

**CONSTITUTION AND RULES OF THE
FIJI AUDIO VISUAL INDUSTRY ASSOCIATION**

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NAME

The name of the Association is the Fiji Audio Visual industry Association.

1. OBJECTIVES

- (a) To collate, develop, review, promote and represent the Audio Visual industry providing effective service, support and direction for our members and generally to establish a good understanding between them for their mutual benefit.
- (b) To bring about intellectual property awareness in Fiji Islands.
- (c) To assist and advise members in relation to the imposing of restrictive conditions on the conduct of any business or industry.
- (d) To diffuse information on all matters affecting the association or the members and to print issue and circulate such industry newsletters journals papers books circulars and any other like undertakings as may seem conducive to any of these objects.
- (e) To provide legal assistance in any case in which it may appear to the Executive Committee that the interests of the association are affected and that such assistance should be rendered.
- (f) To raise funds for carrying on the business of the Association by subscriptions and such other means as approved from time to time by the Executive Committee.
- (g) To affiliate with any other body whose aims and objects are similar to those of this Association.
- (h) To lobby the interest of the members of the Association with the Government and or any other authority and enter into any arrangement with any Governments or authorities that may seem to be conducive to the Association's objects or any of them and to obtain from them and exercise any rights privileges licenses and concessions which may seem necessary or desirable.
- (i) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- (j) To cultivate and obtain reciprocal relations with kindred bodies or institutions both locally and internationally.
- (k) To represent the interests of members in hearings dispute conferences etc conducted by the Copyright Tribunal on all matters which may have an effect whether adverse or beneficial on the majority of members of the Association.
- (l) To make submissions to the Government and other authorities in the drafting and presentation of any legislative issues.
- (m) To assist in the collation of evidence required for criminal and/ or civil proceedings and to assist Police and Prosecution at any stage of proceedings where necessary and/ or requested.
- (n) To indemnify any member of the Association in respect of any action taken or to be taken or any liability incurred or to be incurred by such member in any manner which the Association may consider would further the objects and policy of the Association.
- (o) To do all such lawful acts and things as are incidental or conducive to the attainment of the above objects and it is hereby declared that the intention is that the Association shall have power to do any of the matters herein mentioned (whether in one or more paragraphs) apart

from or in addition to any other of the said matters and none of the general or other descriptions given in this clause shall be limited or restrained by reference to the name of the Association or by reference to matters of the same or similar kind to those elsewhere in this clause mentioned or referred to or be otherwise limited or restrained by any other part of this clause not containing an express limitation or restraint nor by any inference to be drawn from such other part and so that the objects specified in this Constitution may be carried out and acted upon in as full and ample a manner and construed in as wide a manner as if each of the paragraphs hereof defined the objects of a separate and independent Association.

2. QUALIFICATION FOR MEMBERSHIP

Any person or persons carrying on the business of Retail, Rental and otherwise dealing in Audio and or Video or other intellectual property shall be eligible for membership. Members shall be regularly and normally engaged in the industry, which the Association represents and shall not, be a member of another industrial association.

The decision of the Executive Committee managing the Association upon any question as to the qualification of any person or persons for membership (or admission as an Associate or Corporate Member) shall be final.

Applications for membership shall be made to the Secretary or any other authorised person in writing preferably on the prescribed application form.

Applicants for membership shall be advised in writing of the various benefits of membership, the financial obligations arising from membership and the circumstances and manner in which a member may resign from the organization.

3. ASSOCIATES

- (a) Members of the Association who become ineligible for membership by reason of their disposing of their business or by retirement or for any other reason approved by the Executive Committee may make application to the Executive Committee as Associates to the Association.
- (b) Such Associates shall be entitled to receive all notices and attend meetings of the Association but shall not be entitled to vote at any meeting involving policy decisions.
- (c) Associates will not be eligible for election to any position on the Executive Committee but may be asked to serve on specialist sub-committees or advisory panels authorised by the Executive Committee.
- (d) Associates shall pay to the Association an annual subscription to be determined from time to time by the Executive Committee. A current fee schedule will be published in the first issue of the Association's Newsletter at the beginning of each calendar year. A copy is also to be available during business hours from the Association's office upon request from any member.
- (e) The Executive Committee may at its discretion award special Honorary Associate Memberships to retiring members who have performed outstanding service to the industry.

4. CORPORATE MEMBERSHIP

- (a) Available to those members of the supply and distribution industry servicing the retail business members. Distributors, warehousing, supply and voluntary group organizations are eligible.

