



FRAMEWORK AND GUIDELINES - SETTING UP A MAINTENANCE FOCUSED NOT FOR PROFIT

The Solar Fund (Fiji) Limited

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1. Introduction

For over a decade Its Time Foundation <https://iitime.org> has been installing solar systems in remote Fijian schools. In doing so it endeavours to not fall into the common trap for small scale remote infrastructure where the picture is captured of shiny new solar panels, smiles all round and then everyone moves on and forgets about it. A view to long-term maintenance of the systems is a priority to maximise the impact of the projects.

Historically gaining funding support for on-going operations and maintenance has been a challenge. One reason for that is that funders were not seeing a defined structure to protect funding and execute works long term. In response we established The Solar Fund (Fiji) <https://solarfund-fj.org>.

It appears to be the first independent protected maintenance fund for small scale infrastructure in the South Pacific. In that light we are glad to share our learnings from the process with the hope that it may assist others to maximise the long-term impact of their projects.

Feel free to contact us and where practical we are glad to share our story to assist you in achieving a similar outcome.

Rob Edwards
Founder
Its Time Foundation and The Solar Fund (Fiji)

2. Acknowledgement

We thank the Australian Government who funded the establishment of The Solar Fund (Fiji) via the Department of Foreign Affairs [Business Partner Platform](#).

We also acknowledge and thank the team at The Palladium Group (Managers of the Business Partner Platform) who were instrumental in working with us to develop this unique proposition.

3. Executive Summary

This document provides a comprehensive framework and guidelines for establishing a Non-Governmental Organization (NGO) with focus on providing on-going operations and maintenance for their small to medium scale infrastructure projects. It serves as a valuable resource for future NGOs, outlining guidelines and considerations across various critical aspects to ensure a successful setup and operation.

Identifying and planning for initial costs such as legal fees, infrastructure, marketing, and operational expenses are crucial. Proper budgeting ensures the NGO's financial stability from the outset.

Hiring a consultant with experience, expertise, and regulatory knowledge is a worthwhile investment. The consultant can assist in setting up the NGO's governance, structure, board, policies, and handling tax and bank account setups.

Developing a user-friendly website, setting up a cloud workspace, implementing accounting software systems, clearly defined revenue sources, and ensuring proper monitoring and reporting are vital for building a solid foundation. These elements help achieve the NGO's vision and purpose while maintaining credibility.

By following these guidelines, NGOs can ensure a robust and effective setup, supporting their mission and enabling long-term success. This framework aims to provide the necessary support and direction for future NGOs looking to establish themselves and make a positive impact.

4. Securing Initial Budget to Establish Structure

4.1 Start-Up Costs

It is most likely that a maintenance fund will be established by another NGO responsible for the delivery of the projects to be maintained. In our case that was Its Time Foundation that designed, managed and funded the establishment of The Solar Fund (Fiji). We successfully pitched the need for such an initiative to the Australian Government via their Business Partner Platform who funded the project. Sophisticated funders understand the importance of ongoing operations and maintenance. If your deliverables are robust and maintainable, and the funder is aligned with your purpose there is a good chance of support.

In planning your establishment budget consider:

- **Initial Costs:** Planning, legal fees, initial infrastructure, marketing and branding, entity set up costs, website etc.
- **Operational Costs:** Office rent, salaries, utilities, bank fees etc.
- **Maintenance Costs:** Equipment upkeep, ongoing support, etc.
- **Miscellaneous Costs:** Travel, training, contingency funds, etc.
- **Funding Sources:** Grants, donations, partnerships, loans, etc.
- **Policies:** Explore both local/national, international and donor funders policies that will need to be complied with, in addition to own organisation policies.

5. Engage Business Consultant

Setting up an NGO can possibly be done without a consultant, but it is likely to take much longer and not be as successful. Its Time Foundation was fortunate to engage the Suva, Fiji based Insight Business Advisory Pte Ltd (insight-hello@outlook.com). Their knowledge, network and eye for detail was invaluable in us creating The Solar Fund Fiji. We recommend them very highly and believe they are available to consultant beyond Fiji.

Things to consider if engaging a business consultant are provided below.

5.1 Criteria for Selecting a Consultant

- **Experience:** Proven track record in relevant or similar projects or NGO's.
- **Expertise:** Knowledge of the industry and specific challenges.
- **References:** Positive feedback from previous clients.
- **Availability:** Ability to commit the required time and resources.
- **Cost:** Within budget constraints. Discuss and establish fees in local currency.

5.2 Engagement Process

Establish an Agreement which should at a minimum include the following:

1. **Engagement Process:** Define the scope of work, set milestones, and establish communication channels.
2. **Roles and Expectations:** Clearly outline the responsibilities of both parties.
3. **Duration and Termination:** Clearly define the duration of the consultancy with milestone deliverables. Termination where either party may terminate the Agreement with thirty (30) days' written notice.
4. **Extensions:** Allowable extensions for the contract such as force majeure, inclement weather etc.
5. **Additional Work:** As the Client of the Consultant, there may be requests for changes to the Agreement, such as adding, removing, or substituting work.
6. **Payment Terms:** The total fee for the consultancy services is provided [in local currency] (VEP or VIP), and may be payable in instalments, for example:
 - o 60% on signing of contract
 - o 20% on next milestone deliverable
 - o 20% on final completion of all works submitted
7. **Confidentiality:** Each party agrees to maintain confidentiality regarding all information obtained from each other.
8. **Independence:** The Consultant shall act as an independent contractor, not as an employee or agent of the Client. As the Client of the Consultant there may be instances where an "Authority to Act" consent will need to be issued to enable the Consultant to represent the Entity being established.
9. **Governing Law:** The Agreement will be governed by the laws of [the country where the Entity is being established].
10. **Arbitration:** Any disputes arising from the Agreement may be resolved through arbitration by a person appointed by the President of the local/country Law Society, upon the request of either party.
11. **Amendments:** Any modifications to the Agreement must be made in writing and signed by both parties.
12. **Signatures:** The Agreement must be signed and dated by the authorised persons (ideally the owners/Directors) of the Client and the Consultant and witnessed by both parties nominated witnesses.

A sample of the Agreement can be found in [Appendix 1](#).

6. Establishing a Board

DO NOT ask your friends, family members, workmates or golf partners to be on the NGO Board, unless they meet your carefully crafted criteria.

Consider having individuals who have a diverse mix of skills, perspectives, expertise and who have a wide network that represents the industry or sector that supports the NGO's purpose.

An overarching criteria for selection of a board member (and where possible staff and contractors) is that they understand your purpose and genuinely share the belief that the impact you are creating is valuable.

Options to consider in the search for board members:

1. The Consultant could also assist with the set-up of the NGO board and organisational governance structure and this includes recommending board members.
2. Meet other NGO's, government departments, statutory bodies and regional organisations to put the word out for a board search.
3. Advertise publicly and have interested individuals put in their expressions of interests with a copy of their CV.

6.1 Criteria for Selection of Board Members

Ideally have an odd number of board members for the NGO i.e 5 or 7 for effective decision-making and communication.

An ideal size board minimizes bureaucratic hurdles and allows for a more agile and responsive approach to governance; however, it is essential to balance this with the need for diverse perspectives and expertise to ensure comprehensive and effective governance. The bigger the board the more difficult it will be.

Consider the following make up in the NGO board.

- **Technical Expertise:** 2 tech-savvy members.
- **Business Acumen:** 1 significant general business member.
- **Quality Assurance:** 2 others meeting specific quality assurance and governance guidelines and having a wide network.

The Solar Fund (Fiji) has five board members that meet the following criteria and board member replacement will maintain this balance:

- One representative from Its Time Foundation
- One technical representative from the solar industry with technical background
- Two Alumni of the Leadership Fiji program
- One significant business leader

For details visit: <https://solarfund-fj.org>

6.2 Interviewing Board Members

Review the current and previous business history of potential board members and consider the following before interviewing and meeting with them to confirm their selection:

- Establish solid information about the individual in advance.
- Be objective and clear about expectations.
- Assess governance and technical backgrounds, and network connections.

7. Selecting Admin Person/Company Secretary

It is an important role to have in terms of ensuring the smooth functioning, effective governance and compliance, documentation and record-keeping and Board support for the NGO, which will contribute to its overall success, sustainability and credibility.

If your processes are established robustly and clearly in the beginning it is a relatively modest load. For The Solar Fund (Fiji) we contracted a well skilled person who invoices two monthly (coinciding with Board meetings) to deliver a clearly defined set of tasks.

7.1 Role of the Admin/Company Secretary

In appointing a person to this role, it is important to consider the capability and background of the person. As with Board members, it is important to review their skills, experiences and CV before interviewing and meeting the person if suitable for the role. Some of these aspects and responsibilities for the role include:

- **Compliance and Governance:** The person in this role ensures the NGO complies with legal and regulatory requirements. They keep abreast of changes in legislation and governance best practices to ensure the NGO operates within the law.
- **Documentation and Record-Keeping:** Is responsible for maintaining accurate records of board meetings, decisions, and other essential documents. This includes preparing and distributing meeting agendas and minutes, which are vital for transparency and accountability.
- **Board Support:** Provide administrative support to the board, facilitating effective communication among board members and between the board and management. Organise and attend board meetings, including managing, preparing and distributing meeting agendas, minutes, and supporting documents. This helps streamline decision-making processes and ensures that all board members are well-informed.
- **Communication:** The person in this role often serves as the primary point of contact for board members, stakeholders, and external parties. They ensure that information flows smoothly and efficiently within the NGO and to relevant external entities.
- **Policy Implementation:** Assist in the implementation and monitoring of board policies and procedures, ensuring that the NGO adheres to its governance framework and operates according to its mission and values.
- **Risk Management:** Helps identify and mitigate risks by ensuring that the board is aware of potential issues and that appropriate measures are in place to address them.
- **Confidentiality and Integrity:** Handles sensitive information with confidentiality and integrity, maintaining the trust of board members and stakeholders.

7.2 Engagement Letter

Prepare an engagement letter with a compensation / fee in the local currency and have the person for this role sign, date and witness it. Ensure a copy is kept by both parties, the NGO and the person providing the services for this role.

A sample of a Letter of Engagement can be found in [Appendix 2](#).

8. Selecting a Bank

When selecting a bank for the NGO, it is important to consider several key factors to ensure that the bank aligns with the NGO's financial needs and values. Here are some things to consider:

- **Fees and Charges:** Compare monthly maintenance fees, transaction fees, and any other charges. Understand the fees associated with overdrafts or insufficient funds.
- **Services and Features:** Ensure the bank offers robust online banking services, including bill payments, fund transfers, and account management. Check it is registered with your preferred accounting software so it can accept bank feeds.

- **International Services:** For NGOs operating internationally, consider the bank's ability to handle foreign transactions and currency exchange.
- **Reputation and Stability:** Research the bank's financial health and stability to ensure it can reliably safeguard the NGO's funds.
- **Reputation:** Look for customer reviews and ratings to gauge the bank's reputation for customer service and ethical practices.
- **Social Responsibility:** Consider banks that have a strong commitment to social responsibility and support for NGO's.
- **Local Engagement:** Consider banks that are actively engaged in the local community and support initiatives that align with the NGO's purpose and vision.
- **Location:** Ensure the bank has conveniently located branches and ATMs, especially if cash transactions are frequent. Consider banks that may have a wider than in-country reach and have representation in the region which you may also be required to operate in.
- **Customer Support and Availability:** Consider the availability of customer support, including phone, email, and in-person assistance. Also evaluate the quality and responsiveness of the bank's customer service team.
- **Security Measures:** Ensure the bank has strong security measures in place to protect against fraud and cyber threats.
- **Fraud Protection:** Check the bank's policies and procedures for handling fraudulent transactions and protecting account holders.
- **Compliance:** Ensure the bank complies with all relevant regulatory requirements and has a strong track record of regulatory compliance.
- **Transparency:** Look for transparency in the bank's policies, terms, and conditions to avoid hidden fees or unexpected charges.

Most banks will require the Board or Trustees explicit approval and resolution for the opening of any bank account. Refer to [Appendix 3](#) for a sample board resolution document for bank account opening.

9. Understanding Taxation Implications

It is important to understand the taxation implications and or benefits for the projects and initiatives that will be undertaken within each country, and what are the requirements to overcome or capitalize on these.

Here are some ways in which the NGO can go about understanding these taxation implications:

1. Research and Understand Local Tax Laws

- **Country-Specific Regulations:** Research and understand the tax laws and regulations specific to each country where the NGO operates. This includes income tax, value-added tax (VAT), and other relevant taxes.
- **NGO and Not for Profit Status:** Determine the requirements for obtaining and maintaining NGO status in each country, as this can affect tax exemptions and obligations.

2. Register with Tax Authorities

- **Tax Registration:** Ensure the NGO is registered with the appropriate tax authorities in the country or countries of operation. Obtain necessary tax identification numbers and certificates.
- **Compliance:** Stay compliant with all tax filing and reporting requirements to avoid penalties and legal issues.

3. Identify Tax Exemptions and Benefits

- **Exemptions:** Identify any tax exemptions or benefits available to NGO's and not for profits in each country. This may include exemptions from income tax, VAT, and customs duties.
- **Eligibility:** Ensure the NGO meets the eligibility criteria for these exemptions and benefits. Maintain proper documentation to support claims for tax relief.

4. Understand Tax Obligations for Donations and Grants

- **Donations:** Understand the tax implications of receiving donations, including any requirements for issuing tax receipts to donors.
- **Grants:** Determine the tax treatment of grants received from government agencies, foundations, and other sources. Ensure compliance with any reporting requirements.

5. Address Employee and Contractor Taxation

- **Payroll Taxes:** Understand the tax obligations related to employee salaries, including payroll taxes, social security contributions, and other withholdings.
- **Contractors:** Determine the tax treatment of payments to contractors and consultants. Ensure compliance with withholding tax requirements, if applicable.

6. Plan for Cross-Border Transactions

- **International Operations:** Address the tax implications of cross-border transactions, such as transferring funds between countries or providing services internationally.
- **Double Taxation:** Explore double taxation agreements (DTAs) between countries to avoid being taxed twice on the same revenue source.

7. Maintain Accurate Financial Records

- **Record Keeping:** Maintain accurate and detailed financial records to support tax filings and compliance. This includes records of income, expenses, donations, grants, and payroll.
- **Audit Readiness:** Be prepared for potential tax audits by keeping all necessary documentation organized and accessible.

8. Seek Professional Advice

- **Tax Advisors:** Engage with tax advisors or consultants who specialize in NGO and not for profit taxation to ensure compliance and optimize tax benefits.
- **Legal Counsel:** Consult with legal counsel to address any complex tax issues or disputes that may arise.

9. Educate and Train Staff

- **Training:** Provide training to staff and volunteers on the NGO's tax obligations and compliance requirements.
- **Awareness:** Ensure that all team members and the Board are aware of the importance of adhering to tax regulations and maintaining accurate records.

10. Monitor and Adapt to Changes

- **Regulatory Updates:** Stay informed about changes in tax laws and regulations that may affect the NGO's operations.
- **Adaptation:** Adapt the NGO's financial and operational practices to comply with new tax requirements and take advantage of any new tax benefits.

10. How much revenue do you need?

Knowing how much it will cost to maintain your infrastructure and for how long you expect you will maintain it for are tough questions. But ones you need to get right to adequately fund your forward maintenance. We are glad to share our experience with regard our solar projects.

A word of warning! Do not set yourself to start underfunded. While it may be tempting to induct your historical projects into your fund immediately, you could set yourself up to fail. Part of our set



up funding included some 'kick start' capital to cover our first year of running costs and induct three schools into the fund. We will gradually induct our previous projects as adequate 3rd party funding becomes available.

11. Revenue Sources

In the case of The Solar Fund (Fiji) our primary and predictable revenue focus is:

- Initial capital contribution/underwrite by the project funder. From 2025 we are including that contribution as a line item in the initial project costings. We can discuss the quantum of that privately if interested.
- Fair contribution from the schools. This includes a small contribution on a per student basis. We aim that, after their payment, there remains good savings from unused generator fuel cost to buy additional school resources.
- Teachers usually live in the school precinct, and they contribute a modest amount, via the school, on a per term basis.

