

BY-LAW

Of

SKILLS ACADEMY CO-OPERATIVE LIMITED

NAME: 1. The name of the co-operative shall be:-

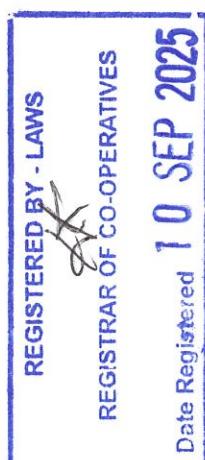
SKILLS ACADEMY CO-OPERATIVE LIMITED

ADDRESS: 2. The registered office of the co-operative shall be:-

Lot 2, Borete Street, Nadawa, Nasinu, Naitasiri

OBJECTS: 3. The objects of the co-operative shall be:-

- (a) **To provide** affordable and accessible technical training, certification, and upskilling programs in engineering trades, construction, workplace safety, and other related fields.
- (b) **To promote** and uphold the principles of worker ownership, democratic governance, and shared leadership in all aspects of the Co-operative's operations.
- (c) **To create** dignified work opportunities and economic security for members through training, contracting services, and microenterprise support.
- (d) **To offer** professional services, quality products, and technical expertise that benefit both members and the wider community.
- (e) **To promote** and integrate workplace safety, environmental sustainability, and social responsibility in all co-operative activities.
- (f) **To establish** and operate training centres, mobile training units, and community-based workspaces that are member-managed and aligned with the Co-operative's mission.
- (g) **To engage** in strategic partnerships, outreach programs, and contracts that support inclusive, worker-led and community-based development.
- (h) **To foster** a culture of mutual support, lifelong learning, and continuous member education in line with co-operative principles.
- (i) **To ensure** that financial surpluses are reinvested into the Co-operative's mission, development programs, and member services, and not distributed as private profit.
- (j) **To uphold** and promote international co-operative principles including voluntary and open membership, democratic member control, member economic participation, autonomy and independence, education and training, co-operation among co-operatives, and concern for the community.
- (k) **To organise** workshops, seminars, and conferences that encourage knowledge sharing, innovation, and best practices across co-operative sectors.
- (l) **To empower** women, youth, and marginalized groups through inclusive programs that promote equitable participation in co-operative activities.
- (m) **To monitor and evaluate** training programs and update curricula in response to evolving skill and industry needs in Fiji.



- (n) **To obtain and supply** goods, materials, and consumables from producers, manufacturers, dealers, co-operatives, or other entities, and to distribute or sell these to members.
- (o) **To promote** traditional communal farming (solesolevaki) as a foundation for increased root crop and cash crop productivity among members.
- (p) **To diversify** into fishing and marine-based economic activities, and to provide members with expert advice on sustainable fishing practices.
- (q) **To develop** eco-tourism initiatives that generate income and promote environmental and cultural sustainability in communities.
- (r) **To encourage** thrift, savings, mutual help, and co-operation to improve the social and economic well-being of members.
- (s) **To diversify** into commercial transport services and motor vehicle maintenance relevant to members' business interests.
- (t) **To engage** with government bodies and authorities to obtain licenses, permits, and concessions that further the Co-operative's objectives.
- (u) **To tender** for institutional contracts and sub-contract works to members upon successful bid awards.
- (v) **To acquire**, lease, or invest in vehicles, machinery, and equipment needed for Co-operative operations.
- (w) **To raise** capital by borrowing from banks or other lending institutions for development purposes, subject to the by-laws.
- (x) **To promote** co-operative principles and practices among members, including affiliations or collaborations with other co-operatives or associations.
- (y) **To promote** socio-economic welfare through multi-sector activities such as retail, agriculture, livestock, fisheries, manufacturing, transport, training, and services.
- (z) **To undertake any lawful** business or activity consistent with the Co-operative's vision and mission, and conducive to the advancement of its members and communities.

