

**CONSTITUTION
of
“PAPUA NEW GUINEA TRIATHLON
ASSOCIATION INCORPORATED”**

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Appendix 1 – application for membership of association

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RULES

PART 1 – PRELIMINARY

1. NAME

The name of the Association is “**PNG TRIATHLON ASSOCIATION INCORPORATED**” as stated in the application to incorporate the association submitted to the Registrar of Companies or any other name adopted by the association and approved by the Registrar of Companies.

2. OBJECTS AND PURPOSES

The objects and purposes of the Association are:

- (a) the association is formed for the purpose of:
 - (i) Affiliating to Papua New Guinea Triathlon Association Inc. all triathletes who are willing to abide by its Laws and rules.
 - (ii) Promoting the formation of an infrastructure of triathlon clubs with qualified coaches within Papua New Guinea.
 - (iii) Promoting the organisation, fixing dates and venues for championships, trials and other competitions.
 - (iv) Promoting and organising training courses for triathletes, coaches, technical officials and administrators within Papua New Guinea.
 - (v) Selecting triathletes and officials to represent Papua New Guinea Triathlon Association Inc.
 - (vi) Formulating or adopting and implementing appropriate policies, including policies in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, safety, infectious diseases and such other matters as arise from time to time as issues to be addressed in Triathlon;
 - (vii) Publishing a Papua New Guinea Triathlon Association Inc. Manual of Guidance incorporating Competition Rules.
 - (viii) Co-operating with or affiliating to any organisation whose objects support and do not conflict with those of Papua New Guinea Triathlon Association Inc.
 - (ix) Producing and enforcing a Code of Ethics for Officials and Coaches.
 - (x) Having all events covered by appropriate insurance cover to protect the Association from liability.
- (b) the association aims to ensure a high standard and quality for all sanctioned events promoting the sport of triathlon for all people who live in PNG being

mindful of the need to carry out all functions in a manner that promotes equality of opportunity between:

- (i) Persons of different religious belief, political opinion, racial group, age, marital status or sexual orientation.
 - (ii) Between men and women generally.
 - (iii) Between persons with a disability and persons without.
 - (iv) Between persons with dependants and persons without.
- (c) the association aims to promote the participation of children by creating a culture of safety and fun and all association officials will endeavour to ensure that this fundamental principle takes precedence over all other considerations;
 - (d) that the association will apply its profits (if any) or other income in promoting its objects; and
 - (e) that the association will prohibit the payment of any dividend or payment in the nature of a dividend to its members.

3. CONSTITUTIONAL POWER

- (a) The association is recognised by the Papua New Guinea Government, the Papua New Guinea Sports Federation & Olympic Committee Inc, Commonwealth Games Association and other government and sporting organisations as the controlling body in Papua New Guinea for Triathlon;
- (b) The association is the only Papua New Guinea national sporting body affiliated to the International Triathlon Union (“ITU”) in respect of Triathlon under the provisions of the constitution of the ITU.
- (c) The association has, under its affiliation to the ITU, agreed to be bound by the constitution of the ITU.
- (d) The association will use its best endeavours to comply with and be bound by the standards and technical requirements set out in the ITU Competition Rules and will apply where possible those standards and technical requirements to all Triathlon races in Papua New Guinea that are sanctioned by the association.
- (e) The association is empowered, subject to consideration by its technical committee to grant or withhold race sanctioning in respect of all Triathlon races conducted in Papua New Guinea.
- (f) the association will, to the best of its ability, uphold and enforce the policies and procedures as published from time to time by the ITU;
- (g) the association will, to the best of its ability, uphold and enforce the doping policy of the ITU and will, to the best of its ability ensure that its Members uphold the doping policy of the ITU.

4. DEFINITIONS & INTERPRETATIONS

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

“**Annual General Meeting**” means the annual general meeting of the Association conducted in accordance with **Part 4**.

“**Aquathlon**” means the sport comprising the combination of the disciplines of swimming and running.

“**Association**” means the Association incorporated under the Act referred to in **Rule 1**.

“**Committee**” means, subject to the provision set out in these Rules, any Standing, Disciplinary, Investigative or Sub-Committee of the Governing Council of the Association;

“**Constitution**” means this Constitution of the Association.