The amounts paid are at a level where the school and teachers are generally very happy with the arrangement. Determining the value to get the balance right needs to be researched carefully.

Important note: we do not meter or otherwise tariff power supply, as all contributions are expressly for the purpose of maintaining the delivered infrastructure.

Where practical it is important to consider diversifying funding or revenue sources to avoid reliance on one major funder or donor in the event they pull out which may result in incomplete projects or uncertainty in the future and sustainability of the NGO.

Here are some options to take into account when considering funding sources:

- **Grants:** Seek grants from government agencies, foundations, and international organizations. These can provide substantial funding for specific projects or operational support.
- **Donations:** Cultivate relationships with individual donors, corporate sponsors, and philanthropists. Regular campaigns, such as annual appeals and capital campaigns, can help maintain a steady flow of donations.
- **Fundraising Events:** Organize events like raffles, charity auctions, galas, walk-a-thons, and online fundraisers to engage the community and raise funds.
- **Membership Programs:** Offer membership programs with varying levels of benefits to encourage recurring donations and build a loyal supporter base.
- **Earned Income:** Generate revenue through services, products, or programs related to the NGO's vision and purpose. This could include training workshops, publications, and merchandise sales.
- **Online Giving:** Leverage online platforms for crowdfunding and peer-to-peer fundraising. Utilize social media and email campaigns to reach a broader audience.
- **Partnerships:** Collaborate with businesses, other NGOs, charities and community organizations to access additional resources and funding opportunities.
- **Endowments:** Establish an endowment fund to provide long-term financial stability and generate ongoing income.

11.1 Initial Investment as Underwriting Contribution

It is important to note that any initial investment provided by donors is seen as an investment, not a cost for them. Here are some ways to recognize and communicate this initial underwriting and investment contribution:

- **Impact Narrative:** Clearly communicate how the initial investment will drive positive change and contribute to the NGO's purpose and vision. Share success stories and case studies to illustrate the impact.
- **Transparency:** Provide detailed information about how the funds will be used, including project plans, budgets, and expected outcomes. This builds trust and confidence among donors.
- **Long-Term Benefits:** Highlight the lasting benefits of the initial investment, such as improved infrastructure, expanded programs, and increased capacity. Emphasize that these benefits will lead to greater impact over time.
- **ROI for Donors:** Explain how the investment will yield tangible results, such as increased reach, enhanced services, and more efficient operations. Show donors how their contribution will make a meaningful difference in the communities and or projects the NGO will undertake.
- **Recognition:** Acknowledge donors' contributions through recognition programs, naming opportunities, and regular updates on the progress and impact of funded initiatives.

12. Recipients and Beneficiaries in Projects Implemented

Where practical it is important to include some 'skin in the game' by the beneficiaries of the project. It is important to ensure and emphasize to beneficiaries that their contribution is an investment in their future benefit. By doing this, the NGO can effectively ensure and emphasize the importance of recipients' investment in projects, fostering a sense of shared responsibility, ownership, and long-term success.

Here are some general guidelines in engaging recipients' and beneficiaries' investments in NGO projects within their communities:

1. Communicate the Value of Investment

- **Shared Responsibility:** Highlight that the recipient's investment demonstrates shared responsibility and commitment to the project's success.
- **Ownership and Accountability:** Emphasize that having a stake in the project fosters a sense of ownership and accountability, leading to better care and maintenance of the infrastructure.

2. Define the Scope of Investment

- **Financial Contribution:** Specify the minimum financial contribution required from the recipient. This could be a percentage of the total project cost or a fixed amount.
- **In-Kind Contributions:** Allow for in-kind contributions, such as labour, materials, or services, which can be equally valuable and may be more feasible for some recipients.

3. Set Clear Expectations

- **Investment Agreements:** Develop written agreements outlining the recipient's investment obligations, including the amount, type, and timing of contributions. On request The Solar Fund (Fiji) is happy to share an example of our current agreement template with schools.
- **Milestones and Deadlines:** Establish clear milestones and deadlines for the recipient's contributions to ensure timely and organized project implementation.

- **Reporting Responsibility:** Define local care and maintenance responsibilities of the equipment, including reporting responsibilities required. Refer to [Appendix 5](#) for Term Report and School Care Actions.

4. Provide Support and Guidance

- **Financial Planning Assistance:** Offer assistance with financial planning and budgeting to help recipients manage their contributions effectively.
- **Resource Mobilization:** Help recipients identify potential sources of funding or resources to fulfill their investment obligations.

5. Updates

- **Regular Updates:** Keep recipients informed about project progress and how their contributions are making a difference.

6. Highlight the Benefits

- **Long-Term Impact:** Explain how their investment will lead to long-term benefits, such as improved infrastructure, increased capacity, and enhanced services.
- **Community Empowerment:** Emphasize that their investment will empower the community, leading to greater self-reliance and resilience.

8. Monitor and Evaluate

- **Tracking Contributions:** Implement a system to track and document the recipient's contributions, ensuring transparency and accountability.
- **Feedback Mechanisms:** Establish feedback mechanisms to gather input from recipients on the investment process and address any concerns.

13. Initial Infrastructure Quality

Okay! This is probably your biggest source of 'revenue' to your maintenance fund!

Limited budgets and least cost quote acceptance in remote areas is leading to short lived and often unrepairable infrastructure. In Fiji there is a growing accumulation waste on the islands from low quality batteries, panels and electrical equipment. **Build it well in the first place and you will dramatically reduce your maintenance spend in the coming years – we cannot emphasise this enough.**

Considerations will vary dramatically depending on the type of infrastructure you are implementing, here are some examples of the strategies Its Time Foundation deploys in our solar system delivery:

1. Quality Planning and Design

2. Quality Materials and Equipment

- **Certified Components:** Use high-quality, certified solar panels, inverters, batteries, and other components from reputable manufacturers.
- **Durability:** Select materials and equipment designed to withstand local environmental conditions, including high temperatures, humidity, and potential corrosion.
- **Warranty:** Select equipment with as long as possible warranties – if it breaks in the warranty period you are not paying the replacement cost.

3. Engage well qualified contractors with a good track records.

4. Installation Best Practices

- **Standardized Procedures:** Develop and follow standardized installation procedures to ensure consistency and quality across all projects.
- **Quality Control:** Implement rigorous quality control measures at every stage of the installation process, from mounting panels to electrical connections and system testing.

5. Compliance to relevant standards in your jurisdiction

6. Monitoring and Maintenance

- **Regular Inspections:** Schedule regular inspections and preventive maintenance to identify and address potential issues before they escalate.
- **Monitoring Systems:** Install monitoring systems to track the performance of solar installations in real-time, allowing for prompt detection and resolution of any issues.

7. Community Engagement

- **Education and Training:** Educate local communities about the benefits and proper use of solar systems. Provide training for local technicians to build capacity and ensure long-term sustainability.
- **Feedback Mechanisms:** Establish feedback mechanisms to gather input from beneficiaries and address any concerns or suggestions for improvement.

9. Documentation and Reporting

- **Comprehensive Records:** Maintain detailed documentation of all project activities, including site assessments, design plans, installation processes, and maintenance schedules.
- **Transparent Reporting:** Provide transparent and regular reports to stakeholders, including donors, partners, and the community, to demonstrate accountability and project impact.

10. Continuous Improvement

- **Feedback and Evaluation:** Continuously evaluate project outcomes and gather feedback to identify areas for improvement.
- **Innovation:** Stay abreast of technological advancements and innovations in solar energy to enhance the quality and efficiency of future projects.

14. Website

Setting up a website for an NGO is a crucial step in building its online presence and engaging with its target audience, stakeholders and donors. The does not need to be a complex nor expensive process. The Solar Fund (Fiji) is delighted share the template of its simple word press site <https://solarfund-fj.org> at no cost and introduce our web developer who will set that up for you for a few hundred dollars.

Here are some key considerations (some critical and some optional) to keep in mind when setting up a website:

1. Purpose and Goals

- **Define Objectives:** Clearly outline the primary goals of the website, such as raising awareness, attracting donations, providing information, or engaging volunteers.
- **Target Audience:** Understand who your target audience is and tailor the website's content and design to meet their needs.

2. User Experience (UX)

- **Navigation:** Ensure the website is easy to navigate with clear menus and logical structure.
- **Responsiveness:** Design the site to be mobile-friendly and responsive across all devices and screen sizes.
- **Loading Speed:** Optimize images and content to ensure fast loading times, which is crucial for user retention and SEO.

3. Design and Branding

- **Visual Identity:** Use consistent branding elements such as logos, colors, and fonts to create a cohesive and recognizable look.

- **Accessibility:** Make the site accessible to all users, including those with disabilities, by following web accessibility standards.

4. Content

- **Quality Content:** Provide high-quality, engaging, and relevant content that resonates with your audience.
- **Regular Updates:** Keep the content fresh and updated to maintain visitor interest and improve search engine rankings.
- **Multimedia:** Incorporate images, videos, and infographics to make the content more engaging and informative.

5. SEO and Analytics

- **Search Engine Optimization (SEO):** Implement SEO best practices to improve visibility on search engines. Use relevant keywords, meta tags, and alt text for images.
- **Analytics:** Set up tools like Google Analytics to track website performance, user behaviour, and other important metrics.

6. Security

- **SSL Certificate:** Ensure the website is secure by using an SSL certificate, which encrypts data and builds trust with visitors.
- **Regular Backups:** Schedule regular backups to prevent data loss and ensure quick recovery in case of issues.
- **Protection:** Implement security measures to protect against threats such as malware and hacking.

7. Donation and Fundraising Features

- **Donation Button:** Include a prominent and easy-to-use donation button on the website.
- **Payment Gateways:** Choose secure and reliable payment gateways to handle online donations.
- **Transparency:** Clearly communicate how donations are used to build trust with donors.

8. Contact Information

- **Contact Details:** Provide clear contact information, including email addresses, phone numbers, and physical addresses.
- **Social Media Links:** Include links to your NGO's social media profiles to encourage engagement across platforms.
- **Contact Form:** Add a contact form for visitors to easily get in touch with your organization.

9. Legal and Privacy Considerations

- **Privacy Policy:** Include a privacy policy that outlines how user data is collected and used.
- **Terms of Service:** Provide terms of service to inform users of their rights and responsibilities when using the website.

10. Hosting and Maintenance

- **Reliable Hosting:** Choose a reliable hosting provider that offers good performance and customer support.
- **Maintenance Plan:** Develop a maintenance plan to regularly update software, fix issues, and keep the site running smoothly.

11. Community and Engagement

- **Blog and News Section:** Create a blog or news section to share updates, stories, and successes.
- **Newsletter Signup:** Offer a newsletter signup to keep your audience informed and engaged.

15. Google Business Account for NGO's

Setting up a Google Business Account for an NGO or NFP (Not-for-Profit) can provide a range of tools and features to help your NGO operate more efficiently and effectively. By leveraging these tools and features, your NGO can enhance its operations, improve collaboration, and effectively engage with supporters and stakeholders.

The fully functional service is free to eligible NGOs, but that is not available in all jurisdictions.

Here are some options to consider when setting up a Google Workspace for NGO's:

1. Google Workspace for Nonprofits

- **Professional Email:** Create custom email addresses for the NGO using your domain name (e.g., yourname@yourngo.org).
- **Collaboration Tools:** Access tools like Gmail, Calendar, Drive, Docs, Sheets, Slides, and Meet to enhance collaboration and productivity.
- **Cloud Storage:** Utilize cloud storage to securely store and share files with NGO Board, team members and stakeholders.
- **Security and Management:** Benefit from advanced security features and management controls to protect your data and ensure compliance.

2. Google Ad Grants

- **Free Advertising:** Access up to \$10,000 per month in free advertising on Google Search to raise awareness, attract donors, and recruit volunteers.
- **Campaign Management:** Use Google Ads to create and manage advertising campaigns that promote your organization's mission and activities.

3. YouTube Nonprofit Program

- **Video Storytelling:** Leverage the power of video to share your NGO's story, impact, and initiatives with a global audience.
- **Fundraising Features:** Utilize YouTube Giving features (available in the U.S. only) to make it easy for supporters to donate directly through your videos.

4. Google Earth and Maps

- **Data Visualization:** Use Google Earth to create compelling data visualizations that showcase your NGO's impact and projects.
- **Mapping Tools:** Employ Google Maps Platform to help people locate community programs, resources, and events.

5. Google Sites

- **Website Creation:** Create an internal or external website to share relevant information with your organization and the public.
- **Easy Management:** Use Google Sites to easily manage and update your website content without needing advanced technical skills.

6. Google Analytics

- **Performance Tracking:** Set up Google Analytics to monitor website traffic, user behaviour, and other key metrics.
- **Data-Driven Decisions:** Use insights from Google Analytics to make informed decisions about your online presence and marketing strategies.

7. Google Drive

- **File Storage and Sharing:** Store and share files securely with team members, volunteers, and board members.

- **Collaboration:** Collaborate on documents, spreadsheets, and presentations in real-time with Google Drive.

8. Google Calendar

- **Scheduling:** Manage schedules, set up meetings, and coordinate events with Google Calendar.
- **Integration:** Integrate Google Calendar with other Google Workspace tools for seamless scheduling and collaboration.

9. Google Forms

- **Surveys and Feedback:** Create and distribute surveys, feedback forms, and registration forms to gather input from stakeholders and the community.
- **Data Collection:** Use Google Forms to collect and analyse data efficiently.

10. Google Keep

- **Note-Taking:** Use Google Keep to capture and organize notes, ideas, and to-do lists.
- **Collaboration:** Share notes and collaborate with team members in real-time.

16. Accounting Software System

Setting up an accounting software system for the NGO is an important aspect of ensuring that financial records, accounts and book-keeping are done correctly from the outset soon after establishing it or after formal incorporation. It involves several steps and considerations to ensure it meets the NGO's unique needs.

Here are some options to consider when setting up an account software system:

1. Nonprofit-Specific Functionality

- Ensure the software supports fund accounting, donation tracking, and grant management.
- Look for features that cater to the unique needs of NGO's, such as compliance with regulatory standards.

2. Budget and Scalability

- Consider the total cost of ownership, including implementation, maintenance, and support.
- Choose a system that can scale with your organization as it grows.

3. Security and Compliance

- Opt for a software with robust security features, such as encryption and two-factor authentication.
- Ensure the software complies with relevant regulations to protect donor trust and funding opportunities.

4. User Interface and Experience

- Select software with a user-friendly interface and mobile accessibility.
- Ensure it can be easily adopted by staff with varying levels of technical expertise.

5. Integration Capabilities

- Ensure the software integrates smoothly with other platforms, such as payroll, billing, and donor management systems.
- Seamless integration reduces manual data entry and minimizes errors.

6. Vendor or System Reputation and Support

- Choose a vendor or system with a strong track record and excellent customer service.
- Ensure they offer adequate training resources and responsive support.

7. Real-Time Reporting

- Look for cloud-based software that provides real-time access to key financial reports.
- Customizable dashboards can enhance decision-making and transparency.

8. Future-Proofing

- Select a software that incorporates emerging technologies like AI for automating tasks.
- Ensure the system can adapt to future needs and technological advancements.

17. Other Important Documents

Setting up an NGO involves meticulous attention to various legal, financial, and administrative aspects. Here are some important documents and documentation needed for NGOs. By maintaining these documents, the NGO can ensure compliance, transparency, and efficient functioning, ultimately contributing to its success, sustainability and credibility.

1. Registration Documents

- **Trust Deed:** Required if the NGO is operating as a trust, outlining the rules and regulations for the trust.
- **Certificate of Incorporation:** Legal document issued by the Registrar of Companies for NGOs operating as a company limited by guarantee with no shares.
- **Tax Identification Number (TIN):** Mandatory for tax purposes.
- **Bank Account Details:** Required for registration and conducting financial transactions.
- **Identity and Address Proof of Trustees/Directors/Members:** Includes documents such as official national issued identification cards such as voter ID, passport, driving license, etc.
- **Address Proof of Registered Office:** Includes documents such as electricity bill, telephone bill etc.

