

CONSTITUTION OF PNG - INDIA BUSINESS COUNCIL INC.

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CONSTITUTION OF PNG INDIA BUSINESS COUNCIL INC.

1. Name

The name of the Association shall be "PNG India Business Council Inc." ("PNGIBC" or the "Council").

2. Definitions

in these Rules unless inconsistent with the context of the subject matter-

- a) "The Council" means PNG India Business Council.
- b) "The Executive Committee" means committee elected by the members Of the Council as defined in Clause 10.
- c) "Member" means a single member and/or representatives of a corporate member or business with membership as defined in Clause 6.2.
- d) "Single Member" means an individual with membership as defined in Clause 6.3(a).
- e) "Corporate Membeæ means a business with membership as defined in clause 6.3(b).
- f) "Associate Member" means a person as defined in Ciause 6.3(c).
- g) "Honorary Member' means a person defined in Clause 6.3 (d).
- h) "Membership" means membership of the Council singularly or in the plural.
- i) "Financial Year" is consistent with the calendar year commencing on 1st January
- j) Words importing the singular include the plural and vice versa.
- k) Words importing one gender shall include the other.

3. Objects

3.1 The PNGIBC is being formed for the main objectives as set out below:

- a. to promote and expand bilateral trade, investments and strategic partnerships between PNG and India;
- b. establish relevant forums for each industry sector with stakeholders from each country towards coordinating and signing of a mutually beneficial Comprehensive Economic Partnership Agreement (CEPA) between both countries;
- c. grow trade from current levels of approximately US\$600mn to at least US\$20billion in the next ten years;
- d. liaise with the Governments of Provinces in PNG and the relevant State and Union Territories in India so as to develop policies and legal alignment for economic and commercial co-operation in relation to bilateral trade between PNG and India;
- e. promote Business 2 Business (B2B) partnerships between both countries;
- f. attracting foreign direct investments into PNG from Indian businesses including SME and large corporates; and

- g. do all such acts as are incidental and conducive to the furtherance of the objects set out in clauses (a) to (f) above.

3.2 Powers

- a. Generally to enter, execute and carry out all contracts and agreements of any kind whatsoever and to do all such other things as are incidental or conducive to all or any of the above objects.
- b. To apply the income and property of the PNGIBC solely towards the promotion of the objects of the PNGIBC.
- c. To do all such other acts as permitted by this Constitution.

4. Office

The office of the PNGIBC shall be at a location to be decided by the Executive Committee from time to time.

5. PNGIBC / Council Structure

- 5.1 The PNGIBC shall be governed by the rules of this Constitution. The management of the Council's affairs shall be vested in the Executive Committee.
- 5.2 The Executive Committee may form sub-committees as needed for the Council's activities.

6. Membership

- 6.1 The PNGIBC may have different types of Membership.
- 6.2 The members of the PNGIBC Shall be those persons as the Executive Committee may admit from time to time and such persons shall upon due notification of admission to membership being given by the Executive Committee be deemed to be bound by the Constitution and by any rules, regulations or by-laws of the PNGIBC that are in force from time to time.
- 6.3 The membership of the PNGIBC shall consist Of the following classes and any person who in the opinion of the Executive Committee has the qualifications set out below against any of those classes shall be eligible to be admitted to membership Of that class:

(a) Single Member

Single Member means: A person engaged in, or otherwise interested, in trade and commerce between India and Papua New Guinea.

(b) Corporate Member

Corporate Members means: A Business (incorporated or otherwise) engaged in, or otherwise interested, in trade and commerce between India and Papua New Guinea,

(c) Associate Member

Associate Member means: A person who is a nominee of a department of the Government of India or Papua New Guinea or of the governments of any of the States or Territories of India, or of the Provinces of Papua New Guinea, or a nominee of a university, college or similar institution and such other persons or corporations as the Executive Committee shall from time to time approve.