“**Duathlon**” means the sport comprising the combination of the disciplines of cycling and running.

“**Financial Year**” means the year ending 31 December in each year.

“**Governing Council**” means the office-bearers and 3 ordinary members in accordance with **Rule 17**. Herein after referred to as “GC”.

“**ITU**” means the International Triathlon Union, the world governing body for Triathlon under the jurisdiction of an international governing body recognised by the International Olympic Committee, Conseil Internationale du Sport Militaire or General Association of International Sports Federations and presently known as the International Triathlon Union.

“**ITU Competition Rules**” means the competition rules published by the ITU as amended from time to time which prescribes the rules and regulations for the conduct of Triathlon races.

“**Objects**” mean the Objects of the association in **Rule 2**.

“**Members**” means the categories of members as created in accordance with **Rule 6**.

“**Secretary**” means:

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

“**Special general meeting**” means a general meeting of the Association other than an annual general meeting.

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

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

“**Triathlon**” means the sport comprising the combination of the disciplines of swimming, cycling and running and includes the sports of Duathlon, Aquathlon and its related other multi-sports.

- 4.2 The provisions of the Interpretation Act apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.
- 4.3 Words importing the masculine or feminine gender include the feminine and masculine gender respectively;
- 4.4 Words importing the singular or plural include the plural and singular respectively;
- 4.5 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification of it not in force when these articles become binding on the Association.

PART 2 - MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member of the Association if the person is a natural person who:

- (a) Supports the objects and the purposes of the Association as stated in Rule 2; and
- (b) Has been nominated for membership of the Association as provided by Rule 2; and
- (c) Has been approved for membership of the Association by the GC of the Association.

6. TYPES OF MEMBERSHIP

6.1 Ordinary Member

An ordinary member is any person who resides in PNG and has been accepted for ordinary membership.

6.2 Associate Member

Shall be open to persons 7 years or over who reside outside PNG or non competing persons who would otherwise be eligible for ordinary membership. Associate members shall not be entitled vote or to hold office in Papua New Guinea Triathlon Association Inc. and shall not represent Papua New Guinea Triathlon Association Inc. except with specific approval of the GC on every individual occasion.

6.3 Honorary Member

The GC may admit such persons as Honorary Members as they shall from time to time decide, upon such conditions and with such privileges as they may decide. Honorary members shall have the same rights as Ordinary members, save that Honorary members shall only be entitled to attend and vote at a General Meeting where they are fully subscribed Ordinary members.

6.4 Life Member

The GC may admit as Life Members persons who have rendered outstanding service to the cause of Triathlon or Papua New Guinea Triathlon Association Inc., upon such conditions and with such privileges as they may decide. Life members shall have the

same rights as Ordinary members, save that Life members will not need to fully subscribe to the Association.

7. NOMINATION FOR MEMBERSHIP

- 7.1 A nomination of a person for membership of the Association.
- (a) shall be made in writing by a member of the Association and seconded by a member of the association in the form set out in Appendix 1 to these Rules; and
 - (b) shall be lodged with the secretary of the Association.
- 7.2 As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the GC which shall determine whether to approve or to reject the nomination.
- 7.3 Where the GC determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of one month after receipt by the nominee of the notification the sum payable under these Rules by a member as entrance fee and annual subscription.
- 7.4 The secretary shall, on payment by the nominee of the amounts referred to in Clause 7.3 within the period referred to in that clause, enter the nominee's name in the register of members and upon the name being so entered, the nominee becomes a member of the Association.

8. CESSATION OF MEMBERSHIP

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

- (a) dies;
- (b) resigns that membership; or
- (c) is expelled from the Association.

9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

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

10. RESIGNATION OF MEMBERSHIP

- 10.1 A member of the Association is not entitled to resign that membership except in accordance with this Rule.
- 10.2 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by giving notice (being not less than 1 month or not less than such other period as the GC may determine) in writing to the secretary of the member's

intention to resign and upon the expiration of the period of notice, the member ceases to be a member.