2. Governing Documents

- **Bylaws or Governance and Board Charter:** Defines the structure, roles, and responsibilities of the Board, the Board's operation and decision-making framework, and to ensure that the Board acts in the best interests of the Company, stakeholders, and the communities it serves.
- **Minutes of Meetings:** Detailed records of decisions taken during meetings of the governing body and general body.
- **Board Resolutions:** Formal records of decisions made by the board or trustees or the governing body.

3. Financial Documents

- **Finance Policy:** Framework and guidelines for managing financial transactions for the NGO.
- **Book-keeping and Accounts:** Comprehensive records of all financial transactions, including receipts, payments, income, and expenses.
- **Annual Financial Statements:** Balance sheet, income and expenditure statement, and cash flow statement.
- **Audit Reports:** Annual audit reports prepared by a qualified chartered accountant.
- **Bank Statements:** Monthly statements from the bank accounts operated by the NGO.

4. Compliance and Regulatory Documents

- **Annual Reports:** Detailed reports on the activities, achievements, and financial status of the NGO.
- **GST or VAT Registration and Returns (if applicable):** For NGOs engaged in taxable activities that attract Goods and Services Tax (GST) or Value Added Tax (VAT).

5. Operational Documents

- **Operations and Admin Policy:** Guidelines for managing the administration and operational functions of the NGO.
- **Project Reports:** Detailed documentation of various projects undertaken, including objectives, activities, outcomes, and impact.

- **Agreements and MoUs:** Memorandum of Understanding (MoUs) and Agreements with donors, partners, consultants and stakeholders.
- **Grant Applications and Proposals:** Records of applications and proposals submitted for funding and grants.
- **Volunteer and Employee Records:** Details of volunteers, employees, their roles, and contributions.

6. Communication and Outreach Documents

- **Newsletters and Brochures:** Publications highlighting the activities, programs, and achievements of the NGO.
- **Press Releases:** Official statements released to the media about significant events or milestones.

7. Legal and Policy Documents

- **Child Protection Policy:** Guidelines to ensure the safety and well-being of children involved in the NGO's activities.
- **Prevention of Sexual Exploitation, Abuse, and Harassment Policy:** Measures to prevent and address any form of exploitation, abuse, or harassment.
- **Privacy and Data Handling Policy:** Guidelines for handling and protecting personal data.
- **Complaints Handling Procedure:** Process for addressing and resolving complaints from stakeholders.

18. Appendices

CONSULTANCY AGREEMENT

THIS AGREEMENT made on[day] day of [month] month of [year]

BETWEEN : Its [Client name], [address], [city], country], hereinafter referred to as “Client”

AND : [Consultant name], [address], [city], country], hereinafter referred to as “Consultant”

Background: The Client wishes to engage the Consultant for consultancy services outlined herein, and the Consultant agrees to provide such services under the terms set forth below.

1. Scope of Work: The Consultant agrees to perform the following services for the Client [insert agreed timeframe in days/months] from the execution date of this Agreement:

The following statements under each point below is only a sample description of each scope of work, please amend and update as per agreed scope with the Client....

1.1 Company Registration:

Register [company name] as a [Legal entity description] Company Limited by Guarantee (NGO) with [number of directors] directors (names with valid Government identification document to be provided) and [number of directors/trustees/members] (names valid Government identification document to be provided if different to directors/trustees/members).

1.2 Obtain Tax Identification Number:

Lodge and facilitate the approval of Tax Identification Number from [name of country's taxation department] Fiji Revenue Customs Services (FRCS).

1.3 Recommend and Set-Up a Bank Account:

Provide recommendations of an appropriate banker and once approved establish the set-up of a bank account.

1.4 Governance Structure:

Recommend and establish the governance structure including board establishment and advisory board setup.

1.5 Procedural Documentation:

Develop procedural documentation and governance framework, including the organisations finance policy and processes, operational and administrative functions.

2. Extensions: If delays occur due to force majeure, inclement weather, fire, additional work instructed by the Client and/or institutional requirements, the Client shall grant a reasonable extension for completion of the services.

3. Additional Work: The Client may request changes to the Agreement, such as adding, removing, or substituting work. If these requests are made in writing and signed by the Client, and if complying with them causes the Consultant to incur costs or losses that exceed what was

initially agreed upon or reasonably expected, then those additional costs will be added to the total cost of the Agreement, unless the changes were due to a breach of the Agreement by the Consultant.

- 4. Payment Terms:** The total fee for this consultancy services is [currency]\${value} [VEP/VIP], payable in instalments as follows:
- Initial Payment: 60% or [currency]\${value} [VEP/VIP] upon signing this Agreement.
 - Second Payment: 20% or [currency]\${value} [VEP/VIP] upon completion of [list agreed milestone(s)].
 - Final Payment: 20% or [currency]\${value} [VEP/VIP] upon completion of [list agreed milestone(s)].

Note any associated institution fees for the registration of the company, opening of the bank account etc will be borne and paid for by the NGO, or where agreed, reimbursed to [Consultant name] on submission of an invoice with the respective payment receipts made.

5. Duration and Termination:

5.1 Commencement: This Agreement begins on the date first written above and continues until services are completed unless terminated earlier as per this Agreement.

5.2 Termination: Either party may terminate this Agreement with thirty (30) days' written notice. In case of termination, the Consultant shall be compensated for services performed up to the termination date on a pro-rata basis.

- 6. Confidentiality:** Each party agrees to maintain confidentiality regarding all information obtained from each other and shall not disclose such information to third parties without written consent from the other.
- 7. Independent Contractor:** The Consultant shall act as an independent contractor, not as an employee or agent of the Client. This Agreement does not establish a partnership, joint venture, or employer-employee relationship between the parties.
- 8. Governing Law:** This Agreement shall be governed by the laws of [Country].
- 9. Arbitration:** Any disputes arising from this Agreement shall be resolved through arbitration by a person appointed by the President of the [Country] Law Society, upon the request of either party.
- 10. Entire Agreement:** This Agreement constitutes the entire understanding between the parties, superseding any prior agreements or understanding, whether written or oral, regarding the subject matter herein.
- 11. Amendments:** Any modifications to this Agreement must be made in writing and signed by both parties.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date first written above.

SIGNED by the said Client, [Name] of [organisation])
Of [company name] of [Address])
[City, Country], this [day] and [month])
of [year])

Name:

Title:

Date: _____

SIGNED by the said Consultant [Name])
Of [company name] of [Address])
[City, Country], this [day] and)
..... [month] of [year])

Name:

Title:

Date: _____

Appendix - Engagement Letter Sample Template

Use organisation letterhead

[date of letter – dd month year]

[name of person recruited as company secretary]

[address 1]

Address 2]

[city, country]

Dear [name of person],

Re: Engagement as Company Secretary for [name of organisation/NGO]

We are delighted to extend an offer for you to join [name of organisation/NGO] as its Company Secretary. The company is currently going through the processes of incorporation with its legal status as a [name type of legal entity] Company Limited by Guarantee, with [number of directors] five Directors and including you as the Company Secretary.

The [name of organisation/NGO]'s purpose is to [add NGO's purpose] establish a protected fund for the maintenance of school solar projects in Fiji.

Position Overview:

The role of Company Secretary is pivotal to [name of organisation/NGO]'s governance and operations. Given your extensive experience and expertise, we believe you will excel in this role. We aim to accommodate your existing commitments and anticipate your availability for our [name number of board meetings will be undertaken as per board charter or trust deed or articles of association] six annual board meetings.

This Letter of Engagement outlines the terms, roles and responsibilities associated with your role as Company Secretary for [name of organisation/NGO].

Roles and Responsibilities:

The roles and responsibilities provided below are an example and is to be updated based on what the NGO will want the company secretary to provide.

Board Meetings:

- Notify relevant parties and stakeholders of board meetings.
- Organise and attend board meetings, including managing, preparing and distributing meeting agendas, minutes, and supporting documents such as:
 - Accounts/financials.
 - Report from the retained technical contractor.
 - Soliciting additional agenda items from board members.
- Ensure accurate recording and timely distribution of minutes and follow up on action items.
- Maintain proper storage of all necessary company documents and appropriate filing of information and documentation.

Compliance:

- Ensure that the organisation complies with all relevant laws and regulations, including the Companies Act and other statutory requirements.
- Maintain the company's statutory registers and records.
- File necessary returns and documents with regulatory authorities.

Governance:

- Advise the board on corporate governance best practices and ensure adherence to governance policies and procedures.
- Facilitate board inductions and ongoing training for directors.

Communication:

- Serve as a primary point of contact between the board and management and the retained technical contractor if required.
- Coordinate and manage communication between the board, shareholders, and other stakeholders.
- Oversee administrative emails and prioritize as necessary, noting that routine email maintenance will be handled by our retained technical contractor.

Records Management:

- Maintain custody of the corporate seal, share certificates, and other important company documents.
- Ensure that proper records of board resolutions and decisions are maintained.
- Maintain Stakeholder Register by keeping the Google Sheet register of business supporters updated.

Other Duties:

- Perform any other duties as may be required by the board or as necessary for the effective administration and governance of the organisation, fitting within an equivalent of one full day per month.

Compensation:

You are offered a [include payment term for fees – monthly/ bi-monthly/quarterly etc] fee of [currency] \$[value] where you will submit an invoice to **[name of organisation/NGO]** commencing from the week of the first board induction/meeting [add date: day month year].

In your Invoice, you will provide your bank details, including name, address, SWIFT code and other necessary account information to ensure a smooth facilitation of payment.

Term of Engagement:

Your engagement as the Company Secretary will commence on [add date: day month year] and will continue until terminated by either party with a 3 month notice in writing.

Confidentiality:

You are required to maintain the confidentiality of all information and documents entrusted to you during and after your engagement as the Company Secretary of **[name of organisation/NGO]**.



Acceptance:

Please confirm your acceptance of this engagement and the terms outlined in this letter by signing and returning a copy of this letter.

We are excited to have you on board and look forward to your valuable contributions to **[name of organisation/NGO]**.

Yours sincerely,

Signature

**[name of person authorized to employ company secretary, usually the founder of the NGO]
[position of authorized authorized]**

Board Resolution: Appointment of Banker

Resolution:

At a meeting of the Board of Directors of [name of organisation/NGO], [include type of legal entity], and registered under the [name the Act that the entity is legally registered under] Fiji Companies Act 2015, was held on [add date – day month year] Tuesday 13th August 2024 at [add time of meeting] gam where the following resolution was proposed and duly passed.

[name of organisation/NGO]'s Purpose

[name of organisation/NGO]'s purpose is to provide [add NGO's purpose] renewable power solutions to remote and rural Fijian communities and schools, focusing on the maintenance and repair of installed solar panels, including those on the outer islands of Rabi, Kioa, and Fiji maritime islands. Its mission is twofold: reducing carbon emissions and enhancing educational opportunities in targeted remote and rural communities.

1. Set up of Bank Account

It was agreed that [name of organisation/NGO] will open a bank account to carry out activities in line with its purpose as defined above. The Board resolved to set up a bank account as follows:

- Banker will be [name the bank, ensuring it is the legal name of the bank].
- All the following [directors/trustees] will become signatories with either [include how many will sign and authorised to operate the account] two to sign and operate the account.
 - o Name director/trustee 1 – ensure all names match their official government Identity
 - o Name director/trustee 2
 - o Name director/trustee 3
 - o Name director/trustee 4
 - o Name director/trustee 5
- The [name of organisation/NGO] will establish online banking capability with majority, if not all transactions processed online.
- Online banking, international and local transfers and payments, including over the counter transactions will also be either two to sign and execute transactions.

2. Handling of Transactions and Account Operations

- All payments will need the consent and approval of [name the ultimate authoriser and person approving payments – usually the founder or finance director or chairperson – ensure name listed here matches their official government identity] who is a Director and the Executive Technical Advisor for [name of organisation/NGO] and [name one other technical director – ensure name listed here matches their official government identity] who is one of the Directors with technical expertise.
- Such payment approvals may be in person or via email as a means of formal approval and record for carrying out any transactions.
- Such approvals will be filed as proof of confirmation of payment with the associated invoice/bill.

- Any either [include how many will sign and authorised to operate the account] two of the Directors who are noted as signatories may sign and operate the bank account.

3. [name of country taxation department] Tax Identification Number registration

The [name of organisation/NGO] being a [name the type of legal entity and Act that the NGO is legally registered under] Fiji Companies Act 2015 has been registered with the [name of country taxation department] Fiji Revenue & Customs Services who are in the process of issuing the Tax Identification Number (TIN). The Board acknowledges that once the TIN is received from [name of country taxation department] Fiji Revenue & Customs Services it will form part of the bank account opening requirements.

4. Source of Funds

- Contributions from school solar system capital donors from various locations
- Small contributions from schools from the generator fuel savings
- Business supporters who are invited to contribute from [currency]\${value} up
- Various other donors.

5. Estimated Annual Turnover

Discussions ensued on this and estimated average annual turnover for [name of organisation/NGO] will be around [currency]\${value} per annum.

6. Articles of Association

The Board agreed to adopt the standard Articles of Association as registered and recorded with the Registrar of Companies when [name of organisation/NGO] was incorporated.

Further Actions:

The Board authorizes [name of consultant or agent undertaking this activity on behalf of NGO], as its Authorized Agent to take all necessary actions to implement this resolution effectively.

Effective Date:

This resolution shall be effective immediately upon its passing.

Passed and Adopted:

This resolution is hereby adopted and approved by the Board of Directors of [name of organisation/NGO] on the date first above written.

Signed by Directors:

<p>Signature: _____</p> <p>Name: [directors name as per official government identity]</p> <p>Date: _____</p> <p>Signature: _____</p>	<p>Signature: _____</p> <p>Name: [directors name as per official government identity]</p> <p>Date: _____</p> <p>Signature: _____</p>
--	--



Name: _____
[directors name as per
official government
identity]

Date:

Name: _____
[directors name as per official
government identity]

Date:

Signature:

Name: _____
[directors name as per
official government
identity]

Date:

Witnessed by:

Signature:

Name: _____
[Name of Company Secretary], Company
Secretary

Date:



GOVERNANCE AND BOARD CHARTER

The Solar Fund (Fiji) Limited

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1. Introduction

The Solar Fund (Fiji) Limited (hereinafter referred to as "the Company") is established as a company limited by guarantee with no shares, which was incorporated under the Fiji Company Act on 7 August 2024.

The Company's purpose is to provide renewable power solutions to remote and rural Fijian communities and schools, focusing on the maintenance and repair of installed solar panels, including those on the outer islands of Rabi, Kioa, and Fiji maritime islands. Its mission is twofold: reducing carbon emissions and enhancing educational opportunities in targeted remote and rural communities.

2. Purpose

The purpose of this Board Governance and Charter is to:

- Define the structure, roles, and responsibilities of the Board.
- Establish the procedures for the Board's operation and decision-making.
- Ensure that the Board acts in the best interests of the Company, stakeholders, and the communities it serves.

3. Governance Structure

3.1 Board of Directors

The Board of Directors are also Members of the Company who shall be authorized and entitled to exercise powers as set out in the Articles of Association and this Charter.

The Directors shall serve voluntarily and not be paid remuneration.

The Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or in connection with the business of the Company. Such payments shall be authorised in line with the Company's finance policy.

3.2 Powers and Duties of Directors

- The business of the Company shall be managed by the Board of Directors, who may pay all expenses incurred in promoting and registering the Company and may exercise all such powers of the Company under the Fiji Company Act or any other laws provided and where such powers are not inconsistent with the Company's objectives, these may be decided by the Members in an Annual General Meeting (AGM).
- The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- The Directors may from time to time, by power of attorney, appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, discretions and for such period as directed by the Directors.

