



Rules of Association

Papua New Guinea Olympic Committee Inc.

Adopted 28th May 2016, Port Moresby

As amended in Port Moresby on 24th June 2023 at the
Annual General Assembly pursuant to section 27 of the Rules

The Papua New Guinea Olympic Committee Inc.

Rules of Association

1 Name of Association

The name of the association is **THE PAPUA NEW GUINEA OLYMPIC COMMITTEE Inc.** (hereafter the 'PNGOC').

PNGOC is a private and not-for-profit incorporated association of unlimited duration.

2 Definitions and Interpretation

2.1 Definitions

The following definitions apply unless the context requires otherwise:

Act means the Associations Incorporation Act Chapter No. 142;

Affiliate has the meaning given in Rule 6.

CGF means the Commonwealth Games Federation;

Directors means the members of the Executive Committee;

Exhaustive Ballot means the following procedure:

- (a) Each person entitled to vote will write on the ballot paper the name of the candidate of his choice.
- (b) If there are only two (2) candidates, then the candidate receiving the highest number of votes will be elected. If there are three (3) or more candidates, then further ballots shall be held as follows.
- (c) After a ballot, a candidate who receives more than fifty percent (50%) of the votes of those present and entitled to vote (*a simple majority*) will be declared elected.
- (d) If no candidate receives more than fifty percent (50%) of the votes, then the candidate with the least number of votes will be eliminated. This procedure will continue until only two (2) candidates remain and the election will then be decided by a simple majority.

Financial year means a calendar year from 1 January to 31 December;

General Meetings means the Annual General Assembly and the Special General Meeting described in Rule 18;

International Federation means the governing body of a sport, which is recognised by the IOC, CGF and PGC;

Olympic Member means a Member affiliated to an International Federation governing a sport included in the programme of the Olympic Games.

IOC means the International Olympic Committee;

IOC Charter means the rules that govern the Olympic Movement as contained in the IOC Charter and By-Laws;

Incorporated Entity means a person or an Association or organisation that is incorporated under the Associations Incorporations Act Chapter No.142, as amended or substituted from time to time.

Member has the meaning given in Rule 5.

National Federation means the national governing body of a sport in Papua New Guinea, which is recognised by an appropriate International Federation (where such an International Federation exists);

Ordinary resolution means a resolution passed by more than 50% of Members present and entitled to vote;

Performance Reserve means the capital investment funds held in perpetuity for the purposes in Rule 38.

PGC means the Pacific Games Council;

Secretary General has the meaning given in Rule 13.

Special Resolution means a resolution passed by a majority of not less than 75% of the Members who, being entitled to do so, vote at a General Meeting of which not less than 21 days' notice, specifying the intention to propose the resolution as a special resolution, has been duly given.

2.2 Interpretation

- (a) These Rules shall, at all times, comply with the IOC Charter. Any question as to the interpretation of these Rules shall be resolved in a manner that is consistent with the IOC Charter.
- (b) Headings are for convenience only and do not affect interpretation. The following rules apply unless the context requires otherwise:
 - (i) the singular includes the plural and conversely;
 - (ii) a gender includes all genders;

- (iii) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
- (iv) a reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it;
- (v) a reference to a person, company, partnership or other entity includes any of them.

3 Objects of PNGOC

The objects of the PNGOC are:

- (a) To promote, encourage and develop opportunities for Papua New Guineans to pursue and achieve skills in the playing of competitive sports internationally and develop, promote and protect the Olympic Movement in Papua New Guinea in accordance with the IOC Charter.
- (b) To be the National Olympic Committee of Papua New Guinea in accordance with the IOC Charter.
- (c) To be the sole representative of Papua New Guinea in the IOC, CGF and PGC and related associations and committees.
- (d) To control and arrange for the financing of all teams of athletes selected as representatives of Papua New Guinea in respect of international competitions including but not limited to:
 - (i) Pacific Games;
 - (ii) Olympic Games;
 - (iii) Olympic Youth Games;
 - (iv) Pacific Mini Games;
 - (v) Commonwealth Games;
 - (vi) Commonwealth Youth Games; and
 - (vii) any other regional, continental or world multi-sports competitions under the auspices of the IOC.
- (e) To be the sole representative of all National Federations in matters pertaining to the competitions referred to in paragraph (d);
- (f) To select:

- (i) the athletes nominated by National Federations, based on both sports performance and the ability to serve as an example to the sporting youth of Papua New Guinea; and
- (ii) all teams, officials, sectional and general management, coaches or other persons,
to attend the competitions referred to in paragraph (d);
- (g) To implement a code of conduct for all National Federations, athletes and officials participating in or attending the competitions referred to in paragraph (d).
- (h) To promote the fundamental principles and values of Olympism, in the fields of sport and education, by:
 - (i) promoting Olympic educational programmes at all levels of schools, sports and physical education institutions and universities;
 - (ii) encouraging the creation of institutions dedicated to Olympic education, such as a national Olympic Academy, Olympic Museum and other programmes, including cultural programmes, related to the Olympic Movement; and
 - (iii) contributing to the diffusion of Olympism in the teaching programs of physical education and sport in schools and university establishments.
- (i) To promote the observance, development and protection of the IOC Charter, PGC Charter and CGF Charter in Papua New Guinea.
- (j) To adopt and implement the World Anti-Doping Code, create anti-doping policies and rules that conform with the World Anti-Doping Code and respect the roles and responsibilities for National Olympic Committees that are listed within the World Anti-Doping Code.
- (k) To designate and organise the bid the city which may apply to host the Pacific Games; Pacific Mini Games, Commonwealth Games, Commonwealth Youth Games, Olympic Games and Olympic Youth Games in Papua New Guinea.
- (l) To encourage the development of high performance sport as well as sport for all.
- (m) To help in the training of athletes, sports administrators, coaches, technical officials and sports medicine and sports science personnel.

- (n) To take action against any form of discrimination on grounds of race, religion, politics, sex or otherwise and violence in sport.
- (o) To co-operate with governmental bodies and non-government bodies for the achievement of its objects, but without compromising its autonomy and the principles of the IOC Charter.
- (p) To apply its profit (if any) or any other income in promoting its objects.
- (q) To prohibit the payment of any dividend or payment in the nature of a dividend to any Member.
- (r) To be responsible to the IOC for the observance, in Papua New Guinea, of Rules 7-14 and BLR 7-14 of the IOC Charter, in particular, to take steps to prohibit any use of any Olympic properties which would be contrary to such Rules or their Bye-laws.
- (s) To obtain, for the benefit of the IOC, protection of the Olympic properties of the IOC.
- (t) To use the Olympic symbol, flag, motto and anthem (which are the exclusive property of the IOC) only within the framework of PNGOC's non-profit-making activities, provided such use contributes to the development of the Olympic Movement and does not detract from its dignity, and provided that PNGOC has obtained the prior approval of the IOC, in accordance with the IOC Charter. All Olympic properties including but not limited to the Olympic symbol, flag, motto, anthem, identifications (including but not limited to "Olympic Games" and "Games of the Olympiad"), designations, emblems, flame and torches, and all rights to any and all Olympic properties, as well as all rights to the use thereof, belong exclusively to the IOC.
- (u) To do all such things as are necessary, incidental or conducive to the attainment of its objects.

4 Powers of PNGOC

In addition to the powers conferred by section 20 of the Act:

- (a) PNGOC has, in the exercise of its affairs, all the powers of an individual;
- (b) PNGOC may without limitation:
 - (i) enter into contracts;
 - (ii) acquire, hold, deal with and dispose of property (both real and personal);

- (iii) make charges for services and facilities it supplies; and
- (iv) do other things necessary or convenient to be done in carrying out its affairs.

5 Membership Categories

Membership of PNGOC shall comprise the following categories:

(a) Member

A National Federation that is an incorporated entity may apply to be a Member.

(b) IOC Member

A member of the IOC who is resident in Papua New Guinea shall be an ex officio member.

(c) Life Member

An individual who is appointed by Special Resolution for exceptional service to the PNGOC, of whom there may be no more than five (5) at any one time.

6 Affiliates

(a) A National Federation that is not an incorporated entity may apply to be an Affiliate.

(b) An Affiliate shall have the same rights and obligations as a Member, except for the right to vote, and be entitled to receive notice of, attend and observe but not vote at General Meetings.