- 10.3 A member of the Association who has not paid all fees and subscriptions due under Rule 12.2 by the date specified in Rule 12.2 (a) is deemed to have resigned one month after the date specified in Rule 12.2(a).
- 10.4 Where a member of the Association ceases to be a member pursuant to Clause 10.2 or 10.3, and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11. REGISTER OF MEMBERS

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

12. FEES AND SUBSCRIPTIONS

- 12.1 A member of the Association shall, upon admission to membership, pay to the Association a fee of determined by the GC or, where some other amount is determined from time to time by the GC, that other amount.
- 12.2 In addition to any amount payable by the member under Clause 12.1, a member of the Association shall pay to the Association an annual membership fee determined by the GC or, where some other amount is determined from time to time by the GC, that other amount:
- (a) except as provided by paragraph (b), before 1 March in each calendar year; or
 - (b) where the member becomes a member on or after 1 March in any calendar year, upon becoming a member and before 1 March in each succeeding calendar year.

13. MEMBERS' LIABILITIES

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, by the member in respect of membership of the Association as required by Rule 12.

14. DISCIPLINING OF MEMBERS

- 14.1 Where the GC is of the opinion that a member of the Association:
- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or

(b) has persistently and willfully acted in a manner prejudicial to the interests of the Association;

the GC may, by resolution:

(c) expel the member from the Association; or

(d) suspend the member from membership of the Association for a specified period.

14.2 A resolution of the GC under Clause 14.1 is of no effect unless the GC, at a meeting held not earlier than 14 days and not later than one month after service on the member of a notice under Clause 14.3, confirms the resolutions in accordance with this Rule.

14.3 Where the GC passes a resolution under Clause 14.1, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

(a) setting out the resolution of the GC and the grounds on which it is based;

(b) stating that the member may address the GC at a meeting to be held not earlier than 14 days and not later than one month after service of the notice;

(c) stating the date, place and time of that meeting; and

(d) informing the member that the member do either or both of the following:

(ii) attend and speak at that meeting;

(iii) submit to the GC at or prior to the date of that meeting written representations relating to the resolution.

14.4 At a meeting of the GC held as referred to in Clause 14.3, the GC shall:

(a) give to the member an opportunity to make oral representations;

(b) give due consideration to any written representations submitted to the GC by the member at or prior to that meeting; and

(c) by resolution determine whether to confirm or to revoke the resolution.

14.5 Where the GC confirms a resolution under Clause 14.4, the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 15.

14.6 A resolution confirmed by the GC under Clause 14.4 does not take effect.

(a) Until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or

(b) where, within that period, the member exercises the right of appeal unless and until the Association confirms the resolution pursuant to Rule 15.4.

15. RIGHT OF APPEAL OF DISCIPLINED MEMBER

15.1 A member may appeal to the Association in general meeting against a resolution of the GC which is confirmed under Rule 13.4 within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

- 15.2 Upon receipt of a notice from a member under Clause 15.1, the secretary shall notify the GC which shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- 15.3 At a general meeting of the Association convened under Clause 15.2:
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the GC and the member shall be given the opportunity to state their respective cases orally or in writing or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 15.4 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 - THE GC

16. POWERS, ETC OF THE GC

The GC shall be called the GC of management of the Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in general meeting:

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

17. CONSTITUTION AND MEMBERSHIP

17.1 The GC shall consist of:

- (a) the office-bearers of the Association; and
- (b) three ordinary members,

each of whom shall be ordinary or life members and shall be elected at the annual general meeting of the Association pursuant to Rule 17.

17.2 The office-bearers of the Association shall be:

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

17.3 Each member of the GC shall, subject to these Rules, hold office until the conclusion of the annual general meeting in the subsequent year following the date of the member's election, but is eligible for re-election.

- 17.4 In the event of a casual vacancy occurring in the membership of the GC, the GC may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

18. ELECTION OF MEMBERS

- 18.1 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the GC.
- (a) shall be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 18.2 If insufficient nominations are received to fill all vacancies on the GC, the candidates nominated shall be deemed to be elected with effect from the conclusion of the annual general meeting and further nominations in respect of the unfilled vacancies shall be received at the annual general meeting.
- 18.3 If insufficient further nominations are received, any vacant positions remaining on the GC after the conclusion of the annual general meeting shall be deemed to be casual vacancies.
- 18.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected with effect from the conclusion of the annual general meeting;
- 18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 18.6 The ballot for the election of office-bearers and ordinary members of the GC shall be conducted at the annual general meeting in such usual and proper manner as the GC may direct.
- 18.7 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

19. SECRETARY

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

20. TREASURER

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

- (a) all money due to the Association is collected and received and that all payments authorized by the Association are made;
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association; and
- (c) all monies received are to be banked forthwith in the Association's bank account and all payments made are to be made by cheque.

21. CASUAL VACANCIES

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

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes an insolvent under administration within the meaning of the Insolvency Act;
- (d) resigns office by notice in writing given to the secretary;
- (e) is removed from office under Rule 22;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the GC from all meetings of the GC held during a period of 6 months.

22. REMOVAL OF MEMBER

22.1 The Association in a general meeting may by resolution remove any member of the GC from office before the expiration of the member's term of office and may by resolution remove any member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

22.2 Where a member of the GC to whom a proposed resolution referred to in Clause 22.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23 MEETING AND QUORUM

- 23.1 The GC shall meet at least once in every 3 months at such place and time as the GC may determine.
- 23.2 Additional meetings of the GC may be convened by the president or by any member of the GC.
- 23.3 Oral or written notice of a meeting of the GC shall be given by the Secretary to each member of the GC at least 3 days (or such other period as may be unanimously agreed upon by the members of the GC) before the time appointed for the holding of the meeting.
- 23.4 Notice of a meeting given under Clause 23.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the GC members present at the meeting unanimously agree to treat as urgent business.
- 23.5 Any 3 members of the GC constitute a quorum for the transaction of the business of a meeting of the GC.
- 23.6 No business shall be transacted by the GC unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 23.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 23.8 At a meeting of the GC:
- (a) the president or, in the president's absence, the vice-president shall preside; or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the GC, as may be chosen by the members present at the meeting, shall preside.

24 DELEGATION BY GC TO SUB-COMMITTEE

- 24.1 The GC may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the GC thinks fit) the exercise of such of the functions of the GC as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the GC by the Act or by any other law.
- 24.2 A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 24.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 24.4 Notwithstanding any delegation under this Rule, the GC may continue to exercise any function delegated.

- 24.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rules has the same force and effect as it would have if it had been done or suffered by the GC.
- 24.6 The GC may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 24.7 A sub-committee may meet and adjourn as it thinks proper.

25 VOTING AND DECISIONS

- 25.1 Questions arising at a meeting of the GC or of any sub-committee appointed by the GC shall be determined by a majority of the votes of members of the GC or sub-committee present at the meeting.
- 25.2 Each member present at a meeting of the GC or of any sub-committee appointed by the GC (including the person presiding at the meeting) is entitled to one vote, but in the event of an

Equality of votes on any question, the person presiding may exercise a second or casting vote.
- 25.3 Subject to Rule 23.5, the GC may act notwithstanding any vacancy on the GC.
- 25.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the GC or by a sub-committee appointed by the GC, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the GC or sub-committee.

PART 4 - GENERAL MEETINGS

26 HOLDING OF ANNUAL GENERAL MEETINGS

- 26.1 With the exception of the first annual general meeting of the Association, the Association shall at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- 26.2 The Association shall hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 6 months after the expiration of the first complete financial year of the Association.

27 CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETINGS

- 27.1 The annual general meeting of the Association shall, subject to the Act and to Rule 26, be convened on such date and such place and time as the GC thinks fit.
- 27.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

- (b) to present the financial statements for the preceding financial year;
 - (c) to receive from the GC reports upon the activities of the Association during the last preceding financial year;
 - (d) to appoint and fix the remuneration of an Auditor for the ensuing year;
 - (e) to elect office-bearers of the Association and ordinary members; and
 - (f) to decide on any resolution desired to be submitted to the meeting, the general terms of which shall have been notified in writing to the Secretary by the proposer at least ten days before the date fixed for the meeting.
- 27.3 An annual general meeting shall be specified as such in the notice convening it.

28 CALLING OF SPECIAL GENERAL MEETINGS

- 28.1 The GC may, whenever it thinks fit, convene a special general meeting of the Association.
- 28.2 The GC shall, on the requisition in writing of not less than 15% of the total number of members, convene a special general meeting of the Association.
- 28.3 A requisition of members for a special general meeting:
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members and making the requisitions;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 28.4 If the GC fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 28.5 A special general meeting convened by a member or members as referred to in Clause 28.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the GC and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

29 NOTICE

- 29.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 29.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Clause 29.1 specifying, in addition to the

matter required under Clause 29.1, the intention to propose the resolution as a special resolution.

