

Land Development Act 1961

LAWS OF FIJI

LAND DEVELOPMENT ACT

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*Ordinances Nos. 19 of 1961,
14 of 1963,
37 of 1966,
Legal Notice No. 112 of 1970,
Acts Nos. 22 of 1975,
11 of 1983*

AN ACT TO PROVIDE FOR THE ESTABLISHMENT OF A LAND DEVELOPMENT AUTHORITY TO PROMOTE AND CARRY OUT PROJECTS FOR LAND DEVELOPMENT, IMPROVEMENT AND SETTLEMENT, FOR MAKING FUNDS AVAILABLE THEREFOR, AND PURPOSES CONNECTED THEREWITH.

[12 August 1961]

PART I - PRELIMINARY

Short title

1. This Act may be cited as the Land Development Act.

Interpretation

2. In this Act, unless the context otherwise requires-

"Authority" means the Land Development Authority established under this Act;

"Chairman" means the Chairman of the Authority, and includes the Deputy Chairman and any temporary Chairman appointed under section 15;

"corporation" means a corporation established under section 23;

"financial year" means the calendar year;

"land" includes land covered by water within Fiji and the continental shelf as defined in the Continental Shelf Act;

(Cap 149.)

"local development board" or "board" means a local development board established under section 26;

"member" or "member of the Authority" means any member of the Authority appointed under section 15, and includes the Chairman, Deputy Chairman, a temporary Chairman and any temporary member.

(Amended by Act 22 of 1975 s. 2.)

PART II - LAND DEVELOPMENT AUTHORITY

Establishment, duties and powers of Authority

- 3.- (1) There shall be established for the purposes of this Act a body, to be known as the Land Development Authority.

(2) It shall be the duty of the Authority to promote and assist the investigation, formation and carrying out of projects for the development, improvement and settlement of land.

(3) The Authority shall have power, for the purpose of the discharge of its duty under subsection (2)-

(a) to carry on all activities the carrying on whereof appears to it to be requisite, advantageous or convenient for or in connection with the discharge of its said duty;

(b) to appoint managing agents;

(c) to initiate and carry out by itself or through its managing agents or any corporation or local development board schemes for the development, improvement and settlement of land;

(d) to initiate and carry out by itself or through its managing agents or any corporation or local development board schemes for the processing and marketing of produce;

(e) to approve land development, improvement and settlement schemes and schemes for the processing and marketing of produce proposed by any public or private body or person, and to give assistance to any such body or person, including financial assistance by way of grant, loan or otherwise;

(f) to carry on any of the activities listed in paragraphs (a), (c), (d), (g) and (h) in association with any public or private body or person or as managing agents or otherwise on their behalf;

(g) to make loans, subject to such conditions including management by staff approved by the Authority, as the Authority may think fit, in accordance with the provisions of this Act;

(h) to do anything and to enter into any transaction (whether or not involving expenditure, borrowing in accordance with the provisions of this Act, receiving grants of land or money, holding land or money, investing money, granting loans of money, the acquisition, use and disposal of any real or personal property, including rights) which in its opinion is calculated to facilitate the proper discharge of its functions or is incidental or conducive thereto.

(Amended by Ordinance 37 of 1966, s. 92.)

(4) The Authority shall not promote, carry out, assist or participate in any such project or activity as is referred to in subsection (3), until such measures for consultation with the Government and all interested parties, including owners of land as appear to the Minister to be appropriate have been taken.

(Amended by Legal Notice 112 of 1970.)

Additional functions of the Authority

4. In addition to the duties imposed by this Act, the Authority may undertake such other functions and administer and expend such other monies for such purposes as the Minister may assign to the Authority, and in so doing the Authority shall be deemed to be fulfilling the purposes of this Act and the provisions of this Act shall apply to the Authority in respect of such functions and the administration and expending of such monies:

Provided that the accounts of such monies shall be kept separate and apart from the other accounts of the Authority and of every corporation.

Funds of the Authority

5. The funds and resources of the Authority shall consist of-

- (a) such sums as may be appropriated to the Authority by vote or resolution of Parliament;
 - (b) such other sums as may be given to the Authority by any public or private body or person;
 - (c) such sums as may be borrowed by the Authority for the purpose of meeting any of its obligations or discharging any of its duties;
 - (d) any property, investments, mortgages, charges or debentures acquired by or vested in the Authority and any monies earned or arising therefrom;
 - (e) all sums from time to time received by or falling due to the Authority in respect of the repayment of the principal of any loan made by the Authority or the interest payable in respect of any such loan;
 - (f) all other monies or property which may in any manner become payable to or vested in the Authority in respect of any matter incidental to its powers and duties.
- (Amended by Legal Notice 112 of 1970.)

Balancing of revenue account

6. It shall be the duty of the Authority so to exercise and perform its functions under this Act as to secure that the total revenues of the Authority are sufficient to meet all sums properly chargeable to its revenue account, including, without prejudice to the generality of that expression, provisions in respect of a reserve fund if established and depreciation and interest on capital, taking one year with another.

Reserve fund

7.- (1) The Authority may establish a reserve fund.

(2) The management of the reserve fund, and the sums to be paid from time to time to the credit thereof and the application thereof shall be as the Authority may determine:

Provided that no part of the reserve fund shall be applied otherwise than for purposes of the Authority.

Powers of expenditure

8. The Authority may from its funds and other resources-

(a) pay any expenses lawfully incurred by the Authority, including survey, legal and other fees and costs, and the remuneration of agents, technical advisers, officers or servants appointed by the Authority, including reimbursement for out of pocket expenses and contributions to any provident fund established by the Authority under the provisions of this Act or established by any other Act;

(b) pay any other expenses, costs or expenditure properly incurred or accepted by the Authority in the execution of its duty or in the discharge of its functions under this Act;

(c) purchase or hire plant, equipment, machinery, stores and any other materials and pay the cost of the acquisition of any land and the erection of any buildings and the carrying out of any works and undertakings in the execution of its duty or in the discharge of its functions under this Act;

(d) repay any monies borrowed under this Act and the interest due thereon or set apart any sum required to be transferred to a sinking fund for the purpose of making provision for the repayment of such monies and the interest thereon.

