Fiji Commerce & Employers Federation

ARTICLES OF ASSOCIATION

FIJI COMMERCE & EMPLOYERS FEDERATION

A Company Limited by Guarantee (with no share capital)

1. FEDERATION

1.1 The name of the Company shall be the Fiji Commerce & Employers Federation referred to in these Articles as "**Federation**".

1.2 The Standard Form Articles of Association in the Second Schedule to the Act shall not apply to the Federation except in so far as the same are repeated or contained in these Articles.

2. REGISTERED OFFICE

2.1 The Registered Office of the Federation shall be located at 42 Gorrie Street, Suva, or such other office as the Executive Committee may nominate from time to time.

3. DEFINITIONS AND INTERPRETATION

3.1 Definitions

3.1.1 In these Articles, unless the contrary intention appears:

Affiliate Member means a Member under Article 5.2.1(a)

Applicant means a corporation, person or other entity that has applied to become a Member of the Federation

Artides means these Articles of Association

Board means the Board of the Federation constituted under Article 7 made up of representatives who have authority to act for the Board in an executive capacity

By-Laws are rules set up by the Board for governance of the Board and Federation (including prescribing Membership and Subscription fees) as provided in the Articles. For the avoidance of doubt, these may be changed by the Board from time to time.

CEO means any person appointed for the time being to perform the duties of the office of the Chief Executive Officer of the Federation

Companies Act means the Companies Act 2015

Council means the councils of the Federation nominated by the Board in accordance with

Article 10
Day means calendar day unless otherwise defined

Employee means any person employed on a contract of service for remuneration

Employer means any person, including Government organisations, statutory authorities or public enterprises who has entered into a contract of service to employ any other person

Executive Committee means the governing body of the Federation constituted in Article 8

Employer Member means a Member under Article 5.2.1(c)

Honorary Member means a Member under Article 5.2.1(b)

Meeting means a meeting of Members of the Federation convened in accordance with these Articles

Member means a person or entity that has been duly admitted to Membership of Federation either as an Affiliate Member, Honorary Member or Employer Member as the case may be

Membership means membership of the Federation

Membership Fee means the one-time joining fee determined by the Board payable by an Applicant on admission to the Membership

Secretary means the secretary of the Board in accordance with Article 9.3

Subscription means the annual subscription fee paid by a Member to the Federation under these Articles

Trustee means the Trustees of the Federation appointed in accordance with Article 6

Voting Members means Employer Members. For the avoidance of doubt, Affiliate Members and Honorary Members are not Voting Members.

4. OBJECTS & PURPOSES

4.1 The Federation represents Fiji's employers and advocates for good policy on behalf of Fiji's business community. The Federation's primary objective is to promote free enterprise, trade and commerce, and the economic development of Fiji by considering the views of its Members and acting as an advocate for its Members' interests. It will thus provide an avenue for its Members (either private or public sector) to discuss, respond to and formulate policy responses and initiatives.

4.2 The strategic objectives shall be:

(a) to promote, encourage and provide an opportunity for consultation between Members on matters of mutual interests or difficulties relating to public sector policy or their employees

(b) to act as a consultative and advisory body to Members

(c) to promote amicable and cordial relations between Members and generally between Employers and Employees including, if appropriate, through the pursuance of alternative dispute resolution means such as mediation or arbitration at the parties' cost

(d) to assist and advise any Member, upon the request of that Member or as appropriate, regarding matters connected with industrial relations between that Member (as employer) and their employees in respect of terms and conditions of employment or service and in respect of collective bargaining, conciliation, arbitration, commissions, boards of enquiry or wages councils etc established under any industrial legislation

(e) to act as the organisation representative of employers in Fiji on all matters coming within the scope of the International Labour Organisation or any similar body

(f) to watch over and keep Members informed on the operation of existing laws and practices, the activities of Government and Government committees and ministries and all legislative proposals which affects or may affect employers or employees interest, and to take such actions or provide advice as may be necessary or expedient

(g) to co-operate or collaborate with or become a member or associate of other international or local employers' organisations, companies, institutions, societies or associations whose main objects are similar to those of the Federation

(h) to work closely with similar industry associations to encourage membership growth and support these associations as they meet the needs of their members.

