

# BUILDING INNATE RESILIENCE THROUGH HEARTS



## CONSTITUTION AND RULES

### 1. NAME

The name of the Organisation shall be "Building Innate Resilience Through Hearts. (In the constitution referred to as "BIRTH Fiji").

### 2. OBJECTS

Organisation objective is to provide counselling services, advocacy and social work and to organise community trainings, workshops and events to enhance and promote mental and physical wellness in our community:

- To assist in the process of social integration and personal realisation of underprivileged women, children and the vulnerable.
- to preserve and strengthen the family as a unit, to develop caring interpersonal relationships, to enable individuals and family members to prevent and eliminate domestic violence and to deal with them when they arise, and to provide suitable services to meet needs
- To endorse the human rights and in particular the rights of the women and children as well as the rights of the vulnerable;
- To encourage and popularise voluntary work.
- To serve as a nonprofit organisation
- To form branches in areas in need of the services of the organisation

### Board of Trustees.

The Board of Trustees consists of five representatives who must have passion for community development programs in Fiji. Three trustee positions are independent and are to be filled by persons who have an eagerness to serve the people of Fiji. The two remaining positions are filled by the Coordinator and the elected Staff Representative. The Coordinator fulfils the role of Chairperson of the Board, and the Staff Representative the role of Secretary. The Board is responsible for advising on policy development and implementation; appointment of the Coordinator; assumes responsibility for the financial integrity of the organisation and will approve the strategic and annual work plans of BIRTH Fiji. The Board is expected to convene three times per year. Its tasks include monitoring the performance of the Coordinator relative to the delivery of stated objectives in the annual work plans.

### Coordinator

The position of Coordinator is appointed by the Board of Trustees. There is no fixed term for the Coordinators position and the appointment can only be terminated by the Board or through resignation of the incumbent. The Coordinator assumes responsibility for implementing and delivering the outputs defined in work plans and the implementation of policies approved by the Board of Trustees.

The Coordinator oversees the allocation of resources to provide administrative, financial and logistical support to the various activities undertaken by the organisation; provides supervision and support to staff working in program areas, and actively promotes the organisation to the Government of Fiji, key stakeholders and donors.

### **3. MEMBERSHIP**

- (a) Membership is open to anyone who is interested in helping the group to achieve its aim and willing to abide by the rules of the group.
- (b) The Management Board shall have the power to refuse membership to an applicant, where it is considered such membership would be detrimental to the aims, or activities of the group.
- (c) Subject to the approval of the board, become a member on payment of an entrance fee of \$50.00 FJD.
- (d) Any member desiring to resign from the Organisation shall submit her resignation to the secretary, which shall take effect from the date of receipt by the secretary of such notice.
- (e) Any member may be expelled from membership if the board so recommends and if a general meeting of the Organisation shall resolve by a two-thirds majority of the members present that such a member should be expelled on the grounds that her conduct has adversely affected the reputation or dignity of the Organisation, or that she has contravened any of the provisions of the constitution of the Organisation. The board shall have power to suspend a member from her membership until the next general meeting of the Organisation following such suspension but notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which her expulsions to be considered.
- (f) Non attendance of three consequent meetings without giving an apology or having a genuine reason for not attending shall be deemed not interest in the organization and may be voted out of membership by the rest of the members.
  
- (g) Any person who resigns or is removed from membership shall not be entitled to a refund of her subscription or any part thereof or any moneys contributed by him at any time.
- (h) Every member shall have one vote at general meetings.

### **4. OFFICE BEARERS**

- (a) The office bearers of the Organisation shall be :
  - (i) The chairperson
  - (ii) The Vice-chairperson
  - (iii) The Secretary
  - (iv) The Treasurer

all of whom shall be fully paid-up members of the Organisation and shall be elected at the annual general meeting to be sheld in every three years. (See also rule 6 (b) below).

- (b) All office bearers shall hold office from the date of election until the third annual general meeting subject to the conditions contained in sub-paragraphs (c) and (d) of ther rule but shall be eligible for re-election.

- (c) Any office bearer who ceases to be a member of the Organisation shall automatically cease to be an office bearer thereof.
- (d) Office bearers may be removed from office in the same way as is laid down for the expulsion of members in rule 3 (d) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

## **5. DUTIES OF OFFICE BEARERS**

- (a) Chairman - the Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the board and at all general meetings.
  - (b) Vice-Chairman - the Vice-Chairman shall perform any duties of the Chairman in her absence.
  - (c) Secretary - the Secretary shall deal with all the correspondence of the Organisation under the general supervision of the board. In cases of urgent matters where the board cannot be consulted, she shall consult the Chairman or if she is not available, the Vice-Chairman. The decisions reached shall be subject to ratification or otherwise at the next board meeting. She shall issue notices convening all meetings of the board and all general meetings of the Organisation and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Organisation and of the board.
  - (d) Treasurer - the Treasurer shall receive and shall also disburse, under the directions of the board, all moneys belonging to the Organisation and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him. The Treasurer is responsible to the board and to the members that proper books of account of all moneys received and paid by the Organisation are written up, preserved and available for inspection.
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- (b) Any casual vacancies for members of the board caused by death or resignation shall be filled by the board until the next annual general meeting of the Organisation. Vacancies caused by members of the board removed from office will be dealt with as shown in rule 4 (d).

## **7. DUTIES OF THE BOARD**

- (a) The board shall be responsible for the management of the Organisation and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties. The board shall have power to appoint such sub-boards as it may deem desirable to make reports to the board upon which such action shall be taken as seems to the board desirable.
- (b) All moneys disbursed on behalf of the Organisation shall be authorized by the board except as specified in rule 12 (d).

