

Rules of Association

COALITION FOR CHANGE PAPUA NEW GUINEA INC.

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Rules of Association

1. Name of Association

The name of the association is **COALITION FOR CHANGE PAPUA NEW GUINEA INC.**

2. Definitions and Interpretation

2.1 Definitions

The following definitions apply unless the context requires otherwise:

Authorized Officer means, in relation to an Organization, any secretary or director of an Organization and any person acting in those offices.

Directors and Director means the directors and a director from time to time of Coalition For Change Papua New Guinea Inc.

Financial year means the 12 month period from 1 January to the 31 December, inclusive or such other date as the Directors determine.

General meeting means meeting convened under Rule 20;

Meeting of Directors means meeting referred to in rule 16;

Information Technology means the collection and storage, manipulation, transfer and management of data and information.

Member means Member of Coalition For Change Papua New Guinea Inc.

Office of the Association means the principal office of Coalition For Change Papua New Guinea Inc which shall be located in Port Moresby, Papua New Guinea or in another location in Papua New Guinea, as the Association may determine.

Ordinary resolution means resolution other than a Special Resolution.

Organisation means firms, associations and corporations operating under the laws of Papua New Guinea.

Rules means these rules as altered varied or amended from time to time.

Special Resolution has the meaning given by section 22 of the Act.

the Act means the *Associations Incorporation Act* Chapter No. 142 of the Revised Laws of the Independent State of Papua New Guinea.

the Association means Coalition For Change Papua New Guinea Inc or Coalition For Change PNG (“**CFC PNG**”) as the association may be referred to from time to time..

the Chairperson means:

- (a) in relation to the proceedings at a meeting of Directors or general meeting the person presiding at the meeting of Directors or general meeting in accordance with Rule 16; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in Rule 11(a)(i) or, if that person is unable to perform the function, the Vice-Chairperson;

the Secretary means the Secretary referred to in Rule 11(a)(iii);

the Treasurer means the Treasurer referred to in Rule 11(a)(iv);

the Vice-Chairperson means the Vice-Chairperson referred to in Rule 11(a)(ii).

2.2 Interpretation

Headings are for convenience only and do not affect interpretation. The following rules apply unless the context requires otherwise:

- (a) The singular includes the plural and conversely.
- (b) A gender includes all genders.
- (c) If a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (d) A reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it and a regulation or statutory instrument issued under it.
- (e) A reference to a person, company, partnership or other entity includes any of them.

3. Objects of Association

The objects of Coalition For Change PNG are:

- (a) To work towards achieving change to eliminate violence, especially spousal violence against each other, and violence against children.
- (b) To act as forceful agent to get Government commitment and action to end domestic violence, by way of legislative enabling laws and providing social support schemes to re-abilitate victims of violence.
- (c) To research, consult widely with organizations, experts, government and communities on the use of customary practices. If any customary practice violates personal right, freedom and integrity of a person as protected under the Constitution, the laws of Papua New Guinea and other international agreements to which Papua New Guinea has assented, then for such customary practices not to be adopted and for parliament, to legislate against the use of such customary practices.
- (d) To design, host and deliver social development and nurturing programmes that promote a responsible, principled-centred and caring family members, communities and the nation.
- (e) To liaise and work with other organizations, whether government, non-government or international agencies, to support the work they are doing to eliminate domestic violence.
- (f) To advocate for adherence and implementation of international Agreements, which the Government of PNG has entered into on gender issues, including elimination of violence against women and children.
- (g) To research, design and disseminate educational material advocating against violence to all sectors of the population.
- (h) To liaise with educational, health institutions to create and improve awareness of the adverse effects of domestic violence.

- (i) To install an operational and logistical centre that is self-sustaining with a qualified human resource capacity offering the best staff support systems and network to link victims of domestic violence to seek legal, social and emotional care services;
- (j) To increase membership and influence of Coalition For Change PNG with participating organizations, communities, supporters and government and non-government agencies for a better society.
- (k) To apply its profit (if any) or any other income promoting its objects.
- (l) To prohibit the payment of any dividend or payment in the nature of a dividend to each member.
- (m) To do all such things as are necessary, incidental or conducive to the attainment of the objects or any of them.