- The Directors may appoint Committees or Sub-Committees or an Advisory Member or Advisory Committee from among its Board or from within the community to perform specific tasks or undertake specific projects. The Board of Directors shall:
 - Determine the members of any such Committee or Sub-Committees or an Advisory Member or Advisory Committee.
 - Remain collectively responsible for the decisions and actions taken by any Committee or Sub-Committee or an Advisory Member or Advisory Committee.
 - Ensure that any decisions that, by law, must be taken by the entire Board of Directors may not be delegated to a Committee or Sub-Committee or an Advisory Member or Advisory Committee.
 - Have unrestricted access to all Committee and Sub-Committee or an Advisory Member or Advisory Committee meetings and records.
 - Set forth in the regulations of the Committee or Sub-Committee or an Advisory Member or Advisory Committee appointed, receive a report from such Committees describing the Committee's actions and findings.
- Each Committee or Sub-Committee or an Advisory Member or Advisory Committee appointed by the Board of Directors shall:
 - Only perform the tasks delegated to it by the Board and may not exceed the authority or powers of the Directors as a whole.
 - Promptly inform the Board of Directors of the actions it has taken and major developments of which it becomes aware.
- All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as case may be, in such manner as the Directors shall, from time to time, by resolution, determine.
- The Directors shall cause documented minutes to be made in the books and kept on record provided for the purposes of all:
 - Appointments of officers and its Company Secretary made by the Directors.
 - The names of the Directors present at each meeting of the Directors and any Committee or Sub-Committee or an Advisory Member or Advisory Committee of the Directors or members from within the community it has established.
 - Resolutions and proceedings at all meetings of the Company, and of the Directors, and of committees of Directors, including meetings conducted through online platforms and by way of electronic minutes and resolutions.
- The Directors shall take active steps to contribute to strategic management of the organisation including formulation, implementation and monitoring of agreed strategic plan including setting and monitoring annual budgets for the organisation.
- The Directors must take all reasonable steps necessary to avoid unnecessary risk to the Company, including any conflicts of interests and contribute to developing and monitoring risk management frameworks for the Company.

- All documents prepared for the Board of Directors meetings and AGM and all discussions held in meetings are confidential and no Director or meeting attendee shall disseminate or distribute such information without the prior approval of the Board.
- A Director must always act in good faith and have duty of care in the interests of the Company.
- A Director must exercise independent judgment, and not misuse information or position.

3.3 Composition

- The Board shall consist of five (5) Directors in odd numbers, who are appointed in accordance with the Company's Articles of Association and relevant legal requirements under the Fiji Company Act.
- Four (4) Directors will be local (residents of the country of incorporation of the Company) of which two (2) will be from the Leadership Fiji Alumni network and two (2) will have technical experience and a wide network with stakeholders who can support the Company's purpose.
- The fifth Director shall be a founding member of the Company whether a non-resident or resident.
- The Directors shall have power at any time, and from time to time, by ordinary resolution, increase or reduce the number of Directors.
- The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but the total number of Directors shall not exceed the five (5) number fixed for the Company.

3.4 Term of Appointment

- The term of serving for all Directors shall be 3 years, unless retired or removed by majority decision from serving the Company.
- A person who has served three continuous terms as a Director is not eligible to be a Director for a period of one year.
- The Directors may, in respect of an individual Director, resolve by simple majority at their AGM to:
 - Increase the maximum number of years from nine to ten, but no person may serve more than ten continuous years.
 - During the Board's first three years of tenure, it will establish a guideline for the renewal of Board Membership based on a succession plan. The plan will ensure Board members do not all retire or exit at the same time, thereby maintaining a balance of experienced members and leadership within.
 - Remove any Director before the expiration of their term of service if:
 - They breach duties
 - Engage in detrimental conduct
 - Are absent from meetings without due reason for more than 3 consecutive meetings
 - Failure to disclose interests

4. Board Meetings

- The Directors shall appoint amongst them a Chairperson.

- If the Chairperson is absent or is not present within 15 minutes of the commencement time of a meeting, the Board may elect another Director to Chair the meeting.
- The Board shall meet six (6) times annually.
- Board meetings shall be scheduled in advance to ensure adequate oversight and timely decision-making.
- Meetings may be in person (face to face), virtually or hybrid (in person and virtual) using any technology as convenient and agreed to by the Board.
- The Directors may also decide to change meetings to quarterly at a minimum for the despatch of business, adjourn and otherwise regulate their meetings as they see fit, including such other meetings that may be required for the proper administration and management of the Company.
- The Agenda for meeting will be prepared by the Chairperson in consultation with the Company Secretary and distributed to Board members prior to the meeting at least seven days in advance of the meeting date.
- Minutes of meetings must be confirmed at the next meeting and signed off by the Chairperson of that meeting.
- Records of all meeting proceedings, decisions and resolutions of the Board and any Committee and Sub-Committee or an Advisory Member or Advisory Committee shall be recorded in handwriting or typed and filed and archived in an appropriate file whether in physical hardcopy or electronically stored. Such recording, keeping, filing and archiving shall be the responsibility of the Company Secretary (also called and known as the Board Secretary).

5. Annual General Meeting

- There shall be one Annual General Meeting (AGM) called and held in a calendar year and within 6 months of the last financial year end of the Company.
- The calling and notice of such AGM together with the Agenda shall be provided at least 21 days prior to the date and such notice and must provide a date, time, place (including electronic or online or virtual address and link).
- The Board of Directors are also registered Members of the Company and are required to attend the AGM.
- The Company Secretary, with the support of the Chairperson shall be responsible for the administration of the AGM and the distribution of all relevant documents and papers necessary for the AGM.
- An extension of the time for the conduct of the AGM shall be made in accordance with the Fiji Company Act.
- The business of the AGM is to receive and discuss:
 - Annual Audited Financial Report; and
 - Voting, appointment and removal for Directors (if necessary)
 - Any other business as determined by the Board.
- Records of the AGM proceedings, decisions and resolutions shall be recorded in handwriting or typed and filed and archived in an appropriate file whether in physical hardcopy or electronically stored. Such recording, keeping, filing and archiving shall be the responsibility of the Company Secretary. Minutes of meetings must be kept and confirmed at the next AGM and signed off by the Chairperson of the meeting.

6. Quorum

- Two thirds (2/3) of the total number of Directors and Members will constitute a quorum to commence a Board Meeting and AGM.
- The majority of votes of the two thirds (2/3) quorum shall formalise and make decisions related to the Company and its operations.
- Each Director and Member has one (1) vote.
- In the case of equality of votes, the Chairperson of the meeting shall have a casting vote in addition to their deliberate vote.
- Decisions and resolutions may be made in writing or electronic and shall be valid and effective as if it had been passed at a meeting of the Directors where the majority of votes shall formalise and make decisions related to the Company and its operations.
- If a quorum is not present, the meeting may be adjourned and rescheduled in consultation with the Chairperson.

7. Chairperson

- **Appointment:** The Chairperson is appointed by the Board from among its members.
- **Leadership:** Facilitate Board meetings, ensuring effective discussion and decision-making.
- **Representation:** Act as the primary representative of the Board in external matters.
- **Board Support:** Provide guidance and support to Board members and the Company Secretary.
- **Duties:** The Chairperson is responsible for leading the Board meetings and AGM and shall work closely with the Company Secretary in ensuring effective governance. The Chairperson shall represent the Company in its dealings with external stakeholders ensuring that technical experience and knowledge is covered and that the Board has agreed to such representation.

8. Company (Board) Secretary

- **Appointment:** The Company Secretary is an external appointee and is not a member of the Board and neither does the person have any voting rights. The initial Secretary is the person named in the Company's registration during incorporation and confirmed at the first Board meeting. In the event of a vacancy the Board of Directors shall appointment a suitable replacement who shall consent to the appointment and role in writing through a Letter of Engagement.
- **Duties:** The Company Secretary is responsible for maintaining accurate records of the Board and AGM meeting proceedings, decisions and resolutions which shall be recorded in handwriting or typed and filed and archived in an appropriate file whether in physical hardcopy or electronically stored. The Secretary also ensures compliance with statutory requirements, governance and assisting with administrative tasks of the Company. The Board may delegate management and control of company affairs to the Secretary. The Company Secretary must seek Board approval for significant matters including company policies, strategic plans, budgets, grants, financial statements, and annual reports. The duties and roles and responsibilities of the Company Secretary are specifically outlined in the Letter of Engagement signed between the Founder and Director of the Company and the appointed Company Secretary.

9. Financial Year

The financial year of the Company shall be from 1 July to 30 June each year. The Directors shall ensure that financial statements are completed for tax purposes and presented at the Annual General Meeting (AGM) within 6 months after the closure of its preceding financial year.

9.1 Compliance

The Company must maintain accurate financial records, prepare reports, annual budgets for review and approval by the Board and as the Financial Statement of the Company, is held in custody for any audit that may be required.

10. Accountability and Transparency

The Board shall ensure that the Company operates with a high level of accountability and transparency.

The Board shall oversee the preparation and publication of the Company's annual report, financial statements, and other relevant disclosures, ensuring that grant and donor funders for projects are kept updated.

The Board shall engage with stakeholders regularly and ensure that their feedback is considered in decision-making.

11. Conflict of Interest

Directors shall disclose any Directorship roles they currently hold and declare any conflicts of interest that may arise and shall abstain from participating in discussions or decisions where a conflict exists.

The Board meetings, Committees or Sub-Committee meetings or Advisory Committee Meetings will have these two (2) matters as standing Agenda items to ensure that all conflicts are managed accordingly:

- A register of Directors Declaration of Interests with other companies or organisations that they serve as Directors or other official capacity.
- Declaration of conflicts of interest including any Committee and or Sub-Committee or an Advisory Member or Advisory Committee of the Board.

12. Public Statements

Only the Chairperson may make public statements on behalf of the Company and must first be authorized by the Board. In other circumstances, the technical expert Director and or Founder may make public statements, however these also must first be authorized by the Board.

13. Execution of Documents

Contracts or Deeds may be executed by any two of the following: the Chairperson and a Director.

14. Review and Alteration of Charter

- This Charter may be reviewed annually as needed.
- This Charter can be amended or rescinded by a resolution passed by the Directors, members, proxies and written votes present at an AGM or Special General Meeting.
- Every proposed amendment will set out the purpose of the proposed amendment and will be sent to the Company Secretary 30 days before the meeting at which it is to be considered,

to enable proposed amendments and alterations being included in the notice for the AGM or Special General Meeting.

- No alteration to this Charter will be allowed, which will enable the Company to lose any tax exempt or legal status, except upon a winding up of the company.

15. Winding Up

Upon winding up, any surplus assets will be transferred to another institution with similar objectives.

16. Adoption

This Charter was adopted by the Board of Directors on 8 October 2024 and shall be reviewed annually or as needed.

17. Document History and Version Control

Version Number	Date Issued / Reviewed	Effective Date	Amendments Description / Review Details
Draft 4	31 August 2024	TBC after Board approves	<ul style="list-style-type: none"> • Drafts 1 to 3 initial documentation for discussion between the Founder of Its Time Foundation and The Solar Fund (Fiji) Limited and Insight Business Advisory Pte Ltd. • Draft 4 document updated by Insight Business Advisory Pte Ltd for The Solar Fund (Fiji) Limited Board review and adoption at its October 2024 Board meeting.
V1.0	24 October 2024	24 October 2024	Version 1.0 baselined following The Solar Fund (Fiji) Limited's board approval at their Board meeting held on 8 October 2024. Document v1.0 submitted on 24 October 2024 to Tamara Smith, Board Secretary and Rob Edwards, Founder and Director of The Solar Fund (Fiji) Limited for filing and document control going forward.



FINANCE POLICY

The Solar Fund (Fiji) Limited

The contents of this document are the property of The Solar Fund (Fiji) Limited and are strictly confidential. No part of this document may be reproduced, distributed, or transmitted in any form or by any means, including photocopying, recording, or other electronic or mechanical methods, without the prior written permission of The Solar Fund (Fiji) Limited.

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1. Introduction

The Solar Fund (Fiji) Limited (hereinafter referred to as "the Company") is established as a company limited by guarantee with no shares, which was incorporated under the Fiji Company Act on 7 August 2024.

The Company's purpose is to provide renewable power solutions to remote and rural Fijian communities and schools, focusing on the maintenance and repair of installed solar systems at remote and marine schools. Its mission is twofold: reducing carbon emissions and enhancing educational opportunities in targeted remote and rural communities.

2. Purpose

The purpose of this Finance Policy and Procedure Manual to:

- Provides guidelines for managing financial transactions for The Solar Fund (Fiji) Limited.
- Ensure transparency, accountability, and proper management of funds, in accordance with the principles of good governance aligned to The Solar Fund (Fiji) purpose as a not-for-profit entity.
- Establish the procedures for employees and the Board in relation to managing financial transactions for the Company.

3. General Principles

The following principles govern the financial management of the Company:

- **Transparency:** Financial transactions should be clear and easily traceable.
- **Accountability:** Every individual handling funds must be accountable for their actions.
- **Compliance:** All financial activities must comply with local laws, regulations, and accepted accounting practices.
- **Integrity:** Financial decisions should be made in the best interest of the Company and its purpose and objectives.

4. Governance and Financial Oversight

- **Board of Directors:**
 - Oversight of all financial activities, ensuring adherence to this policy and including the appointment of an auditor or accounting firm.
 - Oversight of the preparation and publication of the Company's annual report, financial statements, and other relevant disclosures, ensuring that grant and donor funders for projects are kept updated.
 - Approves high-value purchases and contracts exceeding the specified threshold.
- **Board/Company Secretary:**
 - Will seek Board approval for significant matters including company policies, strategic plans, budgets, grants, financial statements, and annual reports.
 - Finance reports and updates will be provided by the Finance Manager / Treasurer and will be a standing Agenda item for all Board meetings.
- **Finance Manager / Treasurer:**
 - Responsible for preparation of budgets and the day-to-day financial management and reporting to the Board.

- Oversees the procurement process, ensures compliance with this policy, and reviews all purchase requests.
- **Employees, Contractors and Volunteers:**
 - Must comply with this policy when engaging in financial transactions.
 - Must follow the procurement procedures and ensure that all purchasing activities align with policy.

5. Bank Accounts

- All bank accounts must be held in the name of The Solar Fund (Fiji) Limited.
- The Board must approve the opening or closing of any bank accounts.
- At least two authorized signatories must be required for all transactions.
- Authorized signatories and the account operating mode must be approved by the Board.

5.1 Variations to Bank Account Terms and Conditions

Any variations to banking arrangements can only be made or varied by the Board through a resolution.

5.2 Closing Bank Accounts

Where it is decided that a bank account is no longer necessary, the Board will authorise the closure of such a bank account. The Finance Manager / Treasurer will then be required to complete the following:

- ensure all transactions with respect to the account (including cheques drawn) have been completed and presented;
- lodge with the bank a letter and board resolution, signed by the Directors and authorised signatories advising of the closure of the account;
- meet the bank's requirements with respect to account closure; and
- update the accounting software system and any relevant bank account register.

6. Budgeting

- An annual budget will be prepared by the Finance Manager / Treasurer and approved by the Board prior to the commencement of each financial year.
- The budget should align with the Company's strategic goals, objectives and purpose and include income, expenses, and capital expenditure estimates.
- The Finance Manager/Treasurer will provide two monthly reports comparing actual results to the budget for board reporting.

7. Accounting and Record-Keeping

7.1 Introduction

The Company will use an appropriate accounting software system to record all financial and accounting transactions in accordance with generally accepted accounting principles and procedures for not-for-profits and similar size entities.

Such accounting system will provide for the establishment of a chart of accounts which includes fund/account codes for general ledger activity and organization/account codes for subsidiary ledger entries.

7.2 Chart of Accounts

The chart of accounts is the framework for the general ledger system, and therefore the basis for the Company's accounting system. The chart of accounts will report all financial transactions and the impact of these transactions on each asset, liability, net asset, revenue, expense and gain and loss.

The Finance Manager / Treasurer will be responsible for the set up code, monitoring and control of the chart of accounts including any additional or deletion of accounts and bank accounts within the account software system.

The complete set of accounts will be generated and kept on record at the end of each financial year.

Oversight of these chart of accounts will be provided by the appointed auditor or accountant.