(i) to maintain a high level of liaison and cooperation with Government and relevant industry organisations and as appropriate with international organisations.

(j) to represent the interests of the Members to the Fiji Government

(k) to do all such things as are incidental or conducive to the attainment of the above objectives.

4.3 The Federation has its own separate legal existence, separate from its Members, Board, employees and agents and has its own property, rights and obligations. Subject to any restrictions under the Companies Act, the Company has all the powers of a natural person.

4.4 The assets and income of the Federation shall be applied solely to further the Federation's objectives and no portion shall be distributed directly or indirectly to Members by way of dividend, bonus or otherwise, except as bona fide compensation for services rendered or expenses incurred on behalf of Federation.

5. MEMBERSHIP

5.1 Eligibility

5.1.1 The Federation shall consist of:

(a) Members of the Federation as at the date of adoption of these Articles, and

(b) any Employer that operates, carries on business or has a significant presence in Fiji and that the Board may admit to Membership from time to time and who shall upon due notification of admission be deemed to be bound by the Articles and by any rules, regulations or By-Laws of the Federation that are in force from time to time.

5.1.2 The liability of the Members is limited to the guarantee amount set out in clause 5.1.3.

5.1.3 Every Member (or ex-Member who was a Member during the previous year) undertakes to contribute such amount as may be required, not exceeding ten dollars ($10) to the property of the Federation, in the event of the Federation being wound up.

5.2 Classes of Membership

5.2.1 There are three classes of Members:

(a) **Affiliate** – being an Employer with membership links to an association affiliated to the Federation or an Employer classified as such in the By-Laws. An Affiliate Member shall receive a discount to the Membership Fee and the Subscription as determined by the Board. An Affiliate Member including its representatives are neither eligible for nomination to Board nor entitled to vote.

(b) **Honorary** - the Board may for services rendered to the Federation propose for election at the Annual General Meeting any person to be an honorary member of the Federation for life or any lesser period as the Board determines. However, an Honorary Member shall be exempt from the obligation to pay the Subscription. The Board may at any time without being obliged to give any reason cancel the membership of an Honorary Member. Such members (including its representatives) are neither eligible for nomination to the Board nor entitled to vote.

(c) **Employer Member** - being an Employer not falling within the membership classes set out above. An Employer Member shall pay a Membership Fee and Subscription fee(s) which shall be determined by the Board. Such members shall be entitled to vote.

5.2.2 Any application for Membership by an Applicant under the above defined classes of Membership must be made in such form as prescribed by the Board.

5.3 Application for Membership

5.3.1 An Applicant must make an application for Membership in writing to the CEO and stating that the Applicant:

(a) seeks to become a Member

(b) supports the objective(s) of the Federation

(c) agrees to comply with the Federation's Articles including paying the Membership Fee and Subscriptions, and

(d) if the Applicant is not a natural person, nominate a natural person to serve as a representative of that Member for the purposes of attending Council or any other meetings of the Federation and voting at such meetings on behalf of the Member.

5.3.2 The CEO must consider the application for Membership within a reasonable time after receiving the application, and shall submit every application for Membership to the Board for the Board's consideration.

5.3.3 The election of every Member for Membership shall be by the vote of a majority of the Members of the Board.

5.3.4 The Board may in its absolute discretion admit an Applicant, impose conditions on Membership or decline to admit any Applicant to the Membership of the Federation. If the application for Membership is accepted by the Board, the Applicant shall be admitted to Membership subject to any conditions specified by the Board and subject to compliance with any requirements for Membership such as the payment of Membership Fees.

5.3.5 After the Board has approved an application, the Secretary must within a reasonable time:

(a) enter the details of the new Member on the register of members, and

(b) provide the Member with written notice of acceptance as Membership, the date of commencement of Membership, the confirmation of the identity of the Member's representative to the Federation and request the Membership Fee and the first Subscription Fee.

Upon payment of the fees set out above, the Applicant shall become a Member of the Federation under the relevant Membership class and the nominee representative may attend relevant Council meetings of the Federation.

5.3.6 A Member may, on provision of prior notice in writing to the CEO, revoke the appointment of any person as the representative of the Member and may by that or subsequent notice nominate another person for the approval of the Board as the representative of the Member.

5.3.7 The rights and privileges of a Member shall not be transferable or transmissible.

5.4 Membership and Subscription Fees

5.4.1 Any Membership Fee or Subscription shall be a sum as determined by the Board in the By-Laws and may be of a differential rate for each category of Membership.

5.4.2 Any Member whose Subscription fees or levies are outstanding for more than three months after the due date for payment, or such further time as the Board determines, shall cease to be a Member of the Federation, provided that the Council may reinstate such Membership on such terms as it thinks fit.

5.5 Resignation

5.5.1 A Member may resign from Membership of the Federation by giving written notice of the proposed resignation to the Secretary of the Federation. Any Member so resigning shall not be entitled to any refund of any fees or Subscription paid to the Federation and shall be liable for any outstanding Subscription which shall be recoverable as a debt due to the Federation.

5.6 Termination of Membership

5.6.1 The Board may in its absolute discretion direct that a Member be removed from the register of Members. The Board may resolve to expel a Member upon a charge of conduct detrimental to the interests of the Federation subject to giving a Member an opportunity to be heard or to make a written submission.

5.6.2 Particulars of the charge shall be communicated to the Member at least one calendar month before the meeting of the Board at which the matter will be determined. The determination of the Board shall be communicated to the Member, and in the event of an adverse determination the Member shall, subject to Article 5.6.3, cease to be a Member fourteen (14) days after the Board has communicated its determination to the Member.

5.6.3 It shall be open to a Member to appeal the decision of the Board to the Trustees of the Federation. The intention to appeal shall be communicated to the Secretary within fourteen (14) days after the determination of the Board has been communicated to the Member.

5.6.4 In the event of an appeal, the appellant's Membership of the Federation shall not be terminated unless the determination of the Federation to expel the Member is upheld by the Trustees after the appellant has been heard, and in such event, Membership shall be terminated at the date of the meeting at which the determination of Board is upheld.

5.6.5 While under appeal, the appellant's Membership will be treated as suspended and the Member shall not:

(a) have any voting rights

(b) be part of any Councils

(c) exercise his/her powers as an office bearer (if an office bearer), and
(d) shall not represent the Federation

until a determination regarding the appeal is made by the Trustees. The decision of the Trustees shall be final and cannot be appealed.

5.6.6 A Member expelled pursuant to this Article shall not be entitled to any refund of Subscriptions, Membership Fees or levies and shall be liable for any outstanding Subscription which shall be recoverable as a debt due to the Federation.

6. TRUSTEES

6.1 The funds and property of the Federation shall be vested in two Trustees who shall be Members of the Federation in propria persona or the duly registered representatives of a Member and shall be elected by the Board. The Trustees shall be appointed for a term of three years and shall be eligible for re-appointment at the end of the term. The Board shall have power to remove the Trustees or either of them and upon such removal shall fill the vacancy by appointing others or another in their stead. The Trustees shall deal with the funds of the Federation in such manner as shall be prescribed by the Articles of the Federation, or if no such provision is made, then in such manner as shall be directed by the Board.

6.2 The Trustees of the Federation shall not be liable to make good any deficiency, which may occur in the funds of the Federation, but shall be liable only for the monies, which shall actually be received by them on account of the Federation.

7. BOARD OF THE FEDERATION

7.1 Responsibilities

7.1.1 The Board shall be responsible for:

(a) carrying out of the objects of the Federation

(b) establishing, reviewing and revising By-Laws and forming policies, and a code of conduct for Members, Councils, officers and employees of the Federation

(c) the control of the Federation's business affairs and administration, and

(d) exercising all such powers as conferred within these Articles.

7.2 Composition

7.2.1 The Board shall consist of:

(a) twelve (12) people including a President and two Vice Presidents elected to hold such office ("**Elected Representatives**") so long as the Council Appointed Representatives on the Board number less than 12. Where the Council Appointed Representatives are 12 or more, the Elected Representatives to be appointed at the Annual General Meeting will number 4 persons more than the Council Appointed Representatives

(b) one (1) member of a Council elected by all Councils after each Annual General Meeting of the Federation ("**Council Appointed Representative**"), and

(c) the Immediate Past President of the Federation.