- (c) The quorum for meetings of the board shall be not less than four members.

## **8. GENERAL MEETINGS**

- (a) There shall be two classes of general meetings - annual general meetings and special general meetings.

- (b) (i) The annual general meeting shall be held not later than December in each year. Notice in writing or by email of such annual general meetings, accompanied by the annual statement of account (see rule 11 (b)) and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meetings and, where practicable not less than 14 days before the date of the meetings.

- (ii) The agenda for any annual general meeting shall consist of the following:

- (a) Confirmation of the minutes of the previous annual general meeting.
  - (b) Consideration of the accounts.
  - (c) Election of office bearers and the board members (and trustees where necessary in accordance with rule 10).
  - (d) Appointment of auditors in accordance with rule 11 (a).
  - (e) Such other matters as the board may decide or as to which notice shall have been given in writing by a members or members to the secretary at least four weeks before the date of the meeting.
  - (f) Any other business with the approval of the Chairman.
- (c) A special general meeting may be called for any specific purpose by the board. Notice in writing of such meeting shall be send to all members not less than 7 days before the date thereof.
  - (d) A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than four members and such meetings shall be sheld within 21 days of the date of the requisition. The notice for such meeting shall be as shown in rule 8 (c) and no matter shall be discussed other than that stated in the requisition.
  - (e) Quorum for general meetings shall be not less than four of the registered members of the Organisation.

## **9. PROCEDURE AT MEETINGS**

- (a) At all meetings of the Organisation the Chairperson, or in her absence, the Vice-Chairperson, or in the absence of both these officers, a member selected by the meeting shall take the chair.
- (b) The Chairperson may at her discretion limit the number of persons permitted to speak in favour of and against any motion.

- (c) Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairperson shall have a second or casting vote.

## **10. TRUSTEES**

- (a) All land, buildings and other immovable property and all investments and securities which shall be acquired by the Organisation shall be vested in the names of not less than two trustees, one of whom shall be a member of the Organisation and shall be appointed at an annual general meeting for a period of three years. On retirement such trustees shall be eligible for re-election. A general meeting shall have the power to remove any of the trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting.
- (b) The trustees shall pay all income received from property vested in the trustees to the Treasurer. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be reported by the trustees to the board which shall authorise expenditure of such moneys as it thinks fit.

## **11. AUDITOR**

- (a) An auditor shall be appointed for the following year by the annual general meeting. All the Organisation's accounts, records and documents shall be opened to the inspection of the auditor at any time. The Treasurer shall produce an account of her receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the annual general meeting. The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouchshd and in accordance with the law or report to the Organisation in what respect they are found to be incorrect, unvouchshd or not in accordance with the law.
- (b) A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for her duties as may be resolved by the annual general meeting appointing him.
- (c) No auditor shall be an office bearer or a member of the board of the Organisation.

## **12. FINANCE**

- Any money obtained by the group shall be used only for the group.
- Any bank accounts opened for the group shall be in the name of the group.
- Any cheque issued shall be signed by at least two of any three nominated signatures.
- The Management Board lead by the Coordinator will ensure that the group stays within the budget.

**NOTE: These purposes should be as concise as possible and must be consistent with the objects set out in rule 2.**

- (a) All moneys and funds shall be received by and paid to and receipted by BIRTH Fiji and shall be deposited in the name of the Organisation in any bank or banks approved by the board.
- (b) No payments shall be made out of the bank account without the president or a resolution of the board authorizing such payment via a payment voucher signed by the chairperson or approved officer.
- (c) All cheques on such bank account shall be signed by the treasurer and two other office bearers of the Organisation who shall be appointed by the board.
- (d) A sum not exceeding FJD 200 may be kept by designated office staff for petty disbursements of which proper account shall be kept.
- (e) The board shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Organisation and shall have power to appoint another person in her place. Such suspension shall be reported to a general meeting to be convened on a date not later than two months from the date of such suspension and the general meeting shall have full power to decide what further action should be taken in the matter.
- (f) The financial year of the Organisation shall be from 1st January to 31st December.

### **13. BRANCHES**

Branches of the Organisation may be formed with the approval of the board and the Registrar of Societies and they will adopt the same constitution as that of the headquarters with the following exceptions:

- (a) The aims and objects will not include the formation of branches.
- (b) Amendments to the constitution can only be made by the headquarters of the Organisation in accordance with the provisions of rule 14.
- (c) The provisions of rule 15 shall apply to branches but, in addition, branches will not be dissolved without consultation with their headquarters.

### **14. AMENDMENTS TO THE CONSTITUTION**

Amendments to the constitution of the Organisation must be approved by at least a two-thirds majority of members at a general meeting of the Organisation. They cannot, however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

**NOTE : The last sentence of ther rule should not be included if the Organisation is applying for exemption from registration.**

## **15. DISSOLUTION**

- (a) The Organisation shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 8 (e). If no quorum is obtained, the proposal to dissolve the Organisation shall be submitted to a further general meeting which shall be held one month later. Notice of the meeting shall be given to all members of the Organisation at least 14 days before the date of the meeting. The quorum for the second meeting shall be the number of members present.
- (b) **Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers. Subject to the payment of all the debts of the Organisation, the balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed. . Any assets shall be returned to their providers/donors, if they require it, or shall be passed to another group with similar aims.**

## **16. Application of surplus**

The organisation shall remain a not for profit. Any surplus cash shall be used as a general reserve for the continuation and development of the services.

## **17. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS**

The books of account and all documents relating thereto and a list of members of the Organisation shall be available for inspection at the registered office of the Organisation by any officer or member of the Organisation on giving not less than seven days notice in writing to the Organisation. (This rule applies to registered societies only).