Borrowing powers

9. The Authority may from time to time borrow, with the consent of and upon such terms and conditions as the Minister may approve, any sums required by it for meeting any of its obligations or discharging any of its duties.

(Amended by Legal Notice 112 of 1970.)

Temporary loans and overdraft

10. Without prejudice to the provisions of section 9, the Authority may borrow by way of temporary loan or overdraft from a bank or otherwise any sum which the Authority may temporarily require for the purpose of defraying the administrative expenses of the Authority:

Provided that the Authority shall not be empowered to borrow any sum so that the total indebtedness in respect of borrowings under this section shall at any one time exceed \$2,000.

Power to issue stock, etc.

11.- (1) The Authority may from time to time, with the approval of the Minister, borrow money by the issue of bonds, debentures or debenture stock, or raise capital by the issue of shares or stock of such class and value and upon such terms as it may deem expedient, for all or any of the following purposes:-

- (a) the provision of working capital;
 - (b) the fulfilling of the duties of the Authority under this Act;
 - (c) the fulfilling of such additional functions as may be undertaken by the Authority under this Act;
 - (d) the redemption of any shares or stock which it is required or entitled to redeem;
 - (e) any other expenditure properly charged to capital account.
- (Amended by Legal Notice 112 of 1970.)*

(2) The Authority may make rules not inconsistent with the provisions of this Act to provide for such matters in connection with shares, stock, bonds, debentures or debenture stock issued under this Act as may appear necessary or expedient to the Authority, and, in particular, for regulating the method of issue, transfer, redemption or other dealing with such shares, stock, bonds, debentures or debenture stock.

Investments

12. The funds of the Authority and any reserve fund, without prejudice to the provisions of section **3**, and any sinking fund, may be invested in any securities authorised by law for the time being for the investment of trust funds or in such other manner as the Minister may from time to time approve.

(Amended by Legal Notice 112 of 1970.)

Accounts and audit

13.- (1) The Authority shall keep or shall cause to be kept proper accounts and other records in respect of its operations and of all corporations established by the Authority, and shall cause to be prepared statements of accounts in respect of each financial year.

(2) The accounts of the Authority and of each such corporation shall be audited by auditors appointed by the Authority.

Report

14.- (1) The Authority shall, as soon as conveniently possible after the end of each financial year, submit to the Minister a report containing-

- (a) an account of its work during the year; and
- (b) a statement of the accounts of the Authority duly audited in accordance with the provisions of section **13**.

(2) A copy of the report together with a copy of the report of the auditors shall be laid

before Parliament.

(Amended by Legal Notice 112 of 1970.)

Constitution of Authority

15.- (1) The Authority shall be a body corporate under the name of the Land Development Authority, and by that name shall have perpetual succession and may hold land and sue and be sued and may do all other matters and things incidental or appertaining to a body corporate and not inconsistent with the provisions of this Act.

(2) Service upon the Authority of any notice, order or document shall be effected by delivering the same or by sending it by registered post to the secretary of the Authority.

(3) The Authority shall consist of-

(a) a Chairman and a Deputy Chairman, who shall be appointed by the Minister for such term not exceeding three years as the Minister may determine; and

(b) not more than six nor less than three members, who shall be appointed by the Minister and of whom at least one shall be a person who in the opinion of the Minister represents Fijian interests and shall, subject to the provisions of this Act, hold office for such term not exceeding three years and subject to such conditions as the Minister may determine.

(Amended by Ordinance 14 of 1963, s. 2; Legal Notice 112 of 1970.)

(4) In the absence of the Chairman from any meeting the Deputy Chairman shall preside. In the absence of the Chairman and the Deputy Chairman from any meeting the members present shall appoint a temporary Chairman. The Deputy Chairman and a temporary Chairman shall have all the powers of the Chairman for that meeting.

(5) The Minister may appoint any person to be a temporary member of the Authority during the temporary incapacity through illness or any other cause or during the temporary absence from Fiji of any member.

(Amended by Legal Notice 112 of 1970.)

(6) Any person ceasing to be a member of the Authority shall be eligible for re-appointment.

(7) The Minister may at any time accept the resignation of any member.

(Amended by Legal Notice 112 of 1970.)

(8) The Minister may at any time revoke the appointment of any member of the Authority, if he thinks it expedient so to do, without assigning any reason therefor.

(Amended by Legal Notice 112 of 1970.)

Common seal

16.-(1) The Authority shall have a common seal.

(2) The common seal shall be kept in safe custody and all deeds, documents and other instruments requiring the seal of the Authority shall be sealed with the seal of the Authority in the presence of the Chairman and of a member or an officer of the Authority, who shall sign every such deed, document or other instrument to which such seal is affixed and such signing shall be sufficient evidence that such seal was duly and properly affixed and that the same is the lawful seal of the Authority.

(3) Any contract or instrument which, if entered into or executed by a person not being a body corporate, would not be required to be under seal, may be entered into or executed on behalf of the Authority by any person generally or specially authorised by the Authority for that purpose.

(4) The seal of the Authority shall be officially and judicially noticed.

Remuneration of members

17. A member of the Authority may be paid and receive from the funds of the Authority such remuneration as may be approved by the Minister and such reimbursement for out of pocket expenses as the Authority may determine.

(Amended by Legal Notice 112 of 1970.)

Members not to vote on matters in which they are interested

18. -(1) A member shall not at any meeting of the Authority, or of a sub-committee thereof, vote in respect of any contract or arrangement proposed to be entered into by the Authority in which he or any company of which he is a director or manager or any firm in which he is a partner has directly or indirectly any interest.

(2) A member shall not be deemed to have a share or interest in any such contract or arrangement by reason only of his being a shareholder in a company with which it is proposed that the Authority should enter into such contract or arrangement unless he has a controlling interest in such company.

Quorum and voting

19. -(1) The quorum at meetings of the Authority shall be-

- (a) three, if the total number of members appointed does not exceed five; and
- (b) four, if the total number of members appointed exceeds five.

(2) At any meeting of the Authority the Chairman, and when presiding, the Deputy Chairman or a temporary Chairman shall have a deliberative vote and in the case of equality of votes shall also have a casting vote.

