

**This is the annexure marked "A" referred to in the statutory declaration of:**

Name of public officer	Mohammed Shameem
Made on (date)	01 December 2022
Before me	
	(signature of witness on statutory declaration)

## **Constitution of NSW Fiji Business Council Incorporation**

### **Part 1 – Preliminary**

#### **1. Name**

The name of the incorporated association ("the Association") is stated in the By-laws.

#### **2. Objects and purposes**

The objects and purposes of the Association are specified in the By-laws.

#### **3. Minimum number of members**

The Association must have at least the number of members specified in the By-laws.

#### **4. Definitions**

In this Constitution, unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 2009* and regulations made under that Act;

"Committee" means the Executive Committee of the Association;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"general meeting" means a general meeting of members convened in accordance with clause 44;

"member" means a member of the Association;

"register of members" means the register of the Association's members established and maintained under Division 1 of the Act;

"special resolution" means a resolution notice of which is given under clause 46.

"By-Laws" means promulgated and brought into force.

### **Part 2 – Constitution and Powers of Association**

#### **5. Powers of Association**

- (1) For achieving its objects and purposes, the Association has the powers conferred by sections 3 of the Act.

- (2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
- (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on the terms and in the manner it considers appropriate;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf; and
  - (g) enter into any other contract it considers necessary or desirable.

## **6. Effect of Constitution**

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

## **7. Inconsistency between Constitution and Act**

If there is any inconsistency between this Constitution and the Act, the Constitution prevails.

## **8. Altering the Constitution**

- (1) The Association may alter this Constitution by Bylaws or Special Resolutions but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with Division 2 section 10 of the Act.

# **Part 3 – Members**

## ***Division 1 - Membership***

## **9. Application for membership**

To apply to become a member of the Association a person must:

- (a) submit a written application for membership to the Committee:
  - (i) in a form approved by the Committee; and
  - (ii) signed by the person
  
- (b) The Members of the Association shall be the following classes and any person who, in the opinion of the Executive Committee, has the qualifications set out below against any of those classes shall be eligible to be admitted to membership of that class.
  - (i) Council Member

A person or nominated person from a business who has applied and approved to register as a member of the Association.

(ii) Associate Member

A person (other than a corporation or person representing a corporation) engaged in or otherwise interested to open up a business in the next 3 months who is desirous of participating in council activities.

(iii) Honorary Member

A person who in the opinion of the Executive Committee has rendered exceptional service to the interests of the Council over a long period. Membership under this class will be subject to annual invitation by the Executive Committee

## 9.1 Approval of Committee

- (1) The Committee must consider any application made under clause 9 at the next available committee meeting and must accept or reject the application at that meeting or the next.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

## 10. Joining fee

- (1) If an application for membership is approved by the Committee, the applicant becomes a member on payment of the joining fee.
- (2) The joining fee is either:
  - (a) a pro rata annual fee based on the remaining part of the financial year; or
  - (b) the amount determined from time to time by resolution at a general meeting. The agreed amount is specified in By-laws of this Constitution.

## 11. Annual membership fees

- (1) The annual membership fee is the amount determined from time to time by resolution at a general meeting. The agreed amount is specified in the By-laws of this Constitution.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.
- (3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.

### *Division 2 – Rights of members*

## 12. General

- (1) Subject to clause 13(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on the cessation of membership whether by death, resignation or otherwise.

### **13. Voting**

- (1) Subject to subclause (2) and clause 18, each member has one vote at general meetings of the Association.
- (2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

### **14. Notice of meetings and special resolutions**

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

### **15. Access to information on Association**

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports.

### **16. Raising grievances and complaints**

- (1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.
- (2) The grievance or complaint must be dealt with by the Executive Committee.

### **17. Associate members and Honorary members**

#### **(a) Associate Members**

A person (other than a corporation or person representing a corporation) engaged in or otherwise interested to open a business in next 3 months, who is desirous of participating in council activities.

An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting

#### **(b) Honorary Members**

A person who in the opinion of the Executive Committee has rendered exceptional service to the interests of the Council over a long period. Membership under this class will be subject to annual invitation by the Executive Committee.

A honorary member is not entitled to vote.

## ***Division 3 – Termination, death, suspension and expulsion***

### **18. Termination of membership**

Membership of the Association may be terminated by:

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another Committee member;
- (b) non-payment of the annual membership fee within the time allowed under clause 11(3); or
- (c) expulsion in accordance with this Division.

## **19. Death of member or whereabouts unknown**

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

## **20. Suspension or expulsion of members**

- (1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must:
  - (a) be in writing and include:
    - (i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and
    - (ii) the particulars of the conduct; and
  - (b) be given to the member not less than 14 days before the date of the committee meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 21, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

## **21. Appeals against suspension or expulsion**

- (1) A member who is suspended or expelled under clause 20 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

# **Part 4 – Executive Committee**

## ***Division 1 – General***

## **22. Role and powers**

- (1) The business of the Association must be managed by or under the direction of an Executive Committee and President.
- (2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Committee may appoint and remove members.
- (4) The Committee may establish one or more subcommittees consisting of the members of the Association the Committee considers appropriate.

## **23. Composition of Committee**

- (1) The Executive Committee consists of:
  - (a) a President;
  - (b) up to 5 Vice-Presidents;
  - (c) a Secretary;
  - (d) a Treasurer; and
  - (e) any other office holder provided in the Bylaws.
- (2) Unless elected directly as a separate office holder, the Committee must appoint one committee member to be the Association's public officer.

## **24. Delegation**

- (1) The Committee may delegate to a subcommittee or staff any of its powers and functions other than –
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke wholly or in part the delegation.

### ***Division 2 – Tenure of office***

## **25. Eligibility of committee members**

- (1) A committee member must be a member who is 18 years or over.
- (2) A committee member must also meet the criteria provided in the By-laws.
- (3) Committee members must be elected to the Committee at an annual general meeting or appointed under clause 32.
- (4) A committee member must adhere and follow the responsibilities of the committee specified in Article IV of By-laws.

## **26. Nominations for election to committee**

- (1) A member is not eligible for election to the Committee unless the Secretary receives a written nomination for that member by another member not less than 4 days before the date of the next annual general meeting.
- (2) The nomination must be signed by:
  - (a) the nominator and a seconder; and
  - (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may:
  - (a) propose or second himself or herself for election or re-election; and
  - (b) vote for himself or herself.

## **27. Retirement of committee members**

- (1) A committee member holds office until the next annual general meeting unless the member vacates the office under clause 30 or is removed under clause 31.
- (2) Subject to subclause (3), at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.
- (3) Members may serve consecutive terms on the Committee unless otherwise provided in the By-laws.

## **28. Election by default**

- (1) If the number of persons nominated for election to the Committee under clause 26 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Committee at the annual general meeting.
- (2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.
- (3) If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Committee.
- (4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 32.

## **29. Election by ballot**

- (1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the President to be duly elected as members of the Committee.

## **30. Vacating office**

The office of a committee member becomes vacant if:

- (a) the member:
  - (i) is disqualified from being a committee member
  - (ii) resigns by giving written notice to the Committee;
  - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
  - (iv) ceases to be a resident of the Territory; or
  - (v) ceases to be a member of the Association;
- (b) the member is absent from more than:
  - (i) 3 consecutive committee meetings; or
  - (ii) 3 committee meetings in the same financial year without tendering an apology to the President;

of which meetings the member received notice and the Committee has resolved to declare the office vacant; or
- (c) in any of the circumstances provided for by the By-laws.

### **31. Removal of committee member**

- (1) The Association, through a special general meeting of members, may remove any committee member before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

### **32. Filling casual vacancy on Committee**

- (1) If a vacancy remains on the Committee after the application of clause 28 or if the office of a committee member becomes vacant under clause 30, the Committee may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 35 of the Act to fill the vacancy.

#### ***Division 3 – Duties of Executive Committee Members***

### **33. Collective responsibility of Committee**

- (1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Constitution and regulations made under the Constitution.
- (2) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Constitution and Act.

### **34. President and Vice-President**

#### **President**

The president is responsible for the leadership, direction and coordination of the activities of the Association.

The president is required to:

- (i) preside at all general and Executive Committee meetings



- (ii) act as a signatory for the Association in all legal and financial purposes
- (iii) serve as official spokesperson when required
- (iv) work with the Executive Committee to ensure the necessary skills are represented on the Executive Committee and that a succession plan is in place to help find new Committee members when required
- (v) oversee development of relevant policies, strategic and business plans in order to achieve the goals of the Association
- (vi) prepare an AGM agenda in consultation with other Executive Committee office bearers

### **Vice-President**

The Vice President is responsible for the coordination of the activities of the Association.

The vice president is required to:

- (i) preside at general or executive meetings and act as the president, in the absence of the president or when the president is unable to act in that role
- (ii) act as official spokesperson in conjunction with the president
- (iii) be an alternate signatory for the Association for legal purposes and financial purpose
- (iv) assist the president in deciding which matters are dealt with by the office bearers, the Executive Committee
- (v) assist the president with strategies and plans for the Association

## **35. Secretary**

The secretary is responsible for effective maintenance and management of records of the Association and to assist the president to perform Association duties.

The secretary is required to:

- (i) ensure that the records of the Association are maintained as directed by law and made available when required by authorised persons
- (ii) maintain the register of members in accordance with the Model Rules of incorporation
- (iii) give proper notification of meetings. Develop and distribute an agenda prior to meetings, in consultation with Committee members
- (iv) manage written Minutes of Management Committee meetings and distribute to members in a timely manner
- (v) assist with development of aims and relevant business and strategic plans in order to achieve the goals of the Association
- (vi) Manage general incoming and outgoing correspondence and ensure that accurate and sufficient documentation exists to meet legal requirements

### **36. Treasurer**

The treasurer is responsible for all incoming and outgoing finances of the Association.

The treasurer is required to:

- (i) prepare an annual budget, in consultation with the President, projecting income and expenditure for the financial year of the Association
- (ii) maintain an accurate record of all receipts and expenditure of the Association in appropriate file format and maintain supplies of stationery
- (iii) receive all monies, including membership subscriptions paid to the Association and issue receipts in the name of the Association. Pay all monies received into the Association's account within 5 working days of receipt
- (iv) notify secretary and Executive Committee of new memberships
- (v) pay all accounts presented by the Association in a timely manner
- (vi) Ensure that all invoices and cheques are approved by 2 signatories from the office bearers of the Executive Committee which include the president, vice president, secretary and treasurer
- (vii) prepare and present a written financial statement for each Executive Committee Meeting
- (viii) prepare financial statements for presentation at the Annual General Meeting in accordance with the Act
- (ix) lodge financial statements with Fair Trading, within one month after the AGM in conjunction with the appropriate signed declarations

### **37. Public officer**

The Public Officer is held responsible for board decisions.

The Public Officer is required to:

- (i) act as the official contact for the association, including taking delivery of documents served on the association and bring them to the attention of the Board as soon as possible
- (ii) Notify NSW Fair Trading of any changes in the official affairs of the association and its financial position including signatories
- (iii) Keep a register of board members and signatories
- (iv) Lodge the Form A12 Annual summary of financial affairs with NSW Fair Trading
- (v) Lodge with NSW Fair Trading other forms as appropriate
- (vi) Collect all association documents from former board members and delivering them to new members
- (vii) Return all association documents to a committee member within 14 days, upon vacating office
- (viii) Keep custody of any documents required by the constitution

## **Part 5 – Meetings of Executive Committee**

### **38. Frequency and calling of meetings**

- (1) The Committee must meet for the conduct of business not less than 4 times in each financial year unless otherwise provided in the By-laws.
- (2) The President, or at least half the committee members, may at any time convene a special meeting of the Committee.
- (3) A special meeting may be convened to deal with an appeal under clause 21.

### **39. Voting and decision making**

- (1) Each committee member present at the meeting has a deliberative vote.
- (2) A question arising at a committee meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

### **40. Quorum**

For a committee meeting, one-half of the committee members constitutes a quorum unless otherwise provided in the Bylaws.

### **41. Procedure and order of business**

- (1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

### **42. Disclosure of interest**

- (1) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The President must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with Division 1A of the Act.

## **Part 6 – General Meetings**

### **43. Convening general meetings**

- (1) The Association must hold its first annual general meeting within 18 months after its incorporation.
- (2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (3) The Committee:
  - (a) may at any time convene a special general meeting;

- (b) must, within 30 days after the Secretary receives a notice under clause 21(1), convene a special general meeting to deal with the appeal to which the notice relates; and
- (c) must, within 30 days after it receives a request under clause 44(1), convene a special general meeting for the purpose specified in that request.

#### **44. Special general meetings**

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Committee for a special general meeting unless otherwise provided in the By-laws.
- (2) The request must:
  - (a) state the purpose of the special general meeting; and
  - (b) be signed by the members making the request.
- (3) If the Committee fails to convene a special general meeting within the time allowed:
  - (a) for clause 43(3)(b) – the appeal against the decision of the Committee is upheld; and
  - (b) for clause 43(3)(c) – the members who made the request may convene a special general meeting as if they were the Committee.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 7 days notice of a special general meeting.
- (6) The notice must specify:
  - (a) when and where the meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted.

#### **45. Annual general meeting**

- (1) The Secretary must give to all members not less than 7 days' notice of an annual general meeting unless otherwise provided in the By-laws.
- (2) The notice must specify:
  - (a) when and where the meeting is to be held; and
  - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
  - (a) first – the consideration of the accounts and reports of the Committee;
  - (b) second – the election of new committee members;
  - (c) third – any other business requiring consideration by the Association at the meeting.

#### **46. Special resolutions**

- (1) Special Resolution is required for:

- changing the association's name
- changing the association's objects
- changing the association's constitution
- applying for registration by an unincorporated group
- amalgamating with another registered association
- an existing corporation seeking to register as an association
- an existing registered association applying to transfer incorporation
- voluntarily winding up or cancelling the registered association and distributing property.

- (2) A special resolution may be moved at any general meeting of the Association.
- (3) The Secretary must give all members not less than 7 days notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the By-laws.
- (4) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

#### **47. Notice of meetings**

- (1) The Secretary must give a notice under this Part –
  - (a) By an approved correspondence method(s)
  - (b) sending it by post to a member at the address of the member appearing in the register of members.
- (2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

#### **48. Quorum at general meetings**

At a general meeting, the number or the proportion of members present in person specified in the By-laws constitutes a quorum.

#### **49. Lack of quorum**

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –
  - (a) for an annual general meeting or special general meeting convened under clause 43(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
  - (b) for a meeting convened under clause 43(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
  - (c) for a meeting convened under clause 43(3)(c) – the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
- (3) The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.

- (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

## **50. Voting**

- (1) Subject to clauses 13(2) and 17, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting:
  - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
  - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the President or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the President directs.

## **51. Proxies**

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

# **Part 7 – Financial Management**

## **52. Financial year**

The financial year of the Association is specified in the By-laws.

## **53. Funds and accounts**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- (5) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## **54. Accounts and audits**

The responsibility of the Committee under clause 33(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts;  
and
- (c) the auditing of the Association's accounts.

## **Part 8 – Grievance and disputes**

### **55. Grievance and disputes procedures**

- (1) This clause applies to disputes between:
  - (a) a member and another member; or
  - (b) a member and the Committee.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) for a dispute between a member and another member – a person appointed by the Committee; or
    - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **Part 9 – Miscellaneous**

### **56. Common seal**

- (1) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
  - (a) the President;
  - (b) the Secretary;
  - (c) the Treasurer.
- (3) The common seal of the Association must be kept in the custody of the Secretary or another person the Committee from time to time decides.

### **57. Distribution of surplus assets on winding up**

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
- (2) The surplus assets must be given or transferred to another association incorporated under the Act that:
  - (a) has similar objects or purposes;
  - (b) is not carried on for profit or gain to its individual members; and
  - (c) is determined by resolution of the members.

### **58. Breach of Law, Regulation and Standard Practice**

A member must comply to laws, regulations and practices under the law and imposed by the Association. It is the duty of member to make themselves aware and abide by these laws, regulation and practices.

An association or a member that breaches any other law may be sued or prosecuted.

### **59. Data Protection and Breaches**

Associations are increasingly employing electronic means to communicate and engage with their members and other audiences through regular correspondence; distribution of periodicals, educational materials and marketing; social media platforms; and online access to association and member data. In addition, an increasing number of membership, event, and product transactions are processed by credit card or other electronic payment systems. This results in the collection of vast amounts of personal and other organization data. It is vitally important for associations to develop and implement modern practices for the safekeeping of electronically stored information and the privacy protection of their members and customers.

Procedures on Data protection is outlined in By-laws.



# By-laws to the Constitution

## Part 1 – Mandatory Details

### Section 1

#### Name

The name of the incorporated association is NSW Fiji Business Council Inc.

### Section 2

#### Objects and purposes

#### Purpose:

To connect Australia & Fiji businesses for trade, investments and other business opportunities.

#### The objectives of the Association are as follows:

- (a) To assist and promote Australia and Fiji based businesses, investors and other potential stakeholders
- (b) To share knowledge and insights about Trade and Investment between Australia and Fiji
- (c) Advocate bilateral trade enhancement
- (d) Be a platform for creating new businesses, investment opportunities
- (e) Be a bridge to link the investors here and in Fiji
- (f) Promote and recognise the successes for our business-to-business links
- (g) Advocate on Government policies to promote strong and sustainable business ties between the 2 countries.
- (h) Organise and host events, inviting key delegates and create face to face networking opportunities

### Section 3

#### Minimum number of members

The Association must have unlimited members.

### Section 4

#### Business Owners or Company nominating an Authorised Representative

Business Owners or Company Director(s) may appoint in writing an nominated Representative to attend and vote on behalf of the appointing business or company at any general meeting'.

### Section 5

#### Criteria for application to registration for membership

1. You own a business
2. You or your business is affiliated with Fiji or/and Australia
3. Must be 18 years old and above
4. No criminal history

### Section 6

#### Financial year

The financial year of the Association is the period of 12 months ending on 31<sup>st</sup> December.

## Section 7

### Vacating office

In addition to the circumstances specified in the Constitution, the office of a committee member becomes vacant if –

- (a) a person is bankrupt
- (b) a person convicted in the last five years or someone released from gaol within the last five years, for the following offences anywhere in Australia
- (c) with an offence connected with the promotion, formation or management of a body corporate
- (d) a *fraud* or dishonesty offence carrying a *maximum penalty* of more than three months gaol
- (e) an *indictable offence* (that is, an offence that can be tried before a jury)
- (f) an offence concerning the duties of officers of an association
- (g) an offence of falsely representing that a body is incorporated so as to gain a personal advantage

## Part 2 – Data Breach and Procedures

### Data Breach

- (a) A data breach is an unauthorised access or disclosure of personal information, or loss of personal information.

A data breach occurs when personal information that association holds is subject to unauthorised access or disclosure or is lost.

Personal information is information about an identified individual, or an individual who is reasonably identifiable. Association should be aware that information that is not about an individual on its own can become personal information when it is combined with other information, if this combination results in an individual becoming ‘reasonably identifiable’ as a result.

A data breach may be caused by malicious action (by an external or insider party), human error, or a failure in information handling or security systems

- (b) Data breaches can have serious consequences, so it is important that Association have robust systems and procedures in place to identify and respond effectively.

Data breaches can cause significant harm in multiple ways.

Individuals whose personal information is involved in a data breach may be at risk of serious harm, whether that is harm to their physical or mental well-being, financial loss, or damage to their reputation.

Examples of harm include:

- financial fraud including unauthorised credit card transactions or credit fraud
- identity theft causing financial loss or emotional and psychological harm
- family violence
- physical harm or intimidation.

A data breach can also negatively impact an Association’s reputation for privacy protection.

An Association can reduce the reputational impact of a data breach by effectively minimising the risk of harm to affected individuals, and by demonstrating accountability in their data breach response. This involves being transparent when a data breach, which is likely to cause serious harm to affected individuals, occurs. Transparency enables individuals to take steps to reduce their risk of harm. It also demonstrates that an entity takes their responsibility to protect personal information seriously, which is integral to building and maintaining trust in an entity's personal information handling capability.

(c) This Association is regulated by The Australian Privacy Principles.

## **Part 3 – Additional Details**

### **ARTICLE I. MEMBERSHIP**

#### **Section 1. Eligibility for Membership**

Application for voting membership shall be open to any current resident and business operator, that supports the purpose statement in Part 1, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

#### **Section 2.**

##### **2.1 Annual Membership Fees**

The amount required for annual dues shall be \$100 each year, unless changed by a majority vote of the members at an annual meeting of the full membership. Continued membership is contingent upon being up-to-date on membership dues.

##### **2.2 Joining Fees**

The amount required for joining fees shall be \$50 for an application, unless changed by a majority vote of the members at an annual meeting of the full membership.

#### **Section 3. Rights of Members**

Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

#### **Section 4. Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

#### **Section 5. Non-voting Membership**

The board shall have the authority to establish and define non-voting categories of membership.

### **ARTICLE II. MEETINGS OF MEMBERS**

#### **Section 1. Regular Meetings**

Regular meetings of the members shall be held quarterly, at a time and place designated by the President/Secretary.

#### **Section 2. Annual Meetings**

An annual meeting of the members shall take place between January to March of new financial year, of which will be designated by the President. At the annual meeting the members shall elect Executive Committee positions, receive reports on the activities of the association, and determine the direction of the association for the coming year.

#### **Section 3. Special Meetings**

Special meetings may be called by the President, or the Executive Committee. A petition signed by five percent (5%) of voting members may also call a special meeting.

#### **Section 4 Notice of Meetings**

Notice via electronic means of each meeting shall be given to each voting member, by email and any other electronic messaging options, not less than two weeks prior to the meeting.

#### **Section 5. Quorum**

A quorum for a meeting of the members shall consist of at least twenty percent (20)% of the active membership.

Note: You can set the quorum requirements for member meetings in your Bylaws and/or your Articles of Incorporation. Check with your Secretary of State office to see if what quorum requirements may apply to your member meetings.

#### **Section 6. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

### **ARTICLE III. EXECUTIVE COMMITTEE**

#### **Section 1. General Powers**

The affairs of the Incorporation shall be managed by its Executive Committee. Executive Committee shall have control of and be responsible for the management of the affairs and property of the Incorporation.

#### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Executive Committee shall be fixed from time-to-time by the Executive Members but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, Five Vice-Presidents, the Secretary, the Treasurer, and any other office holders.

The members of the Executive Committee shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Executive Committee must be approved by a majority vote of the members present and voting. No vote on new members of the Executive Committee shall be held unless a quorum of the Executive Committee is present as provided in Section 6 of this Article.

Each member of the Executive Committee shall be a member of the Incorporation whose membership fees are paid in full and shall hold office for up to a three-year term.

President/Founder of the Incorporation will hold the position until he resigns from the position.

Newly elected members of the Executive Committee who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Executive Committee may serve additional three-year terms

Each member of the Executive Committee must attend at least 80% of meetings per year.

#### **Section 3. Regular and Annual Meetings**

An annual meeting of the Executive Committee shall be held at a time and day in the month of January of each calendar year and at a location designated by the Executive Committee. The Executive Committee may provide by resolution the time and place, for the holding of regular meeting. Notice of these meetings shall be sent to all members of the Executive committee via email correspondence no less than seven (7) days, prior to the meeting date.

#### **Section 4. Special Meetings**

Special meetings of the Executive Committee may be called by or at the request of the President or any two members of the Executive Committee. The person or persons authorized to call special meetings of the Executive Committee may fix any location.

## **Section 5. Notice**

Notice of any special meeting of the Executive Committee shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Executive Member may waive notice of any meeting.

## **Section 6. Quorum**

The presence, in person of a majority of current members of the Executive Committee shall be necessary at any meeting to constitute a quorum. The act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by law or by these by-laws.

## **Section 7. Forfeiture**

Any member of the Executive Committee who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article shall automatically forfeit his or her seat. The Secretary shall notify the Executive Member in writing that his or her seat has been declared vacant, and the Executive Committee may forthwith immediately proceed to fill the vacancy. Members of the Executive Committee who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 12 of this Article in these by-laws.

## **Section 8. Vacancies**

Whenever any vacancy occurs in the Executive Committee, it shall be filled without undue delay by a majority vote of the remaining members of the Executive Committee at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Executive Members.

## **Section 9. Compensation**

Members of the Executive Committee shall not receive any compensation for their services as Executive Members.

## **Section 10. Informal Action by Executive Members**

Any action required by law to be taken at a meeting of the Executive Member, or any action which may be taken at a meeting of Executive Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Executive Member following notice of the intended action to all members of the Executive Committee.

## **Section 11. Confidentiality**

Executive Members shall not discuss or disclose information about the Incorporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Incorporations' purposes or can reasonably be expected to benefit the Incorporation. Executive Members shall use discretion and good business judgment in discussing the affairs of the Incorporation with third parties. Without limiting the foregoing, Executive Members may discuss upcoming fundraisers and the purposes and functions of the Incorporation, including but not limited to accounts on deposit in financial institutions.

## **Section 12. Removal.**

Any member of the Executive Committee may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Executive Members if in their judgment the best interest of the Incorporation would be served thereby. Each member of the Executive Committee must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Executive Committee shall automatically be removed from office.

Members of the Executive Committee who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the

Executive Committee pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 12 of this Article.

#### **ARTICLE IV. MEMBERS OF THE EXECUTIVE COMMITTEE**

The Members of the Executive Committee are:

- The President
- Vice-President – Public Relations & Marketing
- Vice President – Finance
- Vice President – Events
- Vice President – Administration
- Vice President – Member Affairs
- Secretary
- Treasurer

All Members have the status of active members of the Executive Committee.

#### **Responsibilities of Executive Committee Member**

Committee members have specific functions and responsibilities under the Act, including:

- ensuring all documents in their possession that belong to the association are delivered to the public officer within 14 days after vacating office
- ensuring that the register of committee members contains all the required particulars
- disclosing an interest in a matter that conflicts with the performance of their duties
- ensuring information obtained as a committee member is not used dishonestly
- ensuring their position as a committee member is not used dishonestly
- carry out his or her functions for the benefit, as far as practical, of the association and with due care and diligence
- appointing a public officer and ensuring that any vacancy is filled within 28 days
- appointing additional authorised signatories and removing such appointments
- ensuring that annual general meetings are held within 6 months after the close of the association's financial year
- ensuring proper minutes and financial records are kept and financial statements prepared in accordance with requirements for either a Tier 1 or Tier 2 association
- lodging an annual summary of financial affairs with the prescribed fee within 1 month of the association's annual general meeting
- ensuring that the association's full name appears on all official documents and publications
- ensuring that the association does not incur debts that are not expected to be repaid
- ensuring that the association does not do any act with intent to defraud
- ensuring that any document addressed to the association is brought to the attention of the committee as soon as practicable
- complying with any additional duty set out in the constitution.

In addition, members of the committee should:

- be aware of the duties of the public officer and ensure they are properly carried out
- ensure that new committee members are aware of their statutory obligations and responsibilities to the association
- ensure that appropriate internal financial controls are implemented for all payments made on behalf of the association. As a matter of good corporate governance, the committee should provide oversight and authorise/approve payments regularly. As a minimum, this should be undertaken at each committee meeting.

## **Section 1. President**

The President shall preside at all meetings of the membership. The President shall have the following duties other than those outlines in the Constitution:

- a. He shall preside at all meetings of the Executive Committee.
- b. He shall have general and active management of the business of this Executive Committee.
- c. He shall see that all orders and resolutions of the Members and Executive Members are brought to the Executive Committee.
- d. He shall have general superintendence and direction of all other officers of this Incorporation and see that their duties are properly performed.
- e. He shall submit a report of the operations of the program for the fiscal year to the Executive Committee and members at their annual meetings, and from time to time, shall report to the Executive Committee all matters that may affect this program.
- f. He shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

## **Section 2. Vice President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

### **I. Vice-President – Public Relations & Marketing**

The Vice-Presidents for Public Relations & Marketing, duties other than those outlines in the Constitution:

- a. He shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Executive Committee.
- b. Plan and carry out Public Relation campaigns and strategies.
- c. Monitor public and media opinion.
- d. Writing and editing advertisements, press releases, social media contents, speeches, website contents, flyers, newsletters.
- e. Be the Spokesperson for Association's brand.
- f. Managing and updating websites and social media posts.
- g. Managing, arranging and overseeing events.
- h. Devising and coordinating photo opportunities.

### **II. Vice-President – Finance**

The Vice-Presidents for Finance, duties other than those outlines in the Constitution:

Is responsible for all financial aspects of the Association.

- a. He shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Executive Committee.
- b. Mange the Association budget – forecasting future income and expenses, creating budgets and balance sheets, and ensuring spending is within budget limits
- c. Preparing financial reports
- d. Conducting financial transactions – oversee all financial transactions, including issuing payments, collecting funds and investing money.
- e. Ensuring Compliance with financial regulation and laws
- f. Keeping an accurate record of all internal and external financial transactions and perform financial audits wherever necessary.

### **III. Vice-President – Events**

The Vice-Presidents for Events, duties other than those outlines in the Constitution:

- a. She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Executive Committee.
- b. Understand requirement of each event
- c. Plan event with attention to financial and time constraints
- d. Book venues, catering, decorators, entertainment etc and choose the best combination of quality and cost.
- e. Manage all events operations.
- f. Oversee event happenings and act quickly to resolve problems.
- g. Evaluate event's success and submit report.

