



## **PACIFIC CHINA FRIENDSHIP ASSOCIATION**

### **CONSTITUTION**

Ratified 5 December 2022

Auckland New Zealand

#### **1) Name:**

The name of the organisation shall be the PACIFIC CHINA FRIENDSHIP ASSOCIATION (PCFA).

#### **2) Aims:**

- a) To promote friendship and understanding between Pacific China friendship associations and China;
- b) To encourage the establishment of China Friendship Associations in the Pacific region;
- c) To promote and participate in projects of mutual interest, including cultural, educational and economic activities;
- d) Recognising the cultural values of each indigenous group and country, to encourage cultural promotion among Members, facilitating exchange and learning with mutual respect;
- e) For Association Members to mutually support each other as friends and allies in the development of our objectives and activities;
- f) To regularly disseminate information between Members regarding regional matters and China;
- g) To strive to correct misunderstandings, inaccuracies or misleading information published about any Member or China;
- h) To sponsor or provide as far as practicable, assistance and/or material aid or information to Members;
- i) To enter into strategic partnerships with other like organisations in order to advance the aims of the PCFA; and
- j) All projects must include social, cultural, economic, and environmental considerations.

#### **3) Membership:**

- a) A Member must be a China Friendship Association from the Pacific region and recognised by the Chinese People's Association for Friendship with Foreign Countries (CPAFFC);
- b) Each Member country shall have a maximum of two (2) votes and in their absence the right to nominate two (2) proxies;
- c) Each Member at their national level is independent as a China Friendship Association and will operate autonomously from PCFA;
- d) Each Member at the regional level works cooperatively with PCFA in pursuit of the organisation's Aims.

#### **4) The Organisation:**

- a) The PCFA is organisationally structured comprising of a Patron, a Board, and an Executive.
- b) The PCFA has as permanent Patron, The Princess Royal, Her Royal Highness, Princess Salōte Mafile'o Pilolevu Tuita.

- c) The Board is chaired by the Patron, and is comprised of all Friendship Associations including the President of the PCFA (the President) and the Board Secretariat.
- d) The Board appoints the President and the Board Secretariat.
- e) The Executive is led by the President, who appoints the Secretary General, the Treasurer, the Governance Officer, and any additional executive staff.
- f) The Executive is accountable to the Board.
- g) The Board is accountable to the Aims of the PCFA as overseen by the Patron.
- h) Board Members represent the interests of the PCFA and not any individual Member, and each Board Member reports to the members of its own organisation.
- i) English is the official language of all documents of the PCFA.
- j) PCFA is a not-for-profit, non-government organisation.

## **5) The Patron and Board:**

- a) The functions of the Patron –
  - 1) Official representation of the PCFA with regards to the CPAFFC;
  - 2) In charge of the PCFA's communication (internally and externally);
  - 3) Ensure the proper functioning of the PCFA;
  - 4) Receives and considers all requests for prospective partnership or affiliation with like organisations, obtaining the CPAFFC's endorsement as may be required; and
  - 5) Retains the authority to enter into agreements with other like organisations, that advances the Aims of the PCFA.
- b) The functions of the Board –
  - 1) Governance and policy authority of the PCFA;
  - 2) Develops and formulates strategies to promote the Aims of the PCFA;
  - 3) May appoint external experts as Counsellors, to review or research and suggest areas of action by the PCFA. Such experts will be responsible for a particular field of interest, with an appointment letter and certificate, along with a Terms of Reference of the Counsellor/s, to be prior approved by the Board;
  - 4) May appoint a Working Group, comprised of Members and Counsellors, to consider the identified needs of the PCFA. Any Working Group will meet regularly and progress reports circulated at least twice per year, based on the Terms of Reference prior approved by the Board;
  - 5) Members have the right to refer matters for discussion, review, or research by the Executive;
  - 6) The President, is appointed from a Member of the Board, excluding the Board Secretary
  - 7) The Board Secretary is appointed by the Board Chairman; and
  - 8) As may be required, the Board may determine its own procedures in pursuit of the PCFA's Aims.
- c) The functions of the Board Secretariat –
  - 1) Accountable to the Board Chairman;
  - 2) Maintains records of Board Meetings, and has no voting rights;
  - 3) In collaboration with the President, communicate with each Member during the year to facilitate co-operation and dialogue between Members; and
  - 4) In collaboration with the Secretary General, responsible for arrangements of Board Meetings,

venues, delegate liaison, all documentation and other detail as directed by the Board, or as appropriate.

## **6) The Executive:**

### **a) The functions of the President**

- 1) As required by the Board, is the executive administrator of the PCFA;
- 2) In collaboration with the Board Secretariat, communicate with Members during the year to facilitate co-operation and dialogue between Members;
- 3) Ensure the Executive's function to research, develop, and formulate project proposals, for the Board's consideration and submission to CPAFFC for consideration;
- 4) Tasked to apply and implement the Board's decisions;
- 5) Take such steps or actions to realise the Aims of the PCFA;
- 6) Is required to demonstrate the advancements of the tasks assigned by the Board Chairman and Board, in a quarterly progress report for the Board;
- 7) May appoint external experts as Advisors, to review or research and suggest areas of action by the PCFA in the development of proposals for the Board's consideration. Such experts will be responsible for a particular field of interest and may be appointed via a letter and certificate, with a terms of reference to take lead of a priority project in its planning and design phase, where appropriate;
- 8) May appoint a Project Steering Committee, comprised of Members and Advisors, to develop project proposals for the Board's consideration. The Project Steering Committee will be responsible for a priority project and may, with the President's approval, take lead of the project in its planning, design and implementation phase, where appropriate; and
- 9) Appointment of Executive staff, ensuring that –
  - i. Secretary General is accountable to the President for the efficient and effective operation of the Executive.
  - ii. Governance Officer is accountable to the President for the development of Policy and Procedure of the PCFA's mandate, for the Board's consideration.
  - iii. Treasurer is accountable to the President for the accurate and timely management of PCFA funds, maintain record- keeping and rules in accordance with accepted fiscal accounting procedures and subject to regular audit.
  - iv. And any other additional Executive Staff that may be required.

### **b) The functions of the Secretary General -**

- 1) The administrative manager for the PCFA;
- 2) Responsible, inter alia, for arrangements of Meetings, venues, delegate liaison, all documentation and other detail as directed by the Executive, or as appropriate; and
- 3) In collaboration with the President and Board Secretariat, communicate with Members concerning meetings, project proposals, research outcomes, and activities required by the Executive.

*Attached to the Constitution as Annex 1, is a structural chart of the organisation*

## **7) Meetings:**

- a) Board and PCFA Meetings are chaired by the Patron or their nominee.
- b) The Board Chairman determines the Board and the PCFA meetings, ordinary or extraordinary, with at least the following minimum frequency -
  - i. Board Meeting twice annually; and
  - ii. PCFA Meeting once annually.
- c) The Board determines and fixes the meeting agendas.
- d) A quorum of Members should be no less than two thirds (2/3) of the membership.
- e) Any decisions taken shall be by consensus or simple majority vote, in the event of a tied vote, the Chairman shall have the casting vote.
- f) Each Member may appoint a minimum of two (2) official delegates in respect of attending the meetings of the PCFA.

## **8) Dispute Resolution and Vacancies:**

- a) Any Member with a grievance against another will bring the matter before the President, which will mediate in the first instance. Should such mediation fail, an independent and suitably qualified adjudicator will be appointed by the Board to hear the matter and adjudicate;
- b) Any office-bearer's position may be declared vacant by the Board for the following reasons:
  - i. Resignation of the Office-bearer;
  - ii. Conduct or actions contrary to the aims of the PCFA;
  - iii. Incapacity to continue fulfilling the responsibilities of the Office;
  - iv. Conduct that brings the PCFA into disrepute.

## **9) Amending the Constitution**

The Constitution can be amended by written notice of the proposed amendment, submitted in writing by the President to the Members for consideration. Any such Amendments must be ratified by a vote of no less than two thirds (2/3) of the Membership in person, by proxy or electronically voting in favour.

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**The Princess Royal Her Royal Highness Princess Salote Mafile'o Pilolevu Tuita**  
**Permanent Patron and Board Chairperson, Pacific China Friendship Association**

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**Dr Hiria Ottino**  
**President, Pacific China Friendship Association**