AREA OF OPERATIONS :

- 4. The area of operations shall be: Republic of Fiji

MEMBERSHIP :

- 5. The members shall consist of: -
 - (a) Persons who join in the application for registration; and
 - (b) Persons admitted in accordance with these by-laws.
- 6. Every member of the co-operative must be: -
 - (a) Of the age of 18 years and upwards;
 - (b) Is a citizen or resident of Republic of Fiji Islands;
 - (c) Resident within the area of operations;
 - (d) Of good character and sound mind;



- (e) Not be an undischarged bankrupt at the time of admission.
 - (f) The holder within **Thirty (30)** days of his election, must hold at least **100** shares in the Co-operative. Until he/she is the holder of **100** shares, he/she shall have no right to vote or to hold any office.
7. Application for membership shall be made through the Secretary and shall be disposed of by the Board who may grant or refuse admission.
8. Membership shall be terminated by: -
- (a) Death;
 - (b) Removal of residence from the area of operations of the co-operative;
 - (c) Permanent insanity;
 - (d) Expulsion as provided for in by-law 9;
 - (e) Withdrawal after application in writing to the Secretary giving one year's notice.
9. A member may be expelled for any action which is held by the Board and confirmed by a General Meeting to be dishonest or contrary to the stated objects of the co-operative or if a member carried out or attempted to carry out an act seriously detrimental to the co-operative or if he or she failed to respect any or all the duties stipulated in Section 39 of the Co-operative Act.
10. The procedure for expulsion of a member shall include: -
- a) A period of notice of at least two months;
 - b) A written notification thereof stating the reasons for the expulsion and;
 - c) The member shall have the right to defend himself or herself before the Board or General Meeting prior to the decision.
11. If the expulsion was decided by the Board, the expelled member may appeal to the next General Meeting whose decision shall be final: Provided that such appeal shall not suspend the effects of the decision.
12. On the death of a member, the co-operative may transfer the share and any interest of that member to the person nominated in accordance with Section 31 of the Co-operative Act. If there is no person so nominated, the person as may appear to the Board to be the heir or personnel representative of the deceased member shall be transferred, the sum representing the amount of the deceased member's share and other interest in the co-operative.

The co-operative shall also pay the amount of all money due to the deceased member from the co-operative to the heir, legal representative



or nominee as the case may be after the debts of the deceased to the co-operative has been fully settled.

GENERAL MEETINGS:

13. The General meeting shall be convened by the Board and shall be the supreme organ of deliberation and decision making of the co-operative and its decisions shall be binding on all members, even on those absent or dissenting. At least Twenty-one (21) days notice shall be given by public notice at the co-operative's registered office, by personal invitation or any other methods that guarantee that all members have been duly notified.
14. The first general meeting shall be held as soon as possible after registration and its functions are described in Section 53 (2) of the Co-operative Act.
15. The Annual General Meeting of a co-operative shall be convened by the Board once in every year within six months from the end of the financial year which shall be the 30th day of June in each year.
16. In the absence of an Annual General Meeting convened by the Board, the members themselves shall have the power to convene the Annual General Meeting and its functions are described in Section 54 (3) of the Co-operative Act.
17. The Ordinary General Meetings of the co-operative may be held on regular basis in addition to the mandatory Annual General Meeting and the functions of such meeting are described in Section 55 (2) of the Co-operative Act.
18. A Special General Meeting of the co-operative shall be convened if the Board deems it necessary and in accordance with Section 56 (1) (a) and (b) of the Co-operative Act. The matter to be decided by the Special General Meeting is described in Section 56 (2) of the Co-operative Act.

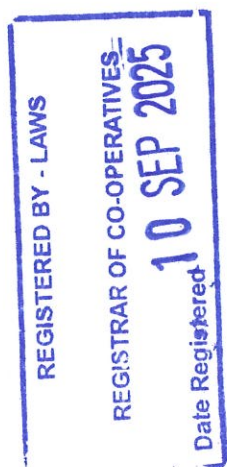


VOTING RIGHTS AT THE GENERAL MEETING:

19. Every member shall have one vote in the affairs of the co-operative, irrespective of the number of shares a member holds and such vote shall be exercised in person and not by proxy;

BOARD :

20. The Board shall consist of at least ...6...directors elected by the General Meeting from among the members and the number of Board directors shall be ...6... members. The quorum for a Board Meeting shall be ...4.....
21. The Chairperson of the Board and the Vice-Chairperson shall be elected by Secret Ballot during the General Meeting.