(d) Life Member

Life membership may be conferred to a person who is recognized for his distinguished and meritorious service and contribution to the business community of India and / or Papua New as the Executive Committee shall determine after due consideration and unanimous vote in favour of the grant of Life membership. Life members are not required to pay membership fees. Life membership is for the lifetime of the member.

7. Membership Fees

- 7.1 Membership applications are to be approved by the Executive Committee.
- 7.2 The annual membership fees for the different types of members shall be determined by the Executive Committee.
- 7.3 Any differential fees will be payable as prescribed by the Executive Committee in accordance with Clause 7.4 below.
- 7.4 The Executive Committee may from time to time determine in respect of each class of membership the amount of the annual membership fees payable by the members and subject to Clause 7.6 may determine the date as and from which any new rate shall come into force.
- 7.5 Except as provided in sub-clause 7.4 of this Clause members joining part way through a financial year shall pay a membership fees assessed on a pro-rata basis.
- 7.6 All annual membership fees must be paid within six weeks after the Annual General Meeting.
- 7.7 The Executive Committee may with the authority of the PNGIBC in the Annual General Meeting in which, two-thirds of the ordinary members present in person or by proxy and entitled to vote, have voted in favour of the resolution, impose or levy On ordinary members such amount not exceeding the membership fee

applicable in the relevant year payable at such time or times as is authorised by the special resolution.

- 7.8 If a member fails to pay the membership fees or within the time specified, the Executive Committee may at any time while the sum remains unpaid terminate the membership of that member, after due notice has been served on the member.

8. Membership Liabilities

The Liability of a Member Of the Association to contribute towards payment Of the debts and liabilities of PNGIBC or the costs, charges and expenses of the winding up of the PNGIBC is limited to the amount, if any, by the member in respect of membership fees as required to be paid pursuant to Clause 7.

9. Withdrawal from Membership

9.1 Single and Corporate Members

Single and Corporate Members wishing to withdraw from membership of the Council must give six (6) months' notice of intention to withdraw in writing to the Executive Committee. Fees must be paid up to the end of the year of the withdrawal. On withdrawing, Single and Corporate Members forego all financial interest in the Council and have no claim on any assets of the Council.

9.2 Associate Members

Associate Members wishing to withdraw must give three months' notice of intention to withdraw in writing to the Executive Committee.

9.3 Forfeiture of Membership

Any member who shall not have paid the annual subscription within three months of it becoming due shall be liable at the discretion of the Executive Committee to forfeit membership. A member shall be given one month's notice of such intended forfeiture.

- 9.4 If, in the opinion of the three-fourths of those present at any properly convened meeting of the Executive Committee, any complaint has been received against any member, due process shall be adopted by the Executive Committee to be determined by separate Rules of the committee. If the member is determined to be guilty of dishonourable, improper or unprofessional conduct, the executive committee shall forfeit such membership and that member shall not be eligible for reinstatement as a member of PNGIBC.

10. Executive Committee

- 10.1 The Executive Committee in addition to any other powers expressly conferred upon it by this Constitution and subject to any resolution passed by the PNGIBC in general meeting-

- a) shall control and manage the affairs of the PNGIBC;
- b) may exercise of all such functions as may be exercised by PNGIBC Other than those functions that are required by this Constitution to be exercised by a general meeting of Members ; and
- c) has power to perform all such acts and do all such things as appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the PNGIBC.

10.2 The Executive Committee shall consist of;

- a) the four (4) Office Bearers of the PNGIBC, and
- b) up to additional five (5) members of PNGIBC ("other Committee Members").

10.3 The four (4) Officer Bearers of the Executive Committee shall consist of:

- a. President;
- b. Vice President;
- c. Treasurer; and
- d. Secretary who shall also hold the position of Public Officer of PNGIBC.

10.4 The Executive Committee shall have power to co-opt.

10.5 The President shall not serve as president for a period greater than the three consecutive Annual General Meetings. In event that there are no nominations for President the incumbent President may continue to office for a further single term of one year provided the incumbent consents to continuing as President and, if he or she is subject to rotation under Clause 10.9 Of this Constitution, the person retires by rotation and is re-elected to the Executive Committee.

10.6 Notwithstanding anything in this Constitution, the first members of the Executive Committee shall be such representatives as are appointed at a meeting to be called for the formation of the PNGIBC.

10.7 No Executive Committee members pursuant to Clause 10.6 above shall be required to retire by rotation at the first Annual General Meeting after their appointment.

10.8 At every Annual General Meeting of the PNGIBC subsequent to the first Annual General Meeting, a retiring member Of the Executive Committee shall be eligible for re-election in the ensuing year.

10.9 The members of the Executive Committee to retire in every year shall be those members who have been longest in office since their last election, but as between

persons who became members on the Executive Committee on the same day those to retire shall (unless they otherwise agreed among themselves) be determined by vote.

10.10 Each member of the Executive Committee shall, subject to this Constitution, hold office until the conclusion of the annual general meeting in the subsequent year following the date of the member's election, but is eligible for re-election.

10.11 In the event of a casual vacancy occurring in the membership of the Executive Committee, the Executive Committee may appoint a member of PNGIBC to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

10.12 Election of Office Bearers and Committee Members

Nominations of candidates for election as Office Bearers of PNGIBC or other Committee Members:

(a) Shall be made in writing, signed by 2 members of PNGIBC and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) shall be delivered to the secretary of PNGIBC not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

10.12 If insufficient nominations are received to fill all vacancies On Executive Committee, the candidates nominated shall be deemed to be elected with effect from the conclusion of the annual general meeting and further nominations in respect of the unfilled vacancies shall be received at the annual general meeting.

10.13 If insufficient further nominations are received, any vacant positions remaining on the Executive Committee after the conclusion of the annual general meeting shall be deemed to be casual vacancies.

10.14 If the number of nominations received is equal to the number Of vacancies to be filled, the persons nominated shall be deemed to be elected with effect from the conclusion of the annual general meeting;

10.15 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held,

10.16 The ballot for the election of Office Bearers and other Committee Members shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

10.17 Secretary

It is the duty of the secretary to keep minutes of:

(a) all appointments of Office Bearers and other Committee Members;

(b) the names of Executive Committee Members present at a committee meeting or general meeting; and

(c) all proceedings at Executive Committee meetings and general meetings.

10.18 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

10.19 Treasurer

It is the duty Of the treasurer of PNGIBC to ensure that:

(a) all money due to PNGIBC is collected and received and that all payments authorised by PNGIF are made; and

(b) correct books and accounts are kept showing the financial affairs of PNGIBC including full details of all receipts and expenditure connected with the activities of PNGIBC.

10.20 Casual Vacancies

A casual vacancy in the office of Executive Committee occurs if a member:

(a) dies;

(b) ceases to be a member of PNGIBC;

(c) becomes an insolvent under administration within the meaning of the Insolvency Act;

(d) resigns office by notice in writing given to the Secretary;

(e) is absent without the consent of the Executive Committee from all meetings of the committee held during a period of 6 months.

11. Voting — Executive Committee

a) A quorum for a meeting of the Executive Committee shall consist of not less than three (3) members present in person, including at least one office bearer.

b) Members of the Executive Committee may be represented by proxy.

c) An Executive Committee resolution circulated by email shall be valid and effective as if it were passed at a duly convened Executive Committee meeting if it is signed or authenticated by all eighty percent of the Executive Committee members entitled to vote on the matter. Any such resolution may consist of several documents in like form each signed or authenticated by one or more of the Executive Committee members.

d) At any meeting of the Executive Committee, the members (including the Chairman) present in person or by proxy shall be entitled to one vote only on each matter deliberated.

- e) All resolutions shall require an affirmative vote of the majority of those present in person or by proxy.
- f) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee or by a sub-committee appointed by the Executive Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive Committee or sub-committee.