Officers of the Authority

20. -(1) The Authority, or if management agents are appointed under paragraph (b) of subsection (3) of section **3**, the managing agents, may appoint such officers and servants as it or they consider necessary for the proper and efficient carrying out of the functions of the Authority.

(2) The salary to be paid to the person appointed to serve as chief executive officer of the Authority shall be as determined from time to time by the Higher Salaries Commission.

(3) Subject to the provisions of the Higher Salaries Commission Act, the salary to be paid to any other officers and servants appointed under subsection (1) shall be determined by the Authority.

(Substituted by Act 11 of 1983, s. 27, Sch. 2.)

(Cap. 2A.)

Delegation

21. -(1) Subject to any rules made under the provisions of section **22**, the Authority may delegate to any subcommittee, member or members of the Authority the power and authority to carry out on its behalf such duties, powers or functions as the Authority may determine.

(2) The Authority may at the time of delegating any power or authority under subsection (1) to any subcommittee, member or members or at any time thereafter give directions as to the manner in which such delegated power or authority is to be exercised and may at any time revoke, modify or increase such delegation.

Rules

22. The Authority may make rules not inconsistent with the provisions of this Act-

- (a)* defining the relations of the Authority with corporations;
- (b)* prescribing the system of management of the Authority and the responsibilities and control of officers and servants of the Authority;
- (c)* imposing fees in such cases as may be determined by the Authority;
- (d)* regulating the opening, keeping, closing and audit of accounts of corporations;
- (e)* generally for the exercise of its powers and duties under the provisions of this Act.

PART III - CORPORATIONS

Power to establish corporations

23.- (1) The Authority, with the approval of the Minister, may from time to time by order published in the Gazette establish a corporation by such name as may be specified in the order to carry out and have the charge, conduct and management of any project, scheme or enterprise which has been planned or undertaken by the Authority in execution of its duty or discharge of its functions under this Act, and may in like manner cancel, vary or amend any such order.

(Amended by Legal Notice 112 of 1970.)

(2) An order under the provisions of subsection (1) shall, in addition to the matters referred to in section **24**, make provision in respect of the following matters:-

- (a) the constitution of the corporation;
- (b) the finances of the corporation;
- (c) the repayment of loans to the corporation;
- (d) the accounts to be kept by the corporation and the audit of the accounts;
- (e) the purposes and objects for which the corporation is established;
- (f) the rights, powers, duties and functions of such corporation;
- (g) the terms of office and duties of the Chairman and members of the corporation.

PART IV - REGULATION AND INCORPORATION OF CORPORATIONS

Regulation and winding up

24. -(1) Subject to the provisions of this Act, the Authority may, by the order by which a corporation is established, make provision in respect of the following:-

- (a) the delegation of the duties, powers or functions of the corporation;
- (b) the quorum, proceedings and meetings of the corporation;
- (c) the execution of instruments and the mode of entering into contracts by and on behalf of the corporation and the proof of documents purporting to be executed, issued or signed by the corporation or a member or officer thereof;
- (d) the ensuring of the proper application of monies lent by the corporation;
- (e) the relations between the corporation and the Authority and the rights of control over such corporation by the Authority;
- (f) the system of management thereof;

[(g)*****]

(Amended by Act 11 of 1983, s. 27, Sch. 2.)

(2) Subject to the provisions of this Act and to any provision made under subsection (1),

a corporation shall have power to regulate its own procedure.

(3) Nothing in this section shall be deemed to authorise the Authority to establish any corporation for any purpose or object more extensive in scope than the purposes or objects for which the Authority was constituted or to confer on any corporation any right, duty, power or function which is not within the rights, duties, powers or functions of the Authority under this Act.

(4) The Authority, with the approval of the Minister, may by order published in the Gazette direct that any corporation established by it shall be wound up and dissolved. *(Amended by Legal Notice 112 of 1970.)*

(5) Upon the dissolution of any corporation under this section the assets of the corporation after payment of all liabilities shall be transferred to and vested in the Authority.

(6) The winding up of a corporation under this section shall be conducted in such manner as may be prescribed.

Officers and servants

24A. -(1) A corporation may appoint a General Manager and such other officers and servants as it may consider necessary for the proper and efficient carrying out of the purposes of the corporation.

(2) A General Manager appointed under subsection (1) shall be paid such salary as is determined from time to time by the Higher Salaries Commission.

(3) Subject to the provisions of the Higher Salaries Commission Act, other officers and servants appointed under subsection (1) shall be paid such salaries as the corporation from time to time determines.

(Cap. 2A.)

(Inserted by Act 11 of 1983, s. 27, Sch. 2.)

Incorporation

25. -(1) Every corporation shall be a body corporate by such name as shall be specified by the Authority in the order by which such corporation is established, and by that name shall have perpetual succession and may hold land and sue and be sued and may do all other matters and things incidental or appertaining to a body corporate and not inconsistent with the provisions of this Act and subject to such restrictions or limitations as may be prescribed by the Authority by the order by which such corporation is established.

(2) Every such corporation shall have a common seal.

(3) The common seal shall be kept in safe custody and all deeds, documents and other instruments requiring the seal of such corporation shall be sealed with the seal of such corporation in the presence of such persons as the corporation shall direct, who shall sign every such deed, document or other instrument to which such seal is affixed and such signing shall be sufficient evidence that such seal was duly and properly affixed and that the same is the lawful seal of such corporation.

(4) The seal of every corporation shall be officially and judicially noticed.

PART V - LOCAL DEVELOPMENT BOARDS

Establishment of local development boards

26. -(1) The Minister may by order under his hand with the advice of the Authority from time to time establish local development boards in any part of Fiji with such membership and constituted for such purposes and objects not more extensive in scope than the purposes and objects for which the Authority was constituted, and with such rights, powers, duties and functions, not greater than those which are or may be conferred on the Authority by or under the provisions of this Act, as he shall think fit; and any such local development board shall have and may exercise and perform such rights, powers, duties and functions accordingly.

(Amended by Legal Notice 112 of 1970.)

(2) An order under subsection (1) shall make provision in respect of the following:-

- (a) the purposes and objects for which any local development board is established;
- (b) the rights, powers, duties and functions of such local development board;
- (c) the terms of office and duties of the chairman and members of such local development board;
- (d) the quorum, proceedings, and meetings of such local development board;
- (e) the relations between such local development board and the Authority and the rights of control over such local development board by the Authority.