4. Powers of Association

The powers conferred on Coalition For Change Papua New Guinea by section 20 of the Act are subject to the following additions, exclusions or modifications:

- 4.1 Coalition For Change PNG has, in the exercise of its affairs, all the powers of an individual
- 4.2 Coalition For Change PNG may without limitation:
 - (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property (both real and personal);
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.

5. Qualifications for membership of Association

- 5.1 Membership of Coalition For Change PNG is open to Organisations and

Individuals who have a desire to contribute to issues of social development and particularly relating to gender issues and to elimination of violence in the society especially violence against women and children.

5.2 An Organisation or person wishing to become a Member shall apply for membership to the Directors in writing:

- (i) signed by an Authorised Officer of that Organisation or person; and
- (ii) in such form as the Directors from time to time direct;

5.3 The Directors shall consider each application made under Rule 5.2 at a meeting of Directors and shall at the meeting of Directors or a subsequent meeting of Directors accept or reject that application.

6. Register of Members of Association

- (a) The Secretary shall on behalf of Coalition For Change PNG keep and maintain the register of Members and that register shall be so kept and maintained at the Office of Coalition For Change PNG.
- (b) The Secretary shall cause the name of an Organisation or person that ceases to be a Member under Rule 8 to be deleted from the register of Members referred to in sub-rule (a).

7. Resignation of Members of Association

- (a) A Member that delivers notice in writing of its resignation from Coalition For Change PNG to the Secretary or the Directors ceases on that delivery to be a Member.
- (b) An Organisation or person that ceases to be a Member under sub-rule (a) remains liable to pay to Coalition For Change PNG the amount of any subscription due and payable by that Organisation to Coalition For Change PNG but unpaid at the date of that cessation.

8. Expulsion of Members of Association

- (a) If the Directors consider that a Member should be expelled from membership of Coalition For Change PNG because its conduct is detrimental to the interests of the Association, the Directors shall communicate, either orally or in writing, to the Member: (We may need to include in our policy documents the types of actions that could lead to a member being expelled and perhaps on granting of membership these policies are made known to the member, so as to avoid possible challenges)
- (i) notice of the proposed expulsion and of the time, date and place of the meeting of Directors at which the question of that expulsion will be decided; and
- (ii) particulars of that conduct;
- not less than 7 days before the date of the meeting of Directors referred to in sub-rule (a)(i).
- (b) At the meeting of Directors referred to in a notice communicated under sub-rule (a), the Directors may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Directors, expel or decline to expel that Member from membership of Coalition For Change PNG and shall, immediately after deciding whether or not so to expel that Member, communicate that decision in writing to that Member.
- (c) Subject to sub-rule (e), a Member that is expelled under sub-rule (b) from membership of Coalition For Change PNG ceases to be a Member 14 days after the day on which the decision so to expel the Member is communicated to it under sub-rule (b).

- (d) A Member that is expelled under sub-rule (b) from membership of shall, if it wishes to Coalition For Change PNG appeal against that expulsion, give notice to the Secretary of its intention to do so within the period of 14 days referred to in sub-rule (c).
- (e) When notice is given under sub-rule (d):
 - (i) Coalition For Change PNG in a general meeting may, after having afforded the Member that gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, Coalition For Change PNG in the general meeting, confirm or set aside the decision of the Directors to expel that Member; and
 - (ii) the Member who gave that notice does not cease to be a Member unless and until the decision of the Directors to expel it is confirmed under this sub-rule.

