



MINUTES OF TIPNG 2021 ANNUAL GENERAL MEETING

11:00am – 1:00pm | Held on Saturday 25th June 2022

Grand Papua Hotel, Port Moresby

AGENDA

1. Start of Meeting
2. Confirmation of Minutes of the TIPNG 2020 Annual General Meeting
3. Reports from Office Bearers
 - i) Chairperson's Report
 - ii) Secretary's Report
 - iii) Treasurer's Report
4. Election of the Board
5. Appointment of Auditors
6. Any Other Business
7. Closing Remarks by TIPNG CEO, Ms Arianne Kassman
8. Photo session for 2022 TIPNG Board of Directors

MINUTES

Attendance:

Financial Members Present:	34
Financial Members by Proxy:	
Non-Voting Members Present:	4
Members present via Zoom:	3
Observers:	3
TOTAL	44

Financial Members Present:

INDIVIDUAL: Arianne Kassman, Barbra Ruin, Bill Doa Neill, Connie Wagiam, Daera Ganiga, Elizabeth Aribi, Hezron Warike, Jerome Sesega, Kalia Maraga, Kamea Ralai, Mary Udu, Michael Arnold, Michael McWalter, Paul Barker, Philip Samar, Rhonda Tevlone, Richard Kassman-OBE, Semie Mansu, Yuambari Haihuie, Yvonne Ngutlick. **CORPORATE:** Sarah Kuman – ALLENS PNG, Lawrence Stephens (*Melanesian Trustee Services Limited*), Kellyanne Limbiye (*Nasfund Ltd*), Borone Isana (*Newcrest Mining Ltd*), Tim Bryson (*Newcrest Mining Ltd*), Ederlina Apuyan (*Oilmin Field Services*), Lucas Alkan (*PNGEITI*), Christopher Elphick (*Tohouwa (PNG) Ltd*). **INSTITUTION:** Mavis Tito (*Catholic Bishop Conference of PNG & SI*), Randy Fundal (*Melanesian Institute Inc.*) **FAMILY:** Peter Aitsi-MBE and Teresa Aitsi (*Aitsi Family*), Belinda Kanau (*Kanau Family*), Shane Kennedy (*Kennedy Family*)

Financial Members by Proxy:

Non-Voting Members Present: Dame Meg Taylor, June. S, Margaret Warpin, Patricia Kassman,

Members present via Zoom: Claire Kuro (*individual financial member*), Belinda Gurra (*ExxonMobil PNG*), Abigail (*Newcrest Mining Ltd*).

Observers: Edwina Kotoisuva (*JSS4D*), Fr. John Glynn (*WeCare Foundation*), Jeffery Vaglia (*WAU Consultant*)

(*See Annexure A for attendees' membership details*)

1. WELCOME REMARKS

TIPNG's 2021 Annual General Meeting (AGM) was opened by Chairperson, Mr. Peter Aitsi, at 11:15 am, with a quorum of 35 that exceeded the requirement for a quorum under the Rules of Association of 20 financial members to be present.

The Chairperson asked if there were any apologies and the CEO, Arianne Kassman advised that apologies came from Kenmore, Bank of PNG and Monian Limited.

The Chairperson then asked, in terms of Proxies, who has been recorded and the CEO advised that one was recorded, being CBC however, CBC is in the room represented by Caritas.

The Chairperson then went through the agenda for the AGM and welcomed the attendees to the TIPNG 2021 AGM.

2. CONFIRMATION OF MINUTES OF THE 2020 ANNUAL GENERAL MEETING

Attendees were given time to read through the Minutes of the TIPNG 2020 AGM. There were no corrections to the minutes. The minutes were accepted and passed

RESOLUTION: Richard Kassman moved to accept the minutes, seconded by Michael McWalter
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3. REPORTS FROM OFFICE BEARERS

i) Chairperson's Report

The Chairperson stated that TIPNG as an organization has matured and acknowledged the work of the TIPNG team led by CEO Arianne Kassman. The Chairperson mentioned it is incredible the breadth of the teams work and the partnerships which have been created. The Chairperson then acknowledged the support of the TIPNG members and their commitment to the cause that enables TIPNG to do the work that they do.

