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**RULES**

**OF**

**NEW ZEALAND PAPUA NEW GUINEA**

**BUSINESS COUNCIL INCORPORATED**

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## RULES

- of -

### PAPUA NEW GUINEA NEW ZEALAND BUSINESS COUNCIL INCORPORATED

#### SECTION 1 - NAME

- 1.1 The name of the Council shall be PAPUA NEW GUINEA NEW ZEALAND BUSINESS COUNCIL INCORPORATED.

#### SECTION 2 - INTERPRETATION

- 2.1 In the construction of these Rules unless inconsistent with the context the following terms shall bear the following meanings:

- "Council"** - means Papua New Guinea New Zealand Business Council (Incorporated).
- "Committee"** - means the persons from time to time appointed in accordance with Clause 14 hereof.
- means any member of the Council whether Regular, Honorary or Life.

- "Officers" - means those persons from time to time appointed to the offices referred to in Clause 7 either by the Annual General Meeting or by the Committee in accordance with Clause 8.2 hereof.
- "Rules" - means these Rules as amended from time to time in accordance with Clause 16.1 hereof.
- "Registrar" - means the Registrar of Incorporated Societies.

Words importing persons include partnerships, companies and other bodies and organisations whether incorporated or unincorporated in New Zealand or Papua New Guinea.

### SECTION 3 - OBJECTS

3.1 The objects for which the Council is established are as follows:

- 3.1.1 To promote the establishment of closer economic co-operation between New Zealand and Papua New Guinea.
- 3.1.2 To act in a liason and co-ordinating function in promoting and developing trade, commerce and business between New Zealand and Papua New Guinea and to encourage an improvement in communication and mutual assistance

between members, Governments, Government Departments, Trade Officials and business enterprises and other persons engaged or concerned in trade, commerce and business or any services related thereto in New Zealand and Papua New Guinea.

- 3.1.3 To promote the consideration and discussions of all questions affecting trade relations between New Zealand and Papua New Guinea and to establish a forum for the interchange of views among members and to encourage the greater dissemination of information on trade between New Zealand and Papua New Guinea from private and governmental sources in both countries.
- 3.1.4 To promote and enhance the image of Papua New Guinea as a place to live, work and do business in and to promote and encourage improved transport links between Papua New Guinea and New Zealand.
- 3.1.5. To provide a forum and contact point for New Zealand business interests seeking investment opportunities in Papua New Guinea and to provide a network for business interests from Papua New Guinea and New Zealand.
- 3.1.6 To hold conferences and meetings for the discussion of all matters affecting trade between New Zealand and Papua New Guinea.

- 3.1.7 To publish copies of papers lectures, magazines, journals and books and generally to collect, collate and publish information of use or interest to members of the Council.
- 3.1.8 To represent the interest and views of the members and in particular to provide a medium for making representations to private or government organisations of the views of the Council on matters relating to or affecting trade, commerce and business between New Zealand and Papua New Guinea.
- 3.1.9 To take all steps as may be deemed necessary to promote and protect the interests of members of the Council.
- 3.1.10 To purchase, take on lease or otherwise acquire such property real and personal as the Committee thinks necessary or convenient.
- 3.1.11 To borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other securities founded or based on all or any of the property or rights of the Council with or without security and upon such terms as to priority or otherwise as the Council thinks fit but the powers of so borrowing or raising money shall not be exercised except pursuant to a resolution of the Council passed in Annual General Meeting or Special

General Meeting.

- 3.1.12 To sell, improve, maintain, manage, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property assets and rights of the Council.
- 3.1.13 Generally and in furtherance of and not in limitation of the foregoing objects to do all such other things as in the opinion of the Council or the Committee may be incidental or conducive to the attainment of any of the objects mentioned here in.
- 3.1.14 To appoint and, at its discretion, remove or suspend any executive officers, managers, secretaries, officers, clerks, agents, or servants, and to direct and control them, and to determine their powers and duties, and fix and pay their remuneration.

SECTION 4 - MEMBERSHIP

- 4.1 The number of members shall be unlimited unless restricted to a specific number from time to time by the Committee. Membership shall be open to those meeting the appropriate qualifications set forth below. There shall be three classes of membership each having the qualifications, rights and duties set forth either below or elsewhere in these Rules.

4.1.1. Regular Member

Membershp of the Council shall be open to all persons or corporations who are engaged or concerned in or in any way interested in trade, business or commerce between New Zealand and Papua New Guinea unless the Committee shall waive such qualification.