- (b) Corporate Members will not be eligible for election to any position on the Executive Committee but may be asked to serve on specialist sub-committees or in a non-voting advisory situation.
- (c) Corporate membership fees will be established at the discretion of the Executive Committee and may be adjusted by that body from time to time. A current fee schedule will be published in the first issue of the Association's Journal at the beginning of each calendar year. A copy is also to be available during business hours from the Association's office upon request from any member.
- (d) Membership will entitle the member organisation to various publications approved by the Executive Committee and will additionally give access to each of those advisory services and facilities considered to be of mutual interest to all sectors of the industry.

5. REGISTER OF MEMBERS

The Executive Committee shall cause to be prepared and to be regularly updated a register of members of the Association, which shall be open for inspection by Association members, at the registered address of the Association during normal business hours. The following particulars shall be entered therein:

- (a) The name of every member or officer and;
 - (i) in the case of a person who is an individual, the person's ordinary place of residence;
 - (ii) in the case of a corporation that is a member of an Industrial Organization of employers, the address of its registered office;
 - (iii) in the case of a person who, at the date of becoming a member, or renewing membership, is residing elsewhere than at the member's ordinary place of residence, that place and the place where the member is residing at that date;
- (b) the date on which each person is entered in the register as a member or, as the case may be, an officer; and
- (c) the date on which each person ceases to be a member or, as the case may be, an officer during the year for which the register is kept. A register required by this subsection may be kept in the form of a book or books (bound or loose leaf) or a computer print-out.

Particulars required by this subsection to be entered in a register are to be entered therein opposite and relative to the name of the person to whom they relate, or otherwise in a manner such that the person to whom they relate is easily identified.

Such other particulars as the Executive Committee may from time to time think fit.

The Executive Committee shall ensure that the Secretary advises on an annual basis to the Administrator General the number of members of the Association in whatever format is deemed appropriate by the office of the Administrator General

6. CESSATION OF MEMBERSHIP

- (a) Any member may resign from the Association by giving notice in writing and shall pay all arrears of subscription that are due to date of resignation. A notification of resignation is taken to be duly given if it is left at the registered office of the Association or it is addressed to the Association or any officer thereof and sent by post to the registered office of the Association. If a person who wants to terminate their membership of the Association specifies in a notification of resignation a day on which or a time at which the resignation is to be effective being a day or time subsequent to the time when the notification is duly given the person's membership of the Association terminates on the day or at the time as specified and not before.

7. CANCELLATION BY EXECUTIVE COMMITTEE

(a) If any member ceases to be qualified for membership or neglects to pay the required subscription to the Association within three (3) months after the same becomes due, the membership may be cancelled and the name removed from the Register.

(b) If a member is found by the Executive Committee to have been guilty of any of the following:-

(i) a serious breach of these Rules; or

(ii) misappropriation of the funds of the Organization; or

(iii) conducted themselves in a manner intended, or likely to bring the Organization and/or its members into disrepute;

the Executive Committee may, at its option, impose a fine not exceeding \$500, and/or suspend the membership of the member, or expel the member from the Organization.

(c) A complaint against any member in relation to a matter specified in (b) may be made by any other member, and shall be in writing and delivered to the President. Such complaint shall show with sufficient particularity the nature of the complaint and the general nature of the evidence proposed to be submitted in support thereof.

(d) The President shall forward a copy of the complaint to the member who is the subject of the complaint, and shall afford sufficient time for the preparation of a Defence to the complaint, before the complaint is heard by the Executive Committee.

(e) Upon the hearing of the complaint, the Executive Committee shall adopt such procedures as it sees fit, provided that the member who is the subject of the complaint and the member making the complaint, are both given a full opportunity to be heard, including calling witnesses and examining witnesses called by the other party, and so that the rules of natural justice are observed as far as the circumstances reasonably permit.

(f) If the Executive Committee determines that the member is guilty of a matter referred to in paragraph (b), it shall proceed to determine the penalty (if any) which should be imposed. The member may appeal to a General Meeting of members against any such determination or penalty. A simple majority vote of members present (including by proxy) shall be sufficient to decide any such appeal. The appeal shall be conducted in accordance with the procedures decided by the General Meeting, and in accordance with the rules of natural justice.

8. SUBSCRIPTION

(a) Every member shall pay to the Association an Annual Subscription to be determined from time to time by the Executive Committee. A current fee schedule will be published in the first issue of the Association's Newsletter at the beginning of each calendar year. A copy is also to be available during business hours from the Association's office upon request from any member. The first years subscription shall be as follows: Ordinary Members:\$500.00 plus VAT; Associate Members: \$250.00 plus VAT; Corporate Members: \$1000.00 plus VAT.