8. Financial Year

The financial year of the Company shall be from 1 July to 30 June each year. The Directors shall ensure that financial statements are completed for tax purposes and presented at the Annual General Meeting (AGM) within 6 months after the closure of its preceding financial year.

9. Income

The Company receives revenue from several types of transactions. Income / revenue is recognized in the financial statements and receipts must always be issued as record of receiving any such income.

- **Source of Income:** The Company will receive contributions from:
 - School solar system capital donors from various locations.
 - Modest contributions from schools from their generator fuel savings.
 - Business supporters who are invited to contribute from FJD\$1,000 and above.
 - Various other donors and grantors.
 - Fundraising activities.
- **Receipt of Funds:** All income must be recorded, deposited into the Company's bank account, and acknowledged with a receipt.
- **Grants and Donations:** All funds received for specific projects or purposes must be used strictly for those purposes, ensuring records are kept for reporting purposes.

All income / deposits received must be banked within one day of receiving. Deposits and banking must be done daily with staggered hours to avoid the risk of being monitored and predicted which could lead to potential hold ups or snatch and grabs.

Unallocated direct deposits of more than one week will be investigated fully to determine source of deposit. Where the source cannot be identified, the deposit will be allocated to a suspense account which is recommended to be set to keep these funds separate and identifiable.

10. Expenditure

- **Authorization:**
 - All payments will need the consent and approvals of:

- A Director (one of two) who are Executive Technical Advisors for The Solar Fund (Fiji).
 - Such payment approvals may be done and signed in person or via email as a means of formal approval and record for carrying out any transactions.
 - Such approvals will be filed as proof of confirmation of payment with the associated invoice/bill.
 - Any two of the Directors who are noted as signatories and authorised to operate the bank account may sign off on such transactions for payments.
- **Procurement:** All procurement activities must follow the Company's procurement policy, ensuring value for money and transparency.
- **Documentation:** All expenditures and procurement must be supported by invoices, receipts, or other appropriate documentation.
- **Petty Cash:** A petty cash system may be maintained for minor expenses, with a float limit set by the Board. All petty cash expenses must be fully documented and reviewed monthly by the Finance Manager / Treasurer.

11. Accounts Payable

The Company will always strive to maintain efficient best business practices and a good control of costs. The accounts payable function assists in accomplishing this goal through processing invoices and making payments for authorized transactions.

11.1 Payment Methods

All payment transactions whether online banking, international and local transfers and payments either through cheque or cash, including over the counter transactions will have any two of the Directors who are noted as signatories and authorised to operate the bank account.

- **Electronic Payments through Online Banking:** All payments will be made electronically through online banking where possible, with dual authorization for transactions. The Company will establish online banking capability with majority, if not all transactions processed online.
- **Cheque Payments:** Cheques must only be used where electronic payment is not possible.
- **Cash Payments:** Cash payments should be minimized. Where necessary, they must follow the petty cash procedures.

All payments made must be supported by an invoice, receipt or other appropriate documentation and the authorisations must be attached to the documentation prior to payment.

The policy related to processing and payments requires that:

- i) The Finance Manager / Treasurer can authorize approved budgeted expenses for the day-to-day expenses of the Company.
- ii) Any unbudgeted expenses for the Company up to FJD\$3000 can be recommended by the Finance Manager / Treasurer for payment however these will need to be approved by an Executive Technical Advisor for The Solar Fund (Fiji), and another Director. Such unbudgeted expenses must be due to exceptional cases which must be noted and ratified by the Board at the next meeting.

- iii) Any unbudgeted expenses above FJD\$3000 will require Board authorization and in such cases the Finance Manager / Treasurer may recommend for authorisation after seeking the approval of the Director who is a Executive Technical Advisor for The Solar Fund (Fiji), and another Director.
- iv) Any such payments may be authorized and approved through circular (email) resolution to the Board with attachment of all relevant documentation and must ratified by the Board at the next meeting and minuted.
- v) In the interest of transparency, the expenses of Board of Directors and or Board Members who actively participate in business related activities or events will be covered and should form part of the budget.

Invoices should be processed in a timely and accurate manner to avoid delays and or duplicate payments. Any credit terms with suppliers must be managed well.

11.2 Payments Recording

All invoices received will be filed with the appropriate payment voucher form and approval. Such payments should outline the following:

Date:	Payment Mode: <i>Online Banking, Cheque, Cash</i>
Payee to:	Address: Account Description:
Narration:	Additional Comments: Supplier Name / code:
Initiators Name:	Authorized By:

Suppliers' invoices that are received, approved and supported with proper documentation are to be recorded immediately into accounting software system and before the end of each month. The accounting software system will recognise these invoices as an accounts payable liability at the end of that month, provided the invoice pertains to goods and services delivered by month-end.

11.3 Processing of Invoices

The Finance Manager / Treasurer will prepare all payments in which the following must be undertaken:

- i) Check the mathematical accuracy of each supplier invoice received.
- ii) Compare the nature, quantity and prices of all items ordered per the supplier invoice to any quotations provided and or orders placed, if applicable.
- iii) List which account should the payment be expensed under.
- iv) Designate payment requisition to appropriate approval level for authorization.
- v) All invoices will be written paid, signed and or stamped by the person processing the payment to prevent the duplication of payment of invoices prepared.

11.4 Processing Cheques

Once payment requisitions and invoices have been prepared, cheques may be written out by the Finance Manager / Treasurer and attached to the payment requisition for signing by the authorized officers.

11.5 Disbursements Recording

If cheques are issued for payments, they are to be clearly labelled on the cheque book butt and the accounting software system updated as soon as the payment requisition is signed, and cheque is ready for approval and authorising by the respective authorised signatories. This is to

ensure that all payment records are captured immediately to assist in reconciliation and audits. Once cheques have been signed by the authorized signatories the payment/cheque will be disbursed accordingly.

If payments are made through online banking, the payment voucher will be prepared for authorisation and the accounting software system updated as soon as the payment is approved.

11.6 Cheque Books

All cheque books are kept in the custody of the Finance Manager / Treasurer who will be responsible for preparing the cheques for all payments.

11.7 Cheque Preparation

All supplier and expense reimbursement cheques shall be produced in accordance with the following guidelines:

- i) Expenditures must be in compliance with the approved budget and or levels of authority.
- ii) Timing of disbursements should generally be made to take advantage of all early-payment discounts offered by suppliers.
- iii) Generally, all suppliers should be paid by the corresponding due date shown on the invoice after delivery of the requested goods or services.
- iv) All supporting documentation (payment requisition) is attached to the corresponding cheque prior to forwarding the entire package to an authorized cheque signatory.
- v) Cheques shall be utilized in numerical order (unused cheques must be stored in a locked safe).
- vi) Except for the replenishment of Petty Cash, cheques will never be made payable to “bearer” or “cash”, it must be marked non-negotiable.
- vii) Cheques must never be signed prior to being prepared.

11.8 Cheque Signing

The cheque signatories for any cheques will have any two of the Directors who are noted as signatories and authorised to operate the bank account, ensuring the person who approved the transaction for payment is not to sign.

No cheques will be signed prior to the cheque being completed in its entirety (i.e there will be no signing of blank cheques) to protect the Company from potential fraud.

Cheque signatories must examine all original supporting documentation to ensure that each item has been properly reviewed prior to signing a cheque. Cheques should not be signed, if supporting documentation is missing or there are any questions about the disbursement.

11.9 Mailing/Delivery of Cheques

Cheques once authorised and signed will be delivered to the supplier or the supplier contacted to collect the cheque. Any cheques that will be delivered or picked-up by the supplier will need to updated into a mailing register and signed off by the person collecting or receiving the cheque as proof of collection.

11.10 Voided Cheques and Stop Payments

Cheques may be voided due to processing errors by making proper notation of “VOID” or “CANCELLED” across the cheque itself and the cheque butt. All voided cheques shall be retained to aid in preparation of bank reconciliation and future audits.

Cheques, which require voiding, must be sighted and approved by the Finance Manager / Treasurer unless voiding is due to errors in writing. Such cheques are then kept within the cheque book and updated accordingly for future reconciliation and audits.

Stop payment orders are made for cheques lost in the mail or other valid reasons. Stop payments can only be communicated electronically to the bank by the Finance Manager / Treasurer who has the authority to notify any such stops.

The Finance Manager / Treasurer will be responsible for carrying out the following duties regarding stop payment on a cheque:

- ensuring the cheque has not already been presented at the bank
- getting authorisation to action the stop payment using appropriate forms from the bank
- ensuring the bank receives notification of the stop payment notice
- receiving confirmation of action from the bank of the stop payment
- ensuring the details of the stop payment are kept in the stop payment folder.

11.11 Outstanding Cheques

Cheques outstanding and not presented for more than 3 months must be investigated and followed up and where not found will be monitored on a monthly basis and reallocated back to the account by an authorisation and recorded in Software Program at the end of 6 months. Banks will normally dishonour cheques as “stale cheque” if they are over 6 months old.

12. Company Credit Card

Should there be a requirement for a Company Credit Card, and in order to obtain a Credit Card limit of FJD\$5,000 there is a need to set aside an equivalent amount in term deposit as security for this Credit limit. The establishment of a Credit Card and the setting of any Credit Card limit for Company use must always be approved by the Board.

Should there not be an assigned Credit Card for the Company use, the respective Finance Manager / Treasurer, Board Chair, Director or Board Secretary may use their personal Credit Card however they must first check, obtain the respective approvals and verify if the following are in line. Similarly this applies when there is an assigned Credit Card for the Company use.

1. The payment that the Credit Card is being used for has been budgeted and approved.
2. If so, the Finance Manager / Treasurer will be notified that the payment will be processed using a Director’s personal Credit Card or the Company Credit Card. Any such payments will be reimbursed to the Director who utilized their personal Credit Card.
3. If the payment is not in the approved budget, the relevant approvals must be obtained to approve the payment (within the confines of their authorisation limits) via circular resolution and any such approvals are tabled at the next Board Meeting for ratification.

All Credit Card payments whether utilizing the Company Credit Card or a Director’s personal Credit Card must be paid off before the due date to avoid incurring interest and bank penalty fees. Such payments may be processed through Online Banking or via cheque.

13. Online Banking

13.1 Access

The provision of access to Online Banking is at the sole discretion of the Board. The Manager Finance Manager / Treasurer will be the primary Online Banking user and will initiate payments and create payees.

Online Banking access will be restricted to the authorised signatories of The Solar Fund (Fiji) Limited's bank accounts, whose passwords are confidential to them and must be changed periodically.

The Finance Manager / Treasurer will initiate all payments on Online Banking and the authorised signatories will authorise such payments online. An initiator of transactions cannot authorise the payments initiated by them, unless it is the Finance Manager / Treasurer who is the primary user, and where in such instance another authorised signatory must approve the payment as the 2nd signatory.

13.2 Functionality

Online Banking will be used for the following functions:

- i) Monitor bank account balances and view transaction details
- ii) Export Statements for reconciliation purpose
- iii) Make bill payments and transfer of funds to approved 3rd Parties (i.e. Suppliers)
- iv) Payment of salaries
- v) Other payments via Batch Payments
- vi) Payment of Company Credit Card outstanding balances
- vii) Process interbank transfers between the Company bank accounts where approved

13.3 Procedure

Payments via Online Banking will follow the Account Payable, Payments Recording, Processing of Invoices, and the Disbursements Recording sections above, with the following exceptions:

- i) The Finance Manager / Treasurer will prepare payments online for viewing and authorization by appropriate authorised signatories.
- ii) An email will be sent to the authorised signatories with an attachment containing Online Banking Payment Requisitions and scanned copies of the documents for payment. All documents must be signed as "Verified".
- iii) The authorised signatories must review all attachments before authorising the payment via Online Banking.

14. Petty Cash

If required and approved, petty cash may be used for small item purchases; however such transactions must be within the approved budget line items. Non approved budget items must go through the approval process prior to utilizing Petty Cash.

The Finance Manager / Treasurer will hold authority over the Petty Cash Fund and claim for replenishment up to its authorized balance of FJD\$500.

14.1 Petty Cash Replenishing

It is recommended that petty cash be replenished when approximately fifty per cent of the funds have been expensed, and if not must be done diligently before the end of each month. This means that Petty Cash replenishment must be done before the end of each month.

Replenishment will be done by attaching all corresponding petty cash vouchers to a payment requisition.

A cheque will be drawn for encashment and replenishing of the Petty Cash Fund.

Petty Cash vouchers will record the account that the payment should be expensed under and a receipt for the payment made should be attached to the respective voucher. Ensure that Petty Cash vouchers are signed by the person receiving the cash and authorised by an officer with authority, or an authorised signatory.

15. Financial Reporting

The Finance Manager / Treasurer must prepare financial reports, which must be submitted as part of the board papers circulated by the Company / Board Secretary and reviewed by the Board.

Financial reports should include income and expenditure statements, cash flow forecasts, and balance sheets.

Annual financial statements must be prepared in accordance with applicable accounting standards and audited by an external auditor appointed by the Board.

16. Internal Controls

- **Segregation of Duties:** There must be a separation of roles between those authorizing, processing, and recording financial transactions to prevent fraud and errors.
- **Approval Limits:** The Board will set financial approval limits for management and employees and may change these from time to time. The approval limits are provided as follows:
 - **Board** – approve the budget and any unbudgeted expenditures over FJD\$3000.
 - **An Executive Technical Advisor for The Solar Fund (Fiji), and another Director.**
 - Approve budgeted expenditures.
 - Approve up to FJD\$3000 un-budgeted expenditures and report such expenditures at the next Board meeting.
- **Asset Management:** An asset register must be maintained and reviewed annually to ensure proper management of the Company's assets.

17. Leases and other Contractual Agreements

The Company may conduct its operations from a leased office or premises. Leases and other contractual agreements are negotiated by the Finance Manager / Treasurer and is overseen and endorsed by the Board Chair and presented to the Board for approval.

All leases shall be endorsed by the Board Chair and subsequently presented to the Board for ratification through Board meetings and the budgeting process. The following rules also apply:

- Leases will correspond to the financial year whenever possible.
- Copies of all leases will be maintained and filed if there is a hard-copy and a soft-copy saved in the assigned shared drive by the Company / Board Secretary.
- Only the Board is authorized to develop and enter into contractual agreements with vendors, bankers, and third parties for the purpose of the Company's general operations.
- The Board Chair will be the authorized representative of the Company for signing off any leases or contractual agreements.
- The Finance Manager / Treasurer shall review such agreements and make recommendations when necessary.

18. Securing Debts, Loans etc.

All debts, loans and other indebtedness that may be contracted in the name of The Solar Fund (Fiji) Limited or any of its wholly owned subsidiaries (except to open accounts and all other routine banking transactions), must be approved by the Board and where relevant the signatures of the Board Chair and the signature of Board Secretary if required as a witness, unless otherwise specified by the Board or established in the present policies and procedures.

19. Revenue Goals and Reports

The Board is responsible for reaching the Company's budgeted revenue targets on a yearly basis. The Finance Manager / Treasurer in consultation with the Board Chair and the Director with technical expertise develops and proposes revenue goals and submits these to the Board for review and discussion, and eventual development and approval of the annual budget.

20. Audit

The Board shall oversee the preparation and publication of the Company's annual report, financial statements, and other relevant disclosures, ensuring that grant and donor funders for projects are kept updated.

21. New Suppliers

All new suppliers to the Company must be reviewed and accepted in accordance with this policy to ensure that the supplier service is aligned with the Company objectives and are compliant corporate citizens.

A new supplier must provide the Company their Fiji Revenue & Customs Services tax compliance certificate, their Tax Identification Number (TIN) and Value Added Tax (VAT) Registration Fiji.

The Finance Manager / Treasurer may approve a new supplier provided they meet all relevant compliance requirements.

21.1 Supplier Management

- **Supplier Selection:** Suppliers must be selected based on their ability to meet the Company's needs at a competitive price and quality.
- **Preferred Supplier List:** The Company may maintain a list of preferred suppliers who meet the required standards. This list must be reviewed annually.
- **Supplier Relationships:** Employees, volunteers and contractors of the Company must maintain professional relationships with suppliers and avoid conflicts of interest.