7 Qualifications for Members and Affiliates

(a) A National Federation is eligible to be admitted and remain as a Member or an Affiliate, as the case may be, provided it is:

- (i) affiliated to an International Federation governing its sport;
- (ii) engaged in substantial sports activity; and

(b) conducting its activities in compliance with its own constitution, these Rules, the IOC Charter (if applicable) and the rules of its International Federation.

(c) A National Federation wishing to become a Member or an Affiliate, as the case may be, shall apply to the Secretary General in writing in the

prescribed form, signed by an authorised officer of the National Federation, accompanied by:

- (i) a list of its members, a copy of its constitution and the prescribed fee; and
- (ii) evidence of its affiliation to its International Federation.

The application will be reviewed by the Executive Committee and, if it meets the requirements of these Rules, shall be submitted with a recommendation to the next Annual General Assembly for decision.

- (d) Only one National Federation for each sport is eligible to be a Member or Affiliate for that sport.
- (e) Every Member and Affiliate must provide to PNGOC the minutes of its annual general meeting and a copy of its annual report and financial statements not later than 6 months after the end of its financial year.
- (f) Every Member and Affiliate must, when requested by the Secretary General, provide to the Executive Committee:
 - (i) a list of the names and addresses of all office holders;
 - (ii) a list of all financial members;
 - (iii) minutes of committee and members meetings; and
 - (iv) copies of financial statements.
- (g) Substantial activities under paragraph (a) (ii) means exercising a specific and real on-going sports activity in the country and internationally, in particular by organising and participating in competitions and implementing training programs for athletes;

8 Register of Members and Affiliates of PNGOC

- (a) The Secretary General shall keep and maintain the register of Members, Life Members and Affiliates and their financial standing.
- (b) The Secretary General shall delete from the register the name of an individual or organisation that ceases to be a Member, Life Member or Affiliate.

9 Membership and Affiliation Fees

The annual fee for Members and Affiliates shall as determined from time to time by the Executive Committee. Unless otherwise determined by the Executive

Committee, the fee shall be paid annually on or before the last day of February in each year.

10 Resignation of Members and Affiliates of PNGOC

A Member or Affiliate may resign by giving the Secretary General written notice to that effect. Resignation shall not release the obligation to pay any outstanding amounts to PNGOC.

11 Suspension or Expulsion of Members and Affiliates

- (a) If a Member or Affiliate fails to observe or ceases to comply with these Rules, it may be suspended for as long as the Executive Committee sees fit, or expelled in accordance with this Rule. Before making a decision to suspend, the Executive Committee must give a written warning and afford an opportunity for written or oral submissions to be made by the Member or Affiliate.
- (b) A Member or Affiliate may be expelled if:
 - (i) it ceases to be a properly constituted body;
 - (ii) it fails to comply with its own constitution;
 - (iii) if it fails to provide the minutes of its annual general meeting and financial statements as required by sub-rule 7.(e), or other documents requested under sub-rule 7(f);
 - (iv) if its affairs or internal governance are conducted in a manner that is disorderly or likely to damage the reputation and standing of the PNGOC;
 - (v) if it fails to pay any fee or other payment to PNGOC when due;
 - (vi) if it ceases to be affiliated to its International Federation; or
 - (vii) if it fails to attend three consecutive Annual General Assemblies;
- (c) If the Executive Committee considers that a Member or Affiliate should be expelled, the Secretary General shall notify, in writing, the Member or Affiliate:
 - (i) of the proposed expulsion and of the time, date and place of the meeting of the Executive Committee at which the question will be decided; and
 - (ii) particulars of the ground for expulsion,

not less than 7 days before the date of the meeting of the Executive Committee.

- (d) At the meeting, the Executive Committee may, having afforded the Member or Affiliate a reasonable opportunity to be heard, or to make representations in writing, expel or decline to expel the Member or Affiliate and shall, immediately communicate that decision in writing to the Member or Affiliate.
- (e) Subject to sub-rule (f), a Member or Affiliate that is expelled ceases to be a Member or Affiliate 14 days after the day on which the decision is communicated to it.
- (f) A Member or Affiliate that is expelled may, if it wishes to appeal against expulsion, give notice to the Secretary General of its intention to do so within the period of 14 days referred to in sub-rule (e).
- (g) When notice is given under sub-rule (f):
 - (i) the PNGOC in a General Meeting may, after having afforded the Member or Affiliate a reasonable opportunity to be heard, or to make representations in writing, confirm or set aside the decision of the Executive Committee to expel the Member or Affiliate; and
 - (ii) the Member or Affiliate who gave notice shall be deemed suspended, but does not cease to be a Member or Affiliate unless and until the decision of the Executive to expel it is confirmed under this sub-rule.