4.1.2. Honorary Members

The Committee may from time to time invite for such period as the Committee may determine any person or persons either in a personal capacity or by virtue of the office which such person or persons hold to be Honorary members of the Council. Honorary members shall not be liable for membership dues. The Committee may determine such Honorary membership in any case and at any time without notice.

4.1.3. Life Members

Life members shall be nominated by the Committee and placed before the Annual General Meeting of the Council for approval. Life members shall not be liable for membership dues.

4.2 Election of Members

Applicatlon for Regular membership shall be made in writing by or on behalf of any person





to the Committee for its approval or disapproval. The Committee may decline or approve applications for membership in its absolute discretion. The applicant shall agree, if the application is approved by the Committee, to abide by the Rules of the Council and to pay such membership dues as are properly assessed by the Committee.

#### 4.3 Resignation of Members

Members may resign from the Council at any time by giving notice in writing to the Council of their resignation but they shall remain liable for all annual and/or other membership dues outstanding and unpaid as at the date of their ceasing to be members of the Council.

#### 4.4 Termination of Membership

The membership of any member may be cancelled by the Committee for any of the following **causes**:

- 4.4.1 If such member fails to observe the Rules of the Council
- 4.4.2 If such member shall make default for a period of not less than two (2) months in payment of any annual and/or other membership dues or part thereof due by the member or the discharge of any other obligations due by the member to the Council howsoever arising;
- 4.4.3 If such member be adjudged bankrupt or makes a composition with the member's

creditors or if an effective resolution or Order of Court be passed or made for the winding up of dissolution of a member or if a receiver be appointed in respect of the assets and affairs of such member; and

- 4.4.4 If a majority of not less than three-quarters of the members assembled *in general meeting* resolve that a member be expelled provided that no member shall be so expelled unless the member shall have received not later than fourteen days before such general meeting notice of the proposed resolution for the member's expulsion and of the allegations upon which the resolution is founded and unless the member shall have been given the opportunity to state the member's case at such meeting.

4.5 Register of Members

The Council shall keep a register of its members containing the names addresses and occupations of each class of members and the dates at which they become members.

SECTION 5 - SUBSCRIPTIONS AND LEVIES

- 5.1 Every regular member shall pay to the Council such annual membership dues as may from time to time be fixed by resolution of the regular members in general meeting and shall pay from Members in general meeting and shall pay from time to time all and every sum or sums of money which may from time to time by resolution of

the regular members in general meeting be levied upon members of the Association and which the Council shall consider necessary or expedient for the purpose of furthering the interests of the Council and its members.

SECTION 6 - GENERAL MEETINGS

6.1 Annual general meetings of the Council will be held once in every calendar year at a locality and on a date decided by the Committee (not being more than fifteen (15) months after the holding of the last preceding general meeting). The business of the annual general meeting shall be:

- 6.1.1 Consideration of the Council's annual report and balance sheet.
- 6.1.2 Consideration of the resolutions, remits and matters specified in the notice of meeting.
- 6.1.3 Annual membership dues.
- 6.1.4 Elect on of officers and other members of the Committee.
- 6.1.5 Appointment of auditor.
- 6.1.6 Consideration of any other matter authorised by the chairman to be considered or required to be considered by virtue of a resolution of the majority of regular members present and voting at the annual general meeting.

- 6.2 Special general meetings may be convened by the Committee in each year. Any such special general meeting may be convened at any time by the Committee and shall be convened upon the requisition in writing of not less than two-fifths of the regular members of the Council entitled to vote at a general meeting. The resolution shall state the date and place for the holding of such general meeting. The business to be dealt with at any such special general meeting shall be the consideration of such matters as are set out in the notice convening the meeting which notice shall include, when the special general meeting has been called as a result of a requisition as aforesaid, the matters specified in such requisition.
- 6.3 A member may attend general meetings of the Council. Each regular member may vote thereat by a duly authorised representative and each regular member shall have one vote.
- 6.4 A duly authorised representative of a member shall be the Chief Executive officer or such other senior executive or other officer of the member appointed in writing by the member or in the case of a member who is an individual a person duly appointed in writing by such member.
- 6.5 Votes at any general meeting of the Council may be given by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer and his attorney duly authorised in writing, or, if the appointer is a corporation either under seal or under the hand of an

officer or attorney duly authorised. A proxy need not be a member of the company.