(b) The financial year of the Association will commence 1st January. Subscriptions shall be payable in advance and shall commence from the date the member's application for admission is approved by the Executive Committee.

- (c) An amount, to be decided upon by the Executive Committee, may be set aside from each member's annual subscription fee as subscriptions to publications as selected by the Executive Committee.

9 MANAGEMENT

- (a) The Supreme Authority of the Association shall be vested in the Annual General Meeting, and subject to that Authority, the Association shall be governed by the Executive Committee.
- (b) The Management of the Association is vested in six (6) persons of the Executive Committee comprising the President, Treasurer, Secretary, and three (3) ordinary members.
- (c) The President, Treasurer and Secretary shall be members of the Executive Committee by virtue of their election to each of those offices.
- (d) In the event of a casual vacancy occurring for a position on the Executive Committee during the financial year, the remaining members of the Executive Committee may determine whether such vacancy should be filled by the holding of an ordinary election or by the appointment by the Executive Committee of a person to occupy that office for the balance of the unexpired term, PROVIDED THAT if the balance of the unexpired term exceeds twelve months or three-quarters of the term of office, whichever is the greater, then the casual vacancy must be filled by the holding of an ordinary election. The person appointed or elected as the case may be to fill the casual vacancy or a further casual vacancy, need not have the same membership qualifications as the person who last vacated that office.
- (e) Attendance at Executive Meetings is a paramount requirement and obligation of all Executive members. Failure to attend a meeting of the Executive Committee without reasonable excuse for three consecutive ordinary or special meetings (unless leave of absence is granted by the Executive Committee) will be considered a substantial breach of these Rules within the meaning of paragraph (g) hereof.
- (f) The Executive Committee shall have power to appoint sub-committees and to make such by-laws as they consider necessary, provided they are not inconsistent with anything contained in these Rules. Such by-laws must be approved by a General Meeting of the members prior to being effective for the purposes of regulating the affairs of the Organisation.
- (g) A member of the Executive Committee may be removed from office if that member is found by a majority vote of the remaining members of the Executive Committee to be guilty of:
 - (h) misappropriation of the funds of the Organization; or
 - (ii) a substantial breach of the Rules; or
 - (iii) Gross misbehaviour or gross neglect of duty;

or if the member has ceased to be eligible to hold office under these Rules.

Any financial member of the Association may be nominated (subject to his or her approval) for any of the positions on the Executive Committee.

10. MEETINGS OF MEMBERS

The Executive Committee shall be elected by way of a secret vote which shall be a direct vote postal ballot system at the Annual Meeting of members held before the end of February in each year, of which every member shall have at least 30 (thirty) days notice. A notice of meeting including a nomination form for use by any member shall be printed in the Association's Newsletter on at least

two (2) prior occasions (i.e. two (2) months prior and one (1) month prior) to the month of the Annual General Meeting.

Nominations for such Executive Committee must be lodged with the Secretary at least 21 (twenty-one) days before the day of election, signed by the proposer and seconder and candidate all of whom shall be financial members of the Association.

11. SPECIAL GENERAL MEETINGS

Special General Meetings of members of the Association may be held at such times and places as may be directed upon by the Executive Committee or upon a request in writing by not less than ten (10) financial members.

12. MEETINGS OF THE EXECUTIVE COMMITTEE

(a) The Executive Committee, of whom until otherwise determined three (3) shall form a quorum, shall meet at least once in each three months. Advice of each meeting shall be forwarded by mail to each committee member. The President or two (2) members of the Executive Committee may at any time direct the Secretary to convene a Special Meeting.

(b) A Meeting of the Executive Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Executive Committee generally.

13. RESIGNATION OF EXECUTIVE COMMITTEE

In the event of the whole of the Executive Committee resigning they shall continue to act until their successors are appointed at a Special General Meeting of the Association called for the purpose.

14. RETIRING OFFICERS TO ACT & PERIOD OF OFFICE

Officer-Bearers shall hold office annually and shall be eligible for re-election, they may hold office until their successors have been elected.

15. PRESIDENT

The President shall preside at all meetings at which he or she is present and shall be an ex-officio member of all Committees and have a deliberate as well as a casting vote. Any candidate nominated shall be a financial member of the Association. The President shall retire annually and shall be eligible for re-election. In the absence of the President from any meeting of the Association or Committee, the chair shall be taken by any Office- Bearer but should any such officers not be present then the meeting shall appoint a Chairperson for the time being.