7.3 Vacation of office

7.3.1 The office of a member of the Board shall be vacated if he/she:

(a) accepts or holds any office of profit in the Federation

(b) becomes of unsound mind, becomes bankrupt or make any arrangement or composition with his/her creditors

(c) is convicted of an indictable offence

(d) is absent from the meetings of the Board during the period of three consecutive meetings without special leave of absence

(e) ceases to be the representative of the Member

(f) resigns by notice in writing to the Federation.

7.4 Meetings

7.4.1 The members of the Board may regulate and establish procedures for their meetings as they think fit, including, but not limited to, making rules about:

(a) the conduct of voting

(b) the appointment of the Chairperson of meetings and

(c) the conduct of meetings by telephone or other method of audio or audiovisual communication.

7.4.2 Every Board member is entitled to notice of a meeting and must provide to the Federation an email address for this purpose. Notice of every meeting of the Board is to be given by electronic mail to each Board member.

7.4.3 Generally, the President of the Board shall be the Chairperson of Board meetings or in the absence of the President, one of the Vice President shall be chosen to chair the meeting and shall preside as Chairperson at that meeting of the Board. In case of an equality of votes, the chairperson of the meeting has a second or casting vote.

7.4.4 A resolution in writing that is signed and dated by all the Board members for the time being is as valid as if duly passed at a meeting of the Board. A resolution may consist of several documents in similar form and having the same material content, each signed by one or more Board members (that is, a counterpart resolution). A resolution is deemed to have been passed on the day it was signed by the last of the Board members who signed it.

7.4.5 The Board members shall cause minutes to be made in books (either physical or kept in electronic form) provided for the purpose of recording the names of the Board members present at each Board meeting and for recording all resolutions and proceedings at all Board meetings.

7.4.6 The quorum necessary for the transaction of the business of the Board shall be (6) six Elected Representatives of the Board.

7.5 Elected Representatives

7.5.1 At the first Board meeting after the adoption of these Articles, the Board shall elect six members from amongst the Elected Representatives who shall retire from office at the next Annual General Meeting. Those members to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his or her last election or appointment.

7.5.2 Each Elected Representative shall hold office until the next Annual General Meeting of the Federation on which date he or she shall retire. A retiring Board member shall be eligible for re-election.

7.5.3 Nominations for the Elected Representative and President shall be in writing and shall be lodged with the CEO at least 7 days before the Annual General Meeting. The nominations must provide the name and signature of the person nominated and the names of the Members nominating the person nominated and seconding the nomination. No person shall be eligible for nomination as an Elected Representative of the Board unless, prior to such nomination, he/she has served as a member of one of the Councils for a period of at least twelve months.

7.5.4 Nominated members shall be elected (if there are more members than required so nominated) by a poll held in accordance with the provisions of Article 11.6.

7.5.5 Should an Elected Representative cease to hold office for any reason, the Board by a simple majority decision shall be entitled to appoint a suitable eligible replacement person to serve until the next Annual General Meeting.

7.5.6 Associated Employer Members may only nominate one representative for election to the Board. For the purposes of this clause, Associated Employer Members mean for the purposes of this clause, those Employer Members which:

(a) are controlled by other Employer Members or which a reasonable person would consider likely to be controlled by another Employer Member, or

(b) would act in concert with each other.

7.6 Council Appointed Representatives

7.6.1 Council Appointed Representatives shall be the Chairperson of the relevant Council, or his/her duly appointed representative, elected by and from among the members of each Council at the first meeting of the Council after each Annual General Meeting. A Council Appointed Representative shall hold office until the next succeeding Annual General Meeting of the Federation from which date he or she shall retire. A retiring Council Appointed Representative shall be eligible for re-election.

7.7 President and Vice Presidents

7.7.1 The President of the Federation shall be elected by Members at Annual General Meeting for a term of not more than two years and shall be nominated in accordance with Article 7.5.3. The Immediate Past President declared at each second Annual General Meeting shall remain as a Board member for a period of two years. For the avoidance of doubt, a President may be re-elected in accordance with this Article for another term of two years, but in no event shall a person be elected to hold the office of President for more than two consecutive terms.

