

# CONSTITUTION OF AUSTRALIA PAPUA NEW GUINEA BUSINESS COUNCIL INC

(As amended at Annual General Meeting 31, 15 May 2012 and Annual General Meeting 34, 19 May 2015.)

## 1. INTERPRETATION

1.1 In these rules,

**Act** means the Associations Incorporation Act 1981 (Qld).

**Annual General Meeting** means a meeting of the Members held once each calendar year, in accordance with rule 35.

**Application** means an application for membership pursuant to rule 10.

**Association** means the association named in rule 2.

**Business Days** means a day other than a Saturday, Sunday or public or bank holiday in Brisbane, Queensland.

**Business Hours** means the hours between 9.00am and 5.00pm on a Business Day.

**By-laws** means by-laws promulgated and brought into force in accordance with rule 44.

**Candidate** means a person who satisfies the requirements of rule 22 and is not ineligible to be elected as an Executive Committee Member under s 61A of the Act.

**Constitution** means this document.

**Executive Committee** means the committee of the Association referred to and established in rule 21.

**Executive Committee Member** means a person referred to in rule 21.

**Executive Director** means a person appointed under rule 26.

**Financial Statements** means the income statement, balance sheet, profit and loss account and any other statement required under the Act.

**Financial Year** means Financial Year determined by the Executive Committee pursuant to rule 50.

**General Meeting** means a meeting of the Members, being either an Annual General Meeting or a Special General Meeting, as the context indicates.

**Member** means a person whose name is entered in the Register as a Member of the Association and where used without qualification, includes all classes of membership including Full Members, Ordinary Members and Associate Members as defined in rule 8.

**Membership Fee** means the fees referred to in rule 11.

**Objects** means the objects referred to in rule 3.2.

**Ordinary Resolution** means a resolution passed at a General Meeting of Members by a majority of the votes cast by Members entitled to vote on the resolution.

**Powers** means the powers referred to in rule 7.

**Register** means the register of Members kept as required by sections 168 and 169 of the Act.

**Secretary** means a person appointed as a secretary of the Association in accordance with rule 18.

**Special General Meeting** means a General Meeting held pursuant to rule 41.

**Special Resolution** has the meaning given by the Schedule to the Act.

1.2 A reference to a month is a reference to one calendar month.

1.3 A word or expression that is not defined in this Constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2. NAME

2.1 The name of the incorporated association is Australia Papua New Guinea Business Council Inc (**Association**).

2.2 The Association intends to register as a registrable Australian body under section 601CB of the *Corporations Act 2001* (Cth).

## 3. HISTORY AND OBJECTS

3.1 The predecessor of the Association was the Australia Papua New Guinea Business Council (**Unincorporated Association**), an unincorporated association formed in 1980. In 2010, the executive committee of that association resolved to make application to incorporate.

3.2 The objects of the Association are:

- (a) To promote friendship, goodwill and understanding between the business communities of Australia and Papua New Guinea;
- (b) To maintain, support, promote and encourage trade, investment, technical and economic co-operation and tourism between Australia and Papua New Guinea;
- (c) To maintain, promote and extend industrial and commercial relations between individuals, firms, companies, corporations, institutions and associations of Australia and Papua New Guinea;
- (d) To carry out objective research studies on any matters affecting or concerning any of the above objects;
- (e) To arrange for regular and effective consultation between business enterprises in Australia and Papua New Guinea;
- (f) To encourage and sponsor education, personnel exchange and training schemes at the private sector level as between Australia and Papua New Guinea, with the aim of mutually enhancing experience, education and capabilities;
- (g) To maintain liaison with the governments of both Australia and Papua New Guinea in order to promote any of the above objects and to provide those governments with information on the state of trade relations between Australia and Papua New Guinea;
- (h) To co-operate with an appropriate body established in Papua New Guinea and to arrange for regular and effective consultation, communication and meetings with it;
- (i) To provide a forum for contacts and discussions of questions of common interest and information, advice and services;
- (j) To seek to ensure the continuation of a stable relationship between the two countries – a relationship which understands the national heritage and aspirations of both countries and a relationship which will draw together regional neighbours and trading partners in a growing bond of friendship;
- (k) Generally to enter into, execute and carry out all contracts and agreements of any kind whatsoever and to do all such other things as are incidental or conducive to all or any of the above objects; and
- (l) Except as hereinbefore provided to apply the income and property of the association solely towards the promotion of the Objects of the Association.

