CONSTITUTION

Papua New Guinea Australia Alumni Association

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PART I: GENERAL

1 NAME OF THE ASSOCIATION

1.1 The name of the Association shall be the *Papua New Guinea-Australia Alumni Association.*

2 DEFINITIONS

2.1 In this Constitution, unless the context otherwise requires:

(a) *Association* means the Papua New Guinea-Australia Alumni Association;

(b) *Constitution* means the Papua New Guinea-Australia Alumni Association Constitution;

(c) *Regular Member* means a person as described under Clause 8.1;

(d) *Honorary Member* means a person as described under Clause 8.2;

(e) *Associate Member* means a person as described under Clause 8.3;

(f) *Fellow member* means as described under Clause 8.4;

(g) *Friends of PNGAAA* means as described under Clause 8.5;

(h) *Financial Member* is a member who has paid membership fees by or on 30 April each year;

(i) *Disciplined Member* is a member who has been disciplined under Clause 15.

(j) *Aggrieved Member* is a member who has appealed against disciplinary action undertaken under Clause 15;

(k) *President* means the President of the Papua New Guinea-Australia Alumni Association;

(l) *Vice-President* means the Vice-President of the Papua New Guinea-Australia Alumni Association;

(m) *Treasurer* means the Treasurer of the Papua New Guinea-Australia Alumni Association;

(n) *Executive Committee* means the executive committee appointed under this constitution;

(o) *Code of Ethics* means the Code of Ethics as attached to this Constitution (Schedule A);

(p) *Conduct of Elections* means the Association's voting and officer election procedures, as attached to this Constitution (Schedule B).

3 INTERPRETATION

3.1 In this Constitution unless the context otherwise requires:

(a) a reference to any legislation or legislative provisions includes any statutory modification or re-enactment or legislative provision;

(b) a reference made to a singular word includes the plural equal and vice a versa;

(c) a reference made to an individual or person includes a corporate body, partnership, joint venture, association, authority, trust, state or government and vice a versa;

(d) a reference to a person includes the legal representative of that person;

(e) a reference to any gender includes both male and female persons;

(f) an expression defined in, or given a meaning for the purposes of this Constitution shall, where it relates to the same matters for which it is defined in this Constitution, have the same meaning throughout the Constitution;

(g) a reference to a matter being written includes that matter being in any mode of representing or reproducing words, figures or symbols in any written form;

(h) a reference to power also includes a discretion and authority;

(i) a reference to any schedule, part, section, clause, subsection, paragraph or subparagraph is a reference to a part, section, clause, subsection, paragraph or subparagraph of this Constitution.

4 HEADINGS AND LISTINGS

4.1 In this Constitution, headings are for convenience of reference only and do not affect the interpretation of this Constitution.

5 MISSION STATEMENT

5.1 *The mission of the Papua New Guinea-Australia Alumni Association is to contribute to the growth and development of Papua New Guinea and to foster productive relationships between the two countries.*

6 OBJECTIVES AND PURPOSES

6.1 The objectives and purposes of the Association shall be:

(a) to support and promote the mission, interest and objectives of the Association;

(b) to cultivate and strengthen Alumni leadership;

(c) to provide a forum for active participation in the discussion of development and other significant issues affecting PNG;

(d) to create an environment for the sharing and exchange of ideas, knowledge, information and resources amongst members;

(e) to reunite awardees (other students) and re-establish contact with Australian institutions;

(f) to establish a database of members and maintain its currency through the active recruitment of newly graduated students;

(g) to provide an information base aimed at assisting new awardees;

(h) to provide a forum to foster friendship and to promote sociability of members;

(i) to do all such things as are incidental or conclusive to the attainment of the mission, objectives or purposes of the Association;

(j) to build relationships within and across Papua New Guinea graduates of Australian education institutions.

7. ABBREVIATIONS AND ACRONYMS

ADS	Australian Development Scholarship
AS	Australian Scholarship
EC	Executive Committee
GoA	Government of Australia
GoPNG	Government of PNG
PATTAF	Papua New Guinea-Australia Targeted Training Facility
PNGAAA	Papua New Guinea-Australia Alumni Association
Pres	President of Alumni Association
S/He	Refers to either gender – “she” or “he”
Sec	Secretary of Alumni Association
Trs	Treasurer of Alumni Association
VP	Vice-President of Alumni Association

PART II: MEMBERSHIP

8 MEMBERSHIP CATEGORIES

8.1 A person qualifies to be a **regular member** of the Association if that person has successfully completed a course or courses of academic study from any Australian-Government approved and registered Australian education institution.

8.2 A person qualifies to be an **honorary member** if that person has been granted membership by the Executive Committee in recognition of their past, present or affirmed contribution to the Association.

8.3 A person qualifies as an **associate member** if the person:

- Has worked in Australia for at least 3 months in their career
- Has worked for an Australian Government program or Office in PNG for at least 3 months in their career
- Has received an Australian Government Scholarship to study in PNG or the Pacific
- Is a spouse or over 18 dependent of a regular member

8.4 A person qualifies to be a **fellow member** of the Association if the Executive Committee agrees to this category of membership being awarded in recognition of meritorious contribution to the activities and objectives of the association. If a member becomes a fellow of the association no further annual membership fees are payable to retain their membership.

8.5 A person qualifies as a **Friend of PNGAAA** if he/she can identify with and support the mission, objectives and purposes of the Association but who may not have studied in Australia. The Friend of PNGAAA will have no voting rights, cannot be an office bearer and must be endorsed by a Regular Member when joining.

8.6 A member shall be deemed to be a regular member or an associate member as the case may be if he or she has paid dues in full as stipulated under Clause 13 for the current financial year of the Association.

9 CESSATION OF MEMBERSHIP

9.1 A person ceases to be a member of the Association if the person;

(a) dies,

(b) resigns from that membership pursuant to Clause 11 of this Constitution; or

(c) is expelled from the Association pursuant to Clause 15 of this Constitution.

10 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon cessation of the person's membership.

11 RESIGNATION OF MEMBERSHIP

11.1 A member of the Association is not entitled to resign that membership except in accordance with this Section.

11.2 A member of the Association who has paid all the amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by giving notice (being not less than one (1) month or not less than such period as the Committee may determine) in writing to the Secretary of the member's intention to resign, and upon expiration of the period of notice, the member ceases to be a member.

11.3 A member of the Association who has not paid all the fees prescribed under Clause 13 is deemed to have resigned one month after the date specified in Clause 13.2.

11.4 Where a member of the Association ceases to be a member pursuant to Clauses 11.2 and 11.3, and in every other case, where a member ceases to hold membership, the Secretary shall make an appropriate entry in the registry of members recording the date on which the member ceased to be a member.

12 REGISTER OF MEMBERS

12.1 The Secretary of the Association shall establish and maintain a register of members of the Association specifying the name, address, of each person who is a member of the Association together with the date on which the person became a member.

12.2 The register of members shall be kept at the registered office of the Association and the *name, address and financial (membership) status only* of members shall be open for inspection, free of charge, by any member of the Association during reasonable business hours.

12.3 The register of members shall not be used by any Association members, Executive or employee for commercial purposes, unless it is an activity approved by the Executive Committee and which will be of benefit to the Association.

13 FEES

13.1 A member of the Association shall upon admission to membership, pay to the Association an annual membership fee determined by the Executive Committee of the Association.

13.2 The annual membership fee shall be paid by all members before the close of business on 30 April of each calendar year.

13.3 Any person who does not pay the annual membership fee prescribed under Clause 13.1, by the date and time referred to in Clause 13.2, automatically ceases to be a member of the Association.

14 EXTENT OF MEMBERS' LIABILITIES

14.1 The liability of a member of the Association towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association, is limited to the amount if any, unpaid by the member in respect of membership of the Association as required by Clause 13.

15 DISCIPLINING OF MEMBERS

15.1 Where the Executive Committee is of the opinion that a member of the Association;

(a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or

(b) has persistently and willfully acted in a manner prejudicial to the interests, mission, objectives and purposes of the Association;

the Executive Committee may by resolution expel the member from the Association, or suspend the member from the Association for a specified period.

15.2 Where the Committee passes a resolution under Clause 15.1, 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 Committee and the grounds on which it is based;

(b) advising the member of his/her right of appeal as in Clause 16 below;

(c) stating that the member may address the Appeals Committee at a meeting to be held not earlier than fourteen (14) days and not later than one (1) month after service of the notice;

(d) stating the date, place and time of that meeting of the Appeals Committee.

16 RIGHT OF APPEAL OF AGGRIEVED MEMBER

16.1 An aggrieved member may appeal to the Appeals Committee against a resolution of the Executive Committee within fourteen (14) days after notice of the resolution is served on the member, by lodging with the Secretary, a notice of appeal.

16.2 Upon the receipt of a notice of appeal under Clause 16.1, the Secretary shall notify the Appeals Committee which shall convene a meeting within twenty-one (21) days after the date on which the Secretary received the notice of appeal.

16.3 At a meeting called under Clause 16.2 the member may, in appealing against the Executive Committee decision, do either or both of the following:

(a) attend and speak at the meeting;

(b) submit to the Committee at or prior to the date of that meeting written representations of his appeal.

16.4 At a meeting of the Committee held pursuant to Clause 16.1, the Committee shall:

(a) give the member an opportunity to make oral presentations;

(b) give due consideration to any written representations submitted to the Committee by the member at or prior to that meeting; and

(c) by resolution determine whether to confirm or revoke the resolution of the Executive Committee.

16.5 At a meeting of the Appeals Committee convened under Clause 16.2:

(a) no business other than the question of the appeal shall be transacted;

(b) the Executive Committee and the member concerned shall be given the opportunity to state their respective cases orally or in writing or both; and

(c) the Appeals Committee shall give due consideration to the merits of the arguments presented by both the Executive Committee and the Aggrieved Member, having regard for the mission, objectives and purposes of the Association, as well as standard principles of good governance and natural justice, and, within seven (7) working days of the hearing give notice of their decision, in writing, to both parties.

16.6 Only Financial Members of the Association have the right to lodge an appeal to the Appeals Committee against a decision of the Executive Committee.

16.7 The decision of the Appeals Committee is final.

PART III: COMMITTEES

17 EXECUTIVE COMMITTEE

17.1 An Executive Committee will be established and will be the governing body of the Association and, as such, will be responsible for the operations and functions of the Association in accordance with its constitutional mission, objectives and purposes

18 COMMITTEE CONSTITUTION AND MEMBERSHIP

18.1 The Executive Committee shall consist of the following Office-bearers of the Association:
(a) President
(b) Vice-President
(c) Secretary
(d) Treasurer
(e) five (5) regular members of the Association, and,
(f) one (1) ex-officio representative from Australia Awards – PNG or DFAT.

18.2 Subject to Clauses 22, 23 & 24, no person shall hold more than one of the offices referred to under Clause 18.1 simultaneously, unless for a period of no greater than one (1) month while an Executive Member is acting in another position at the decision of the Executive Committee.

18.3 The positions of President, Vice-President, Secretary & Treasurer can be filled by *Regular Members* only.

19 NOMINATION AND ELECTION OF EXECUTIVE COMMITTEE MEMBERS

19.1 The members of the Executive Committee of the Association shall be nominated from the regular membership of the Association.

19.2 Election of members of the Executive Committee shall be restricted to those regular members nominated for each respective office under Clause 18.1

19.3 Election of members of the Executive Committee referred to under Clause 19.2 shall be through a postal ballot, the successful candidate having received the majority of votes following the completion of the process as provided for in Schedule B.

20 POWERS OF THE EXECUTIVE COMMITTEE

20.1 The Executive Committee shall:
(a) direct and manage the affairs of the Association in accordance with the mission, objectives and purposes of the Association;
(b) exercise all such functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Association; and
(c) 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 Association.

21 DUTIES OF THE PRESIDENT

21.1 The President of the Association shall preside at all Executive Committee Meetings. The President shall serve as a voting member of the Executive Committee and as an ex-officio member of all other Sub-committees.

21.2 The President shall appoint Sub-committee chairs from among the members of the Association as prescribed under Clause 29.

21.3 The President shall be the chief executive officer; s/he shall preside at meetings of the Association and the Executive Committee and shall be an ex-officio member of all committees; s/he shall have general and active management of the business of the Association and shall see that all decisions and resolutions of the Association are carried into effect.

21.4 Subject to the laws of the Independent State of Papua New Guinea, or this Constitution, s/he shall have all of the general powers and duties which are usually vested in or incident to the office of president of an association organised under the laws of Papua New Guinea.

22 DUTIES OF THE VICE-PRESIDENT

22.1 The Vice-President of the Association shall preside in place of the President in his or her absence and shall serve as President, should that office become vacant prior to the completion of a term.

22.2 The Vice-President, when presiding in place of the President, shall exercise the powers of the President accordingly.

22.3 If neither the President nor the Vice-President is able to act, the Executive Committee shall appoint a member of the Committee to do so on an interim basis.

23 DUTIES OF THE SECRETARY

23.1 The Secretary shall attend all sessions of the Association and all meetings of the Executive Committee, and record all votes and the minutes of all proceedings in a book to be kept by her/him for that purpose and shall perform like duties for other committees when required.

23.2 S/He shall give, or cause to be given, notice of all meetings of the Association, the Executive Committee and shall perform such other duties as may be prescribed by the Executive Committee or President.

23.3 The Secretary shall compile and keep current at the principal office of the Association, a complete register of members, their last known postal addresses; email addresses and telephone and facsimile contact numbers.

23.4 The Secretary shall also keep current and retain custody of the minute book of the Association and the Executive Committee, containing the minutes of regular, annual and special meetings of the Association and all sessions of the Executive Committee, including resolutions.

23.5 The Secretary shall preside in place of the Vice-President in his or her absence and exercise all powers of the Vice-President accordingly.

23.6 Specifically, it is the duty of the Secretary to keep:

(a) a record of all appointments of Association members to the Executive Committee;

(b) the names of members of the Executive Committee present at a Committee meeting or at a general meeting; and

(c) minutes of all proceedings at Executive Committee meetings and general meetings.

23.7 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

24 DUTIES OF THE TREASURER

24.1 The Treasurer shall have the custody of all funds and shall keep full and accurate records of receipts and disbursements and shall deposit all moneys and other valuable effects in such depositories as may be designated by the Executive Committee.

24.2 S/He shall disburse funds as ordered by the Executive Committee, taking proper receipts for such disbursements, and shall render to the President and directors, at the regular

meetings of the Executive Committee, or whenever they may require it, an account of all of his/her transactions as Treasurer and of the financial condition of the Association.

24.3 In case of his/her death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control shall immediately be passed to the Secretary of the Association, along with a current Financial Statement of the Association.

24.4 Specifically, the Treasurer of the Association is to ensure that:

(a) all monies due to the Association are collected and received, and that all payments authorised by the Association are made;

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

(c) a bank account is opened and maintained in the name of the Association; and

(d) annual accounts to 31 December each year are prepared and submitted to the Executive Committee by the date specified by the Committee.

25 DUTIES OF REGULAR MEMBERS OF THE EXECUTIVE COMMITTEE

25.1 The Constitution also allows five (5) additional Regular Members to be appointed to the Executive Committee and accordingly termed an “Executive Committee Member”.

25.2 Such Executive Committee Members are elected in the same way as the President, Vice-President, Treasurer, and Secretary, and participate in all Executive Committee meetings with full voting privileges.

26 TERMS OF OFFICE OF EXECUTIVE MEMBERS

26.1 Each of the Executive Committee positions under Clauses 21, 22, 23 & 24 shall have a term of two (2) years, with a maximum serving period of one term per person, except as stated in Clause 26.3 below.

26.2 Each member of the Committee shall hold office for two (2) years, their term of office lasting until the conclusion of the Association’s annual general meeting conducted in the second calendar year following the year of their election.

26.3 For purpose of retaining consistency within the Executive Committee, after serving one term on that Committee, members of the Executive Committee, excluding the ex-officio member, are entitled to nominate for and be elected to a different position from that position held during their first term of appointment. No member of the Association is entitled to serve more than two (2) terms in total in *any* position on the Executive Committee.

27 CASUAL VACANCIES

27.1 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 Association;
(c) resigns from office by notice in writing given to the Secretary;
(d) is removed from office under Clauses 15 or 28;
(e) becomes of unsound mind or a person whose person or estate is to be dealt with in any way under the law relating to mental health; or
(f) is absent without prior consent of the Executive Committee from three (3) consecutive meetings.

27.2 In the event of a casual vacancy, the Executive Committee shall appoint a replacement Executive Committee member, who will serve until the next Annual General Meeting election for members of the Committee.

27.3 Any such period so served shall not be considered a Term of Office as defined under Clause 26.

28 REMOVAL OF AN EXECUTIVE COMMITTEE MEMBER

28.1 If an Executive Committee member either:

(a) acts in a manner prejudicial to the mission, objectives, values and best interests of the Association; or

(b) is charged and subsequently convicted of a criminal offence within Papua New Guinea; or

(c) does not fulfill the obligations of his/her Executive Committee position,

the Executive Committee can, by majority vote remove that person from their position, and discipline the member under the provisions of Clause 15.

29 SUB-COMMITTEES AND PROVINCIAL CHAPTERS

29.1 The Association's Sub-Committees and Provincial Chapters are established for the sole purpose of supporting the Executive Committee and members in achieving the Mission, Objectives & Purposes of the Association. Sub-Committees must comprise a minimum of three members.

29.2 The sub-committees of the Association, selected by the Executive Committee in their first meeting following the Annual General Meeting, from nominations received from general members shall be:

(a) the *Events Sub-Committee* which shall be responsible for organising Alumni events or such other related events which the Executive Committee deems fit;

(b) the *Nomination Sub-Committee* which shall be responsible for considering and approving or otherwise all nominations for honorary or associate membership;

(c) the *Appeals Sub-Committee*, responsible for duties outlined in Clause 16, which shall include one member of the Executive Committee and two (2) members selected from the Regular Members of the Association and one Honorary Member of high repute within the Association;

(d) The *Complaints Sub-Committee* which will accept and respond to concerns raised by General Members, and which do not fall within the responsibilities of other sub-committees or the Executive Committee; and

(d) and *any other sub-committee* which the Executive Committee deems necessary in pursuit of the mission, objectives and purposes of the Association;

29.3 Members of sub-committees are eligible for re-election for a maximum of two terms (four years) to the same sub-committee.

29.4 Provincial Chapters may be approved by the Executive Committee based on an application for consideration to form a Provincial Chapter. To establish a Provincial Chapter ideally there would be a minimum of 20 (twenty) current members resident in the province and willing to belong and contribute to the chapter.

29.5 Provincial chapters shall have the following office bearers; President, Vice President, Treasurer, Secretary and up to five (5) ordinary members. The duties of the provincial chapter office bearers are the same as those outlined in sections 21, 22, 23, 24 and 25 of the Constitution as applicable to provincial chapter operation.

29.6 Provincial chapter office bearers shall be elected in accordance with clause 19 and may hold terms of office in accordance with Section 26 of the Constitution

29.7 At least 60% of chapter members must be regular members.

30 DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE

30.1 The Executive Committee may delegate it powers prescribed under Clause 20, by instrument in writing, to any of the sub-committees, other than this power of delegation.

30.2 A function delegated to a sub-committee under this Clause may be exercised from time to time by the sub-committee in accordance with the terms of the instrument.

30.3 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation made under this Rule.

30.4 A sub-committee may meet and adjourn as directed by the Executive Committee.

30.5 Sub-committees are required to report to the Executive Committee on their activities, within seven days after a meeting.

30.6 Chapters may establish their own bank account for the sole purpose of receiving funds from the Executive Committee to undertake activities or functions approved by the Executive Committee. Within 21 (twenty-one) days of the approved activity an acquittal and completion report will be provided to the Executive Committee showing the use of funds.

31 MEETINGS AND QUORUM

31.1 The Executive Committee shall meet at least four (4) times annually, at such place and time as the Committee may determine.

31.2 Additional meetings of the Executive Committee may be convened by the President or by a majority decision by member of the Executive Committee.

31.3 Any five (5) members of the Executive Committee, which may include either the President or the Vice-President or both, constitute a quorum for the transaction of the business of a meeting of the Committee. If both the President and the Vice-President are not present at the appointed time, and a quorum is present, the Secretary or Treasurer may chair one meeting of the Executive Committee.

31.4 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.

31.5 If at the adjourned meeting, a quorum is *not* present within half an hour at the place appointed for the meeting, the meeting shall be dissolved.

31.6 Oral, written or electronic notice of a meeting shall be given by the Secretary to each member of the Executive Committee at least seven (7) days (or such period as may be unanimously agreed upon by members of the Committee) before the time appointed for the convening of the meeting.

31.7 Notice of a meeting given under Clause 31.6 shall specify the general nature of the business to be transacted at the meeting and no other business shall be transacted at the meeting except business which the committee members present at the meeting unanimously agree to treat as urgent business.

32 MODE OF MEETING

32.1 The Executive Committee may meet in person or by telephone or other instantaneous means of conferring for the dispatch of business or by any combination of those means which allows each person present to hear and be heard by each other person present and to adjourn and otherwise regulate its meetings as it determines.

33 VOTING IN EXECUTIVE COMMITTEE AND SUB-COMMITTEES

33.1 Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting, except the meeting chairperson. The form of voting shall be through a show of hands.

33.2 Each member present at a meeting of the Executive Committee or a sub-committee (excluding 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 (substantively the President of the Executive Committee or the Chair of a sub-committee) may exercise a casting vote.

33.3 Any statement or decision of the Executive Committee, authorised by the said Executive Committee or any sub-committee to be made public, shall *only* be made public by the President or the Secretary.

PART IV: GENERAL MEETINGS

34 HOLDING OF ANNUAL GENERAL MEETINGS

34.1 With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within a period of Six (6) months after the expiration of each financial year of the Association, convene an annual general meeting of its members.

34.2 The Association shall hold its first annual general meeting:

(a) within the period of eighteen (18) months after it's incorporation under the Associations Act, and

(b) within the period of six (6) months after the expiration of the first complete financial year of the Association.

35 CALLING OF AND BUSINESS CONDUCTED AT AN ANNUAL GENERAL MEETING

35.1 The annual general meeting of the Association shall, subject to this Constitution, be convened on such date and at such place and time as the Executive Committee deems fit.

35.2 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 Committee and Sub-committees, reports upon the activities of the Association during the preceding financial year;

(c) to elect members of the Executive Committee of the Association and members of the sub-committees (biannually & through postal voting);

(d) to receive and consider the completed accounts of the Association; and

(e) to appoint an auditor of the Association.

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

36 NOTICE OF ANNUAL GENERAL MEETINGS

36.1 The Secretary shall, at least fourteen (14) days before the date fixed for the annual general meeting, cause to be sent by prepaid post / electronic mail to each member at the member's address appearing in the register of members, a notice specifying the place, date and tine of the meeting and the nature of the business proposed to be transacted at the meeting.

36.2 No business other than that specified in the notice convening the annual general meeting shall be transacted at the meeting.

37 MAKING OF DECISIONS.

37.1 A question arising at an annual general meeting of the Association shall be determined on a show of hands.

37.2 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 Association is evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against that resolution.

38 VOTING

38.1 Upon any question arising at an annual general meeting of the Association, a member has one vote only.

38.2 All votes, apart from the election of Executive Committee members, shall be indicated personally by members through a show of hands; or indicated by the presentation of signed and witnessed proxy votes from registered members of the Association.

38.3 In the case of an equality of votes on a question at an annual general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

38.4 A member is not entitled to vote at any annual general meeting of the Association unless all monies, in respect of the then current year, due and payable by the member to the Association, have been received by the Association.

PART V: MISCELLANEOUS

39 SOURCE OF FUNDS

39.1 The funds of the Association shall be derived from annual membership fees and such other apolitical sources as the Executive Committee determines and which are not in conflict with the mission, objectives and purposes of the Association.

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

39.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

40 MANAGEMENT OF FUNDS

40.1 The funds of the Association shall be used in pursuance of the mission, objectives and purposes of the Association 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 the President and two (2) of the following members of the Executive Committee: the Treasurer, the Vice-President, the Secretary, being members authorised to do so by the Executive Committee.

41 AMENDMENTS TO THIS CONSTITUTION

41.1 This Constitution, including the mission, objectives and purposes of the Association outlined in Clauses 5 & 6, may be altered, rescinded or amended by a majority vote of the Association at an annual general meeting, provided the proposed amendments, nominated and seconded by two (2) regular members, have been presented in writing to the secretary for distribution to members of the Association at least fourteen (14) days prior to the meeting at which the proposed amendment will be determined.

42 AUDITS AND ACCOUNTS

42.1 The financial affairs of the Association shall be audited at least once every period of twelve (12) months by the Auditor appointed by the Executive Committee.

42.2 The financial year of the Association shall be 01 January to 31 December.

42.3 The powers and duties of the Auditor shall be:

(a) to have free access to all books of accounts and records of the Association.

(b) to certify the correctness of the financial statements or the profit/loss account.

(c) to inspect and audit the accounts and records of financial transactions and bring to the attention of the Committee any irregularities.

(d) to state in his or her report, in his or her opinion whether:

(i) the financial statements or the profits and loss account properly drawn up so as to give a fair view of the Association's financial affairs.

(ii) books of accounts and other records examined by him or her have been properly kept and,

(iii) he or she has obtained all the information and explanations s/he required.

42.4 The auditor may be removed from office by special resolution of the Executive Committee or at the expiration of his or her tenure of office.

43 COMMON SEAL

43.1 The common seal of the Association shall be kept in the custody of the Secretary

43.2 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 the President and one (1) other member of the Executive Committee.

43.3 The common seal of the Association shall:

(a) bear the name of the Association in full;

(b) state that it is the common seal; and

(c) be in a form, size and shape as approved by the Executive Committee.

44 CUSTODY OF OFFICIAL RECORDS, MINUTES, DOCUMENTS

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

45 INSPECTION OF BOOKS, ETC

45.1 The records, books and other documents of the Association shall be open to inspection, free of charge by a financial member of the Association at any reasonable time during normal business hours.

46 SERVICE OF NOTICES

46.1 For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any member personally or by sending it by post or electronic mail to the member's address listed in the register of members.

46.2 Where a document is sent to a person by properly addressing, prepaying and posting, or by electronic mail to the person, a letter or electronic mail containing the document, the document shall, unless the contrary is proven, be deemed for the purposes of these Constitution to be served on the person at the time at which the letter or electronic mail would have been delivered in the ordinary course of delivery, receipt or post as the case maybe.

47 DISSOLUTION

47.1 Upon the dissolution or other termination of the Association, the balance of the assets, after payment or provision for payment, of its debts and expenses of dissolution, shall be transferred to any non-profit, apolitical organisation to be determined by the Executive Committee.

48 TRANSITIONAL PROVISIONS.

48.1 The members of the Interim Executive Committee appointed before the registration, incorporation and coming into operation of this Constitution shall be deemed to be validly appointed under this Constitution and shall continue to hold office until the first annual general meeting is convened in which under Clause 35 of the Constitution when the permanent members of the Executive Committee for the first two-year term of office will be duly elected.

48.2 All meetings convened by the Interim Executive Committee and decisions made by the Interim Executive Committee during those meetings prior to the incorporation, registration and coming into operation of this Constitution, shall be deemed to be validly made.

Code of Ethics (Schedule A)

PAPUA NEW GUINEA AUSTRALIA ALUMNI ASSOCIATION

CODE OF ETHICS

1.0 What is our Statement of Values?

1.1 The Papua New Guinea-Australia Alumni Association values the integrity of its members and recognises their commitment to the Mission, Objectives and Purposes defined in the Association's Constitution and restated below:

*The **mission** of the Papua New Guinea-Australia Alumni Association is to contribute to the growth and development of Papua New Guinea and to foster productive relationships between the two countries.*

*The **objectives and purposes** of the Association shall be:*

- to support and promote the mission, interest and objectives of the Association;
- to cultivate and strengthen Alumni leadership;
- to provide a forum for active participation in the discussion of development and other significant issues affecting PNG;
- to create an environment for the sharing and exchange of ideas, knowledge, information and resources amongst members;
- to reunite awardees (other students) and re-establish contact with Australian institutions;
- to establish a database of members and maintain its currency through the active recruitment of newly graduated students;
- to provide an information base aimed at assisting new awardees;
- to provide a forum to foster friendship and to promote sociability of members;
- to do all such things as are incidental or conclusive to the attainment of the mission, objectives or purposes of the Association;
- to build relationships within and across Papua New Guinea graduates of Australian education institutions.

1.2 As Alumni, we share a determination to uphold the trust placed in us by the Papua New Guinea and Australia Governments to serve the best interests of Papua New Guinea through our individual and cooperative activities as members of the Association.

2.0 Why do we have an Alumni Code of Ethics?

2.1 to define accepted/acceptable behaviours within our Association;

2.2 to establish a clear framework for professional behaviour and responsibilities;

2.3 to promote high standards of practice by executive and regular Alumni members;

2.4 to help promote our identity as a professional organisation; and

3.0 What is unethical behaviour?

3.1 In addition to bribery and misappropriation of funds, unethical behaviour also includes patronage, nepotism, favours to relatives, friends and political associates, leaking or misusing Association information, unauthorised political activities, abuse of position and power, and influence peddling, etc, - in fact any action which is undertaken by members at the expense of the Association and the people of Papua New Guinea

3.2 This Code of Ethics:

- has been *built upon values and principles* enshrined in the *Constitution of Papua New Guinea*;
- *has the same force and effect* as the *Papua New Guinea-Australia Alumni Association Constitution* itself and a breach of the *Code* constitutes a disciplinary offence under the Association's Constitution;
- *is not exhaustive* but does provide the framework for members and any employees of the Association to understand their responsibilities to the Association and to their colleagues.

3.4 In summary, the *Code of Ethics* specifically prohibits:

(a) obtaining (or trying to obtain) from any person (including another Alumni member or employee), any property, benefit or payment, or any favour, on account of any action done or not done in fulfilling his or her required duties; or

(b) giving (or promising to give) to any person any property, benefit, payment or favour on account of any action done or not done in fulfilling his or her required or official duties.

4.0 What are the specific implications of the *Code of Ethics?*

4.1 Each executive or regular member of the Papua New Guinea-Australia Alumni Association, and any employee of the Association, will:

(a) promptly obey all lawful directions of the Association's President (when fulfilling his/her authorised obligations on behalf of the Executive Committee), within the terms of the Constitution;

(b) question any requests or directions which appear to be <u>un</u>lawful, and if in doubt, refer such requests to the Executive Committee;

(c) refuse to obey all requests which are contrary to the Constitution and/or are clearly unlawful and refer all such incidents to a meeting of the Executive Committee, if considered necessary;

(d) exercise discretionary powers provided by legislation justly and professionally, in such a way as to maximise advantage to the State;

(e) not participate in any other personal business which may interfere in his/her duties or create a conflict of interest;

(g) treat colleagues, members of the wider Alumni network and employees of the Association with respect for the positions they hold, as human beings, regardless of gender.

4.2 In providing advice and services to clients, Alumni Executive Committee members, sub-committee members and employees are required to:

(a) be fair and impartial in interpreting the Constitution and any schedules;

(b) declare to their colleagues any direct conflict of interest in dealing with a particular member or client, who may be a close relative or close associate;

(c) refuse the offer of any kind of inducement or "reward", including money, material, entertainment, sexual favours and other services, from a client or third party in return for providing a service or for ignoring or not implementing an Association decision;

(d) refuse to be drawn into any kind of conspiracy with another member(s) to overlook regulations/lawful requirements in return for reciprocal favours, inducements or rewards described above;

(e) be prompt, polite and helpful to Association members, but at the same time be firm in our commitment to an ethical Papua New Guinea-Australia Alumni Association environment; and

(f) report to the President any member, Association client, or any other person who attempts bribery or corrupt practice as described above.

Conduct of Elections (Schedule B)

PAPUA NEW GUINEA-AUSTRALIA ALUMNI ASSOCIATION

CONDUCT OF ELECTIONS

Note:

This document provides general information for the conduct of elections within the Papua New Guinea-Australia Alumni Association. It should be read in conjunction with the Association's Constitution and any other relevant guidelines or schedules approved by the Association.

Contents *(Hyperlinked contents in eVersion)*

1.0 Legislation

2.0 The Alumni Constitution

3.0 Advertising

4.0 Nominations

5.0 Uncontested Elections

6.0 Ballot Preparation

7.0 Roll of Voters

8.0 Candidates' Statements

9.0 Ballot

10.0 Scrutineers

11.0 Declaration of Results

- ☐ FORM 1 – Sample Nomination Form
- ☐ FORM 2 – Sample Ballot Paper
- ☐ Election Process Flowchart

1.0 LEGISLATION

1.1 The Papua New Guinea-Australia Alumni Association is entitled to conduct elections for office under the *Papua New Guinea Associations Incorporation Act*.

2.0 THE ALUMNI CONSTITUTION

2.1 Prospective candidates need to know the requirements of the Alumni Association's Constitution in relation to elections and the roles of office-bearers. The relevant rules concerning the conduct of elections are those covered in Sections 3 & 4 of the Constitution.

3.0 ADVERTISING

3.1 Nominations are called for by placing a notice on the Alumni website and by emailing those Alumni Association members who have registered an email address with the Secretariat. The notice will specify the range of dates of the election process (usually three (3) weeks, concluding one hour after the start of the Annual General Meeting); the date of closure of nominations; and the date when the Alumni Electoral Rolls will close (not less than 7 days prior to the start of the election period).

4.0 NOMINATIONS

4.1 Candidates should ensure that they are qualified to be nominated.

4.2 The Constitution requires candidates to be financial *Regular Members* of the Alumni Association. There are also clauses in the Constitution which relate to the inability, in some positions, for Alumni members to serve in the same position for more than one term of office.

4.3 Candidates seeking to nominate for a position, must be nominated by a registered member and seconded by a different registered member and submit their nomination by the due date. Candidates nominating for more than one position must complete separate forms for each position.

4.4 Nominations must be received in writing (in the format shown in Form 1), signed by the candidate and her/his nominator & seconder.

4.5 The Alumni Secretariat (which for the duration of the election process also performs the Returning Officer (RO) function) will acknowledge receipt of all nominations and after the close of nominations checks them for compliance with the Alumni Association's Constitutions and the provisions of this document.

4.6 Where a nomination does not comply with the requirements of the rules, the Secretariat will advise the candidate concerned by written notice of the particulars of the defect. Depending on the nature of the defect, the candidate may be asked to take remedial action or provide further particulars of his/her qualifications for office.

4.7 The candidate must reply within seven days. Where a candidate fails to remedy a defective nomination within the prescribed time the nomination is rejected.

5.0 UNCONTESTED ELECTIONS

5.1 If only sufficient valid nominations are received to fill advertised vacancies in all offices listed for election, nominees are declared elected immediately. Where some, but not all,

positions do not require a ballot, declarations may be made in respect of these positions immediately.

6.0 BALLOT PREPARATION

6.1 Candidates' names are listed on the ballot paper (Form 2) in alphabetical order by family name.

6.2 The Alumni Secretariat prepares the ballot paper, in both print and electronic form, specifying the following:

6.3.1 That voters are to mark one box only for each position, except in the case of Executive Committee Members, where voters are to mark five (5) boxes;

6.3.2 Information concerning the postal, fax, or in-person return of the completed ballot paper;

6.3.3 A statement relating to the importance of confidentiality; and

6.3.4 The location on the Alumni website of further information concerning each candidate.

6.3.5 As well as any special directions which might need to be included about informal votes, or where necessary, completion of declaration statements.

7.0 ROLL OF VOTERS

7.1 The database of financial members of the Association, current as at seven (7) days prior to the start date of the election period is the official and only list of voters.

7.2 Only these members are entitled to participate in the election process.

7.3 By means of email, public notice and notice on the Alumni website, each of the above members will be advised that s/he can access a Ballot Paper: either (a) in person at the Alumni Office; (b) via email response, if requested; (c) via mail response, if requested; (d) via fax response, if requested; and (e) from the Alumni website.

8.0 CANDIDATES' STATEMENTS

8.1 For all nominations for positions that comply with the Constitution and this Schedule, the candidate will be advised that s/he is entitled to prepare a statement of no more than 200 words, relating to his/her experience and suitability for the position, and can also include a photograph of themselves.

8.2 This suitability statement and photograph will be lodged on the Alumni website within 72 hours of being received by the Alumni Secretariat.

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9.0 BALLOT

9.1 As noted above, accredited faxed, posted or personally submitted ballot papers will be accepted. On receipt of a ballot paper, the Returning Officer – RO (Alumni Secretariat) will:

(a) confirm that the ballot has been submitted by an Alumni member entitled to vote;

(b) destroy all accompanying identifying marks or names forwarded with the ballot;

(c) lodge the ballot paper in a secure place; and

(d) mark on the official list of voters the name of the member who has voted.

9.2 Any non-accredited ballot papers will be put aside for further consideration if necessary.

10.0 SCRUTINEERS

10.1 Candidates may appoint scrutineers to represent their interests by observing procedures associated with the conduct of the election. Scrutineers must be appointed in writing. A candidate in the ballot cannot be a scrutineer.

10.2 A scrutineer is permitted to be present at most stages of the election including:

- emailing, faxing or posting of blank ballot material;
- the lodgement of completed ballot papers once the voter has been confirmed as eligible to vote and after any identifying marks have been removed;
- marking a voter's name from the official roll; and
- during the physical counting of votes.

10.3 A scrutineer must not:

- interrupt the process without valid reason
- disclose any knowledge acquired by him/her concerning the votes of any particular voter or voters
- touch any ballot paper
- act in a manner which will interfere with the proper conduct of the election.

11.0 DECLARATION OF RESULTS

11.1 At the completion of the scrutiny, the RO will declare the results verbally at the relevant AGM and in writing; and issue copies of the results to the Secretary of the Alumni Association and all candidates.

11.2 All ballot material will be kept for one year after the completion of the election.

PAPUA NEW GUINEA-AUSTRALIA ALUMNI ASSOCIATION

NOMINATION FORM

INSTRUCTIONS:

(1) In the spaces below, indicate the relevant Alumni Executive position; the candidate's, nominator's and seconder's names; and sign and date where indicated.

(2) The nomination form must be countersigned by two registered members of the Alumni Association who support the candidate in his/her nomination for the position.

(3) Post, Fax or return in person the completed Nomination Form to:
Returning Officer
Papua New Guinea Australia-Alumni Association
First Floor, Port Moresby Post Office
Cnr Cutherbertson Street & Champion Parade
PORT MORESBY, NCD
OR Fax: **321 1828**;

(4) Nomination Forms must be received by the Returning Officer by: _____

(5) If seeking to nominate for a second or further positions, separate form(s) must be used.

POSITION FOR WHICH CANDIDATE IS NOMINATING:

(Tick or Cross one (1) box only)

- ☐ **President**
- ☐ **Vice President**
- ☐ **Secretary**
- ☐ **Treasurer**
- ☐ **Executive Committee Member**

CANDIDATE'S FULL NAME: _____ **SIGNED:**_____ **DATE:**_____

NOMINATED BY: _____ **SIGNED:**_____**DATE:**_____

SECONDED BY: _____ **SIGNED:**_____**DATE:**_____

To ensure privacy if returned by post, Alumni members can glue this section to the place marked BELOW, thus sealing the ballot paper until the member's name and right to vote has been confirmed and name section removed

PAPUA NEW GUINEA-AUSTRALIA ALUMNI ASSOCIATION

BALLOT PAPER

POSITION	CANDIDATES
1. President	☐ Albert BLUE ☐ Mary GREEN ☐ Naomi YELLOW
2. Vice President	☐ Philippa PINK ☐ Maggie WHITE
3. Secretary	☐ George BLACK ☐ Simon BROWN ☐ Nettie ORANGE
4. Treasurer	☐ Peter AQUA ☐ Simone SCARLET
5. Executive Committee Member *(Tick or Cross **up to five boxes** in this section only)*	☐ Monica GREY ☐ Nettie ORANGE ☐ James PURPLE ☐ Vicki RED ☐ Albert TURQUOISE ☐ Artio WHITE ☐ Sam YELLOW

INSTRUCTIONS:

(1) Place **one (1)** Tick ☑ or Cross ☒ in one Box only for **each** Sections 1 – 4
Place **up to five (5)** Ticks ☑ or Crosses ☒ in up to five boxes in Section 5

(2) In the space below, print your name and sign. Once the Returning Officer has confirmed from the Alumni Database that you are a registered member of the Alumni, your name will be marked off on the database and ***this section below the dotted line will be removed and destroyed***.

(3) Post, Fax or Deliver in person your completed Ballot Paper to:
Returning Officer
Papua New Guinea Australia-Alumni Association
First Floor, Port Moresby Post Office
Cnr Cutherbertson Street & Champion Parade
PORT MORESBY, NCD
OR Fax: **321 1828.**

by the **Close of Polling** on _____

For Mailed Ballot Papers, fold paper here on the dotted line, and glue where shown above & below

To ensure To ensure privacy if returned by post, Alumni members can glue this section to the place marked ABOVE, thus sealing the ballot paper until the member's name and right to vote has been confirmed and name section

FULL NAME: _____ **SIGNED:** _____

PAPUA NEW GUINEA-AUSTRALIA ALUMNI ASSOCIATION ELECTION FLOWCHART

DAY

Day 1
Notice given of three-week **official Election Period** which runs from day 21 to day 42.

Day 1
Notice given of two-week period from day 1 to day 14 for Alumni members to **ensure they are financial, registered members** and so entitled to vote.

Day 1
Notice given of two-week period from day 1 to day 14 for Alumni members **seeking to nominate for possible election** to an Executive Committee position

Day 14
Last day for Alumni members to **ensure they are financial, registered members**.

Day 14
Last day for Election candidates to **nominate** (& provide biog data for website).

Day 21
Official **Election Period begins** – runs for three weeks to day 42.

Day 21
Alumni members **fill in Ballot Paper**, sign and return by fax, mail or in person.

Day 21
Printed Ballot Papers available from Secretariat, on line, by mail or by fax

Day 42
Annual General Meeting **held**

Day 42
Election Period **ends**

Day 42
Returning Officer opens all votes (having already checked they have been submitted by registered Alumni member), **counts** & prepares vote tally sheet; and announces results at AGM

Day 42
Newly appointed Executive Committee **assumes executive responsibility** for Alumni Association.