The Chairperson, in reflecting on TIPNG's efforts in 2021 highlighted the following:

- The most visible aspect of TIPNGs' calls for accountability are, it's public statements in both traditional and social media on corruption issues.
- In 2021 this included statements on the poor judgement of the State in issuing contracts to Borneo Pacific Pharmaceuticals, the need to respect the independence of industry regulators such as the Financial Analysis and Supervision Unit (FASU) and the National Gaming Control Board (NGCB), the lack of current Audits on all public bodies and, of course, the need for constitutional adherence and

integrity with regards to the conduct of the Moresby Northwest By-Election and 2022 National General Election preparations.

- These statements and their results are only the end-point of the anti-corruption effort. They are only made possible by the initial personal commitment of our supporters and their expectation of transparency and accountability to prevail in our society.
- In 2021, we harnessed TIPNG's national recognition made possible by your support to convene meetings, forums and workshops to promote integrity and reduce corruption in Papua New Guinea.
- Most notable of these engagements was the 1st National Integrity Summit, a 2-day event made possible with support from the European Union. The Summit involved all three arms of government, state agencies, constitutional bodies, the private sector, civil society and international friends of Papua New Guinea, sharing openly with both the challenges and the opportunities to strengthen national integrity.
- The UNCAC report compiled by TIPNG led by Mr. Yuambari Haihuie was another success worth highlighting. It is our hope that the results of this report and suggestions made, can in some way be implemented and if done right will have a positive impact on the Corruption Perception Index.
- In September 2021, in partnership with the Department of National Planning and Monitoring as government and civil society co-chairs, respectively, we hosted the PNG Open Government Partnership (OGP) National Seminar, which saw the co-creation of the 2nd PNG OGP National Action Plan.
- The freedom we have to demand better for our country should not be taken for granted, and certainly should not be relinquished if we are to stand a fighting chance against corruption.

The Chairperson concluded his report by encouraging those present to obtain a copy of the Annual Report to be more informed about the work done by TIPNG throughout the year. The Chairperson then tabled the Annual Report for endorsement by the members

(See Annexure B for full statement)

RESOLUTION: Paul barker moved to endorse the 2021 Chairpersons Report, seconded by Bill Doa Neil

ii) Secretary's Report

Secretary Belinda Kanau presented her report under 3 main subjects: Fundraising, Membership Engagement, and Board Meetings.

FUNDRAISING

Membership

Individual Membership

- A total of one hundred thirty-one (131) Individuals registered as financial members, and TIPNG raised a total annual contribution of K3,037.47

- This is an increase from 125 Individual Members registered and total contribution of K2,498.55 recorded in 2020.

Family Membership

- A total of six (6) Family Members registered as financial members, and TIPNG raised a total annual contribution of K1,650.00
- This is a decrease in 10 Family Members registered, but an increase in annual contributions raised from total of K1,400 recorded in 2020.

Youth Membership

- Under this new class of membership, only one (1) Youth Member registered as a financial member, and TIPNG raised a total annual contribution of K10.

Civil Society Organization Membership

- Under this new class of membership, a total of four (4) CSO Members registered as financial members, and TIPNG raised a total annual contribution of K1,000.00

Institution Membership

- Under this new class of membership, a total of one (1) institution registered as a financial member and TIPNG raised a total annual contribution of K2,500.00

Corporate Membership

- A total of 25 corporate members registered as financial members, and TIPNG raised a total annual contribution of K128,000.00
- This is an increase from 22 Corporate Members registered and a total contribution of K118,000, recorded in 2020.

Secretary Belinda Kanau advised that TIPNG raises funds through membership and its flagship fundraiser – the Sir Anthony Siaguru Walk Against Corruption. However, due to the resurgence of COVID -19 in the country, TIPNG could not host the Walk in 2021, but we are grateful for the financial support of all TIPNG's 2021 members.

Membership Engagement

- A focus of the work of TIPNG is to engage more meaningfully with its members so that we can retain membership support.
- Because of the pandemic measure with the restrictions in place, TIPNG had to cancel any physical activities. TIPNG continued to utilize online platforms to give information about its work through the member's bi-monthly e-updates.
- We are always looking at improving our interaction and engagement with our members, and we welcome any ideas from you, our members, on how we can continue to engage.

BOARD MEETINGS

The Board meets regularly as required to ensure directions for the organization. From June 2020 to June 2021, the Board held a total of 14 meetings:

- 4 X Full Board Meetings – Full Board Meetings focus on the overall organization
- 4 X Management Sub Committee meetings – Management Sub Committee Meetings focus on the financials & operations of TIPNG
- 4 X Project & Programmes Sub Committee meetings - Project & Programme Sub Committee Meetings ensure that TIPNG projects are on track with the organization's strategic goals
- In October 2021, the staff and the Board were unable to hold a joint Annual Planning workshop due to a lockdown in Port Moresby
- There were 3 ad-hoc committees set up: Fundraising Committee, Trust Committee and Elections Committee

The Secretary ended her report by saying that at TIPNG, there is no standing still. The team is challenging themselves constantly, assessing their work to ensure that our people understand the dangers of corruption and that our members feel part of our work.

The Chairperson then tabled the Secretary's Report for members endorsement.

(See Annexure C for full statement)

RESOLUTION: Mary Udu moved to endorse the 2021 Secretary's Report, seconded by Paul barker

iii) Treasurer's Report

TIPNG's Chief Executive Officer Arianne Kassman presented the 2021 financial report on behalf of the Treasurer Akae Beach.

- The accounts have been put together in strict accordance with the accounting standards (IFRS – International Financial Reporting Standards) and with the auditor's independence requirements of the International Ethics Standards Board for Accountants (IESBA) code of Ethics for Professional Accountants (the Code) that are relevant to the audit of the financial statement.
- The accounts have been scrutinized and verified by TIPNG's independent auditors, DFK Mayberry, and we are proud to say that we have once again achieved an unqualified audit.

Opinion on financial statements

In relation to the financial statements, the CEO referred to page 4 of 16 of the accounts from the 2021 Annual Report that:

- The financial statements are drawn up so as to present fairly the Association's financial position as at 31st December 2021 and of its financial performance for the year then ended in accordance with generally accepted accounting practices in Papua New Guinea and the Associations Incorporation Act 1996.
- Proper accounting records have been kept by the Association
- All information and explanations required have been provided

Matters on which TIPNG is required to report

The CEO referred to pages 6 and 7 of the 2021 Annual report and highlighted that:

- Last year, TIPNG reported at the AGM that the Institution had a net deficiency of K441,845.00.
- This year TIPNG reports a net income of K28,048.00
- TIPNG reported Project income at the beginning of 2021 as K1,609,645 and Core income at the beginning of 2021 as K411,492
- The difference accounts for:
 - Project expenses – K1,609,645
 - Core expenses – K383,444
- The project income is the same as project expenses. This is because in 2021, TIPNG Board passed a resolution to recognize project income only as it is expensed.
- TIPNG has an overall income at the end of 2021 of K28,048.00.
- TIPNG also has K1,719,741 sitting in unspent project fund as a liability.
- There is a substantial decrease in trade and other payables. This is due to the reduction of our mortgage payment for TIPNG's property
- Whilst conditions remain challenging, we are confident that the Institution will continue to be in overall surplus in 2022 as we continue rolling out the TIPNG strategy.

Balance Sheet

In relation to the Balance Sheet, the CEO advised that:

- On the Balance Sheet the level of net assets increased from K3,687,593 in 2020 to K4,475,930.00 in 2021. This was due to a new project – Elections and collection of Group Tax refund
- The total Assets are K4,475,930.00.
- Liabilities Increased from K1,077,023.00 in 2020, to K1,837,312.00 in 2021. This is due to the recognition of income change in the 2021 books.
- Net assets come in at K2,638,618 for 2021
- TIPNG is still in a very good financial position

Statement of Cash Flow for the year ended December 2021

In relation to the Statement Cash Flow for the year ended December 2021, the CEO advised that:

- TIPNG generated a net income of K410,386 from our operations.
- TIPNG invested K123,478 into the organization for the purchase of a new bus.
- TIPNG raised K2,465,969 and spent K1,687,353 leaving us K778,616.
- TIPNG recorded an increase in cash by K1,065,524.00, beginning the year with K506,344 leaving us with K1,571,868.00 at the end of 2021.

The CEO noted that the association is exempt from tax under Section 26 of the Not-for-Profit Association and is in a refund position with IRC. In closing, the CEO acknowledged Jefferey Vaglia of Wau Consulting

for his support in getting our reports together and thanked Raga Vali and Amahlia Laka, who have been a formidable team in ensuring TIPNG is on track with financial reporting.

The CEO then tabled the Treasurer's Report and the 2021 Audited Financials for endorsement by the members and opened the floor for any questions.

Comments

- Michael McWalter pointed out to members the healthy situation of TIPNG's net assets and to be cautious that TIPNG is not flushed with cash as seen in the financials rather, TIPNG has its own property and that's what's represented in the financials.
- Paul Barker added that the property has also been generating some income by renting out a small portion of it.

(See Annexure D for full statement)

RESOLUTION: Christopher Elphick moved to endorse the Treasurers Report and Audited Financials, seconded and endorsed by members present.

4. ELECTION OF THE BOARD

- The Chairperson advised that the notice of the AGM was sent out to all members, and members were instructed how to put in nominations for the board.
- The Chairperson announced that the Rules of Association state that there are 15 positions on the board, and TIPNG had received 11 nominations. Furthermore, the Chairperson noted that since TIPNG received fewer numbers than 15, there will be no need for a ballot to vote.
- The Chairperson then outlined how the elections would take place and named the executives currently sitting on the board, Akae Beach as Treasurer, Belinda Kanau as Secretary and Peter Aitsi as the Chairperson, then asked the Members to endorse the 3 executives for the 2022 year.

RESOLUTION: Lawrence Stephens moved to endorse the 3 executives to the board seconded and endorsed by members present.

5. APPOINTMENT OF AUDITORS

The Chairperson advised that the board has received 3 quotes and has recommended that TIPNG continues with DFK Mayberry as the Auditors for 2022.

RESOLUTION: Lawrence Stephens moved to appoint DFK mayberry as the Auditors seconded and endorsed by the Members

6. ANY OTHER BUSINESS

- Jeffery Vaglia made a comment on the auditors in that there were no objections but asked that it is advisable that a review has to be done on the auditors in terms of the deliverables, as well as the time frame. On a personal note, Jeffery expressed how difficult it was preparing the audits this year and it would help to review the appointment of the auditors in terms of how things are done.

- Philip Samar asked for an update on where the team is on Elections Work. The CEO, in response to Philip Samar advised that:
 - Work started last year in all 4 regions.
 - There were 8 key provinces targeted for civic awareness.
 - The team is wrapping up the last 5 provinces for the election observation training.
 - TIPNG will be observing polling period only and all of our team will be out in the field attending to that.
 - TIPNG sits on the NCD elections steering committee and is privy to logistics and how the work will be carried out.
 - There is an application that citizens can use to determine whether or not their name is on the Common Roll.
 - The Electoral Commission is using the 2017 Roll as updated this year and the polling schedule is yet to be gazetted.
 - TIPNG intends to present its Elections Observation Report in November this year.
 - The LLG Elections are expected to take place next year.
- Richard Kassman made remarks on the concerning state of the elections and urged those in the room to also be concerned, be more vocal about their concerns, and to be engaged in the work of TIPNG during the elections.
- Lawrence Stephens asked the room to show hands who had used the application created by the Electoral Commission to determine whether or not they were on the roll. He then commented on the difficulties he and others faced when using the application.
- Secretary Belinda Kanau then encouraged those in the room to be informed and find out what needs to be done in order to be informed.
- Michael McWalter reflected on the vacancies on the board and stressed on the importance of recruiting young members onto the TIPNG board. He then commended the CEO, Arianne Kassman, on the amazing work they are doing for the country.
- Another member commented on the possibility of TIPNG exploring presence in the regional parts of PNG
- Fr. John Glen commented that in 3 years' time PNG would be celebrating 50 years of independence, and up until now there has been no debate on the country's citizenship and ethnicity. He expressed his concern about people learning about their citizenship, given that the country's now approaching 50 years. He also commented on the need to reflect on the country's progress and what can be done to improve its image.

7. CLOSING REMARKS

TIPNGs CEO Arianne Kassman, gave the closing remarks.

- CEO expressed that as we prepared for the 2021 AGM, the annual report, financial statements and what we are showcasing today on this screen and through the photos displayed, it was quite a challenge to fit in everything that we were involved in, in 2021.
- It has been a challenging but a rewarding year, as we scored some big KPI wins.
- CEO thanked our members and supporters who have taken the time to be with us here today. Thank you for being here on a Saturday– your support and presence here re-affirms the steps we have made in the right direction and the possibilities of what could be as we continue on this journey.
- Over the years, we have developed a strong organization with excellent outreach, well recognized nationwide and internationally by TI as the voice for the people that want to see change. A peak body that pulls together others into the organization.
- TIPNG is not anti-Government we are anti-corruption. In our 25 years of experience being at the forefront of fighting corruption, we see that, in PNG, corruption is not the problem. The problem is the courage of conviction in fighting corruption, and courage, even when no one is watching - that is integrity.
- We launched two reports last year: the 2021 National Integrity Systems Assessment – using the National Integrity Systems tool to evaluate key public institutions and non-state actors in Papua New Guinea's governance system concerning their overall capacity, internal governance systems and procedures and role in the overall integrity system, and the UNCAC Shadow Report for PNG - reviewing PNG's implementation of selected articles of Chapter II (Preventive Measures) of the UNCAC. The report provided an independent perspective on the implementation of the UNCAC from a civil society standpoint.
- Our brand reputation has seen us invited to be a member of the NCD Provincial Election Steering Committee, the National Anti-corruption Strategy Taskforce, and as an observer to the Inter-departmental Elections Committee. We have also continued as the Civil Society Co-chair to the PNG Open Government Partnership and Civil Society Cluster Co-chair to the Freedom of Information Cluster.
- As you all know from the regular updates you receive through our bi-monthly membership e-newsletters and quarterly newsletters - we are constantly on the move. Seeking new ideas in this fast-paced world, thinking up creative, out-of-the-box solutions and creating spaces for civic engagement – some you can see, and many you can't.
- We are not just engaging domestically. Peter joined as a guest speaker for the CPI launch and speak about PNG's CPI results over the last few years, and efforts that will be made in 2022 to address this growing scourge. Then in April, Yuambari participated as a presenter at the Asia-Pacific Integrity Symposium to share the results of the 2021 NISA for PNG.
- In contributing to the global movement, I serve as a member of the Strategy Reference Group. The SRG is made up of 15 chapters representatives that provide advice to the TI Secretariat and chapters on the implementation of the TI Strategy 2020-2030.
- 2021 saw us draw our focus on building a high performance team and a strong work culture program based on our TIPNG values. Our values continue to serve as a reminder for us to always aspire for more, to continue as leaders in our field, empower the people and communities that we work with and inspire others to partner with us on our journey.

- CEO acknowledged the Board of TIPNG, which has and continues to be, a group of committed individuals who give their time, knowledge, expertise and resources at no cost for the good of the community. CDEO thanked the Chairperson, Peter Aitsi, for his strategic leadership and guidance and looks forward to working with them over the next 12 months.
- To the fantastic people I work with every single day I say thank you. To my colleagues in the Leadership Team – Yvonne & Yuambari, and Barbra, Semie, Kalia, Daera, Raga, Alice, Elizabeth, Natasha, Daniel, Jenny and Richard – you are what makes TIPNG what it is. Thank you for your commitment to delivering on our vision.
- To our members, our friends, our supporters – At TIPNG, we know that our passion for change is contagious, and our commitment to the cause has yielded some positive results. So join us. Partner with us. The fight against corruption can only be won, together.
- We continue the legacy that the founding chairman, the Late Sir Anthony Siaguru left behind – the simple vision, to protect the integrity of the people, society and the Nation. It would only be fitting that I share a quote from our founding Chair, the Late Sir Anthony Siaguru, in an article of June 1997. He states:

'This is a battle that Papua New Guineans must engage themselves. This is their country, and they are the ones who ought to sort it out. It is critical for PNG to build a coalition of concerned people who work to change the culture that allows businesses to secure questionable deals with the government and vice versa, and although the fight against corruption is a serious, difficult and often dangerous task, it is one that must be done.'

The Chairperson thanked everyone for their attendance and officially closed the AGM at 12:53 pm

Secretary's Approval

Name: RELINDA KANMAY Signature:  Date: 06 August 2022