12 Executive Committee

- (a) The affairs of the PNGOC shall be managed and controlled by the Executive Committee, consisting of:
 - (i) a President,
 - (ii) a Senior Vice President,
 - (iii) a Female Vice President,
 - (iv) a Male Vice President
 - (v) a Treasurer, who must at the date of election have practised accounting in Papua New Guinea or elsewhere for a minimum aggregate period of not less than four (4) years and be a member of the PNG Institute of Accountants.

- (vi) two (2) Athletes Commission representatives,
 - (vii) a Legal Adviser, who must at the date of the election have practised law in Papua New Guinea or elsewhere for a minimum aggregate period of four (4) years and be a member of the PNG Law Society,
 - (viii) a chairman of the Fundraising Committee, and
 - (ix) any IOC member(s) residing in Papua New Guinea, as ex officio member(s).
- (b) The two Athletes Commission representatives shall be elected according to the procedures prescribed by the PNG Athletes Commissions' Charter, and may be
- (i) active athletes; or
 - (ii) retired athletes who have participated in any of the Games listed in Rule 3(d), who must retire by the end of the second Olympiad after the last Games in which they participated.

Athletes Commission representatives may hold office for a maximum of two terms of four years (4) years each.

Elections shall be held in the host country during the Pacific Games.

- (c) All other members of the Executive Committee shall be elected by Exhaustive Ballot.
- (d) A candidate for election to the Executive Committee shall be proposed by a Member, and the nomination form, signed by the candidate, must be submitted to the Secretary General at least ten (10) days before the relevant Annual General Assembly.
- (e) The majority of Member-nominated candidates elected to the Executive Committee at all times must have been nominated by Olympic Members.
- (f) Subject to sub-rule (g), the members of the Executive Committee shall hold office for a specific position under clause 12 (a) for a term of four (4) years from the date of election. The retiring members shall be eligible for re-election to that same position or any position under clause 12 (a) on the Executive Committee. Members of the Executive Committee may serve a maximum of two terms in a specific position under clause 12 (a), whether continuous or not.

- (i) A member of the Executive Committee that has served a maximum term in a specific position under clause 12 (a) is precluded from re-election to the Executive Committee for that specific position;
 - (ii) Notwithstanding the abovementioned clause 12(f)(i), a member of the Executive Committee that has served his maximum term for a specific position under clause 12 (a) is eligible for election to a different position on the Executive Committee in accordance with clause 12 (c),(d) and (e), and his former term would not be counted towards his new term on the new position on the Executive Committee, and he may serve his new term of four (4) years from the date of election, and eligible for re-election pursuant to clause 12(f).
 - (iii) For the avoidance of doubt, clause 12 (f)(i) and (ii) does not apply to IOC member(s) that are ex officio members and residing in Papua New Guinea.
- (g) At the first election after the adoption of these Rules, the Senior Vice President, Male Vice President and Female Vice President shall be elected for a term of two (2) years from the date of election. The nominees thereafter elected to fill the positions of Senior Vice President, Male Vice President and Female Vice President will serve terms of four (4) years.
- (h) Certified copies of the minutes of meetings at which elections have taken place, certified by the President and the Secretary General, shall be sent to the IOC.
- (i) Without limitation the Executive Committee shall be responsible for:
- (i) the keeping of proper audited books or account;
 - (ii) the employment and dismissal of staff;
 - (iii) the preparation of annual reports and financial statements for presentation to the Annual General Assembly;
 - (iv) determining rules and procedures for General Meetings and Executive Committee Meetings as it see fit.

13 Secretary General and Secretariat

- (a) The Executive Committee shall appoint the Secretary General and a full-time secretariat, to be headed by the Secretary General, on terms and conditions to be determined by the Executive Committee.

- (b) The Secretary General shall be the full-time chief executive officer of PNGOC and shall perform the duties assigned by the Executive Committee, which shall include custody of the books and records of the PNGOC.

14 Casual Vacancies in the Executive Committee

A casual vacancy occurs if the incumbent:

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the President is resigning, to the Senior Vice-President;
- (c) is permanently incapacitated by mental or physical ill-health; and
- (d) is absent from more than:
 - (i) three consecutive meetings of the Executive Committee; or
 - (ii) three meetings of the Executive in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings.
- (e) A casual vacancy may be temporarily filled by an appointment by the Executive Committee, and shall be filled by election at the next Annual General Assembly of a new member for the remainder of the term.

15 Proceedings of the Executive Committee

- (a) The Executive Committee shall meet together for the dispatch of business from time to time as they think fit, but not less than six (6) times in a Financial Year. The President may at any time, and on the request of a Director, the Secretary General shall, convene a meeting of the Executive Committee.
- (b) Every Director has one vote.
- (c) Reasonable notice must be given to every Director of the place, date and hour of every meeting of the Executive. Where any Director is for the time being outside of Papua New Guinea, notice need only be given to that Director if contact details have been given.
- (d) A question arising at a meeting of the Executive Committee shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the meeting of the Executive shall have a casting vote in addition to his or her vote.

- (e) A quorum for a meeting of the Executive Committee shall be four.
- (f) No business may be transacted at a meeting of the Executive Committee where a quorum is not present.
- (g) Subject to these Rules, the procedure to be followed at a meeting of the Executive Committee shall be determined by the Directors present at the meeting of the Executive.
- (h) A resolution of the Directors is passed where it is agreed by all the Directors present without dissent or where a majority of the votes cast on it are in favour of it.
- (i) The Directors shall ensure that minutes are kept of all proceedings at meetings of the Executive.
- (j) A resolution in writing, signed or assented to by all Directors then entitled to receive notice of a meeting of the Executive Committee, is as valid and effective as if it had been passed at a meeting of the Executive duly convened and held.
- (k) Any such resolution may consist of several documents (including a document sent or received by facsimile machine, telex, computer or other electronic device that provides that document, or a copy of that document, to a person in a permanent form or image, including an electronic or magnetic form or image) in like form each signed or assented to by one or more Directors.
- (l) A copy of any such resolution shall be entered in the minute book of Directors proceedings.
- (m) Minutes of Executive Committee Meetings shall be made available to Members upon written request to the Secretary General. Confidential matters may only be released by resolution of the Executive Committee.

16 Sources of Funds

The sources of funds of PNGOC shall be:

- (a) membership and affiliation fees;
- (b) sponsorship;
- (c) Government grants;
- (d) Olympic Solidarity grants; and
- (e) other sources the Executive Committee deems appropriate.

17 Bank Accounts

The bank accounts of the PNGOC may be operated by any two signatories authorised by the Executive Committee. The authorised signatories may be changed by the Executive Committee from time to time as it sees fit.

18 Meetings of PNGOC

18.1 Annual General Assembly

- (a) The Annual General Assembly shall be held once in each calendar year and not later than six (6) months after the end of the previous financial year. At least thirty (30) days' notice of the date and place of the meeting shall be sent by post or email to each Member and Affiliate and advertised in such newspaper publications and other media as the Executive Committee sees fit.
- (b) The ordinary business to be transacted at an Annual General Assembly shall consist of:
 - (i) consideration and adoption of the minutes of the previous meeting;
 - (ii) consideration and adoption of the annual report and duly audited financial statements, distributed at least 14 days prior to Annual General Assembly;
 - (iii) appointment of an independent auditor (in accordance with Article 33); and
 - (iv) such other business as may be brought forward by Members or the Executive Committee.

18.2 Special General Meeting

- (a) A Special General Meeting may be called by the Executive Committee at any time.
- (b) A Special General Meeting shall:
 - (i) be convened no later than fourteen (14) days after receipt of a requisition signed by the Secretaries of not less than one third of Members, stating the reasons for which a Special General Meeting is desired; and
 - (ii) notice of the meeting stating the business proposed to be transacted shall be posted, delivered or emailed to each Member, Affiliate, Life Member and IOC Member at least seventy two (72)

hours before the time appointed for holding the meeting, or at least 21 days' notice where the business includes a Special Resolution.

19 Quorum

- (a) One third of Members of good financial standing present by authorised representative or by proxy constitutes a quorum.
- (b) Should the numbers required for any General Meeting not be present after thirty (30) minutes, the Chairman shall call for a vote from those Members present to accept the numbers present as constituting a quorum.

20 Place of Meetings

Subject to this Rule, General Meetings shall be held on such days and at such times and places in the National Capital District, Papua New Guinea, as the Executive Committee shall appoint.

21 Voting

- (a) Subject to (b) and (c), all Members, Life Members and IOC Members have one (1) vote.
- (b) Each Olympic Member has two (2) votes.
- (c) Each Athletes Commission representative on the Executive Committee has one (1) vote.
- (d) The Chairman shall have a casting vote in the event of an equality of votes.
- (e) A resolution put to the vote shall be decided by show of voting cards, unless a motion in favour of a ballot is proposed, seconded and carried.
- (f) A Member shall not vote in matters concerning international competitions in which its sport is not included in the programme of events.
- (g) A Member is not eligible to vote if its membership fee (if applicable) is unpaid.

22 Ordinary and Special Resolutions

- (a) Unless otherwise provided by these Rules, decisions shall be made by Ordinary Resolution.
- (b) Unless a poll is demanded, a declaration by the chairman that an Ordinary Resolution or a Special Resolution has been carried is conclusive evidence of that fact.

- (c) Notice of the passing of a Special Resolution must be lodged by the public officer with the Registrar, as prescribed, within a period of one month after the passing of the resolution, and thereupon the resolution shall be registered by the Registrar and, until registered, does not take effect

23 Minutes of meetings

- (a) The Secretary General shall cause proper minutes of all general meetings and meetings of the Executive Committee to be taken and entered within 30 days in a minute book kept for that purpose.
- (b) The chairperson of the meeting or next succeeding meeting shall ensure that the minutes taken under sub-rule (a) are checked and signed as correct.
- (c) When minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that:
 - (i) the meeting to which they relate was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the meeting did in fact take place; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

24 Representatives of Members

- (a) A Member may appoint in writing a natural person to represent it at a particular General Meeting or at all General Meetings.
- (b) An appointment made under sub-rule (a) shall be made in writing by the president of the Member or other authorised person and lodged with the Secretary General.
- (c) The authorised representative and one other delegate of the Member shall be entitled to attend General Meetings.
- (d) A person appointed under sub-rule (b) to represent a Member shall be deemed to be the Member's representative until that appointment is revoked by the Member or, in the case of an appointment in respect of a particular General Meeting, the conclusion of that General Meeting.

25 Proxies

A Member may appoint in writing a Life Member, IOC Member or the Chairman of the meeting to be the proxy of the Member and to attend, and vote on behalf of the Member at any General Meeting.

26 Patron and Vice Patron

- (a) A Patron and Vice-Patron may be elected at an Annual General Assembly.
- (b) The Patron and Vice-Patron shall be invited to the Annual General Assemblies but shall not have a right to vote.

27 Amendment of Rules

- (a) These Rules may be amended by Special Resolution at an Annual General Assembly or Special General Meeting in accordance with Section 22 of the Act.
- (b) A notice of the proposed amendment shall be submitted in writing to the Secretary General not less than sixty (60) days prior to the proposed date of the Annual General Assembly or Special General Meeting.
- (c) The Secretary General shall distribute the notice of the proposed alterations to Members without delay, and in any event not less than thirty (30) days prior to the proposed date of the Annual General Assembly or Special General Meeting.
- (d) The Rules and any amendments to the Rules shall be submitted to the IOC for approval in accordance with the IOC Charter.

28 Procedures and By-Laws

The Executive Committee may:

- (a) make, adopt, repeal and amend codes of conduct, procedures, regulations and by-laws; and;
 - (b) establish such bodies, committees and sub-committees,
- as it sees fit for the conduct of the affairs of the Executive Committee and the PNGOC.

29 Common Seal of PNGOC

- (a) The PNGOC shall have a common seal on which its corporate name shall appear in legible characters.

- (b) The common seal of the PNGOC shall not be used without the express authority of the Directors and every use of that common seal shall be recorded in the minute book.
- (c) The affixing of the common seal of the Association shall be witnessed by any two of the President, Senior Vice President, Treasurer and Secretary General.
- (d) The common seal shall be kept in the custody of the Secretary General or of such other person as the Directors from time to time decide.

30 Public Officer

The Executive Committee shall appoint the Secretary General to be the Public Officer in accordance with Section 13(1) of the Act.

31 Indemnity

The PNGOC shall indemnify out of its assets any member of the Executive Committee who incurs any costs in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted in respect of any allegation of negligence, default or breach of duty in connection with his responsibilities as an officer holder of the PNGOC.

32 D & O Insurance

The Executive Committee is authorised to procure directors and officers insurance cover for the benefit of members of the Executive Committee and the Secretary General in the performance of their duties.

33 Audit and Accounts

The financial affairs of the PNGOC shall be audited in accordance with the Act at least once in every 12 months by the auditor appointed by the Annual General Assembly.

34 Powers and duties of the auditor

The auditor shall:

- (a) certify to the correctness of the financial statements or the profit and loss account;
- (b) have free access to all books and records of the PNGOC;
- (c) inspect and audit the accounts and records of the financial transactions and draw the attention of the Directors to any irregularities;

- (d) state in his or her report in his or her opinion whether:
 - (i) the financial statements or the profit and loss account are properly drawn up so as to give a fair view of the PNGOC's financial affairs;
 - (ii) that the books of accounts and records examined by him or her have been properly kept; and
 - (iii) that he or she has obtained all the information and explanations her or she required.

The auditor may be removed from office by a Special Resolution of the PNGOC at a General Meeting or at the expiration of his or her tenure of office.

35 Emblem

The emblem (including the Olympic rings) adopted by PNGOC for use in relation to its activities, including the Olympic games, is subject to the approval of the IOC.

36 Disputes Resolution

- (a) Any disputes relating to decisions by semi-autonomous bodies established by PNGOC (including without limitation the Justification Committee and the PNG Anti-doping Agency) shall be resolved by referral to the PNG Sports Disputes Tribunal.
- (b) An exclusive right of appeal from the PNG Sports Disputes Tribunal shall lie to the Court of Arbitration for Sport in Lausanne, Switzerland, within 21 days, in accordance with the Code of Sports Related Arbitration

37 Winding Up

- (a) The PNGOC may be wound up by Special Resolution passed at a Special General Meeting convened for that purpose with three (3) months' notice in writing.
- (b) In the event of winding up , any surplus monies after payment of all expenses or liabilities of the PNGOC shall be paid to a similar institution approved by Special Resolution, subject to prior consultation and co-ordination with the IOC.

37.2 Transitional

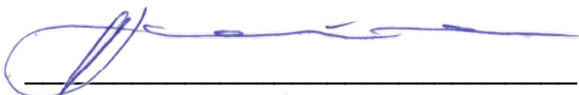
- (a) These Rules shall come into effect on the later of:
 - (i) their adoption by Special Resolution;

- (ii) their approval by the IOC, and
 - (iii) their acceptance and registration by the Investment Promotion Authority.
- (b) An incorporated member of PNGOC and all Life Members immediately prior to the adoption of these Rules shall be deemed to be Members and Life Members under these Rules.
 - (c) Members of the Executive Committee immediately prior to the adoption of these Rules shall be deemed to have continuously occupied the corresponding positions under these Rules.
 - (d) An unincorporated association that was a member of PNGOC immediately prior to the adoption of these Rules shall have a period of 18 months to incorporate. During that period it shall be deemed to be a Member. Upon submission of a conforming certificate of incorporation, rules and list of members to the Secretary General, the association shall be deemed to be a Member under these Rules, whose membership is continuous with that of the former unincorporated association.

38 Performance Reserve

- (a) There is established or to be established a performance reserve purposely to deal with capital funds of K10million belonging to PNGOC. These funds shall be invested by PNGOC to ensure maximum cash returns on an annual basis at a risk level set by the Executive Committee. All annual returns from the initial investment of the K10million shall be used wholly and specifically for the Team PNG Performance budget and Member Federation administrative support.
- (b) Any amendments to the performance reserve structure or uses of its returns will require a vote by special majority of the members present and voting at an Annual General Assembly or a Special General Meeting.

Amended 24th June 2023, Port Moresby



President



Secretary General