



TRANSPARENCY INTERNATIONAL (PNG) INC.
A National Chapter of Transparency International
- the international coalition against corruption
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RULES OF TRANSPARENCY INTERNATIONAL PAPUA NEW GUINEA – 2007 Revised March 2006

The model rules, if any, for associations prescribed by the Associations Incorporation Act are hereby excluded.

1. DEFINITIONS

In these Rules unless inconsistent with the context or subject matter:

- (a) **"Annual Meeting"** means an Annual General Meeting of the Association;
- (b) **"Association"** means the Transparency International Papua New Guinea Inc.
- (c) **"Board"** means a quorum of the Board for the time being of the Association appointed pursuant to Rule 25 of these Rules and present at a duly constituted meeting of the Board;
- (d) **"General Meeting"** shall include Annual Meeting and extra-ordinary general meeting;
- (e) **"Member"** means a member for the time being of the Association;
- (f) **"Month"** means a calendar month;
- (g) **"Secretary"** means the Secretary of the Association or in case of his absence or illness the acting Secretary;
- (h) **"Treasurer"** means the Treasurer of the Association or in the case of his absence or illness the acting Treasurer;
- (i) Words importing the singular number include the plural and vice versa and words importing one gender shall include all other genders;
- (j) **"Writing"** means written or printed or type-written or partly written or printed or typewritten;

(k) Headings and marginal notes are for reference purposes only.

2. **NAME**

The name of the Association is Transparency International Papua New Guinea Inc.

3. **OBJECTS**

The objects for which the Association is formed are:

- (a) to raise public awareness and advance the general education of the public in matters relating to the nature and consequences of corruption in domestic and international business transactions, including overseas development initiatives and existing legislation and other guidelines which exist to combat corruption;
- (b) to promote, undertake or commission research for the public benefit in matter relating to the nature and consequences of corruption in domestic and international business transactions and the cost-effectiveness of overseas development initiatives and to disseminate the useful results of any research;
- (c) to support and promote the charitable educational aims and objectives of Transparency International, a Berlin based not-for-profit organisation incorporated under German law, and in particular to assist in securing support within Papua New Guinea for Standards of Conduct designed to promote transparency and accountability in domestic and international business transactions, and to co-operate with other charitable organisations throughout the world with similar objectives;
- (d) to provide assistance and expertise to parties to international trade, investment and economic and social development to assist them in ensuring compliance with existing anti-corruption legislation and Standards of Conduct established in conjunction with Transparency International in Germany and other bodies of similar orientation;
- (e) to give the legislative and public bodies and others facilities for conferring with and ascertaining the views of persons and institutions engaged in combating corruption as regards matters directly or indirectly affecting that activity;
- (f) to arrange, provide, organise or promote alone or with others the provision of conferences, lectures, seminars, meetings, courses, exhibitions, training, information and advisory services and other events and services in furtherance of the objects of the Association; and

- (g) to write, make, prepare, edit and print, publish, issue and circulate gratuitously or otherwise, reports, periodicals, books, pamphlets, leaflets, articles, films, video tapes, computer software, electronic devices, materials for study or other documents in furtherance of or necessary for the promotion of the objects of the Association, or procure any of the above acts.

4. **POWERS**

In addition to any others powers conferred by law, the Association shall have the following powers:

- (a) To purchase take on lease or in exchange hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto;
- (b) To sell exchange lease mortgage hire dispose of or turn to account or otherwise deal with all or any part of the real and personal property of the Association;
- (c) To borrow raise or secure the payment of money in such manner as the Association thinks fit with power to issue debentures grant mortgages charges or any other class of security upon or charging all or any of the properties real or personal howsoever or wheresoever situate and both present and future of the Association and to redeem or pay off any existing or future security;
- (d) To invest and deal with the monies of the Association not immediately required for the purpose of the Association in such manner as may from time to time be determined by the Board;
- (e) To amalgamate co-operate affiliate and enter into reciprocal arrangements with any other Association having objects wholly or in part similar to those of the Association;
- (f) To appoint employ and pay officers and servants and to dismiss or suspend any officer or servant;
- (g) To do all such other things are incidental or conducive to the attainment of its objects;

5. **INCOME AND PROPERTY**

- (a) The funds of the Association are to be derived from subscriptions paid by members of the Association, from the raising of such monies as the Association may be empowered to raise and from any other source as may be from time to time approved by the Association.