#### **IV. Vice-President – Administration**

The Vice-Presidents for Administration, duties other than those outlines in the Constitution:

- a. To work with and as directed by Secretary to gain an understanding and knowledge of the work undertaken by the Council.
- b. General office administration including receiving membership registration form, responding to queries, complaints and requests for information from council members.
- c. To issue correspondence as requested and provide timely reports to the council
- d. Assist Secretary in preparing agendas and minutes of the meetings.
- e. To receive and deal with correspondence and documents and to liaise with members of the public on behalf of the Council.
- f. Prepare welcome packs for new members.
- g. To update the actions list from committee meetings

#### **V. Vice-President – Member Affairs**

The Vice-Presidents for Member Affairs, duties other than those outlines in the Constitution:

- a. Provide a high standard of member service by displaying friendly, responsive, courteous and effective communication to member enquiries.
- b. Ensure members receive accurate, consistent, responsive and timely information and assistance by taking ownership of the relationship with the member, to ensure member needs are identified and met.
- c. Ensure all applications, transactions and instructions from members are processed in a timely manner with the highest of accuracy and professionalism.
- d. Resolve member complaints in an appropriate and timely manner within Council procedures.
- e. Provide Membership registration services to members as necessary, maintaining and enhancing knowledge and skills, ensuring processes adhere to Council procedures.

### **Section 3. Secretary**

The Secretary shall attend all meetings of the Executive Committee, and all meetings of members, and assisted by Administration team. The Secretary's duties shall consist of (other than those outlined in the Constitution):

- a. She shall record all votes and minutes of all proceedings in a book/file (Electronic method preferred) to be kept for that purpose.
- b. She in consent with the President shall make the arrangements for all meetings of the Executive Committee, including the annual meeting of the organization.
- c. Assisted by Administration team, she shall send notices of all meetings to the members of the Executive Committee and shall take reservations for the meetings.
- d. She shall perform all official correspondence from the Executive Committee as may be prescribed by the Executive Committee or the President.



## **Section 4. Treasurer**

The Treasures duties shall be other than those outlined in the Constitution:

- a. She shall submit to the President and Executive Committee for approval of all expenditures of funds raised by the Executive Committee.
- b. She shall present a complete and accurate report of the finances raised by this Executive Committee at each meeting of the members, or at any other time upon request to the Executive Committee.
- c. It shall be the duty of the Treasurer to assist in direct audits.
- d. Works with Finance team to keep up-to-date records of all financial related matters, help analyse and review the budget, provide budget problem solving recommendation.
- e. She shall perform such other duties as may be prescribed by the Executive Committee or the President under whose supervision she shall be.

## **ARTICLE V. OTHER COMMITTEES**

### **Section 1. Committee Formation**

The Executive Committee may create committees as needed, such as fundraising, events, etc. The President appoints all committee chairs.

### **Section 2. Finance Committee**

The treasurer is the chair of the Finance Committee, which includes three other executive members. The Finance Committee is responsible for developing and reviewing financial plans, process and procedures, fundraising plans, and the annual budget. The Executive Committee must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Executive Committee showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, executive members, and the public.

## **ARTICLE VI. – Conflict of Interest and Compensation**

### **Section 1: Purpose**

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a member or Executive members of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

### **Section 2: Definitions**

- a. Interested Person  
Any member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest  
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

### **Section 3. Procedures**

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the President and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
  1. An interested person may make a presentation at the committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  2. The President of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  3. After exercising due diligence, the committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. **Violations of the Conflicts of Interest Policy**
  1. If the committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the

financial interest, any action taken to determine whether a conflict of interest was present, and the committee's decision as to whether a conflict of interest in fact existed.

- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **ARTICLE VII. AMENDMENTS**

### **Section 1. The Constitution**

The Constitution may be amended in any manner at any regular or special meeting of the Executive committee, provided that specific written notice of the proposed amendment of the Constitution setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail.

### **Section 2. Bylaws**

The Executive Committee may amend these Bylaws by majority (80%) vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

## **ADOPTION OF CONSTITUTION AND BYLAWS**

We, the undersigned, are all of the Executive Members of this Incorporation, and we consent to, and hereby do, adopt the Constitution and foregoing Bylaws of this Incorporation.

ADOPTED AND APPROVED by the Executive Committee on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Mohammed Shameem, President – NSW Fiji Business Council Inc.

\_\_\_\_\_  
ATTEST: Shynia Singh, Secretary – NSW Fiji Business Council Inc.