

**NOTICE OF ANNUAL GENERAL MEETING
AND OF MOTION FOR SPECIAL RESOLUTION – 28 APRIL 2019**

The 68th Annual General Meeting of the Papua New Guinea Association of Australia, Incorporated will be held in Sydney on Sunday, 28 April 2019 at the Hornsby RSL, 4 High Street, Hornsby, NSW, commencing at 11:30 am.

Please note that it is intended to move a Special Resolution at the meeting to alter the Association's Rules. The proposed Special Resolution is provided below and an Explanatory Memorandum and a Proxy Form for those unable to attend are provided to members as separate inserts with this issue of *Una Voce*.

If you are mailing your proxy, please ensure that it is received by the Returning Officer, PNGAA, PO Box 453, Roseville, NSW 2069 by 5:00 pm on Friday, 26 April 2019. Proxies may also be emailed to the Returning Officer at admin@pngaa.net or may be handed to the Returning Officer prior to the start of the Annual General Meeting.

A luncheon has been arranged starting at approximately 1:00 pm.

AGENDA

1. Members present and apologies
2. Confirmation of Minutes of the 67th AGM (circulated in June 2018 *Una Voce* pages 13-15)
3. Business arising from the Minutes
4. President's Report
5. **Special Resolution** for alteration of the Association's rules in accordance with Committee's recommendation as per Notice published in *Una Voce* March 2019
6. Treasurer's Report and receipt and adoption of the Audited Financial Statements for the year ended 31 December 2018
7. Appointment of Honorary Auditor (Refer Rule 37 of the Constitution). Mr Phil Williams offers himself for re-election
8. To note the election (unopposed) of the Management Committee of the Papua New Guinea Association of Australia for 2019-20 (refer Rules 16 and 25(2)c of the Constitution)
9. General discussion

SPECIAL RESOLUTION

SECTION A

1. That **Clause 1** of the Rules of the PNGAA be amended by:
 - (i) inserting after the definition of "member", the following:

““Membership Officer” means the member of the Committee appointed by the Committee under Clause 15(7) and designated as Membership Officer and includes any member of the Committee appointed by the Committee to act in the stead of the Membership Officer.” ; and
 - (ii) in the definition of "the Regulation" delete "2010" and insert in its stead "2016".
2. That **Clause 5: ADMISSION OF MEMBERS** be amended by:
 - in sub-clause 5(1)(a) inserting** after the words "in writing" the following: *“(including by email or other electronic means if the Committee so determines)”*; and
 - deleting sub-clause 5(1)(b)** and inserting in its stead the following: *“(1)(b) be lodged (including by email or other electronic means if the Committee so determines) with the Membership Officer”*.

Deleting sub-clause 5(2) and inserting in its stead the following: *“The Membership Officer shall acknowledge in writing (including by email or other electronic means if the Committee so determines) the receipt of the application for membership and, after ensuring that all requirements have been met, shall advise the applicant of the outcome of their application”*; and

in sub-clause 5(3), deleting the words “The Treasurer” and inserting in their stead *“The Membership Officer”*.

3. That **Clause 6: CESSATION OF MEMBERSHIP** be amended by:

in sub-clause (6)(3) deleting the words “the Treasurer shall make an appropriate entry in the register of members” and inserting in their stead: *“the Membership Officer shall make an appropriate entry in the register of members”*.

4. That **Clause 8: REGISTER OF MEMBERS** be amended by:

deleting sub-clause 8(1) and inserting in its stead: *“(1) The Membership Officer shall establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each member together with the date on which the member became a member.”*; and

in sub-clause 8(2), deleting the words “the Treasurer” and substituting in their stead *“the Membership Officer”*.

5. That **Clause 15: CONSTITUTION AND MEMBERSHIP** of Committee be amended by:

inserting a new sub-clause (7) as follows: *“(7) The Committee shall from time to time appoint one of its members as designated Membership Officer, and may appoint another of its members to act in the stead of the Membership Officer as required to cover unavailability.”*

6. That **Clause 17: SECRETARY** be amended by:

inserting in sub-clause (2) after the words “The Secretary shall keep minutes” the words: *“(whether in written or electronic form)”*; and

inserting a new sub-clause (4) as follows: *“The signature of the chairperson may be transmitted by electronic means for the purposes of sub-clause(3)”*.

7. That **Clause 18: TREASURER** be amended by:

deleting sub-clause 2 and re-numbering sub-clause (1).

8. That **PART IV: GENERAL MEETINGS** be amended by:

inserting new clauses 35 and 36 as follows:

“35. POSTAL OR ELECTRONIC BALLOTS

(1) The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 13).

(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

36. USE OF TECHNOLOGY AT GENERAL MEETINGS

(1) A general meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Association’s members a reasonable opportunity to participate.

(2) A member of the Association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.”

9. That **PART V: MISCELLANEOUS** be amended by:

(i) **re-numbering existing clauses 35 to 45 as clauses 37 to 47**; and

(ii) **deleting sub-clause (3)** from re-numbered Clause 37: FUNDS MANAGEMENT; and

(iii) **re-numbering sub-clauses (4) and (5) as (3) and (4) respectively**; and

(iv) **in re-numbered Clause 39: AUDIT**, after the words “A person who is a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising

Accountants” delete the words “shall audit the financial affairs of the Association” and insert in their stead “*shall be appointed by the Committee to audit the financial affairs of the Association.*”

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 28 April 2019 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*.

AGM LUNCHEON DETAILS

The AGM should not take long and there will be plenty of time for mingling.

Members, their families and friends are all welcome – but please let us know if you wish to come to the luncheon by either:

- completing the booking form and payment details on the ‘Treasurer’s Corner’ form included at the end of the March 2019 *Una Voce* and returning it by Thursday, 18 April 2018; or
- by direct credit to the PNGAA bank account, including your surname, member number (if known) and the code ‘AGM’ in the transaction description – and followed up with a confirming email to admin@pngaa.net as the full transaction details do not always show up on our bank statement.

The cost of \$40.00 per person does not include liquor or soft drinks but these will be available from a cash-only bar. Payment needs to be made by 18 April please.

Cancellations advised by Friday, 19 April 2018 will secure a full refund. This is the date we need to inform the Club of final numbers; after this date the Association must pay for those unable to attend.

There is free on-site parking available to those driving – entrance via Ashley Street at the rear of the Club. The train station is nearby; public transport information Ph: 13 15 00.