

**EXPLANATORY MEMORANDUM: SPECIAL RESOLUTION FOR CONSIDERATION AT ANNUAL GENERAL MEETING, 28 APRIL 2019**

**COMPARISON BETWEEN CURRENT AND PROPOSED RULES**

PNGAA’s current Rules assign to the Treasurer responsibility for a number of key functions of the Association that have for some time been undertaken by the Membership Officer, a role that did not exist at the time the Rules were drawn up. The Rule changes now proposed seek to establish formally the role of Membership Officer and reassign to that member of the Management Committee those functions that should rightfully be their responsibility.

The other changes proposed relate largely to making provision for the Association to use electronic communications and video technology and the like for ballots and meetings, in conformity with the model set under the relevant legislation.

| Relevant part of CURRENT clause   | PROPOSED amended or new clause (set out using strikethrough and italics)   | EXPLANATORY COMMENT   |
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| <p><b>1. No provision</b></p> <p>“the Regulation” means the <i>Associations Incorporation Regulation 2010</i>, as amended.</p>  | <p><i>“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.</i></p> <p>“the Regulation” means the <i>Associations Incorporation Regulation 2016</i>, as amended.</p>  | <p>The new definition is ancillary to establishing the Membership Officer in a role that the Rules currently split between the Treasurer and the Secretary. Membership functions are specialised and time-consuming. The Committee seeks to align the Rules with what has become an efficient system developed by Roy Ranney in his current but informal role as designated Membership Officer.</p> <p>Changes title of regulation to conform with most recent amendment.</p> |
| <p><b>5. Admission of Members</b></p> <p>(1) An application for membership of the Association shall:</p> <p>(a) be made by a prospective member of the Association in writing on a suitable application form; and</p> <p>(b) be lodged with the Secretary.</p> <p>(2) The Secretary shall acknowledge in writing the receipt of the application for membership and, after ensuring that all requirements have been met, shall forward the application to the Treasurer.</p> | <p><b>5. Admission of Members</b></p> <p>(1) An application for membership of the Association shall:</p> <p>(a) be made by a prospective member of the Association in writing (<i>including by email or other electronic means if the Committee so determines</i>) on a suitable application form; and</p> <p>(b) be lodged <del>with the Secretary.</del> (<i>including by email or other electronic means if the Committee so determines</i>) with the Membership Officer.</p> <p>(2) The <del>Secretary</del> <i>Membership Officer</i> shall acknowledge in writing (<i>including by email or other electronic means if the Committee so determines</i>) the receipt of the application for membership and, after ensuring that all requirements have been met, shall <del>forward the</del></p> | <p>The changes establish the Membership Officer as the officer responsible for processing membership applications, matching current practice. The changes divest the Secretary and the Treasurer of some membership processing functions. The amendment also allows for use of email and electronic messaging where determined by the Committee to be appropriate.</p>  |

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| <p>(3) The Treasurer upon receipt of the application form together with the appropriate membership subscription shall enter the member's name and details in the register of members.</p>  | <p><del>application to the treasurer advise the applicant of the outcome of their application.</del></p> <p>(3) The <del>Treasurer</del> <i>Membership Officer</i> upon receipt of the application form together with the appropriate membership subscription shall enter the member's name and details in the register of members.</p>  |  |
| <p><b><u>6. Cessation of Membership</u></b></p> <p>(3) If a member of the Association ceases to be a member under sub-clause 1(a)(b)(c) or (d) and sub-clause (2) of this Rule and in every other case where a member ceases to hold membership the Treasurer shall make an appropriate entry in the register of members recording the date on which such member ceased to be a member.</p>                                  | <p><b><u>6. Cessation of Membership</u></b></p> <p>(3) If a member of the Association ceases to be a member under sub-clause 1(a)(b)(c) or (d) and sub-clause (2) of this Rule and in every other case where a member ceases to hold membership the <del>Treasurer</del> <i>Membership Officer</i> shall make an appropriate entry in the register of members recording the date on which such member ceased to be a member.</p>   | <p>The change made is incidental to separating the function of Membership Officer from the Treasurer.</p>  |
| <p><b><u>8. Register of Members</u></b></p> <p>(1) The Treasurer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each member together with the date on which the member became a member.</p> <p>(2) The register of members shall be kept at the home of the Treasurer or some other place as determined by the Committee from time to time.</p> | <p><b><u>8. Register of Members</u></b></p> <p>(1) The <del>Treasurer of the Association</del> <i>Membership Officer</i> shall establish and maintain a register of members of the Association (<i>whether in written or electronic form</i>) specifying the name and postal, residential or email address of each member together with the date on which the member became a member.</p> <p>(2) The register of members shall be kept at the home of the <del>Treasurer</del> <i>Membership Officer</i> or some other place as determined by the Committee from time to time.</p> | <p>The amendments implement the switch from Treasurer to Membership Officer of responsibility for maintaining the Membership register and allowing for it to be maintained on an electronic database.</p>  |
| <p><b><u>15. Constitution and Membership</u></b></p> <p>(7) No provision</p>   | <p><b><u>15. Constitution and Membership of Committee</u></b></p> <p>(7) <i>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.</i></p>  | <p>As the function and designation of Membership Officer will no longer be attached by Clause 18 of the Rules to the Treasurer, ex officio, it is necessary to provide for a mode of appointment and designation of the position. Vesting that duty in the Committee is intended to provide the most expedient and flexible means of filling the position effectively from time to time.</p> |
| <p><b><u>17. Secretary</u></b></p> <p>(2) The Secretary shall keep minutes of:</p>   | <p><b><u>17. Secretary</u></b></p> <p>(2) The Secretary shall keep minutes (<i>whether in written or electronic form</i>) of:</p>  | <p>These two amendments implement the enablement of records and minutes being kept in electronic form.</p>   |