7.7.2 At the next meeting of the Board after each Annual General Meeting the Members of the Board shall elect two Vice-Presidents as appropriate from the elected Board members who shall hold office until the next succeeding Annual General Meeting of the Federation at which date they shall retire. The Vice-Presidents shall be eligible for re-election.

8. EXECUTIVE COMMITTEE

8.1 Powers

8.1.1 The Board will appoint a committee to be known as an Executive Committee to assist with the management of the operational affairs of the Federation.

8.1.2 The Executive Committee shall have the following powers:

(a) to collect, bank and invest as the Executive Committee may deem fit all moneys due to or received by the Federation

(b) to give, sign, accept, draw or endorse any bill or exchange, promissory note or other negotiable security

(c) to delegate to any one or more of their Member or officers or employees of the Federation powers to operate any bank account of the Federation and to endorse any bill of exchange, promissory note or other negotiable instrument on behalf of the Federation and at any time to cancel or vary any such delegation

(d) to determine and fix the salaries and other forms of remuneration of employees of the Federation whose salaries are determined on an annual basis, with the exception of the CEO

(e) to enter into agreements with Members and/or other persons regarding the payment to the Federation of moneys in the nature of Membership Fees and annual Subscriptions to its funds for use in the carrying on of its activities and for such other purposes as the Executive Committee may consider advisable

(f) to refer any claim or demand by or against the Federation to mediation, arbitration or alternative forms of dispute resolution

(g) to recommend to the Board, the purchase or otherwise acquire for the Federation any property real or personal, rights or privileges at such price and generally on such terms and conditions as the Board may think fit

(h) to recommend to the Board, the contract liabilities and obtain or receive loans, advances or overdrafts from any bank or banker or other person, and

(i) to recommend to the Board, the provision of mortgages or bonds or other securities over any lands, buildings and chattels of the Federation as it may deem necessary for the purpose of securing the payment of any loans, overdrafts, advances or otherwise.

8.2 Members

8.2.1 The members of the Executive Committee shall comprise two members of the Board nominated by the Board and the following members:

(a) President
(b) Vice-Presidents
(c) Immediate Past President, and
(d) Chief Executive Officer as ex-officio member.

8.2.2 The Committee shall have powers to co-opt other members of the Board of the Federation as members of the Executive Committee.

8.2.3 Any casual vacancy occurring in the Executive Committee may be filled by the members of the Board from its Board members who shall hold office until the next succeeding Annual General Meeting of the Federation and shall retire at that date, unless re-appointed by the Board.

8.3 Proceedings

8.3.1 The members of the Executive Committee may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Any four members of the Executive Committee may, and the CEO on the requisition of any four members shall, at any time summon a meeting of the Executive Committee.

8.3.2 The quorum necessary for the transaction of the business of the Executive Committee shall be three (3) out of which, one person must be the President or a Vice President.

8.3.3 Members of the Executive Committee whose presence in person would constitute a quorum, may attend a meeting of the Executive Committee and pass valid resolutions by telephone or other means of audio or audiovisual communication where each of the members can at all times hear each other and have the opportunity to be heard while deliberating.

8.3.4 The President of the Board shall be the Chairperson or in the absence of the President, one of the Vice Presidents shall be chosen by the meeting and shall preside as Chairperson at every meeting of the Executive Committee.

8.3.5 Questions arising at any meeting of the Executive Committee shall be determined by a majority of votes of the members of the Executive Committee present and in case of an equality of votes the Chairperson shall have a second or casting vote.

8.3.6 A resolution in writing by all the members of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

8.3.7 All decisions of the Executive Committee should be reported to the Board for confirmation and endorsement.

8.3.8 The members of the Executive Committee shall cause minutes to be made in books (either physical or kept in electronic form) provided for the purpose of recording the names of the members of the Executive Committee present at each meeting of the Executive Committee and for recording all resolutions and proceedings at all meetings of the Executive Committee.

8.4 Disqualification of members

8.4.1 The office of a member of the Executive Committee shall be vacated if he/she:

(a) accepts or holds any office of profit in the Federation

(b) becomes of unsound mind, becomes bankrupt or make any arrangement or composition with his/her creditors

(c) is convicted of an indictable offence

(d) is absent from the meetings of the Executive Committee during the period of three consecutive meetings without special leave of absence

(e) ceases to be the representative of the Member

(f) resigns by notice in writing to the Federation.