22. The Board shall be elected for a term of three (3) years arranged so that ...2... directors are elected each year. The maximum number of consecutive terms a director may serve is six (6) years.
23. If there is any vacancy on the Board as a result of death, resignation, expulsion or withdrawal or for any other reason, it shall be filled at the next Annual General Meeting.
24. The Board shall meet when convened by its Chairperson and, in his or her absence, by the Vice-Chairperson as often as the interests of the co-operative shall require and at least once every three months. It shall also be convened on the request of one third of its members.
25. The quorum for the Board Meeting shall be at least one half or at least three members present whichever is higher.
26. The services of Board members shall be honorary; however a member of the Board may receive an honorarium on the authority of a resolution to that effect passed by the General Meeting of the co-operative.
27. A Board member shall cease to hold office if such member has absented himself or herself from two consecutive meetings without the leave of the Chairperson.
28. The decisions of the Board shall be taken by a majority of the votes cast and in case of equality of votes; the Chairperson shall have a casting vote.
29. In the conduct of the affairs of a co-operative the members of the Board shall exercise the prudence and diligence of ordinary persons of business and shall be jointly and severally liable for any losses sustained through any of their actions which are contrary to this by-law or the directives of the General Meeting.

CHAIRPERSON:

30. The Chairperson shall preside at all General Meetings and all meeting of the Board and shall perform the other duties conferred upon him or her by the by-laws.

SECRETARY:

31. The Secretary shall serve the co-operative on a regular basis and shall carry out the duties conferred upon him or her by the by-laws which shall include the duty to:
 - (a) Maintain, or cause to be maintained, correctly and up-to-date the co-operative's registers, books and papers other than the financial accounts of the co-operative;
 - (b) Summon and attend the General Meetings and meetings of the Board and to record the proceedings in the minute book;
 - (c) Conduct and sign its correspondence on behalf of the Board.

TREASURER:

32. The Treasurer shall serve the co-operative on a regular basis and shall carry out the duties conferred upon him or her in the by-laws which shall include the duty to: -
- (a) Maintain, or cause to be maintained, correctly and up-to-date the co-operative's accounts and accounting records;
 - (b) Take charge of all financial transactions of the co-operative and to secure the safekeeping of the co-operative's funds;
 - (c) Prepare, or cause to be prepared, all necessary receipts, vouchers and accounts required by the Act, the Regulations and the by-laws.

AUDIT :

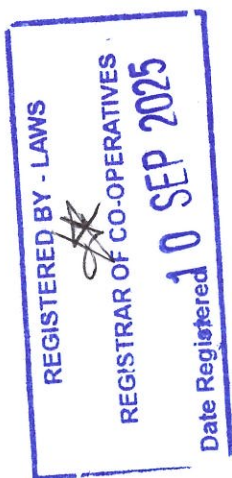
33. The co-operative shall cause its accounts to be audited at least once every year by a certified auditor or any certified audit institution or by any person authorised by the Registrar.
34. The co-operative shall, as soon as practicable, but not later than six months after the end of the financial year, submit to the Registrar an annual report on its activities during the year, together-with two certified copies of the audited financial statements of the co-operative and the auditor's report for that year after they have been approved by the Annual General Meeting.

FINANCE :

35. The capital of the co-operative shall be raised by any or all of the following:
- (a) Entrance fees which shall not be refundable except in cases where an application for membership has been rejected;
 - (b) Shares subscribed and paid-up by each member; which can be withdrawn after termination of membership as stipulated in by-law (12);
 - (c) Reserves formed by allocation of surplus at the end of the financial year which shall be indivisible share capital of the co-operative;
 - (d) Grants, donation and other contributions in cash or kind from public or private donor organisations:

Provided that the Registrar shall be informed by donors of the amount of the grant, donations or other contributions including the names of beneficiaries within two months providing grant, donations or contribution ;

- (e) Capital borrowed from members in the form of voluntary savings deposits, from other co-operatives or banks and public or private credit institutions, or from any other technical or financial assistance organisation subject to the conditions and restrictions as are provided for in by-law (43);