(3) The Minister may, with the advice of the Authority, by order under his hand cancel, vary or amend any order made under subsection (1) and may similarly direct that any local development board be wound up and dissolved.

(Amended by Legal Notice 112 of 1970.)

PART VI - LOANS

Suspension of payment and power to extend time, compound or release

27. The Authority may-

(a) postpone, for any period not exceeding ten years, the payment of any sum due for principal and interest or for either principal or interest to it in respect of a loan made by it upon such terms and conditions for the carrying out of the purposes for which such loan was made and for the ultimate repayment of such principal or payment of such interest as it may deem necessary;

(b) from time to time extend the period for the repayment of any loan, or compound or release any loan or any part thereof subject to such terms and conditions as it may deem fit.

Enquiry as to application of moneys lent

28.- (1) When the Authority has made a loan of money under the provisions of this Act it may-

(a) from time to time, make or cause to be made such enquiry as may be necessary to ensure that the loan is being applied to the purposes for which it was made;

(b) require financial statements in such detail as it may determine to be submitted by the person, body or authority in receipt of the loan bi-annually or at shorter intervals at the discretion of the Authority and such person, body or authority shall comply with such request.

(2) The Authority may authorise in writing any of its officers or any other person to make the enquiry referred to in paragraph (a) of subsection (1), and the person, body or authority in receipt of the loan shall produce to such officer or person all the relevant books, documents and other matters and things necessary for the purposes of the inquiry.

(3) Any person who fails to comply with any requirement made under the provisions of paragraph (b) of subsection (1) or with the provisions of subsection (2), shall be guilty of an offence and shall be liable to a fine not exceeding \$100.

Order upon such enquiry

29. Where upon an enquiry made under the provisions of section **28** or under any order establishing or regulating a corporation it appears to the Authority or the corporation that any sum, being the whole or any part of the loan, has not been applied for the purposes for which the loan was made, it may order that any such sum be, within the time mentioned in the order, applied to such purposes or that such sum together with any interest due thereon on the date of the order be repaid to the Authority or corporation within the time mentioned in the order, and any sum with the interest thereon so ordered

to be repaid to the Authority or corporation shall thereupon become a debt due to the Authority or corporation.

Misapplication of loan

30.- (1) If any loan made under the provisions of this Act or any part of such loan has been misapplied, the Authority or a corporation may-

(a) when such loan has been secured by charge or mortgage, by notice in writing addressed to the charger or mortgagor, recall the said loan or any part thereof and may require the loan or that part together with any interest due on the date of the notice to be repaid on a date to be specified in the notice and in default of payment on such specified date any security given for the purpose of the loan may thereupon be realized;

(b) when such loan has been secured otherwise than by way of charge or mortgage, by notice addressed to the borrower, request the loan or any part thereof together with any interest due on such loan or part thereof on the date of the notice to be repaid on a date to be specified in the notice and in default of payment on such specified date any security given for the purpose of the loan may thereupon be realized.

(2) The provisions of subsection (1) shall be in addition to any other proceedings under the provisions of any other Act.

(Amended by Ordinance 37 of 1966, s. 92.)

Offences in respect of loans

31. Any person who-

(a) in the course of applying for a loan from the Authority or a corporation wilfully fails to disclose any material information within his knowledge or wilfully makes any statement which he knows to be false or does not believe to be true;

(b) wilfully applies any loan made to him by the Authority or a corporation under the provisions of this Act to any purpose other than the purpose for which the loan was made;

(c) having obtained a loan from the Authority or a corporation under the provisions of this Act wilfully destroys any security given in relation to any such loan,

shall be guilty of an offence and shall be liable to imprisonment for a term not exceeding twelve months or to a fine not exceeding \$1,000 or to both such imprisonment and fine.

Special defence

32. In any criminal proceedings in respect of an offence under paragraph (b) of section **31**

it shall be a good defence for the person accused to prove that he acted in good faith and without knowledge that he was not entitled so to apply the loan or any part thereof.

PART VII - GENERAL

Power to employ agents

33. The Authority and every corporation may employ and pay agents and technical advisers whether barristers and solicitors, bankers, stockbrokers, surveyors or valuers or other persons, to transact any business or to do any act required to be transacted or done in the execution of the duties of the Authority or corporation or for the better carrying into effect the purposes of this Act and may pay all charges and expenses so incurred.

Compromise

34. The Authority and any corporation may compound or compromise for or in respect of any claim or demand made against it, for such sums of money or other compensation as it deems sufficient.

Bad debts

35. The Authority and any corporation may write off bad debts.

Exemptions

36. The Authority and every corporation shall be exempt from the payment of stamp duties and income tax.

Personal liability of members, officers and servants of the Authority or corporation

37. No member, officer or servant of the Authority or of any corporation shall be personally liable for any act, neglect or default done or omitted to be done in good faith in the course of the operations of the Authority or of such corporation.

Protection of Authority and corporation

38. No act done or proceeding taken under this Act shall be questioned on the ground-

(a) of the existence of any vacancy in the membership of, or any defect in the constitution of, the Authority or any corporation; or

(b) of any omission, defect or irregularity not affecting the merits of the case.

Minutes receivable in evidence

39. Any minutes made of meetings of the Authority or any corporation shall, if duly signed, be receivable in evidence in all legal proceedings without further proof, and every meeting of the Authority or any corporation in respect of the proceedings of which minutes have been so made shall be deemed to have been duly convened and held and all members thereat to have been duly qualified to act.

Controlled by Ministry of Primary Industries

SUBSIDIARY LEGISLATION

CHAPTER 142

LAND DEVELOPMENT

SECTION 23 - FIJI LAND CORPORATION (ESTABLISHMENT) ORDER

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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 and/or 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 DEVELOPMENT 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.

SECTION 23 - IKA CORPORATION (ESTABLISHMENT) ORDER

TABLE OF PROVISIONS

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1. Short title
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3. Constitution

Schedule - Constitution of the Ika Corporation

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- 16-28. Board of management
- 29-36. Relations with the Land Development Authority

*Legal Notices Nos. 131 of 1975,
31 of 1979,
104 of 1979,
136 of 1979,
107 of 1981*

Short title

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

Establishment of Corporation

2. There is hereby established a Corporation to be known as the Ika Corporation for the purpose of carrying out exploitation of marine resources within and in the vicinity of Fiji waters on a commercial basis.

