

**RULES OF THE
PNG EUROPE
BUSINESS COUNCIL
INC.**

Incorporated as an Association under the
Associations Incorporation Act (Chapter 142)

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RULES

PART I - PRELIMINARY

1. NAME

The name of the Association is **PNG Europe Business Council Inc.**

2. OBJECTS AND PURPOSES

2.1 The Council represents the interests of Papua New Guinea (“**PNG**”) businesses and European Union (“**EU**”) businesses that contribute to private sector development in PNG thus contributing towards broad based economic growth and sustainable development.

2.2 The objects for which the Council is established are to represent the interests of PNG, EU and other Europe based businesses with various tasks including but not limited to: -

- (a) To arrange for regular and effective consultation and cultural exchange between the member states of the EU, other European countries and the Government of PNG and PNG enterprises operating in PNG, the EU or elsewhere in Europe.
- (b) To promote awareness of the EU PNG Economic Partnership Agreement, including providing information about the opportunities for increased participation by PNG business in the member states of the EU as well as highlighting awareness of and tackling barriers to trade between PNG, the member states of the EU and other European countries.
- (c) To strengthen common understanding, increased trade and investment, technical and economic co-operation between PNG, the member states of the EU and other European countries and promote PNG as a tourism destination for residents of the member states of the EU and other European countries.
- (d) To carry out objective research studies on matters affecting or concerning any of the above objects.
- (e) To facilitate effective consultation between the private sector in the member states of the EU and other European countries and the private sector in PNG.
- (f) To maintain liaison with the Government of PNG and the Delegation of the European Union to PNG, its member states and the Governments of other European countries as well as international organisations in order to promote any of the above objects and to provide the views of members in regards to trade between PNG, the member states of the EU and other European countries as well as information on the state of trade relations between PNG, the member states of the EU and other European countries.
- (g) To provide a forum for contacts and discussions of questions of common interest and provide information to and liaise with other private sector

associations.

- (h) 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 the realisation of all or any of the above objects.
- (i) Except as hereinbefore provided to apply the income and property of the Council solely towards the promotion of the objects of the Council.
- (j) To prohibit the payment of any dividend or payment in the nature of a dividend to the Council's members; and
- (k) To do all such things as are incidental or conducive to the attainment of the objects or any of them.

3. INTERPRETATION

3.1 In the Rules, except in so far as the context or subject-matter otherwise indicates or requires:

"Act" means the *Associations Incorporation Act* (Chapter No. 142).

"Annual General Meeting" means the general meeting held each year as required by the Act and the Rules.

"Auditor" means a suitably qualified person appointed by the Executive Committee to perform the functions detailed in Rule 44.

"Council" means the PNG European Union Business Council incorporated under the Act.

"EU" has the meaning ascribed to that term in Rule 2.1.

"EU PNG Economic Partnership Agreement" means the trade agreement between PNG and the EU as amended or replaced from time to time.

"Executive Committee" has the meaning ascribed to that term in Rule 14.

"Financial Year" means the period of 12 months commences on 1st January each year.

"Immediate Past President" means the person from time to time holding office under the Rules as the Immediate Past President of the Council.

"Initial Office Bearers" means the persons described in Rule 16.1.

"Interpretation Act" means the *Interpretation Act (Chapter 2)* of PNG.

"Ordinary Resolution" means a resolution passed by a simple majority of such persons as being entitled so to do, vote in person or by proxy at a general meeting of the Council or at a meeting of the Executive Committee.

"PNG" has the meaning ascribed to that term in Rule 2.1.

"Person" shall include natural persons and corporations.

"Poll" means a secret ballot.

"President" means the person from time to time holding office as president of the Council.

"Public Officer" means the person from time to time holding office under the Rules as Public Officer of the Council.

"Register" means the Register of Members of the Council.

"Regulation" means the *Associations Incorporation Regulation* made under the Act.

"Secretary" means the person from time to time holding office under the Rules as a secretary of the Council.

"special general meeting" means a general meeting of the Council other than an

annual general meeting.

"Special resolution" means a resolution passed by a majority of not less than 75% of eligible voters, present in person or by proxy at a general meeting of the Council.

"the Rules" means these rules.

"Treasurer" means the person from time to time holding office under the Rules as treasurer of the Council.