9. CHIEF EXECUTIVE OFFICER

9.1 The CEO shall be appointed by the Board on such terms and conditions as the Board thinks fit. The remuneration of the CEO shall be determined by the Board on the recommendation of the Executive Committee.

9.2 The CEO shall:

(a) carry out the policies and strategies determined by the Board

(b) have power, subject to the direction and control of the Board, to conduct and manage the affairs of the Federation

(c) advise Councils as to the manner in which they carry out the functions delegated to them by the Board

(d) be responsible for appointment and dismissal of the Federation staff

(e) keep and maintain the minutes, records and property of the Federation

(f) carry out all functions as provided and in accordance with his/her contract.

9.3 The CEO shall be the secretary of the Board and the Executive Committee and ex-officio member of all Councils and Committees of the Federation.

10. COUNCILS

10.1 The Federation shall establish Councils as it deems appropriate to examine and advise the CEO and Board on matters specifically pertaining to specific industries or sector of the economy.

10.2 Each Council shall have a Board approved Terms of Reference defining its purpose, role and

responsibilities as well as the Council's membership, operations and reporting requirements. Where appropriate, the Council will make recommendations to the CEO.

10.3 Councils are not to act or make decisions on behalf of the Federation unless specifically mandated by prior authority to do so. Statements implying policies, positions or opinions of any Council shall only be made with the prior knowledge and approval of the CEO and President of the Federation.

10.4 Membership

10.4.1 The Council members shall be nominated from the Members currently financial, or representatives of Members and only such Members shall be nominated as having special interest or expertise in the area of interest of each of the Councils. The Board may, at any time, on its own motion terminate the appointment of any member of the Council.

10.5 Chairperson

10.5.1 At the first meeting of the Council after each Annual General Meeting, the Council shall elect from its members a Chairperson and a Vice- Chairperson who subject to these Articles shall respectively hold office until the first meeting of the Council after the next succeeding Annual General Meeting of the Federation from which date they shall retire. The Chairperson and the Vice-Chairperson shall be eligible for re-election.

10.5.2 The Chairperson, or in his/her absence the Vice- Chairperson, shall preside at meetings of the Council, but if at any meeting the Chairperson or Vice Chairperson is not present at the time appointed for holding the same, the members present shall choose one of their members to be Chairperson of the meeting.

10.6 Meetings

10.6.1 Each Council shall determine their own processes for meetings.

11. GENERAL MEETING OF MEMBERS

11.1 Annual Meeting

11.1.1 A general meeting of Voting Members shall be held within four months after the close of each financial year at such time and place as the Board shall appoint ("**AGM**"). If no AGM is convened within six months of the close of any financial year, any twenty-five Voting Members may convene a general meeting of Voting Members in the same manner as nearly as possible as that in which meetings may be convened by the Board. The abovementioned general meetings shall be called Annual General Meetings.

11.1.2 All other general meetings shall be called Extraordinary General Meetings ("**EGM**"). The Board may whenever it thinks fit convene an EGM.

11.1.3 Notwithstanding anything in these Articles, the Board on the requisition of twenty-five of the Members shall convene an EGM. The request must:

(a) be in writing
(b) state any resolution to be proposed at the meeting
(c) be signed by the Voting Members making the request, and
(d) be given to the Secretary.

11.1.4 The Board must convene the EGM within 21 days after the request is given to the Federation, and the EGM must be held no later than 2 months after the request is given to the Federation. If the Board does not within 21 days from the date of the request convene a meeting, 50% of the requisitioners may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of 2 months from the date of the deposit of the requisition.

11.1.5 Any meeting convened by requisitioners under the foregoing provisions of this Article shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by members of the Board. Any reasonable expenses incurred by the requisitioners by reason of the failure of the Board duly to convene a meeting shall be repaid to the requisitioners by the Federation.

11.1.6 At the AGM, the Chairperson of the Executive Committee, or in his/her absence another person delegated by the members of the Executive Committee, will present to the Members of the Federation a financial report setting out the assets and liabilities of the Federation as at the end of the previous financial year, and an income and expenditure account for that financial year or for such period as has elapsed from the presentation of the previous financial report.

11.2 Notice of meeting

11.2.1 Unless consent is given for shorter notice in accordance with the Companies Act , not less than twenty-one days' notice shall be given to the Members for a general meeting and all notices convening meetings shall specify:

(a) the place, day and hour of the meeting, and if the meeting is to be held by using technology, details of the technology used to facilitate the meeting, and any access details and requirements

(b) the general nature of the business to be transacted at the meeting

(c) details of any special resolution intended to be passed at the meeting, and

(d) a statement that the Voting Member has a right to appoint a proxy, who need not be a Member of the Federation and a Voting Member entitled to cast two or more votes is entitled to appoint up to two proxies, and that, if the Voting Member appoints two

proxies, the Member must specify the proportion or number of votes each proxy is appointed to exercise.

11.2.2 All notices of meetings shall contain an agenda of the business to be transacted at the meeting. Any business that is not on the agenda can only be transacted at any meeting for which prior notice is given and with the permission of the Chairperson, whose decision shall be final.

11.2.3 An accidental failure to give notice to a person, or the non-receipt by a person of the notice, does not affect the validity of the proceedings at the meeting, or any resolution passed at it.

11.3 Quorum

11.3.1 A quorum for any general meeting of the Federation shall be twenty five (25) Voting Members currently financial present in person or by their respective representatives present or by proxy, or attorney.

11.3.2 If within 30 minutes from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened on the requisition of Voting Members, must be dissolved.

11.3.3 In any other case, the meeting is to be postponed to the same day in the next week at the same time and place or to another day and at another time and place as the Board determines.

11.3.4 If at the postponed meeting a quorum is not present within 30 minutes from the time appointed for the commencement of the meeting, the meeting will proceed with whatever number of Voting Members may be present, and those Voting Members present will constitute a quorum.

11.4 Chairperson

11.4.1 The President or in his/her absence one of the Vice-Presidents, to be chosen by the meeting, shall preside as Chairperson at every general meeting of the Federation. If at any such meeting, the President and the Vice-Presidents shall be absent at the expiration of ten (10) minutes from the time appointed for the meeting, a Board member shall be selected by the meeting who shall preside as Chairperson. If at the expiration of thirty (30) minutes after the time appointed for the meeting the President and Vice-Presidents and all other members of the Board are absent or none of the Board members present are willing to act, the Voting Members present may choose one of their Voting Members to preside as Chairperson of the meeting.

11.5 Adjournment

11.5.1 The Chairperson of a meeting at which a quorum is present:

(a) in his or her discretion may adjourn a meeting with the Voting Members' consent and

(b) must adjourn a meeting if the Voting Members at the meeting directs him or her to do so.

11.5.2 An adjourned meeting may take place at a different venue from the initial meeting. The only business that can be transacted at an adjourned meeting is the unfinished business of the initial meeting.

11.6 Voting

11.6.1 Voting Members shall be entitled to vote either personally or by representative.

11.6.2 Subject to any extension granted under Article 5.4.2, no Voting Member shall be entitled to vote at any general meeting or nominate Members for office, unless all money presently payable by the Voting Member to Federation have been paid at least 14 days prior to the AGM.

11.6.3 The voting in a general meeting will be taken by a secret ballot in accordance with the rules set out in the By-Laws.

11.6.4 In the case of an equality of votes, the Chairperson of the meeting shall be entitled to a second or casting vote.

11.7 Appointment of proxy

11.7.1 A Voting Member may appoint a proxy who need not be a Member of the Federation.

11.7.2 If a Voting Member appoints a proxy, that proxy shall be entitled to cast a vote. Where it is desired to afford Voting Members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form or a form as near as circumstances permit

I/We, , of being a Voting Member/Members of the Federation, appoint of, , or failing him/her, of , as my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary, as the case may be) General Meeting of the Federation, to be held on the day of , and at any adjournment of that meeting.

Signed this day of

This form is to be used *in favour of the resolution.
against

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit).

11.7.3 A Voting Member may instruct his/her proxy or proxies to vote for or against resolutions. Voting Members shall be given an opportunity to vote by proxy for or against any resolution submitted to a meeting of the Federation.

