



Reg. 6

A. 206

Form 3.

ASSOCIATION INCORPORATION ACT 1966


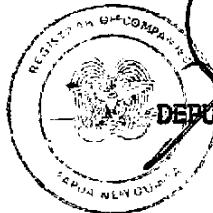
CERTIFICATE OF INCORPORATION OF AN ASSOCIATION

THIS IS TO CERTIFY THAT

PAPUA NEW GUINEA FOOTBALL (SOCCER) ASSOCIATION INC

in pursuance of Section 9 of the Association Incorporation Act 1966 has this day been incorporated under that Act.

GIVEN under my Hand and Seal this fourteenth day of November, 1980.


 DEPUTY REGISTRAR OF COMPANIES

"A"

PAPUA NEW GUINEA

Associations Incorporation Act 1966

APPLICATION FOR INCORPORATION OF AN ASSOCIATION

To the Registrar of Companies

I, LEONARD KEITH YOUNG, of P.O.Box 1959, Boroko,
HEREBY MAKE APPLICATION for the incorporation under the provisions
of the Associations Incorporation Act 1966 of

PAPUA NEW GUINEA FOOTBALL (SOGGER) ASSOCIATION

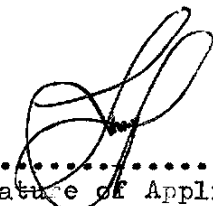
and in support of the application submit the following information:

1. The name of the Association is
PAPUA NEW GUINEA FOOTBALL (SOCCER) ASSOCIATION
2. The objects and purposes of the Association are to improve the physical, mental and social well being of citizens and other residents of Papua New Guinea through the encouragement promotion and development of the code of Association Football otherwise known as "soccer" throughout the country and the proper regulation of all activities associated with the playing of the code in conformity with the Statutes, Regulations and Stading Orders of the "Federation Internationale de Football Association", and for such other and related objects and purposes as are set out in the Constitution of the Association.
3. The Association is situated (or established) at Port Moresby (postal address P.O.Box 1716, Boroko).

DATED this

28th

day of October 1980



 (Signature of Applicant)

W. Challenge

PAPUA NEW GUINEA
Associations Incorporation Act 1966
NOTICE OF APPOINTMENT OF PUBLIC OFFICER

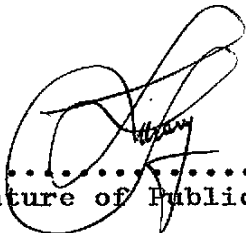
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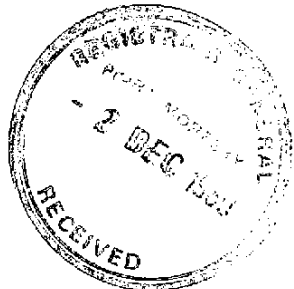
PAPUA NEW GUINEA FOOTBALL (SOCCER) ASSOCIATION INC.

To the Registrar of Companies

NOTICE IS HEREBY GIVEN that I, LEONARD KEITH YOUNG,
Barrister and Solicitor, of 13 Guitau Avenue (P.O.Box
1959) Boroko, was on the 14th day of November 1980, upon
incorporation of the Association, appointed Public Officer
of PAPUA NEW GUINEA FOOTBALL (SOCCER) ASSOCIATION INC.
for the purposes of the Associations Incorporation Act 1966.

DATED this 28th day of November 1980


.....
(Signature of Public Officer)



I, (a) Leonard Keith Young of P.O.Box 1959, Boroko, Barrister and Solicitor

do solemnly and sincerely declare that (b)

1. I am duly authorised by the Committee of the
PAPUA NEW GUINEA FOOTBALL (SOCCER) ASSOCIATION
to apply for the incorporation of the said Association.
2. On the 22nd day of September 1980 in the Papua New Guinea
Post Courier a notice was published of the intention of the
PAPUA NEW GUINEA FOOTBALL (SOCCER) ASSOCIATION
to apply for incorporation as an association.
3. That the particulars contained in the Application attached
as an annexure and marked with the letter "A" and signed
by me for the purposes of identification are true.



And I make this solemn declaration by virtue of the *Oaths, Affirmations and Statutory Declarations Ordinance 1962* conscientiously believing the statements contained therein to be true in every particular.

Declared at..... Port Moresby }
the..... 28th..... day of }
..... October....., 1980 }

(c).....
Before me.....
(d).....
(e) A Commissioner for Oaths

- (a) Here insert name, address and occupation of person making the declaration.
(b) Here insert the matter declared to. Where the matter is long it should be set out in numbered paragraphs.
(c) Signature of person making the declaration.
(d) Signature of person before whom the declaration is made.
(e) Here insert title of person before whom the declaration is made.

Note.—Any person who wilfully makes a false statement in a Statutory Declaration is guilty of an indictable offence, and is liable to imprisonment, with or without hard labour, for four years.

I, (a) LEONARD KEITH YOUNG of P.O.Box 1959, Boroko, Barrister and Solicitor,

do solemnly and sincerely declare that (b) the annexure hereto and marked with the letter "A" and signed by me for the purposes of identification is a true copy of the Rules of the PAPUA NEW GUINEA FOOTBALL (SOCCER) ASSOCIATION INC.

And I make this solemn declaration by virtue of the *Oaths, Affirmations and Statutory Declarations Ordinance 1962* conscientiously believing the statements contained therein to be true in every particular.

Declared at.....Port Moresby.....
the.....28th.....day of
October....., 1980.....

(c).....
Before me.....
(d).....

(e) A Commissioner for Oaths

(a) Here insert name, address and occupation of person making the declaration.
(b) Here insert the matter declared to. Where the matter is long it should be set out in numbered paragraphs.
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(e) Here insert title of person before whom the declaration is made.
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"A"

M. Chalupa
28/10/82

PAPUA NEW GUINEA FOOTBALL (SOCCER) ASSOCIATION INC.

CONSTITUTION

1. NAME

The name of this organisation shall be "PAPUA NEW GUINEA FOOTBALL (SOCCER)ASSOCIATION INC." (hereinafter referred to as "The Association").

2. DEFINITIONS

(a) In this Constitution and any Rules, Regulations or By-laws made thereunder the following expressions shall unless the context otherwise requires have the meanings respectively set out opposite each of them:

- "Affiliated body" a Member other than an individual
- "Executive" the Executive referred to in clause 6.4
- "Regional organisation" a group of sub-group of affiliated bodies referred to in clause 11 and as recognised by the Association.
- "Soccer" the code of football known as Association Football and played in accordance with the Laws of Association Football authorised by the International Football Association Board. and officially published by F.I.F.A.
- "Youth Committee" the person or persons appointed under clause 8 and any other persons co-opted to serve on the Committee.
- "Member" includes Life Member, Full Member and Associate Member.

(b) Where under this Constitution or any Rules, Regulations or By-laws made thereunder a power is given to any person or body to appoint or co-opt any person to serve in any capacity that power shall include the power to remove that person and to appoint or co-opt another person in his place unless the context otherwise requires.

(c) The masculine gender when used herein or in any Rules,

Regulations or By-laws made hereunder shall unless the context otherwise requires include the female and, where appropriate, the neuter gender.

3. OBJECTS

The objects of the Association shall be the improvement of the physical, mental and social well-being of citizens and other residents of Papua New Guinea through the encouragement, promotion and development of the code of Association Football otherwise known as "soccer" throughout the country and the proper regulation of all activities associated with the playing of the code in conformity with the Statutes, Regulations and Standing Orders of the "Federation Internationale de Football Association" ("F.I.F.A.").