- (b) The income and property of the Association however derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly as a dividend or otherwise howsoever by way of profit to the Members provide that remuneration may be paid in good faith to officers and servants of the Association and other persons for goods supplied or services actually rendered to the Association and further the Board in its absolute discretion may make ex gratia payments for the purposes of the Association and such payments shall not be construed as being by way of a distribution of profits.

6. **REGISTERED OFFICE**

- (a) The office of the Association shall be located at Mogoru Moto Building 5th Floor, PO Box 519, Port Moresby, National Capital District ("Office") or such other place as the Board may from time to time resolve.
- (b) Notices to be served on the Association may be served by:
 - i. leaving such notices addressed to the Association at the Office, or
 - ii. forwarding such notices addressed to the Association by prepaid registered mail to Transparency International (PNG) Inc., PO Box 519, Port Moresby, National Capital District, Papua New Guinea

7. **MEMBERSHIP**

The Association shall consist of the following classes of Members:

(a) **Full Members**

Full Members shall be entitled to the full rights and privileges of membership of the Association including the right to attend and vote at any General Meeting of the Association.

(b) **Honorary Members**

Honorary Members may be conferred at the discretion of the Board upon any person whom the Board considers to be worthy and Honorary Members shall be accorded all the privileges of a Full Member except the right to attend General Meetings of the Association and vote thereat. Honorary Membership shall expire three (3) years from the date of the Board resolution granting such Membership or at such earlier time as the Board in its sole discretion may resolve at the time of granting such Membership.

7A. QUALIFICATION OF MEMBERSHIP

Membership of the Association shall be open to:

- (a) subject to Article 8 and in the absolute discretion of the Board, individuals and/or corporations, incorporated associations, government bodies resident in Papua New Guinea who support the objects of the Association;
- (b) non-resident individuals and/or corporations who in the absolute discretion of the Board are invited to and admitted to the membership as Honorary Members.

8. APPLICATION FOR MEMBERSHIP

- (a) Application for admission to membership of the Association ("Application") shall be:
 - i. in writing addressed to the Secretary in such form as may be prescribed by the Board from time to time;
 - ii. accompanied by such payment in favour of the Association as is prescribed by the Board from time to time as the subscription for the class of Membership to which admission is sought; and
 - iii. delivered to the Association in accordance with the Rules for delivery of notices to the Association prescribed by these Rules.
- (b) Upon receipt of the Application the Secretary shall forward acknowledgment of receipt of same to the person named as applicant therein.
- (c) A meeting of the Board shall:
 - i. consider the Applications;
 - ii. resolve either to accept or reject each Application.
- (d) The Secretary shall maintain a Register of Members and shall notify each applicant of the Board decision on that applicant's Application and record the name of each successful applicant in the Register of Members.
- (e) The Board may:
 - i. grant an applicant Honorary Membership pending a resolution by the Board to reject or accept that applicant's Application;

- ii. require an applicant for membership to attend before it and provide such further information or to produce documents as the Board sees fit prior to resolving on a relevant Application.
- (f) The Secretary shall provide every successful applicant if requested with a copy of the Rules of the Association and any by-laws made thereunder.

9. **RIGHTS OF MEMBERSHIP MAY NOT BE TRANSFERRED**

A Member may not transfer the rights and privileges of membership of the Association.

10. **RESIGNATION**

Any Member who has paid all moneys due or payable to the Association may resign from the Association upon first giving one month's notice in writing to the Secretary of his intention in that behalf and upon the expiration of such notice such Member shall cease to be a Member. Any cessation of membership of the Association shall take effect without prejudice to any prior act omission matter or thing.