9. Representation

- (a) Any Member being an Organisation may, by writing under the seal or under the hand of a partner, officer or attorney of the Member duly authorised, appoint its chief executive or some other natural person to act as its representative, either at a particular general meeting or at all general meetings. A person so appointed is, in accordance with his or her appointment, entitled to exercise the same powers on behalf of the Member as the Member could exercise if it were a Member who was an individual natural person.
- (b) The representative of a Member shall have power to appoint another person being one of that Member's officers to represent his or her organisation in his or her stead and to exercise the same powers on behalf of the Members, provided that the substitute representative is appointed in writing under the hand of the representative.

- (c) Any Member having no representative in the place at which a meeting of Coalition For Change PNG is held may vote by proxy.
- (d) An Organisation may nominate an Authorised Officer to the positions specified in Rule 11(a).

10. Defect in appointment

Any defect discovered later in the appointment or qualification of a representative shall not invalidate any act done by him or her or by the Directors or by Coalition For Change PNG.

11. Directors (Board Members)

- (a) The affairs of Coalition For Change PNG shall be managed exclusively by a board of Directors consisting of:
 - (i) a Chairperson;
 - (ii) a Vice-Chairperson;
 - (iii) a Secretary;
 - (iv) a Treasurer; and
 - (v) not more than three other persons, all of whom shall be elected to membership of the board of Directors at an annual general meeting or

If the number of persons nominated for election as Directors does not exceed the number of vacancies in that membership to be filled:

- the Secretary shall report accordingly to; and
- the Chairperson shall declare those persons to be duly elected as Directors at, appointed under sub-rule (b). (It has been resolved during formation discussions the Board members of Coalition For Change PNG will be appointed by invitation)

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- (vi) A person that is not a natural person cannot be a Director of Coalition For Change PNG.
 - (vii) The Directors shall be elected to serve for a period of one year at the annual general meeting in each year. (And the Board members will invite to the serve on the Board additional members as identified. The annual meeting should only serve to receive operation and financial reports)
- (b) At the commencement of the first annual general meeting to be held after the incorporation of Coalition For Change PNG under the Act:
- (i) if the board of Directors consists of an even number of members, half of that number; or
 - (ii) if the board of Directors consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number, shall be chosen by ballot (Invite), shall cease to be Directors, but shall be eligible for re-election as Directors.
- (c) At the commencement of each successive annual general meeting after the annual general meeting referred to in sub-rule (b), those four Directors who have served for longer periods than the other Directors shall cease to be Directors, but shall be eligible for re-election as Directors.
- (d) Subject to sub-rule (e), a person is not eligible for election as a Director unless a Member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
- (i) the nominator; and
 - (ii) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 21 days before the day on which the annual general meeting concerned is to be held.

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- (e) Sub-rules (d) and (g) do not apply to or in relation to a person who is eligible for re-election under sub-rule (b) or (c).
 - (f) A person who is eligible for election or re-election under this rule may at the annual general meeting concerned:
 - (i) propose or second himself or herself for election or re-election; and
 - (ii) vote for himself or herself.
 - (g) The Secretary shall ensure that notice of all persons seeking election as Directors is given to all Members when notice is given to those Members of the calling of the annual general meeting at which that election is to be held.

the General meeting concerned.

- (i) When a casual vacancy within the meaning of rule 15 occurs in the board of Directors:
 - (i) the Directors may appoint a Member to fill the vacancy; and
 - (ii) a Member appointed under this sub-rule shall:
 - (A) hold office until the commencement of; and
 - (B) be eligible for election as a Director at the next following annual General meeting.

12. Chairperson

- (a) Subject to this Rule, the Chairperson shall preside at all General meetings and meetings of Directors.
- (b) In the event of the absence from:
 - (i) a General meeting of:
 - (A) the Chairperson, the Vice-Chairperson; or
 - (B) both the Chairperson and the Vice-Chairperson, a Member elected by the other Members at the General meeting; or

- (ii) a meeting of Directors of:
 - (A) the Chairperson, the Vice-Chairperson; or
 - (B) both the Chairperson and the Vice-Chairperson, a Director elected by the Directors present.

shall preside at the General meeting or meeting of Directors, as the case requires.

13. Secretary

The Secretary shall:

- (a) co-ordinate the correspondence of Coalition For Change PNG;
- (b) keep full and correct minutes of the proceedings of the Directors and of Coalition For Change PNG;
- (c) comply on behalf of Coalition For Change PNG with the Act in respect of the Rules of the Association; and
- (d) have custody of all books, documents, records and registers of .
- (e) perform such other duties as are imposed by these Rules on the Secretary.

14. Treasurer

The Treasurer shall:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, Coalition For Change PNG and shall issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of Coalition For Change PNG as the Directors may from time to time direct;
- (c) make payments from the funds of Coalition For Change PNG with the authority of a general meeting or of the Directors and in so doing ensure that all cheques are signed by two Directors other than himself or herself;

- (d) comply on behalf of Coalition For Change PNG with the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the Chairperson, submit to the Directors a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of Coalition For Change PNG, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these Rules on the Treasurer.

15. Casual vacancies in membership of Board

A casual vacancy occurs in the office of a Director and that office becomes vacant if the Director:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Director is the Chairperson, to the Vice-Chairperson;
- (c) is permanently incapacitated by mental or physical ill-health; and
- (d) is absent from more than:
 - (i) three consecutive meetings of Directors; or
 - (ii) three meetings of Directors in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee meetings.
- (e) is an un-discharged bankrupt.
- (f) is found to be perpetrator of a violence act on another person, his or her spouse, or child.
- (g) is under charge for a criminal offence and convicted of a criminal offence.

16. Proceedings of the Board

- (a) The Directors shall meet together for the dispatch of business from time to time as they think fit and the Chairperson may at any time, and on the request of a Director, a Secretary shall, convene a meeting of the Directors.
- (b) Every Director has one vote.
- (c) Reasonable notice must be given to every Director of the place, date and hour of every meeting of the Directors. Where any Director is for the time being outside of Papua New Guinea, notice need only be given to that Director if contact details have been given, but notice shall always be given to any alternative Director in Papua New Guinea, whose appointment by that Director is for the time being in force.
- (d) A question arising at a meeting of Directors shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the meeting of Directors shall have a casting vote in addition to his or her vote.
- (e) A quorum for a meeting of the Directors shall be four.
- (f) No business may be transacted at a meeting of Directors where a quorum is not present.
- (g) Subject to these Rules, the procedure to be followed at a meeting of Directors shall be determined by the Directors present at the meeting of Directors.
- (h) A resolution of the Directors is passed where it is agreed by all the Directors present without dissent or where a majority of the votes cast on it are in favour of it.
- (i) A Director present at a meeting of the Directors is presumed to have agreed to, and to have voted in favour of, a resolution of the Directors

unless he or she expressly dissents from or votes against the resolution at the meeting.

- (j) The Directors shall ensure that minutes are kept of all proceedings at meetings of the Directors.
- (k) A resolution in writing, signed or assented to by all Directors then entitled to receive notice of a meeting of Directors, is as valid and effective as if it had been passed at a meeting of the Directors duly convened and held.
- (l) Any such resolution may consist of several documents (including a document sent or received by facsimile machine, telex, computer or other electronic device that provides that document, or a copy of that document, to a person in a permanent form or image, including an electronic or magnetic form or image) in like form each signed or assented to by one or more Directors.
- (m) A copy of any such resolution shall be entered in the minute book of Directors proceedings.

17. Alternate directors

- (a) A Director may:
 - (i) with the approval of a majority of the other Directors appoint a person (whether a Member of Coalition For Change PNG or not); or
 - (ii) without the need for the approval of the other Directors, appoint another Director, to be an alternate Director in the Director's place during any period that the Director thinks fit.
- (b) An alternate Director is entitled to receive notices of meetings of the Directors and, if the appointor is not present at such a meeting is entitled to attend and vote in the Director's stead.
- (c) An alternate Director may exercise any powers that the appointor may exercise. The exercise of any power of the alternate Director (including, without limitation, affixing a Seal) shall be taken to be the exercise of the power of the appointor. The exercise of any power by the alternate Director shall be as agent of the company and not as agent of the appointor. Where the alternate Director is another Director, that Director shall be entitled to cast a deliberative vote on the Director's own account and on account of each person by whom the Director has been appointed as an alternate Director.
- (d) The appointment of an alternate Director:
 - (i) may be terminated at any time by the appointor even if the period of the appointment of the alternate Director has not expired; and
 - (ii) terminates automatically if the appointor vacates office as a Director.

18. Board of Directors

The number of Directors which shall constitute the Board shall be five (at formation and additional members may be invited to serve as deemed by the board and they can be members or non-members of Coalition For Change PNG, provided that the members of the Board share and are committed to the Objects of Coalition For Change PNG.

19. Responsibilities, Powers and Duties of the Board

- (a) The responsibilities of the Directors are to establish the specific objectives, work program and budget for the ensuing year.
- (b) The business of Coalition For Change PNG shall be managed by and vested in the Directors who may exercise all such powers of the Association not required by these Rules to be exercised by the Association in General meeting.
- (c) The Directors shall have the management of the income, funds and property of Coalition For Change PNG and the management and superintendence of all other affairs and executive functions of the Association not otherwise herein provided for and no expenditure may be incurred or money paid by or on behalf of the Association otherwise than with the approval of the Board.
- (d) The Directors shall be empowered to appoint lawyers, bankers, secretaries and all such officers and servants of Coalition For Change PNG as it may consider necessary and shall regulate their duties, fix their salaries and other terms of employment.
- (e) The Board may delegate any of its powers to sub-committees consisting of at least one Director and such other persons as it may determine upon such terms and conditions as the Board may see fit and may fix the quorum of any such subcommittee.

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- (f) The Board may appoint such advisory boards as it deems necessary and make rules relating to the appointing and removal of Members of such boards, the conduct of their meetings, the appointment and the duties of the Chairperson of such boards and all other matters relating thereto.

20. General meetings

- (a) The Directors:
- (i) may at any time convene a special general meeting;
 - (ii) shall convene annual general meetings; and
 - (iii) shall, within 30 days of:
 - (A) receiving a request in writing to do so from not less than five Members, convene a special general meeting for the purpose specified in that request; or
 - (B) the Secretary receiving a notice under rule 8(d), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (b) The Members making a request referred to in sub-rule (a)(iii)(A) shall:
- (i) state in that request the purpose for which the special general meeting concerned is required; and
 - (ii) sign that request.
- (c) If a special general meeting is not convened within the relevant period of 30 days referred to:
- (i) in sub-rule (a)(iii)(A), the Members who made the request concerned may themselves convene a special general meeting as if they were the Directors; or
 - (ii) in sub-rule (a)(iii)(B), the Member who gave the notice concerned may itself convene a special general meeting as if it were the Directors.

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- (d) When a special general meeting is convened under sub-rule (c)(i) or (ii):
- (i) the Directors shall ensure that the Members or Member convening the special general meeting are supplied free of charge with particulars of all Members; and
 - (ii) Coalition For Change PNG shall pay the reasonable expense of convening and holding the special meeting.
- (e) Subject to sub-rule (h), the Secretary shall give to all Members not less than 14 days notice of a General meeting of any motions to be moved at the general meeting.
- (f) A notice given under sub-rule (e) shall specify:
- (i) when and where the General meeting concerned is to be held; and
 - (ii) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (g) In the case of an annual general meeting, the order in which business is to be transacted is:
- (i) first, the consideration of the accounts and reports of the Directors;
 - (ii) second, the election of Directors to replace outgoing Directors; and
 - (iii) third, any other business requiring consideration by Coalition For Change PNG in a General meeting.
- (h) The Secretary shall give to all Members not less than 21 days notice of a General meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.

- (i) The Secretary may give a notice under sub-rule (e) or (h) by: -
 - (A) serving it on a Member personally if the Member is a natural person; or
 - (B) sending it by post to a Member at the address of the Member appearing in the register of Members if the Member is a natural person;
 - (C) by delivery to a person named as a director or secretary of the company on the register if the Member is a company;
 - (D) by leaving it at the company's registered office, if the Member is a company;
 - (E) by posting it to the company's registered office, if the Member is a company; or
 - (F) by sending it by any means, including a facsimile machine, telex, computer or other electronic device, that provides that document, or a copy of that document, to that person in a permanent form or image, including an electronic or magnetic form or image.
- (j) When a notice is sent by post under sub-rule (i)(B), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.

21. The manner in which the Funds of the Association are to be managed

The Board shall have the power to manage the funds of Coalition For Change PNG and any two Directors may sign cheques and if so resolved by the board the executive officer of Coalition For Change PNG, drafts, bills of exchange, promissory notes and other documents for and on behalf of the Association.

22. Quorum in proceedings at general meetings

- (a) At a General meeting 60% of the Members present in person or by proxy constitute a quorum. (This may need to be reviewed once up and running as membership may come from outside of Port Moresby and so obtaining a quorum may be impractical)
- (b) If within 30 minutes after the time specified for the holding of a General meeting in a notice given under rule 20(e) or (h):
 - (i) as a result of a request or notice referred to in rule 20(a)(iii) or as a result of action taken under rule 20(c) a quorum is not present, the General meeting lapses; or
 - (ii) otherwise than as a result of a request, notice of action referred to in sub-rule (i), the General meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (c) If within 30 minutes of the time appointed by sub-rule (b)(ii) for the resumption of an adjourned general meeting a quorum is not present, the Members who are present in person by proxy may nevertheless proceed with the business of that General meeting as if a quorum were present.
- (d) The Chairperson may, with the consent of a General meeting at which a quorum is present, and shall, if so directed by such a General meeting, adjourn that general meeting from time to time and from place to place.
- (e) There shall not be transacted at an adjourned General meeting any business other than business left unfinished or on the agenda at the time when the General meeting was adjourned.
- (f) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 20 of the adjourned general meeting as if that General meeting were a fresh general meeting.
- (g) At a General meeting:

- (i) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (ii) a special resolution put to the vote shall be decided in accordance with section 22 of the Act.
- (h) A declaration by the Chairperson at a General meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the General meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (i).
- (i) At a General meeting, a poll may be demanded by the Chairperson at the general meeting or by five or more Members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- (j) If a poll is demanded and taken under sub-rule (i) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (k) A poll demanded under sub-rule (i) on the election of a person to preside over a General meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

23. Minutes of meetings of Association

- (a) The Secretary shall cause proper minutes of all proceedings of all General meetings and meetings of Directors to be taken and then to be entered within 30 days after the holding of each General meeting or meeting of Directors, as the case requires, in a minute book kept for that purpose.
- (b) That Chairperson shall ensure that the minutes taken of a General meeting or meeting of Directors under sub-rule (a) are checked and signed as correct by the Chairperson of the General meeting or meeting

of Directors to which those minutes relate or of the next succeeding General meeting or meeting of Directors, as the case requires.

- (c) When minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that:
- (i) the General meeting or Committee meeting of Directors to which they relate (in this sub-rule called *the meeting*) was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

24. Voting rights of Members of Association

- (a) Subject to these rules, each Member present in person or by proxy at a General meeting is entitled to a deliberative vote.
- (b) A Member which is a body corporate may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General meeting or at all General meetings.
- (c) An appointment made under sub-rule (b) shall be so made by a resolution of the board or other governing body of the body corporate concerned:
- (i) which resolution is authenticated under the common seal of that body corporate; and
 - (ii) a copy of which resolution is lodged with the Secretary.
- (d) A person appointed under sub-rule (b) to represent a Member which is a body corporate shall be deemed for all purposes to be a Member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular General meeting, which appointment is not so revoked, the conclusion of that General meeting.

25. Proxies of Members of Association

A Member (in this Rule called *the appointing Member*) may appoint in writing another Member who is a natural person to be the proxy of the appointing Member and to attend, and vote on behalf of the appointing Member at, any General meeting.

26. Rules of Association

- (a) Coalition For Change PNG may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in the Act.
- (b) These rules bind every Member of Coalition For Change PNG to the same extent as if every Member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

27. Common Seal of Association

- (a) Coalition For Change PNG shall have a common seal on which its corporate name shall appear in legible characters.
- (b) The common seal of Coalition For Change PNG shall not be used without the express authority of the Directors and every use of that common seal shall be recorded in the minute book referred to in Rule 22.
- (c) The affixing of the common seal of Coalition For Change PNG shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (d) The common seal of Coalition For Change PNG shall be kept in the custody of the Secretary or of such other person as the Directors from time to time decide.

28. Indemnity

Every Director (including the Chairperson and the Vice-Chairperson), Agent, Auditor, Executive Officer and other officer for the time being of the Association shall be indemnified out of the assets of Coalition For Change PNG against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he is acquitted or in connection with any application in which relief is granted to him or her by a Court in respect of any negligence, default, breach of duty, or breach of trust in connection with his or her responsibilities as an officer of Coalition For Change PNG.

29. Inspection of records, etc of Association

A Member may at any reasonable time inspect without charge the books, documents, records and securities of Coalition For Change PNG at any reasonable hour on a business day.

30. Audit and Accounts

The financial affairs of Coalition For Change PNG shall be audited in accordance with the Act at least once in every 12 months by the auditor appointed by the annual general meeting.

31. Powers and duties of the auditor

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 and records of the association;
- (c) inspect and audit the accounts and records of the financial transactions and draw the attention of the Directors to any irregularities;
- (d) state in his or her report in his or her opinion whether:
 - (i) the financial statements or the profit and loss account are properly drawn up so as to give a fair view of Coalition For Change PNG's financial affairs;

- (ii) that the books of accounts and records examined by him or her have been properly kept; and
- (iii) that he or she has obtained all the information and explanations her or she required.

The auditor may be removed from office by a special resolution of Coalition For Change PNG at a general meeting or at the expiration of his or her tenure of office.

32. Finance period and the sources from which funds of the Association are to be derived

- (a) The Financial year of Coalition For Change PNG shall terminate on the 31st day of December each year, or such other date as the Directors may determine.
- (b) Funds required for the purpose of carrying out the Association's objects shall be provided by membership fee's, funding grants and or donations

33. Executive officer

- (a) The Directors may appoint an executive officer upon such terms and conditions as the Board may decide and may vest in the executive officer such powers and authorities as it may from time to time determine and the executive officer shall exercise all such powers and authorities subject at all times to the control of the Board.
- (b) The executive officer shall attend and be entitled to be heard at all meetings of the Directors and of Coalition For Change PNG.
- (c) When the position of executive officer is vacant, the Secretary of Coalition For Change PNG shall carry out the functions of the Executive Officer.

34. Distribution of surplus property on winding-up of Association

- (a) If, on the winding-up of Coalition For Change PNG, any property of the Association remains after satisfaction of its debts and liabilities and

the costs, charges and expenses of that winding-up, that property shall be distributed:

- (i) to another Association incorporated under the Act; or
- (ii) for charitable purposes

which incorporated Association or purposes, as the case requires shall be determined by resolution of the Members when authorising and directing the Directors pursuant to the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

- (b) The liabilities of members on winding up are limited to unpaid levies, subscriptions or any other fees legally imposed by Coalition For Change PNG and owing to Coalition For Change PNG at the date of such winding up.

35. Transferable or Transmittable of Members' Rights

Members' rights are not transferable or transmittable in any circumstance.