- (f) Other contributions by members to the equity capital of the co-operative.
36. The authorised capital of the co-operative shall be **\$10,000**, divided into **10,000** shares of **one dollar (\$1)** each. The minimum number of shares to be held by each member shall be **\$100**.
37. The liability of a member for the debts of the co-operative shall not exceed the nominal value of the shares held by the member.
38. All shares shall be paid up prior to allotment:
- Provided that at least ten per cent (10%) of the minimum share contribution shall be payable on admission to the co-operative.
39. The co-operative shall invest or deposit its funds and no investments above **\$1000** shall be made without the prior approval of the General Meeting.
40. The funds of the co-operative shall be applied only to the furtherance of its stated objects.
41. The financial year of the co-operative shall end on 30th day of June in each year.
42. The co-operative shall receive deposits and loans from members and non-members only to such extent and under such conditions as prescribed in By-law (43).
43. The co-operative shall from time to time fix at a General Meeting the maximum liability it may incur in loans or deposits whether from members or non-members. The figure so fixed shall be subject to the approval of the Registrar in consultation with the National Co-operative Federation. The co-operative shall not receive loans or deposits, which will make its liability, exceed the limit sanctioned.
44. When the funds of the co-operative are kept in a Bank, Cheques shall be signed by any two conjointly with the Chairperson; the Secretary or Treasurer. Crossed order cheque received by the co-operative shall be endorsed by anyone of the Chairperson, Secretary, or Treasurer.

DISTRIBUTION OF SURPLUS:

45. After the statutory contribution to the reserve fund has been made in accordance with Section 100 of the Co-operative Act the remainder of the surplus resulting from the operations of the co-operative during the financial year together with any surplus carried forward from preceding years shall be utilised for any or all of the following purposes:-
- (a) Bonus paid to members according to their volume of transaction with the co-operative;
- (b) A sum not exceeding ten per cent (10%) of its net surplus to an educational fund;

- (c) Interest paid on share capital which shall not exceed twenty per cent (20%);
- (d) Incentive bonus paid to employees and workers of the co-operative
- (e) May distribute a part of its net surplus among the members in the form of bonus shares;
- (f) Allocation to any special funds as approved by the General Meeting.

RESERVE FUND:

46. The co-operative shall maintain a reserve fund.

At least fifty per cent (50%) of its surplus resulting from the transactions of the co-operative with its members during the financial year shall be credited to the reserve fund for the first 4 years after registration and at least thirty per cent (30%) annually thereafter. The fund shall:

- (a) Be utilised in the business of the co-operative; or
 - (b) Be applied to meet occasional deficiencies incurred by the co-operative; or
 - (c) Be invested.
47. At least twenty-five per cent (25%) of the allocation to the reserve fund shall be transferred to the National Reserve Investment Trust Fund which is administered by the National Co-operative Federation.
48. The Reserve Fund shall be indivisible and no member shall be entitled to claim any specified share in it.

SALE OF PRODUCE

49. All the member farmers are to sell their crops to the co-operative.
50. The management should ensure the uniformity of payment for the purchase of produce from member farmers and shall inform members of price changes.
51. The management shall grade the cassava supplied by the farmers and member shall be informed beforehand about the grading system.
52. The management shall be given the liberty to purchase from non-members to fulfil their quota.
53. Every member shall produce to the co-operative his expected volume of cassava and 10 cents per kg deducted at source from member's cassava proceed.
54. The Board shall excuse a member who does not supply his expected quota given that the member has a genuine reason for not meeting his target.



GENERAL:

55. In the event of the liquidation of the co-operative, the assets, including the reserve fund, shall be applied first to the costs of liquidation, then the discharge of all deposit liabilities to its depositors, then to the discharge of all other liabilities of the co-operative, then the payment of share capital held by members and then the payment to members of a dividend or bonus at a rate not exceeding twenty per cent (20%) for any period during which no dividend or bonus was in fact paid. Any sums unclaimed after two years shall be paid by the Registrar to the National Co-operative Federation for the furtherance of any objectives related to the co-operative development.