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

CONSTITUTION OF THE IKA CORPORATION

NAME

1. The Name of the Corporation is IKA CORPORATION.

ADDRESS

2. The registered office of the Corporation will be at Fisheries Division, Queen's Road, Lami, Fiji, 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 Ika 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.

OBJECTS

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

- (a) to engage in fishing, culturing and harvesting of all forms of aquatic life;
- (b) to engage in commercial skipjack tuna and bait-fish fishing operations and generally to operate as a commercial fisheries organisation;
- (c) to engage generally in the exploitation of marine resources within and in the vicinity of Fiji waters;
- (d) to encourage and assist in the development of locally-owned fishing enterprises;
- (e) to do all manner of things to stimulate the people of Fiji to exploit their own marine resources and thereby contribute to the development of their general social and economic situation;
- (f) to purchase and accept marketable produce from other fishermen and to store, process, transport and market such produce;
- (g) 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, vessels, 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;
- (h) to draw, make, accept, endorse, discount, execute and issue Bills of Exchange, Bills of Lading, Warrants and other negotiable or transferable instruments;
- (i) 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;
- (j) to borrow money and/or accept aid by way of grant or loan in cash or kind for the furtherance of the above objects;
- (k) to do all such other things as are incidental or conducive to the attainment of the above objects;
- (l) 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 borrow money for the furtherance of the objects of the Corporation to a limit of \$3,000,000, and may mortgage or charge any of its assets to secure repayment of any moneys borrowed.
(Substituted by Legal Notice 31 of 1979.)
7. The Board may revise the maximum liability it may incur. The figure so fixed shall be subject to the sanction of the Authority who may at any time alter it.
8. 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.
9. The financial year of the Corporation shall end on 30 June in each year.

(Amended by Legal Notice 104 of 1979.)

10. 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 other than cash payments for the purchase of produce 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.

11. 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

12. 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.

13. 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.

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

15. Such audited accounts shall also 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.

BOARD OF MANAGEMENT

16. 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.

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

- (a) a Chairman who shall be appointed by the Minister for Primary Industries for a term not exceeding three years but who shall be eligible for re-appointment;
 - (b) the Chief Fisheries Officer, with the Permanent Secretary for Primary Industries as an alternate member;
 - (c) the Solicitor-General, with any legal officer in the Crown Law Office nominated by him as an alternate member;
 - (d) one nominee each of-
 - (i) the Minister for Fijian Affairs and Rural Development;
 - (ii) the Minister of Finance;
 - (e) the General Manager, Pacific Fishing Company Limited;
 - (f) three persons, having experience in business, to be appointed by the Minister for Primary Industries for such terms not exceeding three years as the Minister may determine but who shall be eligible for re-appointment.
- (Substituted by Legal Notice 107 of 1981.)*

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

18.- (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.

19. 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 days' notice of a meeting shall be given to all Board members provided that 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.

20. The quorum for a Board meeting shall be four (4) members.
(Amended by Legal Notice 136 of 1979.)

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

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

23. The Chairman may authorize the appointment of a Secretary to the Board.

24. 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.

25. 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.

26. 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.

27. 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 was 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.

28. 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.

RELATION WITH THE LAND DEVELOPMENT AUTHORITY

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

30. 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.

31. 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.

32. The Corporation shall provide an Annual Report of its activities to the Authority and any interim reports requested by the Authority.

33. (1) If the Corporation fails to comply with the requirements of Clause 15 hereof 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.

34. 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.

35. 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.

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

SECTION 23 - ULUISAIVOU CORPORATION (ESTABLISHMENT) ORDER

TABLE OF PROVISIONS

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3. Constitution

Schedule - Constitution of the Uluisaivou Corporation

Clause

1. Name
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- 33 - 48. Board of Management
- 49 - 56. Relations with the Land Development Authority

*Legal Notices Nos. 58 of 1975,
32 of 1976,
32 of 1979*

Short title

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

Establishment of corporation

2. There is hereby established a corporation to be known as the Uluisaivou Corporation for the purpose of carrying out and having the charge, conduct and management of a scheme of land development in the old Tikina of Saivou and Nalawa in the Province of Ra, planned by the Authority in the execution of its duty 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 ULUISAIVOU CORPORATION

NAME

1. The Name of the corporation is ULUISAIVOU CORPORATION.

ADDRESS

2. The registered office of the Corporation will be at Escott Street, Suva, Fiji, 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 Uluisaivou 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;

"mataqali representative" means the Turaga ni Matagali or the person nominated by the members of a shareholding mataqali to represent that mataqali;

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

"shareholding mataqali" means a mataqali which has consented in writing to any part of its land being leased to the Corporation and whose application to become a shareholder has been accepted by the Corporation.

OBJECTS

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

(a) to encourage development of land and resources within its area of operation, promote self-help and co-operation among the share-holders and people of that area and, therefore,

contribute to the development of their general social and economic situation;

(b) to occupy and manage as a farm or agricultural business the land or portion of the land to be leased to the Corporation, and to carry on any agricultural and pastoral business thereon;

(c) to use any part of the land for the planting or growing of timber, to engage in the felling and marketing of timber, to establish and carry on timber mills, or to engage in any other operations for the production, processing, utilization or sale of timber;

(d) to engage in fishing, culturing and harvesting of all forms of aquatic life;

(e) to obtain and supply to shareholders articles of agricultural, forestry or domestic use of good quality, weight and measure;

(f) to make arrangements with persons engaged in any trade, business or profession for the concession to the shareholders of any special rights, privileges or advantages, and in particular for the supply of goods;

(g) to purchase and accept marketable produce from shareholders or other farmers and to store, process, transport and market such produce;

(h) 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, vessels, 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;

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

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

(k) to borrow money and/or 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 repayment of any moneys borrowed or loans raised;

(Amended by Legal Notice 32 of 1976.)

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

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

SHAREHOLDERS

5. An application for shareholding shall be made through the General Manager and shall be disposed of by the Board who may grant or refuse admission as a shareholder. Such application to join the Corporation shall be in the prescribed form.

