



PAPUA NEW GUINEA ASSOCIATION OF AUSTRALIA Inc.

NOTICE OF SPECIAL GENERAL MEETING

11.30AM SUNDAY 30 APRIL 2017

PRIOR TO ANNUAL GENERAL MEETING

Hornsby RSL Club, 4 High Street, Hornsby 2077

YOUR VOTE IS IMPORTANT – PLEASE READ AND SIGN

**This Special Resolution is recommended by the
PNGAA Management Committee**

Attachment A - SPECIAL RESOLUTION

A recommended change to the rules of the PNGAA by Special Resolution is to be considered and determined at a Special General Meeting to be held immediately prior to the Annual General Meeting.

The following motion is submitted to the Special General Meeting for consideration:

SECTION A. That Rule 28 of the Rules of the PNGAA be amended by deleting from paragraph 28 (2) the words “twenty members” and substituting “ten members”.

SECTION B. That upon carriage by Special Resolution of the alteration to Rules set out in Section A of this Special Resolution, the Public Officer of the Association shall cause the alteration to be engrossed and consolidated with the Rules as in force after the adoption by the Special Resolution of 30 April 2017 and submit the consolidated copy of the association's rules as now amended for registration by the Director General under the *Associations Incorporation Act 2009*.

Attachment B - EXPLANATORY MEMO

FOR RECOMMENDED CHANGES TO THE RULES OF THE PAPUA NEW GUINEA ASSOCIATION OF AUSTRALIA, INC BY SPECIAL RESOLUTION INTENDED FOR SPECIAL GENERAL MEETING 30 APRIL 2017

INTRODUCTION and REASONS IN SUPPORT OF SPECIAL RESOLUTION

Rule 28(2) of the PNGAA Rules stipulates that 20 members entitled to vote constitute a quorum for purposes of general meetings of the PNGAA. The proposed special resolution will alter that rule to allow for 10 such members to constitute a quorum.

The proposed alteration will give effect to an agreement arrived at in discussion during General Business at the 2016 AGM. Those most immediately concerned will be aware that special efforts were needed to ensure that the necessary quorum of 20 members entitled to vote was mustered for that meeting. The minute of the discussion at the 2016 AGM reads:

“The meeting discussed the indication in the president’s report of the need to ensure that a quorum of 20 financial members should be in attendance at AGM’s. With an aging membership profile and modern patterns of attendance at meetings, the size of quorum represented a burden that may not be necessary to ensure democratic control. The Model rules issued by Fair Trading specify that a quorum may be as low as 5 members. A consensus view was that 10 members should be an appropriate figure. There was general agreement that the Management Committee be asked by the AGM to bring forward a Special Resolution to alter the Rules to provide for a quorum of 10 at AGMs for consideration at the 2017 AGM”

ATTACHMENT C

Proxy Form for Special Resolution at Special General Meeting 30 April 2017



PAPUA NEW GUINEA ASSOCIATION OF AUSTRALIA, INC.

(Incorporated in New South Wales: ABN 35 027 362 171)

PROXY FORM

Special Resolution at Annual General Meeting
Sunday 30 April 2017

**It is essential
that you sign
and date this
Proxy Form**

I, (Please print full name)

of (address)
being a financial member of the Papua New Guinea Association of Australia, Inc.,

**Membership
No:..... (if
known)**

hereby appoint (full name)

of (address)
being a financial member of the Papua New Guinea Association of
Australia, Inc., or failing him/her the Chairperson of the Meeting as my Proxy to vote in
accordance with the following directions (or if no directions have been given, as the proxy sees fit)
at the Special General Meeting of the Association to be held on the 30th day of April 2017 and at
any adjournment of that meeting.

(Please read the explanatory notes issued with the March 2017 issue of "Una Voce")

MARK THE FOR OR AGAINST BOX WITH

TO INDICATE YOUR DIRECTION

Special Resolution	FOR	AGAINST
Amend Rule 28 by deleting from clause (2) the words "twenty members" and inserting in their stead the words "ten members".	<input type="checkbox"/>	<input type="checkbox"/>

.....

Signature of Member

...../...../2017

Date

If you are mailing your proxy, please ensure that it is received by the Returning Officer,
PNGAA PO Box 453, ROSEVILLE, NSW, 2069, by Friday 28 April 2017.

Further information to admin@pngaa.net.

Proxies may be handed to the Returning Officer prior to the start of the Annual General Meeting.