

**RSPCA**  
of PNG Inc.

# **CONSTITUTION**

**THE ROYAL SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF PAPUA  
NEW GUINEA INCORPORATED**

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## **CONSTITUTION**

### **STATEMENT OF PURPOSES**

1. The name of the incorporated association is THE ROYAL SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS OF PAPUA NEW GUINEA INCORPORATED.
2. The purposes for which the incorporated association is established are to prevent cruelty to animals by enforcing, where practicable, the existing laws, by procuring the passage of such further legislation as may be thought expedient, by executing and sustaining an intelligent public opinion in this regard and by doing all things conducive and incidental to the attainment of the foregoing objects and in particular:
  - (a) To take such steps and do such things as may be necessary or advisable to educate all persons in the community with regard to the humane treatment and humane management of animals;
  - (b) To disseminate information as to the care, protection and treatment of animals.
  - (c) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars, and other literary productions relating to the care and treatment of animals; and
  - (d) To take such steps and do such things as may be necessary to help and aid all persons in the community who are in a state of distress or in need of assistance arising from the care, affection and management of animals; and
  - (e) To encourage and subsidise or where possible to conduct, manage or operate clinics, hospitals, homes and shelters for the care, treatment, maintenance and protection of animals and to acquire and conduct ambulance and other means of transport for animals;
  - (f) To enter into agreements, licences and/or contracts which promote the aims and objectives of the society

### **RULES**

#### **NAME OF THE SOCIETY**

1. The name of the incorporated association is "The Royal Society for the Prevention of Cruelty to Animals of PNG Incorporated" (in these Rules called "the Society").

#### **INTERPRETATION**

2. (a) In the interpretation of these Rules, words signifying the singular number may include the plural number and vice versa and words signifying the masculine gender shall include the feminine gender.
  - (b) Headings in this Constitution may be used to help interpretation, but are not legally binding.
  - (c) Word or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation Act Chapter 2.

#### **DEFINITIONS**

3. (a) In these Rules, unless the contrary intention appears:

"**Committee**" means the governing body of the Society constituted in accordance with Rule 24.

"**General Meeting**" means a general meeting of members convened in accordance with Rules 31 to 34 inclusive.

"**The Act**" means the Associations Incorporation Act Chapter 142.

"**The Regulations**" means regulations under the Act.

"**Aims and objectives**" means the aims and objectives of the Society as approved by Committee.

"**The Auditor**" shall mean the Auditor established by Committee for the purposes approved by Committee from time to time.

"**Voting member**" shall be any member referred to in paragraph 5 (a) (i) to (v) of these rules.

## **MEMBERSHIP**

4. The Society shall keep a register of members with their full names and addresses, their class of membership and the date of commencement of their membership.
5. (a) Membership of the Society shall be constituted as follows:

### **VOTING MEMBER**

- (i) Adult members who shall have one vote each;
- (ii) Family members comprising a family of one or two adults and their child or children of whom one adult shall have a vote;
- (iii) Corporate members comprising bodies corporate and unincorporated bodies having a written constitution, each of which shall have one vote to be exercised by the nominee of that member;
- (iv) Life members by virtue of their having contributed on their own behalf, in one donation to the Society an amount fixed from time to time by the Committee, who shall have one vote each;
- (v) Honorary life members, being persons elected by the Committee as honorary life members on the ground that they have made a major contribution to the objects of the Society, who shall have one vote each.

### **NON VOTING MEMBERS**

- (ii) Junior members, being persons under the age of sixteen years, who shall have no vote;
- (b) There shall be no nomination fee for any category of membership. The Committee shall have the right to levy annual subscriptions and determine the level of subscription (if any) from time to time for each category of membership.
- (c) Applicants for voting membership shall apply in the prescribed form. Upon becoming a voting member of the Society, each such member shall be deemed to have agreed to be bound by these Rules. No such member shall be able to vote on any matter under these Rules until a period of one calendar month has elapsed from the date upon which membership has been conferred by the Committee.
- (d) A voting member who is an employee of the Society during the period of their employment with the Society shall not be permitted to vote on any matter or be a member of Committee.

6. Membership shall cease upon the happening of any of the following events, namely:
  - (a) If a member dies;
  - (b) If the voting member resigns by writing under his or her hand addressed to The Secretary
  - (c) If a voting member's subscription is in arrears for a period of more than two months; or
  - (d) If a voting membership is not renewed or is cancelled in accordance with Rule 7.

#### **DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

7. (a) Notwithstanding anything in the preceding clauses the Committee may by resolution refuse to renew or may cancel any membership upon being satisfied that any of the following grounds exist:
    - (i) That the person concerned has made or published, or caused to be made or published, false, unfair, extravagant, fraudulent, derogatory or harmful statements concerning the Society or its activities or its Committee, Office-Bearers or staff in the performance of their duties.
    - (ii) That the person concerned has while being a member of the Society expressed views or acted in a manner inconsistent with or detrimental to the aims and objectives or policy of the Society.
    - (iii) That the person concerned has been convicted of an offence involving any act of cruelty towards animals.
  - (b) The power under Rule 7(a) shall not be interpreted so as to prevent fair and honest criticism nor shall it apply to any written material forwarded to the Committee nor to any matters raised in good faith at any General Meeting of the Society.
8. A resolution of the Committee under rule 7 does not take effect unless:
    - (a) At a meeting of the Committee, held in accordance with rule 9 the Committee confirms the resolution and
    - (b) If the member exercises a right of appeal to the Committee under this rule the Committee confirms the resolution in accordance with this rule.
  9. A meeting of the Committee to confirm or revoke a resolution passed under rule 7 must be held not earlier than 14 days and not later than one calendar month after notice has been given to the member in accordance with rule 10.
  10. For the purpose of giving notice in accordance with rule 9 the President of the Committee must as soon as practicable cause to be given to the member a written notice:
    - (a) Setting out the resolution of the Committee and the grounds on which it is based, and
    - (b) Stating that the member, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than one calendar month after notice has been given to that member
    - (c) Stating the date, place and time of that meeting; and
    - (d) Informing the member that he or she may do one or both of the following-
      - (i) Attend that meeting;

- (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) Informing the member that, if at that meeting, the Committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the President a notice to the effect that he or she wishes to appeal to the Society in general meeting against the resolution in accordance with Rule 12.
11. At a meeting of the Committee to confirm or revoke a resolution passed under rule 7, the Committee must-
- (a) Give the member, or his or her representative, an opportunity to be heard; and
  - (b) Give due consideration to any written statement submitted by the member; and
  - (c) Determine by resolution whether to confirm or to revoke the resolution.
12. If at the meeting of the Committee, the Committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the President of the Committee a notice to the effect that he or she wishes to appeal to the Society in general meeting against the resolution.
13. If the President of the Committee receives a notice under rule 12, he or she must notify the Committee and the Committee must convene a general meeting of the Society to be held within 21 days after the date on which the President received the notice.
14. At a general meeting of the Society convened under rule 13:-
- (a) No business other than the question of the appeal may be conducted;
  - (b) The Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) The member, or his or her representative, must be given an opportunity to be heard; and
  - (d) The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
15. A resolution is confirmed if, at the general meeting, not less than two-thirds of the voting members vote in person in favour of the resolution. In any other case, the resolution is revoked.

#### **DISPUTES AND MEDIATION**

16. (a) The grievance procedure set out in this rule applies to disputes under these Rules between -
- (i) A member and another member concerning the conduct of the business of the Society; or
  - (ii) A member and the Society.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
17. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- The mediator must be -
- (a) A person chosen by agreement between the parties; or

- (b) In the absence of agreement –
  - (i) In the case of a dispute between a member and another member, a person appointed by the Committee of the Society; or
  - (ii) In the case of a dispute between a member and the Society, a person who is a mediator appointed.
- 18. A member of the Society can be a mediator.
- 19. The mediator cannot be a member who is a party to the dispute.
- 20. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 21. The mediator, in conducting the mediation, must-
  - (a) Give the parties to the mediation process every opportunity to be heard; and
  - (b) Allow due consideration by all parties of any written statement submitted by any party; and
  - (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 22. The mediator must not determine the dispute.
- 23. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **COMMITTEE**

- 24. The governing body of the Society shall be the Committee, which shall consist of the following Office Bearers, namely a President, a Vice- President, a Treasurer, a Secretary, who shall constitute the Executive Committee, plus five other members. All members of the Committee must be voting members of the Society and shall become members of the Committee as follows
  - (a) Nine members of the Committee shall be elected and shall hold office until retirement as provided in Rule 24(b), subject to the further provisions of these Rules.
  - (b) At the commencement of the Annual General Meeting in each year all members of the Committee shall retire from office but shall be eligible for re-election.
  - (c) Each member of the Committee, either elected or appointed, shall have one (1) vote on Committee
  - (d) The Committee:
    - (i) Shall control and manage the business and affairs of the Society;
    - (ii) May, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Society; and
    - (iii) Subject to these Rules, the Regulations and the Act, have power to perform all such acts and things as appear to the Committee to be needful and expedient for the proper management of the business and affairs of the Society.

25. If any member of the Committee:
- (a) Dies;
  - (b) Resigns by writing under his hand addressed to the President of the Committee;
  - (c) Becomes bankrupt or insolvent or compounds with his creditors or makes a deed or arrangement for the benefit of his creditors;
  - (d) Ceases to be a member of the Society;
  - (e) Is convicted of any serious criminal offence; or
  - (f) Is absent without the permission of the Committee from four consecutive meetings of the Committee;
  - (g) Brings the Society into disrepute.
- Their position on Committee will become vacant.
26. In the event of any casual vacancy on the Committee the remaining members may appoint a member of the Society to fill that vacancy.

#### **DUTIES AND POWERS OF THE COMMITTEE**

27. The first duty of the Committee on taking Office each year will be to request the Patrons of the Society, if already appointed, to remain Patrons of the society. If, for any reason, they are unable to accept patronage of the Society, the Committee may ask other people to accept positions as Patrons of the Society. The Society may have two Patrons.
28. The Committee shall have control of the affairs, property and funds of the Society. The Committee shall have power to give directions or make regulations from time to time for the conduct of elections and the carrying on of the business affairs of the Society insofar as these matters are not expressly covered by any of the Rules of the Society.
29. The Committee shall have power:
- (a) To appoint sub-committees as may be necessary and such sub-committees may be composed of those financial members of the Society as the Committee considers appropriate. Such sub-committees shall be chaired by a Committee member.
  - (b) To create and disband branches of the Society at such places and upon such terms and conditions consistent with this constitution, as the Committee deems fit.
  - (c) To appoint an Auditor.
  - (d) To appoint an Honorary lawyer

#### **MEETINGS OF THE COMMITTEE**

30. (a) The Committee shall meet at least once per calendar month except in January. In the absence of the President and the Vice President the committee members present shall choose a Chairman. At any meeting of the Committee, five members thereof shall form a quorum. All questions shall be decided by the votes of a majority of the members present and in the case of an equality of votes, the Chairman shall have a second or casting vote.



- (b) A member of the Society shall be entitled to raise any matter for consideration at a Committee meeting on submitting written notice of such matter to be received by the Society not less than fourteen (14) days before the date of the Committee meeting. The President of the Society may but shall not be obliged to invite such member to attend before the Committee meeting to speak to the matter so raised.
- (c) A special meeting of Committee may be called at any time by the President or by petition of any three Committee members.
- (d) The Chairman may request the attendance of any other member of staff to attend any meeting or any other person outside the membership of the Society as necessary to give assistance to Committee in its deliberations but those attendees shall not be entitled to vote.

### **GENERAL MEETINGS**

- 31. A General Meeting of the Society may be called by the Committee at any time and shall be called by the President upon the written request of not less than five members of the Committee or not less than twenty (20) members of the Society stating the purpose for which they desire the meeting to be called. Voting at General Meetings shall be by simple majority of those members present and entitled to vote. A member shall not be entitled to appoint any other person as his or her proxy to vote on his or her behalf at any General Meeting of the Society.
- 32. Notice of every General Meeting shall be given by advertisement in one of the daily newspapers circulating in Papua New Guinea at least twenty one (21) days before the date on which the meeting is to be held giving the time, date and place of such meeting, and except for the business to be transacted at an Annual General Meeting as set out in Rule 36(a) to (f) inclusive, shall specify the general nature of the business to be transacted at the meeting. The insertion of such advertisement shall be sufficient notice of the General Meeting for all purposes of these Rules. Advice as to the holding of any such General Meeting may also be inserted in the Society's newsletter or delivered by other means to members either electronically, by post or facsimile. In the event that any member gives notice of additional business as set out in Rule 36(f), details of such additional business shall, unless referred to in the notice of meeting, be advertised in one of the daily newspapers circulating in Papua New Guinea not less than fourteen (14) days prior to the date fixed for the meeting.
- 33. The President, or in his or her absence the Vice-President, shall preside at every General Meeting. In the absence of the President or Vice-President, the members shall choose some other member of the Committee to be Chairman for that meeting. The Chairman of the General Meeting shall limit any speaker to any motion to a maximum time of five minutes and this time may only be extended for a period of three minutes by approval of the majority of members present.
- 34. Twenty members shall form a quorum at any General Meeting or Annual General Meeting.

### **ANNUAL GENERAL MEETING**

- 35. An Annual General Meeting shall be called by the President acting on the authority of the Committee; such meeting to be held not later than the thirty-first day of March in each year.
- 36. The business to be transacted at the Annual General Meeting shall be:
  - (a) To receive the report of the Committee for the preceding financial year;
  - (b) To receive the accounts and balance sheet duly certified by the Society's auditor for the preceding financial year;

- (c) To elect such members of the Committee as may be necessary;
- (d) To appoint the Trustees of the Society;
- (e) To appoint an auditor for the ensuing year;
- (f) Any other item of business submitted by a voting member, written notice of which must be in the hands of the President not less than fourteen (14) days prior to the date fixed for the meeting.

**PROCEDURE FOR THE ELECTION OF THE COMMITTEE**

- 37. The election of the Committee shall be decided by the Annual General Meeting of the Society.
- 38. The President shall include in the notice advertising the holding of the Annual General Meeting notifications that nominations are called for the vacancies to be filled on the Committee and that such nominations:
  - (a) Must be in writing and signed by the candidates and two other members all of whom shall, at the date of nomination, be voting members of the Society;
  - (b) Must be in the hands of the Secretary by twelve noon on a date specified in the notice, such date to be at least fourteen days prior to the date of the Annual General Meeting; and
  - (c) That any candidate for election as President must have been a voting member for a minimum period of sixty days prior to the date of acceptance of nomination.
- 39. Subject to this Rule, the Secretary shall be the Returning Officer for the purpose of the election.

Duties of the Returning Officer shall include:

- (a) To conduct the Election according to the procedures laid down in the Constitution of the Society;
- (b) In the event of election by ballot and not show of hands, to maintain the secrecy of the ballot;
- (c) To be responsible for the safe keeping or subsequent destruction of the ballot papers;
- (d) To not publicly disclose the results of the Election to any other person other than an Officer of the Society authorised to receive such information;
- (e) To ensure that a membership register is properly compiled and that it contains the names of all members eligible to vote and to ensure that such roll is current;
- (f) To be responsible for the oversight of the despatch of ballot papers;
- (g) To make a certified reconciliation to the Society by written statement of the number of ballot papers received, used, unused and spoilt;
- (h) To certify that the Ballot was conducted according to the Society's Rules;
- (i) Upon determination of the Election, to parcel separately and certify ballot papers as used, unused or spoilt and ballot papers received after the close of the Poll; and
- (j) To mark and certify the electoral roll used in the conduct of the Election.

40. If the number of candidates is no greater than the number of vacancies to be filled, the Chairman of the Annual General Meeting shall declare such candidates duly elected and they shall take office from the closing of such meeting.
41. If there are more candidates than vacancies to be filled the election shall be by show of hands by voting members.
42. The Secretary shall count the votes and declare the results of the vote and record results in the minutes of the AGM.
43. No election shall be invalidated by reason of the fact that any notice or paper required by these Rules was not received by any voting member.
44. If at any Annual Election for the Committee the places of retiring members not standing for re-election are not filled, the Committee shall regard the vacancies in the same way as any casual vacancy and shall proceed to appoint such members of the Society as they think fit to fill such vacancies.
45. For the purpose of the election of the Committee, the Secretary shall maintain a complete register of voting members including their names and addresses, date of payment of their subscription and any other details relevant to their eligibility to vote. In the eligibility to vote, the decision of the Secretary shall be based on the complete register and shall be final.

#### **NOTICES**

46. With the exception of those matters submitted under Rules 36(f) of these Rules, any notice required to be given to any officer or member of the Society may be served by delivering it in person to the person on whom it is to be served, or by sending it by certified delivery mail, facsimile or email addressed to him at his address as noted in the membership register.

#### **TRUSTEES**

47. There shall be three Trustees of the Society who shall be members of the Society, but not more than one a member of the Executive Committee, appointed to the office of Trustee at an Annual General Meeting of the Society.
48. If any Trustee:-
  - (a) dies;
  - (b) resigns by writing under his hand, addressed to the President of the Society;
  - (c) becomes bankrupt or insolvent or compounds with his creditors or makes a deed of arrangement of the benefit of his creditors;
  - (d) ceases to be a full member of the Society, for a period of more than two months;
  - (e) is convicted of any offence or crime punishable by a sentence of six months jail or more.his office shall thereupon become vacant.
49. Where a vacancy occurs in the office of a Trustee, an Executive Committee Meeting shall, as soon as practicable, appoint a member of the Society to fill the vacancy until the next Annual General Meeting.
50. The Trustees shall:-
  - (a) exercise supervision over the Society's financial affairs;

- (b) have power, in the name of the Society, to deposit with such banks and invest with such securities as the Executive Committee directs the monies of the Society;
- (c) do all such acts and things and sign all such documents and papers as may be necessary in relation to the property of the Society to carry out of the directions of the Executive Committee;
- (d) shall cause the Executive Committee to present to the Annual General Meeting of the Society a report dealing with all the property of the Society.

#### **AUDIT**

- 51. There shall be an Auditor to the Society who shall be a duly qualified accountant appointed annually at the Annual General Meeting of the Society. The Auditor shall not be the Public Officer or any other officer to the Society. If the appointed auditor retires or resigns before the next Annual General Meeting after his appointment the Executive Committee shall appoint a successor who shall then hold office until the next Annual General Meeting.
- 52. Immediately after the thirty first day of December in each year the accounts of the Society shall be closed and the Auditor shall have access to and may examine the balance sheet and the statement of income and expenditure and shall certify the correctness thereof or report to the Annual General Meeting of the Society the reason for his not having so certified.
- 53. The Auditor shall:-
  - (a) have access to and examine all books, papers, deeds, securities and documents relating to the accounts of the Society and may examine any office bearer, member, employee or servant of the Society in regard to the accounts;
  - (b) vouch for all monies received by the Society and satisfy himself that all such monies have been duly banked and that the balance of cash on hand and all the bank is correct;
  - (c) vouch for all payments made by the Society and see that proper acquittances have been obtained for all such payments;
  - (d) report to the President any inaccuracy or irregularity in the accounts or any breach of the Rules of by-laws relating to the finances of the Society;
  - (e) place before the President any suggestion concerning the system of accounting relating to the finances of the Society or for securing more effective control of the accounts of the Society;
  - (f) perform such other auditing duties as the Executive Committee may from time to time direct.

#### **TREASURER**

- 54. (a) The Treasurer shall have charge of the moneys, securities and other property of the Society and shall, subject to any direction from the Committee, disburse its funds, invest or realise investments and generally supervise all matters concerning the finances of the Society. He or she shall cause proper accounting records to be kept of the transactions of the Society and shall produce to the Committee the books of account and financial records and any documents relating thereto as may be required. He or she shall make an Annual Report of the assets and liabilities and shall submit to audit the accounts of the Society and such other financial records of the Society as he or she is required to keep.

- (b) The Treasurer shall make available the books and any records or documents referred to in Rule 54(a) upon written application by a voting member to the Committee which shall determine:
  - (i) To what extent; and
  - (ii) At what times, such books and records and/or documents be made available for inspection by that member. Such member shall pay the reasonable costs of the Society of such inspection.

#### **SECRETARY**

55. The Secretary shall be the Public Officer of the Society and shall:-

- (a) keep accurate minutes of the proceedings of the Committee and all meetings of the Society;
- (b) conduct the correspondence of the Society under the direction of the President or the Executive Committee;
- (c) subject to any directions of the President or Executive Committee Monthly Meeting have control and supervision of the servants of the Society.
- (d) prepare and furnish all returns and other documents properly required by any authority, court or other institution;
- (e) prepare and furnish all returns required by any Executive Committee Meeting of the Society or any committee or sub committee of the Society;
- (f) keep such books and records as the Executive Committee may direct including a membership register of the names and addresses of all members of the Society and the amounts paid by them and of all officers and committee members;
- (g) The Secretary shall make available the minutes of the proceedings of Committee and all meetings of the Society referred to in Rule 55(a) upon written application by a voting member to the Committee which shall determine:
  - (i) To what extent; and
  - (ii) At what times, records and/or documents be made available for inspection by that member. Such member shall pay the reasonable costs of the Society of such inspection.
- (h) on ceasing to be the Secretary to the Society, deliver to his successor, or a person authorised by the Executive Committee for that purpose, all books, documents, papers and other property of the Society in his possession or under his control.

#### **EXECUTION OF DOCUMENTS**

56. (a) The President shall provide for the safe custody of the common seal of the Society, which shall only be used with the expressed authority of the Committee and in accordance with this Rule. Every instrument to which the seal is affixed shall be signed by two members of the Committee and countersigned by the President or his or her nominee and such application of the seal shall be entered in a register kept for this purpose and produced to the Committee at each meeting thereof.

- (b) All documents which of legal necessity need not be under seal and which the Society is capable in law of entering into, including promissory notes, cheques and other negotiable instruments, shall be legally binding on the Society if signed by one of the Office-Bearers and countersigned by the President or his or her nominee or in such other manner as the Committee may from time to time determine.

### **INVESTMENTS**

- 57. (a) Subject to this Rule, the Society shall be empowered to invest all assets in its possession, in any investments authorised to trustees in Papua New Guinea PROVIDED THAT the Committee may in its discretion retain any investments gifted to the Society in the form in which they were gifted whether or not such investments are authorised trustee investments.
- (b) Where the Treasurer believes urgent action is required, a change in the investments of the Society may be made with the approval of a majority of the members of the Committee and such written approval may be obtained by letter or facsimile. Such approval shall be noted in the minutes of the following meeting of the Committee.

### **ALTERATION OF RULES AND STATEMENT OF PURPOSES**

- 58. Any alterations of or additions to these Rules or to the Statement of Purposes shall be made in the following manner:
  - (a) Any voting member of the Society may from time to time submit in writing to the Committee any proposed amendment to the Rules or to the Statement of Purposes (hereinafter called the "proposed amendment").
  - (b) Every proposed amendment shall be considered at the Annual General Meeting or General Meeting next held after the proposed amendment has been submitted to the Committee. If in the reasonable opinion of the Committee there is insufficient time prior to the date of that meeting to notify the members of the proposed amendment, the proposed amendment shall be considered at the next following Annual General Meeting or General Meeting.
  - (c) These Rules and the Statement of Purposes shall not be altered except by special resolution being a resolution passed by a majority of not less than three-quarters of such voting members present entitled under these Rules to so vote in accordance with the Rules in person at a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution as a special resolution, was given.

### **BRANCHES**

- 59. The Committee may by resolution approve the establishment of a branch of the Society at such location it considers appropriate
  - (a) Each Branch of the Society shall be required to accept the rules as established by the Committee from time to time setting out the terms and conditions of governance with respect to that Branch.
  - (b) A Branch cannot be established unless it has more than 20 voting members of the Society.
  - (c) The Committee may suspend, disband and or appoint a Manager for any Branch in the event that it does not comply with the terms and conditions of governance as determined by the Committee.

## **INDEMNITY**

60. Every member of the Committee and any other employee for the time being of the Society is hereby indemnified out of the assets of the Society against any loss he may suffer in any action whether civil or criminal arising out of the lawful and/or proper execution of his duties.

## **AFFILIATION**

61. The Committee may by resolution effect affiliation with any other body having similar objects either within Papua New Guinea or elsewhere upon such terms and conditions as the Committee may approve.

## **FUNDS**

62. The funds of the Society shall be derived from annual subscriptions, donations, legacies, special project funds, merchandising, endorsements, licensing, government grants and such other sources considered appropriate by the Committee.

## **WINDING UP OR CANCELLATION**

63. (a) In the event of the winding up or, subject to the Act, the cancellation of the incorporation of the Society, the assets of the Society shall be applied solely towards the purposes of the Society as set forth in the Statement of Purposes and no part shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any person who at any time is or has been a member of the Society or to any person claiming through any such person provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Society or to any member thereof or other person in return for any services actually rendered to the Society or to the repayment of money advanced or interest thereon to or for the purpose of the Society.
- (b) If upon winding up or, subject to the Act, cancellation of the incorporation of the Society, there remains after the satisfaction of all its debts and liabilities, any money or property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred in whole or in part to some other body or bodies affiliated with the Society or persons or institutions having purposes similar to the purposes of the Society, such bodies or persons or institutions to be determined by special resolution of the members of the Society at or before the time of winding up or cancellation of the incorporation or, in the absence of a special resolution of the members, by the Registrar of Associations.
- (c) In the event of the winding up, dissolution or cancellation of the incorporation of the Society, then notwithstanding the foregoing provision of this Rule, no assets of the Society shall be distributed otherwise than for a charitable purpose within the meaning of section 32(2) of the Act.