22. Purchasing and Procurement

It is important that the purchasing and procurement activities of the Company are conducted in a transparent, cost-effective, and ethical manner. This applies to all purchases of goods and services made by the Company, and covers all purchases, whether made through formal contracts, agreements, or ad-hoc purchases.

22.1 General Principles

- **Value for Money:** All procurement activities must seek to obtain the best value for money, considering both cost and quality.
- **Transparency:** The procurement process must be transparent, with clear records of decision-making and approval.
- **Ethical Standards:** All procurement must be conducted in an ethical manner, with no conflicts of interest or personal gain.

22.2 Purchasing Thresholds

- Where items to be purchased are less than FJD\$100, then the item may be purchased using the petty cash policy, however ensuring that appropriate approval limits are complied with.
- **Up to FJD\$500:** Approval by the Finance Manager / Treasurer. Quotes are recommended but not mandatory.
- **FJD\$501 to FJD\$3,000:** One written quote from the Its Time Foundation's retained maintenance contractor. Approval by the Finance Manager / Treasurer however the quote must first be shared with both the technical expertise Directors, and either may request further information and or delay approval.
- **Above FJD\$3,000:** A minimum of two written quotes must be obtained from providers other than the Its Time Foundation's retained maintenance contractor (who may provide a third quotation if the works are within capacity to deliver). Approval by the Board of Directors is required.

22.3 Procurement Process

1. **Needs Assessment:** Identify the need for goods or services and ensure that it aligns with the Company's objectives, purpose and budget.
2. **Request for Quotes (RFQ):** For purchases over FJD\$500, at least two quotes must be obtained from suppliers (depending on the amount).
3. **Selection of Supplier:** Suppliers must be selected based on price, quality, delivery time, and previous performance and FRCS tax compliance. The cheapest option is not always the best if quality is compromised.
4. **Approval:** Once a supplier is selected, approval must be obtained according to the purchasing thresholds.
5. **Purchase Order (PO):** For purchases above FJD\$500, a formal purchase order must be issued to the supplier. A copy of the PO must be kept on file.
6. **Delivery and Inspection:** Upon receipt of goods or services, they must be inspected to ensure they meet the required specifications.
7. **Payment:** Payments should only be made once goods/services have been received and approved. Proper documentation (invoices, delivery notes) must accompany all payments.

22.4 Asset Purchases

All equipment and asset purchases must be entered in the accounting software system with the following details included:

- date of purchase
- supplier
- make, model, warranty/guarantee information.

22.5 Ethical Considerations

- The Company must ensure that all goods and services are procured from suppliers who adhere to ethical business practices, including fair labour conditions and environmental sustainability.
- Any suspicion of unethical practices by suppliers must be reported to the Finance Manager / Treasurer or the Board.

22.6 Record Keeping

- All procurement records, including quotes, purchase orders, and invoices, must be properly documented and filed in the shared drive.
- Procurement records must be retained for a minimum of 7 years and must be accessible for audit purposes.

23. Conflict of Interest

Any Board member, employees, volunteers and contractors of the Company knowing potential or perceived conflicts must declare any conflicts of interest in purchasing or procurement decisions including financial transactions and recuse themselves from discussions and decisions where such conflicts arise.

24. Fraud Prevention

Any suspected fraudulent activity must be reported immediately to the Finance Manager or the Board. All incidents of fraud will be investigated thoroughly, and appropriate legal action will be taken if necessary.

25. Compliance

The Company must maintain accurate financial records, prepare reports, annual budgets for review and approval by the Board and as the Financial Statement of the Company, is held in custody for any audit that may be required.

Failure to comply with this policy may result in disciplinary action, including termination of employment or voluntary services.

26. Review and Alteration of Policy

- This Policy and Procedures may be reviewed annually as needed.
- This Policy and Procedures can be amended or rescinded by a resolution passed by the Directors.

- Any proposed amendment will set out the purpose of the proposed amendment and will be sent to the Company Secretary 30 days before the meeting at which it is to be considered, to enable proposed amendments and alterations being included Board Meeting Agenda.

27. Document History and Version Control

Version Number	Date Issued / Reviewed	Effective Date	Amendments Description / Review Details
Draft 4	16 September 2024	TBC after Board approves	<ul style="list-style-type: none"> Draft 1 and 3 initial documentation for discussion and review between the Founder of Its Time Foundation and The Solar Fund (Fiji) Limited and Insight Business Advisory Pte Ltd. Draft 4 document updated by Insight Business Advisory Pte Ltd for The Solar Fund (Fiji) Limited Board review and adoption at its October 2024 Board meeting.
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OPERATIONS AND ADMIN POLICY

THE SOLAR FUND (FIJI) LIMITED

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1. Introduction

The Solar Fund (Fiji) Limited (hereinafter referred to as "the Company") is established as a company limited by guarantee with no shares, which was incorporated under the Fiji Company Act on 7 August 2024.

The general purpose of the Company is to provide renewable power solutions to remote and rural Fijian communities and schools, focusing on the maintenance and repair of installed solar systems at remote and marine schools. Its mission is twofold: reducing carbon emissions and enhancing educational opportunities in targeted remote and rural communities.

2. Purpose

The purpose of this Operations and Administration Policy is to:

- Provide guidelines for managing the administration and operational functions in line with the financial guidelines and Finance Policy for The Solar Fund (Fiji) Limited.
- Ensure transparency, accountability, and proper management of the Company, in accordance with the principles of good governance aligned to The Solar Fund (Fiji) Limited's purpose as a not-for-profit entity.
- Establish the Policy for employees and the Board in relation to the operational and administrative functions for the Company.

3. General Principles

The following principles govern the overall operations and administration of the Company:

- **Transparency:** Operational and administrative functions should be clear and easily traceable.
- **Accountability:** Every individual administering the operational and administrative functions be accountable for their actions.
- **Compliance:** All operational and administrative processes and functions must comply with local laws, regulations, and accepted practices of the Company.
- **Integrity:** Operational and administrative decisions should be made in the best interest of the Company and its purpose and objectives.

4. Key Objectives

In addition, the following key objectives will complement this Policy and the operational and administrative activities of the Company:

- Sustainability:** All operations should aim to maximize the life span of the solar systems and minimize environmental impact, in line with the Company's mission of reducing carbon emissions.
- Capacity Building:** Ensure that the Company promotes the transfer of knowledge and skills to local communities, enabling them to take ownership of the maintenance and sustainability of installed solar systems, only if technical expertise exist and it is safe to do so.
- Continuous Improvement:** Encourage on-going assessments of systems and Policy to enhance operational efficiency and service delivery.

- d. **Collaboration:** Emphasize working closely with local authorities, schools, and community leaders to ensure that operations meet the specific needs of the remote and rural areas served.

5. Governance and Oversight

Board of Directors:

- Oversight of all operational and administrative activities, ensuring adherence to this Policy.
- Provides oversight of all operations and ensures compliance with legal and regulatory obligations.

Company Secretary:

- Will seek Board Chair approval and/or decisions on Board meeting agenda items, collate and prepare board papers for distribution, document minutes of meetings of the Board and sub-committees including any monthly reports and any changes to this policy. All such documents will be stored electronically in a cloud drive.

Executive Director/Chief Executive Officer:

- Responsible for the overall management and administration of the organization's operations, ensuring compliance to policies, implementing strategies, operational and financial plans and budget approved by the Board.

Operations Manager:

- Ensures the efficient functioning of daily operations, including resource allocation, logistics, and coordination with program/project managers.

Finance Manager / Treasurer:

- Responsible for preparation of budgets and the day-to-day financial management and reporting to the Board.
- Oversees the procurement process, ensures compliance with this policy, and reviews all purchase requests.

Administrative Staff:

- Handles general office administration, including clerical tasks, correspondence, data entry, and record-keeping.

Employees, Contractors and Volunteers:

- Must comply with all policies when engaging in any activities related to the Company.
- Support various operational tasks as assigned.

6. Office Administration

- **Office Hours:** The office will operate as approved by the Board once a proper organisational structure is established, otherwise normal operating hours will be from Monday to Friday, 8:00 AM to 5:00 PM, excluding public holidays.
- **Office Supplies:** Administrative staff will ensure the availability of office supplies. Requests for purchase of new supplies must be approved by the Operations Manager.

- **Asset Management:** All assets, including computers, furniture, and office equipment, will be tracked in an asset register maintained by the Administrative Officer.
- **Document Management:** All documents, including financial reports, contracts, and meeting minutes, must be filed and stored electronically in a common cloud drive and physically in secure locations.
- **Data Security:** All staff, volunteers and contractors must follow data protection guidelines to ensure the confidentiality, privacy and security of organizational data.
- **Data Protection:** The organization is committed to protecting the privacy and confidentiality of personal and sensitive information collected in the course of its operations. All staff, volunteers and contractors are required to handle personal data in compliance with applicable data protection laws and internal policies. This includes ensuring that data is collected and used lawfully, securely stored, and only accessed by authorized personnel for legitimate purposes. Personal information must not be disclosed to unauthorized parties and must be retained only for as long as necessary. Regular reviews and audits of data security measures shall be conducted to ensure compliance and mitigate risks.

7. Human Resources

- **Recruitment and Hiring:** will be transparent, ensuring that employees, volunteers and contractors possess the necessary qualifications and commitment that is aligned to the Company's mission.
 - a) A clear hiring process to recruit individuals with relevant qualifications and experience in renewable energy or the necessary expertise required to efficiently operate and administer the Company.
 - b) Ensure equal opportunity and diversity in hiring practices.
 - c) Everyone hired or recruited is required to undergo a selection process that will include an application, interview, and relevant background, police and reference checks.
- **Training Programs:** will focus on operational excellence and technical competence in solar energy systems or the necessary expertise required to efficiently operate and administer the Company.
 - a) **Onboarding:** must provide new employees, volunteers and contractors with training on Company policies, safety policy, and technical skills.
 - b) **Continual Education:** it is important to offer on-going training to keep employees updated on the latest advancements in solar technology and best practices including first aid, fire safety and health and safety.
- **Performance Management and Evaluation:** processes for employees, volunteers and contractors will ensure transparency.
 - a) **Employee Evaluations:** It is important to conduct regular performance reviews to assess employee contributions and identify areas for growth.

- b) **Incentives and Rewards:** Implement a reward system for employees that excel in their roles or make significant contributions to company projects.
- **Attendance and Leave:** All employees are required to maintain attendance records. Leave requests must be submitted to the Operations Manager for approval at least two weeks in advance.
 - **Volunteer Management:** The Company values the vital role of volunteers in supporting its mission and is committed to providing a positive and rewarding volunteer experience. Volunteers will receive appropriate orientation, training, and supervision to effectively carry out their roles. Clear guidelines will be provided regarding responsibilities, conduct, and expectations. Volunteers are expected to adhere to the Company's code of conduct and policies.
 - **Disciplinary Action:** The Company expects all employees, volunteers, and contractors to adhere to its policies, code of conduct, and professional standards.
 - a) Any violation of these expectations, including misconduct, negligence, or failure to perform duties, may result in disciplinary action.
 - b) Disciplinary measures will include verbal or written warnings, suspension, or termination of employment or service, depending on the severity of the offense.
 - c) The Company will follow a fair and transparent process, including an investigation of the issue and an opportunity for the individual to respond.
 - d) All disciplinary actions will be documented, and appeals may be made through the organization's grievance procedures.

8. Code of Conduct

The Company upholds a high standard of ethical behaviour and professionalism for all employees, volunteers, and contractors.

- All individuals representing the Company are expected to act with integrity, respect, and accountability in their interactions with colleagues, beneficiaries, and stakeholders. This includes adhering to all Company policies, maintaining confidentiality, avoiding conflicts of interest, and fostering a positive and inclusive work environment.
- Discrimination, harassment, or any form of misconduct will not be tolerated.
- Compliance with all Company policies, national and local laws and regulations is mandatory, and individuals must report any unethical behaviour or policy violations.
- Failure to comply with the Company's Code of Conduct may result in disciplinary action, up to and including termination of employment or service.

9. Conflict of Interest

All employees, volunteers, and contractors of the Company are required to act in the best interests of the organization at all times and avoid any situation where personal, financial, or other interests may conflict with their duties.

- Any actual, potential, or perceived conflicts of interest must be disclosed immediately to the relevant supervisor or Board, and appropriate steps will be taken to manage or eliminate the conflict.

- Individuals must not use their position for personal gain or to benefit family members, friends, or other associates.
- Failure to disclose a conflict of interest or engaging in activities that compromise the integrity of the organization may result in disciplinary action, up to and including termination of employment or service.

10. Communication Protocol

- **Internal Communication:** All staff must use the official email system (if provided) for work-related communication. Meetings, memos, and updates should be communicated in a timely manner.
- **External Communication:** Only the Board Chair, Executive Director/Chief Executive Officer and Board authorized personnel are allowed to represent the Company in external communications. All media releases, partnerships, or public statements must be approved by the Board or Executive Director/Chief Executive Officer.

11. Information Technology

The Company's IT resources, including computers, networks, and software, are to be used responsibly and solely for the Company's purposes.

- All employees, volunteers, and contractors must follow security protocols to protect the organization's data and IT systems, including using strong passwords, securing devices, and reporting any suspected breaches or cyber threats immediately.
- Unauthorized access, use, or distribution of confidential information is strictly prohibited.
- Personal use of IT resources should be limited and must not interfere with work responsibilities.
- The Company reserves the right to monitor and audit IT usage to ensure compliance with this policy.
- Misuse of IT resources may result in disciplinary action, including termination of employment or service.

12. Procurement

- The Purchasing and Procurement section of the Finance Policy provides policy guidelines and must be referred to for compliance.
- The Administrative Officer is responsible for maintaining an inventory list of all office and program/project related materials and ensuring they are used efficiently.

13. Travel and Transportation

- **Travel Authorization:** All official travel must be approved by the Operations Manager. A travel request must be submitted at least two weeks before the intended travel date.
- **Vehicle Use:** Should the Company own and have vehicles, then these vehicles must be used for official purposes only. Drivers must maintain a vehicle logbook, which will be reviewed monthly by the Operations Manager.
- **Reimbursement:** Any Board or staff traveling on behalf of the Company for official business will be reimbursed for transportation, meals, and accommodation as per the best practices as follows:
 - **Travel:** Use the most cost-effective and practical transportation method. Economy class is standard for air travel unless otherwise approved.
 - **Meals:** Reimbursement will be made for reasonable meal expenses, adhering to daily allowance limit of maximum FJD80 per day in total for all 3 meals.

- **Accommodation:** Standard accommodations in safe and reasonably priced hotels should be used. Premium services are generally not reimbursable unless required and approved due to special circumstances.
- All claims should be accompanied by detailed explanations, and the Company reserves the right to reject claims for excessive or undocumented expenses.

14. Reporting and Accountability

- **Reports:** All departments are required to submit operational reports every 2nd month to the Company Secretary who will consolidate and present these reports to the Board as meetings are held.
- **Auditing:** Audits (desired 6monthly) of all operational and administrative processes will be conducted to ensure compliance with internal policies and external regulations.

15. Health and Safety

- **Workplace Safety:** The Company is committed to maintaining a safe and healthy work environment. Safety protocols must be followed by all staff, and any potential hazards must be reported to the Operations Manager immediately, and in serious incidents with high risk this must be reported to the Board.
- **Emergency Procedures:** In the event of a natural disaster or other emergencies, the Company will follow Fiji's National Disaster Management Protocols to ensure the safety of staff and the continuity of operations.

16. Risk Management

- The Company is committed to proactively identifying, assessing, and managing risks that may impact its operations, reputation, or ability to achieve its mission.
- Risk management is a shared responsibility of all employees, volunteers, and contractors, and it involves regular monitoring, reporting, and mitigation of potential risks. This includes financial, operational, legal, reputational, and strategic risks.
- The Company will implement appropriate controls and response strategies to minimize risks and ensure compliance with legal and regulatory requirements.
- Risk management processes will be reviewed periodically to ensure they remain effective and aligned with the Company's objectives.

