



TRANSPARENCY INTERNATIONAL PAPUA NEW GUINEA INC.

A National Chapter of Transparency International

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The model rules, if any, for associations prescribed by the Associations Incorporation Act are hereby excluded and replaced by the following Rules:

THE RULES OF TRANSPARENCY INTERNATIONAL PAPUA NEW GUINEA *Updated following 2022 AGM held on 30th June 2023*

1. DEFINITIONS

In these Rules unless inconsistent with the context or subject matter:

- (a) "Annual Financial Contribution" means a sum of money paid annually by a member equivalent to the joining fee or a greater amount than that joining fee for that class of membership to remain as a financial member of the Association;
- (b) "Annual Meeting" means an Annual General Meeting of the Association;
- (c) "Association" means Transparency International Papua New Guinea Inc. (TI-PNG) duly registered as an association pursuant to the Associations Incorporation Act.
- (d) "Board" means a quorum of the Board for the time being of the Association appointed pursuant to Rule 31 of these Rules and present at a duly constituted meeting of the Board;
- (e) "Chief Executive Office" (CEO) means the member of the staff of the Association designated to lead the operations and activities of the Association as required by the Board;
- (f) "Extraordinary Circumstances" means a time when in the sole determination of the Board it is not feasible or it is ill-advised for Financial Members to meet and conduct the business of the Association due to threat to their health, safety or security howsoever caused as occasioned by an event, occurrence, situation or prohibition natural or man-made that would normally constitute a matter of *force majeure* in its common legal usage;
- (g) "Financial Member" means a member who has paid a "Joining Fee" in respect of member's in their first year of membership or a member who has paid an Annual Financial Contribution in a subsequent year of membership;
- (h) "Financial Year" means the calendar year from 1st January to 31st December inclusive;

- (i) "General Meeting" shall include Annual Meeting and extra-ordinary general meeting;
- (j) "Joining Fee" means the sum of money to be paid by an applicant to become a member according to the appropriate class of membership, as determined from time to time by Board.
- (k) "Member" means a member for the time being of the Association;
- (l) "Month" means a calendar month;
- (m) "Secretary" means the Secretary of the Association;
- (n) "Treasurer" means the Treasurer of the Association;
- (o) Words importing the singular number include the plural and vice versa and words importing one gender shall include all other genders;
- (p) "Writing" means written or printed or type-written or partly written or printed or typewritten;
- (q) Headings and marginal notes are for reference purposes only.

2. **NAME**

The name of the Association is Transparency International Papua New Guinea Inc.

3. **OBJECTS**

The objects for which the Association is formed are:

- (a) to raise public awareness and advance the general education of the public in matters relating to the nature and consequences of corruption in domestic and international business transactions, including overseas development initiatives and existing legislation and other guidelines which exist to combat corruption;
- (b) to promote, undertake or commission research for the public benefit in matter relating to the nature and consequences of corruption in domestic and international business transactions and the cost-effectiveness of overseas development initiatives and to disseminate the useful results of any research;
- (c) to support and promote the charitable educational aims and objectives of Transparency International, a Berlin based not-for-profit organisation incorporated under German law, and in particular to assist in securing support within Papua New Guinea for Standards of Conduct designed to promote transparency and accountability in domestic and international business transactions, and to co-operate with other charitable organisations throughout the world with similar objectives;
- (d) to provide assistance and expertise to parties to domestic and international trade, investment and economic and social development to assist them in ensuring compliance with existing anti-corruption legislation and Standards of Conduct established in conjunction with Transparency International in Germany and other bodies of similar orientation;

- (e) to give the legislative and public bodies and others facilities for conferring with and ascertaining the views of persons and institutions engaged in combating corruption as regards matters directly or indirectly affecting that activity;
- (f) to arrange, provide, organise or promote alone or with others the provision of conferences, lecturers, seminars, meetings, courses, exhibitions, training, information and advisory services and other events and services in furtherance of the objects of the Association; and
- (g) to write, make, prepare, edit and print, publish, issue and circulate gratuitously or otherwise, reports, periodicals, books, pamphlets, leaflets, articles, films, video tapes, computer software, electronic devices, materials for study or other documents in furtherance of or necessary for the promotion of the objects of the Association, or procure any of the above acts.
- (h) to establish Trusts under Trusteeships which shall only comprise persons of suitable standing as approved by the Board, and which Trusts shall only provide help and assistance to the Association solely in the manner established and authorised by those Trusts.

4. POWERS

In addition to any others powers conferred by law, the Association shall have the following powers:

- (a) To purchase take on lease or in exchange hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto;
- (b) To sell exchange lease mortgage hire dispose of or turn to account or otherwise deal with all or any part of the real and personal property of the Association;
- (c) To borrow raise or secure the payment of money in such manner as the Association thinks fit with power to issue debentures grant mortgages charges or any other class of security upon or charging all or any of the properties real or personal howsoever or wheresoever situate and both present and future of the Association and to redeem or pay off any existing or future security;
- (d) To invest and deal with the monies of the Association not immediately required for the purpose of the Association in such manner as may from time to time be determined by the Board;
- (e) To amalgamate co-operate affiliate and enter into reciprocal arrangements with any other Association having objects wholly or in part similar to those of the Association;
- (f) To appoint employ and pay officers and servants and to dismiss or suspend any officer or servant; and
- (g) To do all such other things are incidental or conducive to the attainment of its objects.

5. INCOME AND PROPERTY

- (a) The funds of the Association are to be derived from fee and contributions paid by members of the Association, from the raising of such monies as the Association may be empowered to raise and from any other source as may be from time to time approved by the Association.

- (b) The income and property of the Association however derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly as a dividend or otherwise howsoever by way of profit to the Members provide that remuneration may be paid in good faith to officers and servants of the Association and other persons for goods supplied or services actually rendered to the Association and further the Board in its absolute discretion may make ex gratia payments for the purposes of the Association and such payments shall not be construed as being by way of a distribution of profits.

6. **REGISTERED OFFICE**

- (a) The office of the Association shall be located at Section 54, Lot 31, Lokua Avenue, Boroko, PO Box 591, Port Moresby, National Capital District ("Office")
- (b) Notices to be served on the Association may be served by:
 - i. leaving or delivering such notices addressed to the Association at the Office, or by
 - ii. forwarding such notices addressed to the Association by email to the Association email address: info@transparencypng.org.pg

7. **TYPES OF MEMBER**

The Association shall consist of the following fundamental types of Members:

- (a) **Individual Member**, a class of membership which shall include individual persons over the age of 18;
- (b) **Corporate Member**, a class of membership which shall include corporations, partnerships, and other businesses enterprises;
- (c) **SME Member**, a class of membership which shall include corporations, partnerships, and other businesses enterprises whom the Board deems as falling under the category of a small-medium enterprise;
- (d) **Institutional Member**, a class of membership which shall include institutions, public or private, including faith-based organisations;
- (e) **Civil Society Organisation Member**, a class of membership which shall include other civil society organisations and groups;
- (f) **Family Member**, a class of membership which shall include several members of a family;
- (g) **Youth Member**, a class of membership which shall include young people between 12 and 18 years of age;
- (h) **Honorary Member**, a class of membership awarded only to non-member of the Association of merit and distinction in helping to fight corruption and/or promoting integrity or good governance; and
- (i) **Emeritus Member**, a class of membership awarded only to member which shall include members who have contributed greatly to the fight against corruption and upholding integrity through service to or support of the Association.

8. FINANCIAL MEMBER

- (a) A Financial Member shall be an individual person or a single representative of any other Type of Member who shall be entitled to the full rights and privileges of a member of the Association, including the right to attend and vote at any General Meeting of the Association conditional upon payment of Annual Financial Contribution to the Association in the current financial year either as a joining fee in the first year of membership or otherwise as an annual fee in the year of the annual anniversary of the year of their joining the Association subject to Rule 12 (f) of these Rules.
- (b) A Joining Fee or an Annual Financial Contribution will have effect to the end of the year in which it is paid save for payments in the last quarter which will be deemed as payment for the next year, and the balance of the current year.

9. CRITERIA FOR CERTAIN TYPES OF MEMBER

(a) Honorary Member

The status of Honorary Member of the Association may be conferred at the discretion of the Board upon any person who is not currently a member of the Association whom the Board considers to be worthy, and an Honorary Member shall be accorded all the privileges of a Member.

(b) Emeritus Member

The status of Emeritus Member may be conferred at the discretion of the Board upon any member of the Association for a period exceeding 10 years whom the Board considers to be worthy and the Emeritus Member shall be accorded all the privileges of a Financial Member without having the need to pay an annual contribution, including the right to attend the General Meetings of the Association and vote thereafter. Emeritus Membership shall be for life from the date of the resolution of the Board granting such Membership or for such period as the Board in its sole discretion may resolve at the time of granting such Membership.

10. QUALIFICATION OF MEMBERSHIP

Membership of the Association shall be open to individuals, corporations and other businesses, institutions (including churches and governmental bodies), civil society organisations and other groups, families, youth resident in Papua New Guinea and those non-resident, conditional upon their support of the objects of the Association, but subject to Rule 8 and at the absolute discretion of the Board:

11. APPLICATION TO BE A MEMBERSHIP

- (a) Application for admission to become a Member of the Association ("Application") shall be:
 - i. in writing addressed to the Secretary in such form as may be prescribed by the Board from time to time;
 - ii. accompanied by such payment in favour of the Association as is prescribed by the Board from time to time as the Joining Fee for the Type of Membership to which admission is sought; and

- iii. delivered to the Association in accordance with the Rules for delivery of notices to the Association prescribed by these Rules.
- (b) Upon receipt of the Application the Secretary shall:
 - i. forward acknowledgment of receipt of same to the person named as applicant therein and;
- (c) A meeting of the Board shall:
 - i. considers the Applications; and
 - ii. resolve either to accept or reject each Application.
- (d) The Secretary shall maintain a Register of Members and shall notify each applicant of the Board decision on that applicant's Application and record the name of each successful applicant in the Register of Members.
- (e) The Board may require an applicant for membership to attend before the Board and provide such further information or to produce documents as the Board sees fit prior to resolving on a relevant Application.
- (f) The Secretary shall provide every successful applicant if requested with a copy of the Rules of the Association and any by-laws made thereunder.

12. ANNUAL CONTRIBUTION

- (a) A Member paying a Joining Fee will become a Financial Member of the Association from the date of joining the Association as and when approved by the Board to the end of the financial year within which that membership was granted.
- (b) A Member who pays an Annual Financial Contribution equivalent to the Joining Fee or any greater amount than that Joining Fee for that class of membership shall become or remain a Financial Member for that Financial Year and the membership shall expire subject to Rules 12 (f)
- (c) A Member who wishes to become a Financial Member shall complete the form for such from time to time and pay an amount equal to the joining fee as an Annual Financial Contribution for the class of Membership to which renewal as a Financial Member is sought; and deliver such to the Association in accordance with the Rules for delivery of notices to the Association prescribed by these Rules.
- (d) Upon receipt of the request for renewal of Financial Member status and payment of the Annual Financial Contribution, the Secretary shall acknowledge receipt, and advise the person that the request has been accepted and that the member's status as a Financial Member has been renewed.
- (e) Subject to Rule 8A(d), a renewal of status as a Financial Membership between 1 January and 30 September shall expire on 31 December of the year in which renewal is accepted.
- (f) Where the member's renewal as a Financial Member is accepted between 1 October and 31 December, the renewed Financial Membership shall expire on 31 December of the following year.
- (g) A member who fails to pay any successive Annual Financial Contribution may without prejudice restore their status as a Financial Member by paying any unpaid Annual Financial Contributions in arrears
- (h) Financial Membership may be renewed in-accordance with rule 8A.

- (i) The Treasurer in collaboration with the Secretary shall maintain a Register of Financial Members.

13. RIGHTS OF A MEMBER MAY NOT BE TRANSFERRED

A Member may not transfer the rights and privileges of membership of the Association.

14. DISCIPLINING OF MEMBERS

- (a) Where the Board is of the opinion that a Member of the Association:
 - (i) has persistently refused or neglected to comply with a provision or provisions of these Rules of Association; or
 - (ii) has persistently and willfully acted in a manner prejudicial to the interests of the Association; orand this conduct necessitates disciplinary action, the Board may, by resolution:
 - A. expel the Member from the Association; or
 - B. suspend the Member from the Association for a specified period,at a Board meeting convened for this purpose.
- (b) Every member of the Board and the Member concerned must be given prior written notice of at least fourteen (14) days of the intended resolution.
- (c) The notice to the Member concerned must include the following:
 - (i) the intended resolution of the Board and the grounds on which it is based
 - (ii) an offer to the Member to:
 - A. attend and speak at the meeting; and
 - B. submit to the Board at or prior to the date of the meeting written representations relating to the resolution.
 - (iii) the date, place and time of the meeting.
- (d) At a meeting of the Board held as referred to in paragraph (a), the Board shall:
 - (i) give the Member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Board by the Member at or prior to the meeting; and
 - (iii) by resolution determine whether to confirm or to revoke the decision to suspend to or terminate the Membership
- (e) Where the Board passes a resolution under Rule 9A(d)(iii) above, the Secretary shall within seven (7) days after that confirmation, by notice in writing inform the Member of the fact and of the Members right to appeal under Rule 9B.
- (f) Where a resolution is passed to suspend or terminate a membership, it will become effective seven (7) days after the serving of the notice described in Rule 9A(e) above, except where the member in question exercises the right of appeal.

15. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- (a) A Member may appeal a suspension or termination of Membership within seven (7) days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (b) Upon receipt of notice from a Member under Clause 9B(a), the Secretary shall notify the Board which shall convene a General Meeting of the Association to be held within twenty- one (21) days after the date on which the Secretary received the notice.
- (c) At a General Meeting of the Association convened under Clause 9B(b)
 - (i) no business other than the question of the appeal shall be transacted;
 - (ii) the Board and the Member shall be given the opportunity to state their respective cases orally or in writing or both; and
 - (ii) the Financial Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

16. RESIGNATION

Any Member who has paid all moneys due or payable to the Association may resign from the Association upon first giving written notice of such one month before to the Secretary of his intention in that behalf and upon the expiration of such notice such Member shall cease to be a Member. Any cessation of a Member of the Association shall take effect without prejudice to any prior act omission matter or thing.

17. FAILURE TO PAY JOINING FEE OR ANNUAL FINANCIAL CONTRIBUTION

A person who fails to pay the Joining Fee or an Annual Financial Contribution either when applying to be a Member or when applying to renew membership status as a Financial Member is not entitled respectively to become or remain a Financial Member of the Association, but will necessarily remain as Member of the Association, but without the right to vote at any General Meeting of the Association.

18. REGISTER OF MEMBERS

The Secretary shall keep and maintain a Register of Members in which shall be entered the full names, address and contacts, and date of admission of every Member and the class of Membership to which that Member belongs, and further the Secretary shall also keep and maintain a record of the financial status of such Members as Financial Members as they may be or not.

19. GENERAL MEETING

- (a) The Annual Meeting of the Association shall be held by the Thirtieth day of June in the year following the Financial Year on such date as the Board may determine each year.
- (b) The Secretary shall whenever required by the Chief Executive Officer, the Board or by written requisition of not less than thirty per cent (30%) of Financial Members of the Association stating the objects for which the meeting is desired, convene an extraordinary general meeting of Financial Members. Such meeting shall be convened not less than fourteen (14) days or more than one (1) month after receipt

by the Secretary of such of such request and if in a case of requisition by Financial Members as aforesaid the meeting shall not be convened within the time aforesaid, the requisitioners may by a resolution, appoint one of their number to convene such meeting.

20. PLACE OF MEETING

Every General Meeting shall be held at a physical location, or in Extraordinary Circumstances, by whatsoever other means as may be endorsed by the Board commensurate with those Extraordinary Circumstances solely as determined by the Board as being convenient to the Members.

21. NOTICE OF MEETING

- (a) Notice of every General Meeting shall be forwarded to every Financial Member at his address appearing in the Register of Financial Members by prepaid post or by email to the email address of the Financial Member appearing in the Register of Financial Member stating the time of the meeting, place and the nature of the business transacted at least fourteen (14) days before the General Meeting in writing
- (b) No business other than that set out in the Notice convening the meeting shall be transacted at any General Meeting.
- (c) Any Financial Member desiring to bring forward any business may give notice thereof in writing to the Secretary who thereupon shall include same in the notice calling the next General Meeting to be called after receipt of such notice from a Financial Member.

22. QUORUM AND GENERAL MEETINGS

- (a) At all General Meetings, twenty (20) of the Financial Members shall constitute a quorum.
- (b) For purposes of a meeting convened on the requisition of Financial Members, that meeting shall be dissolved where the quorum as referred to in Rule 6(a) is not present within thirty (30) minutes from the time appointed for the meeting.
- (c) For any other purpose, the meeting shall stand adjourned to the same day in the next week and the same time and place and at such adjourned meeting those present shall form a quorum for all purposes.

23. CHAIRPERSON AT MEETING

The Chairperson and in his absence the Secretary shall preside as Chairperson at every General Meeting of the Association and in the absence of the Chairperson and Secretary those present shall elect one of their number to be Chairperson

24. ADJOURNMENT

The Chairperson may, with the consent of the General Meeting, adjourn any meeting from time to time, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

25. VOTING

- (a) Subject to the next succeeding sub-clause, resolutions shall be carried by a majority of the Financial Members present either in person or by duly authorised representative at any General Meeting. In the case of equality of votes, the Chairperson shall have a second or casting vote.
- (b) A Financial Member may vote by way of postal vote or at the option of the Financial Member by email or other electronic means established and approved by the Board for such purpose on any matter at a General Meeting provided that such vote is received by the Secretary twenty-four (24) hours before the commencement of that meeting.
- (c) For the purposes of Financial Members voting by other electronic means, the Board shall establish and approve other electronic means of voting only when the Board is satisfied that such means includes functionality designed to prevent duplicate and unauthorized voting

26. POLL

At any General Meeting a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minute book of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of all votes recorded in favour of or against such resolution provided that any three Financial Members may by standing call for a poll which shall thereupon be taken without further debate.

27. PROXIES, POSTAL AND OTHER FORMS OF VOTING

- (a) Subject to Rule 22 every Financial Member shall be, by notice in writing, entitled to one vote at every General Meeting and may appoint any other Financial Member to vote on his behalf by proxy which shall be deposited with the Secretary at least twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (b) A proxy as provided in Rule 27(a) given by one financial member to another may be a general proxy, a specific proxy or a limited proxy as identified and specified on the proxy form by the financial member granting the proxy. Unless restricted to being specific to a matter of limited nature or in any other manner, all proxies shall be deemed to be general proxies.
- (c) Rules 27(a) and 27(b) are subject to the provision that no Financial Member present at a General Meeting may hold and exercise more than 3 proxies on behalf of any other Financial Members.
- (d) A Financial Member may choose to vote on a specific matter at a General Meeting by postal voting or other specified electronic means of voting at least twenty-four (24) hours before the time of the General Meeting. In the case of a postal vote, the postal vote must be received 24 hours before the time of the General Meeting.

28. ORDER OF BUSINESS

The following shall be the order of business at every Annual Meeting:

- (a) confirmation of the minutes of the last Annual Meeting and of any General Meeting or meetings held since the preceding Annual Meeting;

- (b) receipt of the annual balance sheet profit and loss and accompanying accounts and reports of the Board and the auditor and the adoption of the same or otherwise;
- (c) the election of the Board;
- (d) the appointment of an auditor (who shall be a qualified accountant); and
- (e) general business.

29. MINUTES

Minutes of the proceedings at every General Meeting (whether Annual or not) shall be entered and kept in a minute book and such minutes when so signed shall be conclusive evidence that the proceedings recorded in the minutes therein were regular and actually took place as recorded in the minutes at a meeting duly convened and held and shall be binding on all Members of the Association except as to any irregular proceedings declared and annulled at a General Meeting called for that purpose and held within three (3) months after the irregular proceedings.

30. BOARD

- (a) The Board of the Association shall consist of: the Chairperson, the Secretary, the Treasurer and twelve (12) Directors, each of whom shall be Financial Members, and shall consist of at least four (4) Board Members who shall be female, and shall hold office for a term of one (1) year. Unless otherwise resolved by the Association membership of the Board shall not exceed fifteen (15) members.
- (b) Each Board Member shall retire at the conclusion of the Annual Meeting unless that Member's appointment to office is renewed. Elections for the Board shall be held at the Annual General Meeting.
- (c) A retiring Board Member shall be eligible for re-election or for election to another office and shall hold office until his successor is elected.
- (d) The Chief Executive Officer of the Association shall attend the Board meetings and make reports to the Board, but shall have no voting power at the Board.

31. ELECTION OF BOARD

- (a) A Financial Member wishing to nominate to be a member of the Board shall forward a nomination in writing and signed by two Financial Members nominating an office on the Board for which the Financial Member wishes to be a candidate to be received by the Secretary at least seven (7) clear days before the Annual General Meeting.
- (b) The Secretary shall post all nominations on the Association's Notice Board at least seven (7) days before the General Meeting.
- (c) The election of the members of the Board shall be by ballot and the Financial Members so elected shall hold office from the conclusion of the meeting at which they were appointed or their appointment was renewed.
- (d) In the event of candidates for membership of the Board receiving an equal number of votes, the Chairperson shall have an additional or casting vote.

- (e) No Financial Member shall be eligible for nomination to the Board unless that individual has been a Financial Member for more than a year from the date of the Annual General Meeting for which that Financial Member has been nominated to the Board.

32. **DUTIES OF OFFICE BEARERS**

(a) **Chairperson**

- (i) The Chairperson shall preside over all meetings and may be an *ex officio* member of any Board Committee established by the Board.
- (ii) The Chairperson shall certify the correctness of minutes of meetings.
- (iii) The Chairperson solely with the approval of the Board may delegate all and any of the Chairperson's powers to the Chief Executive Officer, who pursuant to that authority and within any limits set may *inter alia*: approve the purchase of and make payment of invoices for goods and services; draw and sign all cheques, drafts, bills of exchange, and promissory notes; make electronic financial transactions; and sign other documents for and on behalf of the Association unless otherwise resolved by the Board, provided the Chairperson is duly notified of such exercise of delegation.

(b) **Secretary**

- (i) The Secretary shall assist the Chairperson and shall carry out the duties of the Chairperson during the Chairperson's absence.
- (ii) The Secretary shall be responsible for the compilation and safe-keeping of minutes of all meetings, the maintenance of a Register of all Members and Register of Financial Members of the Association and of the officials and Board members.
- (iii) The Secretary or a duly authorised delegate shall attend to all general correspondence and shall have the custody of all books, documents and securities of the Association

(c) **Treasurer**

- (i) The Treasurer shall be responsible for all financial matters of the Association including the safe keeping, banking of and accounting for Association funds, the preparation of budgets and supervision of audits.
- (ii) The Treasurer shall supervise and maintain the keeping of full and proper financial accounts of the Association for their timely presentation to the Board and Members.
- (iii) The Treasurer shall assist the Secretary with the maintenance of the Register of Financial Members and the payment of their Joining Fees or Annual Financial Contributions.
- (iv) The Treasurer shall arrange for the books and accounts of the Association to be audited for a Financial Year as far as possible within the first quarter of the subsequent Financial Year in and to be presented to the next Annual General Meeting.

33. MANAGEMENT

The business of the Association shall be managed by the Board who may exercise all powers of the Association as are not by these Rules required to be exercised by the Association in General Meeting subject nevertheless to these Rules.

34. POWERS OF THE BOARD

Without prejudices to the powers conferred by the last preceding Rule, the Board shall have power to do any one or more of the following things:

- (a) to determine from time to time the conditions on which and times when Members may use the property of the Association or any part or parts thereof and when and under what conditions the premises of the Association or any part or parts thereof shall be used by Members;
- (b) to appoint officials or servants of the Association and to remove them as occasion may require at their discretion;
- (c) to delegate (subject to such conditions as it thinks fit) any of its powers to Board Committees consisting of such members of the Board and other Members of the Association co-opted for that purpose as the Board may determine and to make such regulations as to the proceedings of such Board Committees as may be thought desirable;
- (d) to regulate and control Board meetings and the transaction of business thereat;
- (e) to pay to any servant of the Association any gratuity for faithful and diligent service as it seems fit; and
- (f) to decide upon the admission of all types of Members, including the conferral on persons of Honorary Member and Emeritus Members;
- (g) to appoint from time to time any two or more Members of the Association (at least one of whom shall be a member of the Board) to be a Board Committee for any particular purpose and to revoke their appointment;
- (h) subject to these Rules, to draw, make, accept, endorse and issue negotiable securities or instruments of whatsoever kind or nature and to determine by what officers of the Association such negotiable securities or instruments shall be signed or endorsed;
- (i) to borrow or raise financial accommodation with or without giving security and to sell and dispose of the assets of the Association.

35. VACANCY OF THE BOARD

- (a) The Board may act notwithstanding any vacancy in their body.
- (b) Where there is a vacancy on the Board, the Chairperson shall canvas Financial Members who may be interested in and willing to serve on the Board, and table the results of such canvassing to the next meeting of the Board, where the Board may approve an appointment or appointments pursuant to such information.
- (c) Where there is a vacancy of an Officer of the Board, the Board at its next meeting after realising the vacancy may make a replacement to the Office within which the vacancy has arisen from amongst the Financial Members of the Board.

36. DUTY OF BOARD

It shall be the duty of the Board to manage and conduct the affairs of the Association.

37. VACATION OF OFFICE

The office of Chairperson, Secretary, Treasurer or Director shall be vacated if the office holder:

- (a) shall cease to be a Financial Member of the Association, or
- (b) shall become an employee of the Association or hold any office of profit from the Association, or
- (c) shall become insolvent or assign his estate pursuant to any Act or Regulation relating to insolvency for the time being in force in Papua New Guinea, or
- (d) shall fail to attend three (3) consecutive meetings of the Board.
- (e) otherwise resigns from the Board by written notice to the Chairperson

38. CASUAL VACANCIES

Any Financial Member may be appointed by the Board to fill any casual vacancy occurring in the Board provided that any person so appointed shall hold office only until the expiration of the term of office resolved by the Annual Meeting for the holder whose office has become vacant. The appointee to any casual vacancy shall be deemed to have held office since the Annual Meeting at which the Board member whose place the appointee has taken was elected.

39. REMOVAL OF A MEMBER OF THE BOARD

The Association in a General Meeting may by resolution and only with just cause remove any Board member before the expiry of their period of office and appoint another person in their stead. The person appointed shall for all purposes be treated as if they were appointed to a casual vacancy under the preceding Rule.

40. MEETINGS OF BOARD

- (a) The Board shall meet together for the dispatch of business as often as the Chairperson or in his absence the Secretary shall deem necessary but no less than one in each quarter. Notice of at least three (3) days shall be given to each Board Member and the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A quorum of members of the Board shall be three (3) members present throughout the relevant meeting.
- (c) At every meeting of the Board the Chairperson and in his absence the Secretary shall preside and in the absence of both the Chairperson and the Secretary the Board Members present shall choose one of their number to be Chairperson of such meeting.

- (d) Questions arising at any meetings of the Board shall be decided by a majority of votes and in the case of any equality of votes, the Chairperson shall have a second or casting vote.
- (f) The Board may conduct meetings by attendance in person, by telephone, and/or by an approved virtual meeting platform. Resolutions of the Board meeting in this manner must be confirmed in writing and circulated to all Board members.

41. VALIDATION OF ACT OF BOARD

All acts done at any meeting of the Board shall (notwithstanding that it is afterwards discovered there was some defect in the appointment of the Board or any member thereof or that any member was disqualified), be as valid as if every such member had been properly appointed and was qualified to act as a Board member

42. QUORUM AND PROCEDURE OF MEETINGS OF BOARD COMMITTEES APPOINTED BY THE BOARD

- (a) The Board Committees of the Association shall meet together for the despatch of business as often as the Chairperson of that Board Committee or in his absence the Deputy Chairperson of that Board Committee shall deem necessary. The Board Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) A quorum of members of a Board Committee shall be no less than three members present throughout the relevant meeting.
- (c) At every meeting of a Board Committee the Chairperson and in his absence the Deputy Chairperson shall preside and in the absence of both the Chairperson and the Deputy Chairperson the members present shall choose one of their members to be their chairperson of such meeting.
- (d) Questions arising at any meetings of a Board Committee shall be decided by a majority of votes and in the case of any equality of votes, the Chairperson of the Board Committee shall have a second or casting vote.

43. MINUTES

The Board shall cause to be kept a minute book showing the resolutions proposed and passed and all other proceedings at Board meetings.

44. SUB-CHAPTERS

- (a) The Board may establish a Sub-Chapter in another place within Papua New Guinea outside of the National Capital District.
- (b) A Sub-Chapter shall consist of at least eight (8) members
- (c) A Sub-Chapter shall have a working Board comprising of a Chairperson, Secretary and Treasurer and shall be responsible for the work of the Sub-Chapter as approved by the Board
- (d) Subject to any direction given by the Board, the Sub-Chapter shall be responsible for the conduct of the business of the Association in the Province where the Sub-Chapter is established

- (e) The Board has absolute discretion to dissolve a Sub-Chapter
- (f) A Board decision to dissolve a Sub-Chapter must follow the same process prescribed for a Membership termination in Rule 14, and will be subject to Appeal in accordance with Rule 15.

45. AUDIT

At least once in each year the accounts of the Association shall be examined by the Auditor appointed under these Rules who shall also certify to the correctness of the balance sheet, profit and loss account and accompanying accounts and schedules to be submitted to the Annual General Meeting.

46. AUDITOR MAY BE MEMBER

- (a) The Auditor may be a Member of the Association; however, he may not be the public officer or a member of the Board of the Association, but no person shall be eligible as Auditor who is interested otherwise than as a Member in any transaction of the Association. The Auditor may be paid for his services such sum as the Board may from time to time determine.
- (b) The Auditor is to be appointed at each Annual Meeting in accordance with Rule 28 (d) of these Rules and may be removed from office by a resolution of the Members passed at General Meeting.

47. CASUAL VACANCY

Any casual vacancy occurring in the office of Auditor shall be filled by a qualified accountant appointed by the Board for that purpose.

48. LIST OF BOOKS

The Association shall deliver to the Auditor a list of all books of account and records kept by the Association and the Auditor shall at all reasonable times have access to the books and accounts of the Association. The Auditor may employ persons to assist him in investigating such accounts and may in relation to such accounts examine the Board or any employee of the Association.

49. AUDITOR'S REPORT

The Auditor shall make a report to the Members upon the balance sheet and accounts to be submitted to every Annual Meeting and in every such report shall state whether in his opinion they are properly drawn up to exhibit a true and correct view of the Association's affairs.

50. COMMON SEAL

The Common Seal of the Association ("Common Seal") shall be in circular form with the words "Common Seal" in the centre thereof and the words "Transparency International Papua New Guinea Inc" around the margin and the Secretary shall keep a record of all documents to which the seal shall be affixed. The Common Seal shall be used only by authority of the Board and every instrument to which the Common Seal is affixed shall be

signed by two (2) members of the Board or two (2) persons appointed by the Board for that purpose. The Secretary/Treasurer shall have custody of the common seal.

51. ACCOUNTS

The Chairperson of the Association shall be initialling all accounts certify to their correctness both as to the quantity of goods or services received and the price charged and all accounts shall be passed for payment by the Board and paid by cheque drawn in accordance with Rule 45.

52. AUTHORISED SIGNATURES

The Chairperson and Treasurer and any Director approved by the Board shall be authorised to draw, make, accept, endorse and issue negotiable securities or instruments of whatsoever kind or nature and in their absence the Treasurer the Secretary and/or one Board Member shall be authorised to sign or endorse any such instruments.

53. ALTERATION OF RULES

No object, power or rule of the Association shall be repealed or amended and no new object, power or rule shall be made except upon a resolution carried by a majority of three-quarters of the Members present and voting at a General Meeting the notice of which shall have set out the extent of the proposed repeal or amendment or new provision. The effectiveness of any such alteration of these Rules shall be subject to any approval required under the Associations Incorporation Act Chapter 142 of the Revised Laws of Papua New Guinea.

54. DISSOLUTION

The Association may be dissolved or wound up by a resolution at any General Meeting called for such purpose.

55. DISPOSITION OF ASSETS

If upon the dissolution or winding up of the Association there remain after the satisfaction of all its debts and liabilities, any property whatsoever, to be paid to or distributed among the Members of the Association but shall be given or transferred to some other Association, Club or Institution having objects similar, wholly or in part, to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members or to some charitable object or objects which Association, Club, Institution or objects shall be determined by the Members of the Association at or before the time of dissolution or winding up or in default thereof or if and in so far as effect cannot be given to such determination then payment of distribution shall be determined by a Judge of the Supreme Court.

56. LIABILITY OF MEMBERS

The liability of Members upon the dissolution or winding up of the Association shall be limited to the extent of their contributions to the Association.

57. INTERPRETATION

The interpretation by the Board of the Rules of the Association shall be final and binding upon all Members.

58. BOARD OFFICERS

As of the 2019 AGM held on the 30 June 2019, the elected Office Bearers and Directors of the Board of Transparency International Papua New Guinea Inc. of record were as set out hereunder:

Chairperson	Peter Aitsi
Secretary	Michelle Hau'ofa
Treasurer	Akae Beach
Board Members	Brian Alois Paul Barker Christopher Elphick Fr John Glynn Belinda Kanau Richard Kassman Evah Kuamin Michael McWalter Philip Samar Jerome Sesega Lawrence Stephens Mary Udu
Executive Director	Arianne Kassman

++++ END of RULES++++

Annex (Not Part of Rules)

Indicative Schedule of Fees (subject to Board Approval from time to time)

Type of Member	Minimum Joining Fee for Life (First Year)	Minimum Financial Membership: Subsequent Years
Individual Members – individual persons, normally over the age of 18	K 20 to K1,000	K 20 To K 1,000
Corporate Members – corporations, partnerships, and other businesses enterprises	K 1,000 to K 10,000	K 1,000 To K10,000
Institutional Members – institutions, public or private, including faith-based organisations	K 500 to K 5,000	K 500 to K 5000
Civil Society Organisations Members – other Associations and like organisations	K 250 to K 1,000	K 250 to K 1,000
Family Members – several members of a family	K 100 to K 500	K 100 to K 500
Youth Members – young people between 12 and 18 years of age	K 10	K 10
Honorary Members – non-members of the Association of merit and distinction in helping to fight corruption and/or promoting integrity or good governance	N/A	N/A
Emeritus Members – members who have contributed greatly to the fight against corruption and upholding integrity through service to or support of the Association	Already a member	Gratis

ENDS