committee shall, from time to time, make and amend rules in respect of investigations and disciplinary processes, and such rules shall adhere to the principles of fairness and natural justice.
- (2) The rules governing investigations and disciplinary processes adopted under Section 78(1) of the Constitution shall be made available to the members of the Association subjected to an investigation or a disciplinary hearing.

CHAPTER 7 – OFFICERS OF THE ASSOCIATION

PART A – APPOINTMENT OF OFFICERS

79. Election of Officers

The Officers of the Association, with the exception of the duly appointed Branch Representative from each of the Branches of the Association and the Trustees of the Association, shall be elected in the manner prescribed herein.

80. Conduct of Elections

The following Officers of the Association shall be elected at the Annual General Meeting of the Association:

- (a) 1 President;
- (b) 4 Vice-Presidents;
- (c) 1 General Secretary;
- (d) 3 Assistant General Secretaries;
- (e) 1 General Treasurer; and
- (f) 1 Assistant General Treasurer.

81. Eligibility

Persons shall fulfil the following criteria in order to be eligible for election as an Officer of the Association:

- (a) shall be a Financial Member of the Association;
- (b) shall not be declared bankrupt or be subject to any incoming order of bankruptcy;
- (c) shall not be convicted of a criminal offence; and
- (d) shall not be disqualified from contesting an election under the Constitution or the Act.

82. Nominations

Nominations for the Officers of the Association shall be made on the nomination form approved by the National Executive Committee from time to time, and shall be submitted to the General Secretary in accordance with the provisions set out under Section 182 of the Constitution, by the date fixed by the National Executive Committee for the receipts of nominations.

83. Candidates List

- (1) The General Secretary, on the instructions of the National Executive Committee, shall prepare the Candidates List for election of Officers of the Association.
- (2) The General Secretary shall circulate the Candidates List for election of Officers of the Association to all members of the Association at least 7 days before the Annual General Meeting of the Association and in accordance with the provisions set out under Section 181 of the Constitution.

84. Voting

Voting for the election of Officers of the Association shall be conducted in accordance with Section 41 of the Constitution.

85. Appointment

The elected Officers of the Association shall be installed in office at the conclusion of the Annual General Meeting of the Association.

86. Term of Officers

The Officers of the Association shall be elected for a term of 3 (three) years and shall be eligible for re-election.

87. Vacancies

- (a) In the event of a vacancy in the Association, the National Executive Committee may appoint a Financial Member of the Association to fill the office for the remainder of the term of that office.
- (b) The Association shall immediately notify the Registrar of Titles of any appointment made under Section 87(1) of the Constitution.

PART B – POWERS AND DUTIES OF OFFICERS

88. President

The President, with the assistance of the General Secretary and the General Treasurer, shall:

- (a) oversee the general administration of the affairs of the Association;
- (b) endeavour to secure observance of the Constitution by all concerned in the Association;

- (c) preside at the Annual General Meeting and the Special General Meeting of the Association;
- (d) be responsible for the proper conduct of business at the Annual General Meeting and the Special General Meeting of the Association;
- (e) sign the minutes of the Annual General Meeting and the Special General Meeting of the Association after their approval by the Annual General Meeting or the Special General Meeting of the Association;
- (f) preside at all meetings of the National Executive Committee, the Working Committee, and the Board of Trustees;
- (g) be responsible for the proper conduct of business at the meetings of the National Executive Committee, the Working Committee, and the Board of Trustees;
- (h) sign the minutes of the meetings of the National Executive Committee, the Working Committee, and the Board of Trustees after their approval by such meetings;
- (i) cause the conduct of business of the Association in accordance with the Constitution;
- (j) cause all instructions of the Annual General Meeting and the Special General Meeting of the Association to be carried out;
- (k) cause all decisions of the National Executive Committee and the Working Committee to be carried out;
- (l) cause the preparation of the Annual General Report of the Association, and such other reports as may be necessary for the Annual General Meeting or the Special General Meeting of the Association, the National Executive Committee, the Working Committee, or as may be required by the Act or any relevant law;
- (m) cause the annual returns of the Association to be provided to the Registrar of Titles on or before 31st December of each year pursuant to the Act;
- (n) cause the list of Officers of the Association, a copy of any amendments to the Constitution, a copy of any amendments to any rules of the Association, and any new rules made by the Association in the previous

year to be provided to the Registrar of Titles in accordance with the Act;

- (o) issue press statements and media releases on behalf of the Association;
- (p) represent the Association externally;
- (q) in conjunction with the General Treasurer, sign cheques on behalf of the Association and operate the bank accounts of the Association;
- (r) exercise the powers and perform the duties delegated under the Constitution; and
- (s) exercise such other powers and perform such other duties as, from time to time, delegated by the National Executive Committee in accordance with the Constitution.

89. Vice-Presidents

(1) The Vice-Presidents shall:

- (a) assist the President; and
- (b) exercise such powers and perform such duties as from time to time delegated by the National Executive Committee.

(2) In the absence of the President, one of the Vice-Presidents, appointed by the National Executive Committee, shall deputise for the President until such time as the President resumes office, or until Section 87(1) of the Constitution becomes applicable.

90. General Secretary

The General Secretary shall:

- (a) attend the Annual General Meeting and the Special General Meeting of the Association, and shall record the minutes of the Annual General Meeting and the Special General Meeting of the Association;
- (b) attend all meetings of the National Executive Committee, the Working Committee, and the Board of Trustees, and shall record the minutes of such meetings;

- (c) exercise the powers and perform the duties delegated under the Constitution; and
- (d) exercise such other powers and perform such other duties as from time to time delegated by the National Executive Committee in accordance with the Constitution.

91. Assistant General Secretaries

(1) The Assistant General Secretaries shall:

- (a) assist the General Secretary; and
- (b) exercise such powers and perform such duties as from time to time delegated by the National Executive Committee.

