

PNG Resource Governance Coalition Inc.

PO Box 1530, Port Moresby 121
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Monday 5th May, 2020

Dear PNGRGC Interim Council Member,

SUBJECT: FIRST ANNUAL GENERAL MEETING

The PNG Resource Governance Coalition Inc. (PNGRGC) will host its first Annual General Meeting (AGM) on 30th June 2020 at the Institute of National Affairs (INA) Conference Room, 2nd Floor, IPA Haus, Port Moresby at 10.00 am.

In order to attend the AGM, you as an interim council member are required to become a registered member of the coalition to exercise this right to attend and participate in one of the main agendas of the upcoming AGM, that is, the election of council members for the coalition.

This document will outline the steps and processes involved along with the constitutional requirements governing these processes to guide you in formally registering your organization with the PNGRGC for this event. Along with this document are necessary attachments accompanying this email that also serve as a background and notice for the AGM.

Application for Membership

Accompanying this document is the Application for Membership Form. This form is a two page document with the first page, the generic form for application and the second page necessary information about the PNGRGC and its constitutional requirements for membership.

Membership to the coalition is restricted to Civil Society Organizations (CSOs) whose mission and values are aligned to those of the PNGRGC. This is outlined in section 7.2 of the PNGRGC Constitution. To read the mission and values of the PNGRGC refer to the second page of the Application for Membership Form.

On Page 1, the “[Name of the Association] Inc. (Incorporated under the Associations Incorporations Act)” at the top of the page requires you to fill in the name of your CSO e.g. “Transparency International Inc.”. Following below this, is to fill in your details as the applicant, full name (first name and surname) of the representative of the intending member organization, address (name and postal address) of your organization and occupation of the representative applying for their organization’s membership. The form requires that two other council members’ representatives nominate you for your membership into the coalition, though that is not possible as there are no council members yet. Only your section should be filled. Once these details are filled in and the application form complete, you can scan and email your application to the Interim National CSO Coordinator Ms. Collette Tsiperau (in the absence of a council secretary) on email address: Collette.Tsiperau@cimcpng.org and/or alternatively collette.tsiperau@aol.com. Also post the paper copy to postal address: PNG Resource Governance Coalition Inc., PO Box 1530, Port Moresby 121, or deliver at the PNGRGC Office located on the 2nd floor of the IPA Haus, Corner Lawes Road and Munidubu Street, Konedobu, Port Moresby.

Once your application has been endorsed by the PNGRGC Interim council at an interim council meeting of which the next scheduled interim council meeting¹ is on 18th June 2020, you will be notified in writing of your approval for membership and required under section 7.6 (b) of the PNGRGC Constitution to make payment within 14 working days after the receipt of the notice of approval, a coalition membership fee of K100 which shall be renewable as an annual subscription fee for membership (see section 10.1 of constitution, outlined on the second page of form). Currently there is no separate PNGRGC account and funds for PNGRGC are currently housed under the CIMC account. Until such time that takes place, membership fees shall be deposited into the CIMC account which specifically has a job number for PNGRGC and its membership fees

Account Name:	CIMC
Account Number:	1001289336
Bank:	Bank South Pacific Limited
Branch:	Port Moresby, Down Town

You can make a note of description in the deposit slip for PNGRGC Membership fees. The receipt of payment can be scanned and/or photocopied and emailed to the Interim National CSO Coordinator on email provided above; posted to address above or delivered to address provided above. Upon receipt of the payment, the Interim National CSO Coordinator (acting in the absence of a council secretary) shall issue you with a certificate of membership notice and enter your name and organization in the register of members in fulfillment of section 7.8 of the PNGRGC Constitution that states, “An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members”.

¹ The first interim council meeting held to endorse the first round of applications was on 1st May 2020 via Zoom Online Meeting.

Nomination Form for the PNGRGC Council Members

One of the main agenda items of the upcoming AGM is the election of council members for the coalition. Once you become a member of the coalition, having paid your membership fee and been registered in the Register of members, you will be eligible to nominate council members using the nomination form attached in this email.