6.6 At least twenty-one (21) days clear notice of any annual general meeting and at least fourteen (14) days clear notice of any special general meeting shall be given to all members for whom the Council has an address. Notice may be given by post and shall be deemed to have been served on the day following the date of posting of the notice. Accidental failure to give notice to any member shall not invalidate the meeting. The quorum necessary for a general meeting shall be the representatives of not less than one quarter of the regular members of the Council.

6.7 Proceedings at General Meetings

6.7.1 Only regular members who have fully paid their membership dues shall be entitled to vote at general meetings. Honorary and life members may be present at general meetings but shall not be entitled to vote.

6.7.2 Resolutions submitted to general meetings shall be decided by a show of hands unless a poll *is* requested by three members having the right to vote.

6.7.3 All matters shall be decided by a majority of votes whether the voting shall be by a show of hands or by a poll.

•7.4 In the event of an equality of voting

the Chairperson shall be entitled to a second or casting vote.

6.7.5 The Chairperson of any general meeting shall be the Chairperson of the Council or failing the same the deputy Chairperson of the Council. If neither the Chairperson nor the deputy Chairperson are present within fifteen (15) minutes of the time appointed for the meeting or neither of them are willing to act as Chairperson the meeting may appoint a member to act as Chairperson.

6.7.6 If within half an a hour of the time appointed for any general meeting a quorums not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting, a quorum s not present, those members who are present shall form a quorum and may transact business for which the meeting was called.

## SECTION 7 - OFFICERS

7.1 The officers of the Council shall consist of a Patron, a Chairperson, a Deputy Chairperson, a Secretary, a Treasurer and such other officers (if any) which the Council in general meetings shall deem to be necessary or desirable for the conduct of the affairs of the Council.

Clause 8.2 hereof hold office for a term of one (1) year and shall retire at the annual general meeting next following the anniversary of election or appointment of the same. Each retiring officer shall be eligible for re-election.

- 7.3 Nominations for the election of officers shall be in writing signed by a proposer who is a member of the council or a duly authorised representative of such member and countersigned by the candidate and shall be lodged with the Secretary at least twenty-one (21) days before the annual general meeting at which the election is to take place.

SECTION 8 - COMMITTEE

- 8.1 The general management of the Council shall be controlled by a Committee of not less than six (6) persons who represent all the officers of the Council and such other members of the Council who shall be appointed as committee members at the annual general meeting of the Council.
- 8.2 If any office becomes vacant through any cause whatsoever the Committee shall have power to appoint any member of the Council to fill any such vacancy and the person or persons so appointed shall hold office until the next ensuing annual general meeting.
- 8.3 If any member of the Committee is absent without leave from three (3) consecutive committee meetings the committee may by resolution remove the member from office.

resolution remove the member from office.

- 8.4 The Committee may meet together to despatch business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. Any two (2) members of the Committee may at any time summon a meeting of the Committee.
- 8.5 The Committee shall have the power to co-opt Committee members.
- 8.6 The quorum necessary for the transaction of the business of the Committee shall be three (3).
- 8.7
- 8.7.1 The Chairperson subject as hereinafter appears shall preside as Chairperson at every meeting of the Committee.
  - 8.7.2 If there is no Chairperson or if at any meeting the Chairperson is not present within ten (10) minutes after the time appointed for the meeting or is unwilling to act as Chairperson the deputy Chairperson shall act as Chairperson.
  - 8.7.3 If there is no deputy Chairperson or if at any meeting the deputy Chairperson is not present within ten (10) minutes after the time appointed for the meeting or is not willing to act as Chairperson the members of the Committee present shall choose one of their members to be Chairperson.



8.8 All acts done by any meeting of the Committee or by any person acting as a member of the Committee shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such member or person acting as aforesaid, or that they or any of them were disqualified are as valid as if every such person has been duly appointed and was qualified to be a member of the Committee.

8.9 The management of the business of the Council shall be vested in the Committee and the Committee may exercise all such powers and do all such acts and things as the Council is by its Rules or otherwise authorised to exercise and do and are not hereby or by statute directed or required to be exercised or done by the Council in General Meeting.

SECTION 9 -FINANCIAL

9.1 The financial year of the Council shall commence on the 1st day of April in each year.

9.2 The Council shall cause to be kept proper books of accounts in which shall be kept full, true and complete accounts of the affairs, assets and transactions of the Council and the Committee shall present to the Annual General Meeting a report and balance sheet covering the activities of the Council during each year.

9.3 The funds of the Council may be banked and invested in such Bank or financial institution as the Committee may from time to time determine and the Council's bank account shall

be operated by persons specifically nominated by the Committee.

9.4 The Committee may from time to time for the purpose of the Council raise or borrow such sum or sums of money as it may think necessary or expedient in the interest of the Council, and may for such purpose give guarantees, bonds and indemnities and issue debentures.

9.5 The funds of the Council shall be devoted solely to the furtherance of the objects of the Council as set out in these Rules.

9.6 The officers and the Committee members shall unless otherwise determined by the Council in a General Meeting serve without remuneration but shall be entitled to be reimbursed in respect of expenses incurred in relation to the business of the Council but this provision shall not prejudice the Committee's right to employ staff in relation to the business and affairs of the Council.

9.7 The Council shall deliver annually to the Registrar in such form and at such times as he requires a statement containing the following particulars:

9.7.1 The income and expenditure of the Council during the Council's last financial year.

9.7.2 The assets and liabilities of the Council at the close of the said year.

9.7.3 All mortgages, charges and securities

of any description affecting any of the property of the Council at the close of the said year.

The said statement shall be accompanied by a certificate signed by the Secretary or in the absence of the same by some other officer authorised by the Committee to the effect that the statement has been submitted to and approved by the members of the Council at a General Meeting.

SECTION 10 - AUDITOR

10.1 The accounts and financial statements of the Council shall be audited annually and reported on by an auditor appointed by the Annual General Meeting. The auditor shall hold no other office in the Council and shall receive such fee as the Committee may from time to time approve. If a vacancy should occur in the office of auditor during any year the Committee shall appoint an auditor to hold office until the next Annual General Meeting.

SECTION 11 - SECRETARY AND TREASURER

11. The Secretary shall:

11.1.1. Notify members of the Council of each meeting of the Council and members of the Committee of each meeting of the Committee and give all such notices as may be required by these Rules.

11.1.2. Keep the Register of members

hereinbefore mentioned.

11.1.3 Keep a record of all proceedings of meetings of the Council.

11.1.4 Do such other things in relation to the affairs of the Council as the Committee from time to time may require.

11.2 The Treasurer shall:

11.2.1 Bank or cause to be banked in the name of the Council all moneys received.

11.2.2 Disburse the funds of the Council as may be determined by the Committee.

11.2.3 Keep the Council's books of accounts and prepare the necessary financial accounts and statements.

## SECTION 12 - COMMON SEAL

12.1 There shall be a common seal of the Council which shall be kept in the custody of the Secretary and shall not be affixed to any deed, instrument, contract, document or paper without the authority of the Committee. The affixing of this seal to any deed or instrument shall be attested by the Chairperson and the Secretary or by two (2) members of the Committee and the secretary. The seal may be altered only by resolution of the Committee.

SECTION 13 ALTERATION OF RULES

- 13.1 These Rules may be altered, added to or rescinded by resolution of the Council in General Meeting upon not less than two thirds majority of the members present and voting provided that notice of the intention to propose such resolution and the nature thereof shall have been contained in the notice calling such meeting and such resolution shall be approved by the Registrar as provided in Section 21 of the Incorporated Societies Act, 1908 or its amendments.
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SECTION 14 - INDEMNITY

- 14.1 No action in law or otherwise shall lie in favour of members or their executors or administrators against any other member of the Council or Committee or officer in pursuance of the provisions of these Rules notwithstanding any irregularity or informality occurring in or about the doing or omitting or suffering of any act, matter or thing. No member of the Committee shall be liable for any loss or expense of the Council or any member unless the same shall occur as a result of the member's wilful default.

SECTION 15 - LIABILITY OF MEMBERS

- 15.1 No member shall be under any liability in respect of any contract, debit or other obligation made or incurred by the Association.



SECTION 16 - WINDING UP

- 16.1 The Council shall be wound up if the Council, at a general meeting of its members, passes a resolution by a simple majority requiring the Council so to be wound up, and the resolution is confirmed at a subsequent general meeting called together for that purpose and held not earlier than 30 days after the date on which the resolution so to be confirmed has passed.
- 16.2 In the event of the winding up of the Council all of its assets after payment of all costs and liabilities shall be divided among the regular members equally.