CHAPTER 142

LAND DEVELOPMENT

SECTION 23 - FIJI LAND CORPORATION (ESTABLISHMENT) ORDER

TABLE OF PROVISIONS

PARAGRAPH

Legal Notice No. 172 of 1979

Short title

1. This Order may be cited as the Fiji Land Corporation (Establishment) Order.

Establishment of Corporation

2. There is hereby established a corporation to be known as the Fiji Land Corporation for the purpose of purchasing freehold and leasehold agricultural estates and the developing, subdividing, selling or leasing of parts or the whole thereof, being a project planned by the Authority in the discharge of its functions under the Act.

Constitution

3. All matters in respect of which provision is required to be made in terms of sections 23 and 24 of the Act are embodied in the constitution of the corporation which is set out in the Schedule.

SCHEDULE

LAND DEVELOPMENT AUTHORITY

CONSTITUTION OF THE FIJI LAND CORPORATION

NAME

1. The name of the corporation is FIJI LAND CORPORATION.

ADDRESS

2. The registered office of the Corporation will be at Rodwell Road, Suva or at such other place in Fiji as the Board may from time to time determine.

INTERPRETATION

3. In this Constitution-

"Act" means the Land Development Act;

"Authority" means the Land Development Authority established under the provisions of the Land Development Act;

"Board" means the Board of Management of the Corporation;

"Corporation" means the Fiji Land Corporation established by the Authority;

"General Manager" means the person appointed by the Board to act for the time being as the general executive for the Corporation;

"Member" means a member of the Board of Management of the Corporation and includes the Chairman and Deputy Chairman.

OBJECTS

4. The objects for which the Corporation is established are:-

(a) to purchase freehold and leasehold agricultural estates;

(b) to develop, subdivide, sell or lease any part or the whole of any agricultural estate so acquired;

(c) to occupy and work or manage the land or any portion of the land so acquired and to carry on any agricultural or pastoral business thereon;

(d) to purchase take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Corporation may think necessary for the purpose of its business and in particular any land, buildings, plant and stock-in-trade and to construct maintain and alter any building and generally carry out any works necessary for the purpose of the Corporation;

(e) to draw, make, accept, endorse, discount, execute and issue Bills of Exchange, Bills of Lading, Warrants and other negotiable or transferable instruments;

(f) to enter into contracts or working arrangements either alone or jointly with any other companies or persons to accomplish works of all descriptions in keeping with these objects;

(g) to borrow money antler accept aid by way of grant or loan in cash or kind for the furtherance of the above objects and may mortgage or charge any of its assets to secure repayments of any moneys borrowed or loans raised;

(h) to do all such other things as are incidental or conducive to the attainment of the above objects;

(i) notwithstanding any of the foregoing, implementation of any of the objects shall be undertaken only with the approval of the Authority.

FINANCE

5. The funds of the Corporation shall be applied only to the furtherance of its stated objects in accordance with this Constitution.

6. The Board with the approval of the Authority shall have the power to raise funds for the furtherance of the

objects of the Corporation to a limit to be determined from time to time by the Authority, and may mortgage or charge any of its assets to secure repayment of any moneys borrowed.

7. The funds of the Corporation shall be held and applied in the manner determined by the Board from time to time with the prior approval of the Authority.

8. The financial year of the Corporation shall end on 31 December in each year.

9. All monies of the Corporation other than those which have been invested and/or applied towards repayment of loans and such sum as is approved by the Board from time to time to meet day-to-day expenses, shall be kept in a bank. All monies received by the Corporation will be banked intact and all payments made by the Corporation shall be made by cheque. Cheques shall be signed by any two of the nominees of the Board. Cheques received by the Corporation may be endorsed for deposit by any nominee of the Board.

10. In the event of the winding up and dissolution of the Corporation any surplus funds that may remain after the creditors have been paid shall be transferred to and vested in the Authority as prescribed in section 24(5) of the Act.

AUDIT

11. The Authority shall appoint an auditor or auditors who shall make a report to the Corporation on the accounts examined by him and on every balance sheet and profit and loss account and the report shall state:-

(a) whether or not he has obtained all the information and explanations that he has required;

(b) whether or not in his opinion proper books of accounts have been kept by the Corporation in so far as appears from his examination of those books;

(c) whether or not in his opinion the balance sheet and the profit and loss account have been properly drawn up to give a true and fair view of the business of the Corporation for its financial year.

12. The auditors may order the Corporation to maintain such books and records as are necessary for the operations of the Corporation and the purpose of audit.

13. The Board shall present the audited accounts to the Minister for Agriculture and Fisheries.

14. Such audited accounts shall be submitted to the Authority for approval in compliance with section 23(2)(d) of
the Act within three months of the expiry of the Corporation's financial year, or within such further period as the
Authority may approve.

BOARD OF MANAGEMENT

15. The Board shall be the executive authority of the Corporation and subject to any direction from the Authority
and the Constitution of the Corporation it shall manage the affairs of the Corporation.

16.- (1) Membership of the Board shall consist of:-

(a) a Chairman who shall be appointed by the Minister for Primary Industries for a term of three years but
may be reappointed for a further term;

(b) not more than six nor fewer than three members who shall be appointed by the Minister and who
shall, subject to the provisions of the Act, hold office for a term of three years subject to such conditions
as the Minister may determine and may be eligible for re-appointment.

(2) The General Manager if not an appointed member of the Board shall be an ex officio member but without
voting rights.

17.- (1) The members of the Board shall be paid such fees and expenses as the Board, with the prior approval of
the Authority, may from time to time direct.

(2) The Corporation shall keep for inspection by the Authority a current list of its officers.

18. Meetings of the Board shall be called by the Chairman, the General Manager or a majority of its members.
Meetings shall be held whenever necessary but not less than once every three months. Fourteen (14) days' notice
of a meeting shall be given to all Board members, but if the Board has decided to hold a meeting on a fixed day or
date in each month or fixed months no notice of such meeting need be given.

19. The quorum for a Board meeting shall be three (3) members.

20. In the case of an equality of votes the Chairman shall have a casting vote.

21. The Board shall keep a minute book recording the place, date, proceedings and names of members present at each of its meetings.

22. The Chairman may authorise the appointment of a Secretary to the Board.

23. Should any elected member of the Board fail to attend three consecutive Board meetings without satisfying the Board that he had reasonable cause for absence, he shall cease to be a member.

24. The Authority, or the Board, may remove from office any Board member or employee who has become a mental patient, bankrupt or is convicted of a criminal act.

25. In the conduct of the affairs of the Corporation the members of the Board shall be responsible for any loss sustained through any acts which are contrary to the Constitution of the Corporation or the directions of the Board or the Authority:

Provided that no member shall be personally liable for such loss arising out of acts done in good faith and without negligence.

26. The Board shall have power to enter into contracts on behalf of the Corporation. Such contracts shall bear the signatures of the Chairman and the General Manager. Any contracts so signed and/or executed shall, notwithstanding that it be afterwards discovered that there were some defect in the appointment of any such Chairman or General Manager, or that they or any of them were disqualified, be as valid and binding on the Corporation and the members thereof as if every person had been duly appointed and was duly qualified.

27. To facilitate the transaction of business the Board shall have power to appoint sub-committees composed of Board members. Subject to any general directions of the Authority the Board may delegate authority to the General Manager or any other individual to conduct the day-to-day business of the Corporation and to appoint employees as may be necessary and fix their remuneration.

RELATIONS WITH THE LAND DEVELOPEMNET AUTHORITY

28. The Corporation must at all times comply with the provisions of the Act and any order made thereunder.

29. Any programme or project which is beyond the scope of the regular day-to-day business of the Corporation or outside the general directions issued by the Authority must have the prior approval of the Authority before it can be undertaken.

30. The duties of the General Manager shall include responsibility for ensuring that the Board complies with the requirements of the Authority. The prior written confirmation of the Authority shall be obtained for the appointment or dismissal of any General Manager.

31. The Corporation shall provide an annual report of its activities to the Authority and any interim reports requested by the Authority.

32. –(1) If the Corporation fails to comply with the requirements of clause 14 or if the annual report, accounts or report of the auditors should give cause for dissatisfaction, the Authority may require an investigation be made into the affairs of the Corporation.

(2) Failure to comply with the requirements of any clause in this Constitution may lead to an investigation of the Corporation's affairs by the Authority.

33. Where the Authority requires to investigate any aspect of the Corporation's affairs it may require any member of the Board or the General Manager or any other servant of the Corporation to furnish a full explanation of any relevant matter within a time to be stipulated by the Authority.

34. Where, as a result of investigation into the affairs of the Corporation, the Authority deems it necessary to do so, it may exercise all or any of the following powers:-

(a) remove or suspend from office any member or members of the Board or servant of the Corporation;

(b) appoint for such a period as it thinks fit any person or persons to hold office as additional members of the Board;

(c) suspend for such a term as it thinks fit the powers of the Board and appoint one or more competent persons to exercise all the powers of the Board;

(d) impose such restrictions, conditions or exceptions as it thinks fit on the powers of the Corporation;

(e) give such directions as it thinks fit for the conduct of the business of the Corporation;

(f) order the winding up and dissolution of the Corporation in accordance with section 24(4) of the Act.

35. The Authority with or without application from the Board may amend this Constitution at any time and give notice thereof to the Board.