- 29.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 29.2.
- 29.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

30 PROCEDURE

- 30.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 30.2 Five members present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 30.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 30.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

31 PRESIDING MEMBER

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

32 ADJOURNMENT

- 32.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting, at which the adjournment took place.
- 32.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Association

stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 32.3 Except as provided in Clause 32.1 and 32.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

33 MAKING OF DECISIONS

- 33.1 A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 33.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- 33.3 Where a poll is demanded at a general meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting, or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

34 SPECIAL RESOLUTION

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

35 VOTING

- 35.1 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 35.2 All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- 35.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 35.4 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

36 APPOINTMENT OF PROXIES

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

37 RESOLUTIONS

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

PART 5 – MISCELLANEOUS

38 SOURCE OF FUNDS

- 38.1 The funds of the Association shall be derived from competition fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the GC determines.
- 38.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 38.3 The Association shall, as soon as practicable after receiving any money issue an appropriate receipt.

39 MANAGEMENT OF FUNDS

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

40 ALTERATION OF OBJECTS AND PURPOSES AND RULES

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

41 AUDIT AND ACCOUNTS

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

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 of accounts and records of the association;
- (c) inspect and audit the accounts and records of financial transactions and draw the attention to the GC to any irregularities;
- (d) state in his or her report in his or her opinion whether :-
 - (iv) the financial statements or the profit and loss account are properly drawn up so as to give a fair view of the association's financial affairs;
 - (v) that the books of accounts and other records examined by him or her have been properly kept; and
 - (vi) that he or she has obtained all the information and explanations he or she required.

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

42 COMMON SEAL

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

43 CUSTODY OF BOOKS, ETC

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

44 INSPECTION OF BOOKS, ETC

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

45 SERVICE OF NOTICES

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

46 WINDING UP OF THE ASSOCIATION

If it is resolved that the Association be wound up then it shall be wound up in accordance with the provisions of the Associations Incorporation Act.

APPENDIX 1

Papua New Guinea Triathlon Association Inc

P O Box 81, WAIGANI, NCD
Port Moresby
Papua New Guinea

MEMBERSHIP APPLICATION

Table with 4 columns: TYPE OF MEMBERSHIP, NOMINATION FEES, SUBSCRIPTION FEES, TOTAL PAYABLE. Rows include NEW MEMBER and RENEWAL.

Note: Nomination is only paid once upon joining. All prices quoted are GST inclusive.

(Please tick one only)

New Member [] Renewal []

PERSONAL DETAILS

Title: Mr/Ms/Miss/Mrs/Dr (Please circle one) Other.....

Surname..... Given Name/s.....

Address..... Employer

Contact Phone

Email.....

CONDITIONS

If accepted I/We accept to abide by the Constitution of the Association and the decision of the Governing Council.

Signature:

Dated:

NEW MEMBERS ONLY TO COMPLETE BELOW

Nominated By: Print Name Signature

Seconded By: Print Name Signature

Approved By: Print Name Secretary

OFFICE USE ONLY

Receipt No.

Date:

Amount.

Cash/Cheque No
.....

Membership No.

“APPENDIX 2”

Papua New Guinea Triathlon Association Inc

**P O Box 81, WAIGANI, NCD
Port Moresby
Papua New Guinea**

PROXY FORM

Please State Membership No.

I, *(Print full Name)*, the undersigned
Member of PNG Triathlon Association Inc, an association incorporated under the *Associations
Incorporation Act* hereby appoint:

Title: *(Mr/Mrs/Ms/Miss/Other)*
Given Name:
Surname:
Address:
Ph:
Fax:
Email:

as my true and lawful attorney and agent for me and in my name, place and stead, to vote as my proxy at the Annual General Meeting of the Association, to be held:

Date:
Venue:
Time:

for the transaction of any business which may legally come before the meeting, and for me and in my name, to act as fully as I could do if personally present.

Signature of Member:
Witness Full Name:
Witness Signature:
Date: