

CONSTITUTION

FENCING FEDERATION OF PAPUA NEW GUINEA (FPNG)

1. NAME

The name of the association is the Fencing Federation of Papua New Guinea herein referred to as FPNG

2. DEFINITIONS

- 2.1. **Act** means the *Associations Incorporation Act*, Chapter No 142, as amended from time to time.
- 2.2. **Associations** means those organisations formed to manage and promote the sport of Fencing in the Regions
- 2.3. **Board** means the Board of FPNG established by section 5.2 of this Constitution
- 2.4. **Board Members** means the individuals who are elected and who comprise the Board.
- 2.5. **Committees** means the committees established pursuant to section 11 herein
- 2.6. **Fencing Papua New Guinea Inc.** means the Fencing Federation of Papua New Guinea Inc. *[#incorporation number#]* incorporated under the Act, hereinafter referred to as **FPNG**.
- 2.7. **FIE** means the *Fédération Internationale d'Escrime (International Fencing Federation)*.
- 2.8. **Member** means an Association admitted to membership of FPNG.
- 2.9. **Oceania Fencing Confederation Limited** means the controlling **FIE** body of the Oceania Zone.
- 2.10. **Ordinary Resolution** means a resolution that requires the support of at least 51% of the Members present, who are eligible to vote and voting.
- 2.11. **Patron** means the patron of **FPNG** appointed by its members pursuant to section 5.7, from time to time.
- 2.12. **PNG Athletes Commission** means the Papua New Guinea Athletes Commission, a sub-committee of that name established by the PNG Olympic Committee.
- 2.13. **PNG Olympic Committee** means the Papua New Guinea Olympic Committee, an association incorporated under the *Associations Incorporation Act*.
- 2.14. **Region** means Momase region, New Guinea Islands region, Highlands region and Southern region of Papua New Guinea and **Regions** means all or some of them, as the context requires.
- 2.15. **Registrar** is defined in the Act.
- 2.16. **Secretary** means the person elected to that role in accordance with section 7.1.

- 2.17. **Special Resolution** means a resolution that requires the support of at least 75% of the Members present, who are eligible to vote and voting.

3. INTERPRETATION

- 3.1 The specification of the Purposes in **Rule 2** are not in any particular order and are not to be construed so as to lead to the construction that any purpose is more important than any other purpose nor than any purpose which is specified in detail is more important than any purpose which has not been specified in detail, and no particular purpose will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.
- 3.2 In the case of disagreement in the interpretation of the Rules or the Statutes of the FIE and this Constitution of FPNG, those of the FIE shall apply.

4. OBJECTS

The objects of FPNG are:-

- 4.1. To promote and control the sport of **fencing** in Papua New Guinea as played under **FIE** Rules.
- 4.2. To arrange, manage and control all international and national **Fencing** competitions and tournaments held in Papua New Guinea.
- 4.3. To arrange, manage and control teams to represent Papua New Guinea in international **fencing** competitions and tournaments in accordance with the rules of Fencing prescribed by the FIE.
- 4.4. To co-operate with other authorities and sporting bodies, in Papua New Guinea and in other countries, to promote sport and fencing in particular.
- 4.5. To operate in co-operation with and consistent with the requirements of **FIE, Oceania Fencing Confederation**, the Papua New Guinea Olympic Committee and the World Anti-Doping Authority.
- 4.6. To promote clean sport and to ensure that anti-doping measures and sanctions are upheld.
- 4.7. To ensure that the principle of non-discrimination on the grounds of race, sex, ethnicity, religion, political opinions, family status or other, is respected.
- 4.8. To ensure sporting contests are conducted in the spirit of fair play and in accordance with the rules of the sport and the laws of the land.
- 4.9. To establish rules and appropriate measures to protect the health and wellbeing of athletes and to prevent abuse of whatsoever nature.
- 4.10. To do all things as are incidental or conducive to the attainment of the above objects or any of them.

5. POWERS

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

- (a) **FPNG has**, in the exercise of its affairs, all the powers of an individual; and
- (b) **FPNG** 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.