In keeping with section 16.1 of the PNGRGC Constitution, only one form has been designed for nomination of both council executives and ordinary council members. There are three parts to the nomination form. The first part contains the section for nomination. There are two columns in this section. On the left, is the list of office bearers that include: president, vice – president, secretary and treasurer. On the right column, are the nominations for ordinary members of the council, namely, Highlands regional seat, Momase Regional Seat, New Guinea Islands (NGI) Regional Seat, Southern Regional Seat and ordinary council members, of which the latter has up to three positions. A member which, in this case is an organization can be nominated for only one position, so only one box of choice can be ticked per nomination form. The second part of the form contains the nominators' information which according to section 16.1(a) of the constitution requires two nominators i.e. members of the coalition. The third part of the form is the consent of the nominee section which requires the full name of the member organization representative and organization name with the signature and date consenting to the nomination. Additional information and specific provisions pertaining to nominations in the PNGRGC Constitution are provided on the second page of the nomination form. All nominations should be delivered to the Interim National CSO Coordinator, Ms Collette Tsiperau (acting in the absence of a council secretary) on postal address: PNG Resource Governance Coalition, PO Box 1530, Port Moresby 121 or delivered to the PNGRGC office located on the 2nd floor of the IPA Haus, Corner Lawes Road and Munidubu Street, Konedobu, Port Moresby no less than 7 working days before the date for the AGM, 30th June 2020. If you have any queries regarding the nomination form, email Collette on address: Collette.Tsiperau@cimcpng.org and/or alternatively, collette.tsiperau@aol.com. You can also call the PNGRGC number: 675 321 1044/45 ext. 601.

Form of Appointment of Proxy

Should you as a member of the coalition not be able to attend the AGM (and/or any other special meeting), the Form of Appointment of Proxy can be used to appoint a proxy in your stead to vote on your behalf according to your favored preference with respect to a particular resolution. This proxy form is attached in this email. You would fill in your details (full name and postal address of your organization), the name of the incorporated association which is the "PNG Resource Governance Coalition Inc." and the details of the proxy - full name and postal address of their organization and the date of the particular meeting. The preferred resolution can be inserted should you know the resolution being voted at the particular meeting that you will not be attending. Finally at the bottom of the form, is a section for your signature and date.

According to section 36. 2 of the PNGRGC Constitution, no member is allowed to hold more than five proxies.

This means for example, if Wallis Yakam is the representative of CIMC, then she cannot represent as proxy more than five organizations at a meeting and unless a proxy is a member of the coalition, having paid all monies payable by a member, they cannot vote at any general or special meeting of the coalition (see section 36.4 highlighted on the second page of proxy form for additional information). Proxy forms must be delivered to the Interim National CSO Coordinator (acting in the absence of a council secretary) on postal address: PNG Resource Governance Coalition Inc., PO Box 1530, Port Moresby 121 or at the PNGRGC office located on the 2nd floor of the IPA Haus, Corner Lawes Road and Munidubu Street, Konedobu, Port Moresby.

However, as the upcoming AGM would be the first one for the PNGRGC, it is **strongly recommended by the sub working group against using proxies for this AGM. It is provided herein and explained as keeping with formalities in informing intending members of the coalition the different forms to be used for AGMs and special meetings.** The sub working group recommends that once a permanent council is in place, they consider reviewing the appointment of proxy form and its provisions in the constitution.

PNGRGC 2020 Annual General Meeting and General Meeting Agenda forms

Section 28.3 of the PNGRGC Constitution outlines a minimum of six agenda items for PNGRGC AGMs. This is captured in the form titled "PNGRGC 2020 Annual General Meeting" attached in this email. The agendas include 1. Review of Minutes – that would have been from the last preceding AGM or special meeting of the coalition; 2. President's Report - of the activities of the coalition during the last financial year; 3. Elect members of the council; 4. Presentation of Audit – completed financial audited statements of the coalition; 5) Appointment of an Auditor of the coalition and 6. Any Other Business. As this will be the first AGM, other agenda items may not be possible for discussion except agendas 3 – elect of council members and 5 – appointment of an auditor of the coalition. However, this form is presented and described for completeness and in keeping with formalities to serve as an accompanying document of notice. Additional to the described form is the General Meeting Agenda Form on the second page of the document. This form was developed in accordance with section 31.4 of the PNGRGC Constitution whereby it states, "a member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include in that business in the next notice calling a general meeting given after receipt of the notice from the member". Such agenda items in the AGM would be discussed in agenda 6 – Any Other Business.

The General Meeting Agenda Form requires the name of the person proposing an agenda, the name of their organization and in the business box, the name of the agenda item, for e.g., World Bank Funding. In the background box, a background summary of the agenda item should be presented and a list of supplementary documents attached for the agenda item, for e.g., World Bank Grant Proposal. In the motion box, the motion being proposed would be written that would be a 'for' or 'against' motion. Below this, the signature and date of the member proposing the agenda item must be filled in. Although it is specified in the constitution of this action, no time limit is offered under the constitution for this. Again it is **strongly advised by the sub working**

group against using this General Meeting Agenda Form for this upcoming AGM as it may increase the chances of noncompliance at this stage with respect to the PNGRGC Constitution and the Associations Incorporations Act. This form is presented and described for completeness and in keeping with formalities to serve as an accompanying document of notice. The sub working group recommends that once a permanent council is in place to review this form and its provisions in the constitution.

Procedure for AGM

At the AGM, no item of business can be transacted without a quorum of financial members, i.e., members who have paid all monies payable to the coalition, which at this stage refers to the membership fee. Section 29.1 and 32.2 state a quorum to be one third of the total members of the coalition present at the AGM. Any question arising at the AGM will be determined by the show of hands, unless before or on the declaration of hands, a poll is demanded. A poll may be demanded by the chairperson or by not less than 75% of the members present or by a proxy at the meeting. The PNGRGC Constitution in section 35.3 permits a poll to be taken immediately for the election of the chairperson of the general meeting. This would be one of the first actions at the upcoming AGM after the determination of a quorum, as section 33.2 calls for the election of a member to preside as chairperson of the annual general meeting in the absence of a president and vice president. A member has only one vote per question arising. As mentioned elsewhere in this document, no member can hold more than five proxies. In the case of an equality of votes on a question at the AGM, the chairperson of the meeting is entitled to exercise a second or casting vote. No resolution of the coalition can be made via postal ballot or electronic mail. This must be made by physical presence at the AGM.

In the case of adjournments of an AGM, only if within half an hour of the appointed time of commencement of the AGM that a quorum is not present, shall the meeting be dissolved and stand adjourned to the same day and at the same time of the adjournment by the chairperson, as quoted in section 32.3. It is **strongly recommended that such a scenario not happen at the upcoming AGM as any adjournment shall result in the lapsing of the period by which the first AGM should be held for the PNGRGC and violate the PNGRGC Constitution and the Associations Incorporations Act**, by which the PNGRGC has been incorporated under at the Investment Promotion Authority. More information about the procedure for the AGM can be viewed in sections 27 – 29, 31 – 38 of the PNGRGC Constitution which can be provided by the PNGRGC office upon your request on email Collette.Tsiperau@cimcpng.org, alternately collette.tsiperau@aol.com or downloaded online from the Investment Promotion Authority Online Portal.

We hope this brief gives you a good understanding of the forms, general processes and constitutional requirements to prepare you for the upcoming AGM on 30th June 2020. Should you have any further queries regarding the forms and processes, contact the Interim National CSO Coordinator at email: Collette.Tsiperau@cimcpng.org and/or collette.tsiperau@aol.com or Ph.: 321 1044/45 ext. 601.

Sincerely,

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Collette Tsiperau (Ms.), on behalf of the Sub Working Group.
Interim National CSO Coordinator, PNGRGC