## 4. OFFICE

The office of the Association shall be located as decided by the Executive Committee from time to time.

## 5. PATRON

A person of high standing in the Australian/Papua New Guinea community may be invited by the Executive Committee to act as patron. The patron will not have voting rights but may attend all major functions of the Association.

## 6. SUB-COMMITTEES AND BRANCHES

The Executive Committee is empowered to authorise the setting up of Committees, Sub-Committees or Branches for the purpose of carrying out specific projects identified by the Association.

## 7. POWERS

7.1 The Association has the powers of an individual.

7.2 The Association may, for example:

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

7.3 The Association may take over the funds and other assets and liabilities of the Unincorporated Association.

## **8. CLASSES OF MEMBERS**

8.1 The Members of the Association shall be those persons as the Executive Committee may admit from time to time and such persons shall, upon due notification of admission to membership being given by the Executive Committee, be deemed to be bound by the Constitution and by any rules, regulations or by-laws of the Association that are in force from time to time.

8.2 The Members of the Association shall be the following classes and any person who, in the opinion of the Executive Committee, has the qualifications set out below against any of those classes shall be eligible to be admitted to membership of that class.

(a) Full member: "a body (whether a corporation or an unincorporated body) or a person engaged in or otherwise interested in trade or commerce between Australia and Papua New Guinea."<sup>2</sup>

(b) Associate Member

(i) A person who is a nominee of a department of the government of Australia, the government of Papua New Guinea or the government of any of the States or Territories of Australia or of the Provinces or Autonomous Region of Papua New Guinea, or a nominee of a university, college or similar institution and such other persons or corporations as the Executive Committee shall from time to time approve.

(ii) A person or corporation within the categories referred to in paragraphs (a) or (b) which has 4 or less employees.

8.3 The number of Members is unlimited.

## **9. TRANSITIONAL ARRANGEMENTS**

A person who, on the day the Association is incorporated, is a member of the Unincorporated Association and who, on or before a day fixed by the Executive Committee, agrees in writing to become a member of the Association, must be admitted to the class of Member as the Executive Committee determines.

## **10. NEW MEMBERSHIP**

An applicant for membership of the Association may apply to the Executive Committee, and must nominate a proposed category of membership, and be accompanied by the membership fee for the class of membership..

## **11. MEMBERSHIP FEES**

11.1 The Membership Fee for each class of membership and for each other class of membership (if any):

(a) is the amount decided by the Executive Committee from time to time; and

(b) is payable when, and in the way, the Executive Committee decides.

11.2 A Member of the Association who, before becoming a Member, has paid the member's annual subscription for membership of the Unincorporated Association on or before a day fixed by the Executive Committee, is not liable to pay a further amount for the period before the day fixed by the Executive Committee as the day on which the next Membership Fee is payable.

11.3 A Member who joins part way through a financial year shall pay a Membership Fee assessed on a pro-rata basis on a scale decided by the Executive Committee..

11.4 All annual Membership Fees are payable by the date of the Annual General Meeting. Membership fees not so paid shall disqualify the member from voting at the Annual General Meeting and from being a candidate at the Annual General Meeting for election as a member of the executive committee or as an office bearer of the Council. The executive committee may suspend the membership of a member who has not paid the annual Membership Fee by the date of the Annual General Meeting, in which case the membership will remain suspended until such time as the Membership Fees are paid in full or such other earlier time as the executive committee decides.<sup>2</sup>

11.5 The Executive Committee may, with the authority of the Association in General Meeting in which a majority of the Full Members and the Ordinary Members (together) present in person or by proxy and entitled to vote, have voted in favour of the resolution, impose or levy on Members such amount not exceeding the Membership Fee applicable in the relevant year payable at such time or times as is authorised by the special resolution.

11.6 If a Member fails to pay any Membership Fee within the time specified for payment, the Executive Committee may at any time while the money remains unpaid terminate the membership of that Member.

## **12. ADMISSION AND REJECTION OF NEW MEMBERS**

12.1 The Executive Committee must consider an application for membership at the next committee meeting held after it receives:

(a) the application for membership; and

(b) the appropriate Membership Fee for the application.

12.2 The Executive Committee must ensure that, as soon as possible after the person applies to become a Member of the Association, and before the Executive Committee considers the person's application, the person is advised:

(a) whether or not the Association has public liability insurance; and

(b) if the Association has public liability insurance, the amount of the insurance.

12.3 The Executive Committee must decide at the meeting whether to accept or reject the application.

12.4 If a majority of the members of the Executive Committee present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member for the class of membership applied for.

12.5 The Secretary must, as soon as practicable after the Executive Committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **13. WHEN MEMBERSHIP ENDS**

13.1 A Member may resign from the Association by giving a written notice of resignation to the Secretary.

13.2 The resignation takes effect at:

(a) the time the notice is received by the Secretary; or

(b) if a later time is stated in the notice, the later time.

13.3 The Executive Committee may terminate a Member's membership if the Member:

(a) is convicted of an indictable offence; or

(b) does not comply with any of the provisions of these rules; or

(c) has Membership Fees in arrears for at least two months; or

(d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.

13.4 Before the Executive Committee terminates a Member's membership, the committee must give the Member a full and fair opportunity to show why the membership should not be terminated.

13.5 If, after considering all representations made by the Member, the Executive Committee decides to terminate the membership, the Secretary must give the member a written notice of the decision.

## **14. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

14.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.

14.2 A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.

14.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after receiving the notice, call a General Meeting to decide the appeal.

## **15. GENERAL MEETING TO DECIDE APPEAL**

15.1 The General Meeting to decide an appeal must be held within three months after the Secretary receives the notice of intention to appeal.

- 15.2 At the General Meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 15.3 Also, the Executive Committee and the Executive Committee Members who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 15.4 An appeal must be decided by a majority vote of the Members present and eligible to vote at the meeting.
- 15.5 If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the Membership Fee paid by the person.

## **16. REGISTER OF MEMBERS**

- 16.1 The Executive Committee must keep a register of Members.
- 16.2 The register must include the following particulars for each Member:
  - (a) the full name of the Member;
  - (b) the postal or residential address of the Member;
  - (c) the year of admission as a Member;
  - (d) the year of resignation of the Member;
  - (e) details about any termination or reinstatement of membership;
  - (f) any other particulars the Executive Committee or the Members at a General Meeting decide.
- 16.3 The register must be open for inspection by Members at all reasonable times.
- 16.4 A Member must contact the Secretary to arrange an inspection of the register.
- 16.5 However, the Executive Committee may, on the application of a Member of the Association, withhold information about the Member (other than the Member's full name) from the Register available for inspection if the Executive Committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

## **17. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

- 17.1 A Member must not:
  - (a) use information obtained from the Register of the Association to contact, or send material to, another Member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the Register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 17.2 Subrule 17.1 does not apply:
  - (a) For the contact details of a Member to be disclosed upon request to the Executive Committee made by another Member; or
  - (b) if the use or disclosure of the information is approved by the Executive Committee.

## **18. APPOINTMENT OR ELECTION OF SECRETARY**

- 18.1 The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
  - (a) a Member elected by the Association as Secretary; or
  - (b) any of the following persons appointed by the Executive Committee as Secretary:
    - (i) a member of the Executive Committee;
    - (ii) another Member;
    - (iii) another person.
- 18.2 If the Association has not elected an interim officer as Secretary for the association before its incorporation, the Executive Committee Members must ensure a Secretary is appointed or elected within one month after incorporation.
- 18.3 If a vacancy happens in the office of Secretary, the Executive Committee Members must ensure a Secretary is appointed or elected within one month after the vacancy happens.
- 18.4 If the Executive Committee appoints a person mentioned in subrule 18.1(b)(ii) as Secretary, other than to fill a casual vacancy on the Executive Committee, the person does not become an Executive Committee Member.
- 18.5 However, if the Executive Committee appoints a person mentioned in subrule 18.1(b)(ii) as Secretary to fill a casual vacancy on the Executive Committee, the person becomes an Executive Committee Member.
- 18.6 If the Executive Committee appoints a person mentioned in subrule 18.1(b)(iii) as Secretary, the person does not become an Executive Committee Member.
- 18.7 In this rule, **casual vacancy**, on a Executive Committee, means a vacancy that happens when an elected Executive Committee Member resigns, dies or otherwise stops holding office.

## **19. REMOVAL OF SECRETARY**

- 19.1 The Executive Committee may at any time remove a person appointed by the Executive Committee as the Secretary.
- 19.2 If the Executive Committee removes a Secretary who is a person mentioned in rule 18.1(b)(i), the person remains a member of the Executive Committee.
- 19.3 If the Executive Committee removes a secretary who is a person mentioned in rule 18.1(b)(ii) and who has been appointed to a casual vacancy on the Executive Committee under rule 18.5, the person remains an Executive Committee Member.

## **20. FUNCTIONS OF SECRETARY**

The Secretary's functions include, but are not limited to:

- (a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the Association; and
- (d) maintaining the Register.

## **21. MEMBERSHIP OF EXECUTIVE COMMITTEE**

- 21.1 The number of people comprising the Executive Committee shall consist of up to twenty representatives of Members, or such other number as is determined by resolution of the Members in General Meeting.
- 21.2 The officers of the Executive Committee shall be known as the Senior Executive and shall consist of:<sup>2</sup>
  - (a) the president;
  - (b) the immediate past president;
  - (c) up to three vice presidents<sup>1</sup>;
  - (d) all former Presidents who remain elected members of the Executive Committee<sup>2</sup>;
  - (e) subject to rule 18, the Secretary; and
  - (f) the treasurer.
- 21.3 An Executive Committee Member, other than a secretary appointed by the Executive Committee under rule 18.1(b)(iii) must be a Member.
- 21.4 At each Annual General Meeting, the Executive Committee Members other than the Executive Director must retire from office, but are eligible, on nomination, for re-election.
- 21.5 A Member may be appointed to a casual vacancy on the Executive Committee under rule 24.

- 21.6 The president shall not serve as president for a period greater than the period extending between three consecutive Annual General Meetings. In the event there are no nominations for president, the incumbent President may continue in office for a further one year period provided the incumbent consents to continuing as president.
- 21.7 The president, upon expiry of his term, ceases to hold office as president but continues as a member of the Executive Committee in the office of immediate past president.
- 21.8 A person who, on the day the Association is incorporated, is a member of the executive committee of the Unincorporated Association automatically becomes an Executive Committee Member of the Association and, where any such person held an office in the Unincorporated Association, is deemed to have held the same office for the same length of service in the Executive Committee of the Association.
- 21.9 At each Annual General Meeting of the Association, the following Executive Committee Members (other than the Executive Director) automatically retire and are eligible for re-election (and if not re-elected, that retirement takes effect at the conclusion of that Annual General Meeting):
- (a) any Executive Committee Member appointed to fill a casual vacancy since the previous Annual General Meeting;
  - (b) one third (or if that is not a whole number, the next lowest whole number nearest to one third) of the Executive Committee Members who are not:
    - (i) to retire under paragraph (a);
    - (ii) selected in accordance with rule 21.10; and
  - (c) any Executive Committee Member who, if they did not retire at that Annual General Meeting, would at the next Annual General Meeting, have held that office (since last being elected or re-elected) for more than three years.
- 21.10 The Executive Committee Members who retire by reason of rule 21.9(b) are those of the Executive Committee Members the subject of that rule who have been in office (since last being elected or re-elected) the longest and, as between Executive Committee Members who have been in office for an identical period, those to retire are (unless they otherwise agree among themselves) to be selected by lot.

## **22. ELECTING THE EXECUTIVE COMMITTEE**

- 22.1 An Executive Committee Member may only be elected as follows:
- (a) any Member may nominate a person (**Candidate**) to serve as an Executive Committee Member;
  - (b) the nomination must be:
    - (i) in writing; and
    - (ii) signed by the Candidate and the Member who nominated him or her;
  - (c) if there are insufficient nominations for the number of vacant positions on the Executive Committee, nominations of Candidates may be called from Members present and eligible to vote at the Annual General Meeting;
  - (d) each Member present and eligible to vote at the Annual General Meeting may vote for one Candidate for each vacant position on the Executive Committee; and
  - (e) if, at the start of the meeting, there are not enough Candidates nominated, nominations may be taken from the floor of the meeting.
- 22.2 A person may be a Candidate only if the person:
- (a) is an adult;
  - (b) is a representative of a Full Member or Ordinary Member; and
  - (c) is not ineligible to be elected as an Executive Committee Member under section 61A of the Act.
- 22.3 If required by the Executive Committee, balloting lists must be prepared containing the names of the Candidates in alphabetical order.

## **23. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF EXECUTIVE COMMITTEE MEMBER**

- 23.1 An Executive Committee Member may resign by giving written notice of resignation to the Secretary.
- 23.2 The resignation takes effect at:
- (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the notice, the later time.
- 23.3 An Executive Committee Member (other than the Executive Director and the immediate past president) may be removed from office at a General Meeting if a majority of the Members present and eligible to vote at the meeting vote in favour of removing the Executive Committee Member.
- 23.4 Before a vote of Members is taken about removing the Executive Committee Member from office, the Executive Committee Member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 23.5 An Executive Committee Member has no right of appeal against the Members' removal from office under this rule.
- 23.6 An Executive Committee Member immediately vacates the office in the circumstances mentioned in section 64(2) of the Act.

## **24. VACANCIES ON EXECUTIVE COMMITTEE**

- 24.1 If a casual vacancy happens on the Executive Committee, the continuing Executive Committee Members may appoint a representative of another Member to fill the vacancy until the next Annual General Meeting.
- 24.2 The continuing Executive Committee Members may act despite a casual vacancy on the Executive Committee.
- 24.3 However, if the number of Executive Committee Members is less than the number fixed under rule 28 as a quorum of the Executive Committee, the continuing Executive Committee Members may act only to:
- (a) increase the number of Executive Committee Members to the number required for a quorum; or
  - (b) call a General Meeting of the Association.

## **25. FUNCTIONS OF EXECUTIVE COMMITTEE**

- 25.1 Subject to the Constitution or an Ordinary Resolution, the Executive Committee has the general control and execution of the administration of the affairs, property and funds of the Association and may carry into effect all or any of the Objects of the Association and may exercise all powers of the Association and do all such acts and things as may be done by the Association.
- 25.2 The Executive Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 25.3 The Executive Committee may exercise the powers of the Association:
- (a) to co-opt; and
  - (b) to borrow, raise or secure the payment of money; and
  - (c) to secure the amounts mentioned in paragraph (b) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way; and
  - (d) to purchase, redeem or pay off any securities issued; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the Executive Committee may from time to time decide.

## **26. EXECUTIVE DIRECTOR**

- 26.1 The Executive Committee may engage or employ an Executive Director for the Association.
- 26.2 The Executive Committee must enter into an agreement with the Executive Director on terms the Executive Committee sees fit, in terms of which the Executive Director is employed or otherwise engaged by the Association.
- 26.3 If the Executive Director ceases to be employed or engaged by the Association for any reason, the Executive Committee may employ or engage a replacement Executive Director.
- 26.4 Any person that the Management Committee thinks fit, can be employed or engaged as the Executive Director.
- 26.5 The Executive Director has the duties imposed by the Executive Committee from time to time, as provided in the Executive Director's contract of employment or engagement.
- 26.6 One of the duties of the Executive Director must be to attend and contribute to, at the discretion of the Executive Committee, meetings of the Executive Committee and its sub-committees, insofar as reasonably possible.
- 26.7 The employment or engagement of the Executive Director may be terminated in accordance with the agreement referred to in rule 26.2 or, in the absence of any such termination provision, on one month's prior notice.
- 26.8 If an Executive Director is appointed under this rule 26 that person shall be the secretary.

## **27. MEETINGS OF EXECUTIVE COMMITTEE**

- 27.1 Subject to this rule, the Executive Committee may meet and conduct its proceedings as it considers appropriate.
- 27.2 The Executive Committee must meet at least once every four months to exercise its functions.
- 27.3 The Executive Committee must decide how a meeting is to be called.
- 27.4 Notice of a meeting is to be given in the way decided by the Executive Committee.
- 27.5 The Executive Committee may hold meetings, or permit an Executive Committee Member to take part in its meetings, by using any technology that reasonably allows each Executive Committee Member to hear and take part in discussions as they happen.
- 27.6 An Executive Committee Member who participates in the meeting as mentioned in subrule 27.5 is taken to be present at the meeting.
- 27.7 A question arising at a meeting is to be decided by a majority vote of Executive Committee Members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 27.8 An Executive Committee Member must not vote on a question about a contract or proposed contract with the Association if the Executive Committee Member has an interest in the contract or proposed contract and, if the Executive Committee Member does vote, the Executive Committee Member's vote must not be counted.
- 27.9 The president is to preside as chairperson at a Executive Committee meeting.
- 27.10 If there is no president or if the president is not present within 10 minutes after the time fixed for a Executive Committee meeting, the vice president or, in his absence, the immediate past president may preside as chairperson at the meeting. If none of the president, vice president and immediate past president is present within 10 minutes after the time fixed for a Executive Committee meeting, the Executive Committee Members may choose one of their number to preside as chairperson at the meeting.

## **28. QUORUM FOR, AND ADJOURNMENT OF, EXECUTIVE COMMITTEE MEETING**

- 28.1 A quorum for a meeting of the Executive Committee shall consist of the greater of:
  - (a) three (3) Executive Committee Members present in person; or
  - (b) more than one third of the number of Executive Committee Members.
- 28.2 Executive Committee Members may be represented by alternates or by proxy.
- 28.3 If there is no quorum within 30 minutes after the time fixed for a Executive Committee meeting called on the request of Executive Committee Members the meeting lapses.
- 28.4 If there is no quorum within 30 minutes after the time fixed for a Executive Committee meeting called other than on the request of the Executive Committee Members:
  - (a) the meeting is to be adjourned for at least one day; and
  - (b) the Executive Committee Members who are present are to decide the day, time and place of the adjourned meeting.
- 28.5 If, at an adjourned meeting mentioned in subrule 28.4, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **29. SPECIAL MEETING OF EXECUTIVE COMMITTEE**

- 29.1 If the Secretary receives a written request signed by at least one third of the Executive Committee Members, the Secretary must call a special meeting of the Executive Committee by giving each Executive Committee Member of the committee notice of the meeting within 14 days after the Secretary receives the request.
- 29.2 If the Secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 29.3 A request for a special meeting must state:
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- 29.4 A notice of a special meeting must state:
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- 29.5 A special meeting of the Executive Committee must be held within 14 days after notice of the meeting is given to the Executive Committee Members.

## **30. MINUTES OF EXECUTIVE COMMITTEE MEETINGS**

- 30.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive Committee meeting are entered in a minute book.
- 30.2 To ensure the accuracy of the minutes, the minutes of each Executive Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Executive Committee meeting, verifying their accuracy.

## **31. APPOINTMENT OF SUBCOMMITTEES**

- 31.1 The Executive Committee may appoint a subcommittee consisting of Members considered appropriate by the Executive Committee to help with the conduct of the Association's operations.
- 31.2 A member of the subcommittee who is not an Executive Committee Member is not entitled to vote at an Executive Committee meeting.
- 31.3 A subcommittee may elect a chairperson of its meetings.
- 31.4 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 31.5 A subcommittee may meet and adjourn as it considers appropriate.
- 31.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **32. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- 32.1 An act performed by the Executive Committee, a subcommittee or a person acting as an Executive Committee Member is taken to have been validly performed.
- 32.2 Subrule 32.1 applies even if the act was performed when:
  - (a) there was a defect in the appointment an Executive Committee Member, subcommittee member or person acting as an Executive Committee Member; or

- (b) a Executive Committee Member, subcommittee member or person acting as an Executive Committee Member was disqualified from being an Executive Committee Member, subcommittee member or person acting as an Executive Committee Member.

### **33. RESOLUTIONS OF EXECUTIVE COMMITTEE WITHOUT MEETING**

- 33.1 A written resolution signed by each Executive Committee Member is as valid and effectual as if it had been passed at an Executive Committee meeting that was properly called and held.
- 33.2 A resolution mentioned in subrule 33.1 may consist of several documents in like form, each signed by one or more Executive Committee Members.

### **34. FIRST ANNUAL GENERAL MEETING**

The first Annual General Meeting must be held within six months after the end date of the Association's first reportable financial year.

### **35. SUBSEQUENT ANNUAL GENERAL MEETINGS**

Each subsequent Annual General Meeting must be held:

- (a) at least once each year; and
- (b) within six months after the end date of the Association's reportable financial year.

### **36. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

- 36.1 The following business must be conducted at each Annual General Meeting:
  - (a) receiving the Association's financial statement, and audit report, for the last reportable financial year;
  - (b) presenting the financial statement and audit report to the meeting for adoption;
  - (c) to receive the annual report of the president;
  - (d) electing the Executive Committee Members (including office holders);
  - (e) appointing an auditor or an accountant for the present financial year;
  - (f) other business of which due notice has been given or which, in the opinion of the Meeting, it is expedient to consider.

### **37. NOTICE OF GENERAL MEETING**

- 37.1 The Executive Committee may, whenever it thinks fit, and shall if requested to do so in writing by ten Full Members and Ordinary Members, convene a General Meeting to deal with any particular matters.
- 37.2 The Secretary may call a General Meeting.
- 37.3 The Secretary must give at least 14 days notice of the General Meeting to each Member.
- 37.4 If the Secretary is unable or unwilling to call the General Meeting, the president must call the General Meeting.
- 37.5 The Executive Committee may decide the way in which the notice must be given.
- 37.6 However, notice of the following General Meetings must be given in writing:
  - (a) A General Meeting called to hear and decide the appeal of a person against the Executive Committee's decision:
    - (i) to reject the person's application for membership; or
    - (ii) to terminate the person's membership;
  - (b) a General Meeting called to hear and decide a proposed Special Resolution.
- 37.7 A notice of a General Meeting must state the business to be conducted at the meeting.

### **38. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

- 38.1 The quorum for a General Meeting shall consist of not less than ten representatives of Full Members and Ordinary Members present in person or by proxy.
- 38.2 No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business.
- 38.3 If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of Executive Committee Members or the Association, the meeting lapses.
- 38.4 If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than on the request of Executive Committee Members or the Association:
  - (a) the meeting is to be adjourned for at least seven days; and
  - (b) the Executive Committee is to decide the day, time and place of the adjourned meeting.
- 38.5 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 38.6 If a meeting is adjourned under subrule 38.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 38.7 The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 38.8 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **39. PROCEDURE AT GENERAL MEETING**

- 39.1 A Member may take part and vote in a General Meeting in person, by proxy, by attorney or by using any technology that reasonably allows the Member to hear and take part in discussions as they happen.
- 39.2 A Member who participates in a meeting as mentioned in subrule 39.1 is taken to be present at the meeting.
- 39.3 At each General Meeting:
  - (a) the president is to preside as chairperson; and
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Members present must elect one of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

### **40. VOTING AT GENERAL MEETING**

- 40.1 At a General Meeting, each question, matter or resolution, other than a Special Resolution, must be decided by a majority of votes of the Full Members and Ordinary Members present.
- 40.2 Each Full Member and Ordinary Member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote. An Associate Member is not entitled to vote at a General Meeting.
- 40.3 A Member is not entitled to vote at a General Meeting if the Member's annual subscription is in arrears at the date of the meeting.
- 40.4 The method of voting is to be decided by the Executive Committee.
- 40.5 However, if at least 20% of the Members present demand a secret ballot, voting must be by secret ballot.
- 40.6 If a secret ballot is held, the chairperson must appoint two Members to conduct the secret ballot in the way the chairperson decides.
- 40.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **41. SPECIAL GENERAL MEETING**

- 41.1 The Secretary must call a Special General Meeting by giving each Member notice of the meeting within 14 days after:
  - (a) being directed to call the meeting by the Executive Committee; or
  - (b) being given a written request signed by:
    - (i) at least 33% of the number of Executive Committee Members when the request is signed; or
    - (ii) at least half of the number of Full Members and Ordinary Members; or
  - (c) being given a written notice of an intention to appeal against the decision of the Executive Committee:

- (i) to reject an application for membership; or
  - (ii) to terminate a person's membership.
- 41.2 A request mentioned in subrule 41.1(b) must state:
  - (a) why the Special General Meeting is being called; and
  - (b) the business to be conducted at the meeting.
- 41.3 A Special General Meeting must be held within three months after the Secretary:
  - (a) is directed to call the meeting by the Executive Committee; or
  - (b) is given the written request mentioned in subrule 41.1(b); or
  - (c) is given the written notice of an intention to appeal mentioned in subrule 41.1(c).
- 41.4 If the Secretary is unable or unwilling to call the Special General Meeting, the president must call the meeting.
- 42. PROXIES**
- 42.1 An instrument appointing a proxy for a General Meeting must be in writing and be in the following or similar form:
 

Australia Papua New Guinea Business Council Inc(**Association**):

I, [name] of [address],

being a member of the Association, appoint

[name] of [address]

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the [date eg 1st] day of [month, year]

and at any adjournment of the meeting.

Signed this [date eg 1st] day of [month, year].

Signature:
- 42.2 The instrument appointing a proxy must:
  - (a) if the appointor is an individual, be signed by the appointor or the appointor's attorney properly authorised in writing; or
  - (b) if the appointor is a corporation:
    - (i) be under seal; or
    - (ii) be signed by the person who is the nominated representative of the Member or attorney of the corporation.
- 42.3 An instrument of proxy for a meeting of the Executive Committee must be in writing in any usual or common form.
- 42.4 A proxy may be a Member or another person.
- 42.5 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 42.6 Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 42.7 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 42.8 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:
 

Australia Papua New Guinea Business Council Inc (**Association**):

I, [name] of [address],

being a member of the Association, appoint

[name] of [address]

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the [date eg 1st] day of [month, year]

and at any adjournment of the meeting.

Signed this [date eg 1st] day of [month, year].

Signature:

This form is to be used [in favour of/against [strike out whichever is not wanted]] the following resolutions:

[List relevant resolutions]
- 43. MINUTES OF GENERAL MEETINGS**
- 43.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book.
- 43.2 To ensure the accuracy of the minutes:
  - (a) the minutes of each General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting, verifying their accuracy; and
  - (b) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.
- 43.3 If asked by a Member, the Secretary must, within 28 days after the request is made:
  - (a) make the minute book for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and
  - (b) give the Member copies of the minutes of the General Meeting.
- 43.4 The Association may require the Member to pay the reasonable costs of providing copies of the minutes.
- 43.5 The minutes may be in provisional or draft form until they have been adopted at a General Meeting.
- 44. BY-LAWS**
- 44.1 The Executive Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal executive of the Association.
- 44.2 A by-law may be set aside by a vote of members at a General Meeting.
- 45. ALTERATION OF RULES**
- 45.1 Subject to the Act, these rules may be amended, repealed or added to by a Special Resolution carried at a General Meeting.
- 45.2 However an amendment, repeal or addition is valid only if it is registered by the secretary.
- 46. COMMON SEAL**
- 46.1 The Executive Committee must ensure the Association has a common seal.
- 46.2 The common seal must be:
  - (a) kept securely by the Executive Committee; and
  - (b) used only under the authority of the Executive Committee.
- 46.3 Each instrument to which the seal is attached must be signed by an Executive Committee Member and countersigned by:
  - (a) the Secretary; or
  - (b) another Executive Committee Member; or
  - (c) someone authorised by the Executive Committee.
- 47. FUNDS AND ACCOUNTS**
- 47.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Executive Committee.
- 47.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 47.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 47.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.

- 47.5 If a payment of \$100 or more is made by cheque or electronic funds transfer, the cheque or electronic funds transfer must be signed by any two of:
- (a) the president;
  - (b) the secretary; and
  - (c) the treasurer.
- 47.6 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 47.7 A petty cash account may be kept on the imprest system, and the Executive Committee must decide the amount of petty cash to be kept in the account.
- 47.8 A financial report must be made available to the Executive Committee Members at each Executive Committee meeting.
- 47.9 The financial statements of the Association must be the subject of an annual audit performed by an auditor registered by the Australian Competition and Consumer Commission.
- 48. GENERAL FINANCIAL MATTERS**
- 48.1 On behalf of the Executive Committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a Financial Statement for its last reportable financial year is prepared.
- 48.2 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.
- 49. DOCUMENTS**
- The Executive Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.
- 50. FINANCIAL YEAR**
- The start date of the Association's financial year is 1 January in each year.
- 51. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**
- 51.1 This rule applies if the Association:
- (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- 51.2 The surplus assets must not be distributed among the Members.
- 51.3 The surplus assets must be given to another entity:
- (a) having objects similar to the Association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 51.4 In this rule, **surplus assets** see section 92(3) of the Act.
- 52. WINDING UP**
- Every Member undertakes to contribute to the assets of the Association in the event of the Association being wound up while he is a Member, or within six months after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amounts as may be required but not exceeding the Membership Fee.

Notes: <sup>1</sup>Amended at Annual General Meeting 31, 15 May 2012.. <sup>2</sup> Amended at Annual General Meeting 34, 19 May 2015.

## **REGULATIONS OF AUSTRALIA PAPUA NEW GUINEA BUSINESS COUNCIL INC**

### **REGULATION 11.3: PRO-RATA MEMBERSHIP FEES:**

In relation to members joining part way through the financial year the following shall apply with rounding at the discretion of the Executive Director: Applications received prior to 30 June – 100% of the rate for the membership category; Applications received 1 July to 30 September – 50% of the rate for the membership category; Applications received 1 October to 15 November – 25% of the rate for the membership category; Applications received after 15 November – 100% of the rate for the membership category until the end of the following year. (Determined by Executive Committee at Meeting 162, 19 February 2015.)