

CONSTITUTION

-of-

**THE PAPUA NEW GUINEA GYMNASTICS FEDERATION
INCORPORATED**

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1. Definitions and Interpretations

1.1 Definitions

In this Constitution unless the context requires otherwise:

AGM or Annual General Meeting means the annual General Meeting of the Federation required to be held by the Federation in each calendar year

Appointed Director means a Director appointed under **clause 9.10**.

CEO means a person appointed as chief executive officer of the Federation by the Directors.

Chairperson or Chair means the person elected as the Chair of the Federation under **clause 11.7(a)**.

Committee means a committee established by the Directors under **clause 15**.

Federation Secretary means a person appointed as a Federation secretary of the Federation by the Directors under **clause 14**.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Director means a director of the Federation and includes Elected Directors and Appointed Directors.

Directors means, as the case requires, all or some of the Directors acting together in accordance with their powers and authority under this Constitution.

Elected Director means a Director elected under **clause 9**.

Federation means the organisation governed by this constitution and incorporated under the Associations Incorporation Act.

FIG means the Federation Internationale de Gymnastique.

First Appointed Directors means the persons referred to in **clause 9.2(b)**.

First Elected Directors means the persons referred to in **clause 9.2(a)**.

General Meeting means a general meeting of Members and includes the AGM.

Life Member means a person admitted to the Federation as a life member under **clause 2.5**.

Member means a club or individual as defined in Clause 2.1

Oceania Gymnastics means the official governing body for Gymnastics in the Oceania region.

Objects means the objects of the Federation as enumerated at **clause 1.8** herein.

1.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) A reference to the Federation is a reference to The Papua New Guinea Gymnastics Federation Incorporated;
- (b) **Presence of a Member:** a reference to a Member present at a General Meeting means the Member present in person or by proxy or Representative;
- (c) **Document:** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (d) **Gender:** words importing any gender include all other genders;
- (e) **Person:** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (f) **Successors:** a reference to an organisation includes a reference to its successors;
- (g) **Singular includes plural:** the singular includes the plural and vice versa;
- (h) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (i) **Amendments to legislation:** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision or otherwise;
- (j) **Include:** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (k) **Signed:** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law relating to electronic transmissions or in any other manner approved by the Directors; and
- (l) **Writing:** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

1.3 The Associations Incorporation Act (Chapter No. 142)

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Associations Incorporation Act, the same meaning as in that provision of the Associations Incorporation Act.
- (b) Any provisions of the Associations Incorporation Act that may apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Federation.

1.4 Headings

Headings are inserted for convenience and do not affect the interpretation of this document.

- (c) adopt, formulate, issue, interpret and amend Policies for the control and conduct of Gymnastics in Papua New Guinea;
- (d) encourage the provision and development of appropriate facilities for participation in Sport;
- (e) maintain and enhance standards, quality and reputation of Gymnastics for the collective and mutual benefit and interests of members and Gymnastics;
- (f) promote the sport of Gymnastics for commercial, government and public recognition and benefits;
- (g) be the only body entitled to prepare and enter Papua New Guinea teams in international Gymnastics competitions;
- (h) promote, control, manage and conduct Gymnastic events, competitions and championships;
- (i) have regard to the public interest in its operations;
- (j) undertake other actions or activities necessary, incidental or conducive to advance these Objects;
- (k) To manage gymnastics on the national level
- (l) To promote the development of gymnastics disciplines; i.e.:
Artistic Gymnastics Men and Women
Rhythmic Gymnastics
Acrobatic Gymnastics
Trampoline Gymnastics
Aerobic Gymnastics
Gymnastics for All
- (m) To work in order to promote health as well as psychic and physic development of the youth;
- (n) To fight against any form of violence, sports injustice and doping;
- (o) To prepare and promote the training of coaches and judges;
- (p) To contribute to and to consolidate the relationships with the FIG and with the other National Gymnastics Federations; and
- (q) To maintain good relationships with the other sports activities in Papua New Guinea.

1.9 Discrimination

The Federation does not permit any political, religious or racial discrimination within its organisation as well as any violation of the human rights.

1.10 Powers

Solely for furthering the Objects under **clause 2**, the Federation, in addition to the Sporting Power and any other powers it has under the Associations Incorporation Act has the legal capacity and powers of an Incorporated Association.

2.2 Admission of Members

A person will become a Member, and the Directors will direct that their name be recorded in the register of Members kept by the Federation, only upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the Member has submitted an application, which is accepted by the Directors, in which the Member undertakes to:

- (a) be bound by this Constitution, the Statutes and Regulations and the Policies (including Policies specific to the relevant category of Membership);
- (b) pay the fees and subscriptions determined to apply to the Member under **clause 5**; and
- (c) support the Federation in the encouragement and promotion of its Objects.

2.3 Club Members

- a) Only an incorporated body or a group of persons recognised as a gymnastics body by a school or similar Institution may become a Club Member.
- (b) In order to become a Club Member, an entity must submit an application accompanied by an up-to-date copy of that entity's constituent documents.
- (c) Club Membership may be granted by the Directors in respect of an application made under **clause 2.3(b)** on such terms and conditions as the Directors may see fit.
- (d) Club Membership may be suspended or cancelled by the Directors provided that the Directors comply with the procedure set out in the relevant Policy.
- (e) The Policies will set out:
 - (i) the categories of Club Membership which exist;
 - (ii) the criteria to be met by each category of Club Member;
 - (iii) the privileges and benefits of each category of Club; and
 - (iv) the procedure for suspending or cancelling Club Membership.
- (v) Subject to **clause 2.2**, at the time of adoption of this Constitution, the first Club Members of the Federation shall be those recorded in the minutes of the relevant meeting.

2.4 Technical Members

- (a) An individual that wishes to be accredited by the Federation as a coach or judge of a gymnastics discipline will, upon Registration with the Federation as a coach or judge of a gymnastics discipline, automatically become a Technical Member of the Federation subject to the provisions of these Rules.
- (b) Each Technical Member is entitled to any benefits of Membership prescribed to apply to Technical Members in the Policy.
- (c) A Technical Member is permitted to attend any General Meeting on written application to the Federation and endorsed by their Club Member, but shall not be entitled to receive notice, attend or vote at General Meetings.

- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must treat all staff, contractors and representatives of the Federation with respect and courtesy at all times.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Federation or the Sport, or both.

2.8 Limited Liability

Members have no liability in that capacity except as set out in **clause 20**.

3. Cessation of Membership

3.1 Cessation

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) the termination of their membership according to this Constitution or the Policies of the Federation, including for the reasons set out in **clause 4.2(b) and clause 5.2**.
 - (i) Termination of membership will be decided by the Directors according to **clause 4.2(b)**.
 - (ii) Members have the right to appeal a termination of membership which will be considered according to **clause 4.2(a)(iii)**.
- (d) a body corporate being dissolved or otherwise ceasing to exist;
- (e) and without limiting the foregoing;
- (f) in the case of Members that Member no longer meeting the requirements for membership according to **clause 2 and 3.1 (c)**.

3.2 Resignation

For the purposes of **clause 3.(a)**, a Member may resign as a member of the Federation by giving 14 days written notice to the Directors. Where a Member Club seeks to resign as a member of the Federation the written notice must be accompanied by a copy of the special resolution passed by the Member Club's members resolving that the Member Club resign from the Federation.

3.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Federation or the Directors for damages or otherwise, or claim upon its property including its intellectual property rights.

5. Fees and Subscriptions

5.1 Membership Fee

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual subscription fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and the due date for payment.
- (b) Each Member must pay to the Federation the amounts determined under this **clause 5** in accordance with **clause 5.1(iv)**.

5.2 Non-Payment of Fees

Subject to **clause 5.3(a)**, the right of a Member to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under **clause 5** is in arrears greater than 90 days. Arrears greater than 120 days will result in termination of membership according to **clause 3.1**.

5.3 Deferral or reduction of subscriptions

- (a) The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:
 - (i) there are reasonable grounds for doing so;
 - (ii) the Federation will not be materially disadvantaged as a result; and
 - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.
- (b) If the Directors defer or reduce a subscription or other amount payable by a Member under this **clause 5.3**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Directors.

6. General Meetings

6.1 Annual General Meeting

AGMs of the Federation are to be held:

- (a) according to any provisions of the Associations Incorporation Act; and
- (b) at a date and venue determined by the Directors.

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

6.6 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Members according to any provisions of the Associations Incorporation Act;
- (b) the Directors at the request of Members; or
- (c) a court.

6.7 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) any other persons entitled to notice of a General Meeting under the Associations Incorporation Act.

6.8 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

6.9 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days notice of that General Meeting required to be given by clause 7.8 or the Associations Incorporation Act.

6.10 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

6.16 Attorney of Member

A Member may appoint an attorney to act on the Member's behalf at all or any meetings of the Federation.

6.17 Lodgement of proxy or attorney documents

- (a) A proxy or Attorney may vote at a General Meeting or adjourned or postponed meeting (as the case may be) only if the instrument appointing the proxy or attorney, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Federation:
 - (i) at the office, the facsimile number at the office or at such other place, facsimile number or electronic address specified for that purpose in the notice of meeting; and
 - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.

- (b) An undated proxy is taken to be dated on the day that it is received by the Federation.

6.18 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy, attorney or Representative:
 - (i) to agree to a General Meeting being convened by shorter notice than is required by the Associations Incorporation Act or by this Constitution;
 - (ii) to speak to any proposed resolution; and
 - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy, attorney or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting.

7.5 Chairperson to preside over General Meetings

- (a) The Chairperson is entitled to preside as Chair at General Meetings.
- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
 - (i) a Director (or other person) chosen by a majority of the Directors present;
 - (ii) the only Director present; or
 - (iii) a Representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members present.

7.6 Conduct of General Meetings

- (a) The Chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Associations Incorporation Act, terminate discussion or debate on any matter whenever he/she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this **clause 7.6** is final.

7.7 Adjournment of General Meeting

- (a) The Chair may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

7.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the Chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

7.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made is final.

8. Votes of Members

8.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each of the Voting Members shall have the votes set out in this **clause 8.1**.
- (b) Each Eligible Member will receive one vote.
- (c) No Member other than Eligible voting members shall be entitled to vote at General Meetings.

8.2 Election of Directors

- (a) Elections for Elected Directors shall be by exhaustive ballot in accordance with this **clause 8.2** at the relevant General Meeting on papers prepared by the Directors.
- (b) Save where there is only one nominee for each position of Elected Director to be filled, the exhaustive ballot will be conducted as a poll as follows:
 - (i) rounds of voting for each position of Elected Director to be filled will be held, the first of which will include all nominees for that position;
 - (ii) the nominee with the fewest number of votes will be eliminated from the second and each subsequent round;
 - (iii) in the event that more than one nominee has an equal number of votes and that number of votes is the least number of votes, then:
 - (A) provided that there remains at least one other nominee for the subsequent round, all of those nominees with the least amount of votes will be eliminated from each of the subsequent rounds of voting;

- (c) A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Member for the purpose of this clause is deemed to be a document in writing signed by that Member.

9. Directors

9.1 Number of Directors

- (a) There must be not less than three Directors and not more than seven Directors.
- (b) Subject to **clause 9.1(a)**, not more than seven Directors are to be elected by the Members (**Elected Directors**), and not more than three Directors are to be appointed under **clause 9.10**.

9.2 First Directors

- (a) The First Elected Directors are:
- President - Hannah McManus
 - Vice President - Tanja Rudd
 - Secretary - Suzie Lepani
 - Vice Secretary - Lynette Baratati-Pokas
 - Treasurer - Katrina Morgan
 - General Member - Timothy Ward

- (b) The First Appointed Directors are:

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nominations (which comply with this **clause 9.4**) for elections to positions falling vacant, which must be received no less than 28 days prior to the AGM.

(b) Any Member may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next AGM.

(c) A nomination must:

- (i) be in the form required by the Directors; and
- (ii) signed by the nominator and nominee.

9.5 Term of office of Directors generally

Subject to **clauses 9.2, 9.8 and 9.9**, an Elected Director will hold office for a term of three years.

9.6 Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to the requirement of this Constitution, including **clause 9.8**, is eligible for re-election.

9.7 Elected Director elected at General Meeting

(a) At a General Meeting:

- (i) at which an Elected Director retires; or
- (ii) at the commencement of which there is a vacancy in the office of an Elected Director,

there will be a vote of the Members conducted in accordance with **clause 8.2** to fill the vacancy by electing someone to that office.

(b) Subject to **clauses 9.8 and 9.13**, an Elected Director elected under this **clause 9.7** takes office at the end of the meeting at which they are elected for a period of three years.

9.8 Maximum term of office for Directors

(a) A Director may not serve more than three consecutive terms as a Director, including where one of the terms is as an Appointed Director.

(b) For the purpose of **clause 9.8(a)**, service:

- (i) by a person filling a casual vacancy in an Elected Director position under **clause 9.9(b)** for any period will be treated as a term;

9.12 Honarium

The Federation may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

9.13 Removal of Director

- (a) Subject to any provisions of the Associations Incorporation Act, the Federation may in General Meeting by ordinary resolution remove any Director prior to the expiration of that Director's term of office.
- (b) Unless otherwise resolved at a General Meeting, a Director removed in accordance with **clause 9.13(a)** cannot be re-appointed as a Director within three years of their removal.

9.14 Vacation of office

The office of a Director becomes vacant when the Associations Incorporation Act says it does and also if the Director:

- (a) is removed in accordance with **clause 9.13**;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) resigns from office by notice in writing to the Federation;
- (d) accepts appointment to, or becomes the holder of, a disqualifying position as set out in **clause 9.3** and does not resign from that position within 30 days;
- (e) is not present at three consecutive Directors' meetings without leave of absence from the Directors; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Federation and fails to declare the nature of the interest as required by the Associations Incorporation Act.

9.15 Alternate Director

A Director cannot appoint an alternate.

- (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
- (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

10.7 Code of Conduct

The Directors must:

- (a) adopt a code of conduct for Directors; and
- (b) periodically review the code of conduct in light of the general principles of good corporate governance.

10.8 Seal

The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorised by the directors in that behalf and every instrument to which the seal is affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

10.9 Duplicate seals

The directors may provide for duplicate common seals for use in any other place or country in which the Federation is registered or shall acquire real or personal property or shall enter into any contract or otherwise function.

11. Proceedings of Directors

11.1 Directors meetings

- (a) Subject to **clause 11.1(b)**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least six times in each calendar year.

11.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has one vote on a matter arising for decision by Directors.

- (c) Despite clause 11.7(b), if:
 - (i) there is no person elected as Chair; or
 - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is unwilling to act,the Directors present may elect one of their number to be Chair of the meeting

11.8 Governance Structure of the Federation

- (a). The governance structure of the Federation shall include:
 - (i) The Chairperson of the Federation
 - (ii) The Secretary
 - (iii) The Treasurer
- (b) The Directors may elect one of their number to be the Secretary and Treasurer by a majority vote.

11.9 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. A facsimile transmission or other document produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of clause 11.8(a) and is taken to be signed when received by the Federation in legible form.
- (c) The resolution is passed when the last Director signs.

11.10 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a Telecommunication Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the Chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Telecommunication Meeting unless that person has previously notified the Chair of leaving the meeting; and
- (f) a minute of proceedings of a Telecommunication Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the Chair.

13 Chief Executive Officer

13.1 Appointment of CEO

The Directors may appoint a CEO.

13.2 Powers, duties and authorities of CEO

- (a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.

13.3 Suspension and removal of CEO

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office.

13.4 Delegation by Directors to CEO

The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Federation. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Federation;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Federation; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

16 Policies

16.1 Making and amending Policies

- (a) In addition to policies made under **clause 4.2**, the Directors may from time to time make policies:
 - (i) that are required to be made under this Constitution; and
 - (ii) which in their opinion are necessary or desirable for the control, administration and management of the Federation's affairs and may amend, repeal and replace those policies.
- b) The Federation in General Meeting may amend, repeal or replace any policy made by the Directors without affecting the validity of acts or decisions made by the Directors or anyone authorised to act pursuant to that policy.
- (c) The Policies referred to in **clauses 4.2** and **16.1(a)** take effect 28 days after the service of the Policy on the Member and shall be of force and effect on that date.

16.2 Effect of Policies

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution;
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution; and
- (d) may be overruled if a resolution to that effect is passed by the Members at a General Meeting.

17 Inspection of Records

17.1 Right of the Members to Inspect Records

A Member does not have the right to inspect any document of the Federation (including registers kept by the Federation) except as required by law.

18 Accounts

18.1 Accounting Records

The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Associations Incorporation Act.

18.2 Auditor

A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with any provisions in the Associations Incorporation Act.

Each person referred to in this paragraph (a) is referred to as an **"Indemnified Officer"** for the purposes of the rest of **clause 20**.

(b) The Federation will indemnify each Indemnified Officer out of the property of the Federation against:

- (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Federation or of a related body corporate of the Federation; and
- (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Federation or of a related body corporate of the Federation,

unless:

- (iii) the Federation is forbidden by statute to indemnify the person against the liability or legal costs; or
- (iv) an indemnity by the Federation of the person against the liability or legal costs would, if given, be made void by statute.

20.2 Insurance

The Federation may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the Federation or of a related body corporate of the Federation including a liability for legal costs, unless:

- (a) the Federation is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Federation paid the premium, be made void by statute.

20.3 Deed

The Federation may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 20.1** on the terms the Directors think fit (as long as they are consistent with **clause 20**).

21 Modification to Constitution

21.1 Proposals for Modifications to the Constitution

Proposals for modifications to this Constitution may be submitted in accordance with the provisions of **clause 6** by a Member Club or by the executive and in accordance with **clause 38** of the Associations Incorporation Act.

21.2 Approval of Modifications to the Constitution

Modifications to this constitution must be approved by a minimum of 75% majority of the persons attending and entitled to vote at an Annual General Meeting or a Special meeting called for the purpose. The modifications will become effective upon completion of that meeting unless otherwise decided by a 75% majority of that meeting.

23 Approval and Adoption of the Constitution

This Constitution has been approved and adopted at the Papua New Guinea Gymnastics Federation Annual General Meeting (General Assembly) held on Date: 28th November 2017, and shall come into force as at that date.

Witnessed by, on behalf of the General Assembly of the Papua New Guinea Gymnastics Federation.

The President

Hannah McManus

The Secretary

Suzie Lepani

Date: 28th November 2017