12. Contracts

The Executive Committee may enter into contracts the name of PNGIBC provided all such contracts shall be approved by the Executive Committee prior to execution and shall be executed on behalf of the PNGIBC by at least two Executive Committee office bearers. The Common Seal shall be affixed to the Contract in accordance with Clause 20.

13. Sub-Committees

The Executive Committee is empowered to authorize the setting up of the Sub-Committees for the purpose of carrying out specific projects identified by the PNGIBC.

14. General Meetings

14.1 The Executive Committee may whenever it thinks fit, and/or whenever requested to do so in writing by three (3) single members and/or representatives of corporate members of the PNGIBC, convene a General Meeting of the PNGIBC to deal with any matters.

14.2 A quorum for a General Meeting shall consist of not less than seven (7) members and/or representatives present in person.

14.3 At any general meeting of the PNGIBC the members (including the Chairman) present in person or by proxy shall be entitled to one vote only on each matter deliberated.

14.4 All resolutions shall require an affirmative vote of the majority of those present in person or by proxy.

15. Annual General Meetings

There shall be an Annual General Meeting which shall be held within three (3) months of the end of the financial year. The business of the Annual General Meeting shall be:

- a) to elect the Executive Committee;
- b) to elect office bearers;
- c) to receive the Annual Report of the President;

- d) to receive a statement of accounts duly audited and certified for the preceding financial year;
- e) to appoint an auditor for the ensuing year; and
- f) to transact such other business of which due notice has been given or which, in the opinion of the meeting, it is expedient to consider.

16. Notices

Subject to agreement for shorter notice by the Executive Committee, seven (7) days' notice at least specifying the place, the day and the hour of the meeting and in the case of special business the general nature of that business, shall be given to such persons who are entitled to receive such notice from the PNGIBC. Notices by email are considered to be valid.

17. Finance

- 17.1 The funds of the PNGIBC shall be deposited in accordance with the directions of the Executive Committee.
- 17.2 The funds of the PNGIBC shall be used only to meet expenses and to carry out the objects of the PNGIBC.
- 17.3 Any two members of the Executive Committee Office Bearers shall be authorised to operate on the PNGIBC bank account.
- 17.4 The PNGIBC financial year shall commence on 1 January in any year.

18. Amendments to the Constitution

The PNGIBC in General Meeting may amend this Constitution by two-thirds majority vote at a meeting for which due notice has been given.

19. Audit and Accounts

The financial affairs of PNGIBC shall be audited at least once in every period of 12 months by the auditor appointed by the Annual General Meeting.

Powers and duties of the Auditor.

The Auditor shall:-

- (a) certify to the correctness of the financial statements or the profit and loss account;
- (b) have free access to all books of accounts and records of the association;
- (c) inspect and audit the accounts and records of financial transactions and draw the attention to the Committee to any irregularities;
- (d) state in his or her report in his or her opinion whether:-

- i) the financial statements or the profit and loss account are properly drawn up so as to give a fair view of the association's financial affairs;
- ii) that the books of accounts and other records examined by him or her have been properly kept; and
- iii) that he or she has obtained all the information and explanations he or she required.

The Auditor may be removed from office by a special resolution of the association at a general meeting or at the expiration of his or her tenure of office.

20. Common Seal

- (a) The common seal of PNGIBC shall be kept in the custody of the public officer.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Executive Committee and the affixing of the common seal shall be attested by the signatures either of two Office Bearers members of the committee.

21. Custody of Books

The public officer shall keep in his or her custody or under his or her control records, books and other documents relating to PNGIBC.

22. Inspection of Books

The records, books and other documents of the PNGIBC shall be open to inspection, free of charge, by a member of PNGIBC at any reasonable hour on a business day provided seven (7) days written notice has been given.

23. Winding up

In the event that it is resolved that the PNGIBC be wound up, the resolution affecting such dissolution shall prohibit the payment or distribution of any surplus assets among the members of the PNGIBC and require them to be given or transferred to some other Institution or Institutions having objects similar to the objects of the PNGIBC and which impose appropriate prohibitions on the distribution of its or their income and property among its or their members.