17. Sustainability Practices

- The Company is dedicated to promoting sustainability and minimizing its environmental impact in all aspects of its operations.
- This includes implementing practices that conserve resources, reduce waste, and promote the responsible use of energy and materials.
- All employees, volunteers, and contractors are encouraged to adopt environmentally friendly practices, such as recycling, reducing single-use plastics, and conserving water and energy.
- The Company will also seek to partner with suppliers and service providers who share its commitment to sustainability.
- Regular assessments will be conducted to evaluate the effectiveness of sustainability initiatives, and efforts will be made to continually improve practices that contribute to environmental stewardship and community well-being.

18. Review and Alteration of Policy

- This Policy may be reviewed annually as needed.
- This Policy can be amended or rescinded by a resolution passed by the Directors.
- Any proposed amendment will set out the purpose of the proposed amendment and will be sent to the Company Secretary 30 days before the meeting at which it is to be considered, to enable proposed amendments and alterations being included Board Meeting Agenda.

19. Document History and Version Control

Version Number	Date Issued / Reviewed	Effective Date	Amendments Description / Review Details
Draft 4		TBC after Board approves	<ul style="list-style-type: none"> • Draft 1 and 3 initial documentation for discussion and review between the Founder of Its Time Foundation and The Solar Fund (Fiji) Limited and Insight Business Advisory Pte Ltd. • Draft 4 document updated by Insight Business Advisory Pte Ltd for The Solar Fund (Fiji) Limited Board review and adoption at its December 2024 Board meeting.
V1.0	24 December 2024	24 December 2024	Version 1.0 baselined following The Solar Fund (Fiji) Limited's board approval at their Board meeting held on 9 December 2024. Document V1.0 submitted on 24 December 2024 to Tamara Smith, Board Secretary and Rob Edwards, Founder and Director of The Solar Fund (Fiji) Limited for filing and document control going forward.



CHILD PROTECTION POLICY

The Solar Fund (Fiji) Limited

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1. Introduction

The Solar Fund (Fiji) Limited (hereinafter referred to as "the Company") is established as a company limited by guarantee with no shares, which was incorporated under the Fiji Company Act on 7 August 2024.

The Company's purpose is to provide renewable power solutions to remote and rural Fijian communities and schools, focusing on the maintenance and repair of installed solar panels, including those on the outer islands of Rabi, Kioa, and Fiji maritime islands. Its mission is twofold: reducing carbon emissions and enhancing educational opportunities in targeted remote and rural communities.

A primary focus of the Company is the creation of education opportunities for children in remote locations. In the delivery of our objectives this will occasionally involve visits to schools and communities and interactions with children.

This Policy is adapted from Its Time Foundation policies for The Solar Fund (Fiji) Limited.

2. Purpose

The purpose of this Child Protection Policy is to:

- Provide guidelines to ensure that all employees, volunteers and contractors adhere to this policy and is mandatory for all relevant parties.
- Ensure that all relevant parties involved in the delivery of The Solar Fund (Fiji) projects is responsible and are aware of the risk and take all possible actions to reduce risk of and to report any abuse of children.

3. General Principles

The following principles govern this policy of the Company:

- We will adhere to the Child Protection Policy and Code of Conduct as per Its Time Foundation's policy, which can be located here > <https://iitime.org/new/ChildProtectionPolicy.pdf>
- Compliance with all Company policies, including Fiji's national and local laws and regulations, and individuals must report any unethical behaviour or policy violations.
- Children are vulnerable to abuse physically, sexually and emotionally. The Solar Fund (Fiji) acknowledges that poor and lesser educated communities are particularly vulnerable.
- The Solar Fund (Fiji) has zero tolerance for any abuse of any child.
- All children have a right to be safe and all children have the right to protection from abuse regardless of their gender, race, religious or political beliefs, physical or mental health, sexual orientation, social or cultural background or economic status. It is our obligation to provide a child safe environment when delivering our activities.
- All decisions regarding the welfare and protection of children are made based on the best interests of the child.
- We will ensure that to the best of our ability we will identify and manage risks that may lead to abuse.
- We will act positively to prevent child abusers becoming involved in any of our activities. Action will immediately be taken against any relevant party who abuses a child or who is suspected of child abuse – they will be immediately disqualified from any of our activities.

4. Risk Identification and Management

Whilst implementation of these policy guidelines are the responsibility of all relevant parties, the project manager will be primarily responsible for proactively assessing and managing risks to children in the schools and communities in which we operate. This is achieved by proactively observing and assessing risk to children all stages of project implementation.

The Solar Fund (Fiji) will always be vigilant and uncompromising when implementing our child protection policy. This applies to all aspects of the organisation's activities including:

- Management and supervision
- Recruitment of staff, contractors and volunteers and during their training.
- Safeguarding of any information physical or soft copy relating to children.
- Media and communications. This includes the photographing of children where informed permission must be sort from responsible local authorities and guardians. Any images or videos of children will be respectful and in no way create a prospect of harm for the child. No articles, videos or images will be published without the approval of the CEO.
- Marketing and fund-raising activities.
- Reporting.
- Any other activities in the delivery of our projects.

It is the responsibility of the CEO to ensure that all relevant parties sign onto and agree to abide by the policy herewith.

Relevant parties must:

- Sign onto and agree to abide by this policy.
- Australian staff and volunteers must have successfully completed a Working with Children Check and criminal record check. We will endeavour to have relevant standards in-country applied for overseas contractors.
- Report any child abuse and protection concerns immediately to The Solar Fund (Fiji) CEO – this is mandatory. That report will be written and include as much detail as possible including time, location, parties involved, detailed description of the event, what action we took to protect the child and details of reporting to local authorities. If the incident occurs in a DFAT partnered project, in addition, the DFAT procedures and Child Incident Notification Form will be applied.
- Respond to a child who may have been abused or exploited by:
 - Immediately reporting to The Solar Fund (Fiji);
 - Reporting to the local authorities.
- Cooperate fully in any investigation of concerns or allegations.
- Accept that any breach of this policy will result in immediate removal from of the relevant party from all The Solar Fund (Fiji) activities related to children.

In addition to the provisions otherwise in this document The Solar Fund (Fiji) expects all relevant parties to meet the “Child Protection – Professional Behaviours” as quoted below from the DFAT Child protection policy located here > <https://www.dfat.gov.au/sites/default/files/child-protection-policy.pdf>. This will apply generally as well acting in partnership with DFAT:

- Child Protection – Professional Behaviours

- DFAT funded partners undertaking business on behalf of DFAT that involves working or contact with children are expected to adhere to the following behaviours while they are performing those duties:
 - treat all children with respect
 - not use language or behaviour towards children that is inappropriate, harassing, abusive, sexually provocative, demeaning or culturally inappropriate
 - not engage children under the age of 18 in any form of sexual intercourse or sexual activity, including paying for sexual services
 - wherever possible, ensure that another adult is present when working near children
 - not invite unaccompanied children into private residences, unless they are at immediate risk of injury or in physical danger
 - not sleep close to unsupervised children unless absolutely necessary, in which case the supervisor's permission must be obtained, and ensuring that another adult is present if possible (noting that this does not apply to an individual's own children)
 - never use any computers, mobile phones, video cameras, cameras or social media to exploit or harass children, or access child exploitation material through any medium
 - not use physical punishment on children
 - not hire children for domestic or other labour: which is inappropriate given their age or developmental stage; which interferes with their time available for education and recreational activities; or which places them at significant risk of injury
 - comply with all relevant Australian and local legislation, including labour laws in relation to child labour
 - immediately report concerns or allegations of child exploitation and abuse and policy non-compliance in accordance with appropriate procedures
 - immediately disclose all charges, convictions and other outcomes of an offence that relates to child exploitation and abuse, including those under traditional law, which occurred before or occurs during association with DFAT
 - be aware of behaviour and avoid actions or behaviours that could be perceived by others as child exploitation and abuse

These behaviours are not intended to interfere with normal family interactions

When photographing or filming a child or using children's images for work-related purposes:

- take care to ensure local traditions or restrictions for reproducing personal images are adhered to before photographing or filming a child
- obtain informed consent from the child and parent or guardian of the child before photographing or filming a child. An explanation of how the photograph or film will be used must be provided
- ensure photographs, films, videos and DVDs present children in a dignified and respectful manner and not in a vulnerable or submissive manner. Children should be adequately clothed and not in poses that could be seen as sexually suggestive
- ensure images are honest representations of the context and the facts
- ensure file labels, meta data or text descriptions do not reveal identifying information about a child when sending images electronically or publishing images in any form

In addition to the provisions otherwise in this document The Solar Fund (Fiji) expects all relevant parties to also meet Fiji's Ministry of Education Heritage and Arts (MEHA) "Policy on Child Protection in Schools" as provided in this link here > [ChildProtectionPolicy.pdf](#).

5. Guidance Documents

As a relatively small and modestly resourced charity The Solar Fund (Fiji) acknowledges it needs to and should refer to and comply with external guidance documentation. These include compliance with:

- DEFAT Child Protection Guidance Note Recruitment and Screening
- DFAT Child Protection Guidance Note Child Protection in Private Enterprise
- DFAT Child Protection Guidance Note Monitoring & Evaluation
- DFAT Child Protection Guidance Note Use of Images and Social Media
- Fiji's MEHA Policy on Child Protection in Schools

6. Reporting of Complaints

Please refer to Complaints Handling Policy that is on the link here > <https://solarfund-fj.org/wp-content/uploads/2024/11/Complaints-handing-process.pdf>

7. Review and Alteration of Policy

- This Policy may be reviewed annually as needed.
- This Policy can be amended or rescinded by a resolution passed by the Directors.
- Any proposed amendment will set out the purpose of the proposed amendment will be sent to the Company Secretary 30 days before the meeting at which it is to be considered, to enable proposed amendments and alterations being included into the Board Meeting Agenda.

8. Document History and Version Control

Version Number	Date Issued / Reviewed	Effective Date	Amendments Description / Review Details
Draft 2	29 November 2024	TBC after Board approves	<ul style="list-style-type: none"> • Draft 1 initial documentation adapted from Its Time Foundation policy and following discussions with Founder of Its Time Foundation. • Draft 2 document updated by Insight Business Advisory Pte Ltd for The Solar Fund (Fiji) Limited Board review and adoption at its December 2024 Board meeting.
V1.0	24 December 2024	24 December 2024	Version 1.0 baselined following The Solar Fund (Fiji) Limited's board approval at their Board meeting held on 9 December 2024. Document V1.0 submitted on 24 December 2024 to Tamara Smith, Board Secretary and Rob Edwards, Founder and Director of The Solar Fund (Fiji) Limited for filing and document control going forward.



**PREVENTION OF SEXUAL EXPLOITATION,
ABUSE AND HARASSMENT POLICY
THE SOLAR FUND (FIJI) LIMITED**

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1. Introduction

The Solar Fund (Fiji) Limited (hereinafter referred to as "the Company") is established as a company limited by guarantee with no shares, which was incorporated under the Fiji Company Act on 7 August 2024.

The Company's purpose is to provide renewable power solutions to remote and rural Fijian communities and schools, focusing on the maintenance and repair of installed solar panels, including those on the outer islands of Rabi, Kioa, and Fiji maritime islands. Its mission is twofold: reducing carbon emissions and enhancing educational opportunities in targeted remote and rural communities.

This Policy is adapted from Its Time Foundation policies for The Solar Fund (Fiji) Limited.

The Solar Fund (Fiji) commits to being proactive in preventing sexual exploitation, abuse and harassment (SEAH).

2. Purpose

The purpose of this Prevention of Sexual Exploitation, Abuse and Harassment (SEAH) Policy is to:

- This Policy applies to all The Solar Fund (Fiji) personnel, representatives, members, partners and other stakeholders of The Solar Fund (Fiji)'s approach to preventing and, where necessary, responding to SEAH.
- It sets out The Solar Fund (Fiji)'s approach to preventing and responding to SEAH of adults across our organisation and activities including those carried out in partnership whether in Australia and overseas.
- Issues related to the prevention of all forms of harm to children including SEAH are addressed also in The Solar Fund (Fiji)'s Child Protection Policy.
- It provides a guideline on how we live and work respectfully and safely with others and it outlines clear standards for behaviour.

3. General Principles

In addition to these principles underpinning this policy as provided below, we will adhere to Its Time Foundation's Prevention of Sexual Exploitation, Abuse and Harassment Policy as provided in the link here > https://iitime.org/new/ash_policy.pdf.

1. **Zero tolerance of inaction:** The Solar Fund (Fiji) believes there are no circumstances under which sexual exploitation, abuse and/or harassment are acceptable. The Solar Fund (Fiji) has zero tolerance for such behaviour and commits to acting quickly and in a fair and reasonable way on any suspicions, complaints or reports to us of such behaviour by our personnel, representatives or those of partner organisations. We communicate clearly to all personnel and representatives our zero tolerance of any form of SEAH.
2. **Survivor needs are prioritised:** The Solar Fund (Fiji) maintains a 'do no harm' approach, prioritising the rights, needs and wishes of the survivor, while ensuring procedural fairness for all parties.
3. **Positive organisational culture and high standards of ethical behaviour:** The Solar Fund (Fiji) understands that strong leadership accelerates cultural change. The Solar Fund (Fiji)'s Board of Directors and CEO take responsibility for leading the development of increased awareness and

organisational capacity for effectively preventing SEAH; facilitating open discussion of the issue; and enabling effective reporting and addressing of incidents that may occur. We believe all people have a right to live their lives free from sexual violence and any abuse of power regardless of race, religion, ethnicity, indigeneity, disability, age, displacement, caste, gender, gender identity, sexuality, sexual orientation, poverty, class or socio-economic status.

4. **Consultation and conversation with partners:** SEAH exists across borders and cultures. However, how SEAH is addressed varies according to national, cultural and other contexts. The Solar Fund (Fiji) commits to engaging respectfully with our culturally diverse partners in open consultation and conversation in order to learn and understand, share good practice and support culturally appropriate approaches to the prevention of SEAH in their organisations and communities.
5. **Preventing SEAH is a shared responsibility:** The Solar Fund (Fiji) recognises that all organisations, including those in any partnership or other connection with The Solar Fund (Fiji), share the responsibility to develop their own and others' capacity to deal sensitively and effectively with SEAH wherever it occurs.
6. **Gender inequality and other power imbalances are addressed:** The Solar Fund (Fiji) recognises that gender, disability, age and poverty have an especially powerful intersection with the likelihood of SEAH. Women and children with disability in poor communities have the highest risk of experiencing SEAH. The Solar Fund (Fiji)'s actions promote gender equity, child protection, social inclusion, and accountability for a 'do no harm' approach. We recognise inequities in power within and between organisations and individuals; and we are particularly conscious of how power imbalances can play out in less resourced settings in which The Solar Fund (Fiji) operates. In particular, we recognise that power imbalances can introduce the risk of some people exploiting their position of power for personal gain, and this can translate into sexual harassment, exploitation and abuse.
7. **Stronger monitoring and reporting will enhance accountability and transparency:** The Solar Fund (Fiji) understands the prevention of SEAH as a fundamental obligation of our work. We establish and strengthen monitoring and reporting mechanisms in order to better track SEAH, understand risks, and improve prevention strategies and responses. In this, The Solar Fund (Fiji) recognises the sovereignty of the nations in which we are privileged to work, and our accountability to the people and governments of these nations as well as our accountability to Department of Foreign Affairs and Trade (DFAT) and to all other stakeholders and to all communities that connect with The Solar Fund (Fiji).

4. Definitions

Child sexual abuse: When a child is used by another child, adolescent or adult for his or her own sexual stimulation or gratification. Sexual abuse involves contact and non-contact activities which encompasses all forms of sexual activity involving children, including exposing a child to online child sexual exploitation material, or taking sexually exploitative images of children.

Personnel: The Solar Fund (Fiji) personnel include employees, board members, contractors and volunteers. Volunteers may include professional volunteers, students, or any other person who has entered into a volunteer contract with The Solar Fund (Fiji).