4. POWERS

1. In construing the following powers the Association shall at all times have regard to the foregoing objects.
2. The Association shall have the following powers:
 - a. To act alone or with individuals or other bodies in the interest of sport, and in particular, soccer, and may for this purpose affiliate with or become a member of any body, whether national or international, having the same or similar objects in relation to sport in general or soccer in particular.
 - b. To establish and maintain cordial relations with other sporting bodies both within Papua New Guinea and overseas.
 - c. To conduct and in every respect control soccer football competitions for its Members and to organise teams to participate in competitions overseas.
 - d. To nominate or appoint delegates to attend meetings of any body of which the Association shall become a Member or affiliate and to pay any expenses incurred by such delegates in attending any meetings of such bodies.
 - e. To promote, foster and control a social club or clubs of persons associated with or interested in the activities and objects of the Association.
 - f. To make Rules, Regulations and By-laws in furtherance of the objects of this Constitution provided such Rules, Regulations or By-laws are not inconsistent with this Constitution.

- g. To suspend, disqualify, fine or otherwise deal with any affiliated body or any member or officer thereof which or who:
- has committed any breach of this Constitution or of the Rules, Regulations or By-laws made hereunder or
 - has practised, counselled or sanctioned any conduct arising out of or in connection with soccer which conduct is, in the opinion of the Executive, unfair, unbecoming or contrary to the interests of soccer.
- h. To obtain by purchase, lease, hire or otherwise, buildings, grounds and equipment for the holding of soccer matches, for training or other purposes, or otherwise for the purposes of or the promotion of soccer and to make rules or provide such facilities in connection therewith as the Executive think fit.
- i. To erect, maintain, alter, add to or demolish any such buildings or other premises as required for the purposes of the Association.
- j. To maintain such administrative offices as may be necessary for the proper functioning of the Association and to equip such offices in a suitable manner.
- k. To appoint and/or employ coaches, masseurs, trainers, caretakers, clerks, administrative assistants and such other persons as may be required for the carrying out of the purposes of the Association.
- l. To sell, hire, lease or otherwise deal with any land, buildings, equipment or other property of the Association.
- m. To take or defend legal proceedings of any nature on behalf of the Association or any of its Member bodies.
- n. To impose and collect levies, subscriptions, fees and other charges from Members and to borrow or raise money with or without security from any body, institution or individual for the better carrying out of the purposes of the Association.
- o. To invest any monies of the Association not immediately required for any of its objects in such manner as may be determined from time to time by the Association.

- p. To apply the income and property of the Association from wherever derived to the promotion of the objects of the Association.
- q. To make representations to Government, Municipal, Provincial, Local and other authorities in relation to any matters directly or indirectly affecting the interests of soccer, whether within Papua New Guinea or elsewhere.
- r. To make loans, grants and subsidies to Members or other bodies or persons for the furtherance of the objects of the Association.
- s. To delegate, so far as is not expressly or impliedly prohibited by this Constitution, any of its powers to its committees or officers or to Member bodies.
- t. To do all other things as are incidental or conducive to the attainment of the objects of the Association or the exercise of the aforementioned powers or any of them.

5. AFFILIATION AND MEMBERSHIP

1. Membership of the Association shall be of the following classes:

Full Members
Associate Members
Life Members

who shall have the rights, duties and responsibilities as provided for in the following clauses.

2. Full Members

- a. The Full Members of the Association shall be those local or regional organisations comprising four or more soccer clubs or teams which play in regular competition within that organisation and who pay the affiliation and registration fees provided for in these Rules.
- b. Full Members have the right to vote at all general meetings of the Association by delegates appointed in the manner provided for in these Rules, and shall have the right to convene General Meetings in accordance with these Rules.
- c. Full Members have the right to send one observer to any committee meeting of the Association but the observer who may speak at the meeting on matters affecting the Member shall not have any right to vote at such meetings.

- d. Only Full Members have the right to participate in National Titles and other competitions arranged by the Association unless a General Meeting either generally or for a specific competition otherwise directs.

3. Affiliation of Full Members

- a. Applications for affiliation as Full Members of the Association shall be made on the prescribed form and shall be forwarded together with the prescribed fee, a copy of the financial accounts for the previous year, and a copy of the constitution (or if already lodged with the Association, a copy of any resolutions making changes to the Constitution during the preceding year) to reach the Executive before 31st March in each calendar year.
- b. In order to complete affiliation for any one calendar year the applicant member must before 30th June in that year also forward to the Association a full list of registered players and the prescribed registration fees in respect of those players.
- c. Pending receipt of the registration fees referred to in b. the applicant member shall be considered to be a Full Member but in default of compliance with those provisions that membership shall automatically cease on 1st July of that year and be converted to associate membership.
- d. The Executive shall as soon as possible after receipt of the application or 31st March, whichever shall first occur, consider the applications and shall be entitled to accept or reject the application using the following criteria:
 - i. No application shall be accepted from any Association which is at that time in debt to the Association on any account whatsoever.
 - ii. No application shall be accepted unless the Executive is satisfied that the applicant Association is properly managed by an active Executive body and, if affiliated the previous year, was so managed during that year:

in considering the management question the Executive may have regard to such matters as the conduct of competition, the handling of disciplinary matters and financial matters, and the

relationship between the applicant association and the Association.

4. Associate Members

- a. Any person, club or organisation having an interest in the objects of the Association may apply for associate membership of the Association and upon payment of the prescribed fee shall become an Associate Member.
- b. An Associate Member shall have the right to attend all general meetings of the Association but shall not have any right to vote at such meetings, and have such other rights as the Executive or a General Meeting may from time to time determine.
- c. An associate member who is an individual may be nominated for any office or other elected position within the Association and may, subject to the Rules, Regulations and By-laws of the Association be co-opted to serve on any committee of the Association.

4. Honorary Life Members

- a. Life Members may be elected by ballot at any General Meeting of the Association by a three-fourths majority of those present and entitled to vote at the meeting, provided that no more than 3 Life Members may be so elected in any one calendar year.
- b. The Executive shall present to the Members with the notice convening the meeting at which the resolution proposing the Life Membership is to be proposed a written report outlining the history of service of the nominee in relation to soccer generally and to soccer in Papua New Guinea in particular, together with its recommendations as to the nominee's suitability for the honour.
- c. Subject to the foregoing any Full Member of the Association may nominate a person or persons to be considered for Life Membership and the Rules may provide for the method of making the nomination and the particulars to be supplied to the Executive in connection with the nomination.
- d. A Life Member shall be entitled to attend all meetings of the Association and to attend free of charge all functions organised by the Association. At all General Meetings of the Association a Life Member shall be

entitled to speak and vote, but at other meetings shall have the right to speak only and no right to vote.

- e. A Life Member shall be awarded a badge of a design to be approved by the Executive.
- f. A Life Member shall not be required to pay any annual membership fees.

6. National Referees and Coaches Associations

- a. The Association may at any General Meeting recognise the existence of any national association of referees or coaches, and other bodies directly connected with the code of soccer and on recognition each such body shall be entitled to be represented and to vote at general meetings of the Association by delegates appointed as provided for in these Rules.
- b. The Association may also cancel the recognition of any such body at any general meeting if it considers that body is not exercising true national control over other similar bodies or individuals.

7. Suspension or cancellation of membership

- a. Subject to the other provisions of these Rules the Association may at any General Meeting suspend or cancel the membership of any Full or Associate Member who fails to comply with the Rules or otherwise adhere to the objects of the Association and may cancel a Life Membership if the Life Member is guilty of any conduct which brings the code of soccer into disrepute in any manner whatsoever.
 - b. Any proposal for suspension or cancellation of any class of membership must be put before the General Meeting by the Executive together with a full report on the reasons for the proposal which must accompany the notice of the meeting.
8. The rights and privileges of membership are not transferrable or transmittable.

6. OFFICERS AND PATRON

- (a) The Officers of the Association shall comprise:

President
Vice President
Hon. Secretary
Hon. Treasurer

who shall be elected by the Association at an Annual General Meeting and shall hold office for two years commencing on 1st January in the year following their election.

- (b) So far as practicable the officers shall all be resident in one centre and shall be persons who are directly associated with full members, or be associate members, or have some special ability together with an expressed interest in the objects of the Association.
 - (c) The outgoing Management Committee may determine the manner of calling for nominations and the form of the election.
 - (d) The outgoing officers shall be eligible for re-election to any position and, subject thereto, shall arrange for the audit of the current year's accounts and the delivery up to the new Executive of all records (including the financial records) of the Association prior to 31st December in the year of the election.
 - (e) Between the dates of their election and taking up office, the newly elected officers shall be entitled to attend and vote at meetings of the Management Committee for the purposes of ensuring continuity but in so doing may not override the outgoing Executive on any matter affecting the current year.
2. (a) The President shall be the head of the Association and principal spokesman for the Association; he shall act as chairman of all meetings of the Association, except of those sub-committees of which he is not a direct member; he shall be a member ex-officio of all sub-committees and committees of the Association; he shall exercise a watching brief over the whole of the administration of the Association and shall be both responsible and accountable to the Members in General Meeting for the good order and discipline of the Management Committee and employees of the Association.
- (b) The Vice-President shall act as deputy for the President and in the President's absence from any meeting he shall act as deputy chairman when the President would otherwise be the chairman; he shall have such other functions and duties as may be imposed on him from time to time by the Management Committee.
 - (c) The Hon. Secretary shall, subject to the directions of the Management Committee and any General Meeting, be the principal

administrative officer of the Association and shall as such receive and deal with all correspondence and shall act as minute Secretary for all meetings of the Management Committee and General Meetings. In the absence of a full time Secretary the Hon. Secretary shall act as Public Officer of the Association and shall maintain all statutory records which may from time to time be required to be kept by the Association (except the financial records) and in particular shall keep and maintain a Register of Members and a Register of Officers and Committee members.

- (d) The Hon. Treasurer shall be responsible and accountable to the Management Committee and the Members in General Meeting for all financial matters of the Association; he shall maintain full and complete financial records and shall present regular reports thereon to the Management Committee and to all General Meetings.

3. Patron.

- a. The Executive may recommend to a General Meeting that a prominent person having an active and deep interest in the code of soccer and its development shall be invited to become the Patron of the Association for such period as may be proposed in the recommendation.
- b. The Patron, upon acceptance of any such invitation, may attend and speak at all meetings of the Association and may attend free of charge all functions of the Association, but shall have no voting right.

4. The Executive shall comprise the Officers of the Association and shall conduct the day to day operations of the Association; they shall meet as often as circumstances require, and shall be regarded as a committee of the Association.

5. a. The Management Committee shall comprise ^{the Executive,} the Presidents of each Full Member association ex officio, the Chairmen of the Youth Committee and other ^{Standing} Committees and such other persons as may be co-opted by them: they shall meet at least once a month and shall, between General Meetings and subject to any directions of a General Meeting, have the full powers and duties of the Association.

- b. the ex officio members of the Management Committee shall not form part of any quorum but shall be entitled to receive copies of all minutes of meetings and any such additional papers as the President considers necessary for their better understanding of those minutes.
 - c. All members of the Management Committee have equal voting rights but if there is a dispute between the Executive as a whole and the other members the views of the Executive shall prevail.
6. Paid staff, including a part time or full time secretary, may only be employed subject to any directions of a General Meeting but, subject thereto, shall be employed on such terms and be given such duties as the Management Committee may determine. A full time Secretary shall be and assume the duties of the Public Officer of the Association.
7. Vacancies in the positions of officers shall only be filled by election at a General Meeting but, if the vacancies are such that a quorum could not be obtained at any meeting of the Management Committee, that committee may co-opt persons to act in the vacant positions for as long as is necessary to convene a General Meeting for the purpose of effecting replacements. Any person elected to fill a vacancy shall hold office only for the unexpired portion of the term of the officer being replaced but is eligible for re-election.
8. An officer ceases to be an officer in any of the following circumstances:
- a. If he has been absent without reasonable excuse from three (3) consecutive meetings of the Management Committee.
 - b. If he resigns his office by giving notice in writing to the Hon. Secretary, or if it is the Hon. Secretary, to the President.
 - c. If he becomes mentally or physically unfit to continue in office and the Management Committee recommends retirement of the officer.
 - d. If he leaves Papua New Guinea permanently or transfers from the centre in which the Management Committee usually meets for any period in excess of three months.

7. MANAGEMENT OF THE ASSOCIATION

1. The general management of the Association's affairs shall be vested in the Management Committee referred to above assisted by such Standing and other committees and sub-committees as may be established under these Rules or in conformity therewith.
2. The Management Committee shall, subject to any directions of a General Meeting, have the full responsibility and powers of management of the Association's affairs and shall be responsible and accountable to the members in General Meeting for any delegation of those powers and responsibilities to any committee, unless that committee shall have been directly constituted for any particular purpose by a General Meeting.
3. a. So far as practicable there shall be the following Standing Committees:
 - FINANCE comprising the Hon. Treasurer and such other persons as the Management Committee may approve
 - COACHES comprising a certificated coach appointed by the Management Committee and such other persons as may be approved by that committee
 - REFEREES comprising a certificated referee appointed by the Management Committee and such other persons as may be approved by that committee
 - PUBLICITY comprising a Publicity Officer appointed by the Management Committee and such other persons as may be approved by that committee.
- b. These committees shall have functions and powers as may be prescribed from time to time by the Management Committee and shall be responsible for advising that committee on all matters falling within their respective spheres of interest.
- c. The Chairmen of the Standing Committees shall be members of the Management Committee.
4. Quorums for meetings of committees
 - i. Executive - at least two officers one of whom shall be the President or Vice President
 - ii. Management Committee - at least two officers one of whom shall be the President or Vice President and one other person being an officer, a co-opted member or an ex-officio member.

- iii. Standing Committees - the Chairman and one other person (if any)
- iv. Other committees and sub-committees - as provided for by the body establishing the committee; otherwise not less than one half of the members,

5. Powers of Management Committee:

Without in any way derogating from the general statement of powers set out in paragraph 3b. above the Management Committee may:

- i. nominate delegates to international confederations or conferences and to accompany national teams on overseas tours;
 - ii. make all such rules, regulations and by-laws as may be necessary for implementing any decision of a General Meeting or the provisions of this Constitution;
 - iii. prescribe the fees payable for affiliation and associate membership for the next ensuing year and the form of application to be used; and may make separate provision for the affiliation fees for Youth and Women's Associations.
6. A resolution, whether in original or in several copies, signed by each member of the Executive for the time being shall be as good and valid a resolution as if it had been duly moved and passed at a duly convened meeting of the Executive or Management Committee, but shall be brought to the attention of the next succeeding meeting of the Management Committee which may in its discretion adopt, or rescind the resolution.
7. The Management Committee may co-opt or appoint persons to the positions of Assistant Secretaries to assist the Hon. Secretary or any paid secretary in such manner and for such purposes as the Management Committee may determine when making the co-option or appointment.

8. YOUTH DEVELOPMENT

- 1. The Association may in the interest of youth development establish a YOUTH COMMITTEE or a YOUTH ASSOCIATION to carry out the work of the Association in this field and may appoint such persons as it thinks fit to manage the committee or association.

2. The Committee or Association established under this clause (the "Youth Committee") shall be responsible and accountable to the Management Committee for all matters pertaining to the organisation of youth competitions within the country and all national and international competitions and may propose to the Management Committee all such matters as it thinks fit in the interests of youth soccer throughout the country.
3. The Youth Committee shall be allocated such funds as the Management Committee shall determine from time to time for the development of youth soccer and may raise through its own endeavours such additional funds as it thinks fit, such funds being applied for the purpose of youth soccer development only.
4. The Chairman of the Youth Committee shall be a member of and be entitled to vote at all meetings of the Management Committee.

9. MEETINGS

1. General Meetings of the Association shall be held at least twice in each calendar year one of which shall be the Annual General Meeting and all others being known as Ordinary General Meetings.
2. (a) The Annual General Meetings shall so far as practicable be held at the same time as the National Titles at a place and at a time to be agreed upon by the Management Committee when the details of the National Titles are fixed.
(b) The business of the Annual General Meeting shall be:
 - i. Approval of the Minutes of the last General Meeting
 - ii. Receipt of the President's Report
 - iii. Receipt of the Treasurer's Report
 - iv. (Every Two Years) Election of Officers for next 2 years
 - v. Such other business as shall be referred to in the notice convening the meeting.
3. The other (Ordinary) General Meetings shall be held at such times and at such places as the Management Committee shall consider suitable in the light of the business to be discussed thereat and of which due notice is given in the notice convening the meeting.
4. Extraordinary General Meetings of the Association may be convened at any time on the requisition in writing of not less than

- one-third of the full members for the time being of the Association but the business of such meetings shall be limited to the business set out in the requisition and the notice convening the meeting unless at the meeting at least three-fourths of the full members are present and unanimously resolve otherwise.
5. Special General Meetings of the Association may be convened at any time by the President on the recommendation of the Management Committee but the business to be discussed at such Special General Meetings shall be limited to the same extent as is provided for by the preceding sub-clause 4.
 6. Not less than fourteen days' written notice of the Annual General Meeting and not less than seven days' notice of any other General Meeting shall be given to all Members entitled to be present at the meeting in question, the notice specifying the nature of the business to be discussed at the meeting.
 7. If any General Meeting is called for the purpose of amending this Constitution not less than twenty-one days notice of the meeting and of the proposed amendments shall be given, but provided such notice is given the meeting may accept the proposed amendment or any amended version thereof proposed at the meeting without the necessity of giving further notice of the new amendment.
 8. The quorum at any general meeting of the Association shall be at least one-third of the full members; if a valid quorum is not present fifteen minutes after the time of commencement referred to in the notice convening the meeting the meeting shall stand adjourned to the same time on the following day and whatever number of full members is present at the adjourned meeting shall constitute a quorum. The notice of meeting shall refer to this provision.
 9. At all general meetings of the Association the President, or in his absence the Vice President, shall take the chair and shall have a deciding as well as a deliberative vote. In the absence of the President and Vice President the meeting shall elect its own chairman who shall have a deliberative vote only.
 10. Proxies shall be allowed at any general meeting of the Association; the acceptance and use of proxy votes shall be in accordance with By-laws made for the purpose, either generally or specifically, by the Management Committee.
 11. Postal voting shall be allowed on conditions provided for in By-laws made by the Management Committee, either generally or

for a specific matter.

12. Minutes of all general meetings shall be kept by the Secretary or by any other person appointed by the meeting for the purpose and shall be signed by the person chairing the meeting or the person chairing the next succeeding general meeting.
13. At all general meetings of the Association the voting strength of members shall be on the following basis:

Life Members	-	1 vote
Full Members	-	1 vote each, except that Members representing more than 40 teams in any senior competition shall be entitled to 2 votes
Recognised Associations	(Clause 5.6)	
	-	1 vote each
Youth Committee	-	1 vote
Associate Members		no votes

Full members shall be entitled to send to general meetings as many delegates as they wish but shall have only the voting strength referred to above and must nominate their voting delegate(s) at the commencement of the meeting. If only one delegate represents a member entitled to 2 votes that delegate may use both votes on behalf of the member.

14. The Management Committee may make By-laws relating to the business to be conducted at general meetings and the procedure to be followed thereat and, subject thereto, the chairman of the meeting shall determine the order of business and the procedure.

10. FUNDS OF THE ASSOCIATION

1. The Financial Year of the Association shall be the year commencing on 1st December and ending on 30th November.
2. The Funds of the Association shall be derived from affiliation fees, registration fees, levies on members, donations, fund raising activities conducted by or on behalf of the Association, subsidies provided by individuals or interested bodies and sponsorships provided in a similar manner and shall be applied solely for the purposes of the Association in pursuance of its objects.
3. All funds received by the Hon. Treasurer on behalf of the Association shall be immediately banked in an account or accounts in the name of the Association in a bank carrying on business in

Papua New Guinea which account shall be operated on at least two signatures one of which must be the Hon. Treasurer and another must be the President or Hon. Secretary.

4. The Hon. Treasurer shall maintain all such books of account as shall be necessary or desirable to show a true and accurate record of the receipts and payments of monies received by the Association.
5. Immediately following the end of the financial year the Management Committee shall cause the accounts of the Association to be audited by a qualified auditor appointed by the Management Committee for the purpose; any such auditor must not be an officer of the Association nor a member of the Management Committee.
6. The Auditor, when appointed, shall prepare a report to the Management Committee on the operation of the accounts of the Association for the financial year preceding the date of appointment and this report shall be circulated to all members within one month of the date of its receipt by the Management Committee unless a General Meeting is called sooner in which case it shall be circulated with the notice convening the meeting.
7. No portion of the income or funds of the Association shall be paid, transferred or otherwise parted with to the Members by way of dividend or profit and all such funds shall be applied solely towards the furtherance of the objects of the Association and as more particularly provided for in this Constitution.

11. REGIONAL ORGANISATIONS

1. Full Members may form themselves into regional organisations, groups or sub-groups for the purposes of local competition, qualifying competitions or otherwise as they think fit and such regional organisations shall be recognised by the Association provided details of the constitution of the organisation are properly submitted to the Association.
2. The regional organisations so recognised may include among their number associations who have not affiliated as full members of the Association but shall use their best endeavours to encourage those associations to become full members as soon as possible and in the meantime become associate members.

3. Any such regional organisation shall not be entitled to separate membership of the Association but may send a separate non-voting delegate to general meetings and may seek from the General Meeting the right to attend meetings of the Management Committee.
4. Regional organisations recognised by the Association at the the date of adoption of this constitution are:
 - Northern Region
 - North Solomons Soccer Federation

12. INTERNATIONAL MATTERS

1. No matches may be played by any affiliated full member or club or team affiliated to such member with any other national association member unless details of the proposed match have first been submitted to the Management Committee and have been approved by that committee. (F.I.F.A. Regulations Articles 8 and 9).
2. All such applications for approval must be made not later than seven days before the date of the proposed match whether the match is to be played in Papua New Guinea or in the other country. (F.I.F.A. Regulations Articles 8 and 9).
3. No affiliated full member or a club or team affiliated to such member may play in any match against an association, club or team which is not affiliated directly or indirectly to F.I.F.A. without prior written approval from the Executive. Twenty-eight days written notice of any intention to play such a match must be given to the Executive to enable the approval of the F.I.F.A. Executive to be obtained. (F.I.F.A. Statutes Article 41).
4. The employment of agents or intermediaries in the transfer of players within Papua New Guinea or between Papua New Guinea and any other country is strictly forbidden. (F.I.F.A. Regulations Article 10).
5. No affiliated full member or a club or team affiliated to such member may play in any match arranged by private individuals for the purpose of profit. (F.I.F.A. Regulations Article 10).
6. No affiliated full member or club or team affiliated to such member may accept for playing in Papua New Guinea any player who has previously played in another country without first obtaining an international clearance for such player through the Executive. (F.I.F.A. Regulations Article 12).

7. No affiliated full member or club or team affiliated to such member may bring before any court of justice any dispute with an overseas association, club or team, without first submitting the dispute to an arbitration tribunal appointed by common consent. (F.I.F.A. Statutes Article 48).

13. SEAL OF THE ASSOCIATION

1. The Common Seal of the Association shall be of such form and shall bear such wording as the Management Committee shall determine.
2. When required to be affixed to any document the common seal shall be affixed by the Secretary in the presence of the President or Vice President and the fact of the affixation of the seal and the details of the transaction shall be reported to the next succeeding meeting of the Management Committee.
3. The Management Committee shall provide for the safekeeping of the common seal.

14. AMENDMENT OF THIS CONSTITUTION

1. This Constitution may only be altered by a resolution of not less than three-fourths majority of the members present and entitled to vote at a General Meeting of which at least twenty-one days' notice has been given in writing.
2. The Notice convening the meeting shall contain details of the proposed amendment but the General Meeting at which the resolution is proposed may adopt any amendment thereof by the aforesaid majority without the need to give further notice of the further amendment.

15. WINDING UP

If the Association is wound up or ceases to operate for any reason whatsoever, and after payment of all liabilities there remains any balance of assets or funds, all such assets and funds shall be given to an Association or Society with similar objects or to a charitable organisation and no part of the proceeds of the winding up shall be paid or distributed among the members by way of profit or otherwise.

16. TRANSITIONAL PROVISIONS

- a. Until new officers are elected in accordance with this Constitution the Management Committee and officers who hold

office pursuant to the previous constitution of the Association shall remain in office and shall exercise all the powers and functions of the Executive hereunder but shall as soon as practicable arrange for an election to be held under the provisions of this Constitution.

- b. Until otherwise prescribed the fees to be paid by applicants for membership of the Association shall be as follows:

FULL MEMBERS

Affiliation Fees:

Associations with more than 40 teams in

senior competition	...	K150.00
" with between 21 and 40 teams	...	K100.00
" with between 10 and 20 teams	...	K 75.00
" with under 10 teams		K 50.00

Registration Fees:

All Associations - K15 per team playing in the senior competition.

ASSOCIATE MEMBERS

Individuals - K20.00

Associations - K50.00

JUNIOR ASSOCIATIONS

Affiliation fees - K20 plus K7.50 per team playing in regular competition.

PAPUA NEW GUINEA
ASSOCIATIONS INCORPORATION ACT 1966

NOTICE OF INTENTION TO APPLY FOR THE
INCORPORATION OF AN ASSOCIATION

I, LEONARD KEITH YOUNG, of P.O. Box 1959 Boroko a person authorised in that behalf by the Committee of the Association known as THE PAPUA NEW GUINEA FOOTBALL ASSOCIATION hereby give notice that I intend to apply for the incorporation of the Association under the Associations Incorporation Act 1966.

The following are details of the prescribed qualifications for incorporation as specified in Section 3(1) of the Act

- (a) The Association is formed for the purpose of improving the physical, mental and social well being of citizens and other residents of Papua New Guinea through the encouragement, promotion and development of the code of Association Football otherwise known as "soccer" throughout the country and the proper regulation of all activities associated with the playing of the code in conformity with the Statutes, Regulations and Standing Orders of the "Federation Internationale de Football Association".
- (b) The Association will apply its profits (if any) or other income in promoting its objects; and
- (c) The Association will prohibit the payment of any dividend or any payment in the nature of any dividend to its members.

Dated the 4th day of July 1980.

.....
(Signature of Applicant)

This notice has been approved by the Registrar of Companies

Dated the EIGHTEENTH day of JULY 1980.

R. Mivane
Deputy Registrar

NOTE: A person may, within one (1) month after the publication of this notice, lodge with the Registrar an objection to the incorporation of the proposed Association in accordance with Section 6 of the Act.

2nd Draft approved by the Executive Committee for circulation to affiliated associations.

PAPUA NEW GUINEA FOOTBALL ASSOCIATION INC.

CONSTITUTION

1. NAME

The name of this organisation shall be "PAPUA NEW GUINEA FOOTBALL ASSOCIATION INC." (hereinafter referred to as "The Association").

2. DEFINITIONS

(a) In this Constitution and any Rules, Regulations or By-laws made thereunder the following expressions shall unless the context otherwise requires have the meanings respectively set out opposite each of them:

"Affiliated body"	a Member other than an individual
"Executive"	the Executive referred to in clause 6.4
"Regional organisation"	a group of sub-group of affiliated bodies referred to in clause 11 and as recognised by the Association.
"Soccer"	the code of football known as Association Football and played in accordance with the Laws of Association Football authorised by the International Football Association Board.
"Youth Committee"	the person or persons appointed under clause 8 and any other persons co-opted to serve on the Committee.
"Member"	includes Life Member, Full Member and Associate Member.

(b) Where under this Constitution or any Rules, Regulations or By-laws made thereunder a power is given to any person or body to appoint or co-opt any person to serve in any capacity that power shall include the power to remove that person and to appoint or co-opt another person in his place unless the context otherwise requires.

(c) The masculine gender when used herein or in any Rules,

Regulations or By-laws made hereunder shall unless the context otherwise requires include the female and, where appropriate, the neuter gender.

3. OBJECTS

The objects of the Association shall be the improvement of the physical, mental and social well-being of citizens and other residents of Papua New Guinea through the encouragement, promotion and development of the code of Association Football otherwise known as "soccer" throughout the country and the proper regulation of all activities associated with the playing of the code in conformity with the Statutes, Regulations and Standing Orders of the "Federation Internationale de Football Association" ("F.I.F.A.").

4. POWERS

1. In construing the following powers the Association shall at all times have regard to the foregoing objects.
2. The Association shall have the following powers:
 - a. To act alone or with individuals or other bodies in the interest of sport, and in particular, soccer, and may for this purpose affiliate with or become a member of any body, whether national or international, having the same or similar objects in relation to sport in general or soccer in particular.
 - b. To establish and maintain cordial relations with other sporting bodies both within Papua New Guinea and overseas.
 - c. To conduct and in every respect control soccer football competitions for its Members and to organise teams to participate in competitions overseas.
 - d. To nominate or appoint delegates to attend meetings of any body of which the Association shall become a Member or affiliate and to pay any expenses incurred by such delegates in attending any meetings of such bodies.
 - e. To promote, foster and control a social club or clubs of persons associated with or interested in the activities and objects of the Association.
 - f. To make Rules, Regulations and By-laws in furtherance of the objects of this Constitution provided such Rules, Regulations or By-laws are not inconsistent with this Constitution.

- g. To suspend, disqualify, fine or otherwise deal with any affiliated body or any member or officer thereof which or who:
- has committed any breach of this Constitution or of the Rules, Regulations or By-laws made hereunder or
 - has practised, counselled or sanctioned any conduct arising out of or in connection with soccer which conduct is, in the opinion of the Executive, unfair, unbecoming or contrary to the interests of soccer.
- h. To obtain by purchase, lease, hire or otherwise, buildings, grounds and equipment for the holding of soccer matches, for training or other purposes, or otherwise for the purposes of or the promotion of soccer and to make rules or provide such facilities in connection therewith as the Executive think fit.
- i. To erect, maintain, alter, add to or demolish any such buildings or other premises as required for the purposes of the Association.
- j. To maintain such administrative offices as may be necessary for the proper functioning of the Association and to equip such offices in a suitable manner.
- k. To appoint and/or employ coaches, masseurs, trainers, caretakers, clerks, administrative assistants and such other persons as may be required for the carrying out of the purposes of the Association.
- l. To sell, hire, lease or otherwise deal with any land, buildings, equipment or other property of the Association.
- m. To take or defend legal proceedings of any nature on behalf of the Association or any of its Member bodies.
- n. To impose and collect levies, subscriptions, fees and other charges from Members and to borrow or raise money with or without security from any body, institution or individual for the better carrying out of the purposes of the Association.
- o. To invest any monies of the Association not immediately required for any of its objects in such manner as may be determined from time to time by the Association.

- p. To apply the income and property of the Association from wherever derived to the promotion of the objects of the Association.
- q. To make representations to Government, Municipal, Provincial, Local and other authorities in relation to any matters directly or indirectly affecting the interests of soccer, whether within Papua New Guinea or elsewhere.
- r. To make loans, grants and subsidies to Members or other bodies or persons for the furtherance of the objects of the Association.
- s. To delegate, so far as is not expressly or impliedly prohibited by this Constitution, any of its powers to its committees or officers or to Member bodies.
- t. To do all other things as are incidental or conducive to the attainment of the objects of the Association or the exercise of the aforementioned powers or any of them.

5. AFFILIATION AND MEMBERSHIP

1. Membership of the Association shall be of the following classes:

Full Members
Associate Members
Life Members

who shall have the rights, duties and responsibilities as provided for in the following clauses.

2. Full Members

- a. The Full Members of the Association shall be those local or regional organisations comprising four or more soccer clubs or teams which play in regular competition within that organisation and who pay the affiliation and registration fees provided for in these Rules.
- b. Full Members have the right to vote at all general meetings of the Association by delegates appointed in the manner provided for in these Rules, and shall have the right to convene General Meetings in accordance with these Rules.
- c. Full Members have the right to send one observer to any committee meeting of the Association but the observer who may speak at the meeting on matters affecting the Member shall not have any right to vote at such meetings.

- d. Only Full Members have the right to participate in National Titles and other competitions arranged by the Association unless a General Meeting either generally or for a specific competition otherwise directs.

3. Affiliation of Full Members

- a. Applications for affiliation as Full Members of the Association shall be made on the prescribed form and shall be forwarded together with the prescribed fee, a copy of the financial accounts for the previous year, and a copy of the constitution (or if already lodged with the Association, a copy of any resolutions making changes to the Constitution during the preceding year) to reach the Executive before 31st March in each calendar year.
- b. In order to complete affiliation for any one calendar year the applicant member must before 30th June in that year also forward to the Association a full list of registered players and the prescribed registration fees in respect of those players.
- c. Pending receipt of the registration fees referred to in b. the applicant member shall be considered to be a Full Member but in default of compliance with those provisions that membership shall automatically cease on 1st July of that year and be converted to associate membership.
- d. The Executive shall as soon as possible after receipt of the application or 31st March, whichever shall first occur, consider the applications and shall be entitled to accept or reject the application using the following criteria:
 - i. No application shall be accepted from any Association which is at that time in debt to the Association on any account whatsoever.
 - ii. No application shall be accepted unless the Executive is satisfied that the applicant Association is properly managed by an active Executive body and, if affiliated the previous year, was so managed during that year:

in considering the management question the Executive may have regard to such matters as the conduct of competition, the handling of disciplinary matters and financial matters, and the

relationship between the applicant association and the Association.

4. Associate Members

- a. Any person, club or organisation having an interest in the objects of the Association may apply for associate membership of the Association and upon payment of the prescribed fee shall become an Associate Member.
- b. An Associate Member shall have the right to attend all general meetings of the Association but shall not have any right to vote at such meetings, and have such other rights as the Executive or a General Meeting may from time to time determine.
- c. An associate member who is an individual may be nominated for any office or other elected position within the Association and may, subject to the Rules, Regulations and By-laws of the Association be co-opted to serve on any committee of the Association.

4. Honorary Life Members

- a. Life Members may be elected by ballot at any General Meeting of the Association by a three-fourths majority of those present and entitled to vote at the meeting, provided that no more than 3 Life Members may be so elected in any one calendar year.
- b. The Executive shall present to the Members with the notice convening the meeting at which the resolution proposing the Life Membership is to be proposed a written report outlining the history of service of the nominee in relation to soccer generally and to soccer in Papua New Guinea in particular, together with its recommendations as to the nominee's suitability for the honour.
- c. Subject to the foregoing any Full Member of the Association may nominate a person or persons to be considered for Life Membership and the Rules may provide for the method of making the nomination and the particulars to be supplied to the Executive in connection with the nomination.
- d. A Life Member shall be entitled to attend all meetings of the Association and to attend free of charge all functions organised by the Association. At all General Meetings of the Association a Life Member shall be

entitled to speak and vote, but at other meetings shall have the right to speak only and no right to vote.

- e. A Life Member shall be awarded a badge of a design to be approved by the Executive.
- f. A Life Member shall not be required to pay any annual membership fees.

6. National Referees and Coaches Associations

- a. The Association may at any General Meeting recognise the existence of any national association of referees or coaches, and other bodies directly connected with the code of soccer and on recognition each such body shall be entitled to be represented and to vote at general meetings of the Association by delegates appointed as provided for in these Rules.
- b. The Association may also cancel the recognition of any such body at any general meeting if it considers that body is not exercising true national control over other similar bodies or individuals.

7. Suspension or cancellation of membership

- a. Subject to the other provisions of these Rules the Association may at any General Meeting suspend or cancel the membership of any Full or Associate Member who fails to comply with the Rules or otherwise adhere to the objects of the Association and may cancel a Life Membership if the Life Member is guilty of conduct which brings the code of soccer into disrepute in any manner whatsoever.
- b. Any proposal for suspension or cancellation of any class of membership must be put before the General Meeting by the Executive together with a full report on the reasons for the proposal which must accompany the notice of the meeting.

- 8. The rights and privileges of membership are not transferrable or transmittable.

6. OFFICERS AND PATRON

- (a) The Officers of the Association shall comprise:

President

Vice President

Hon. Secretary

Hon. Treasurer

who shall be elected by the Association at an Annual General Meeting and shall hold office for two years commencing on 1st January in the year following their election.

- (b) So far as practicable the officers shall all be resident in one centre and shall be persons who are directly associated with full members, or be associate members, or have some special ability together with an expressed interest in the objects of the Association.
 - (c) The outgoing Management Committee may determine the manner of calling for nominations and the form of the election.
 - (d) The outgoing officers shall be eligible for re-election to any position and, subject thereto, shall arrange for the audit of the current year's accounts and the delivery up to the new Executive of all records (including the financial records) of the Association prior to 31st December in the year of the election.
 - (e) Between the dates of their election and taking up office, the newly elected officers shall be entitled to attend and vote at meetings of the Management Committee for the purposes of ensuring continuity but in so doing may not override the outgoing Executive on any matter affecting the current year.
2. (a) The President shall be the head of the Association and principal spokesman for the Association; he shall act as chairman of all meetings of the Association, except of those sub-committees of which he is not a direct member; he shall be a member ex-officio of all sub-committees and committees of the Association; he shall exercise a watching brief over the whole of the administration of the Association and shall be both responsible and accountable to the Members in General Meeting for the good order and discipline of the Management Committee and employees of the Association.
- (b) The Vice-President shall act as deputy for the President and in the President's absence from any meeting he shall act as deputy chairman when the President would otherwise be the chairman; he shall have such other functions and duties as may be imposed on him from time to time by the Management Committee.
 - (c) The Hon. Secretary shall, subject to the directions of the Management Committee and any General Meeting, be the principal

administrative officer of the Association and shall as such receive and deal with all correspondence and shall act as minute Secretary for all meetings of the Management Committee and General Meetings.

In the absence of a full time Secretary the Hon. Secretary shall act as Public Officer of the Association and shall maintain all statutory records which may from time to time be required to be kept by the Association (except the financial records) and in particular shall keep and maintain a Register of Members and a Register of Officers and Committee members.

(d) The Hon. Treasurer shall be responsible and accountable to the Management Committee and the Members in General Meeting for all financial matters of the Association; he shall maintain full and complete financial records and shall present regular reports thereon to the Management Committee and to all General Meetings.

3. Patron.

- a. The Executive may recommend to a General Meeting that a prominent person having an active and deep interest in the code of soccer and its development shall be invited to become the Patron of the Association for such period as may be proposed in the recommendation.
- b. The Patron, upon acceptance of any such invitation, may attend and speak at all meetings of the Association and may attend free of charge all functions of the Association, but shall have no voting right.

4. The Executive shall comprise the Officers of the Association and shall conduct the day to day operations of the Association; they shall meet as often as circumstances require, and shall be regarded as a committee of the Association.

5. a. The Management Committee shall comprise ^{the Executive,} the Presidents of each Full Member association ex officio, the Chairmen of the Youth Committee and other ^{Standing} Committees and such other persons as may be co-opted by them: they shall meet at least once a month and shall, between General Meetings and subject to any directions of a General Meeting, have the full powers and duties of the Association.

- b. the ex officio members of the Management Committee shall not form part of any quorum but shall be entitled to receive copies of all minutes of meetings and any such additional papers as the President considers necessary for their better understanding of those minutes.
 - c. All members of the Management Committee have equal voting rights but if there is a dispute between the Executive as a whole and the other members the views of the Executive shall prevail.
6. Paid staff, including a part time or full time secretary, may only be employed subject to any directions of a General Meeting but, subject thereto, shall be employed on such terms and be given such duties as the Management Committee may determine. A full time Secretary shall be and assume the duties of the Public Officer of the Association.
7. Vacancies in the positions of officers shall only be filled by election at a General Meeting but, if the vacancies are such that a quorum could not be obtained at any meeting of the Management Committee, that committee may co-opt persons to act in the vacant positions for as long as is necessary to convene a General Meeting for the purpose of electing replacements. Any person elected to fill a vacancy shall hold office only for the unexpired portion of the term of the officer being replaced but is eligible for re-election.
8. An officer ceases to be an officer in any of the following circumstances:
- a. If he has been absent without reasonable excuse from three (3) consecutive meetings of the Management Committee.
 - b. If he resigns his office by giving notice in writing to the Hon. Secretary, or if it is the Hon. Secretary, to the President.
 - c. If he becomes mentally or physically unfit to continue in office and the Management Committee recommends retirement of the officer.
 - d. If he leaves Papua New Guinea permanently or transfers from the centre in which the Management Committee usually meets for any period in excess of three months.

7. MANAGEMENT OF THE ASSOCIATION

1. The general management of the Association's affairs shall be vested in the Management Committee referred to above assisted by such Standing and other committees and sub-committees as may be established under these Rules or in conformity therewith.
2. The Management Committee shall, subject to any directions of a General Meeting, have the full responsibility and powers of management of the Association's affairs and shall be responsible and accountable to the members in General Meeting for any delegation of those powers and responsibilities to any committee, unless that committee shall have been directly constituted for any particular purpose by a General Meeting.

3. a. So far as practicable there shall be the following Standing Committees:

FINANCE comprising the Hon. Treasurer and such other persons as the Management Committee may approve

COACHES comprising a certificated coach appointed by the Management Committee and such other persons as may be approved by that committee

REFEREES comprising a certificated referee appointed by the Management Committee and such other persons as may be approved by that committee

PUBLICITY comprising a Publicity Officer appointed by the Management Committee and such other persons as may be approved by that committee.

- b. These committees shall have functions and powers as may be prescribed from time to time by the Management Committee and shall be responsible for advising that committee on all matters falling within their respective spheres of interest.
- c. The Chairmen of the Standing Committees shall be members of the Management Committee.

4. Quorums for meetings of committees

- i. Executive - at least two officers one of whom shall be the President or Vice President
- ii. Management Committee - at least two officers one of whom shall be the President or Vice President and one other person being an officer, a co-opted member or an ex-officio member.

- iii. Standing Committees - the Chairman and one other person (if any)
- iv. Other committees and sub-committees - as provided for by the body establishing the committee; otherwise not less than one half of the members,

5. Powers of Management Committee:

Without in any way derogating from the general statement of powers set out in paragraph 3b. above the Management Committee may:

- i. nominate delegates to international confederations or conferences and to accompany national teams on overseas tours;
 - ii. make all such rules, regulations and by-laws as may be necessary for implementing any decision of a General Meeting or the provisions of this Constitution;
 - iii. prescribe the fees payable for affiliation and associate membership for the next ensuing year and the form of application to be used; and may make separate provision for the affiliation fees for Youth and Women's Associations.
6. A resolution, whether in original or in several copies, signed by each member of the Executive for the time being shall be as good and valid a resolution as if it had been duly moved and passed at a duly convened meeting of the Executive or Management Committee, but shall be brought to the attention of the next succeeding meeting of the Management Committee which may in its discretion adopt, or rescind the resolution.
7. The Management Committee may co-opt or appoint persons to the positions of Assistant Secretaries to assist the Hon. Secretary or any paid secretary in such manner and for such purposes as the Management Committee may determine when making the co-option or appointment.

8. YOUTH DEVELOPMENT

- 1. The Association may in the interest of youth development establish a YOUTH COMMITTEE or a YOUTH ASSOCIATION to carry out the work of the Association in this field and may appoint such persons as it thinks fit to manage the committee or association.

2. The Committee or Association established under this clause (the "Youth Committee") shall be responsible and accountable to the Management Committee for all matters pertaining to the organisation of youth competitions within the country and all national and international competitions and may propose to the Management Committee all such matters as it thinks fit in the interests of youth soccer throughout the country.
3. The Youth Committee shall be allocated such funds as the Management Committee shall determine from time to time for the development of youth soccer and may raise through its own endeavours such additional funds as it thinks fit, such funds being applied for the purpose of youth soccer development only.
4. The Chairman of the Youth Committee shall be a member of and be entitled to vote at all meetings of the Management Committee.

9. MEETINGS

1. General Meetings of the Association shall be held at least twice in each calendar year one of which shall be the Annual General Meeting and all others being known as Ordinary General Meetings.
2. (a) The Annual General Meetings shall so far as practicable be held at the same time as the National Titles at a place and at a time to be agreed upon by the Management Committee when the details of the National Titles are fixed.
(b) The business of the Annual General Meeting shall be:
 - i. Approval of the Minutes of the last General Meeting
 - ii. Receipt of the President's Report
 - iii. Receipt of the Treasurer's Report
 - iv. (Every Two Years) Election of Officers for next 2 years
 - v. Such other business as shall be referred to in the notice convening the meeting.
3. The other (Ordinary) General Meetings shall be held at such times and at such places as the Management Committee shall consider suitable in the light of the business to be discussed thereat and of which due notice is given in the notice convening the meeting.
4. Extraordinary General Meetings of the Association may be convened at any time on the requisition in writing of not less than

one-third of the full members for the time being of the Association but the business of such meetings shall be limited to the business set out in the requisition and the notice convening the meeting unless at the meeting at least three-fourths of the full members are present and unanimously resolve otherwise.

5. Special General Meetings of the Association may be convened at any time by the President on the recommendation of the Management Committee but the business to be discussed at such Special General Meetings shall be limited to the same extent as is provided for by the preceding sub-clause 4.
6. Not less than fourteen days' written notice of the Annual General Meeting and not less than seven days' notice of any other General Meeting shall be given to all Members entitled to be present at the meeting in question, the notice specifying the nature of the business to be discussed at the meeting.
7. If any General Meeting is called for the purpose of amending this Constitution not less than twenty-one days notice of the meeting and of the proposed amendments shall be given, but provided such notice is given the meeting may accept the proposed amendment or any amended version thereof proposed at the meeting without the necessity of giving further notice of the new amendment.
8. The quorum at any general meeting of the Association shall be at least one-third of the full members; if a valid quorum is not present fifteen minutes after the time of commencement referred to in the notice convening the meeting the meeting shall stand adjourned to the same time on the following day and whatever number of full members is present at the adjourned meeting shall constitute a quorum. The notice of meeting shall refer to this provision.
9. At all general meetings of the Association the President, or in his absence the Vice President, shall take the chair and shall have a deciding as well as a deliberative vote. In the absence of the President and Vice President the meeting shall elect its own chairman who shall have a deliberative vote only.
10. Proxies shall be allowed at any general meeting of the Association; the acceptance and use of proxy votes shall be in accordance with By-laws made for the purpose, either generally or specifically, by the Management Committee.
11. Postal voting shall be allowed on conditions provided for in By-laws made by the Management Committee, either generally or

for a specific matter.

12. Minutes of all general meetings shall be kept by the Secretary or by any other person appointed by the meeting for the purpose and shall be signed by the person chairing the meeting or the person chairing the next succeeding general meeting.
13. At all general meetings of the Association the voting strength of members shall be on the following basis:

Life Members	-	1 vote
Full Members	-	1 vote each, except that Members representing more than 40 teams in any senior competition shall be entitled to 2 votes
Recognised Associations	(Clause 5.6)	
	-	1 vote each
Youth Committee	-	1 vote
Associate Members		no votes

Full members shall be entitled to send to general meetings as many delegates as they wish but shall have only the voting strength referred to above and must nominate their voting delegate(s) at the commencement of the meeting. If only one delegate represents a member entitled to 2 votes that delegate may use both votes on behalf of the member.

14. The Management Committee may make By-laws relating to the business to be conducted at general meetings and the procedure to be followed thereat and, subject thereto, the chairman of the meeting shall determine the order of business and the procedure.

10. FUNDS OF THE ASSOCIATION

1. The Financial Year of the Association shall be the year commencing on 1st December and ending on 30th November.
2. The Funds of the Association shall be derived from affiliation fees, registration fees, levies on members, donations, fund raising activities conducted by or on behalf of the Association, subsidies provided by individuals or interested bodies and sponsorships provided in a similar manner and shall be applied solely for the purposes of the Association in pursuance of its objects.
3. All funds received by the Hon. Treasurer on behalf of the Association shall be immediately banked in an account or accounts in the name of the Association in a bank carrying on business in

Papua New Guinea which account shall be operated on at least two signatures one of which must be the Hon. Treasurer and another must be the President or Hon. Secretary.

4. The Hon. Treasurer shall maintain all such books of account as shall be necessary or desirable to show a true and accurate record of the receipts and payments of monies received by the Association.
5. Immediately following the end of the financial year the Management Committee shall cause the accounts of the Association to be audited by a qualified auditor appointed by the Management Committee for the purpose; any such auditor must not be an officer of the Association nor a member of the Management Committee.
6. The Auditor, when appointed, shall prepare a report to the Management Committee on the operation of the accounts of the Association for the financial year preceding the date of appointment and this report shall be circulated to all members within one month of the date of its receipt by the Management Committee unless a General Meeting is called sooner in which case it shall be circulated with the notice convening the meeting.
7. No portion of the income or funds of the Association shall be paid, transferred or otherwise parted with to the Members by way of dividend or profit and all such funds shall be applied solely towards the furtherance of the objects of the Association and as more particularly provided for in this Constitution.

11. REGIONAL ORGANISATIONS

1. Full Members may form themselves into regional organisations, groups or sub-groups for the purposes of local competition, qualifying competitions or otherwise as they think fit and such regional organisations shall be recognised by the Association provided details of the constitution of the organisation are properly submitted to the Association.
2. The regional organisations so recognised may include among their number associations who have not affiliated as full members of the Association but shall use their best endeavours to encourage those associations to become full members as soon as possible and in the meantime become associate members.

3. Any such regional organisation shall not be entitled to separate membership of the Association but may send a separate non-voting delegate to general meetings and may seek from the General Meeting the right to attend meetings of the Management Committee.
4. Regional organisations recognised by the Association at the date of adoption of this constitution are:
Northern Region
North Solomons Soccer Federation

12. INTERNATIONAL MATTERS

1. No matches may be played by any affiliated full member or club or team affiliated to such member with any other national association member unless details of the proposed match have first been submitted to the Management Committee and have been approved by that committee. (F.I.F.A. Regulations Articles 8 and 9).
2. All such applications for approval must be made not later than seven days before the date of the proposed match whether the match is to be played in Papua New Guinea or in the other country. (F.I.F.A. Regulations Articles 8 and 9).
3. No affiliated full member or a club or team affiliated to such member may play in any match against an association, club or team which is not affiliated directly or indirectly to F.I.F.A. without prior written approval from the Executive.
Twenty-eight days written notice of any intention to play such a match must be given to the Executive to enable the approval of the F.I.F.A. Executive to be obtained. (F.I.F.A. Statutes Article 41).
4. The employment of agents or intermediaries in the transfer of players within Papua New Guinea or between Papua New Guinea and any other country is strictly forbidden. (F.I.F.A. Regulations Article 10).
5. No affiliated full member or a club or team affiliated to such member may play in any match arranged by private individuals for the purpose of profit. (F.I.F.A. Regulations Article 10).
6. No affiliated full member or club or team affiliated to such member may accept for playing in Papua New Guinea any player who has previously played in another country without first obtaining an international clearance for such player through the Executive. (F.I.F.A. Regulations Article 12).

7. No affiliated full member or club or team affiliated to such member may bring before any court of justice any dispute with an overseas association, club or team, without first submitting the dispute to an arbitration tribunal appointed by common consent. (F.I.F.A. Statutes Article 48).

13. SEAL OF THE ASSOCIATION

1. The Common Seal of the Association shall be of such form and shall bear such wording as the Management Committee shall determine.
2. When required to be affixed to any document the common seal shall be affixed by the Secretary in the presence of the President or Vice President and the fact of the affixation of the seal and the details of the transaction shall be reported to the next succeeding meeting of the Management Committee.
3. The Management Committee shall provide for the safekeeping of the common seal.

14. AMENDMENT OF THIS CONSTITUTION

1. This Constitution may only be altered by a resolution of not less than three-fourths majority of the members present and entitled to vote at a General Meeting of which at least twenty-one days' notice has been given in writing.
2. The Notice convening the meeting shall contain details of the proposed amendment but the General Meeting at which the resolution is proposed may adopt any amendment thereof by the aforesaid majority without the need to give further notice of the further amendment.

15. WINDING UP

If the Association is wound up or ceases to operate for any reason whatsoever, and after payment of all liabilities there remains any balance of assets or funds, all such assets and funds shall be given to an Association or Society with similar objects or to a charitable organisation and no part of the proceeds of the winding up shall be paid or distributed among the members by way of profit or otherwise.

16. TRANSITIONAL PROVISIONS

- a. Until new officers are elected in accordance with this Constitution the Management Committee and officers who hold

office pursuant to the previous constitution of the Association shall remain in office and shall exercise all the powers and functions of the Executive hereunder but shall as soon as practicable arrange for an election to be held under the provisions of this Constitution.

- b. Until otherwise prescribed the fees to be paid by applicants for membership of the Association shall be as follows:

FULL MEMBERS

Affiliation Fees:

Associations with more than 40 teams in

senior competition	...	K150.00
" with between 21 and 40 teams	...	K100.00
" with between 10 and 20 teams	...	K 75.00
" with under 10 teams		K 50.00

Registration Fees:

All Associations - K15 per team playing in the senior competition.

ASSOCIATE MEMBERS

Individuals - K20.00

Associations - K50.00

JUNIOR ASSOCIATIONS

Affiliation fees - K20 plus K7.50 per team playing in regular competition.