- 3.2 The provisions of the *Interpretation Act* apply to and in respect of the Rules in the same manner as those provisions would so apply if the Rules were an instrument made under the Act.

PART 2 - MEMBERSHIP

4 MEMBERSHIP QUALIFICATIONS

- 4.1 A person is qualified to be a member of the Council if the person is a natural person or corporation who:

- (a) has been nominated for membership of the Council as provided by Rule 5; and
- (b) has been approved for membership of the Council by the Executive Committee as provided by Rule 4.2.

- 4.2 The members of the Council 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 Rules and by any rules, regulations or by-laws of the Council that are in force from time to time.

- 4.3 The members of the Council shall comprise the following classes and any person who in the opinion of the Executive Committee satisfies the requirements for membership of a particular membership class shall be eligible to be admitted to membership of the Council in that class:

4.3.1 Ordinary Member

A body (whether a corporation or an unincorporated body) engaged in or otherwise interested in trade and commerce between the EU and PNG.

Members of this class shall be divided into separate sub-classes according to whether they have an established presence in one or both countries as follows:

- a) a member who carries on business in the EU and PNG;
- b) a member who carries on business in the EU; and
- c) a member who carries on business in PNG.

Any differential fees will be payable as prescribed by the Executive Committee in accordance with Rule 10.1.

4.3.2 Associate Member

A person who is a nominee of a department of Delegation of the European Union to PNG or of the Government of PNG or of the government of any of any EU member state or of any province of PNG, 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.

5 NOMINATION FOR MEMBERSHIP

5.1 Nomination of a person for membership of the Council: -

(a) shall be made in writing by a member of the Council and seconded by another member of the Council in the form set out in **Appendix 1** to the Rules; and

(b) shall be lodged with the Secretary.

5.2 As soon as practicable after receiving a nomination for membership, the Secretary shall refer the nomination to the Executive Committee which shall determine whether to approve or to reject the nomination.

5.3 Where the Executive Committee determines to approve a nomination for membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of one month after receipt by the nominee of the notification the sum payable under the Rules by a member as entrance fee (if any) and annual subscription.

5.4 The Secretary shall, on payment by the nominee of the amounts referred to in Rule 5.2 within the period referred to in that Rule, enter the nominee's name in the register of members and upon the name being so entered, the nominee becomes a member of the Council.

6 CESSATION OF MEMBERSHIP

A person ceases to be a member of the Council if the person:

- a) dies;
- b) resigns that membership; or
- c) is expelled from the Council.

7 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Council:

- a) is not capable of being transferred or transmitted to another person; and
- b) terminates upon cessation of the person's membership.

8 RESIGNATION OF MEMBERSHIP

- 8.1 A member of the Council is not entitled to resign that membership except in accordance with this Rule.
- 8.2 A member of the Council who has paid all amounts payable by the member to the Council in respect of the member's membership may resign from membership of the Council by giving notice (being not less than 1 month or such other period as the Executive Committee may determine) in writing to the Secretary of the member's intention to resign and upon the expiration of the period of notice, the member ceases to be a member
- 8.3 A member of the Council who has not paid all fees and subscriptions due under Rule 10.2 by the date specified in Rule 10.2(a) is deemed to have resigned one month after the date specified in Rule 10.2(a).
- 8.4 Where a member of the Council ceases to be a member pursuant to Rule 8.2 or 8.3, and in every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9 REGISTER OF MEMBERS

- 9.1 The Secretary shall establish and maintain a register of members of the Council specifying the name and address of each person who is a member of the Council together with the date on which the person became a member.
- 9.2 The register of members shall be kept at the principal place of administration of the Council and shall be open for inspection free of charge by any member of the Council at any reasonable hour.

10 FEES AND SUBSCRIPTIONS

- 10.1 A member of the Council shall, upon admission to membership, pay to the Council a fee determined by the Executive Committee from time to time.
- 10.1 In addition to any amount payable by the member under sub-rule 10.1, a member of the Council shall pay to the Council an annual membership fee determined by the Executive Committee from time to time:
- (a) except as provided by paragraph (b), before 1 January in each calendar year; or
 - (b) where the member becomes a member on or after 1 January in any calendar year, upon becoming a member and before 1 January in each succeeding calendar year.