Sexual abuse: The actual or threatened physical intrusion of a sexual nature, whether by force or under unequal or coercive conditions. This includes forced marriage, sexual slavery and sexual activity with a child (any person under the age of 18).

Sexual exploitation: Any actual or attempted abuse of a position of vulnerability, differential power, or trust, for sexual purposes, including, but not limited to, profiting monetarily, socially or politically from the sexual exploitation of another. The Solar Fund (Fiji) recognises that the terms sexual abuse and exploitation represent a wide spectrum of behaviours which are not limited to the act of sexual intercourse.

Sexual harassment: Sexual harassment may occur between persons regardless of their gender identity or sexual orientation. Males, females and gender diverse people can be either victims (survivors) or offenders. Sexual harassment is any unwelcome sexual advance, request for sexual favour, verbal or physical conduct or gesture of a sexual nature, or any other behaviour of a sexual nature that might reasonably be expected or be perceived to cause offence or humiliation to another.

Survivor: A person who is the alleged subject of sexual harassment, abuse or exploitation.

Transactional sex: Transactional sex is a form of sexual exploitation. It refers to sexual relationships or acts where the giving and/or receiving of gifts, money, employment or other services is an important component. The Solar Fund (Fiji) recognises that people can be sexually exploited through transactional sex even in places where sex work is legal. The Solar Fund (Fiji) works in contexts where there are significant equity and/or power imbalances. For a person purchasing sex in this context, it is often impossible to distinguish between exploitative and non-exploitative transactional sex.

5. Policy

1. **Recruitment:** The Solar Fund (Fiji) will not hire or otherwise engage any person with a history of perpetrating SEAH in any form.
2. **Personnel code of conduct:** The Solar Fund (Fiji) maintains a professional and ethical code of conduct, complementary to our child safe code of conduct, specifying the standards of behaviour that can be expected of The Solar Fund (Fiji) personnel and representatives. This code of conduct:
 - Specifically outlines expectations and behavioural standards, for example, in relation to non-engagement in transactional sex or fraternisation with primary stakeholders, advancing the safeguarding of those who are vulnerable, and reporting any known, suspected, actual or potential examples of unethical conduct
 - Is expressed in plain English
 - Is readily available including (and not limited to) on our website, and as an appendix to our partnership documents
 - Is reviewed annually by all personnel.
3. **Training and development:** The Solar Fund (Fiji) conducts annual training with personnel and, where relevant and appropriate, partners and other stakeholders to build awareness, and continue learning and engagement with prevention and effective responses to SEAH. This includes refreshing individual personnel's commitment to the Code of Conduct.
4. **Partnership:** The Solar Fund (Fiji) works with a range of partners including government, non-government and disabled person's organisations. We recognise and value the knowledge, expertise and skills of our partners. We have a vested interest in developing strong, well-managed, open and transparent relationships with our partners over time, in recognition of the fact that these

organisations will ultimately drive change in improving the services and opportunities for people in their communities within the countries in which we work. The Solar Fund (Fiji) proactively supports our partner organisations to discuss and mitigate the risk of sexual exploitation, abuse and harassment starting with our joint activities. Specifically, we will:

- Ensure that PSEAH is identified as a joint commitment in our partnership documentation
- Discuss with our partners their capacity to assess, monitor and address SEAH issues, including considering what tools and resources our organisations can share to strengthen each other's capacity in this area
- Adopt a learning stance, seeking to listen and reflect about how we can improve our efforts to safeguard against sexual exploitation, abuse and harassment and support partners to do likewise
- Encourage partners to use participatory approaches as they establish safeguards against SEAH and, where appropriate, regularly review safeguarding activities with partners.

Ultimately, The Solar Fund (Fiji) seeks to contribute to policies and practices, including complaints and reporting mechanisms, which are locally designed, contextually and culturally appropriate, transparent and genuinely accessible across communities and within organisations.

6. Quality Standards and Risk Management

As a matter of routine, The Solar Fund (Fiji) assesses and manages SEAH risks in our project activities and maintains quality standards through (at a minimum):

- Inclusion of SEAH prevention considerations in project design, with particular reference to partner capacity and informed by gender analysis;
- Appraisal of SEAH prevention considerations as part of project appraisal processes;
- Identification and monitoring of SEAH risks as an integral part of project risk management;
- Inclusion of SEAH checks and conversations with partners during project monitoring visits.

Organisational culture: The Solar Fund (Fiji) will make every effort to create an organisational culture in which personnel, representatives, partners, and people engaged in or beneficiaries of The Solar Fund (Fiji)'s activities can feel safe and confident to report any SEAH issues, and where relevant, contribute to investigating these. We progressively build the capacity of personnel to comfortably discuss SEAH internally and with our partners.

7. Reporting and Investigation

The Solar Fund (Fiji) personnel or representatives who develop a suspicion or awareness that an incident of sexual exploitation, abuse or harassment has occurred are strongly encouraged to report their concerns to the CEO. Where a concern relates to suspected wrongdoing by the CEO, concerns may be raised directly with the Chairperson of The Solar Fund (Fiji)'s Board of Directors.

Reports may be made in person, by telephone or in writing. Anonymous reports can be submitted to thefund.fj@gmail.com.

Reporting of suspicions of SEAH is mandatory. Discretion about whether or not to report an incident cannot be exercised. If in doubt about whether reporting is mandatory or strongly encouraged, please consult CEO. Because of the importance of upholding mandatory reporting requirements, all The Solar Fund (Fiji) personnel need to be alert to potential incidents at all times.

The Solar Fund (Fiji) complies with the requirements of our donors with regards to reporting. Particular note is taken of the reporting requirements of the DFAT as outlined in the DFAT Prevention of Sexual Exploitation, Abuse and Harassment Policy 2019. Where mandatory reporting is required, the person with the most knowledge of the incident should work with the CEO to write and submit the report.

8. Sanctions

A breach of this policy is considered by The Solar Fund (Fiji) to be gross misconduct and therefore constitutes grounds for suspension, pending an investigation, and/or dismissal. Disciplinary actions and/or possible outcomes of a confirmed breach of this policy may also include: Referral to local law enforcement authorities (as per national and any mandatory reporting laws), Referral to Australian Federal Police, where appropriate.

9. Complaints

The opportunity to make a complaint is open to anyone. The Solar Fund (Fiji) will ensure that organisational complaints mechanisms remain current and responsive. This includes monitoring email address for receiving reports (thefund.fj@gmail.com). Refer to The Solar Fund (Fiji) Complaint Handling Policy for guidance.

10. Making a Report About Sexual Exploitation, Abuse or Harassment

The Solar Fund (Fiji) personnel and representatives who develop a suspicion or awareness that an incident of sexual exploitation, abuse or harassment has occurred should consult the below summary information to initiate a report:

- When sexual exploitation, abuse or harassment is committed or suspected by The Solar Fund (Fiji) personnel, representatives or partners, reports should be made immediately, verbally and then in writing to the CEO. Anonymous reports can be submitted to thefund.fj@gmail.com. The CEO will investigate.
- All reports will be considered confidential and the identity of the potential survivor, accused, and the person making the report will be protected.
- A report to relevant authorities such as the police will be made if the matter is criminal and/or the person is at risk of further harm. Reporting will depend on the local context.
- The Solar Fund (Fiji) will notify donors in accordance with donor requirements. This will be discussed with partners before a report is made.
- All reports are shared in summary form with The Solar Fund (Fiji)'s Board of Directors.
- If an investigation finds The Solar Fund (Fiji) personnel or representatives have perpetrated SEAH, this is considered grounds for dismissal/expulsion.
- Survivors of SEAH perpetrated by The Solar Fund (Fiji) personnel or representatives have the right to access to appropriate support services.

11. Survivor Support and Assistance

The Solar Fund (Fiji) will ensure the safety, dignity and rights of the survivor are respected throughout any of the phases of reporting, investigation, provision of assistance, and/or provision of referral pathways. Survivors of SEAH are entitled to specialised support services. The Solar Fund (Fiji) commits to refer survivors to competent support services as appropriate and available and according to the desires and priorities of the survivor.

12. Responsibility

All personnel: Are responsible to support The Solar Fund (Fiji)'s efforts to prevent SEAH; and to report any suspicions or incidences of SEAH. Failure to report a suspicion of SEAH relating to

someone else is a breach of this policy, and could lead to disciplinary action being taken. Personnel are strongly encouraged to report incidences that have affected them personally.

Board of Directors: Hold overall accountability for this policy and its implementation.

CEO: Holds responsibility for the application of this policy within the day-to-day operations of The Solar Fund (Fiji) and our partnership activities.

13. Acknowledgements

- DFAT Prevention of Sexual Exploitation Abuse and Harassment Policy 2019 DFAT incident reporting form: <https://www.dfat.gov.au/sites/default/files/seah-incident-notification-form.pdf>
- Prevention of Sexual Exploitation and Abuse (PSEA) – Country Mapping of Known Context, Legislation, Reporting and Referral Pathways, An initiative of ACFID’s Safeguarding Community of Practice
https://acfid.asn.au/sites/site.acfid/files/resource_document/ACFID_PSEA_Country%20Mapping_LL_2020_FA_web.pdf
- Commonwealth Criminal Code Act 1995 – It is a crime for Australian citizens, permanent residents or bodies corporate to engage in, facilitate or benefit from sexual activity with children (under 16 years of age) while overseas. These offences carry penalties of up to 25 years imprisonment for individuals and up to \$500,000 in fines for companies (extraterritorial legislation).

14. Review and Alteration of Policy

- This Policy may be reviewed annually as needed.
- This Policy can be amended or rescinded by a resolution passed by the Directors.
- Any proposed amendment will set out the purpose of the proposed amendment will be sent to the Company Secretary 30 days before the meeting at which it is to be considered, to enable proposed amendments and alterations being included into the Board Meeting Agenda.

15. Document History and Version Control

Version Number	Date Issued / Reviewed	Effective Date	Amendments Description / Review Details
Draft 2	29 November 2024	TBC after Board approves	<ul style="list-style-type: none"> • Draft 1 initial documentation adapted from Its Time Foundation policy and following discussions with Founder of Its Time Foundation. • Draft 2 document updated by Insight Business Advisory Pte Ltd for The Solar Fund (Fiji) Limited Board review and adoption at its December 2024 Board meeting.
V1.0	24 December 2024	24 December 2024	Version 1.0 baselined following The Solar Fund (Fiji) Limited’s board approval at their Board meeting held on 9 December 2024. Document V1.0 submitted on 24 December 2024 to Tamara Smith, Board Secretary and Rob Edwards, Founder and Director of The Solar Fund (Fiji) Limited for filing and document control going forward.

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PRIVACY AND DATA HANDLING POLICY

THE SOLAR FUND (FIJI) LIMITED

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1. Introduction

The Solar Fund (Fiji) Limited (hereinafter referred to as "the Company") is established as a company limited by guarantee with no shares, which was incorporated under the Fiji Company Act on 7 August 2024.

The Company's purpose is to provide renewable power solutions to remote and rural Fijian communities and schools, focusing on the maintenance and repair of installed solar panels, including those on the outer islands of Rabi, Kioa, and Fiji maritime islands. Its mission is twofold: reducing carbon emissions and enhancing educational opportunities in targeted remote and rural communities.

This Policy is adapted from Its Time Foundation policies for The Solar Fund (Fiji) Limited.

The Solar Fund (Fiji) is committed to keeping your details private. We do not pass on or sell any of your personal details to others for the purpose of promotions or any other activity.

2. Purpose

The purpose of this Privacy and Data Handling Policy is to:

- Provide guidance on the secure handling, storage, and processing of personal data to protect individuals' privacy.
- Ensure adherence to all relevant privacy laws and regulations to maintain legal and ethical standards.
- Clearly communicate how personal data is collected, used, and protected within the organization.
- Establish clear responsibilities for data protection within the organization, ensuring that all staff understand and comply with privacy policies and procedures.
- Foster trust and confidence among customers, employees, and stakeholders by demonstrating a commitment to data privacy and protection.

3. General Principles

The following principles govern this Policy:

- Ensure all data processing activities comply with relevant laws and regulations.
- Handle personal data in ways that are fair to the individuals concerned.
- Be clear and open about how personal data is collected, used, and managed.
- Ensure that the personal data collected is adequate, relevant, and limited to what is necessary for the intended purposes.
- Ensure that personal data is handled in a manner that ensures its confidentiality.
- Take responsibility for complying with privacy principles and be able to demonstrate compliance.

4. Policy

- We do not pass on or sell any of your personal details to others for the purpose of promotions or any other activity.
- We use your information to identify your donation, communicate with you occasionally to send newsletters, updates, certificates or other activities related to The Solar Fund (Fiji)'s activities. Unsubscribe option is available and applied as requested.
- Whenever you use our website (or any other website) the computer on which the web pages are stored (the Web server) needs to know the network address of your computer so that it can send the requested web pages to your Internet browser. The unique network address of your computer is called its "IP address" and is sent automatically each time you access any Internet page. From a computer's IP address it is possible to determine the general geographic location of that computer,

but otherwise it is anonymous. We keep records of the IP addresses from which users access our site for statistical purposes. Please note this is standard practice for hosted websites.

5. Review and Alteration of Policy

- This Policy may be reviewed annually as needed.
- This Policy can be amended or rescinded by a resolution passed by the Directors.
- Any proposed amendment will set out the purpose of the proposed amendment will be sent to the Company Secretary 30 days before the meeting at which it is to be considered, to enable proposed amendments and alterations being included into the Board Meeting Agenda.

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COMPLAINTS HANDLING POLICY

The Solar Fund (Fiji) Limited

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1. Introduction

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This Policy is adapted from Its Time Foundation policies for The Solar Fund (Fiji) Limited.

2. Purpose

The purpose of this Complaints Handling Policy is to:

- Ensure that complaints are investigated and resolved in a timely manner, maintaining customer satisfaction and trust.
- Ensure transparency and accountability for handling complaints, ensuring that customers know how their issues will be managed and who is responsible for resolving them.
- Provide guidelines to ensure that all employees, volunteers and contractors adhere to this policy and is mandatory for all relevant parties.

3. General Principles

The following principles govern this policy of the Company:

- Treat all complaints impartially and without bias and ensure that The Solar Fund (Fiji) staff, representatives, contractors or other parties related to the activities of The Solar Fund (Fiji) are expected to perform their duties within all applicable laws and with respect for all stakeholders regardless of status, race, gender, age or beliefs.
- Protect the privacy of the complainant and maintain confidentiality throughout the process.
- Show empathy and understanding towards complainants and take their concerns seriously.
- Maintain records of complaints and their resolutions as required by relevant authorities.

4. Complaints Handling Process

1. Any identified or perceived inappropriate behaviour of any kind can and should be reported to via email to: thefund.fj@gmail.com and copied to email: admin@iitime.org (Its Time Foundation).
2. Anonymous reports can be submitted with sufficient information to allow the incident to be investigated.
3. The CEO will be responsible for the efficient handling and investigation of the complaint received.
4. Complaints will be investigated by the Chairperson of the Company (and Its Time Foundation should the complaint be against the Chairperson).
5. The complaint and resultant actions will be tabled as an Agenda item at the next board meeting where the Company Secretary will be notified for its inclusion before the meeting at which it is to be considered.
6. Where appropriate the result of the investigation will be conveyed to the complainant.
7. If required, and where complainants are not satisfied with the internal resolution process, they may request contact information for external agencies or bodies to assist with the complaint.

5. Confidentiality and Privacy

- All complaints and the information of complainants will be handled with the highest level of confidentiality.

- We are committed to protecting the privacy of all individuals who submit complaints.
- Only authorized personnel involved in the resolution process will have access to the details of a complaint.
- The Solar Fund (Fiji) Limited will ensure that all personal information obtained during the complaints handling process is used and stored in accordance with relevant privacy laws and regulations.
- We will take all necessary measures to safeguard personal data and uphold our commitment to privacy and data protection standards.

6. Review and Alteration of Policy

- This Policy may be reviewed annually as needed.
- This Policy can be amended or rescinded by a resolution passed by the Directors.
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