6. The shareholders shall consist of those mataqali who have given consent in writing to the whole or any portion of their land being leased to the Corporation and whose application has been accepted.

7. The shares for which a shareholding mataqali is eligible shall be held on trust by the mataqali representative of such mataqali after proper signing of a Deed of Trust in the prescribed form.

8. Initially the number of shares in the Corporation will be calculated on the number of acres of land which have been consented by a mataqali and accepted for use by the Corporation in the proportion of one share per acre consented. This schedule of allotment will be altered after 31 December 1990 at which time shareholding will be allocated on the basis of the unimproved capital value of the land consented as determined by the valuer of the Native Land Trust Board or such other share-valuer which the Corporation may appoint with the prior approval of the Authority. Therefore, the number of shares issued by the Corporation may be increased or decreased from time to time consequent upon changes in the acreage of land consented and accepted or the revaluation of such land.

(Amended by Legal Notice 32 of 1979.)

9. Shares can be transferred only between shareholding mataqali. After approval by the Authority the Board may from time to time revalue the price of a share.

10. Share certificates, signed by the Chairman and General Manager in the name of the mataqali shall be issued to the mataqali representative who will hold on trust all shares allotted to his mataqali.

11. The Corporation shall be required to maintain a register of shareholders showing the name and address of each mataqali representative, the date of acceptance, the number of shares issued, revalued or rescinded and such Register shall be open to inspection by shareholders, the Authority, and the appointed auditors.

12. The shareholding of a mataqali shall be surrendered to the Corporation in the event of the death of all members.

13. If the mataqali wishes to acquire the use of part of its consented lands and can show good reason why such usufruct is necessary, it may apply to the Chairman who may grant interim usage. At the next following General Meeting the decision of the Chairman shall be subject to ratification by a two-thirds majority of those present and voting at a General

Meeting of the Corporation. On the ratification of the Chairman's decision those shares appertaining to the said land shall be converted to non-participating shares in respect of any profits, dividends or other interest for the period during which the mataqali shall continue to hold the lands apart from the Corporation.

(Amended by Legal Notice 32 of 1979.)

FINANCE

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

15. 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 of \$1,000,000.

16. The Corporation may revise at a General Meeting the maximum liability it may incur. The figure so fixed shall be subject to the sanction of the Authority who may at any time alter it.

17. 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.

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

19. 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 other than cash payments for the purchase of produce 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.

20. The Corporation may, subject to the ratification of the General Meeting and the Authority, authorise the declaration of a dividend of a total amount not exceeding 50% of the Revenue Cash Surplus, and shall, upon such declaration, deposit an amount equal to that dividend in the Capital Reserve Account of the Corporation. No such dividend shall be declared until the shareholding is based upon unimproved capital value in terms of clause 8. The net annual profit not represented by cash shall be credited to the Revenue Reserve Account.

(Substituted by Legal Notice 32 of 1979.)

21. The Capital Reserve Account shall be indivisible and no member shall be entitled to claim any specified share in it.

(Substituted by Legal Notice 32 of 1979.)

22. In the event of the liquidation of the Corporation any surplus funds that may remain in the hands of the liquidator after the creditors have been paid and, any payments have

been made to the shareholders shall be transferred to and vested in the Authority as prescribed in section 24(5) of the Act.

AUDIT

23. 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;

(d) whether or not the share register required by clause 11 has been duly and correctly kept.

24. 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.

25. The Board shall present the audited accounts at the Annual General Meeting.

26. Such audited accounts shall also be submitted to the Authority for approval in compliance with section 23(2)(d) of the Act within six months of the expiry of the Corporation's financial year.

(Amended by Legal Notice 32 of 1979.)

GENERAL MEEETING

27. A General Meeting of the Corporation shall be a meeting at which the mataqali representative from each shareholding mataqali shall have the right to attend and vote on all questions. Each mataqali representative shall have one vote. If he is unable to attend for any reason the mataqali representative may nominate an alternative delegate in writing. At the request of three or more sector representatives voting will be based on the number of shares issued to each mataqali.

(Amended by Legal Notice 32 of 1979.)

28. The quorum for a General Meeting shall consist of-

- (a) at least two mataqali representatives from each sector; and
- (b) a minimum of 30% of the total number of mataqali representatives.

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

30. The Annual General Meeting of the Corporation shall be held each year as soon as possible after the report on the Annual Accounts has been received from the Auditors.

31. A Special General Meeting of the Corporation may be called at any time on the written requisition to the Chairman of the Board of at least twelve mataqali representatives from at least three different sectors or by order of the Authority.

32. Notices of the Annual General Meeting or Special Meetings and of the business to be transacted thereat shall be sent to each mataqali representative at least twenty-one days before the date of such meeting.

BOARD OF MANAGEMENT

33. 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.

34.- (1) Membership of the Board shall consist of-

(a) a Chairman who shall be appointed by the Authority for a term of three years but may be reappointed for unlimited terms;

(b) two members from sectors 3 and 6 and one member from each remaining sector. Each of such members shall be elected by the mataqali representatives within his own sector, and of the total number of members so elected not more than one-third shall retire each year;

(c) one member nominated by the Minister for Fijian Affairs and Rural Development;

(d) a Deputy Chairman who shall be elected by the said sector members and the nominee of the Minister for Fijian Affairs and Rural Development from amongst their own number;

(e) one nominee each of -

Permanent Secretary for Primary Industries; Permanent Secretary for Fijian Affairs and Rural Development; Manager, Native Land Trust Board; Registrar of Co-operatives; and Managing Director, Fiji Development Bank.

(2) The General Manager and a Deputy appointed by the Board shall be *ex officio* members of the Board but without voting rights.

(Amended by Legal Notice 132 of 1979.)

35. (1) Each sector shall be based on boundaries to be laid down by the Board from time to time and registered with the Authority.

(2) The members elected by the mataqali representatives will be elected for a term of three years but may be re-elected for an unlimited number of terms. Such election shall take place at a sector meeting to be held during January of each year.

(3) Sector meetings may be called by the sector member of the Board, the General Manager, or by submission of the signatures of not less than four mataqali representatives from the sector concerned.