11 MEMBERS' LIABILITIES

Every member of the Council undertakes to contribute to the assets of the Council in the event of the Council 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 Council 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.

12 DISCIPLINING OF MEMBERS

- 12.1 Where the Executive Committee is of the opinion that a member of the Council:
- (a) has persistently refused or neglected to comply with a provision or provisions of the Rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Council,
- the Executive Committee may, by resolution:
- (c) expel the member from the Council; or
 - (d) suspend the member from membership of the Council for a specified period.
- 12.2 A resolution of the Executive Committee under Rule 12.1 is of no effect unless the Executive Committee, at a meeting held not earlier than 14 days and not later than one month after service on the member of a notice under Rule 12.3 confirms the resolution in accordance with this Rule.
- 12.3 Where the Executive Committee passes a resolution under Rule 12.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the Executive Committee and the grounds on which it is based;
 - (b) stating that the member may address the Executive Committee at a meeting to be held not earlier than 14 days and not later than one month after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) Submit to the Executive Committee at or prior to the date of that meeting written representations relating to the resolution.
- 12.4 At a meeting of the Executive Committee held as referred to in Rule 12.3, the Executive Committee shall:
- (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Executive Committee by the member at or prior to that meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- 12.5 Where the Executive Committee confirms a resolution under Rule 12.4, the Secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 13.
- 12.6 A resolution confirmed by the Executive Committee under Rule 12.4 does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
- (b) where, within that period, the member exercises the right of appeal unless and until the Council confirms the resolution pursuant to Rule 13.4.

13 RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 13.1 A member may appeal to the Council in general meeting against a resolution of the Executive Committee which is confirmed under Rule 12.4 within seven days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.
- 13.2 Upon receipt of a notice from a member under Rule 13.1, the Secretary shall notify the Executive Committee which shall convene a general meeting of the Council to be held within 21 days after the date on which the Secretary received the notice.
- 13.3 At a general meeting of the Council convened under Rule 13.2:
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Executive Committee and the member shall be given the opportunity to state their respective cases orally or in writing or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.4 If at the general meeting the Council passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 - THE COUNCIL

14 POWERS OF THE EXECUTIVE COMMITTEE

The Council shall be managed by a committee to be called the “Executive Committee” and, subject to the Act, the Regulation and the Rules and to any resolution passed by the Council in general meeting the Executive Committee:

- (a) shall control and manage the affairs of the Council;
- (b) may exercise all such functions as may be exercised by the Council other than those functions that are required by the Rules to be exercised by a general meeting of members of the Council; and
- (c) has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Council.

15 CONSTITUTION AND MEMBERSHIP

- 15.1 The Executive Committee shall comprise the office bearers of the Council from time to time plus 2 representatives of the ordinary members, each of whom (other than the Initial Office Bearers) shall be elected at an annual general meeting of the Council pursuant to Rule 16.
- 15.2 The office-bearers of the Council shall consist of:

- a) the President;
 - b) Immediate Past President;
 - c) the Treasurer;
 - d) the Secretary; and
 - e) the Public Officer.
- 15.3 Each member of the Executive Committee shall, subject to the Rules, hold office until the conclusion of the annual general meeting in the subsequent year following the date of the member's election or, in the case of the Initial Office Bearers, until the conclusion of the annual general meeting in the second year following the incorporation of the Council as an association under the Act, and is eligible for re-election.

In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a member of the Council or a representative of a member to fill the vacancy and the person so appointed shall hold office, subject to the Rules, until the conclusion of the annual general meeting next following the date of the appointment.

16 ELECTION OF MEMBERS

- 16.1 The initial office bearers of the Council shall be the persons specified in Schedule 1, who shall not be subject to election as specified in this Rule 16 and who shall be eligible for re-election as office bearers of the Council.
- 16.2 Except as provided in Rule 16.1, nominations of candidates for election as office-bearers of the Council or as representatives on the Executive Committee of the ordinary members:
- (a) shall be made in writing, signed by two members of the Council and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary not less than seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 16.2 If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated shall be deemed to be elected with effect from the conclusion of the annual general meeting and further nominations in respect of the unfilled vacancies shall be received at the annual general meeting.
- 16.3 If insufficient further nominations are received, any vacant positions remaining on the Executive Committee after the conclusion of the annual general meeting shall be deemed to be casual vacancies.
- 16.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected with effect from the conclusion of the annual general meeting.
- 16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 16.6 The ballot for the election of office-bearers shall be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.

- 16.7 A nomination of a candidate for election under this Rule is not valid if that candidate has been nominated for election to another office at the same election.

17 PRESIDENT

- 17.1 The President (or another office holder of the Council appointed by the President) shall represent the Council in all meetings and other dealings between the Council and any government or non-government entity, body, group or person being a meeting or dealing that is material to the realisation of the Council's objects or purposes.
- 17.2 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.
- 17.3 The President will act as chairperson of all meetings of the Council and of the Executive Committee provided that if the President is not available for any reason to chair a particular meeting, the members of the Council or the Executive Committee as the case may be attending that meeting will elect a person to chair that particular meeting.
- 17.4 The President shall automatically assume the office of Immediate Past President when the President ceases to be President.

18 IMMEDIATE PAST PRESIDENT

The Immediate Past President shall vacate his position as a member of the Executive Committee when the then current President ceases to be President and automatically assumes the office of Immediate Past President.

19 SECRETARY

- 19.1 The Secretary of the Council shall, as soon as practicable after being appointed as Secretary, lodge notice with the Council of his or her address.
- 19.2 It is the duty of the Secretary to keep minutes of:
- (a) all appointments of office-bearers and other members of the Executive Committee and the Council;
 - (b) the names of members of the Executive Committee present at an Executive Committee meeting or a general meeting; and
 - (c) all proceedings of Executive Committee meetings and general meetings of the Council.
- 19.3 Minutes of proceedings at a meeting shall be signed by the chairperson of that meeting or by the chairperson of the next succeeding meeting.

20 TREASURER

It is the duty of the Treasurer to ensure that:

- (a) all money due to the Council is collected and received and that all payments authorised by the Council are made; and

- (b) correct books and accounts are kept showing the financial affairs of the Council including full details of all receipts and expenditure connected with the activities of the Council.

21 CASUAL VACANCIES

For the purposes of the Rules, a casual vacancy in the office of a member of the Executive Committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Council;
- (c) becomes an insolvent under administration within the meaning of the Insolvency Act;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under Rule 22;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Executive Committee from all meetings of the Executive Committee held during a period of 6 months.

22 REMOVAL OF MEMBER

- 22.1 The Council in a general meeting may by ordinary resolution remove any member of the Executive Committee (including an Initial Office Bearer) from office before the expiration of the member's term of office and may by ordinary resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 22.2 Where a member of the Executive Committee to whom a proposed resolution referred to in Rule 22.1 relates makes representations in writing to the Secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Council, the Secretary or the President may send a copy of the representations to each member of the Council or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23 MEETING AND QUORUM

- 23.1 The Executive Committee shall meet at least three times in each period of 12 months at such place and time as the Executive Committee may determine.
- 23.2 Additional meetings of the Executive Committee may be convened by the President or by any member of the Executive Committee.
- 23.3 Oral or written notice of a meeting of the Executive Committee shall be given by the Secretary to each member of the Executive Committee at least three days (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before the time appointed for the holding of the meeting.
- 23.4 Notice of a meeting given under Rule 23.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business

shall be transacted at the meeting except business which the Executive Committee members present at the meeting unanimously agree to treat as urgent business.

- 23.5 Any 2 members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- 23.6 No business shall be transacted by the Executive Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 23.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 23.8 At a meeting of the Executive Committee:
- (a) the President or, in the President's absence, the Secretary shall preside; or
 - (b) if the President and the Secretary are absent or unwilling to act, such one of the remaining members of the Executive Committee, as may be chosen by the members present at the meeting, shall preside.

24 DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE

- 24.1 The Executive Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Council or their representatives as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function which is imposed on the Executive Committee by the Act or by any
 - (c) other law and which that legislation does not permit to be delegated.
- 24.2 A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 24.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 24.4 Notwithstanding any delegation under this Rule, the Executive Committee may continue to exercise any function delegated.
- 24.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Executive Committee.
- 24.6 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 24.7 A sub-committee may meet and adjourn as it thinks proper.

