

**Constitution of Australia
Papua New Guinea
Business Council Inc**

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Constitution of [Australia Papua New Guinea Business Council Inc (IA39631) / Australia Papua New Guinea Business Council Inc (5-2880)]

1. INTERPRETATION

1.1 In these rules

Act means the Act under which the Association is incorporated.

Associated Association means [Australia Papua New Guinea Business Council Inc (IA39631) / Australia Papua New Guinea Business Council Inc (5-2880)].

Associates means the Association and the Associated Association.

Association means [Australia Papua New Guinea Business Council Inc (IA39631) / Australia Papua New Guinea Business Council Inc (5-2880)].

Association Agreement means the document so entitled entered into between the Associates, to the extent that it has come into force and effect in accordance with its terms.

Constitution means this document.

management committee means the management committee of the Association.

management committee member means a member of the management committee.

member means a person whose name is entered in the Association's register of members as a member of the Association.

month means calendar month.

Secretary means the person appointed as the secretary of the Association.

special resolution has the meaning given in the Act.

1.2 Unless the context otherwise requires:

- (a) definitions that apply in the Act also apply in this document;
- (b) headings are for convenience only and do not affect interpretation;
- (c) words in the singular include the plural and vice versa;
- (d) any gender includes the other genders;
- (e) if a word or phrase is defined its other grammatical forms have corresponding meanings;
- (f) 'includes' means includes without limitation; and
- (g) a reference to:

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- (i) a person includes a partnership, joint venture, unincorporated association, corporation and a government or statutory body or authority;
 - (ii) a person includes the person's legal personal representatives, successors, assigns and persons substituted by novation; and
 - (iii) any legislation includes subordinate legislation under it and includes that legislation and subordinate legislation as modified or replaced; and

2. NAME OF THE ASSOCIATION

The name of the Association is Australia Papua New Guinea Business Council Inc.

3. OBJECTS

The objects of the Association are to:

- (a) pursue the operation of the business and affairs of the Association;
- (b) promote friendship, goodwill and understanding between the business communities of Australia and Papua New Guinea;
- (c) maintain, support, promote and encourage trade, investment, technical and economic co-operation and tourism between Australia and Papua New Guinea;
- (d) maintain, promote and extend industrial and commercial relations between individuals, firms, companies, corporations, institutions and associations of Australia and Papua New Guinea;
- (e) carry out objective research studies on any matters affecting or concerning any of the above objects;
- (f) arrange for regular and effective consultation between business enterprises in Australia and Papua New Guinea;
- (g) 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;
- (h) 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;
- (i) provide a forum for contacts and discussions of questions of common interest and information, advice and services;
- (j) seek to ensure the continuation of a stable relationship between Australia and Papua New Guinea, that being a relationship that understands the national heritage and aspirations of both countries and a relationship that will draw together regional neighbours and trading partners in a growing bond of friendship;
- (k) generally 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

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- (l) apply the income and property of the Association solely towards the promotion of these objects.

4. ASSOCIATION AGREEMENT

- 4.1 The Associates have entered into the Association Agreement to associate themselves in an unincorporated joint venture called the "Australia Papua New Guinea Business Council" for the purpose, to the extent permitted by law, of the Associates operating together indistinguishably as if they were a single fully integrated entity with:
 - (a) the objects set out in rule 3;
 - (b) the same rules;
 - (c) the same corporate governance processes and procedures;
 - (d) the same membership;
 - (e) the same management committee and office holders;
 - (f) the same executive director;
 - (g) the same secretary;
 - (h) the same auditor; and
 - (i) the same patron (if any).
- 4.2 The provisions of the Association Agreement are adopted in and form part of this Constitution.
- 4.3 To the extent permitted by law and unless the context otherwise requires, for the purposes of this Constitution anything done under, or as provided for by, a provision of the constitution of the Associated Association or the Act (as defined in the constitution of the Associated Association) in relation to the Associated Association, will be taken also to have been done under, and as provided for by, the equivalent provision of this Constitution or the Act, as applicable, in relation to the Association, such as to give full effect to the provisions of the Association Agreement.
- 4.4 The Association may not agree to amend the Association Agreement other than in accordance with a special resolution of the members carried at a general meeting.

5. POWERS

- 5.1 Without limitation to the powers conferred under the Act, the Association has the powers of an individual.
- 5.2 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.

6. CLASSES OF MEMBERS

- 6.1 The members shall be those persons as the management committee may admit from time to time and such persons shall, upon due notification of admission to membership being given by the management 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.
- 6.2 Any person admitted as a member of the Associated Association after the date on which the Association Agreement comes into effect shall be taken also to have been admitted by the management committee as a member of the Association in the same class of membership as the person is admitted as a member of the Associated Association. A person may not be admitted as a member of the Association after the Association Agreement comes into effect unless the person is also admitted, or taken to have been admitted, as a member of the Associated Association in the same class of membership as the person is admitted as a member of the Association.
- 6.3 Any person who is a member of the Associated Association as at the date on which the Association Agreement comes into effect and who is not also a member in the same class of membership of the Association as the person is a member of the Associated Association shall, without any further payment of membership fees, be taken to be admitted by the management committee as a member of the Association in the same class of membership as the person is admitted as a member of the Associated Association at the person's request or with the person's agreement at the request of the management committee.
- 6.4 Any person who is a member of the Associated Association and whose membership of the Associated Association is renewed after the date on which the Association Agreement comes into effect shall, upon such renewal:
- (a) if the person is not already a member in the same class of membership as admitted as a member of the Associated Association, be taken also to have been admitted by the management committee as a member of the Association in the same class of membership as the person is admitted as a member of the Associated Association; or
 - (b) if the person is already a member in the same class of membership as admitted as a member of the Associated Association, be taken also to have had their membership of the Association renewed.
- 6.5 The members shall be in the following classes and any person who, in the opinion of the management 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) engaged in or otherwise interested in trade or commerce between Australia and Papua New Guinea.
 - (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 management committee shall from time to time approve.

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- (ii) A body (whether a corporation or an unincorporated body) engaged in or otherwise interested in trade or commerce between Australia and Papua New Guinea that has 4 or less employees.

6.6 The number of members in any class of membership is unlimited.

7. NEW MEMBERSHIP

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

8. MEMBERSHIP FEES

8.1 The membership fee for each class of membership:

- (a) is the amount determined by the management committee from time to time; and
- (b) is payable when, and in the way, determined by the management committee from time to time.

8.2 Membership fees are payable, and must be paid, as and when determined by the management committee from time to time.

8.3 The management committee may, in accordance with a resolution of the members carried at a general meeting, require members to pay a levy of an amount not exceeding the membership fee generally applicable at the time the levy is charged, and any such levy is payable, and must be paid, as and when determined by the management committee and for the purposes of this Constitution will be regarded as an additional membership fee.

9. ADMISSION AND REJECTION OF NEW MEMBERS

9.1 The management committee must consider an application for membership at the next committee meeting held after it receives:

- (a) the application for membership; and
- (b) the applicable membership fee for the application.

9.2 The management committee must ensure that, as soon as possible after a person applies to become a member of the Association, and before the management 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.

9.3 The management committee must decide at the meeting whether to accept or reject the application.

9.4 If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member of the Association, the applicant must be accepted as a member for the class of membership applied for.

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

10. WHEN MEMBERSHIP ENDS

- 10.1 A member may resign from the Association by giving a written notice of resignation to the Secretary.
- 10.2 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.
- 10.3 The management committee may terminate a member's membership of the Association 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 been in default in payment of membership fees for at least 60 days; or
 - (d) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Association, or contrary to the objects of the Association.
- 10.4 Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show cause why their membership of the Association should not be terminated.
- 10.5 If, after considering all representations made by the member, the management committee decides to terminate the membership, the Secretary must give the member a written notice of the decision.
- 10.6 A person who is a member and who is also a member of the Associated Association, and who ceases to be a member of the Associated Association will at the same time also cease to be a member whether or not the person has resigned or their membership has been terminated under this rule 10.

11. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 11.1 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.
- 11.2 A notice of intention to appeal must be given to the Secretary within 30 days after the person receives written notice of the decision.
- 11.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within 30 days after receiving the notice, call a general meeting to decide the appeal.

12. GENERAL MEETING TO DECIDE APPEAL

- 12.1 The general meeting to decide an appeal must be held within 90 days after the Secretary receives the notice of intention to appeal.
- 12.2 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.

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- 12.3 Also, the management committee and the management 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.
- 12.4 An appeal must be decided by a majority vote of the members present and entitled to vote at the meeting.
- 12.5 If a person whose application for membership has been rejected does not appeal against the decision within 30 days 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.

13. REGISTER OF MEMBERS

- 13.1 The management committee must keep a register of members of the Association.
- 13.2 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 management committee or the members at a general meeting decide.
- 13.3 The register must be open for inspection by members at all reasonable times.
- 13.4 A member must contact the Secretary to arrange an inspection of the register.
- 13.5 However, the management committee may, on the application of a member, withhold information about the member (other than the member's full name) from the Association's register of members available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- 14.1 A member must not:
- (a) use information obtained from the Association's register of members to contact, or send material to, another member for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the Association's register of members 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.

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- 14.2 Subrule 14.1 does not apply:
- (a) for the contact details of a member to be disclosed upon request to the management committee made by another member; or
 - (b) if the use or disclosure of the information is approved by the management committee.

15. MANAGEMENT COMMITTEE

- 15.1 The Association shall have a management committee of 11 members, including those that hold office as President, Vice-President or Treasurer, but excluding:
- (a) the Association's immediate past President, who, unless they are otherwise already a member of the management committee, shall be an additional member of the management committee *ex officio*, but who shall not be entitled to vote at meetings of the management committee; and
 - (b) the Secretary, to the extent that under the Act the Secretary is a member of the management committee solely by virtue of holding the office of Secretary, in which case the Secretary shall be an additional member of the management committee *ex officio*, but shall not be entitled to vote at meetings of the management committee.
- 15.2 The Association shall have a President, who shall be a member of the management committee and who may be resident in either Australia or Papua New Guinea.
- 15.3 The Association shall have two Vice-Presidents:
- (a) who shall each be a member of the management committee;
 - (b) one of whom shall be resident in Papua New Guinea; and
 - (c) one of whom shall be resident in Australia.
- 15.4 The Association shall have a Treasurer, who shall be a member of the management committee and who may be resident in either Australia or Papua New Guinea.
- 15.5 Of the management committee members that do not hold office as President, Vice-President or Treasurer, at least one must be resident in Papua New Guinea and at least one must be resident in Australia.
- 15.6 So far as practicable there should be:
- (a) a balanced number of management committee members resident in Australia and Papua New Guinea; and
 - (b) cultural and gender diversity amongst the management committee members.
- 15.7 The President, each Vice-President and the Treasurer shall be elected at each annual general meeting.
- 15.8 If there is a casual vacancy in the office of President, Vice-President or Treasurer, the management committee members may appoint a person from among their number to fill the vacancy until the next annual general meeting.
- 15.9 At each annual general meeting, the President, each Vice-President and the Treasurer must retire from office, but are eligible, on nomination, for re-election.

15.10 The President shall not serve as President for a continuous period in excess of the period ending on the date of the second annual general meeting after being elected as the President, unless at that general meeting there are no nominations for President, in which case the incumbent President may continue in office for a further one year period provided the incumbent consents to continuing as President.

15.11 At each annual general meeting, the following management committee members (other than a person who is a management committee member *ex officio*) automatically retire from office 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 management committee member appointed to fill a casual vacancy since the previous annual general meeting;
- (b) other than any management committee members who retire under paragraph (a), the three management committee members who have been in office (since last being elected or re-elected) the longest, and where two or more management committee members have been in office for the same period, those to retire are (unless they otherwise agree among themselves) to be selected by lot; and
- (c) any management 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.

16. ELECTING THE MANAGEMENT COMMITTEE

16.1 A management committee member may only be elected at an annual general meeting as follows:

- (a) subject to subrule 16.2, any member may nominate a person (**Candidate**) for election as a management committee member;
- (b) the nomination must be:
 - (i) in writing; and
 - (ii) signed by the Candidate and the member who nominated the Candidate;
- (c) if at the start of the meeting there are insufficient Candidates nominated for the number of vacant positions on the management committee, nominations of Candidates may be called for and taken from members present and entitled to vote at the meeting; and
- (d) each member present and entitled to vote at the annual general meeting may vote for one Candidate for each vacant position on the management committee.

16.2 A person may be a Candidate only if the person:

- (a) is an adult;
- (b) is a representative of a Full Member or a Full Member of the Associated Association;
- (c) is not ineligible to be elected as a management committee member under any applicable law; and
- (d) is not ineligible to be elected as a member of the management committee of the Associated Association.

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- 16.3 If required by the management committee, balloting lists must be prepared containing the names of the Candidates in alphabetical order.

17. RESIGNATION AND REMOVAL OF MANAGEMENT COMMITTEE MEMBER

- 17.1 A management committee member may resign by giving written notice of resignation to the Secretary.
- 17.2 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.
- 17.3 A management committee member (other than an *ex officio* management committee member) may be removed from office at a general meeting if a majority of the members present and entitled to vote at the meeting vote in favour of removing the management committee member.
- 17.4 Before a vote of members is taken about removing the management committee member from office, the management committee member must be given a full and fair opportunity to show cause why they should not be removed from office.
- 17.5 A management committee member has no right of appeal against their removal from office under this rule.

18. VACANCIES ON MANAGEMENT COMMITTEE

- 18.1 If there is a casual vacancy on the management committee, the continuing management committee members may appoint a representative of a Full Member to fill the vacancy until the next annual general meeting.
- 18.2 The continuing management committee members may act despite a casual vacancy on the management committee.
- 18.3 However, if the number of management committee members is less than the number fixed under rule 23 as a quorum of the management committee, the continuing management committee members may act only to:
- (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting.

19. FUNCTIONS OF MANAGEMENT COMMITTEE

- 19.1 Subject to the Constitution or a resolution of the members carried at a general meeting, but without limitation to the powers conferred on the management committee and management committee members by the Act, the management 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. This includes performing the obligations of the Association under the Association Agreement.

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- 19.2 The management 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, and the requirements of the Association Agreement.
- 19.3 The management 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 or the Associated 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 or the Associated Association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the management committee may from time to time decide.

20. EXECUTIVE DIRECTOR

- 20.1 The management committee may engage or employ an Executive Director for the Association, who shall also be the Executive Director of the Associated Association.
- 20.2 The management committee must enter into an agreement with the Executive Director on terms the management committee sees fit, in terms of which the Executive Director is employed or otherwise engaged by the Association.
- 20.3 If the Executive Director ceases to be employed or engaged by the Association for any reason, the management committee may employ or engage a replacement Executive Director.
- 20.4 Any person that the management committee thinks fit, can be employed or engaged as the Executive Director.
- 20.5 The Executive Director has the duties imposed by the management committee from time to time, as provided in the Executive Director's contract of employment or engagement.
- 20.6 One of the duties of the Executive Director must be to attend and contribute to, at the discretion of the management committee, meetings of the management committee and its sub-committees, insofar as reasonably possible.
- 20.7 The employment or engagement of the Executive Director may be terminated in accordance with the agreement referred to in subrule 20.2 or, in the absence of any such termination provision, on 30 day's prior notice.

21. SECRETARY

- 21.1 There shall be a Secretary of the Association.
- 21.2 The person, if any, who is appointed as the Executive Director will also be the Secretary.
- 21.3 Otherwise, the Secretary shall be as determined under the Act, or if the Act makes no provision, as determined by the management committee.

22. MEETINGS OF MANAGEMENT COMMITTEE

- 22.1 Subject to this rule and the requirements of the Act, the management committee may meet and conduct its proceedings as it considers appropriate.
- 22.2 The management committee must meet at least once every four months.
- 22.3 The management committee must decide how a meeting is to be called.
- 22.4 Notice of a meeting is to be given in the way decided by the management committee.
- 22.5 The management committee may hold meetings, or permit a management committee member to take part in its meetings, by using any technology that reasonably allows each management committee member to hear and take part in discussions as they happen.
- 22.6 A management committee member who participates in the meeting as mentioned in subrule 22.5 is taken to be present at the meeting.
- 22.7 A question arising at a meeting is to be decided by a majority vote of management committee members present at the meeting and, if the votes are equal, the President has a casting vote as well as a primary vote.
- 22.8 A management committee member must not vote on a question about a contract or proposed contract with the Association if the management committee member has an interest in the contract or proposed contract and, if the management committee member does vote, the management committee member's vote must not be counted.
- 22.9 The President is to preside as chairperson at a management committee meeting.
- 22.10 If there is no President or if the President is not present within 10 minutes after the time fixed for a management committee meeting, a Vice President or, in the absence of any Vice-President, the immediate past President, may preside as chairperson at the meeting. If none of the President, any Vice President and the immediate past President is present within 10 minutes after the time fixed for a management committee meeting, the management committee members may choose one of their number to preside as chairperson at the meeting.

23. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- 23.1 A quorum for a meeting of the management committee shall consist of four management committee members, other than a person who is an *ex officio* management committee member, present in person.
- 23.2 Management committee members may be represented by alternates or by proxy.
- 23.3 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of management committee members the meeting lapses.

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- 23.4 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the management committee members:
- (a) the meeting is to be adjourned for at least one day; and
 - (b) the management committee members who are present are to decide the day, time and place of the adjourned meeting.
- 23.5 If, at an adjourned meeting mentioned in subrule 23.4, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

24. SPECIAL MEETING OF MANAGEMENT COMMITTEE

- 24.1 If the Secretary receives a written request signed by at least three management committee members (other than *ex officio* management committee members), the Secretary must call a special meeting of the management committee by giving each management committee member notice of the meeting within 14 days after the Secretary receives the request.
- 24.2 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- 24.3 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.
- 24.4 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.
- 24.5 A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the management committee members.

25. MINUTES OF MANAGEMENT COMMITTEE MEETINGS

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

26. APPOINTMENT OF SUBCOMMITTEES

- 26.1 The management committee may appoint a subcommittee consisting of members considered appropriate by the management committee to help with the conduct of the Association's operations.
- 26.2 A member of the subcommittee who is not a management committee member is not entitled to vote at a management committee meeting.
- 26.3 A subcommittee may elect a chairperson of its meetings.

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- 26.4 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.
- 26.5 A subcommittee may meet and adjourn as it considers appropriate.
- 26.6 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.

27. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 27.1 An act performed by the management committee, a subcommittee or a person acting as a management committee member is taken to have been validly performed.
- 27.2 Subrule 27.1 applies even if the act was performed when:
- (a) there was a defect in the appointment a management committee member, subcommittee member or person acting as a management committee member; or
 - (b) a management committee member, subcommittee member or person acting as a management committee member was disqualified from being a management committee member, subcommittee member or person acting as a management committee member.

28. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- 28.1 A written resolution signed, or otherwise affirmed in writing (including by email or other means of electronic communication), by not less than five management committee members is as valid and effectual as if it had been passed at a management committee meeting that was properly called and held.
- 28.2 A resolution mentioned in subrule 28.1 may consist of several documents or communications in like form, each signed or otherwise affirmed in writing by one or more management committee members.

29. ANNUAL GENERAL MEETINGS

- 29.1 An 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 financial year.
- 29.2 The following business must be conducted at each annual general meeting:
- (a) receiving the Association's financial statements, and audit report, for the last financial year;
 - (b) presenting the financial statements and audit report to the meeting for adoption;
 - (c) receiving the annual report of the President;
 - (d) electing management 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.

30. NOTICE OF GENERAL MEETING

- 30.1 The management committee may, whenever it thinks fit, and shall if requested to do so in writing by ten Full Members, convene a general meeting to deal with any particular matters.
- 30.2 The Secretary may call a general meeting.
- 30.3 The Secretary must give at least 14 days' notice of the general meeting to each member.
- 30.4 If the Secretary is unable or unwilling to call the general meeting, the President must call the general meeting.
- 30.5 The management committee may decide the way in which the notice must be given.
- 30.6 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 management 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.
- 30.7 A notice of a general meeting must state the business to be conducted at the meeting.

31. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- 31.1 The quorum for a general meeting shall consist of not less than ten representatives of Full Members present in person or by proxy.
- 31.2 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 31.3 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of management committee members or the Association, the meeting lapses.
- 31.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of management committee members or members:
 - (a) the meeting is to be adjourned for at least seven days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- 31.5 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.
- 31.6 If a meeting is adjourned under subrule 31.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

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- 31.7 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.
- 31.8 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.

32. PROCEDURE AT GENERAL MEETING

- 32.1 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.
- 32.2 A member who participates in a meeting as mentioned in subrule 32.1 is taken to be present at the meeting.
- 32.3 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.

33. VOTING AT GENERAL MEETING

- 33.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present and entitled to vote.
- 33.2 Each member present and entitled 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.
- 33.3 An Associate Member is not entitled to vote at a general meeting.
- 33.4 A member is not entitled to vote at a general meeting if the member's is in default in payment of all or any part of their membership fees at the date of the meeting.
- 33.5 The method of voting is to be decided by the management committee.
- 33.6 However, if at least 20% of the members present and entitled to vote demand a secret ballot, voting must be by secret ballot.
- 33.7 If a secret ballot is held, the chairperson must appoint representatives of two members to conduct the secret ballot in the way the chairperson decides.
- 33.8 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.

34. SPECIAL GENERAL MEETING

- 34.1 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 management committee; or

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- (b) being given a written request signed by:
 - (i) at least four management committee members (other than *ex officio* management committee members); or
 - (ii) at least half of the number of members entitled to vote at a general meeting; or
 - (c) being given a written notice of an intention to appeal against the decision of the management committee:
 - (i) to reject an application for membership; or
 - (ii) to terminate a member's membership.
- 34.2 A request mentioned in subrule 34.1(b) must state:
- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 34.3 A special general meeting must be held within three months after the Secretary:
- (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in subrule 34.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule 34.1(c).
- 34.4 If the Secretary is unable or unwilling to call the special general meeting, the President must call the meeting.

35. PROXIES

- 35.1 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:

- 35.2 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.

35.3 An instrument of proxy for a meeting of the management committee must be in writing in any usual or common form.

35.4 A proxy may be a member or another person.

35.5 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

35.6 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.

35.7 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

35.8 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]

36. MINUTES OF GENERAL MEETINGS

36.1 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.

36.2 To ensure the accuracy of the minutes 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.

36.3 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

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- (b) give the member copies of the minutes of the general meeting.
- 36.4 The Association may require the member to pay the reasonable costs of providing copies of the minutes.
- 36.5 The minutes may be in provisional or draft form until they have been adopted at a general meeting.

37. BY-LAWS

- 37.1 The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal executive of the Association.
- 37.2 A by-law may be set aside by a vote of members at a general meeting.

38. ALTERATION OF RULES

- 38.1 Subject to the Act, these rules may be amended, repealed, replaced or added to by a special resolution of the members carried at a general meeting.
- 38.2 However an amendment, repeal, replacement or addition only takes effect if it is filed or registered in accordance with the Act, where required.

39. COMMON SEAL

- 39.1 The management committee must ensure the Association has a common seal.
- 39.2 The common seal must be:
- (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- 39.3 Each instrument to which the seal is attached must be signed by a management committee member and countersigned by:
- (a) the Secretary; or
 - (b) another management committee member; or
 - (c) someone authorised by the management committee.

40. FUNDS AND ACCOUNTS

- 40.1 The funds of the Association must be kept in an account in the name of the Association or the Associated Association in a financial institution decided by the management committee.
- 40.2 Without limitation to the Association Agreement, the funds of the Association and the Associated Association are to be consolidated.
- 40.3 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association and the Associated Association.
- 40.4 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

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- 40.5 A financial report must be made available to the management committee members at each management committee meeting.
- 40.6 The financial statements of the Association and the Associated Association must be audited by an appropriately qualified auditor.

41. GENERAL FINANCIAL MATTERS

- 41.1 On behalf of the management committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a Financial Statement for its last financial year is prepared.
- 41.2 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers, including as contemplated by the Association Agreement.

42. DOCUMENTS

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

43. FINANCIAL YEAR

The Association's financial year ends on 31 December.

44. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- 44.1 This rule applies if the Association:
- (a) is wound-up under the Act; and
 - (b) has surplus assets, as defined in the Act.
- 44.2 The surplus assets must not be distributed among the members.
- 44.3 The surplus assets must be given to the Associated Association, or if the Associated Association is also wound up or being wound up, 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.

45. WINDING UP

- 45.1 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.