11. **FAILURE TO PAY MEMBERSHIP FEE**

No applicant shall be entitled to exercise any of the privileges of a Member unless and until he or she shall have paid all fees subscriptions payable by him on his admission and if such payments are not made within two (2) weeks of the admission, the Board may declare the admission void but the applicant shall nevertheless remain liable for the payment of and be sued for all such moneys.

12. **MEMBERSHIP REGISTER**

The Secretary shall keep and maintain a register of Members in which shall be entered the full names and date of admission of every Member and the class of Membership to which that Member belongs and further the Secretary shall also keep and maintain a record of the financial status of such Members.

13. **GENERAL MEETING**

- (a) The Annual Meeting of the Association shall be held between the First day of March and the Thirty-first day of March in the following year on such date as the Board may determine each year.
- (b) The Secretary shall whenever required by a Manager or the Board or by written requisition of not less than thirty per centum (30%) of Members of the Association stating the objects for which the meeting is desired, convene an extraordinary general meeting of Members. Such meeting shall be convened not less than fourteen (14) days or more than one (1)

month after receipt by the Secretary of such of such request and if in a case of requisition by Members as aforesaid the meeting shall not be convened within the time aforesaid, the requisitioners may by a resolution, appoint one of their number to convene such meeting.

14. PLACE OF MEETING

Every General Meeting shall be held at a location determined by the Board as being convenient to the Members.

15. NOTICE OF MEETING

Fourteen (14) day's notice in writing of every General Meeting shall be forwarded to every Full Member at his address appearing in the Register of Members by prepaid post or by delivery of notice to the place of employment of Full Members stating the time of the meeting and the nature of the business transacted. No business other than that set out in the notice convening the meeting shall be transacted at any General Meeting. Any Member desiring to bring forward any business may give notice thereof in writing to the Secretary who thereupon shall include same in the notice calling the next General Meeting to be called after receipt of such notice from a Member.

16. QUORUM AND GENERAL MEETINGS

At all General Meetings twenty (20) of the Full Members shall constitute a quorum. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved. In any other case, the meeting shall stand adjourned to the same day in the next week and the same time and place and at such adjourned meeting those present shall form a quorum for all purposes.

17. CHAIRMAN AT MEETING

The Chairman and in his absence the Secretary shall preside as Chairman at every General Meeting of the Association and in the absence of the Chairman and Secretary those present shall elect one of their number to be Chairman.

18. ADJOURNMENT

The Chairman may, with the consent of the General Meeting, adjourn any meeting from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

19. VOTING

- (a) Subject to the next succeeding sub-clause, resolutions shall be carried by a majority of the Members present either in person or by duly authorised representative at any General Meeting. In the case of equality of votes, the Chairman shall have a second or casting vote.
- (b) A member may vote by way of postal vote on any matter at a General Meeting provided that such vote is received by the Secretary twenty-four (24) hours before the commencement of that meeting.

20. **POLL**

At any General Meeting a declaration by the Chairman that a resolution has been carried and an entry to that effect in the minute book of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of all votes recorded in favour of or against such resolution provided that any three Members may by standing call for a poll which shall thereupon be taken without further debate.

21. **PROXIES**

Subject to Rule 22 every Full Member shall be by notice in writing entitled to one vote at every General Meeting and may appoint any other Member to vote on his behalf by proxy which shall be deposited with the Secretary at least twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.

22. **VOTING WHEN SUBSCRIPTION IN ARREARS**

No Members shall be entitled to vote at any meeting or on any poll unless all monies due from him to the Association shall have been paid (other than sums due for subscriptions for the current year).

23. **ORDER OF BUSINESS**

The following shall be the order of business at every Annual Meeting:

- (a) confirmation of the minutes of the last Annual Meeting and of any General Meeting or meetings held since the preceding Annual Meeting;
- (b) receipt of the annual balance sheet profit and loss and accompanying accounts and reports of the Board and the auditor and the adoption of the same or otherwise;
- (c) the election of the Board;
- (d) the appointment of an auditor (who shall be a qualified accountant); and

- (e) general business.

24. **MINUTES**

Minutes of the proceedings at every General Meeting (whether Annual or not) shall be entered and kept in a minute book and such minutes when so signed shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a meeting duly convened and held and shall be binding on all Members of the Association except as to any irregular proceedings declared and annulled at a General Meeting called for that purpose and held within three (3) months after the irregular proceedings.