(4) Voting at sector meetings will be on the same basis as prescribed in clause 27 and elections shall be verified by the Permanent Secretary for Fijian Affairs or his nominee.

(5) The quorum for a sector meeting shall be at least 50% of the mataqali representatives from the sector.

36. In order to initiate a three year rotational system of Board tenure the Board shall decide which sectors shall hold elections each year until the system is operating.

37.- (1) The Board members for the ensuing year shall be named at the Annual General Meeting.

(2) 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.

(3) The Corporation shall keep for inspection a current list of its officers.

38. 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 days' notice of a meeting shall be given to all Board members provided that if the Board has decided to hold a meeting on a fixed day or date in the month no notice of such meeting need be given.

39. The quorum for a Board meeting shall be eight members.

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

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

42. The Chairman may authorize the appointment of a Secretary to the Board.

43. 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.

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

45. Should any elected member of the Board be unable to serve for any reason the Board shall call a meeting of the sector concerned at which meeting a new member shall be elected.

[46. * * * * * (*Revoked by Legal Notice 32 of 1979.*)]

47. The Board shall have power to enter into contracts on behalf of the Corporation. Such contracts shall bear the signatures of the Chairman and of either the General Manager or his Deputy. Any contracts so signed and/or executed shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Chairman, General Manager or Deputy 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.

48. To facilitate the transaction of business the Board shall have power to appoint sub-committees. The Board may delegate to the General Manager or his Deputy any of the powers conferred on it by this Constitution or by the Authority. In exercising these powers the General Manager or his Deputy shall act for and on behalf of the Board. Subject to any general directions of the Authority the Board may delegate authority to the General Manager or any other individual to appoint employees as may be necessary and fix their remuneration.

RELATIONSHIP WITH THE LAND DEVELOPMENT AUTHORITY

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

50. 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.

51. 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 and the Authority shall have the power to require the dismissal of any General Manager or Deputy General Manager.

52. The Corporation shall provide an Annual Report of its activities to the Authority and any interim reports requested by the Authority.

53.- (1) If the Corporation fails to comply with the requirements of clause 26 or if the annual report, accounts or report of the auditors should give cause for dissatisfaction, the Authority may require an investigation to 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.

(3) The Authority may, at any time on the application of any of the share holders of the Corporation and with proper cause shown, require such investigations to be made.

54. 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.

55. 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 of the Corporation in accordance with section 24(4) of the Land Development Act.

(Amended by Legal Notice 32 of 1979.)

56. The Authority or a two-thirds majority of those present and voting at a General Meeting with the approval of the Authority may amend this constitution.

SECTION 26 - YALAVOU RURAL DEVELOPMENT BOARD

(ESTABLISHMENT) ORDER

TABLE OF PROVISIONS

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Legal Notice No.26 of 1978

Short title

1. This Order may be cited as the Yalavou Rural Development Board (Establishment) Order.

Establishment of Board

2. There is hereby established a Board to be known as the Yalavou Rural Development Board for the purpose of carrying out and having the charge, conduct and management of a scheme of land development in and around the Sigatoka Valley.

Constitution

3. All matters in respect of which provision is required to be made in terms of section **26** of the Act are embodied in the constitution of the Board which is set out in the Schedule.
-

SCHEDULE

CONSTITUTION OF THE YALAVOU RURAL DEVELOPMENT BOARD

NAME

1. The name of the Board is Yalavou Rural Development Board.

ADDRESS

2. The registered office of the Board will be the Ministry of Primary Industries, Sigatoka or at such other place in Fiji as the Board may from time to time determine.

INTERPRETATION

3. In this constitution -

"Authority" means the Land Development Authority;

"Board" means the Yalavou Rural Development Board;

"general manager" means the head of the management consortium appointed by the Australian Development Assistant Agency and approved by the authority as development contractor for the Board for as long as the consortium exists, and thereafter the individual appointment by the Board and approved by the Authority, to implement the objectives of the Board as stated in this constitution;

"inter-government review mission" means a party of at least one nominee from the Government of Fiji and one nominee from the Government of Australia which will periodically review and recommend changes to the objects and conduct of the Board and its agents;

"mataqali representative" means the person nominated by the landowning tokatoka mataqali or group of mataqalis to represent that landowning tokatoka or mataqali or groups of mataqalis on the Board;

"member" means a member of the Yalavou Rural Development Board and includes the chairman and deputy chairman.

OBJECTS

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

(a) to implement an integrated rural development programme as outlined in the Yalavou Feasibility Study Report of March 1976 subject to amendments agreed in the Pre-implementation Report of March 1977 and subject to any modification deemed necessary by the Board or recommended by the inter-government review mission;

(b) to encourage the development of land resources within the area of operation, to promote self help and co-operation among the people of the area and thereby contribute to the development of their general social and economic situation;

(c) to lease for not less than 10 years and not more than 15 years, from the Native Land Trust Board, land in and around the Sigatoka Valley for the purpose of -

(i) a focal farm;

(ii) development of individual farm holdings; and

(iii) watershed protection;

(d) to prepare plans for the subdivision of land within the area of operation of the Board into holdings of suitable size for development into independent livestock holdings and to settle individual farmers and their families on these holdings;

(e) to create and authorise a farmer selection committee to select, from mataqali nominees, suitable farmers to lease blocks in the area, which committee will consist of not more than six members and will include -

(i) a Fijian person from the area held in high esteem;

(ii) the general manager;

(iii) a person nominated by the Minister;

(iv) a nominee of the Fiji Development Bank;

(v) the Roko Tui Nadroga; and

(vi) one representative from each mataqali whose land forms part of the holding being considered;

(f) to issue to selected farmers a licence to occupy the holdings with such development conditions as are necessary to ensure successful development of the holding and area so that the licensee could successfully apply for a grazing lease from the Native Land Trust Board after the liquidation of the Board;

(g) to preserve that part of the land unsuitable for livestock development in timber production in such a manner as to prevent soil erosion;

(h) to provide policy guidelines for, and to direct and monitor the activities of, and to recommend appointment or dismissal to, the management consortium;

(i) to operate as a non-profit organisation in the interests of the development of the area and the lessees within the area;

(j) to liquidate the Board when development is considered to be adequately advanced in the area but not earlier than 10 years and not later than 15 years from the date of establishment;

(k) to provide, through the management consortium, comprehensive agricultural and social training programmes for farmers and their families;

(l) to use any part of the land for planting or growing of timber, to engage in the felling and marketing of planted timber, to establish and carry on timber mills, or to engage in any other operations for the production, processing, utilisation or sale of timber;

(m) to purchase, construct, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Board may think necessary for the purpose of its business and in particular any land, buildings, vessels,

plant and stock in trade, and to construct, maintain and alter any building and generally carry out any works necessary for the purposes of the Board.