6. MEMBERSHIP

6.1 Membership of **FPNG** shall be as follows: -

- (a) Duly affiliated Fencing Associations within Papua New Guinea.
- (b) Life members, being persons, whose membership is approved by Special Resolution for exceptional service to **FPNG**, however, only one life member can be approved in any one calendar year.

6.2 Qualifications for Members

- (a) An Association is eligible to be admitted and remain as a member provided that, by 31 March of each calendar year, it provides sufficient evidence to **FPNG** that it:
 - (i) is engaged in substantial fencing activity;
 - (ii) is conducting its activities in compliance with its own constitution, this Constitution, PNGOC, OFC, IOC and **FIE** requirements; and
 - (iii) provides the information prescribed in section 4.2(b)(i) to (v) below.
- (b) An Association wishing to become a member shall apply to the Secretary in writing in the prescribed form, signed by an authorised officer of the association, accompanied by:
 - (i) a list of its members,
 - (ii) names and addresses of its office bearers
 - (iii) a copy of the minutes of meeting at which office bearers were appointed;
 - (iv) a copy of its constitution; and
 - (v) the prescribed fee.

The application will be reviewed by the Board and, if it meets the requirements of this Constitution, shall be approved.

- (c) The Secretary shall maintain a register of Members, Life Members and their financial standing.
- (d) The Secretary shall delete from the register the name of the association or person that ceases to be a Member or Life Member.

6.3 Membership Fee

- (a) The annual fee for Members shall be determined from time to time by the Board. Unless otherwise determined by the Board, the fee shall be paid annually on or before the 31st day of March of the calendar year in question, to **FPNG**.
- (b) Life Members shall not be required to pay a membership fee.

6.4 Suspension, Expulsion or Cessation of Membership

6.4.1 Suspension

- (a) If a Member fails to observe or ceases to comply with this Constitution, it may be suspended for as long as the Board sees fit, or expelled in accordance with this Section. Before making a decision to suspend, the Board must give a written warning and afford an opportunity for written or oral submissions to be made by the Member.
- (b) A member may be suspended if:
 - (i) It fails to comply with its own constitution;
 - (ii) Its affairs or internal governance are conducted in a manner that is disorderly or likely to damage the reputation and standing of **FPNG** or the sport of fencing;
 - (iii) It fails to pay any fee or other payment to FPNG when due.
- (c) Where a Member is suspended: -
 - (i) none of its athletes or officials are eligible for selection for representative duties nor may they participate in any form of training or other activity run by or under the auspices of **FPNG**;
 - (ii) it may attend General Meetings, however, may not vote or participate in any manner except as an observer.

6.4.2 Expulsion

- (a) A Member may be expelled where:
 - (i) It fails to pay any fee or other payment to **FPNG** after being suspended and afforded the opportunity in section 6.4.1(a) should payment not be made within 3 months of the date the payment falls due.
 - (ii) It fails to comply with:
 - (A) a reasonable decision of the Board;

(B) this Constitution; or

(C) any other policies, regulations or by-Laws.

- (b) A Member that is expelled immediately loses all rights, benefits and privileges pertaining to membership including, but not limited to, immediate loss of voting rights and attendance at any General Meeting.
- (c) If the Board considers that a Member should be expelled, the Secretary shall notify, in writing, that Member:
 - (i) of the proposed expulsion and time, date and place of meeting of the Board at which the question will be decided; and
 - (ii) particular of the grounds for expulsion,not less than seven (7) days before the date of the meeting of the Board.
- (d) At the meeting, the Board may, having afforded the Member a reasonable opportunity to be heard, or to make representation in writing, expel or decline to expel the Member and shall, immediately communicate that decision in writing to the Member.

6.4.3 Cessation of Membership

- (a) A Member ceases as a Member by:
 - (i) resignation, received in writing, by the Secretary;
 - (ii) it ceases to be a properly constituted body;
 - (iii) if it is a person, by death or insanity; or
 - (iv) if it is a body corporate, being dissolved or otherwise ceasing to exist.
 - (v) If it is expelled in accordance with this Constitution.

6.4.4 Cessation of Life Membership

- (a) A Life Member immediately ceases as a Life Member by:
 - (i) resignation submitted to the President;
 - (ii) by death or becoming of unsound mind;
 - (iii) by decision of Board (or other committee established to oversee such matters), for conducting his or her affairs in a manner that is disorderly or likely to damage the reputation and standing of **FPNG** or the sport of fencing or breach of policies, rules, regulations or by-laws.

- 6.4.5 Suspension, expulsion or cessation of membership does not release a Member or a Life Member from any obligation to pay any amounts owing to **FPNG**.

7. RIGHTS AND DUTIES OF MEMBERS

7.1 Members acknowledge and agree that:

- (a) these Rules constitute a contract between each of them and FPNG and that they are bound by the Act, Rules and Regulations;
- (b) they shall comply with and observe these Rules, the Regulations and any policy, determination or resolution which may be made or passed by the Board or any duly authorised committee;
- (c) by submitting to the Act and these Rules and the Regulations they are subject to the jurisdiction of FPNG;
- (d) the Rules and Regulations are necessary and reasonable for promoting the purposes of FPNG; and
- (e) they are entitled to all benefits, advantages, privileges and services of membership.

7.2 Members have the following privileges by virtue of membership of FPNG

- (a) to express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with these Rules;
- (b) to make proposals or submissions to the Board;
- (c) to engage and participate in any activity approved, sponsored or recognised by FPNG; and
- (d) to conduct any activity approved by FPNG.

7.3 A right, privilege or obligation of a person by reason of their membership of FPNG:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

8. OFFICE BEARERS

8.1 There shall be the following office bearers: -

- (a) The President;
- (b) The Vice-President;

- (c) The Secretary;
 - (d) The Treasurer, who must at the date of the 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 or Certified Practising Accountants of PNG; and
 - (e) One ordinary member.
- 8.2 All office bearers referred to in Section 5.1 shall constitute the Board.
- 8.3 At the first election after:
- (a) the adoption of this Constitution; or
 - (b) where the Board is removed in its entirety,
 - (i) the President and Secretary shall be elected for a term of 4 years from the date of election;
 - (ii) the Vice President, the Treasurer and the ordinary member shall be elected for a term of two (2) years from the date of the election.
 - (c) And thereafter each office bearer will be subject to terms as set out in section 8 herein.
- 8.4 At least 30% of the office bearers must be female.
- 8.5 An office bearer may not be a member of the Board for more than twelve (12) aggregate years, including any period during which the office bearer was appointed as a temporary office bearer pursuant to section 9.4.
- 8.6 A Patron may be elected at an Annual General Assembly. A Patron shall be invited to a General Assembly but does not have the right to vote.
- 8.7 One male and one female athlete representative will be appointed by the Board for each Region during the Pacific Games and will hold term until the next Pacific Games. The athlete representatives are not members of the Board but have direct access to the Board, the Chief Executive Officer and the PNG Athletes Commission, at all times. The athlete representatives represent all athletes and can elevate issues relating to athlete welfare and other related concerns to the Board at any time. An athlete representative cannot hold office for a term more than eight cumulative years.
- 8.8 The Patron and athlete representatives cannot be office bearers and have no right to vote at meetings of FPNG.

9 TERM OF OFFICE BEARERS

- 9.1 Subject to section 5.3, all office bearers on the Board shall hold their positions for a term of four (4) years commencing at the Annual General Meeting at which they were elected. Subject to section 5.5, retiring members are eligible for re-election to any position on the Board.
- 9.2 Any or all officer bearers may be removed by Ordinary Resolution at a General Meeting.
- 9.3 Casual Vacancies

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 Vice President;
- (c) is permanently incapacitated by mental or physical ill-health; or
- (d) does not attend meetings of the Board for more than three consecutive months without any good reason and without leave of the Board:

9.4 A casual vacancy may be temporarily filled by an appointment by the Board, and shall be filled by election at the next Annual General Meeting of a new office bearer for the remainder of the term.

10. ELECTION OF OFFICE BEARERS

10.1 All office bearers shall be elected at an Annual General Meeting by an Ordinary Resolution of those present, entitled to vote and voting.

10.2 A candidate for election shall be proposed by a Member and the prescribed nomination form, signed by the candidate, must be submitted to the Secretary at least seven (7) days before the relevant Annual General Meeting.

10.3 An independent person appointed by the Board prior to the meeting, shall preside over the meeting for the election of the President and upon election of the President shall vacate the chair in favour of the President who will then preside over the balance of the meeting.

11 POWERS AND DUTIES OF THE BOARD

11.1 Subject to the Act and this Constitution, the Board will manage and control the affairs of **FPNG** and is responsible for:

- (a) the governance, stewardship of, and overall policy formulation for, fencing and the management of the affairs of **FPNG**;
- (b) The keeping of proper audited books and accounts;
- (c) The employment and dismissal of employees;
- (d) The preparation of annual reports and financial statements for presentation to the Annual General Assembly; and
- (e) Determining rules and procedures for General Meetings and Board meetings as it sees fit.

11.2 Powers

Subject to the Act and this Constitution, the Board has the following powers to:

- (a) exercise any or all of the powers of **FPNG** other than those required to be exercised by the voting Members at an Annual General Meeting;

- (b) delegate any of its powers to such person or persons as the Board may determine from time to time;
- (c) appoint sub-committees of the Board, and to delegate any of its powers to any such sub-committee. The Board will determine the composition, powers, functions and procedures of a sub-committee;
- (d) make, repeal and amend rules, regulations, policies and procedures as it sees fit, provided that such rules, regulations, policies and procedures are not inconsistent with the Act and this Constitution;
- (e) discipline Members in accordance with this Constitution and any applicable rule, regulation, policy and procedure. The Board may delegate this power to a sub-committee, officers, employees or other individuals such as the CEO or a judicial or disciplinary committee;
- (f) appoint or approve the appointment of selectors, coaches, managers and other officials of **fencing** teams (whether representative teams or otherwise) and to remove, replace or otherwise discipline such selectors, coaches, managers and officials;
- (g) furnish rulings upon the official rules of fencing when requested to do so by a Member, provided that this is permitted by **FIE**; and
- (h) do all such other things as are necessary and conducive to the attainment of the Objects set out in section 2.

11.3 Duties

Each office bearer must: -

- (a) at all times, act in good faith and in the best interests of **FPNG**;
- (b) exercise the powers of the Board for proper purposes;
- (c) act, and ensure **FPNG** acts, in accordance with this Constitution, the Act and **FPNG** 's policies, rules and regulations; and
- (d) exercise the care, diligence and skill that a reasonable office bearer would exercise in the same circumstances.

12. PROCEEDINGS OF THE BOARD

- (a) The Board 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 another office bearer, cause the Secretary to convene a meeting of the Board.
- (b) Every office bearer has one vote. A question arising at a meeting of the Board shall be decided by a majority of votes. In the event of a tie, the person presiding over the meeting has a casting vote.
- (c) The President, or in his/her absence the Vice President shall chair all meetings of the Board.

- (d) The Secretary must give reasonable written notice to all office bearers of the place, date and hour of every meeting of the Board.
- (e) A quorum for a meeting shall be four persons of whom one must be the Chief Executive Officer where one has been appointed.
- (f) No business may be transacted at a meeting of the Board where a quorum is not present.
- (g) Subject to this Constitution, the procedure to be followed at a meeting of the Board shall be determined by the office bearers present at that meeting.
- (h) The Secretary shall ensure that minutes are kept of all the proceedings of the Board.
- (i) A resolution in writing, signed or assented to, by all office bearers entitled to receive notice of a meeting of the Board, is as valid and effective as if it had been passed at a meeting of the Executive duly convened and held. Any such resolution may consist of several documents (including a document sent or received by facsimile, 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 signed or assented to by one of more officer bearers.
- (j) A copy of such resolution referred to in section 12(i), shall be entered into the minute book of the Board's proceedings.
- (k) An office bearer must immediately disclose any real or potential conflict of interest to all other officer bearers. Proper disclosure requires the nature of the real or potential conflict and any benefit material other otherwise, that the disclosing office bearer may have.

13. GENERAL MEETINGS

13.1 Annual General Meeting

The Annual General Meeting shall be held once in every calendar year and no later than six (6) months after the end of the financial year. At least thirty (30) days written notice of meeting stating the date, place, time and agenda, shall be sent to each Member, Life Member, office bearer and Patron (if any) by post, text message, email or other electronic form that provides that document or a copy of that document to a person in a permanent form or image. The notice will be sent to the last known address of each Member, Life Member, office bearer, athlete representative and Patron (if any). The notice of meeting must also be advertised in such newspaper publications and other media as the Board sees fit.

13.2 The ordinary business to be transacted at an Annual General Meeting shall consist of:

- (a) Consideration and adoption of the minutes of the previous meeting;
- (b) Consideration and adoption of the annual report and duly audited financial statements, distributed at least fourteen (14) days prior to the Annual General Meeting;
- (c) Appointment of an independent auditor;

- (d) Subject to section 8, election of office bearers; and
- (e) Any other business.

13.3 Special General Meeting: -

- (a) The Secretary shall at the request of the Executive or at the written request signed by each of the President and the Secretary of at least two thirds (2/3) of the Members call a Special General Meeting.
- (b) A Special General Meeting shall:
 - (i) Be convened no later than fourteen (14) days after receipt of a duly signed request under section 11.3(a), stating the reasons for which a Special General Meeting is desired; and
 - (ii) Notice of the meeting stating the business that is proposed to be transacted shall be posted, delivered or emailed to each Member, Life Member, office bearer, athlete representative and Patron (if any), at least seventy two (72) hours before the time appointed for holding the meeting, or at least twenty one (21) days' notice where the business includes a Special Resolution.

13.4 Place of Meetings

General Meetings shall be held on such days and at such times and places as the Board determine from time to time.

13.5 Quorum

A quorum for a General Meeting shall be a majority of Members of good financial standing and in compliance with the requirements of section 13.9 present by authorised representative or by proxy.

13.6 Voting

- (a) Unless otherwise provided in this Constitution, decisions shall be made by Ordinary Resolution.
- (b) All Members have one vote.
- (c) A Member is not eligible to vote if it has been suspended or has not paid its membership fee in full.
- (d) The chairman of the meeting does not have a casting vote.
- (e) Life members, athlete representatives and the Patron, if any, do not have the right to vote.

13.7 Minutes of Meetings

- (a) The Secretary shall cause proper minutes of all General Meetings to be taken and a draft copy circulated to all Members, Life members, the athlete representative and the Patron, if any, within thirty (30) days of each General Meeting and enter a copy into the minute book.

- (b) The chairperson of the meeting or next succeeding meeting shall ensure that the minutes taken are checked and signed as correct.
- (c) Where minutes have been signed as correct and entered into the minute book, they shall (unless the contrary is proved), provide 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 and elections purported to have been made at the meeting which have been validly made.

13.8 Representatives of Members

- (a) A Member may appoint in writing, using the prescribed form that is lodged with the Secretary at least seven (7) days before the General meeting in question, a natural person to represent it at a General Meeting.
- (b) The authorised representative and one other delegate shall be entitled to attend General Meetings.
- (c) A person appointed under section 13.8(b) 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.

13.9 Proxies

- (a) A Member may appoint in writing, using the prescribed form lodged with the Secretary at least seven (7) days before the General Meeting concerned: -
 - (i) a Life Member;
 - (ii) the authorised representative of another Member; or
 - (iv) 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.
- (b) The proxy and one other delegate shall be entitled to attend the General Meeting on behalf of the Member.
- (c) A person appointed under section 13.9(a) shall be deemed to be the Member's proxy 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.

14. COMMITTEES

- (a) The Board Members may delegate any of their powers to a committee or committees consisting of such number of them or other persons as the Directors may determine. A committee may consist of one or more persons.

The President shall be an ex officio member of every committee.

- (b) A committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Board Members. A power so exercised shall be taken to have been exercised by the Board Members.
- (c) The number of members present at a meeting of a committee which is necessary to constitute a quorum is the number determined by the Board Members.
and, if not so determined, is two (2). The quorum need only be present at the time when the meeting proceeds to business. Meetings of committees may be held by using any technology which this Constitution permits a meeting of Board Members.
to be held by, as set out in clause 15.
- (d) Minutes of all the proceedings and decisions of every committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board Members.
are required by the Law to be made, entered and signed.

15. MEETINGS BY TECHNOLOGY

- (a) Each Board Member consents to the use of the following technology for calling and holding of any Board meeting:
 - (i) telecommunication;
 - (ii) electronic mail
 - (iii) videoconferencing and similar technologies
 - (iv) any other technology which permits each Board Member to communicate with every other Board Member;
 - (v) any combination of the above technologies.
- (b) Where the Board Members are not all in attendance at one place and are holding a meeting using technology and Board Members can communicate with the other Directors and other Board Members:
 - (i) the participating Board Member shall, for the purpose of every provision of this Constitution concerning meetings of the Board, be taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) all proceedings of those Board Members conducted in that manner shall be as valid and effective as if conducted at a meeting at which all of them were present.

16. AUDIT AND ACCOUNTS

- 16.1 The financial affairs of **FPNG** shall be audited in accordance with the Act at least once in every financial year by the auditor appointed at the Annual General Meeting.
- 16.2 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 **FPNG**;
- (c) inspect and audit the accounts and records of the financial transactions and draw attention of the office bearers to any irregularity;
- (d) state in his report, his opinion whether:
 - (i) the financial statements or the profit and loss account are properly drawn up so as to give a fair view of **FPNG's** financial affairs;
 - (ii) that the books of accounts and records examined by him have been properly kept; and
 - (iii) that he has obtained all the information and explanations that he required.

16.3 The auditor may be removed from office by Special Resolution of **FPNG** at a General Meeting or at the expiration of his term.

17. GRIEVANCE & DISCIPLINE PROCEDURES

17.1 Breach of Discipline by Member

A Member shall not:

- (a) breach, fail, refuse or neglect to comply with a provision of these Rules, the Regulations or any policy, resolution or determination of the Board;
- (b) act in a manner unbecoming of a Member or prejudicial to the purposes and interests of FPNG or sport generally; or
- (c) bring FPNG or sport generally into disrepute.

17.2 Report of Disciplinary Matter

- (a) Any Member, Director, official or other interested person (in this Rule, "complainant") may give written notice of a complaint relating to the conduct or otherwise of a Member to the Secretary.
- (b) The Secretary shall as soon as practicable, but within seven (7) days, forward written details of the complaint to at least one (1) member of the Disciplinary Committee.

17.3 Consideration of Matter

- (a) The Disciplinary Committee shall, as soon as practicable after receiving a notice under clause 17.2(b) investigate and consider the matter, and shall within 14 days of receiving such notice, determine whether:

- (i) the matter should be dismissed, because, in its determination, there has been no relevant breach of discipline in accordance with clause 17.1; or
 - (ii) the matter warrants further review and determination in accordance with the principles of natural justice (in this Rule "preliminary determination").
- (b) If the Disciplinary Committee determines the complaint should be dismissed under clause 17.3(a)(i), it shall, as soon as practicable, give written notice to the complainant of its determination. There is no appeal against a decision made under clause 17.3(a)(i).
- (c) If the Disciplinary Committee determines the matter warrants further review under clause 17.3.i(a)(ii), it shall, as soon as practicable, serve a notice in writing on the Member:
1. setting out its preliminary determination, and including the grounds on which this preliminary determination has been reached;
 2. stating that the Member (personally or by its Delegate, or by its adult representative (not being legally trained or qualified)) may address the Disciplinary Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 3. stating the date, place and time of that meeting;
 4. informing the Member that they may do one (1) or more of the following:
 - (a) attend that meeting;
 - (b) give FPNG, before the date of that meeting a written statement setting out relevant information surrounding the complaint, and (if appropriate) seeking dismissal of the complaint; or
 - (c) (in the case of a person not being a Director) not less than seven (7) days after the date of the meeting, lodge with FPNG a notice to the effect that they wish to appeal to the Board.

17.4 Meeting of Disciplinary Committee

The Disciplinary Committee may conduct the meeting convened in accordance with clause 17.3(c) in such manner as it sees fit, but shall:

- (a) give to the Member every opportunity to be heard;

- (b) give due consideration to any written statement submitted by the Member;
- (c) allow the Member to have an adult representative, which representative shall not be legally trained or qualified; and
- (d) by resolution, determine whether to dismiss or uphold the complaint; and may request and/or require the complainant or any other witness to attend the meeting and/or provide (wherever possible, in writing) such evidence as is available.

17.5 Disciplinary Committee Resolution

The Disciplinary Committee, having had regard to any submission or evidence of the Member, may by resolution:

- (a) impose a warning;
- (b) reprimand the Member;
- (c) fine the Member;
- (d) direct that any rights, privileges and benefits provided to that Member by FPNG be suspended for a specified period and/or terminated;
- (e) suspend the Member from membership of FPNG for a specified period;
- (f) expel the Member from FPNG; and/or
- (g) impose any other such penalty as the Disciplinary Committee considers appropriate.

if the Disciplinary Committee considers that the Member has committed a breach of discipline contrary to clause 17.1 above.

17.6 Effect of Resolution

Where the Member exercises a right of appeal to the Board under clause 17.7, a resolution of the Disciplinary Committee under clause 17.5 does not take effect unless the Board confirms the resolution in accordance with this Rule.

17.7 Notice of Appeal to Board

Where FPNG receives a notice under this clause 17.7 indicating the Member wishes to appeal to the Board, the Board shall convene a meeting in accordance with these Rules, to be held within 28 days of the date on which FPNG received such notice.

17.8 Proceedings of Board Meeting

At a Board meeting convened under Section 17.7:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Disciplinary Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member personally, or by its Delegate, or through an adult representative (not being legally trained or qualified) shall be given every opportunity to be heard; and
- (d) the Board Members shall by Board Special Resolution determine whether the resolution should be confirmed, revoked or altered.

17.9 Decision of Board

At a Board meeting convened under Section 17.8 the Board Members may by Board Special Resolution confirm, revoke or alter the penalty imposed on the Member.

17.10 Decisions Binding

Decisions of the Board will be binding upon FPNG and the Member. There is no further right of appeal against a decision of the Board under Section 17.9.

17.11 Continuation of Rights

Until such time as the procedures set down under this clause 17 are exhausted and/or a final determination is made, the Members shall be entitled to exercise all the usual rights of membership under this constitution unless determined otherwise by the Board.

17.12 Bar to proceedings

Every Member acknowledges and agrees that this clause 17 may be pleaded as an absolute bar to proceedings, suit or action against FPNG, and agrees that they will not become a party to any suit, at law or equity, against FPNG, its Board Members and officers or any other person subject to this constitution, until all remedies allowed by this constitution have been exhausted, save with the written consent of FPNG.

18. GRIEVANCE PROCEDURE

18.1 Notice of Dispute

- (a) Any Member, Director, official or other interested person may give written notice of a dispute under this constitution (not being a disciplinary matter within the meaning of clause 17) between:

- (i) Members; or
 - (ii) A Member or Members and FPNG to the Secretary.
- (b) The Secretary shall as soon as practicable, but within 7 days, forward written details of the dispute to all parties to the dispute, requiring the parties to meet to discuss and attempt to resolve the dispute in good faith, within 14 days of the notice of dispute being forwarded to all parties or such other time as the parties agree.
- (c) If requested by one or more parties to the dispute the Secretary shall facilitate the arrangement of the meeting referred to in Section 18.1(b).

18.2 Dispute referred to mediation

If the parties are unable to resolve the dispute at the meeting referred to in Section 18.1(b), or if any party fails to attend that meeting, or the meeting does not occur, then, unless all parties agree to continue attempts to resolve the dispute in good faith, the parties shall proceed to mediate the dispute in accordance with this Section 18.

18.3 Appointment of Mediator

If the matter proceeds to mediation in accordance with clause 18.2, an independent mediator (who may be a Member or associated with a Member) shall be appointed to mediate the dispute within 14 days of the meeting (or the time for the meeting) referred to in clause 18.1(b) which mediator shall be:

- (a) a person having knowledge and expertise in relation to sport and the subject matter of the dispute; and
- (b) a person agreed by the parties, or
- (c) in the absence of agreement:
 - (i) in the case of a dispute between Members, a Director appointed by the Chair; or
 - (ii) in the case of a dispute between a Member and FPNG, a mediator appointed by an independent mediation service as is determined appropriate by the PNG National Olympic Committee.

18.4 Mediation Procedure

- (a) The mediation shall be administered by the mediator. In particular, the mediator shall have control of the timetable for the

undertaking of the mediation, but in any event the mediation shall be completed within 30 days of the appointment of the mediator.

- (b) The mediator shall conduct the mediation in accordance with current and established principles of mediation, but shall:
 - (i) give to the parties every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party;
 - (iii) allow each of the parties to appoint any person to act on their behalf in respect of the mediation; and
 - (iv) otherwise ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (c) The cost of the mediation shall be equally borne by the parties.
- (d) The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation. No determination of the dispute shall be made by the mediator.
- (e) If the dispute referred to mediation is not resolved, there shall be no further right of complaint or appeal under this constitution, but the parties may seek other means of resolving the dispute in accordance with the Act and otherwise at law.

19. INDEMNITY

FPNG shall indemnify out of its assets any officer bearer who incurs any costs in defending any proceedings, whether civil or criminal, in which judgement is given in 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 office bearer.

20. AMENDMENTS

- (a) This constitution may be replaced in its entirety or amended by Special Resolution at a General Meeting.
- (b) A notice of the proposed amendment shall be submitted in writing to the Secretary not less than sixty (60) days prior to the proposed date of the General Meeting.

- (c) The Secretary shall circulate the proposed amendments to all Members, Life Members and to all office bearers at least twenty-eight (28) days prior to the Annual General Meeting.
- (d) A copy of a duly accepted amendment shall be submitted to **FIE, Oceania Fencing Confederation Ltd**, Papua New Guinea Olympic Committee and the PNG Sports Foundation.

21. COMMON SEAL

- (a) **FPNG** may have a common seal on which its corporate name shall appear in legible characters.
- (b) The common seal shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the seal register by the Secretary.
- (c) The affixing of the common seal shall be witnessed by any two of the President, Vice President, Secretary, Treasurer and the ordinary Board member.
- (d) The common seal shall be kept in the custody of the Secretary.

22. PUBLIC OFFICER

The Secretary shall be the public officer in accordance with section 13(1) of the Act.

23. EMBLEMS AND LOGOS

The official emblems and logos of **FPNG** may not be used without the approval of **FPNG**.

24. WINDING UP

- (a) **FPNG** may be wound up by Special Resolution at a General Meeting.
- (b) In the event of winding up, any surplus monies after payment of all expenses or liabilities of **FPNG** shall not be paid to or distributed among the Members, but shall be paid to a similar institution approved by Special Resolution or transferred to the Papua New Guinea Olympic Committee.

25. DISPUTES RESOLUTION

- (a) Any disputes relating to decisions made by the **FPNG** Board or Grievance & Discipline Tribunal, shall be resolved by referral to the PNG Sports Disputes Tribunal.
- (b) An exclusive right of appeal from the PNG Sports Dispute Tribunal shall lie to the Court of Arbitration for Sport in Lausanne, Switzerland, within 21 days, in accordance with the Code of Sport Related Arbitration.

26. COMMENCEMENT

This Constitution will take effect in its entirety immediately upon being passed by Special Resolution at a General meeting and lodged under the Act with the Registrar.