16. TREASURER

The Treasurer shall satisfy himself or herself of the correctness of the Secretary's record of all moneys received being the property of the Association and its disbursements and where required produce same to the Executive Committee. The Treasurer shall present to the Annual Meeting a statement of accounts duly audited.

17. SECRETARY

The Secretary shall be elected at the Annual General Meeting of the Association, and shall be a member of the Executive Committee of the Association. The Secretary shall have no voting rights whatsoever, and will not be remunerated for his or her services in connection with the Executive Committee.

The Secretary shall satisfy himself or herself of the correctness of the recording of all moneys received being the property of the Association and its disbursements and where required produce same to the Executive Committee.

The Secretary shall ensure that the accounts of the Association are duly audited once a year, at the end of the financial year or more frequent as may be determined by the Executive Committee. The Secretary shall present to the Treasurer a statement of annual accounts. The Secretary shall ensure that such accounts shall be available for inspection by any financial member of the Association during normal business hours. The Secretary shall receive all money on behalf of the Association and see that receipts are given for same on printed forms to be supplied by the Association, filling in the butts or blocks all particulars thereof which butts or blocks he or she shall when required produce to the Executive Committee with the Bank Pass Book. Every receipt issued to a member of the Association during the last preceding period of twelve months shall be kept.

The Secretary shall ensure that accurate minutes of the proceedings of Association meetings are kept and enter same in the Minute Book of the Association.

18. OTHER STAFF

The Executive Committee may at its discretion appoint such assistants as may be required for effectively carrying on the work of the Association and may pay such assistants for their services such sums as may be agreed upon.

19. PROCEEDINGS AT ANNUAL GENERAL MEETINGS

The business of the Annual General Meeting shall be to receive and consider the annual statement of accounts and the Annual Report to elect the Office-Bearers and the Executive Committee in place of those retiring and to transact any other business which under these rules ought to be transacted at the General Meeting.

The order of business shall be as follows:-

- (i). Confirmation of the minutes of the previous meeting.
- (ii). Consideration of Annual Report.
- (iii). Consideration of Statement of Accounts.
- (iv). Election of Officers
- (v). General Business.

20. VOTING AT MEETINGS

Every question submitted to a meeting shall be decided by a show of hands and in the case of an equality of votes, the Chairperson shall both on a show of hands and at a Ballot have a deliberate as well as a casting vote.

21. SUSPENSION AND/OR REMOVAL OF STAFF

The Executive Committee shall have full power to suspend and/or remove any servant of the Association for any neglect of duties or other misconduct.

22. FUNDS

All moneys received shall be banked to such account as directed by the Executive Committee in the name of the Association and shall be drawn by cheque to be signed by the Treasurer and Secretary of the Association and such other persons as the Executive Committee may appoint from time to time. Funds may be expended for the day to day operation of the Association providing they are (i) budgeted for and (ii) subsequently approved by the Executive Committee. All items of a capital nature over the sum of \$5000 whether budgeted for or not, must be separately approved at the time of intending purchase.

23. NOTICES

Any notices of meetings or otherwise may be given to any member personally or by leaving same at the member's registered address or through the post.

Executive Committee shall from time to time make, repeal and amend all such by-laws and regulations (not inconsistent with these Rules) as they shall think expedient for the internal management and well being of the Association. All by-laws and regulations made by the Executive Committee under this Rule shall be binding upon the members until repealed by the Executive Committee or set aside by a resolution of a General Meeting of the Association.

24. ALTERATION OR ADDITION TO RULES

Alterations of, or additions to these Rules shall be effected only at a General Meeting of members of the Association on the resolution of a three to one majority of the members present. Notice of addition or alteration must be lodged with the Secretary in writing thirty (30) days before the meeting at which it is to be considered. A copy of the proposal must be contained in the notice paper of such meeting on at least one occasion prior to the meeting.

25. INVESTMENT OF FUNDS

(a) The Executive Committee shall be constituted an Investment Board whose duty it shall be to determine the investment of funds of the Association.

(b) Funds in the care of the Association shall be operated as directed by the Executive Committee or any special sub-committee that may be formed to control a specific fund.

(c) The make-up of such a sub-committee can, at the discretion of the Executive Committee, include full and associate members.

(d) Any expenditure by way of loan grant or donation to any recipient of any amount exceeding or in the aggregate exceeding \$1000 is not to be made unless the Executive Committee has satisfied itself that the making of the loan grant or donation would be in accordance with the other rules of the Industrial Organization and in the case of a loan that the security proposed to be given for the repayment of the loan is adequate and the proposed arrangements for the repayment of the loan are satisfactory.

