6. Votes of Members

8. Chair to determine any poll dispute

7.14

Omnipotence to publish announcements

7.13

Declaration of results

7.11

Equality of votes

7.10

Questions decided by majority

7.9

Notice of adjourned meeting

7.8

Adjournment of General Meeting

7.7

Conduct of General Meetings

7.6

Chairperson to preside over General Meetings

7.5

Adjourned meeting

7.4

Quorum and time

7.3

Requirement for a quorum

7.2

Number for a quorum

7.1

Proceedings at General Meeting

7.21

Authority given by appointment

6.18

Form of proxy or attorney documents

6.17

Attorney of Member

6.16

Right to appoint proxy

6.15

Right to appoint representative

6.14

Representation, proxy or attorney at postponed General Meeting

6.13

Non-receipt of notice

6.12

Re-announcement of postponed General Meeting

6.11

Business at postponed General Meeting

6.10

Number of clear days for postponement of General Meeting

6.9

Contents of notice of postponement of General Meeting

6.8

Written notice of cancellation of postponement of General Meeting

6.7

Cancellation of postponement of General Meeting

6.6

Functions of the General Meeting

6.4

Notice of a General Meeting

6.3

Power to continue General Meeting

6.2

Annual General Meeting

6.1

General Meetings

6.2

Deferral of reduction of subscriptions

5.3
Definitions

1. Definitions and Interpretations
4.3 The Associations Incorporation Act (Chapter No. 142)

4.3 Interpretation

In this Constitution unless the context requires otherwise:

- A Reference to the Federation is a Reference to the Papua New Guinea

- Presence of a Member: a Reference to a Member present at a General Meeting means the Member present in person or by proxy or representation:

- Members of the Federation: includes all other Members:

- "Person" means the Member present in person or by proxy or representation:

- "Successor" includes a Representative of an Association as well as an incorporated body of an Association:

- "Provision of a Law or a provision of a Law made under a Law (instrument)" includes a reference to a Law:

- "Definitions" include definitions of terms in the Associations Incorporation Act:

- "Singular includes plural": the singular includes the plural and vice versa:

- "Reference to an organization includes a reference to the joint venture, an incorporated body of an Association or an authority:

- "Representatives" includes a Representative of the Federation:

- Any provision of the Associations Incorporation Act may apply as a matter of course:

- If in the provision of the Associations Incorporation Act, the same meaning is applied to words in a visible form including a format, any reproduction whether written or in other modes or otherwise means the words included:

- Interpretation of words in a physical document or in an electronic reproduction of a visible form including a format, any reproduction written and written includes printing, typing and other modes of communication or otherwise:

- Interpretation of words in a visible form including any reproduction of a document or in any other manner approved by the Association and interpreted as words of Interpretation:

- Words includes words included, including and for example are not to be interpreted:

- "Provision of a Law or a provision of a Law made under a Law (instrument)" includes a reference to a Law:

- "Singular includes plural": the singular includes the plural and vice versa:

- "Reference to an organization includes a reference to the joint venture, an incorporated body of an Association or an authority:

- "Representatives" includes a Representative of the Federation:

- Any provision of the Associations Incorporation Act may apply as a matter of course:

- If in the provision of the Associations Incorporation Act, the same meaning is applied to words in a visible form including a format, any reproduction written and written includes printing, typing and other modes of communication or otherwise:

- Interpretation of words in a physical document or in an electronic reproduction of a visible form including a format, any reproduction written and written includes printing, typing and other modes of communication or otherwise:
take the legal capacity and power of an incorporated association, spanning power and any other powers it has under the Associations Incorporation Act for initiating the Objects under clause 2 the Federation, in addition to the

Powers

1.10

the organisation as well as any violation of the human rights.

The Federation does not permit any political, religious or racial discrimination within

Discrimination

1.9

Guinea;

To maintain good relations with the other sports activities in Papua New

(b)

other National Gymnastics Federations and

(d)

to contribute to and concentrate the relations with the FIG and with the

(f)

to prepare and promote the training of coaches and judges;

(o)

to fight against any form of violence, sports influence and doping;

(u)

to develop the youth;

(m)

to work in order to promote health, as well as psychic and physical

(2)

gymnastics for all;

(1)

Aerobic gymnastics;

(2)

Trampoline gymnastics;

(2)

Acrobatic gymnastics;

(2)

Rhythmic gymnastics;

(2)

Artistic gymnastics Men and Women;

To promote the development of gymnastics disciplines. Le:

(i)

To manage gymnastics on the national level;

(k)

endeavour these Objectives;

(j)

undertake other actions or activities necessary, incidental or conducive to

(i)

have regard to the public interest in the operations;

(i)

championships;

(4)

promote, control, manage and conduct gymnastic events, competitions and

(4)

international gymnastics competitions.

(6)

do the only body entitled to prepare and control New Guinea teams in

(6)

Recognition and benefits;

(3)

promote the sport of gymnastics for commercial, government and public

(3)

collective and mutual benefits and interests of members and gymnastics;

(3)

maintain and enhance standards, quality and regulation of gymnastics for the

(3)

equipment in sport;

(3)

encourage the provision and development of appropriate facilities for

(3)

control of gymnastics in Papua New Guinea;

(3)

adopt, formulate, issue, interpret and amend Policies for the control and
2.4 Technical Members

Minutes of the relevant meeting. 

Subject to clause 22, at the time of adoption of the Constitution, the first Club Members of the Federation shall be those recorded in the records of the relevant meeting. The procedure for suspending or cancelling Club Memberships.

The procedure for suspending or cancelling Club Memberships.

The powers and benefits of each category of Club Member.

The criteria to be met by each category of Club Member.

The categories of Club Memberships which exist.

The Policies will set out:

That the Directors comply with the procedures set out in the relevant Policy.

Club Memberships may be suspended or cancelled by the Directors, provided the Directors may as the relevant Policy.

any such terms and conditions as the relevant Policy.

Club Memberships may be granted by the Board as specified in the relevant Policy.

in order to become a Club Member, an individual must submit an application accompanied by an up-to-date copy of their identity and relevant documents.

by a school or similar institution may become a Club Member.

Club Members

Support the Federation in the encouragement and promotion of its Object(s).

Clause 3 and pay fees and subscriptions determined to apply to the Member under regulations and the Policies.

(intellectual property specific to the relevant category of membership).

be bound by the Constitution, the By-Laws, the Regulations and the Policies.

in which the Members undertakes to:

and provide the Member with any information, which are necessary for the continuation of the Member's obligations to the Federation and the details of the Federation as recorded in the Register of Members.

A Person will become a Member, and the Directors will direct that their name be

2.2 Admission of Members

A Technical Member is entitled to attend any General Meeting of the Federation, but shall not be entitled to receive notice, attend or vote at General Meetings.
3.3 Right of Resignation

A Member who, on which cessation to be a Member shall forfeit all right in and claim to property including all Intellectual Property Rights.

3.2 Resignation

For the purposes of clause 3.2(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.

3.1 Cessation of Membership

A person ceases to be a Member on:

- the termination of their membership according to the Constitution of the Federation;
- death;
- resignation;
- the termination of their membership according to clause 4.2.

3. Cessation of Membership

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

2.8 Limited Liability

- to the objects and interests of the Federation or the Sport, or both.
- A Member must not act in a manner unbecoming a Member or prejudicial to the Federation with respect and courtesy at all times.
- A Member must treat all staff, contractors and employees of the Federation with respect and courtesy.
- A Member shall not use the Rights comprising or associated with Membership to any other person and any attempt to do so shall be void.
6.1 Annual General Meeting

6. General Meetings

and vote at a General Meeting, unless otherwise specified by the Directors.

Where under the clause 5.3, the amount payable by a Member to the Federation is suspended while the payment of any subscription or other amount payable by a Member is suspended, the right of a Member to attend and vote at a General Meeting under the obligations of a Member to pay a subscription or other amount payable by a Member, if the Directors agree to pay the deferred or reduced subscription or other amount payable by a Member, if the Directors are satisfied that:

(iii) the Federation will not be materially disadvantaged as a result; and

(ii) there are reasonable grounds for doing so.

5.3 Non-Payment of Fees

5.2 Deferred or Reduction of Subscriptions

Clause 5 in accordance with clause 5.1(v).

Each Member must pay to the Federation the amounts determined under this clause 5 in accordance with clause 5.1(v).

The payment method and the due date for payment.

Any other amount to be paid by each Member, of any category of Members, whichever of a Renewal or any other nature.

The amount of the annual subscription due payable by each Member.

The amount (if any) payable by an applicant for membership.

The Directors must determine from time to time:
Business at Postponed General Meeting

6.10 Clause 7.8 of the Associations Incorporation Act.

The number of clear days notice of the General Meeting required to be given by the number of clear days from the giving of a notice postponed a General Meeting must not be less than

6.9 Number of clear days for postponement of General Meeting

If the meeting is to be held in two or more places, the requirements that will be.

need to hold the meeting in that manner:

(a) the meeting:

(b) the place where the meeting is to be held, which may be either the same as

(c) the new date and time for the meeting:

the place specified in the notice originating the postponement if the General Meeting must specify:

6.8 Contents of notice postponing General Meeting

Of the Associations Incorporation Act:

any other persons entitled to notice of a General Meeting under the Act:

and

(a) (b) Members according to the provisions of the Associations Incorporation Act.

Reasons for doing so and the given:

Written notice of cancellation or postponement of General Meeting

6.7 A court.

(a) The Directors at the request of Members:

(b) Members according to any provisions of the Associations Incorporation Act.

Written notice of cancellation or postponement of General Meeting

6.6 General Meeting.

No business other than that stated in the notice of meeting may be transacted at a
6.18 Authority given by appointment

An undated proxy is taken to be dated on the day that it is received by the meeting.

6.19 Lodgement of proxy or attorney documents

A proxy or attorney may vote at a general meeting or adjourned or postponed meeting as the case may be.
Adjournment of General Meeting

7.7 A decision by the Chair under this clause 7.6 is final.

Conduct of General Meetings

7.6 A majority of the members present at a meeting constitutes a quorum.

Chairperson to preside over General Meetings

7.5 If a General Meeting is convened and there is no Chair, no person is entitled to preside as Chair.

Conduct of General Meetings

7.6 A majority of the members present at a meeting constitutes a quorum.

Chairperson to preside over General Meetings

7.5 If a General Meeting is convened and there is no Chair, no person is entitled to preside as Chair.

Adjournment

Only untraded business is to be transacted at a meeting resumed after an adjournment.

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.

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 part of it.

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 part of it.
(a) (ii) The nominee with the greatest number of votes will be eliminated from the second and each subsequent round.

(ii) Provided that there remains at least one other nominee for the position of Director to be filled, the nominee with the least number of votes will be eliminated at the end of each round and the process will be repeated until only one nominee remains.

(iii) In the event that more than one nominee has an equal number of votes and the second and each subsequent round:

(i) Halt, the first of which will include all nominees for that position.

(ii) Unless there is only one nominee for each position of Director to be filled, the remaining ballot will be conducted as a poll as follows:

(b) (x) No member other than an Eligible voting member shall be entitled to vote at a General Meeting, or any adjourned meeting, on a poll, on a show of hands, on a roll, or on any other form of count or vote, whether at or adjourned meeting.

(c) Each eligible member shall have one vote.

(d) At a General Meeting, a show of hands or a roll, each of the voting members of the Company shall be entitled to vote at each poll, on a show of hands and on a roll, on any other form of count or vote, whether at or adjourned meeting.

8.1.4 Chair to determine any poll dispute.

A vote not disallowed under the objection is valid for all purposes.

(ii) A vote may not be raised except at their meeting, and

(i) An objection to the right of a person to attend at a General Meeting.

8.1.3 Objection to voting qualification.
9.1 Number of Directors

Clause 9.1 is deemed to be a document in writing signed by that Member. Communication pursuant to be signed by a Member for the purpose of this

9.2 First Directors

The First Appointed Directors are:

- General Manager - Timothy Ward
- Treasurer - Kehinde Morgan
- Vice Secretary - Lutile Bolarinwokun
- Secretary - Nnaegwu
- President - Tanya Rudd
- President - Heman Makhmous

The First Elected Directors are:

9.2 First Directors

be appointed under clause 9.1.0; and not more than three Directors are to

Subject to clause 9.1(a) no more than seven Directors are to be elected by

There must be not less than three Directors and not more than seven

Director.
Under clause 9.3(b) for any period will be treated as a term:

(i) by a person filling a casual vacancy in an Elected Director position

For the purpose of clause 9.8(6), service:

(b) including where one of the terms is as an Appointed Director.

A Director may not serve more than three consecutive terms as a Director.

Maximum Term of Office for Directors

9.8

Clause 9.7 takes office at the end of the meeting at which they are elected for

Subject to clauses 9.8 and 9.13 an Elected Director elected under this

to fill the vacancy by electing someone to that office.

where there will be a vote of the Members conducted in accordance with clause 8.2

Elected Director:

(ii) at the commencement of which there is a vacancy in the office of an

(i) at which an Elected Director retires or

(a) at a General Meeting:

Elected Director elected at General Meeting

9.7

Clause 9.8, is eligible for re-election.

Elected Director retires. This subject to the requirement of the Constitution, including

A retiring Elected Director holds office until the end of the meeting at which their

Office held until end of meeting

9.6

Three Years.

Subject to clauses 9.2, 9.5 and 9.9, an Elected Director will hold office for a term of

Term of Office of Directors Generally

9.5

Signed by the nominator and nominee.

(ii) be in the form required by the Directors, and

(i) A nomination must:

(c) a nomination must:

(ii) position that is to be the subject of an election at the next AGM.

Any member may nominate a person to fill a vacancy in an Elected Director

Positions (which comply with this clause 9.4) for elections to positions

Nominations (which comply with this clause 9.4) for elections to positions
9.15 Alternate Director

A Director cannot appoint an Alternate Director.

9.16 Incorporation Act

Resignation and removal of a Director: any Director, who is directly or indirectly interested in any contract or proposal, may resign from the Board, or accept a appointment to become the holder of a disqualifying position as set out in clause 9.3. and does not resign from the position within 30 days.

(1) Resignation from the Director or

(2) Absence from the Director or

(3) does not present at three consecutive Director meetings without leave of absence from the Director or

(4) is removed in accordance with clause 9.13: 

The office of a Director becomes vacant when the Director resigns or refuses to attend meetings.

9.14 Vacation of office

The office of a Director becomes vacant when the Director resigns, refuses to attend meetings, or is removed in accordance with clause 9.13.

9.13 Removal of Director

The Federation may remove a Director in accordance with the Federation's governing documents.

9.12 Termination

Director an ex-Officio for years of term of office.
vote on a matter arising for decision by Directors.

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.

1.2 Questions decided by majority

The Directors must meet at least six times in each calendar year.

(b) The business, adjourn and otherwise regulate their meetings as they think fit.

Subject to clause 1.1 (p), the Directors may meet together for conducting

Directors meetings

Proceedings of Directors

The Directors may provide for duplicate common seals for use in any other place or

Duplicate seals

The Directors may provide for duplicate common seals for use in any other place or

10.9 Seal

(a) Good corporate governance.

(b) Periodically review the code of conduct in light of the general principles of conduct of Directors:

(c) adopt a code of conduct for Directors

The Directors must

10.7 Code of Conduct

Any power exercised by a delegatee is as effective as if it had been exercised

by the Directors.

In exercising a power depends on a person's opinion, belief or state of mind, and

may include the power to delegate.

(c) If exercising a power depends on a person's opinion, belief or state of mind, and

occupying or performing the duties of a specified office or position:

need not be to a specified person but may be to any person holding.
11.30 Validity of acts of Directors

The resolution is passed when the last Director signs:

(a) The resolution is signed when the resolution is signed by the Director for the purpose of clause 11.30(e) and is transmitted or sent in the form of an electronic document provided by electronic means or transmitted or otherwise produced under the electronic signature of a Director, with the authority or under the electronic signature of the Director, is taken to be a separate copy of a document.

(b) The Directors may pass a resolution without a Directors' meeting being held if the Directors are in favour of the resolution or if the Directors are not in favour of the resolution.

11.8 Governance Structure of the Federation

The Directors may elect one of their number to be the Chair of the Directors.

(i) The Chair is unwilling to act.

(ii) The holding of the meeting is other than the time appointed for the meeting.

(iii) There is no person elected as Chair of the Directors present.

Despite clause 11.7(b), if:
appropriae powers to delegate to the CEO.

any other powers and responsibilities which the Directors consider

management committees of the Federation, and

sub-delegations of her powers and responsibilities to employees or Internal

approve and incur expenditure subject to specified expenditure limits.

manage the financial and other reporting mechanisms of the Federation;

except approved by the Directors.

can be considered by the Directors and implemented by the

development of business plans, budgets, strategies, policies, processes and codes of

The power and responsibility to:

and control of the business and affairs of the Federation. The delegation will include

the powers as are decided by the Directors to conduct the Day-to-Day Management

subject to such resolutions on

13.4 Delegation by Directors to CEO

of remove the CEO from that office.

Subject to the terms and conditions of the appointment, the Directors may suspend

13.3 Suspension and removal of CEO

duties, by the CEO are subject to all limits to the control of the Directors.

The exercise of those powers and authorities, and the performance of those

The CEO holds office on the terms and conditions (including as to

Powers, duties and authorities of CEO

The Directors may appoint a CEO.

13.1 Appointment of CEO

The Chief Executive Officer

formalities of the minute is certified to be a correct minute by the Chair.

a minute of proceedings of a Telecommunication Meeting is subject

unless that person has previously notified the Chair or learning the meeting:

Person may express the opinion of the Chair or learning the meeting:

Person may not leave a Telecommunication Meeting by disconnection

presence in all other persons taking part in the meeting:

at the commencement of the meeting each person must announce his or her
with any provisions in the Articles Incorporation Act.

A properly qualified auditor or auditors shall be appointed by the Directors and the

18.2 Auditor

Incorporation Act.

The Directors will cause proper accounting and other records to be kept and will

18 Accounting Records

18 Accounts

including registers kept by the Federation (except as required by law).

A Member does not have the right to inspect any document of the Federation

17.1 Right of the Members to Inspect Records

17 Inspection of Records

(d) may be amended if a resolution to that effect is passed by the Members at a

provision in this Constitution and when in force is binding on all Members and has the same effect as a

must be consistent with this Constitution.

is subject to this Constitution:

16.2 Effect of Policies

General Meeting.

That date.

The Policies referred to in clauses 4.2 and 16.1 (e) take effect 26 days after

By the Directors or anyone authorised to act pursuant to that Policy.

The Federation in General Meeting may amend, repeal or replace any policy

amend, repeal and replace those Policies, administration and management of the Federation's affairs and may

which in their opinion are necessary or desirable for the control, and

that are required to be made under this Constitution; and

in addition to policies made under clause 4.2, the Directors may from time to
time to

16.1 Making and amending Policies

16 Policies
21. Approval of Modifications to the Constitution

21.1 Proposals for Modifications to the Constitution

(As long as they are consistent with Clause 20)

20.3 Deed

The Federation may enter into a deed with any indemnified Officer or a deed poll to

Proceedings.

(b) if the Federation fails to pay the premium, the premium be made void by

the Federation.

(c) if the Federation is required by statute to pay or agree to pay the premium or

the Federation is required by statute to indemnify or pay the Federation.

Insurance

20.2 Legal Costs

(a) if any costs incurred by the Federation or for the Federation or in connection with

the Federation.

(b) all legal costs incurred in defending or resisting (or otherwise in

connection with) proceedings, whether civil or criminal or in an

criminal or regulatory action, or in connection with the Federation or an

indemnified Officer, or in an action or proceeding involving or in connection with

the Federation.

(c) every liability (except a liability for legal costs) that the Federation or

an indemnified Officer has or may have.

(d) each person referred to in this paragraph (e) is referred to as an
Date: 28th November, 2017

__________________________    ____________________________
Suze Leirani                              Hannam Micromus
The Secretary                             The President

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

and shall come into force as at that date.

Federation Annual General Meeting (General Assembly) held on Date: 28th November, 2017.

This Constitution has been approved and adopted at the Papua New Guinea Gymnastics

Approval and Adoption of the Constitution