25 VOTING AND DECISIONS

- 25.1 Questions arising at a meeting of the Executive Committee or of any subcommittee appointed by the Executive Committee shall be determined by a majority of the votes

of members of the Executive Committee or sub-committee present at the meeting.

- 25.2 Each member present at a meeting of the Executive Committee or of any subcommittee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding as chairperson of the meeting may exercise a second or casting vote.
- 25.3 Subject to Rule 23.5, the Executive Committee may act notwithstanding any vacancy on the Executive Committee.
- 25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee.

26 PATRON

A person of high standing in the EU/PNG 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 Council.

PART 4 - GENERAL MEETINGS

27 HOLDING OF ANNUAL GENERAL MEETINGS

- 27.1 With the exception of the first annual general meeting of the Council, the Council shall
- at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Council, convene an annual general meeting of its members.
- 27.2 The Council shall hold its first annual general meeting:
- (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 6 months after the expiration of the first complete financial year of the Council.

28 CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETINGS

- 28.1 The annual general meeting of the Council shall, subject to the Act and to Rule 24, be convened on such date and at such place and time as the Executive Committee thinks fit.
- 28.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Executive Committee reports upon the activities of the Council during the last preceding financial year;

- (c) to elect office-bearers of the Council and ordinary members of the Executive Committee;
- (d) to receive and consider the completed accounts of the Council; and
- (e) to appoint an auditor of the Council.

28.3 An annual general meeting shall be specified as such in the notice convening it.

29 CALLING OF SPECIAL GENERAL MEETINGS

29.1 The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Council.

29.2 The Executive Committee shall, on the requisition in writing of not less than 5% of the total number of members of the Council, convene a special general meeting of the Council.

29.3 A requisition of members for a special general meeting:

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the members making the requisitions;
- (c) shall be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

29.4 If the Executive Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

29.5 A special general meeting convened by a member or members as referred to in Rule 29.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee and any member who thereby incurs expense is entitled to be reimbursed by the Council for any expense so incurred.

30 NOTICE

30.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

30.2 Where the nature of the business proposes to be dealt with at a general meeting requires a special resolution of the Council, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Rule 30.1 specifying, in addition to the matter required under Rule 30.1, the intention to propose the resolution as a special resolution.

- 30.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 28.2.
- 30.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

31 PROCEDURE

- 31.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under the Rules to vote is present during the time the meeting is considering that item.
- 31.2 Five members present in person (being members entitled under the Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 31.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person acting as chairperson of the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 31.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

32 CHAIRPERSON

- 32.1 The President or, in the president's absence, the Secretary, shall preside as chairperson at each general meeting of the Council.
- 32.1 If the President and the Secretary are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

33 ADJOURNMENT

- 33.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 33.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Council stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 33.3 Except as provided in Rule 33.1 and 33.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required

to be given.

34 MAKING OF DECISIONS

- 34.1 A question arising at a general meeting of the Council or at a meeting of the Executive Committee shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Council or the Executive Committee, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution
- 34.2 At a general meeting of the Council, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- 34.3 Where a poll is demanded at a general meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

35 SPECIAL RESOLUTION

A resolution of the Council is a special resolution if it is passed by a majority which comprises not less than three-quarters of such members of the Council as, being entitled under the Rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with the Rules.

36 VOTING

- 36.1 Upon any question arising at a general meeting of the Council or at any meeting of the Executive Committee a member of the Council or the Executive Committee as the case may be has one vote only.
- 36.2 All votes shall be given personally or by proxy.
- 36.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 36.4 A member or proxy is not entitled to vote at any general meeting of the Council unless all money due and payable by the member or proxy to the Council has been paid including the amount of the annual subscription payable in respect of the then current year.

37 APPOINTMENT OF PROXIES AT COUNCIL MEETINGS

- 37.1 Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the Council meeting in respect of which the proxy is appointed.
- 37.2 The notice appointing the proxy shall be substantially in the form set out in

Appendix 2 to the Rules.

38 RESOLUTIONS

A resolution of the Council or the Executive Committee may not be made by postal ballot but must be made at a meeting of the Council or the Executive Committee as the case may be.

PART 5 - MISCELLANEOUS

39 OFFICE

The office of the Council shall be located in Port Moresby at a place as decided by the Executive Committee from time to time.

40 SOURCE OF FUNDS

40.1 The funds of the Council shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Council in general meeting, such other sources as the Executive Committee determines.

40.2 All money received by the Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank account.

40.3 The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt.

40.4 The funds of the Council shall be used only to meet the expenses and to carry out the objects of the Council. Any two members of the Executive Committee shall be authorised to operate on the Council's bank account as joint signatories.

40.5 The Council's financial year shall commence on January 1 in each year.

41 MANAGEMENT OF FUNDS

40.1 Subject to any resolution passed by the Council in general meeting, the funds of the Council shall be used in pursuance of the objects of the Council in such manner as the Executive Committee determines.

40.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Executive Committee or employees of the Council, being members or employees authorised to do so by the Executive Committee.

42 ALTERATION OF OBJECTS AND PURPOSES AND RULES

The objects and purposes of the Council (other than those stated at Rule 2(j) and 2(k) and the Rules may be altered, rescinded or added to only by a special resolution of the Council.

43 AUDIT AND ACCOUNTS

The financial affairs of the Council shall be audited at least once in every period of 12 months by the auditor appointed by the Annual General Meeting.

44 POWERS AND DUTIES OF THE AUDITOR.

The Auditor shall: -

- (a) certify to the correctness of the financial statements of the Council;
- (b) have free access to all books of accounts and records of the Council;
- (c) inspect and audit the accounts and records of financial transactions and draw the attention to the Executive Committee to any irregularities;
- (d) state in his or her report in his or her opinion whether: -
 - (i) the financial statements or the profit and loss account are properly drawn up so as to give a fair view of the Council's financial affairs;
 - (ii) that the books of accounts and other records examined by him or her have been properly kept; and
 - (iii) that he or she has obtained all the information and explanations he or she required.

The Auditor may be removed from office by a special resolution of the Council at a general meeting or at the expiration of his or her tenure of office.

45 COMMON SEAL

- 45.1 The common seal of the Council shall be kept in the custody of the Secretary
- 45.2 The common seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal shall be attested by the signatures of 2 members of the Executive Committee or of by the President alone.
- 45.3 The common seal of the Council shall: -
 - (a) bear the name of the Council in full;
 - (b) shall state that it is the common seal; and
 - (c) subject to the Act, be in a form, size and shape as proved by the Executive Committee from time to time.

46 CUSTODY OF BOOKS, ETC

Except as otherwise provided by the Rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Council.

47 INSPECTION OF BOOKS, ETC

The records, books and other documents of the Council shall be open to inspection, free of charge, by a member of the Council at any reasonable hour on a business day.

48 SERVICE OF NOTICES

- 48.1 For the purpose of the Rules, a notice may be served by or on behalf of the Council upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

- 48.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of the Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

SCHEDULE 1

Initial Office Bearers
(Rule 16.1)

President: Michael Sullivan

Secretary: Rio Fiocco

Treasurer: Lorna McPherson

Public Officer: Rio Fiocco

APPENDIX I
(Rule 5.1 (a))

APPLICATION FOR MEMBERSHIP OF COUNCIL

The PNG Europe Business Council Inc. (incorporated under the Associations Incorporation Act)

I,

.....

(full name of applicant)

of

.....

(address)

.....

(occupation)

hereby apply to become a member of the abovenamed incorporated Council. In the event of my admission as a member, I agree to be bound by the rules of the Council for the time being in force.

.....

(Signature of Applicant)

Date:

I,, a member of the Council,

(full name)

nominate the applicant, who is personally known to me, for membership of the Council.

.....

(Signature of Proposer)

Date:

I, a member of the Council,

(full name)

second the nomination of the applicant, who is personally known to me, for membership of the Council.

.....

(Signature of Seconder)

Date:

APPENDIX II
(Rule 37.2)

FORM OF APPOINTMENT OF PROXY

I,
(full name)

Of
(address)

being a member of the PNG Europe Business Council Inc. hereby appoint
.....
(full name of proxy)

of
(address)

being a member of that Council, as my proxy to vote for me on my behalf at the annual general meeting of the Council (annual general meeting or special general meeting, as the case may be) to be held on the day of 20..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

* To be inserted if desired.

.....
Signature of member appointing proxy

Date:

NOTE: A proxy vote may not be given to a person who is not a member of the Council.