



# Constitution & Rules

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# Rules

## Part 1 – Preliminary

### 1. Name

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The name of the Association is the Papua New Guinea Canoeing Association Incorporated or any other name adopted by the association and approved by the Registrar of Companies.

The short name shall be PNG Va'a.

### 2. Objects and Purposes

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The objects and purposes of the Association are:

- (a) to promote the sport of outrigger canoeing, or va'a, in Papua New Guinea; and
- (b) to position outrigger canoeing to become a major sport in Papua New Guinea; and
- (c) organise, promote and assist in obtaining locations, training and other facilities and equipment to practice the above mentioned sport; and
- (d) to organise, promote and assist in hosting regattas and other events incidental or conducive to the attainment of the objects or any of them;
- (e) to support and promote the individual goals and objectives of our members that are in line with these Objects and Purposes; and
- (f) to promote the ideals and traditions of the International Va'a Federation; and
- (g) to do all such things as are incidental or conducive to the attainment of the objects or any of them; and
- (h) to develop and maintain friendly relations with private and corporate citizens based on mutual respect and understanding with a view to furthering the objects and purposes herein adopted; and
- (i) to apply the profits (if any) or any other income in promoting its objects; and
- (j) to prohibit the payment of any dividend or payment in the nature of a dividend to its members.

### 3. Interpretation & Definitions

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3.1 In these Rules, except in so far as the context or subject-matter otherwise indicates or requires:

**association** means the association incorporated under the Act referred to in Rule 1.

**Executive Committee** shall also mean the Executive Committee of the Association elected in accordance with Part 3.

**ordinary member** means a member of the Executive Committee who is not an office-bearer of the Association as referred to in Rule 15.2.

**person** includes a natural person as well as an incorporated and unincorporated club.

**secretary** means:

- (a) the person holding office under the Rules as a secretary of the Association; or
- (b) where no such person holds that office, the public officer of the Association.

**special general meeting** means a general meeting of the Association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act* (Chapter No. 142).

**the Regulation** means the *Associations Incorporation Regulation* made under the Act.

- 3.2 The provisions of the *Interpretation Act* apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

## Part 2 – Membership

### 4. Membership qualifications and rights

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- 4.1 A person is qualified to be a member of the Association if:
- (a) Subject to these Rules, the person is a natural person who is a financial member of an affiliated club, in which case the person becomes an automatic member of the Association, or
  - (b) in the case of a club, it has been nominated for membership of the Association in accordance with clause 5 and has been approved for membership by the Executive Committee and has paid its affiliation fee or fees as prescribed from time to time by the Executive Committee.
- 4.2 The rights and responsibilities of each member are subject, in particular, to clause 33.1.

### 5. Nomination for membership

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- 5.1 A nomination for membership of the Association:
- (a) shall be made in writing by a member of the Association and seconded by a member of the Association in the form or to the effect of the form set out in Appendix 1 to these Rules; and
  - (b) shall be lodged with the secretary of the Association.
- 5.2 As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the Executive Committee which shall determine whether to approve or to reject the nomination.
- 5.3 Where the Executive Committee determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee to pay

within the period of one month after receipt by the nominee of the notification the sum payable under these Rules by a member as entrance fee and annual subscription.

- 5.4 The secretary shall, on payment by the nominee of the amounts referred to in clause 5.3 within the period referred to in that clause, enter the nominee's name in the register of members and upon the name being so entered, the nominee becomes a member of the Association.
- 5.5 Prior to being considered for membership of the Association:
- (a) a nominee under this heading shall meet the minimum membership requirement(s) as set by the Executive Committee from time to time, which requirements may include but not be limited to a canoe and a paddle, and
  - (b) it shall provide to the secretary evidence of those requirement(s) as and when requested by the secretary from time to time.

## **6. Cessation of membership**

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A member ceases to be a member of the Association if:

- (a) In the case of a club, the secretary resigns in writing that membership; or
- (b) Is expelled from the Association in accordance with these Rules, or
- (c) Dies.

## **7. Membership entitlements not transferable**

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A right, privilege or obligation which a member has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person or club; and
- (b) terminates upon cessation of the membership of that person or club.

## **8. Resignation of membership**

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- 8.1 A member of the Association is not entitled to resign that membership except in accordance with this Rule.
- 8.2 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by giving notice (being not less than 1 month or not less than such other period as the Executive Committee may determine) in writing to the secretary of the member's intention to resign and upon the expiration of the period of notice, the member ceases to be a member.
- 8.3 A member of the Association who has not paid all fees, subscriptions or other debt due under Rule 10.2 by the date specified in Rule 10.2(a) is deemed to have resigned one month after the date specified in Rule 10.2(a).

- 8.4 Where a member of the Association ceases to be a member pursuant to clause 8.2 or 8.3 and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **9. Register of Members**

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- 9.1 The public officer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- 9.2 The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

## **10. Fees and subscriptions**

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- 10.1 A member of the Association shall upon admission to membership, pay to the Association a fee determined by the Executive Committee or, where some other amount is determined from time to time by the Executive Committee, that other amount, and do so in a manner deemed by the Executive Committee to be appropriate or convenient.
- 10.2 In addition to any amount payable by the member under clause 10.1, a member of the Association shall pay to the Association an annual membership fee determined by the Executive Committee or, where some other amount is determined from time to time by the Executive Committee, that other amount:
- (a) except as provided by paragraph (b), before 1 March in each calendar year; or
  - (b) where the member becomes a member on or after 1 March in any calendar year, upon becoming a member and before 1 March in each succeeding calendar year.
- 10.2 Where circumstances require the Executive Committee to impose any additional fee or levy on members to achieve the Objects and Purposes of the Association, such additional fee or levy shall become due and payable within 14 days of such imposition and failure by a member to pay such fee or levy will be grounds for suspension of membership.
- 10.3 No refund of affiliation or other fee paid to the Association under this heading shall be made upon the resignation of a member or termination of his/ her/ its membership.

## **11. Members' liabilities**

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The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 10.

## 12. Disciplining of members

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- 12.1 Where the Executive Committee is of the opinion that a member of the Association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
  - (b) has persistently and wilfully acted in manner prejudicial to the interests of the Association,  
the Executive Committee may, by resolution:
  - (c) expel the members from the Association; or
  - (d) suspend the member from membership of the Association for a specified period.
- 12.2 A resolution of the Executive Committee under clause 12.1 is of no effect unless the Executive Committee, at a meeting held not earlier than 14 days and not later than one month after service on the member of a notice under clause 12.3, confirms the resolution in accordance with this Rules.
- 12.3 Where the Executive Committee passes a resolution under clause 12.1, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the Executive Committee and the grounds on which it is based;
  - (b) stating that the member may address the Executive Committee at a meeting to be held not earlier than 14 days and not later than one month after service of the notice;
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the member that the member may do either or both of the following:
    - (i) attend and speak at that meeting;
    - (ii) submit to the Executive Committee at or prior to the date of that meeting written representations relating to the resolution.
- 12.4 At a meeting of the Executive Committee held as referred to in clause 12.3, the Executive Committee shall:
- (a) give to the member an opportunity to make oral representations;
  - (b) give due consideration to any written representations submitted to the Executive Committee by the member at or prior to that meeting; and
  - (c) by resolution determine whether to confirm or to revoke the resolution.
- 12.5 Where the Executive Committee confirms a resolution under clause 12.4, the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the members' right of appeal under Rule 13.
- 12.6 A resolution confirmed by the Executive Committee under clause 12.4 does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or

- (b) where, within that period, the member exercises the right of appeal unless and until the Association confirms the resolution pursuant to Rule 13.4.

### **13. Right of appeal of disciplined member**

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- 13.1 A member may appeal to the Association in a general meeting against a resolution of the Executive Committee which is confirmed under Rule 12.4 within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- 13.2 Upon receipt of a notice from a member under clause 13.1, the secretary shall notify the Executive Committee which shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- 13.3 At a general meeting of the Association convened under clause 13.2:
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the Executive Committee and the member shall be given the opportunity to state their respective cases orally or in writing or both; and
  - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 13.4 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **Part 3 – The Executive Committee**

### **14. Powers, etc of the Executive Committee**

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The executive committee shall be called the Executive Committee of the Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in general meeting:

- (a) shall control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association; and
- (c) has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Association.

### **15. Constitution and membership**

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- 15.1 The Executive Committee shall consist of:
  - (a) the office-bearers of the Association; and
  - (b) three ordinary members, and
  - (c) one duly elected delegate from each affiliated club,

and except for persons in (c) above, each of whom shall be elected at the annual general meeting of the Association pursuant to these Rules.

15.2 The office-bearers of the Association shall be:

- (a) the president;
- (b) the vice-president;
- (c) the treasurer; and
- (d) the secretary; and

they shall be elected for a 2 year term such that the President and Treasurer are elected at the same year and the Vice President and Secretary are elected the following year.

15.3 In accordance with clause 15.2, each other member of the Executive Committee shall subject to these Rules hold office until the conclusion of general business of the annual general meeting until the election of the new Executive Committee members, and each other member of the Executive Committee is eligible for re-election.

15.4 In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office subject to these Rules in accordance with clause 15.3 herein.

15.5 Notwithstanding anything in these Rules to the contrary, an office-bearer of an affiliated club shall not be entitled to be nominated for election to, nor hold, the equivalent office in the Executive Committee of the Association.

## **16. Election of members**

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16.1 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Executive Committee:

- (a) shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

16.2 If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated shall be deemed to be elected with effect from the conclusion of the elections held at that meeting and further nominations in respect of the unfilled vacancies may be received at the annual general meeting.

16.3 If insufficient further nominations are received, any vacant positions remaining on the Executive Committee after the conclusion of the annual general meeting shall be deemed to be casual vacancies.

- 16.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected with effect from the conclusion of the annual general meeting.
- 16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 16.6 The ballot for the election of office-bearers and ordinary members of the Executive Committee shall, subject to clause 16.7, be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.

## **17. Secretary**

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- 17.1 The secretary of the Association shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- 17.2 It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the Executive Committee;
  - (b) the names of members of the Executive Committee present at a Executive Committee meeting or a general meeting; and
  - (c) all proceedings at Executive Committee meetings and general meetings.
- 17.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **18. Treasurer**

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It is the duty of the treasurer of the Association to ensure that:

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) all monies collected are banked as soon as practicable to a bank account of the Association; and
- (c) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

## **19. Casual vacancies**

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For the purposes of these Rules, a casual vacancy in the office of the member of the Executive Committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes an insolvent under administration within the meaning of the Insolvency Act;

- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under Rule 20;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Executive Committee from all meetings of the Executive Committee held during a period of 6 months.

## **20. Removal of member**

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- 20.1 The Association in a general meeting may by resolution remove any member of the Executive Committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 20.2 Where a member of the Executive Committee to whom a proposed resolution referred to in clause 20.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **21. Meeting and quorum**

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- 21.1 The Executive Committee shall meet at least 3 times in each period of 12 months at such place and time as the Executive Committee may determine.
- 21.2 Additional meetings of the Executive Committee may be convened by the president or by any member of the Executive Committee.
- 21.3 Written notice of a meeting of the Executive Committee shall be given by the secretary to each member of the Executive Committee at least 3 days (or such other period as may be unanimously agreed upon by the members of the Executive Committee) before the time appointed for the holding of the meeting and such notice may be conveyed electronically.
- 21.4 Notice of a meeting given under clause 21.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting except business which the Executive Committee members present at the meeting unanimously agree to treat as urgent business.
- 21.5 Any 5 members of the Executive Committee constitute a quorum for the transaction of the business of a meeting of the Executive Committee.
- 21.6 No business shall be transacted by the Executive Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

21.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved and a new time and date set.

21.8 At a meeting of the Executive Committee:

- (a) the president or, in the president's absence, the vice-president shall preside; or
- (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the Executive Committee, as may be chosen by the members present at the meeting, shall preside.

## **22. Delegation by Executive Committee to sub-committee**

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22.1 The Executive Committee may, by instrument in writing, delegate to one or more committees or sub-committees (consisting of such member or members of the Association as the Executive Committee thinks fit) the exercise of such of the functions of the Executive Committee as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Executive Committee by the Act or by any other law.

22.2 A function the exercise of which has been delegated to a committee or sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the committee or sub-committee in accordance with the terms of the delegation.

22.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

22.4 Notwithstanding any delegation under this Rule, the Executive Committee may continue to exercise any function delegated.

22.5 Any act or thing done or suffered by a committee or sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Executive Committee.

22.6 The Executive Committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

22.7 A committee or sub-committee may meet and adjourn as it thinks proper.

## **23. Voting and decisions**

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23.1 Questions arising at a meeting of the Executive Committee or of any committee or sub-committee appointed by the Executive Committee shall be determined by a majority of the votes of members of the Executive Committee or committee or sub-committee present at the meeting.

23.2 Each member present at a meeting referred to in clause 23.1 is entitled to one vote but in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- 23.3 Subject to Rule 21.5, the Executive Committee may act notwithstanding any vacancy on the Executive Committee.
- 23.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a committee or sub-committee appointed by the Executive Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or committee or sub-committee.

## **Part 4 – General meetings**

### **24. Holding of annual general meetings**

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- 24.1 The Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- 24.2 The Association shall hold its first annual general meeting within the period of 6 months after the expiration of the first complete financial year of the Association.

### **25. Calling of and business at annual general meetings**

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- 25.1 The annual general meeting of the Association shall, subject to the Act and to Rule 24, be convened on such date and at such place and time as the Executive Committee thinks fit.
- 25.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (b) to receive from the Executive Committee reports upon the activities of the Association during the last preceding financial year;
  - (c) to receive and consider the completed accounts of the Association; and
  - (d) to elect office-bearers of the Association and ordinary members of the Executive Committee subject to clause 15; and
  - (e) to appoint an auditor of the Association.
- 25.3 An annual general meeting shall be specified as such in the notice convening it.

### **26. Calling of special general meetings**

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- 26.1 The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 26.2 The Executive Committee shall, on the requisition in writing of not less than 35% of the total number of members, convene a special general meeting of the Association.
- 26.3 A requisition of members for a special general meeting:

- (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisitions;
  - (c) shall be lodged with the secretary; and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 26.4 If the Executive Committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 26.5 A special general meeting convened by a member or members as referred to in clause 26.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive Committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

## **27. Notice**

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- 27.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post, electronic mail, facsimile, short messaging service, to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause 27.1 specifying, in addition to the matter required under clause 27.1, the intention to propose the resolution as a special resolution.
- 27.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 25.2.
- 27.4 A member desiring to bring any business before the general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **28. Procedure**

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- 28.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 28.2 75% of members present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

- 28.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the persons presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 28.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

## **29. Presiding member**

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- 29.1 The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the Association.
- 29.2 If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

## **30. Adjournment**

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- 30.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 30.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3 Except as provided in clause 30.1 and 30.2, notice of adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **31. Making of decisions**

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- 31.1 A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 31.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- 31.3 Where a poll is demanded at a general meeting, the poll shall be taken:

- (a) immediately in case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **32. Special Resolution**

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A resolution of the Association is a special resolution if it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

## **33. Voting**

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- 33.1 Upon any question arising at any meeting of the Association, a member defined pursuant to clause 4.1(b) has one vote only and a member defined pursuant to clause 4.1(a) shall not have voting rights.
- 33.2 All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- 33.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 33.4 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **34. Appointment of proxies**

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- 34.1 Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 34.2 The notice appointing the proxy shall be in the form set out in Appendix 2 to these Rules.

## **35. Resolutions**

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A resolution of the Association may not be made by postal ballot but must be made at a meeting of the Association.

## **Part 5 – Miscellaneous**

### **36. Source of funds**

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- 36.1 The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations, contributions/subsidies from organisations, governmental or non-governmental institutions, gifts, legacies and, subject to any resolution passed by the Association in general meeting, such other sources as the Executive Committee determines.
- 36.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 36.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

### **37. Management of funds**

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- 37.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Executive Committee determines.
- 37.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Executive Committee or employees of the Association, being members or employees authorised to do so by the Executive Committee.

### **38. Alteration of objects and purposes and rules**

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The objects and purposes of the association (other than those stated at Rule 2(b) and 2(c)) and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

### **39. Audit and accounts**

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The financial affairs of the Association shall be audited at least once in every period of 12 months by the auditor appointed by the Annual General Meeting.

### **40. Powers and duties of the Auditor.**

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The Auditor shall:-

- (a) certify to the correctness of the financial statements or the profit and loss account;
- (b) have free access to all books of accounts and records of the association;
- (c) inspect and audit the accounts and records of financial transactions and draw the attention to the Executive Committee to any irregularities;
- (d) state in his or her report in his or her opinion whether:-

- (e) the financial statements or the profit and loss account are properly drawn up so as to give a fair view of the association's financial affairs;
- (f) that the books of accounts and other records examined by him or her have been properly kept; and
- (g) that he or she has obtained all the information and explanations he or she required.

The Auditor may be removed from office by a special resolution of the association at a general meeting or at the expiration of his or her tenure of office.

#### **41. Common seal**

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- 40.1 The common seal of the Association shall be kept in the custody of the public officer.
- 40.2 The common seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the Executive Committee or of 1 member of the Executive Committee and of the public officer or secretary.
- 40.3 The common seal of the Association shall:-
  - (a) bear the name of the Association in full;
  - (b) shall state that it is the common seal; and
  - (c) subject to the Act, be in a form, size and shape as approved by the Executive Committee from time to time.

#### **42. Custody**

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Except as otherwise provided by these Rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

#### **43. Inspection of books, etc**

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The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour on a business day.

#### **44. Service of notices**

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- 43.1 For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.
- 43.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## Appendix 1

(Rule 5.1)

### Application for Membership of Association

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Papua New Guinea Canoeing Association Inc. (incorporated under the *Associations Incorporation Act*)

I, .....

(full name of applicant)

of .....

(address)

.....

(occupation)

hereby apply to become a member of the above named incorporated Association. In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....

(Signature of Applicant)

Date: .....

I, ....., a member of the Association,

(full name)

nominate the applicant, who is personally known to me, for membership of the Association.

.....

(Signature of Applicant)

Date: .....

I, ....., a member of the Association,

(full name)

second the nomination the applicant, who is personally known to me, for membership of the Association.

.....

(Signature of Applicant)

Date: .....

## Appendix 2

(Rule 34.2)

### Form of Appointment of Proxy

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I, .....

*(full name of applicant)*

of .....

*(address)*

being a member of.....

*(name of incorporated Association)*

hereby appoint .....

*(full name of proxy)*

of .....

*(address)*

being a member of that Association, as my proxy to vote for me on my behalf at the annual general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the ..... day of ..... 200\_ and at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of/against (*delete as appropriate*) the resolution (*insert details*).

\* To be inserted if desired.

.....  
Signature of member appointing proxy

Date: .....

NOTE: A proxy vote may not be given to a person who is not a member of the Association.