(e) The Executive Committee must approve the making of any loan grant or donation.

(f) The Executive Committee may approve expenditure by way of a loan grant or donation to a member of the Association of an amount not exceeding or in the aggregate not exceeding \$3000 if the loan grant or donation is for the purpose of relieving the member or any of the member's dependants from severe financial hardship. In the case of a loan, the Executive Committee must be satisfied as to the provisions for security (if any) and repayment of the loan.

(g) All donations, grants or loans made in accordance with these provisions must be advised to the Industrial Registrar as soon as is practical after the end of the financial year. Such statement to be signed by an officer of the Association.

(h) All property of the Association shall be in the name of the Association.

26. REGISTERED OFFICER

The Secretary for the time being shall be the Registered Officer of the Association.

27. REGISTERED OFFICE

The registered office of the Association shall be at C/o Hari Ram & Associates, Barristers & Solicitors, Narseys Building, 89-100 Renwick Road, Suva (P.O. Box 2177, Government Buildings, Suva) or such other place and such postal address as the Executive Committee may deem appropriate from time to time. The registered office shall also be the place of meeting for the business of the Association unless otherwise arranged by the Executive Committee from time to time and it shall be the place where all books of record of the association be kept.

28. DISSOLUTION OF ASSOCIATION

If at any General Meeting a resolution for the dissolution of the Association shall be passed by a majority of members present, the Executive Committee shall hold a referendum of the Association membership. The referendum paper shall include a copy of the resolution which was passed at the General Meeting.

The Executive Committee shall appoint a Returning Officer for the referendum who shall declare the result of the referendum at a Special General Meeting called for the purpose.

If the result of the referendum affirms the resolution the Executive Committee shall thereupon proceed to dissolve the Association.

If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association to be determined by the members of the Association at or before the time of dissolution.

29. INDEMNIFICATION OF MEMBERS, OFFICE BEARERS, INDEMNIFIED SERVANTS AND AGREEMENT NOT TO SUE

The Secretary, any other Officer of the Association, every member of its various Committees and every Indemnified Servant shall be indemnified against, and it shall be the Association's duty, out of its funds, to pay all costs, losses, charges, and expenses which any Secretary or other Officer and every Indemnified Servant may incur, or become liable for, by reason of any contract entered into, or act or deed done by him or her as such, Secretary or other Officer and every Indemnified Officer in the discharge of his or her duties, except the same shall happen by or through his or her own wilful default, and any such members of its various Committees, Secretary or other Officers entitled to such indemnity shall, on the establishment of his or her claim thereof, have a lien on the property of the Association for the amount thereof.

If at any time it is expressed in a minute of the Executive Committee that a person shall cease to be an Indemnified Servant then such servant shall thereupon cease to be an Indemnified Servant and the Executive Committee shall forthwith take all reasonable steps to notify such servant that he has ceased to be an Indemnified Servant.

Every member of the Association hereby agrees not to sue or take legal proceedings of any nature whatsoever to seek to recover loss or damage to any person whether natural or corporate occurring as a result of any opinions, advice or information provided to any person by the Association its servants or agents.

30. EXECUTION OF DOCUMENTS

In all other matters the Executive Director or Secretary together with the President or the Treasurer in their absence such other officer/s authorised by the Executive Committee shall execute all documents required by law.

All such documents shall be executed under the Seal of the Association and only after authority by resolution of the Executive Committee.

31. CUSTODIAN OF THE COMMON SEAL

The Secretary shall be the Custodian of the Association Seal, which may be affixed by the Secretary in the presence of the President or such other person or persons as the Executive Council may appoint on their behalf. Any instrument duly shall be deemed to be duly executed if signed by the President and the Secretary or such other person(s) as the Executive Council may appoint on its behalf.

32. RULES

A copy of these Constitution and Rules shall be given to any member within seven (7) days of joining the Association and thereafter on demand upon payment of the sum of five dollars (\$5.00).

A copy of these rules shall be displayed in the registered office of the Association.

APPROVED AND ADOPTED BY THE INAGURAL GENERAL MEETING OF THE ASSOCIATION HELD AT DAMODAR BROTHERS (FILMS) LIMITED OFFICE AT 46 GORDON ST, SUVA ON THE 21ST DAY OF JUNE 2006.

CERTIFIED

.....

PRESIDENT (SIGNATURE)

.....

NAME:

.....

SECRETARY (SIGNATURE)

.....

NAME: