



TRANSPARENCY INTERNATIONAL (PNG) INC.  
A national chapter of Transparency International  
– the coalition against corruption  
5<sup>th</sup> Floor Mogoru Moto Building, Champion Parade  
PO Box 591 Port Moresby, NCD Phone 320 2188 Fax 320 2189  
E-mail: [tipng@daltron.com.pg](mailto:tipng@daltron.com.pg)  
Website: [www.transparencypng.org.pg](http://www.transparencypng.org.pg)

**MINUTES OF 2006 ANNUAL GENERAL MEETING  
INA CONFERENCE ROOM  
21 MARCH 2007**

**AGENDA ITEM 1 - ATTENDANCE**

**Current Board of Directors**

1. Mike Manning
2. Paul Nindipa
3. Peter Aitsi
4. Sisa Kini
5. Anne Kerepia
6. Mick McWalter
7. John Nongorr
8. Father John Glynn
9. Lawrence Stephens

**Apologies:** Ian Tarutia, Mel Togolo, Leon Buskens, Aiva Kola, Richard Kassman, Kible Bonga

**Financial Members**

- |                      |                      |
|----------------------|----------------------|
| 1. Avia Koisen       | 2. Paul Barker       |
| 3. Graham Ainui      | 4. William Larou     |
| 5. Francis Masieng   | 6. Rex Tokai         |
| 7. Alois Francis     | 8. Christine Leonard |
| 9. Genge Isar        | 10. Gairuai Bauai    |
| 11. Emily Taule      | 12. Donna Talvat     |
| 13. Angus Ali        | 14. Paul Mokiri      |
| 15. Michael Geelhoed | 16. Joyce Sabbath    |
| 17. Jerry Bagita     |                      |

**Apologies:** Royale Thompson, David Toua, Jenny Clement

**Observers:** Maree Millar – Honorary Auditor (PWC), Janet Sape, Uwato Ema

Quorum was reached at 4.00pm with 26 Members in attendance along with 3 proxies and 3 Observers in Ms Maree Millar representing Price Waterhouse Coopers as the Honorary Auditors to TIPNG and Ms Janet Sape and Ms Uwato Ema as interested members of the general public.

In welcoming all the Members to the 2006 AGM, Chairman Mike Manning stressed the need for TIPNG and all concerned to be more aggressive in their endeavours to increase membership from the general public.

## **AGENDA ITEM 2 – MINUTES OF 2005 AGM & MATTERS ARISING**

Minutes of the 2005 AGM were tabled and subsequently accepted.

Matters arising and subsequently discussed were as follows -

### **a. Membership Conditions**

Basically two separate Membership Termination clauses were discussed. A basic clause and a more complex clause which included a more comprehensive appeal process. The complexity of the termination process was debated. Further debate also included conditions relating to eligibility of intending members and in particular the right of refusal and available avenues for redress.

Given that the matter requires significant debate/discussion, it was resolved to defer the matter to the next AGM where a comprehensive analysis would be put to the Members to adopt..

### **b. Powers of the Board**

The disciplinary powers of the Board needed clarification with regard to its specific role in dealing with Boards and or Operations of Sub-Chapters. At present, the current powers of the Board do not give wider jurisdiction over the conduct of sub-chapters hence it was necessary to consider an amendment to the existing clause within the current Rules of Association. The matter was presented to the Members for discussion and it was resolved to defer any discussion to the next AGM.

## **AGENDA ITEM 3 - CHAIRMAN'S REPORT**

In his report to the AGM, the Chairman - Mr Mike Manning, highlighted the significant achievements by all concerned in ensuring that TIPNG remained at the forefront in the war against corruption in PNG. The Chairman pointed out the TIPNG was one of the most vibrant and dynamic Chapters within the global movement which is a testament to the commitment and dedication on the part of Staff, Management, Board , Members and coalition partners in the country. He said despite the difficulties associated with limited resources, TIPNG has achieved a lot in the last 12 months however there is still a lot more to be done especially in recruiting more Papua New Guineans to become involved as members of such a worthy cause.

The Chairman then discussed specific achievements or milestones for TIPNG. These were:

- Successfully convened CCAC Regional Forums
- Successfully hosted the TI Pacific Regional Meeting in Rabaul
- Conducted 20 Provincial Election Seminars in partnership with PNGEC & PNGOC
- Participated in the AMM
- Acknowledged the efforts of Marcus Pelto who played a significant role in brining direction and purpose to management and daily operations of TIPNG.
- Acknowledged the contributions of the Treasurer (P.Nindipa) in ensuring the finances were managed properly and the accounts (records) kept in order. He also acknowledged the efforts of the Finance Officer in Donna Talvat for her dedication and commitment to her duties.

On more serious note, the Chairman was conscious of the implications that the EU Debit Note had on the viability of TIPNG and thanked the staff and Board Member in Mick McWalters for their tireless efforts towards resolving the issue.

The Chairman further advised that the single most notable achievement was that for the first time in the history of TIPNG, an unqualified audit report was received from the Auditors in PWC. This in itself was a remarkable achievement and all those involved especially the Staff and Board should be congratulated on a job well done.

Notwithstanding the above the Chairman also acknowledged the efforts of all those that played an important part in ensuring that TIPING remains a viable, proactive and dynamic organization. He made special mention of all our donor partners, the kind contributions of all the Members both Individual and Corporate alike. In particular the Australian and British High Commissions for their continued funding support in ensuring TIPNG attended all secretariat meetings. The Chairman also expressed his appreciation of the efforts of NZAID through TINZ in continuing funding support of core activities of TIPNG.

In his closing remarks the Chairman noted that whilst 2006 was a good year, we must as an organization strive towards a better and more tangible performance in 2007. Using the lessons learnt from this past year, we must now set our sights towards fighting corruption on a higher level with renewed confidence and vigour. The fight must go on and TIPNG is mandated to take this fight head on for and on behalf of civil society in PNG. With these remarks the Chairman then presented the full report to the AGM for deliberation and acceptance.

In the ensuing deliberations, the Executive Director said all the achievements of late are a direct result of the enthusiasm and commitment on the part of the Board of Directors who despite their busy schedules continue to play active role in guiding TIPNG to its current state. Lawrence Stephens also commended the Staff and his gratitude for the commitment and dedication they have shown towards their roles and responsibilities within TIPNG.

Lawrence Stephens then moved a motion to accept the Chairman's Report seconded by Peter Aitsi. Without and further remarks the resolution was unanimously passed and the report accepted as presented.

#### **AGENDA ITEM 4 – SECRETARY'S REPORT**

The Secretary's apologies were duly noted and the Secretary's report was subsequently passed over on recommendation from the Chairman.

#### **AGENDA ITEM 5 – PRESENTATION OF ACCOUNTS**

The Treasurer – Paul Nindipa presented the Accounts for 2006 to the Members and in so doing commended Donna Talvat – Finance Officer for the tremendous amount of effort she had put in ensuring all the accounts were kept up to date and in order. He also commended the Management and Staff for the commitment towards the publication of the Annual Report for 2006 which was professionally presented and further highlights the high levels of commitment and dedication of all those involved in the process.

In his presentation, the Treasurer drew attention to Page 23 of the Annual Report dealing with Project Funds and Core Activities. He then proceeded to discuss Page 30 pertaining to Membership Subscriptions, Donations, NZAID Funding, plus some discussion on the various Expenditure items. These include Audit Fees for Preliminary and Final Audits and Salaries. He stressed that despite the implications of the EU Debit Note, the Auditors were very satisfied over the manner in which the finances were being managed and thus have issued an unqualified audit report for the first time in the history of TIPNG. He then called upon Maree Miller from Price Waterhouse Coopers (PWC) to provide further clarification on the matter at hand.

Maree confirmed that PWC were issuing an unqualified report as they were satisfied that all financial matters/affairs of TIPNG had been diligently and efficiently attended to and that there were no issues of concern that would otherwise of consternation to the Members and the organization as a whole.

