

CONSTITUTION OF THE FIJI ROTUMAN ASSOCIATION

Adopted at the Churchward *Hall* on the *26th* day of *July*, 2014

27th day of November 2021

PART 1 - PRELIMINARY

1. Adoption of the Constitution

The “FIJI ROTUMAN ASSOCIATION” and its property (ies) will be administered and managed in accordance with the provisions of this Constitution.

2. Name

There shall be within the Republic of Fiji, a “FIJI ROTUMAN ASSOCIATION” or be known herein by its abbreviated form, “the FRA”.

PART 2 - OBJECTS

1. The Objectives shall be:

- a) To create every effort to bring together Rotuman people in order to enhance our Rotuman traditions and cultural values and identity.
- b) To represent the interest of the Rotuman people living in Fiji and/or living outside of Rotuma Island.
- c) To negotiate, promote and facilitate on behalf of the Rotuman people living in Fiji and/or outside of Rotuma Island for the provision of essential services, such as transport and communication within the Republic of Fiji.
- d) To make representations to The Council of Rotuma, government departments, local bodies, community of statutory bodies and any other interest group with regard to the advancement of the objectives of “the FRA”.
- e) To collect and collate information on all matters of interest to the Rotuman people to enhance their community participation efforts anywhere.
- f) To support all efforts towards the Education of the Rotuman people.
- g) To assist in the future development of Rotuma Island through projects that are sustainable.
- h) To raise funds and invest in business opportunities that are self – sustainable.
- i) To support efforts of the Fiji government in its development plans for Rotuma Island.
- j) To support any undertaking on behalf of the Rotuman people by Rotumans and / or other Members of Parliament.
- k) To fix the subscription amounts payable by each district association.
- l) To do all such things as are incidental or conducive to the attainment of the above objectives.

PART 3 - INTERPRETATION & DEFINITION

1. In this Constitution, unless the context otherwise requires-

"the FRA" shall mean the FIJI ROTUMAN ASSOCIATION, having its Headquarters in Suva.

"Seven Districts Associations" shall mean the:

Noa'tau Association, Oinafa Association, Itu'ti'u Association, Malha'a Association, Juju Association, Pepjei Association *and* Itu'muta Association.

"the Council" shall mean the governing body of "the FRA".

"Executive Secretariat" shall mean the managing committee of *"the Council"*

"Committee" shall mean the committee of each District Association.

"By-Laws" shall mean the regulations and rules of "the FRA" that are implemented in conjunction with this Constitution.

"Honorary Members" are those persons that attend the Executive Committee Meeting upon the invitation of the Chairperson. When in attendance, they do not have voting rights.

"Financial Member" is defined as a member who is entitled to benefit from the association plus voting rights.

PART 4 – MEMBERSHIP

Membership

1. The membership of "the FRA" is open to any person above 18 years who has blood ties to any District of Rotuma, or to any of the 7 District Associations in Suva.
2. FRA Membership is also open to any Rotuman Association formed in other parts of Fiji or in any of the tertiary institutions, sports federation etc. provided that members from these groups can trace their district blood ties;
3. Financial membership and voting rights however is contingent on their names appearing on the membership register from any of the District Associations in Suva.
4. It shall be the duty of each District Association to update the FRA Secretariat in writing, one week before the AGM of its membership register.

Subscription and Levy

5. Each District Association shall pay FRA an annual membership subscription of \$500.00 on the first quarter of the financial year and other FRA levies approved by the AGM as and when required.

6. The settlement of the membership subscription shall empower District Association members to vote and take part in FRA elections and enjoy its benefits;
7. It shall be the duty of the FRA Secretariat to collect all FRA levies approved by the AGM from each District Association as and when they are due.

Alteration of subscription and imposition of levies

8. The Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM) shall have power to alter subscription fees and other district contributions and levies for the purpose of providing benefits for members.

Association Members Breaking Rules

9. All members must abide by the rules in this Constitution. Any member breaking any rule may be liable to a fine of no more than \$100. Any member fined shall have the right to appeal to the AGM or EGM whose decision shall be final.

Association Members Leaving the FRA

10. There are 7 districts represented in the FRA and every effort will be made through regular meetings, activities and dialogue to bind the District Associations together,
11. In the event that a District Association decides to leave the FRA for reasons best known to it, it is incumbent on the District Association to give notice of this intention and to also state the time that it will absent itself from the FRA in writing.
12. The maximum period of absence allowable is 1 year. Should the year lapse and there is no sign of a return, the Council will convene specifically to review the situation.
13. At the end of the 'absence', the District Association will be welcomed back to the FRA with no questions asked.
14. During the aforesaid period of absence of up to 1 year, the remaining members of the Council of the FRA will endeavour to mend the issues by sending the chairperson of the FRA and 4 other District Association elders to mediate and seek their return to the FRA.
15. Any debts owing by the District Association to FRA will remain as is until the District returns to the FRA and clears this with mutual agreement with the FRA Council and Secretariat.
16. All outstanding subscriptions must be cleared before returning members are allowed to speak and vote in FRA meetings.
17. As a very last resort, assistance from the Rotuma Island Council (RIC) to mend any rifts may be sought if all avenues in Fiji have been exhausted.

PART 5 - CONSTITUTION AND GOVERNANCE

Supreme Authority

1. The Supreme Authority of “the FRA” shall be vested in the AGM, and subject to that authority, “the FRA” shall be governed by “the Council”.

Date of Annual General Meeting and Agenda

2. The AGM shall be held within three (3) months of the end of the financial year at a time and place to be determined by “the Council”. The Secretary shall prepare an Agenda and make it known by inserting the notice in a newspaper circulating in the Republic of Fiji twenty – eight (28) days before such meeting.

Voting on the Annual General and Extraordinary General Meeting

3. Any individual member of the District Association whose subscription has been paid to the District Association is entitled to vote at the AGM and the EGM provided that his or her name is in the District Association’s membership register submitted to the Executive Secretariat 1 week before the AGM.
4. The member shall be 18 years and above.

Calling of Extraordinary General Meeting

5. An EGM may be called by “the Council” or at the request of at least 5 of the *Seven District Associations* who are up-to-date with the payment of their annual subscriptions and 28 days’ notice shall be given with the Agenda of such meeting and may be published in a newspaper circulating in the Republic of Fiji.

Business of Annual General Meeting

6. The business of the AGM shall be:
 - a) To receive reports from “the Council”, to review past work of “the FRA” and to plan its future policies and activities;
 - b) To consider motions, if any, for which due notice had been given;
 - c) To receive the audited accounts for the previous financial year and to consider the financial position of “the FRA”;
 - d) To receive any new nominations to “the Council”;
 - e) To consider any other business on the agenda.

Amendment

7. The AGM or any EGM called in conformity with Rule (13) and Rule (14) of this Constitution shall be the only authority to rescind, alter, or add to any of these rules in the Constitution.

Notice of Motion

8. Notices of motion for consideration at the AGM must be submitted to the Secretary in writing fourteen (14) clear days before the days fixed for such meeting.

Quorum

9. The quorum for all AGMs' and EGMs' of "the FRA" shall be twenty percent (20%) of all eligible members. At least five (5) of the *Seven Districts Associations* PLUS 50% of "the Council" members must be present;
10. If the quorum is not met, the meeting may be adjourned to a date not less than fourteen (14) days and not more than thirty (30) days from the date of the General Meeting.

Voting

11. The voting will be by show of hands. Provided that if fifty percent (50%) or more voting members at the AGM or EGM ask for a vote to be taken by secret ballot on any important issue, such vote must be taken by secret ballot.
12. Voting members shall be 18 years and above.
13. Voting members shall be in good standing with the membership fees and levies of the current financial period of the FRA Council.

PART 6 – THE EXECUTIVE COMMITTEE

"The Council"

1. The government of "the FRA" and the conduct of its business in the periods between Annual General Meetings shall be vested in "the Council".
2. "The Council" shall have all the powers as may be necessary to carry out the foregoing Objectives and all other powers which shall be conferred upon it by law or by these rules and is hereby authorized and empowered to exercise all or any of the powers and rights.
3. "The Council" shall have exclusive management and control rights of all "the FRA" properties and affairs together with exclusive rights to exercise the powers of "the FRA" subject to Rule 22.
4. Each of the "*Seven Districts Associations*" will nominate two (2) representatives to "the FRA" as Council members for a period of one (1) year.
5. Each of the "*Seven Districts Associations*" shall nominate a current serving member of the FRA Council as Chairperson. The nominated name shall be presented by the association representatives to the FRA Council.
6. The Council shall appoint the Chairperson of "the Council" to serve for a period of three years beginning from the 2014 AGM.

7. To assist “the Council” in its responsibilities, there shall be established an “Executive Secretariat” to run the affairs of “the FRA” for a period of three (3) years and the Council shall appoint the various positions of the Secretariat beginning from the 2014 AGM.

Composition of the Executive Secretariat

8. The Executive Secretariat shall consist of a Chairperson, a Deputy Chairperson, a Secretary, a Deputy Secretary, a Treasurer, a Deputy Treasurer and any other members deemed necessary for the proper management of its functions.
9. The Chairperson of the Council shall represent the Council in the Secretariat.
10. Each of the “Seven Districts Associations” shall nominate individuals from their own associations to serve in any of the Secretariat positions.
11. The members of the Executive Secretariat shall be nominated and / or recruited by “the Council” based on their professional skills and capabilities.
12. The Executive Secretariat shall be responsible to “the Council” for its functions and operations.
13. The names of the Secretariat shall be presented at the AGM for endorsement.
14. All members of the “the Council” and the Executive Secretariat must be financial members of “the FRA” except for the honorary members who have no voting rights.
15. All members of “the Council” and the Executive Secretariat shall abide by the regulations and rules of “the FRA”

Council Honorary Members

16. Any Member of Parliament who looks after the affairs of the Rotuman people and the chairperson of the Council of Rotuma shall be an honorary member of “the FRA”.

“The Council” Proceedings

17. The members of “the Council” shall meet at such regular intervals as they see fit but hold not less than six (6) meetings during the financial year.
18. All powers and discretions vested in “the FRA” may be exercised by the majority of the members of “the Council” present at the meeting. In case of an equality of votes the Chairperson shall have the final casting vote.
19. The Chairperson or any seven (7) Council members may at any time summon a meeting of “the Council”. A seven (7) days’ notice shall be given to each member. It shall not be necessary to give notice of a meeting of “the Council” to any temporarily member absent from Fiji.
20. The quorum necessary for transaction of the business of “the Council” shall be drawn from any 5 District Associations’ representatives.

21. All proceedings of "the Council" shall be recorded by the General Secretary in the form of minutes entered in a minute book signed by the Chairperson and kept for that purpose.

Protection of Funds by "the Council"

22. "The Council" shall examine the objects of "the FRA" and shall protect its funds against extravagance or misappropriation. "The Council" shall give all necessary instructions as to the investment of funds of "the FRA" to the Executive Secretariat to ensure that there is due diligence carried out first and presented to "the Council" for endorsement

"The Council's Special Committee"

23. "The Council" may at any time:
- a) appoint a special committee, for a limited time, for a specified purpose or purposes.
 - b) delegate to such a committee any of its powers in respect of the purposes specified (other than power to spend or borrow money) as it thinks fit.
24. A special committee may exercise and perform all powers and functions delegated as if they were conferred directly by these rules.
25. "The Council" may at any time:
- a) revoke any delegations made to a special committee.
 - b) dissolve a special committee.
 - c) vary the membership of a special committee.

Termination of Council Membership

26. A person shall cease to be a member of "the Council" upon:
- a) his or her death.
 - b) resignation in writing
 - c) he or she is a convicted bankrupt
 - d) his or her conviction of a crime
 - e) his or her absence from Fiji for a period of 3 months without obtaining leave of absence from of "the Council".
 - f) his or her absence from 3 consecutive meetings of "the Council" without good reason.
 - g) found guilty of conduct which in the opinion of "the FRA" makes him or her unfit for membership.
 - h) when s/he ceases to be a member of the District Association that nominated her or he to the FRA council.

Power to Fill Vacancies

27. If the office of a member of the Executive Secretariat becomes vacant before the expiry of his or her term, the Council may co-opt any member of "the FRA" to fill the office left vacant until a suitable candidate is recruited.
28. If the office of the Chairperson of the Council and the Executive Secretariat becomes

vacant before the expiry of his or her term, the Council may co-opt any other member of "the Council" to fill the office left vacant until a suitable candidate is recruited and endorsed at the next AGM.

PART 7 – OFFICERS OF "the FRA"

Duties of the Chairperson

1. The Chairperson shall:
 - a) preside at all General Meetings of "the Council", if present.
 - b) be responsible for proper conduct of business and ensuring compliance with these rules; PROVIDED THAT if the Chairperson or Vice Chairperson shall not be present within 30 minutes of the time appointed for commencement of any meeting, then those present may nominate one member to act as a chairperson for the meeting
 - c) sign the minutes of the meeting.
 - d) have the powers to invite any observer to the meeting
 - e) have a casting vote.
 - f) be "the FRA" representative at all times with stakeholders.
 - g) be the Council representative in the Secretariat.

Duties of the Secretary

2. The Secretary shall:
 - a) attend to the calling of AGM, EGM and other meetings of "the Council" and the recording of the minutes of the meetings.
 - b) attend to the correspondence of "the Council" and any other FRA matters.
 - c) keep a register of all members; their names, addresses, date each member was admitted to membership and date each member ceased to be a member.
 - d) compile the Annual Report of "the FRA" for submission to the AGM and the EGM and any other reports necessary.
 - e) supervise the work of "the Council" generally and liaise closely with the Executive Secretariat and any other subcommittees, if in existence.

Duties of the Treasurer

3. The Treasurer shall:
 - a) be responsible for the safe keeping of all funds belonging to "the FRA" and as soon as practicable after receipt of any funds to ensure that the same are paid into "the FRA" bank account.
 - b) keep full and accurate accounts of all transactions conducted in the name of "the FRA" and provide a reconciled bank statement at every meeting of "the Council".
 - c) issue receipts.
 - d) keep and maintain a true and correct record of all subscriptions paid by the *Seven Districts Associations*.
 - e) prepare a financial statement for each meeting of "the Council" and an Annual Statement of Accounts for audit for presentation to the AGM.
 - f) present an Annual Proposed Budget for endorsement at the AGM.
 - g) Advise the Council and Secretariat of potential financial investments.

PART 8 – USE OF FUNDS

Use of Funds

1. The funds of “the FRA” shall be used solely:
 - a) to produce, print, publish, record, film and distribute any leaflets or any other form of literature or materials for the promotion of “the FRA” objectives.
 - b) to purchase, lease or otherwise acquire and hold land, buildings or personal property or interest therein upon such terms as “the FRA” deems fit.
 - c) to erect, maintain and alter any buildings upon any land held by or belonging to or leased to “the FRA” and to provide or furnish the same with all property and necessary fixtures, fittings, apparatus, appliances, conveniences and accommodation.
 - d) to sell, demolish or otherwise dispose of any real or personal property vested in “the FRA”.
 - e) to borrow or raise money by law of bonds, debentures, bills of exchange, promissory notes, bank overdraft or other obligations or securities of “the FRA” or otherwise in such a manner as may seem expedient.
 - f) to receive a gift, legacy or devise of property real or personal whether subject to any special trust or not but so that “the FRA” may nevertheless decline and refuse to accept any gift or donation;
 - g) to invest and deal with any monies of “the FRA” not immediately required for any of the objectives aforesaid in such a manner as “the FRA” may think fit;
 - h) to lend money to any person, body or society whether incorporated or not but only in of the objectives of “the FRA”.
 - i) to work together with or affiliate to or accept affiliation from anybody whose objectives are of similar nature and aim.
 - j) to enter into any arrangement with any government (national, municipal, local) or other authorities this may seem conducive to “the FRA” objectives;
 - k) to manufacture, buy, sell, supply and deal in goods of all kinds calculated to further the objects of “the FRA”;
 - l) to institute, conduct, defend or compromise any proceedings at law or against “the FRA” or the Officers or Employees thereof;
 - m) to do all or any of the above things as principle trustee agents or otherwise and either alone or in conjunction with or through or by means of any other trust, Corporate Body or person;
 - n) to employ such persons as required and from time to time to dismiss, suspend or re employ such employees and to pay them in return for the services rendered to “the FRA”.
 - o) to contribute to any charitable, education or cultural institution or society.
 - p) to provide for the education, cultural and vocational training of members and any incidental expenses thereof.
 - q) to incur any expenses that “the FRA” consider necessary to implement its objects.
 - r) the use of funds on any of the above matters shall be done with the approval of “the Council”.

Accounts

2. “The FRA” financial statements shall be prepared in accordance with generally accepted in Fiji accounting practice and shall with regard to “the FRA” activities for the year include:-
 - a) a statement of financial position as at balance date;

- b) an operating statement reflecting income and expenses for the year
 - c) a statement reflecting cash flow for the year;
 - d) a statement of commitments as at the balance date;
 - e) a statement of contingent liabilities as at the balance date;
 - f) a statement of accounting policies.
3. All other statements necessary to reflect fairly "the FRA"s financial operations for the year and its financial position at the end of the year.
 4. "The Council" shall have the annual financial statements audited by an appointed chartered accountant.
 5. A copy of the audited annual financial statement is to be signed by both the Auditor and the person who presided at the meeting of "the Council" for approval and each member of "the FRA" requested a copy of the annual financial statement shall be entitled to it.
 6. "The Council" shall properly authorize every withdrawal above \$200.00, on order for payments of money, cheque or other negotiable instrument drawn on the FRA's bank account(s).
 7. The Executive Secretariat is only allowed withdrawals of up to \$200.00 from "the FRA"s bank account without the approval of "the Council" on a maximum of three (3) occasions per term.
 8. No funds of "the FRA" shall be expended for any purpose inconsistent with the objectives or powers of "the FRA".

PART 9 – PROPERTY AND LIABILITY OF OFFICERS

Property

1. All real or personal property acquired by or for "the FRA" shall be vested in its name immediately on acquisition of the same.

Custodian of the Common Seal

2. The Common Seal of "the FRA" shall be appointed by "the Council".
3. The Chairperson of "the FRA" shall be responsible for the safe custody of the Common Seal.
4. The Common Seal of "the FRA" shall not be used except in pursuance of a resolution by the Council" or by the Members of "the FRA".
5. Eight (8) members of "the Council" must be present when the Seal is affixed to any document and of whom one shall be the Chairperson, Vice Chairperson or the Secretary.
6. The person in whose presence the Seal is affixed shall at the same time sign the document to which the Seal is affixed.

PART 10 – LEVIES

Imposition of Levies

1. “The Council” may recommend that a levy be imposed upon each District Association to assist with the management of “the FRA”.

Failure to Pay Levy

2. If any District Association fails to pay its levy, then it shall be regarded as being in arrears of levy and every legal means shall be made by “the Council” to collect the overdue levy.

PART 11 – AUDITORS

Auditors

1. The auditor shall be appointed or elected by the Annual General Meeting.

Audit of Accounts and Copy of Auditor’s Report

2. The Treasurer shall cause all the accounts of “the FRA” to be audited as soon as possible after the close of each financial year and at all other times when required by law. All books and accounts of “the FRA” will be examined and the certification as to their correctness or otherwise be given thereafter.
3. The office of “the FRA” may be conveniently examined by any member.
4. The Auditor shall be nominated for endorsement at the AGM.

PART 12 - AMENDMENT OF CONSTITUTION

Amendment of the Constitution

1. This Constitution or any of its provision may be amended at an Extraordinary General Meeting of “the FRA” called specifically for the purpose of amending, or at the Annual General Meeting.
2. Every proposed amendment along with the signature of the person submitting such a proposal and his/her Seconder must be sent to the Seven District Association individual meetings no less than one month before the date of the meeting in which that amendment proposal is to be considered.
3. No amendments shall be effective unless it is voted by a two third majority of the members present and voting at the General Meeting.
4. All amendments passed at the Extraordinary General Meeting of “the FRA” or the Annual General Meeting in compliance with this PART shall come into effect immediately after such a meeting unless expressly stated otherwise in the Amending Resolutions.

PART 13 – DISSOLUTION

Dissolution

1. “The FRA” shall not be dissolved, except with the consent of two thirds or more of the total voting members at any AGM or EGM obtained by means of a secret ballot.

Debts and Liabilities Fully Discharged

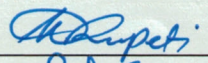
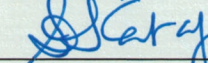
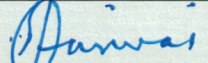
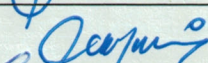
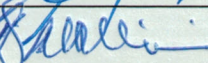
2. All debts and liabilities legally incurred on behalf of “the FRA” shall be fully discharged and the remaining funds shall be distributed as the members feel.

Amendments endorsed by

Chairperson, Mr. Victor Fatiaki

Secretary, Ms Joan Wiliame

FRA Council Representatives – Signatures, Names and Date:

Noa'tau Representative	Mr. Mua Manueli		Date:	
Oinafa Representative	Ms. Melida Rupeti		Date:	30/07/22
Itu'ti'u Representative	Ms. Surkafa Katafono		Date:	30/07/22
Malha'a Representative	Ms Akesa Taito		Date:	
Juju Representative	Mr. Paserio Furivai		Date:	30/07/22
Pepjei Representative	Mr. Francis Jione		Date:	30/07/22
Itu'muta Representative	Mr. Paserio Samisoni		Date:	30/07/22