11.8 Voting Member's representative

11.8.1 A corporate Voting Member may at any time, by written notice to the Federation, authorise a person to act as the Voting Member's representative at any meeting of Voting Members of the Federation. A notice under this Article may contain conditions relating to the appointment of the representative, but it shall not be the responsibility of the Federation or its officers to see that any conditions are met. Any person so authorised shall be entitled to exercise the same powers as the member could exercise if present in person at the meeting.

12. AMENDMENTS

12.1 Subject to the Companies Act, the Company may amend or repeal these Articles by passing a special resolution. The amended Articles shall bind the Federation and every Member to the same extent as if they had respectively signed and sealed them and agreed to be bound by all of the provisions.

13. ACCOUNTS

13.1 The Federation shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position.

13.2 The financial year of the Federation shall commence on 1st July and end of 30th June each year.

13.3 There shall be an Auditor of the Federation registered in accordance with the Companies Act who shall be elected at the Annual General Meeting. If a vacancy in the office of Auditor occurs the Executive Committee shall appoint a successor. At least once in every year the accounts of the Federation shall be examined and audited in accordance with the requirements of the Companies Act and the Auditor shall submit his/her report to the next Annual General Meeting of Members. The Auditor's remuneration shall be fixed by the Executive Committee at the first meeting of the Executive Committee following each Annual General Meeting.

14. APPLICATION OF SURPLUS ASSETS

14.1 If after the winding up or dissolution of the Federation there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Federation but shall be given or transferred to some other institution or institutions having objects similar to the objects of Federation and whose Articles prohibit the distribution of its or their income and property among its or their Members, such institution or institutions to be determined by the Federation subject to the approval of the Members at or

before the time of the dissolution and in default thereof by application to the Court for determination.

15. INDEMNITY

15.1 The members of the Board, Executive Committee, Councils, and the Federation's auditors, trustees, officers and employees are entitled to an indemnity from the Federation against any liability, loss, or expense incurred as an officer of the Federation (or in the other relevant capacity). However, this indemnity only applies if any one of the following conditions is satisfied:

(a) the liability, loss or expense is to another person (and not the Federation) not being a criminal liability or liability involving a breach of the Act or in the case of the Board members a breach of the duty specified in section 104 of the Act or in the case of any other officer of the Federation, a breach of any fiduciary duty owed to the Federation, or

(b) the liability is for costs and expenses incurred either:

(i) in defending civil or criminal proceedings in which judgment is given in favour of the person or the person is acquitted or the proceedings discontinued

(ii) in settling any claim or proceeding relating to such liability, or

(iii) in connection with an application in relation to those proceedings in which the court grants relief to the person under the Companies Act.

16. INSURANCE

16.1 The Federation may, with the prior approval of the Board, effect insurance for a Trustee, Board member or officer of the Federation in respect of:

(a) liability, not being criminal liability or liability to the Federation, for any act or omission in his or her capacity as a Trustee, Board member or officer

(b) costs incurred by that Trustee, Board member or officer in defending or settling any claim or proceeding relating to any such liability; or

(c) costs incurred by that Trustee, Board member or officer in defending any criminal proceedings:

(i) that have been brought against the Trustee, Board member or officer in relation to any act or omission in his/her capacity as a Trustee, Board member or officer, and

(ii) in which he/she is acquitted.

17. BORROWING POWERS

17.1 The Federation may borrow on the security of the property and assets of the Federation such moneys as may be authorised from time to time by the Board, to develop or to acquire additional property or for such other purposes as may be approved by the Members.

18. INTELLECTUAL PROPERTY

18.1 The name, logo and other intellectual property created by, or designed for the Federation are the exclusive property of the Federation and no Member shall use, modify, adapt, translate or in any other way deal with such intellectual property without obtaining the prior written consent of the Executive Committee.

19. OTHER MATTERS

19.1 If any matter or circumstance shall arise as to which these Articles are silent or incapable of taking effect or being implemented according to their strict provisions, the Board shall have the power to determine what action may be taken to best give effect to the objects of the Federation and ensure its efficient administration. Every act of the Federation or act authorised by it being a bona fide exercise of its powers pursuant to this Articles shall be valid and effectual as if specifically authorised herein.