In concluding, the Treasurer complimented the Board, Management and Staff for attending to their roles and responsibilities diligently and efficiently. The cooperation shown over the last twelve months was of such a high standard that it bespeaks of an organization that can truly boast of attaining utter professionalism at all levels. He then moved a motion to accept PWC as Auditors seconded by Mick McWalters. Resolution was subsequently passed and PWC have been appointed for another 12 months. With these remarks the Treasurer then presented the 2006 Accounts to the Members for deliberations.

There being no further remarks, Peter Aitsi moved a resolution to accept the Financial Report as presented, seconded by Professor John Nongorr. The resolution to accept the 2006 Accounts was accepted and passed unanimously.

## **AGENDA ITEM 6 – APPOINTMENT OF AUDITORS**

The Treasurer moved a motion seeking the reappointment of Price Waterhouse Coopers as Auditors for the second year in succession. The Motion was seconded by Lawrence Stephens and subsequently passed unanimously by the Members.

PWC reappointed as Auditors for another 12 months.

## **AGENDA ITEM 7 – ELECTION OF CHAIRMAN**

Nominations for the position of Chairman of the Board were called 14 days before the AGM and only one nomination was received at the closure of nominations. The nominee was Mike Manning. There being no further nominees, Emily Taule declared that Mike Manning was re-elected unopposed in accordance with the Rules of Association of TIPNG.

Mike Manning re-elected unopposed as Chairman for another 12 months.

## **AGENDA ITEM 8 – ELECTION OF SECRETARY**

Richard Kassman was the only nominee for this position and subsequently re-elected unopposed in accordance with the Rules of Association.

Richard Kassman re-elected unopposed as Secretary for another 12 months.

## **AGENDA ITEM 9 – ELECTION OF TREASURER**

Paul Nindipa was the only nominee for this position and subsequently re-elected unopposed in accordance with the Rules of Association.

## **AGENDA ITEM 10 – ELECTION OF DIRECTORS**

In accordance with the Rules of Association, there must be 15 members on the Board of Directors including the statutory office bearers. Of these positions at least 3 must be held or occupied by women.

At the close of nominations the following were nominated:

Iva Kola, Avia Koisen (new), Anne Kerepia, Ian Tarutia, Leon Buskens, Mick McWalters, Lawrence Stephens, Peter Aitsi, Kible Bonga, Professor John Nongorr, Mel Togolo and Sisa Kini.

There being no further nominations, all the nominees were elected unopposed.

In accepting his fellow members to the Board, the Chairman paid tribute to Father Jon Glynn for his commitment and dedication to YACA and the Board in the last 12 months. Father Glynn opted not to renominate due to pressing work commitments.

The Chairman also took the opportunity to welcome on board, Ms Avia Koisen as well as congratulate all the other members for being re-elected for another term in office. He stressed that 2007 would be a very trying year for TIPNG hence it would require the full cooperation and dedication of all the members of the Board to sustain the efforts of the organization.

#### **AGENDA ITEM 11 – ANY OTHER BUSINESS**

The Chairman asked the Executive Director Emily George to provide a brief report to the Members on the status of the Siaguru Endowment Fund Trust Deed. In her verbal brief, Emily advised that the Trust Deed has just been finalized by Steven Kami of Gadens Lawyers and subsequently executed by the Trustees. The execution of the Deed now paves way for the formal transfer of the fund management between Kina Securities Ltd and KPMG. She also advised members that the fund raising efforts towards the SEF are in progress however corporate contributions are slow and more effort is required from all concerned to enhance the prospects of the fund.

The Chairman thanked Emily for her brief report and took the opportunity to further reaffirm the need for all members to participate in fund raising for the long term benefit of TIPNG.

With these remarks the Chairman then declared the AGM closed at 5.45pm as there was no further business requiring the attention of the Members.

#### **AGENDA ITEM 12 – MEETING CLOSED**

Meeting was declared closed at 5:45pm