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

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

(p) to borrow money and accept aid by way of grant or loan in cash or kind for the furtherance of the above objects; and

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

FINANCE

5. The funds of the Board 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 Board to a limit of \$F10,000,000 (ten million Fiji dollars).

7. The Board may revise the maximum liability it may incur, and the figure so fixed shall be subject to the sanction of the Authority who may at any time alter it.

8. 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.

9. The financial year of the Board shall end on the 31 December in each year.

10. All monies of the Board, other than those which have been invested 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 Board will be banked intact, and all payments made by the Board, other than cash payments for the purchase of produce, shall be made by cheque. Cheques shall be signed by any two of the nominees of the Board. Cheques received by the Board may be endorsed for deposit by any nominees of the Board.

11. The net annual surplus of the Board, after all prescribed liabilities and other payments, including any special provisions directed by the Board, have been met, shall be applied to the Reserve Fund of the Board.

12.- (1) In the event of the liquidation of the Board the Board shall transfer any land leased by
it -

- (a) in the case of watershed reserve, to the Ministry of Primary Industries;
- (b) in the case of road reserves, to the Department of Lands;
- (c) in the case of the focal farm, to a mataqali corporation constituted under the Land Development Act as a first option or, to the Ministry of Primary Industries as a second option; and
- (d) in the case of land held by a person under a licence to occupy, to that person.

(2) In the case of a transfer of the focal farm to a mataqali corporation in terms of paragraph (c) of subclause (1) the Board shall offer for sale any fixed or moveable assets thereon to that corporation, at the prevailing market value of these assets.

(3) Any surplus funds remaining in the hands of the liquidator after the liquidation of the Board is completed shall be transferred to and vested in the Fiji Development Bank.

AUDIT

13.- The Authority shall appoint an auditor who shall make a report to the Board 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 Board insofar as appears from his examination of those books;
- (c) whether or not in his opinion the balance sheet and the profit and loss accounts have been properly drawn up to give a true and fair view of the business of the Board for its financial year.

14. The auditor may require the Board to maintain such books and records as are necessary for the operations of the Board and purpose of audit.

15. The Board shall present the audited accounts at the Annual General Meeting.

16. The audited accounts shall also be submitted to the Authority for approval within three months of the expiry of the Board's financial year.

THE BOARD

17. -(1) Membership of the Board shall consist of -

- (a) a chairman who shall be appointed by the Authority for a term of three years but may be reappointed for unlimited terms;

(b) one mataqali representative from each of the Old Tikinas of Bemana, Koroinasau, Naqalimare, Conua, Mavua, Namatuka and Nasikawa, who shall be elected for a term of three years but may be elected for an unlimited number of terms;

(c) one nominee each of -

Permanent Secretary for Primary Industries;

Permanent Secretary for Works and Transport;

Permanent Secretary for Fijian Affairs and Rural Development;

Manager; Native Land Trust Board;

Managing Director Fiji Development Bank;

Permanent Secretary for Finance;

Commissioner, Western Division; and

(d) Roko Tui Nadroga.

(2) The general manager shall be *ex officio* a member of the Board with no voting rights.

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

19. 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.

20. Meetings of the Board shall be called by the Chairman or a majority of its members and shall be held whenever necessary but not less than once every three months.

21. Fourteen days' notice of a meeting shall be given to all Board members:

Provided that if the Board has decided to hold a meeting on a fixed day or date in the month no notice of such meeting need be given.

22. The quorum for a Board meeting shall be seven members.

23. In the case on an equality of votes the chairman shall have a casting vote.

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

25. The Chairman may authorise the appointment of a secretary to the Board.

26. Any elected member of the Board who fails to attend three consecutive Board meetings, without satisfying the Board that he had reasonable cause for absence, shall cease to be a member.

27. In the conduct of the affairs of the Board the members of the Board shall exercise the prudence and diligence of ordinary men of business and shall be responsible for any loss sustained through their wilful negligence or any acts which are contrary to law or the

directions of the Board or the Authority.

28. The Board shall have power to enter into contracts, which contracts shall be signed by the chairman and the general manager. Any contracts so signed shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any signatory thereto, be as valid and binding on the board and the members thereof as if that defect did not exist.

29.- (1) The Board shall have power to appoint sub-committees.

(2) The Board may delegate to the management consortium any of the powers conferred on it by this Constitution or by the Authority.

(3) Subject to any general directions of the Authority, the Board may delegate authority the management consortium or any other individual to appoint employees as may be necessary and fix their remuneration.

RELATIONS WITH THE LAND DEVELOPMENT AUTHORITY

30. The Board shall at all times comply with the provisions of the Act and any subsidiary legislation made thereunder.

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

32. The duties of the general manager shall include responsibility for ensuring that the Board complies with the requirements of the Authority.

33. The Board shall provide an Annual Report of its activities to the Authority and any interim reports requested by the Authority.

34.- (1) If the Board fails to comply with the requirements of clause 16, or if the annual report, accounts or report of the auditors should give cause for dissatisfaction, the Authority may require an investigation to be made into the affairs of the Board.

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

35. Where the Authority requires to investigate any aspects of the Board's affairs, it may require any member of the Board or the general manager, or any other servant of the Board, to furnish a full explanation of any relevant matter within a time to be stipulated by the Authority.

36. Where, as a result of investigation into the affairs of the Board, 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 of or servant of the Board;
- (b) appoint for such a period as it thinks fit any person to hold office as an additional member 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 Board;
- (e) give such directions as it thinks fit for the conduct of the business of the Board;
- (f) order the winding up of the Board.

37. The Authority may amend this constitution.

Controlled by Ministry of Primary Industries