25. **BOARD**

- (a) The Board of the Association shall consist of the Chairman, Secretary, Treasurer and twelve (12) ordinary Members of whom at least two (2) shall be female, and shall hold office for a term of one (1) year. Unless otherwise resolved by the Association membership of the Board shall not exceed fifteen (15) members.
- (b) Each Board Member shall retire at the conclusion of the Annual Meeting unless that Member's appointment to office is renewed. Elections for the Board shall be held at the Annual General Meeting.
- (c) Honorary Members may be elected to any office except that of Chairman.
- (d) A retiring Board Member shall be eligible for re-election or for election to another office and shall hold office until his successor is elected.

26. **ELECTION OF BOARD**

- (a) A Member wishing to nominate for Board membership shall forward a nomination in writing and signed by two members nominating an office on the Board for which the Member wishes to be a candidate to be received by the Secretary at least seven (7) clear days before the Annual General Meeting.
- (b) The Secretary shall post all nominations on the Association's Notice Board at least seven (7) days before the General Meeting.
- (c) The election of the members of the Board shall be by ballot and the Members so elected shall hold office from the conclusion of the meeting at which they were appointed or their appointment was renewed.
- (d) In the event of candidates for Board membership receiving an equal number of votes, the Chairman shall have an additional or casting vote.

27. DUTIES OF OFFICE BEARERS

(a) Chairman

The Chairman shall preside over all meetings and he shall be an ex officio member of any sub-Boards established by the Board. The Chairman shall certify the correctness of minutes of meetings and with the Secretary shall draw and sign all cheques, drafts, bills of exchange, promissory notes and other documents for and on behalf of the Association unless otherwise resolved by the Association.

(b) Secretary

- i. The Secretary shall assist the Chairman and shall carry out the duties of the Chairman during the Chairman's absence.
- ii. The Secretary shall be responsible for the compilation and safe-keeping of minutes of all meetings, the maintenance of a Register of all Members of the Association and of the officials and Board members.
- iii. The Secretary/ shall attend to all general correspondence and shall have the custody of all books, documents and securities of the Association.

(c) Treasurer

The Secretary/Treasurer shall be responsible for the banking and accounting for Association funds. He shall supervise and maintain the keeping of full and proper accounts of the Association and he shall arrange for the same to be audited and presented to the Annual General Meeting.

28. MANAGEMENT

The business of the Association shall be managed by the Board who may exercise all powers of the Association as are not by these Rules required to be exercised by the Association in General Meeting subject nevertheless to these Rules.

29. POWERS OF THE BOARD

Without prejudices to the powers conferred by the last preceding Rule, the Board shall have power to do any one or more of the following things:

- (a) to determine from time to time the conditions on which and times when Members may use the property of the Association or any part or parts

thereof and when and under what conditions the premises of the Association or any part or parts thereof shall be used by Members;

- (b) to appoint officials or servants of the Association and to remove them as occasion may require at their discretion;
- (c) to delegate (subject to such conditions as it thinks fit) any of its powers to sub-Boards consisting of such members of the Board and other Members of the Association co-opted for that purpose as it may determine and to make such regulations as to the proceedings of such sub-Board as may be thought desirable;
- (d) to regulate and control Board meetings and the transaction of business thereat;
- (e) to pay to any servant of the Association any gratuity for faithful and diligent service as it seems fit;
- (f) to elect or vote on the election of Full Members and Honorary Members;
- (g) to appoint from time to time any two or more Members of the Association (at least one of whom shall be a member of the Board) to be a sub-Board for any particular purpose and to revoke their appointment;
- (h) subject to these Rules, to draw, make, accept, endorse and issue negotiable securities or instruments of whatsoever kind or nature and to determine by what officers of the Association such negotiable securities or instruments shall be signed or endorsed;
- (i) to borrow or raise financial accommodation with or without giving security and to sell and dispose of the assets of the Association.

30. VACANCY OF THE BOARD

The Board may act notwithstanding any vacancy in their body.

31. DUTY OF BOARD

It shall be the duty of the Board to manage and conduct the affairs of the Association.

32. VACATION OF OFFICE

The office of Chairman, Secretary, Treasurer or Director or ordinary member shall be vacated if the office holder:

- (a) shall cease to be a Member of the Association, or

- (b) shall hold any office of profit from the Association, or
- (c) shall become insolvent or assign his estate pursuant to any Act or Regulation relating to insolvency for the time being in force in Papua New Guinea, or
- (d) shall fail to attend three (3) consecutive meetings of the Board.

33. CASUAL VACANCIES

Any Member may be appointed by the Board to fill any casual vacancy occurring in the Board provided that any person so appointed shall hold office only until the expiration of the term of office resolved by the Annual Meeting for the holder whose office has become vacant. The appointee to any casual vacancy shall be deemed to have held office since the Annual Meeting at which the Board member ("Board Member") whose place he has taken was elected.

34. REMOVAL OF BOARD MEMBER

The Association in General Meeting may by resolution remove any Board member before the expiration of his period of office and appoint another person in his stead. The person appointed shall for all purposes be treated as if he were appointed to a casual vacancy under the preceding Rule.

35. MEETINGS OF BOARD

- (a) The Board shall meet together for the dispatch of business as often as the Chairman or in his absence the Secretary shall deem necessary but no less than one in each quarter. At least three (3) day's notice shall be given to each Board Member and the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A quorum of members of the Board shall be three (3) members present throughout the relevant meeting.
- (c) At every meeting of the Board the Chairman and in his absence the Secretary shall preside and in the absence of both the President and the Secretary the Members present shall choose one of their number to be Chairman of such meeting.
- (d) Questions arising at any meetings of the Board shall be decided by a majority of votes and in the case of any equality of votes, the Chairman shall have a second or casting vote.

- (e) The Board may conduct meetings by telephone or email or facsimile. Resolutions of the Board meeting in this manner must be confirmed in writing and circulated to all Board members.

36. VALIDATION OF ACT OF BOARD

All acts done at any meeting of the Board shall (notwithstanding that it is afterwards discovered there was some defect in the appointment of the Board or any member thereof or that any member was disqualified), be as valid as if every such member had been properly appointed and was qualified to act as a Board member

37. QUORUM AND PROCEDURE OF MEETINGS OF SUB-BOARDS APPOINTED BY THE BOARD

- (a) The Sub-Boards of the Association shall meet together for the despatch of business as often as the Chairperson of that Sub-Board or in his absence the Deputy Chairperson of that Sub-Board shall deem necessary. The Sub-Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A quorum of members of the Sub-Board shall be no less than four members present throughout the relevant meeting.
- (c) At every meeting of the Sub-Board the Chairperson and in his absence the Deputy Chairperson shall preside and in the absence of both the Chairperson and the Deputy Chairperson the members present shall choose one of their member to be their chairperson of such meeting.
- (d) Questions arising at any meetings of the Sub-Board shall be decided by a majority of votes and in the case of any equality of votes, the Chairperson of the Sub-Board shall have a second or casting vote.

38. MINUTES.

38A. Sub – Chapters

- (a) The Board may establish a Sub – Chapter in a Province.
- (b) A Sub – Chapter shall consist of at least eight (8) members
- (c) A Sub – Chapter shall have a working committee comprising of a Chairman, Secretary and Treasurer and shall be responsible for the work of the Sub – Chapter as approved by the Board

(d) Subject to any direction given by the Board, the Sub – Chapter shall be responsible for the conduct of the business of the Association in the Province where the Sub-Chapter is established

The Board shall cause to be kept a minute book showing the resolutions proposed and passed and all other proceedings at Board meetings.

39. AUDIT

At least once in each year the accounts of the Association shall be examined by the Auditor appointed under these Rules who shall also certify to the correctness of the balance sheet, profit and loss account and accompanying accounts and schedules to be submitted to the Annual General Meeting.

40. AUDITOR MAY BE MEMBER

(a) The Auditor may be a Member of the Association, however he may not be the public officer or a member of the Board of the Association, but no person shall be eligible as Auditor who is interested otherwise than as a Member in any transaction of the Association. The Auditor may be paid for his services such sum as the Board may from time to time determine.

(b) The Auditor is to be appointed at each Annual Meeting in accordance with Rule 23 of these Rules and may be removed from office by a resolution of the Members passed at General Meeting.

41. CASUAL VACANCY

Any casual vacancy occurring in the office of Auditor shall be filled by a qualified accountant appointed by the Board for that purpose.

42. LIST OF BOOKS

The Association shall deliver to the Auditor a list of all books of account and records kept by the Association and the Auditor shall at all reasonable times have access to the books and accounts of the Association. The Auditor may employ persons to assist him in investigating such accounts and may in relation to such accounts examine the Board or any employee of the Association.

43. AUDITOR'S REPORT

The Auditor shall make a report to the Members upon the balance sheet and accounts to be submitted to every Annual Meeting and in every such report shall state whether in his opinion they are properly drawn up to exhibit a true and correct view of the Association's affairs.

44. COMMON SEAL

The Common Seal of the Association ("Common Seal") shall be in circular form with the words "Common Seal" in the centre thereof and the words "Transparency International Papua New Guinea Inc" around the margin and the Secretary shall keep a record of all documents to which the seal shall be affixed. The Common Seal shall be used only by authority of the Board and every instrument to which the Common Seal is affixed shall be signed by two (2) members of the Board or two (2) persons appointed by the Board for that purpose. The Secretary/Treasurer shall have custody of the common seal.

45. **ACCOUNTS**

The Chairman of the Association shall be initialling all accounts certify to their correctness both as to the quantity of goods or services received and the price charged and all accounts shall be passed for payment by the Board and paid by cheque drawn in accordance with Rule 45.

46. **AUTHORISED SIGNATURES**

The Chairman and Treasurer shall be authorised to draw, make, accept, endorse and issue negotiable securities or instruments of whatsoever kind or nature and in their absence the Treasurer the Secretary and/or one Board Member shall be authorised to sign or endorse any such instruments.

47. **FINANCIAL YEAR**

The financial year of the Association shall commence on 1 January and shall end on 31 December in any calendar year.

48. **ALTERATION OF RULES**

No object, power or rule of the Association shall be repealed or amended and no new object, power or rule shall be made except upon a resolution carried by a majority of three-quarters of the Members present and voting at a General Meeting the notice of which shall have set out the extent of the proposed repeal or amendment or new provision. The effectiveness of any such alteration of these Rules shall be subject to any approval required under the Associations Incorporation Act Chapter 142 of the Revised Laws of Papua New Guinea.

49. **DISSOLUTION**

The Association may be dissolved or wound up by a resolution at any General Meeting called for such purpose.

50. **DISPOSITION OF ASSETS**

If upon the dissolution or winding up of the Association there remain after the satisfaction of all its debts and liabilities, any property whatsoever, to be paid to or distributed among the Members of the Association but shall be given or transferred to some other Association, Club or Institution having objects similar, wholly or in part, to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members or to some charitable object or objects which Association, Club, Institution or objects shall be determined by the Members of the Association at or before the time of dissolution or winding up or in default thereof or if and in so far as effect cannot be given to such determination then payment of distribution shall be determined by a Judge of the Supreme Court.

51. **LIABILITY OF MEMBERS**

The liability of Members upon the dissolution or winding up of the Association shall be limited to the extent of their contributions to the Association.

52. **INTERPRETATION**

The interpretation by the Board of the Rules of the Association shall be final and binding upon all Members.

53. **BOARD OFFICERS**

The Officers after the Rules were revised in March 2006, shall be as set out hereunder:

Chairman	Mike Manning
Secretary	Richard Kassman
Treasurer	Paul Nindipa
Board Members	Peter Aitsi Anne Kerepia John Nonggorr Mel Togolo Ian Tarutia Leon Buskens Mick McWalter Kible Bonga Avia Koisen Iva Kola Lawrence Stephens Sisa Kini