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| <p>(a) all appointments of office-bearers and members of the Committee;</p> <p>(b) the names of members of the Committee present at a Committee meeting or a general meeting; and</p> <p>(c) all proceedings at Committee meetings and general meetings.</p> <p>(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.</p> | <p>(a) all appointments of office-bearers and members of the Committee;</p> <p>(b) the names of members of the Committee present at a Committee meeting or a general meeting; and</p> <p>(c) all proceedings at Committee meetings and general meetings.</p> <p>(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.</p> <p><i>(4) The signature of the chairperson may be transmitted by electronic means for the purposes of sub-clause (3).</i></p>  |   |
| <p><b><u>18. Treasurer</u></b></p> <p><del>(1) ...</del></p> <p>(2) Act as Membership Officer of the Association and maintain a register of members in accordance with Rule 8.</p>  | <p><b><u>18. Treasurer</u></b></p> <p><del>(1) ...</del></p> <p><del>(2) Act as Membership Officer of the Association and maintain a register of members in accordance with Rule 8.</del></p>  | <p>This amendment deletes sub-clause (2) and re-numbers sub-clause (1). The deletion implements the proposal to remove the automatic attachment of the designation and functions of Membership Officer to the Treasurer's elected office.</p>   |
| <p><b>After existing Clause 34 (No Provisions)</b></p>  | <p><b>35. POSTAL OR ELECTRONIC BALLOTS</b></p> <p><i>(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).</i></p> <p><i>(2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.</i></p> <p><b>36. USE OF TECHNOLOGY AT GENERAL MEETINGS</b></p> <p><i>(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.</i></p> <p><i>(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.</i></p> | <p>These two amendments are intended to upgrade the Association's capacity to use electronic communications and video technology and the like for ballots and meetings.</p> <p>The arrangement for postal or electronic ballots is in conformity with the model set under the relevant legislation.</p> <p>The proposed provision for use of technology to hold general meetings across two or more venues extends the existing provision in sub-clause 21(3) for Committee meetings to be held in that manner.</p> |

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| <p><b>35. FUNDS - MANAGEMENT</b></p> <p>(1) The funds of the Association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.</p> <p>(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.</p> <p>(3) The Association shall, as soon as practicable after receiving any cash, cheques, drafts, bills of exchange, promissory notes or other negotiable instruments, raise an appropriate receipt.</p> <p>(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.</p> <p>(5) The Association's bank account(s) may be operated upon online for the Association's purposes by the Public Officer, Secretary or Treasurer, or other person or employee authorised to do so by the Committee subject to the operation for any particular transaction or payment by the respective authorised officer or person having first been approved by any other two officers or members of the Committee authorised by it to give such approvals.</p> | <p><del>35</del> <b>37. FUNDS - MANAGEMENT</b></p> <p>(1) The funds of the Association shall be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.</p> <p>(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.</p> <p><del>(3) The Association shall, as soon as practicable after receiving any cash, cheques, drafts, bills of exchange, promissory notes or other negotiable instruments, raise an appropriate receipt.</del></p> <p>(4) (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.</p> <p><del>(5)</del> (4) The Association's bank account(s) may be operated upon online for the Association's purposes by the Public Officer, Secretary or Treasurer, or other person or employee authorised to do so by the committee subject to the operation for any particular transaction or payment by the respective authorised officer or person having first been approved by any other two officers or members of the Committee authorised by it to give such approvals.</p> | <p>The insertion of new clauses 35 and 36 makes consequential renumbering of all subsequent clauses necessary.</p> <p>In addition, the amendment to former clause 35 will delete the existing requirement in the Rules for a receipt to be issued for every payment received by the Association. For practical reasons that requirement has become unduly burdensome and costly. It has been overtaken by modes of payment by credit card and electronic funds transfer (EFT) that are self-receipting for the payer and would entail postage and other costs for the Association if applied to all transactions including membership subscriptions. The amendments made to the functions of the Membership Officer should adequately cover notifications, record keeping and accountability obligations that were the rationale for the sub-clause deleted.</p> |
| <p><b>37. AUDIT</b></p> <p>A person who is a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants shall audit the financial affairs of the Association.</p>   | <p><del>37</del> <b>39. AUDIT</b></p> <p>A person who is a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants <i>shall be appointed by the Committee</i> to audit the financial affairs of the Association.</p>   | <p>The established practice has been for the AGM to make the appointment of Auditor from year to year. That process can involve delay and difficulty in completing audits after the expiry of the Association's calendar/financial year and prior to the AGM. Entrusting the appointment to the Committee is expedient; in practice it is a change of formal process not of substance.</p>   |