



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 28 April 2019

I, (Please print full name) **Membership No:**
 (if known)

of (address)

being a financial member of the Papua New Guinea Association of Australia Inc. 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 Annual General Meeting of the Association to be
 held on the 28th day of April 2019 and at any adjournment of that meeting.

Please read the explanatory notes issued with the March 2019 issue of *Una Voce*

It is essential that you sign and date this Proxy Form – at the end of the document

MARK THE 'FOR' OR 'AGAINST' BOX WITH 'X' TO INDICATE YOUR DIRECTION

SPECIAL RESOLUTION AS A WHOLE, SECTION A and SECTION B:

FOR

AGAINST

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*.

.....
Signature of Member

...../...../2019
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, 26 April 2019.
- Proxies may also be emailed to the Returning Officer at admin@pngaa.net.

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