(2) In the absence of the General Secretary, one of the Assistant General Secretaries, appointed by the National Executive Committee, shall deputise for the General Secretary until such time as the General Secretary resumes office, or until Section 87(1) of the Constitution becomes applicable.

92. General Treasurer

The General Treasurer shall:

- (a) be responsible for the safety and integrity of all financial transactions conducted in the name of the Association;
- (b) prepare a financial statement for each meeting of the National Executive Committee, and an annual statement of accounts for audit and presentation to the Annual General Meeting of the Association;
- (c) in conjunction with the President, sign cheques on behalf of the Association and operate the bank accounts of the Association;
- (d) deposit in the bank appointed by the National Executive Committee all sums exceeding \$1,000, retaining the remainder in a safe place;
- (e) exercise the powers and perform the duties delegated under the Constitution; and
- (f) exercise such other powers and perform such other duties as from time to time delegated by the National Executive Committee in accordance with the Constitution.

93. Assistant General Treasurer

- (1) The Assistant General Treasurer shall:
 - (a) assist the General Treasurer; and
 - (b) exercise such powers and perform such duties as from time to time delegated by the National Executive Committee.
- (2) In the absence of the General Treasurer, the Assistant General Treasurer, upon appointment by the National Executive Committee, shall deputise for the General Treasurer until such time as the General Treasurer resumes office, or until Section 87(1) of the Constitution becomes applicable.

94. Salary for Full-Time Officers

Any Officer of the Association who provides services to the Association on a full-time basis may be paid a salary, the amount of which shall be decided by the National Executive Committee from time to time.

PART C – REMOVAL OF OFFICERS

95. Motion of No Confidence

- (1) No motion of no confidence in, or removal of, any Officer of the Association shall be entertained by the Chairperson of the Annual General Meeting or the Special General Meeting of the Association unless:
 - (a) at least 14 days' written notice of the motion has been provided, in accordance with the provision set out under Section 182 of the Constitution, to the General Secretary;
 - (b) at least 7 days' written notice of the motion has been provided, in accordance with the provision set out under Section 181 of the Constitution, to all members of the Association; and
 - (c) at least 7 days' written notice of the motion has been provided, in accordance with the provision set out under Section 181 of the Constitution, to the Officer of the Association against whom the motion is directed.
- (2) No motion of no confidence in, or removal of, any Officer of the Association shall be declared to have been passed by the Annual General Meeting or the Special

General Meeting of the Association unless it has been supported by a two-third majority vote of the Financial Members of the Association present at such Annual General Meeting or Special General Meeting of the Association.

96. Persons Entitled to Bring Motions

A motion of no confidence may only be brought against an Officer of the Association by a member of the Association upon obtaining written approval of at least 75% of the total number of members of the Association.

CHAPTER 8 – BRANCHES

97. Establishment of Branches

- (1) The Annual General Meeting or the Special General Meeting of the Association shall determine the places at which the Branches of the Association shall be established.
- (2) Only one Branch may be established in any one place.

CHAPTER 9 – BRANCH GENERAL MEETINGS

98. Branch Annual General Meeting

- (1) The Branch Annual General Meeting shall be held in the month of March of every year.
- (2) The Branch Executive Committee shall decide the date, time, and venue of the Branch Annual General Meeting.

99. Notice and Agenda of the Branch Annual General Meeting

- (1) The Branch Secretary, on the instructions of the Branch Executive Committee, shall prepare the notice and the agenda of the Branch Annual General Meeting.
- (2) The Branch Secretary shall circulate the notice and the agenda of the Branch Annual General Meeting to all members of the Branch at least 7 days before the Branch Annual General Meeting and in accordance with the provisions set out under Section 181 of the Constitution.

100. Failure to hold the Branch Annual General Meeting

- (1) Where a Branch fails to hold its Branch Annual General Meeting in accordance with this Chapter 9 of the Constitution, the Branch shall be deemed to be dissolved as of the 1st day of April of that year.
- (2) The National Executive Committee shall determine the manner and nature of the re-organization of the Branch.
- (3) The National Executive Committee shall administer the affairs of the Branch until such time as the Branch is re-organized and fresh Branch elections are duly held.

101. Branch Special General Meeting

A Branch Special General Meeting may be called by the Branch Executive Committee or at the request of at least 75% of the total number of members of the Branch.

102. Notice and Agenda of the Branch Special General Meeting

- (1) The Branch Secretary, on the instructions of the Branch Executive Committee, shall prepare the notice and the agenda of the Branch Special General Meeting.
- (2) The Branch Secretary shall circulate the notice and the agenda of the Branch Special General Meeting to all members of the Branch at least 7 days before the Branch Special General Meeting and in accordance with the provisions set out under Section 181 of the Constitution.

103. Discussion at the Branch Special General Meeting

Discussions at the Branch Special General Meeting shall be limited to those matters contained in the agenda of the Branch Special General Meeting and decisions reached thereat shall have the same validity as decisions reached by the Branch Annual General Meeting.

104. Quorum

The quorum for the Branch Annual General Meeting and the Branch Special General Meeting shall be at least 75% of the total number of Financial Members of the Branch.

105. Voting

- (1) Each Financial Member of the Branch present at the Branch Annual General Meeting or the Branch Special General Meeting of his or her Branch shall have 1 (one) vote on any matter considered by such Branch Annual General Meeting or Branch Special General Meeting.

- (2) Only Financial Members of the Branch shall be entitled to vote at the Branch Annual General Meeting or the Branch Special General Meeting.
- (3) Voting at the Branch Annual General Meeting and the Branch Special General Meeting shall be conducted by show of hands.
- (4) Any matter may be decided by secret ballot if a simple majority of the Financial Members present at the Branch Annual General Meeting or the Branch Special General Meeting seek a secret ballot.
- (5) Save for decisions relating to removal of Branch Officers, all decisions at the Branch Annual General Meeting and the Branch Special General Meeting shall be taken by a simple majority vote of the Financial Members present at such Branch Annual General Meeting or Branch Special General Meeting.

CHAPTER 10 – BRANCH EXECUTIVE COMMITTEE

106. Establishment of the Branch Executive Committees

Each Branch shall be governed by a Branch Executive Committee, which shall be established and shall function in accordance with this Chapter 10 of the Constitution.

107. Composition of the Branch Executive Committee

Each Branch Executive Committee shall be comprised of the following members:

- (a) the Branch President;
- (b) the 3 Branch Vice-Presidents;
- (c) the Branch Secretary;
- (d) the 2 Branch Assistant Secretaries;
- (e) the Branch Treasurer; and
- (f) the Branch Assistant Treasurer.

108. Branch Meetings

The Branch Executive Committee shall meet at least once every month.

109. Branch Quorum

The quorum for the meetings of the Branch Executive Committee shall be at least 75% of the total number of members of the Branch Executive Committee.

110. Appointment to the Branch Executive Committee

- (1) A vacancy shall arise in the Branch Executive Committee in the following circumstances:
 - (a) if the office remains unfilled at a Branch election;
 - (b) if a member of the Branch Executive Committee is declared bankrupt;
 - (c) if a member of the Branch Executive Committee is convicted of a criminal offence;
 - (d) upon the death of a member of the Branch Executive Committee;
 - (e) upon expiry of the term of office;
 - (f) if a member of the Branch Executive Committee ceases to be a Financial Member of the Branch;
 - (g) upon transfer of a member of the Branch Executive Committee;
 - (h) if a member of the Branch Executive Committee resigns;
 - (i) where a member of the Branch Executive Committee fails to attend 3 (three) consecutive meetings of the Branch Executive Committee.
 - (j) where a member of the Branch Executive Committee is unavoidably absent from the Branch for a period likely to exceed 3 months;
 - (k) upon removal of a member of the Branch Executive Committee in accordance with the Constitution;
 - (l) if a member of the Branch Executive Committee becomes disqualified under the Constitution; or
 - (m) if a member of the Branch Executive Committee becomes disqualified under the Act.
- (2) In the event that a vacancy occurs in the Branch Executive Committee, such vacancy shall be filled by appointment through a simple majority decision of the Branch Executive Committee, pursuant to Section 120(1) of the Constitution.

111. Subscription of Branch Executive Committee Members

All members of the Branch Executive Committee must have fully paid subscriptions.

CHAPTER 11 – BRANCH OFFICERS

PART A – APPOINTMENT OF BRANCH OFFICERS

112. Election of Branch Officers

Branch Officers, with the exception of the duly appointed Branch Representative, shall be elected in the manner prescribed herein.

113. Conduct of Elections

The following Branch Officers shall be elected at the Branch Annual General Meeting:

- (a) 1 Branch President;
- (b) 3 Branch Vice-Presidents;
- (c) 1 Branch Secretary;
- (d) 2 Branch Assistant Secretaries;
- (e) 1 Branch Treasurer; and
- (f) 1 Branch Assistant Treasurer.

114. Eligibility

Persons shall fulfil the following criteria in order to be eligible for election as a Branch Officer:

- (a) shall be a Financial Member of the Branch;
- (b) shall not be declared bankrupt or be subject to any incoming order of bankruptcy;
- (c) shall not be convicted of a criminal offence; and
- (d) shall not be disqualified from contesting an election under the Constitution or the Act.

115. Nominations

Nominations for the Branch Officers shall be made on the nomination form approved by the Branch Executive Committee from time to time, and shall be submitted to the Branch Secretary in accordance with the provisions set out under Section 182 of the Constitution, by the date fixed by the Branch Executive Committee for the receipts of nominations.

116. Candidates List

- (1) The Branch Secretary, on the instructions of the Branch Executive Committee, shall prepare the final Candidates List for election of Branch Officers.
- (2) The Branch Secretary shall circulate the final Candidates List for election of Branch Officers to all members of the Branch at least 7 days before the Branch Annual General Meeting and in accordance with the provisions set out under Section 181 of the Constitution.

117. Voting

Voting for the election of Branch Officers shall be conducted in accordance with Section 105 of the Constitution.

118. Appointment

The elected Branch Officers shall be installed in office at the conclusion of the Branch Annual General Meeting.

119. Term of Branch Officers

Branch Officers shall be elected for a term of 1 (one) year, from Branch Annual General Meeting to Branch Annual General Meeting, and shall be eligible for re-election.

120. Vacancies

- (1) In the event of a vacancy in the Branch, the Branch Executive Committee may appoint a Financial Member of the Branch to fill the office for the remainder of the term of that office.
- (2) The Branch Executive Committee shall immediately notify the General Secretary of any appointment made under Section 120(1) of the Constitution.

PART B – POWERS AND DUTIES OF BRANCH OFFICERS

121. Branch President

The Branch President, with the assistance of the Branch Secretary and the Branch Treasurer, shall:

- (a) oversee the general administration of the affairs of the Branch;
- (b) endeavour to secure observance of the Constitution by all concerned in the Branch;
- (c) preside at the Branch Annual General Meeting and the Branch Special General Meeting;
- (d) be responsible for the proper conduct of business at the Branch Annual General Meeting and the Branch Special General Meeting;
- (e) sign the minutes of the Branch Annual General Meeting and the Branch Special General Meeting after their approval by the Branch Annual General Meeting or the Branch Special General Meeting;
- (f) preside at all meetings of the Branch Executive Committee;
- (g) be responsible for the proper conduct of business at the meetings of the Branch Executive Committee;
- (h) sign the minutes of the meetings of the Branch Executive Committee after their approval by such meetings;
- (i) cause the conduct of business of the Branch in accordance with the Constitution;
- (j) cause all instructions of the Annual General Meeting and the Special General Meeting of the Association to be carried out;
- (k) cause all decisions of the National Executive Committee and the Working Committee to be carried out;
- (l) cause all decisions of the National Executive Committee and the Working Committee to be carried out;
- (m) have the right to inspect all papers and books of the Branch;
- (n) have the authority to call a special meeting of the Branch Executive Committee whenever deemed necessary;

- (o) exercise the powers and perform the duties as delegated under the Constitution; and
- (p) exercise such other powers and perform such other duties as from time to time delegated by the Branch Executive Committee in accordance with the Constitution.

122. Branch Vice-Presidents

- (1) The Branch Vice-Presidents shall:
 - (a) assist the Branch President; and
 - (b) exercise such powers and perform such duties as from time to time delegated by the Branch Executive Committee.
- (2) In the absence of the Branch President, one of the Branch Vice-Presidents, appointed by the Branch Executive Committee, shall deputise for the Branch President until such time as the Branch President resumes office, or until Section 120(1) of the Constitution becomes applicable.

123. Branch Secretary

The Branch Secretary shall:

- (a) attend the Branch Annual General Meeting and the Branch Special General Meeting, and shall record the minutes of the Branch Annual General Meeting and the Branch Special General Meeting;
- (b) attend all meetings of the Branch Executive Committee, and shall record the minutes of such meetings;
- (c) maintain a Branch Register of Members containing the names and details, prescribed under the rules adopted in accordance with Section 186(1) of the Constitution, of the members of the Branch;
- (d) attend to all complaints from individual members of the Branch, and submit their cases to the General Secretary for further action, if required, by the National Executive Committee;
- (e) be responsible for safeguarding all records contained in the personal files of members of the Branch, and shall regard the information contained therein as confidential.

- (f) exercise the powers and perform the duties delegated under the Constitution; and
- (g) exercise such other powers and perform such other duties as from time to time delegated by the Branch Executive Committee in accordance with the Constitution.

124. Branch Assistant Secretaries

- (1) The Branch Assistant Secretaries shall:
 - (a) assist the Branch Secretary; and
 - (b) exercise such powers and perform such duties as from time to time delegated by the Branch Executive Committee.
- (2) In the absence of the Branch Secretary, one of the Branch Assistant Secretaries, appointed by the Branch Executive Committee, shall deputise for the Branch Secretary until such time as the Branch Secretary resumes office, or until Section 120(1) of the Constitution becomes applicable.

125. Branch Treasurer

The Branch Treasurer shall:

- (a) in conjunction with the Branch Secretary, be responsible for the collection of all contributions and subscriptions from cash-paying members of the Branch;
- (b) be responsible for the safekeeping of all monies and properties of the Association placed in his or her care or control;
- (c) keep full and accurate accounts of all transactions conducted by the Branch in the name of the Association;
- (d) prepare a financial statement for each Branch Annual General Meeting and at any time as may be required by the Branch Executive Committee;
- (e) prepare and submit quarterly financial reports to the Branch Executive Committee and the National Executive Committee;

- (f) exercise the powers and perform the duties as delegated under the Constitution; and
- (g) exercise such other powers and perform such other duties as from time to time delegated by the Branch Executive Committee in accordance with the Constitution.

126. Branch Assistant Treasurer

- (1) The Branch Assistant Treasurer shall:
 - (a) assist the Branch Treasurer; and
 - (b) exercise such powers and perform such duties as from time to time delegated by the Branch Executive Committee.
- (2) In the absence of the Branch Treasurer, the Branch Assistant Treasurer, upon appointment by the Branch Executive Committee, shall deputise for the Branch Treasurer until such time as the Branch Treasurer resumes office, or until Section 120(1) of the Constitution becomes applicable.

PART C – REMOVAL OF BRANCH OFFICERS

127. Motion of No Confidence

- (1) No motion of no confidence in, or removal of, any Branch Officer shall be entertained by the Chairperson of the Branch Special General Meeting unless:
 - (a) at least 14 days' written notice of the motion has been provided, in accordance with the provision set out under Section 182 of the Constitution, to the General Secretary;
 - (b) at least 14 days' written notice of the motion has been provided, in accordance with the provision set out under Section 182 of the Constitution, to the Branch Secretary;
 - (c) at least 7 days' written notice of the motion has been provided, in accordance with the provision set out under Section 181 of the Constitution, to all members of the Branch; and
 - (d) at least 7 days' written notice of the motion has been provided, in accordance with the provision set out under Section 181 of the Constitution, to the Branch Officer against whom the motion is directed.

- (2) No motion of no confidence in, or removal of, any Branch Officer shall be declared to have been passed by the Branch Special General Meeting unless it has been supported by a two-third majority vote of the Financial Members of the Branch present at such Branch Special General Meeting.

128. Persons Entitled to Bring Motions

A motion of no confidence may only be brought against a Branch Officer by a member of the Branch upon obtaining written approval of at least 75% of the total number of members of the Branch.

CHAPTER 12 – BRANCH REPRESENTATIVES

PART A – APPOINTMENT OF THE BRANCH REPRESENTATIVE

129. Election of Branch Representative

The Branch Representative shall be elected in the manner prescribed herein.

130. Conduct of Election

Each established Branch shall elect 1 (one) representative at the Branch Annual General Meeting as a member of the National Executive Committee.

131. Eligibility

Persons shall fulfil the following criteria in order to be eligible for election as a Branch Representative:

- (a) shall be a Financial Member of the Branch;
- (b) shall not be declared bankrupt or be subject to any incoming order of bankruptcy;
- (c) shall not be convicted of a criminal offence; and
- (d) shall not be disqualified from contesting an election under the Constitution or the Act.

132. Nominations

Nominations for the Branch Representative shall be made on the nomination form approved by the Branch Executive Committee from time to time, and shall be submitted

to the Branch Secretary in accordance with the provisions set out under Section 182 of the Constitution, by the date fixed by the Branch Executive Committee for the receipts of nominations.

133. Candidates List

- (1) The Branch Secretary, on the instructions of the Branch Executive Committee, shall prepare the final Candidates List for election of the Branch Representative.
- (2) The Branch Secretary shall circulate the final Candidates List for election of the Branch Representative to all members of the Branch at least 7 days before the Branch Annual General Meeting and in accordance with the provisions set out under Section 181 of the Constitution.

134. Voting

Voting for the election of the Branch Representative shall be conducted in accordance with Section 105 of the Constitution.

135. Substitute

In the event that the elected Branch Representative is unable to attend a meeting of the National Executive Committee, the Branch Executive Committee may appoint a substitute, who shall be a Financial Member of the Branch, and shall notify the General Secretary of such appointment accordingly.

136. Vacancies

- (1) A vacancy shall arise in the office of the Branch Representative in the following circumstances:
 - (a) if the office of the Branch Representative remains unfilled at a Branch election;
 - (b) if the Branch Representative is declared bankrupt;
 - (c) if the Branch Representative is convicted of a criminal offence;
 - (d) upon the death of the Branch Representative;
 - (e) upon expiry of the term of office;
 - (f) if the Branch Representative ceases to be a Financial Member of the Branch;

- (g) upon transfer of the Branch Representative;
 - (h) if the Branch Representative resigns;
 - (i) where the Branch Representative fails to attend 3 (three) consecutive meetings of the National Executive Committee.
 - (j) upon removal of the Branch Representative in accordance with the Constitution;
 - (k) if the Branch Representative becomes disqualified under the Constitution; or
 - (l) if the Branch Representative becomes disqualified under the Act.
- (2) In the event that a vacancy occurs in the office of the Branch Representative, the Branch Executive Committee may, through a simple majority decision, appoint a Financial Member of the Branch to fill such vacancy until the next Branch Annual General Meeting.
- (3) The Branch Executive Committee shall immediately notify the General Secretary of any appointment made under Section 136(2) of the Constitution.

PART B – REMOVAL OF THE BRANCH REPRESENTATIVE

137. Motion of No Confidence

- (1) No motion of no confidence in, or removal of, the Branch Representative shall be entertained by the Chairperson of the Branch Special General Meeting unless:
- (a) at least 14 days' written notice of the motion has been provided, in accordance with the provision set out under Section 182 of the Constitution, to the General Secretary;
 - (b) at least 14 days' written notice of the motion has been provided, in accordance with the provision set out under Section 182 of the Constitution, to the Branch Secretary;
 - (c) at least 7 days' written notice of the motion has been provided, in accordance with the provision set out under Section 181 of the Constitution, to all members of the Branch; and

- (d) at least 7 days' written notice of the motion has been provided, in accordance with the provision set out under Section 181 of the Constitution, to the Branch Representative.
- (2) No motion of no confidence in, or removal of, the Branch Representative shall be declared to have been passed by the Branch Special General Meeting unless it has been supported by a two-third majority vote of the Financial Members of the Branch present at such Branch Special General Meeting.

138. Persons Entitled to Bring Motions

A motion of no confidence may only be brought against the Branch Representative by a member of the Branch upon obtaining written approval of at least 75% of the total number of members of the Branch.

CHAPTER 13 – FUNDS AND PROPERTIES OF THE BRANCH

139. Funds and Properties of the Branch

- (1) The funds and properties of every Branch shall constitute the common property of the Association.
- (2) All monies, books, and other property of the Association held by any Branch which is dissolved shall be transmitted to the Registered Office of the Association immediately upon such dissolution, together with a detailed statement of receipts and expenditure for the current year prepared by the Branch Treasurer of that Branch.

CHAPTER 14 – SUSPENSION OF THE BRANCH

140. Suspension of the Branch

The Annual General Meeting or the Special General Meeting of the Association may suspend any Branch for failure or refusal to carry out the decisions of the Annual General Meeting or the Special General Meeting of the Association, or any decision of the National Executive Committee.

CHAPTER 15 – BOARD OF TRUSTEES

141. Establishment of the Board of Trustees

There shall be a Board of Trustees of the Association which shall be established and shall function in accordance with this Chapter 15 of the Constitution.

142. Functions of the Board of Trustees

The Board of Trustees shall hold all property of the Association in trust for and on behalf of the members of the Association.

143. Powers of the Board of Trustees

The Board of Trustees shall exercise such powers as are conferred upon the Board of Trustees under or in accordance with the Constitution, the rules of the Board of Trustees, the Act, or any other relevant law.

144. Composition of the Board of Trustees

The Board of Trustees shall be comprised of a minimum of 3 Trustees and a maximum of 5 Trustees.

145. Meetings

The Board of Trustees shall meet upon the direction of the National Executive Committee to perform such functions and exercise such powers as are required to be performed or exercised by the Board of Trustees under the Constitution, the rules of the Board of Trustees, the Act, or any other relevant law.

146. Appointment to the Board of Trustees

(1) A vacancy shall arise in the Board of Trustees in the following circumstances:

- (a) if the office remains unfilled at an election;
- (b) if a Trustee is declared bankrupt;
- (c) if a Trustee is convicted of a criminal offence;
- (d) upon the death of a Trustee;
- (e) upon expiry of the term of office;
- (f) if a Trustee ceases to be a Financial Member of the Association;
- (g) if a Trustee resigns;
- (h) where a Trustee fails to attend 3 (three) consecutive meetings of the Board of Trustees.

- (i) upon removal of a Trustee in accordance with the Constitution;
 - (j) when the number of Trustees falls below the minimum required number;
 - (k) if a Trustee becomes disqualified under the Constitution; or
 - (l) if a Trustee becomes disqualified under the Act.
- (2) In the event that a vacancy occurs in the Board of Trustees, such vacancy shall be filled by appointment through a simple majority decision of the National Executive Committee, pursuant to Section 158(1) of the Constitution.

147. Directions of the National Executive Committee

The directions of the National Executive Committee shall be binding upon every Trustee of the Board of Trustees.

148. Rules of the Board of Trustees

The Board of Trustees shall be governed by the Constitution and by the rules adopted in accordance with Section 186 of the Constitution.

CHAPTER 16 – TRUSTEES

PART A – APPOINTMENT OF TRUSTEES

149. Election of Trustees

The Trustees of the Association shall be elected in the manner prescribed herein.

150. Number of Trustees

The Association shall have a minimum of 3 Trustees and a maximum of 5 Trustees.

151. Conduct of Elections

The Trustees of the Association shall be elected at the Annual General Meeting of the Association.

152. Eligibility

Persons shall fulfil the following criteria in order to be eligible for election as a Trustee of the Association:

- (a) shall be a Financial Member of the Association;
- (b) shall not be declared bankrupt or be subject to any incoming order of bankruptcy;
- (c) shall not be convicted of a criminal offence; and
- (d) shall not be disqualified from contesting an election under the Constitution or the Act.

153. Nominations

Nominations for the Trustees of the Association shall be made on the nomination form approved by the National Executive Committee from time to time, and shall be submitted to the General Secretary in accordance with the provisions set out under Section 182 of the Constitution, by the date fixed by the National Executive Committee for the receipts of nominations.

154. Candidates List

- (1) The General Secretary, on the instructions of the National Executive Committee, shall prepare the final Candidates List for election of Trustees of the Association.
- (2) The General Secretary shall circulate the final Candidates List for election of Trustees of the Association to all members of the Association at least 7 days before the Annual General Meeting of the Association and in accordance with the provisions set out under Section 181 of the Constitution.

155. Voting

Voting for the election of Trustees of the Association shall be conducted in accordance with Section 41 of the Constitution.

156. Appointment

The elected Trustees of the Association shall be installed in office at the conclusion of the Annual General Meeting of the Association.

157. Term of Trustees

The Trustees of the Association shall be elected for a term of 5 (five) years and shall be eligible for re-election.

158. Vacancies

- (1) In the event of a vacancy in the Board of Trustees, the National Executive Committee may appoint a Financial Member of the Association to fill the office for the remainder of the term of that office.
- (2) The Association shall immediately notify the Registrar of Titles of any appointment made under Section 158(1) of the Constitution.

PART B – REMOVAL OF TRUSTEES

159. Motion of No Confidence

- (1) No motion of no confidence in, or removal of, any Trustee shall be entertained by the Chairperson of the Annual General Meeting or the Special General Meeting of the Association unless:
 - (a) at least 14 days' written notice of the motion has been provided, in accordance with the provision set out under Section 182 of the Constitution, to the General Secretary;
 - (b) at least 7 days' written notice of the motion has been provided, in accordance with the provision set out under Section 181 of the Constitution, to all members of the Association; and
 - (c) at least 7 days' written notice of the motion has been provided, in accordance with the provision set out under Section 181 of the Constitution, to the Trustee against whom the motion is directed.
- (2) No motion of no confidence in, or removal of, any Trustee shall be declared to have been passed by the Annual General Meeting or the Special General Meeting of the Association unless it has been supported by a two-third majority vote of the Financial Members of the Association present at such Annual General Meeting or Special General Meeting of the Association.

160. Persons Entitled to Bring Motions

A motion of no confidence may only be brought against a Trustee by a member of the Association upon obtaining written approval of at least 75% of the total number of members of the Association.

CHAPTER 17 – SUBSIDIARY BODIES

161. Establishment of Subsidiary Bodies

The Annual General Meeting or the Special General Meeting of the Association shall have the power to establish subsidiary bodies of the Association.

162. Functions of Subsidiary Bodies

Each subsidiary body have the functions in the furtherance of the Objectives of the Association as set out under Chapter 2 of the Constitution.

163. Governing Documents

- (1) Each subsidiary body shall be governed by a constitutional document approved by the Annual General Meeting or the Special General Meeting of the Association.
- (2) The constitutional document of a subsidiary body shall not be altered except with the approval of the Annual General Meeting or the Special General Meeting of the Association.

CHAPTER 18 – DISCIPLINARY MATTERS

164. Members to Abide by the Constitution

- (1) All members of the Association shall abide by the Constitution, the decisions of the Annual General Meeting and the Special General Meeting of the Association, and the decisions of the National Executive Committee.
- (2) Any member found to be in breach of the Constitution may be liable to a fine not exceeding \$150, or to suspension, or to expulsion, as decided by the Disciplinary Committee.
- (3) Any member fined, suspended, or expelled shall have the right to appeal to the Annual General Meeting of the Association, whose decision shall be final and binding.

165. Penalty

- (1) If any member is proven, to the satisfaction of the Disciplinary Committee, to have been guilty of conduct prejudicial to the interests of the Association or to be in breach of Section 164 of the Constitution, the Disciplinary Committee may:
 - (a) impose a fine not exceeding \$150; and/or

- (b) suspend such member from the Association for a period not exceeding 12 months; or
 - (c) expel such member from the Association.
- (2) Failure by a member to pay any fine levied within 21 days shall result in expulsion from the Association. Such expulsion shall be without a right of appeal.

CHAPTER 19 – DISPUTES

166. Disputes Settlement Procedures

- (1) Internal disputes arising within the Association between members shall, in the first instance, be referred to the Branch Executive Committee for settlement.
- (2) If the dispute remains unresolved at the Branch Executive Committee, the Branch Executive Committee shall refer the matter to the National Executive Committee, which shall prescribe the procedure to be followed in each case of dispute and shall make a decision thereon.
- (3) Any member of the Association who is a party to a dispute shall have the right to appeal the decision of the National Executive Committee to the Annual General Meeting or the Special General Meeting of the Association, whose decision shall be final and binding.

CHAPTER 20 – SOURCE OF FUNDS

167. Source of Funds

The sources of funds for the Association shall consist of:

- (a) membership subscriptions;
- (b) donations and grants; and
- (c) any other legal entitlements accruing to the Association.

CHAPTER 21 – LEVIES

168. National Executive Committee May Impose Levies

The National Executive Committee may recommend that a levy be imposed upon all members of the Association; provided, however, that no such levy shall take effect unless

approved by the Annual General Meeting or the Special General Meeting of the Association.

169. Failure to Pay Levies

If any member fails to pay a levy imposed in pursuance of Section 168 of the Constitution within the period specified by the Annual General Meeting or the Special General Meeting of the Association, such member shall be deemed to be in arrears of subscriptions and shall cease to be entitled to any of the rights and privileges of a Financial Member as set out in Section 26 of the Constitution.

CHAPTER 22 – USE OF FUNDS AND PROPERTIES

170. Use of Funds and Properties

- (1) The funds and properties of the Association shall be applied solely towards the promotion of the Objectives of the Association, as set out in the Constitution.
- (2) No part of the funds or properties of the Association shall be paid or transferred, directly or indirectly, to any member of the Association except by way of:
 - (a) remuneration for services rendered or goods supplied in the ordinary and usual course of business to the Association;
 - (b) payment of interest at a rate not exceeding the prevailing bank overdraft rate of interest for monies lent; or
 - (c) payment of reasonable rent for premises let to the Association by such member.

CHAPTER 23 – INVESTMENT OF FUNDS AND BANKING

171. Investment of Funds

The funds of the Association which are not required for current expenses may be invested, by such Officers of the Association as are appointed by the National Executive Committee, in government securities or in such other securities as approved by the National Executive Committee.

172. Banking and Financial Control Systems

The National Executive Committee shall ensure that appropriate banking arrangements and financial control systems are established and maintained for the proper management of the funds of the Association.

CHAPTER 24 – ACCOUNTS

173. Auditors

One or more independent and duly qualified auditors shall be appointed at the Annual General Meeting or the Special General Meeting of the Association.

174. Financial Year

The financial year of the Association shall commence on the 1st day of January of each year and terminate on the 31st day of December of the same year.

175. Auditing of Accounts

- (1) The National Executive Committee shall cause all accounts 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 the Association or by law.
- (2) All books and accounts of the Association shall be examined, and a certificate as to their correctness or otherwise shall be issued by the auditor.
- (3) A report by the auditor shall be made available to members of the Association at the Annual General Meeting or the Special General Meeting of the Association.
- (4) The Association shall file annual returns of the Association on or before 31st December in each year, together with a copy of the auditor's report.

176. Auditors Report to Be Made Available to Members

A copy of the audited financial report of the funds of the Association shall be conspicuously displayed at the Registered Office of the Association, where it may be conveniently examined by any member of the Association.

177. Inspection of Books

Any Financial Member of the Association shall be entitled, at any reasonable time, to inspect the account books and the Register of Members of the Association. Applications to do so must be made to the General Secretary or the General Treasurer.

CHAPTER 25 – AUTHORIZED OFFICERS

178. Authorized Officers

The Authorized Officers of the Association shall be those delegated with specific powers, duties, functions, and representation or signing authorities:

- (a) under the Constitution;
- (b) under the Act or any other relevant law; and/or
- (c) as delegated by the National Executive Committee.

CHAPTER 26 – INDEMNITY

179. Indemnity

Each and every Officer of the Association, including Branch Officers, shall be indemnified out of the funds of the Association against all liability incurred by them in prosecuting or defending any civil or criminal proceedings in which the Association is a party.

CHAPTER 27 – SERVICE OF DOCUMENTS

180. General

In this Section 180 of the Constitution, the term document shall include:

- (a) a membership application form and any associated documents;
- (b) documents comprising motions;
- (c) a nomination form and any associated documents;
- (d) an agenda;
- (e) a notice; or
- (f) a candidates list.

181. Methods of Service on a Member

The Association may serve a document upon a member of the Association:

- (a) by delivering it personally;

- (b) by sending it to the postal address of the member as recorded in the Register of Members, or to an alternative address nominated by the member; or
- (c) by sending it to the electronic mailing address of the member as recorded in the Register of Members, or to an alternative electronic mailing address nominated by the member.

182. Methods of Service on the Association

A member may serve a document upon the Association:

- (a) by delivering it to the physical address of the Registered Office of the Association;
- (b) by sending it to the postal address of the Registered Office of the Association; or
- (c) by sending it to an electronic mailing address nominated by the Association.

183. Post

Where a document is sent by post, if addressed within Fiji it may be sent by ordinary post, and if addressed outside Fiji or sent from an address outside Fiji it must be sent by airmail, and in either case the document shall be deemed to have been received on the second business day following the date of its posting.

184. Electronic Transmission

Where a document is transmitted electronically:

- (a) delivery shall be deemed effected upon proper addressing and transmission of the electronic communication; and
- (b) the document shall be deemed delivered on the business day immediately following its transmission.

CHAPTER 28 – MEANS OF INFORMATION

185. Means of Information

- (1) The Association shall ensure that information concerning its activities, resolutions, and decisions of the Association is communicated to members of the Association in a timely and transparent manner.
- (2) Official documents, as set out under Chapter 27 of the Constitution, shall be transmitted to the members of the Association in accordance with the provisions prescribed therein.
- (3) In addition to, and including, Section 185(2) of the Constitution, official information may be disseminated through the following means:
 - (a) circulars or newsletters distributed in print or electronic form pursuant to the instructions of the National Executive Committee;
 - (b) publication on the official website or other digital platforms of the Association pursuant to the instructions of the National Executive Committee;
 - (c) announcements made at the Annual General Meeting or the Special General Meeting of the Association pursuant to the instructions of the National Executive Committee; and
 - (d) any other medium approved by the National Executive Committee.
- (4) All official communications of the Association shall bear the common seal of the Association or authentication of such Authorized Officer or Authorized Officers of the Association as decided by the National Executive Committee.
- (5) Members shall be deemed to have been duly informed once the information has been communicated through any of the prescribed means under this Section 185 of the Constitution.
- (6) The National Executive Committee may prescribe additional procedures for the dissemination of information, provided that such procedures are consistent with the principles of transparency, accountability, and accessibility.

CHAPTER 29 – RULES

186. National Executive Committee May Adopt Rules

- (1) The National Executive Committee, and the Disciplinary Committee in respect of investigations and disciplinary processes as set out under Section 78 of the Constitution, may from time to time make and amend rules, regulations, bylaws, policies, procedures, instructions, and codes for the conduct and control of the

activities of the Association, provided that such rules, regulations, bylaws, policies, and codes are consistent with the Constitution.

- (2) The rules, regulations, bylaws, policies, procedures, instructions, and codes adopted under the Section 186(1) of the Constitution shall be binding on all members of the Association, and any member found to be in breach thereof may be subject to investigations and disciplinary processes in accordance with the Constitution.

CHAPTER 30 – CONSTITUTION OF THE ASSOCIATION

187. Copy of the Constitution to Be Made Available to Members

A copy of the Constitution shall be provided to every new member within 7 days of joining the Association. Thereafter, any member may obtain a copy of the Constitution upon demand, upon payment of the sum of \$5.00 or an amount equivalent to the cost of printing such copy.

188. Copy of the Constitution to be Displayed in the Registered Office

A copy of the Constitution shall be prominently displayed in the Registered Office of the Association.

189. Amendment of the Constitution

No amendment to the Constitution shall be valid unless a motion for the proposed amendment is approved at the Annual General Meeting or the Special General Meeting of the Association by a two-thirds majority of the Financial Members present at such Annual General Meeting or Special General Meeting of the Association.

190. Notice to the Registrar of Titles

The Association shall notify and file any new amendments to the Constitution with the Registrar of Titles, in the manner prescribed by the Registrar of Titles or as required under the Act.

CHAPTER 31 – DISSOLUTION AND AMALGAMATION

191. Dissolution

The Association shall not be dissolved unless a motion for the proposed dissolution, including the manner and procedures to be followed for such dissolution and the disposal of residual property and other assets of the Association after fully discharging all debts and liabilities legally incurred on behalf of the Association, is unanimously approved at

the Annual General Meeting or the Special General Meeting of the Association by the Financial Members present at such Annual General Meeting or Special General Meeting of the Association.

192. Settlement of Accounts

In the event of the Association being dissolved, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged. The remaining funds, together with the proceeds of the sale of any property and assets of the Association, shall not be paid or distributed among the members of the Association, but shall be given or transferred to an organization or organizations having objectives similar, or in part similar, to the Objectives of the Association, as decided by the Annual General Meeting or the Special General Meeting of the Association before the time of dissolution.

193. Notice to the Registrar of Titles

When the Association is dissolved, notice of the dissolution shall be sent to the Registrar of Titles in the manner prescribed by the Registrar of Titles or as required under the Act.

194. Amalgamation

The Association shall not be amalgamated with any other organization unless a motion for the proposed amalgamation, including the procedure and guidelines for such amalgamation, is unanimously approved at the Annual General Meeting or the Special General Meeting of the Association by the Financial Members present at such Annual General Meeting or Special General Meeting of the Association.

CHAPTER 32 – EMERGENCY

195. Executive Discretion

- (1) Where a decision is required to be taken by the Annual General Meeting or the Special General Meeting of the Association, and sufficient time is not available to call such Annual General Meeting or Special General Meeting of the Association, or where, during a national emergency or an Act of God, it is impossible to call such Annual General Meeting or Special General Meeting of the Association, the President, in consultation with the National Executive Committee, shall have the power to take such decision; provided that the Annual General Meeting or the Special General Meeting of the Association shall be called as soon as practicable and permissible to consider such decision.
- (2) The Annual General Meeting or the Special General Meeting of the Association shall ratify, cancel, or amend any extraordinary decision taken by the President and the National Executive Committee under Section 195(1) of the Constitution.

196. Constitutional Crisis

- (1) The National Executive Committee shall ensure that proper rules and procedures are in place at all times so that the Board of Trustees can effectively deal with any constitutional crisis that may arise within the Association.
- (2) In the event of a constitutional crisis, the Board of Trustees shall act as the custodian of the Association's stability and continuity, and shall take such measures as are reasonably necessary to safeguard the property, interests, and governance of the Association.
- (3) Any measures taken by the Board of Trustees under Section 196(2) of the Constitution shall be reported to the National Executive Committee and submitted to the next Annual General Meeting or the Special General Meeting of the Association for ratification, amendment, or annulment.
- (4) The National Executive Committee shall, within 30 days of the occurrence of a constitutional crisis, appoint a subcommittee, under the title "Constitutional Review Committee," to examine the matter and recommend appropriate amendments to the Constitution of the Association.
- (5) All actions taken during a constitutional crisis shall be guided by the principles of legality, necessity, proportionality, accountability, and fidelity to the Objectives of the Association.

CHAPTER 33 – COMMENCEMENT

197. Adoption and Commencement

- (1) This Constitution was duly adopted by the Special General Meeting of the Association held in Suva, Fiji, on 29 May 2025.
- (2) This Constitution came into force and commenced on 29 May 2025.

CERTIFIED TRUE COPY



Savneel Sangeet Kumar (Mr.)
President and Trustee