

2018

CONSTITUTION & BYLAWS OF THE IGPNG (INSTITUTE OF GEOSCIENTISTS IN PAPUA NEW GUINEA)



**INSTITUTE OF GEOSCIENTISTS
PAPUA NEW GUINEA**

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IGPNG

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RULES

PART 1 – PRELIMINARY

1. NAME

This Association is to be known as the INSTITUTE OF GEOSCIENTISTS IN PAPUA NEW GUINEA, or in short, IGPNG. This name is used in the application to incorporate the association and approved by the Registrar of Companies.

2. OBJECTS AND PURPOSES

The objects and purposes of the Association are:

- (a) To facilitate the development of the geosciences profession with specific emphasis on its relation to the exploration for and production of minerals, petroleum and natural gas. Secondary related objectives include encouraging the adoption of improved methods of exploration and exploitation; the dissemination of pertinent geoscientific and technological data; and the maintenance of a high standard of professional conduct on the part of its members; and
- (b) to apply the profits (if any) or any other income in promoting its objects; and
- (c) to prohibit the payment of any dividend or payment in the nature of a dividend to its members; and
- (d) to do all such things as are incidental or conducive to the attainment of the objects or any of them.

3. INTERPRETATION

3.1 In these Rules, except in so far as the context or subject-matter otherwise indicates or requires:

"association" means INSTITUTE OF GEOSCIENTISTS IN PAPUA NEW GUINEA – IGPNG -as incorporated under the Act referred to in Rule 1.

"ordinary member" means a member of the committee who is not an office-bearer of the Association as referred to in Rule 15.2.

"secretary" means:

- (a) the person holding office under the Rules as a secretary of the Association; or
- (b) where no such person holds that office, the public officer of the Association.

"special general meeting" means a general meeting of the Association other than an annual general meeting.

"the Act" means the Associations Incorporation Act (Chapter No. 142).

"the Regulation" means the Associations Incorporation Regulation made under the Act.

3.2 The provisions of the Interpretation Act apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

PART 2 - MEMBERSHIP

4. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member of the Association if the person is a natural person or corporation who:

- (a) has been nominated for membership of the Association as provided by Rule 5; and

(b) has been approved for membership of the Association by the committee of the Association.

5. NOMINATION FOR MEMBERSHIP

5.1 The By-Laws list the membership types. A nomination of a person for membership of the Association:

(a) shall be made in writing by a member of the Association and seconded by a member of the association in the form set out in Appendix 1 to these Rules; and

(b) shall be lodged with the secretary of the Association.

5.2 As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the committee which shall determine whether to approve or to reject the nomination.

5.3 Where the committee determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of one month after receipt by the nominee of the notification the sum payable under these Rules by a member as entrance fee and annual subscription.

5.4 The secretary shall, on payment by the nominee of the amounts referred to in Clause 5.3 within the period referred to in that clause, enter the nominee's name in the register of members and upon the name being so entered, the nominee becomes a member of the Association.

6. CESSATION OF MEMBERSHIP

A person ceases to be a member of the Association if the person:

(a) dies;

(b) resigns that membership;

(c) is expelled from the Association, or

(d) refuses to renew annual membership subscriptions.

7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Association:

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates upon cessation of the person's membership.

8. RESIGNATION OF MEMBERSHIP

- 8.1 A member of the Association is not entitled to resign that membership except in accordance with this Rule.
- 8.2 A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and upon the expiration of the period of notice, the member ceases to be a member.
- 8.3 A member of the Association who has not paid all fees and subscriptions due under Rule 10.2 by the date specified in Rule 10.2(a) is deemed to have resigned one month after the date specified in Rule 10.2(a).
- 8.4 Where a member of the Association ceases to be a member pursuant to Clause 8.2 or 8.3, and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

9. REGISTER OF MEMBERS

- 9.1 The public officer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- 9.2 The register of members shall be kept at the principal place of administration of the Association and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.

10. FEES AND SUBSCRIPTIONS

- 10.1 A member of the Association shall, upon admission to membership, pay to the Association a fee determined by the Committee or, where some other amount is determined from time to time by the committee, that other amount.
- 10.2 In addition to any amount payable by the member under Clause 10.1, a member of the Association shall pay to the Association an annual membership fee determined by the committee or, where some other amount is determined from time to time by the committee, that other amount:
- (a) except as provided by paragraph (b) before 1 March in each calendar year; or
- (b) where the member becomes a member on or after 1 March in any calendar year, upon becoming a member and before 1 March in each succeeding calendar year.

11. MEMBERS' LIABILITIES

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 10.

12. DISCIPLINING OF MEMBERS

12.1 Where the committee is of the opinion that a member of the Association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
- (b) has persistently and willfully acted in a manner prejudicial to the interests of the Association, the committee may, by resolution:
- (c) expel the member from the Association; or
- (d) suspend the member from membership of the Association for a specified period.

12.2 A resolution of the committee under Clause 12.1 is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than one month after service on the member of a notice under Clause 12.3, confirms the resolution in accordance with this Rule.

12.3 Where the committee passes a resolution under Clause 12.1, the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:

- (a) setting out the resolution of the committee and the grounds on which it is based;
- (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than one month after service of the notice;
- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.

12.4 At a meeting of the committee held as referred to in Clause 12.3, the committee shall:

- (a) give to the member an opportunity to make oral representations;

(b) give due consideration to any written representations submitted to the committee by the member at or prior to that meeting; and

(c) by resolution determine whether to confirm or to revoke the resolution.

12.5 Where the committee confirms a resolution under Clause 12.4, the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 13.

12.6 A resolution confirmed by the committee under Clause 12.4 does not take effect:

(a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or

(b) where, within that period, the member exercises the right of appeal unless and until the Association confirms the resolution pursuant to Rule 13.4.

13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

13.1 A member may appeal to the Association in general meeting against a resolution of the committee which is confirmed under Rule 12.4 within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.

13.2 Upon receipt of a notice from a member under Clause 13.1, the secretary shall notify the committee which shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.

13.3 At a general meeting of the Association convened under Clause 13.2:

(a) no business other than the question of the appeal shall be transacted;

(b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing or both; and

(c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

13.4 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 - THE COMMITTEE

14. POWERS, ETC OF THE COMMITTEE

The committee shall be called the BOARD OF DIRECTORS of the Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in general meeting:

(a) shall control and manage the affairs of the Association;

- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

15. CONSTITUTION AND MEMBERSHIP

15.1 The committee shall consist of:

- (a) the office-bearers of the Association; and
- (b) six ordinary members, each of whom shall be elected at the annual general meeting of the Association pursuant to Rule 16.

15.2 The office-bearers of the Association shall be:

- (a) the president;
- (b) the vice-president;
- (c) the treasurer; and
- (d) the secretary.

15.3 Each member of the committee shall, subject to these Rules, hold office until the conclusion of the annual general meeting in the subsequent year following the date of the member's election, out is eligible for re- election.

15.4 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

16. ELECTION OF MEMBERS

16.1 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the committee:

- (a) shall be made in writing, signed by 2 members of the Association 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 the Association 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.

- 16.2 If insufficient nominations are received to fill all vacancies on the 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.
- 16.3 If insufficient further nominations are received, any vacant positions remaining on the committee after the conclusion of the annual general meeting shall be deemed to be casual vacancies.
- 16.4 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.
- 16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 16.6 The ballot for the election of office-bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- 16.7 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

17. SECRETARY

- 17.1 The secretary of the Association shall, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address.
- 17.2 It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the committee;
 - (b) the names of members of the committee present at a committee meeting or a general meeting; and
 - (c) all proceedings at committee meetings and general meetings.
- 17.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18. TREASURER

It is the duty of the treasurer of the Association to ensure that:

- (a) all money due to the Association is collected and received and that all payments authorized by the Association are made; and
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

19. CASUAL VACANCIES

For the purposes of these Rules, a casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies;
- (b) ceases to be a member of the Association;
- (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 removed from office under Rule 20;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

20. REMOVAL OF MEMBER

- 20.1 The Association in a general meeting may by resolution remove any member of the committee from office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 20.2 Where a member of the committee to whom a proposed resolution referred to in Clause 20.1 relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the president may send a copy of the representations to each member of the Association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. MEETING AND QUORUM

- 21.1 The committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- 21.2 Additional meetings of the committee may be convened by the president or by any member of the committee.
- 21.3 Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 3 days (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.

- 21.4 Notice of a meeting given under Clause 21.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 21.5 Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 21.6 No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 21.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 21.8 At a meeting of the committee:
- (a) the president or, in the president's absence, the vice-president shall preside; or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee, as may be chosen by the members present at the meeting, shall preside.

22. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 22.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- 22.2 A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 22.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 22.4 Notwithstanding any delegation under this Rule, the committee may continue to exercise any function delegated.
- 22.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the committee.
- 22.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- 22.7 A sub-committee may meet and adjourn as it thinks proper.

23. VOTING AND DECISIONS

- 23.1 Questions arising at a meeting of the committee or of any sub- committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub- committee present at the meeting.
- 23.2 Each member present at a meeting of the committee or of any sub- committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 23.3 Subject to Rule 21.5, the committee may act notwithstanding any vacancy on the committee.
- 23.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 4 - GENERAL MEETINGS

24. HOLDING OF ANNUAL GENERAL MEETINGS

- 24.1 With the exception of the first annual general meeting of the Association, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- 24.2 The Association shall hold its first annual general meeting:
 - (a) within the period of 18 months after its incorporation under the Act; and
 - (b) within the period of 6 months after the expiration of the first complete financial year of the Association.

25. CALLING OF AND BUSINESS AT ANNUAL GENERAL MEETINGS

- 25.1 The annual general meeting of the Association shall, subject to the Act and to Rule 24, be convened on such date and at such place and time as the committee thinks fit.
- 25.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports upon the activities of the Association during the last preceding financial year;

- (c) to elect office-bearers of the Association and ordinary members of the committee;
- (d) to receive and consider the completed accounts of the Association; and
- (e) to appoint an auditor of the Association.

25.3 An annual general meeting shall be specified as such in the notice convening it.

26. CALLING OF SPECIAL GENERAL MEETINGS

26.1 The committee may, whenever it thinks fit, convene a special general meeting of the Association.

26.2 The committee shall, on the requisition in writing of not less than 5% of the total number of members, convene a special general meeting of the Association.

26.3 A requisition of members for a special general meeting:

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the members making the requisitions;
- (c) shall be lodged with the secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

26.4 If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who make the requisition may convene a special general meeting to be held not later than 3 months after that date.

26.5 A special general meeting convened by a member or members as referred to in Clause 26.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

27. NOTICE

27.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

27.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in

Clause 27.1 specifying, in addition to the matter required under Clause 27.1, the intention to propose the resolution as a special resolution.

- 27.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 25.2.
- 27.4 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 that business in the next notice calling a general meeting given after receipt of the notice from the member.

28. PROCEDURE

- 28.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- 28.2 Five members present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 28.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 28.4 If at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

29. PRESIDING MEMBER

- 29.1 The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the Association.
- 29.2 If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

30. ADJOURNMENT

- 30.1 The chairperson of a general meeting at which a quorum is present may, within the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 30.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 30.3 Except as provided in Clauses 30.1 and 30.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. MAKING OF DECISIONS

- 31.1 A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 31.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- 31.3 Where a poll is demanded at a general meeting, the poll shall be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

32. SPECIAL RESOLUTION

A resolution of the Association is a special resolution if it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

33. VOTING

- 33.1 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 33.2 All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- 33.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 33.4 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

34. APPOINTMENT OF PROXIES

- 34.1 Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 34.2 The notice appointing the proxy shall be in the form set out in Appendix 2 to these Rules.

35. RESOLUTIONS

A resolution of the Association may not be made by postal ballot but must be made at a meeting of the Association.

PART 5 – MISCELLANEOUS

36. SOURCE OF FUNDS

- 36.1 The funds of the Association shall be derived from membership and entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other sources as the committee determines.
- 36.2 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.
- 36.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

37. MANAGEMENT OF FUNDS

- 37.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the committee determines.
- 37.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the Association, being members or employees authorized to do so by the committee.

38. ALTERATION OF OBJECTS AND PURPOSES AND RULES

The objects and purposes of the association (other than those stated at Rule 2(b) and 2(c)) and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

39. AUDIT AND ACCOUNTS

The financial affairs of the Association 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) mstate 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.

40. COMMON SEAL

- 40.1 The common seal of the Association shall be kept in the custody of the public officer.
- 40.2 The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.
- 40.3 The common seal of the Association shall;
 - (a) bear the name of the Association in full;
 - (b) shall state that it is the common seal; and
 - (c) subject to the Act, be in a form, size and shape as approved by the committee from time to time.

41. CUSTODY OF BOOKS, ETC

Except as otherwise provided by these Rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

42. INSPECTION OF BOOKS, ETC

The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour on a business day.

43. SERVICE OF NOTICES

43.1 For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

43.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

APPENDIX I

(Rule 5.1)

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

[Name of Association] Inc. (incorporated under the Associations Incorporation Act)

(full name of applicant)

of

(address)

(occupation)

hereby apply to become a member of the above named incorporated Association. In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

(Signature of Applicant)

Date:

I,, a member of the Association,

(full name)

nominate the applicant, who is personally known to me, for membership of the Association.

(Signature of Proposer)

Date:

I, a member of the Association,

(full name)

second the nomination of the applicant, who is personally known to me, for membership of the Association.

(Signature of Seconder)

Date:

APPENDIX 2

(Rule 34.2)

FORM OF APPOINTMENT OF PROXY

I,.....

(full name)

of

(ad dress)

being a member of

(name of incorporated Association)

hereby appoint

(full name of proxy)

of

(address)

being a member of that Association, as my proxy to vote for me on my behalf at the annual general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the day of 20..... and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution (insert details).

* To be inserted if desired.

Signature of member appointing proxy

Date:

NOTE: A proxy vote may not be given to a person who is not a member of the Association.

BY-LAWS OF THE INSTITUTE OF GEOSCIENTISTS IN PAPUA NEW GUINEA - IGPNG

ARTICLE I: MEMBERSHIP

SECTION A: Membership

Membership in this Institute shall consist of the following classifications:

- (1) Active
- (2) Permanent Active
- (3) Emeritus
- (4) Honorary Life
- (5) Student
- (6) Associate
- (7) Permanent Associate

SECTION B: Definition of the term "Voting Member"

The term "Voting Member" shall refer only to Active, Permanent Active, Emeritus, and Honorary Life members. Only Voting Members may hold office and vote. All other rights and privileges of membership in the Institute shall be common to all classifications.

SECTION C: Active

Any person who possesses a degree in geology or geophysics from an accredited college or university and is involved in hydrocarbon and mineral exploration and exploitation, environmental geoscience, geoscience and geo-technical services, or geoscience education shall qualify for active membership in the Institute of Geoscientists in Papua New Guinea. The collegiate or university requirements may be waived by unanimous action of the Executive Committee in special cases where the applicant's standing in the profession is well recognized and the applicant has made significant contributions to the geoscience profession.

SECTION D: Permanent Active

Active members who have achieved lifetime paid-up status (see ARTICLE V) shall be designated Permanent Active members.

SECTION E: Emeritus

Persons who have been Active members of the Institute of Geoscientists in Papua New Guinea for ten consecutive years immediately prior to attaining either the age of sixty-five or full disability shall have the right to become Emeritus members.

SECTION F: Honorary Life

Honorary Life Membership may be awarded at the discretion of the Board of Directors to any Active, Permanent Active, or Emeritus member who has made outstanding contributions to the profession, or to the Institute, or toward the development of the mining & petroleum industry in Papua New Guinea.

SECTION G: Student

Persons enrolled as full-time students majoring in Geology or Geophysics at accredited colleges or universities shall qualify for Student Membership in the Institute of Geoscientists in Papua New Guinea.

SECTION H: Associate

Any person engaged in activities related to hydrocarbon and mineral exploration and exploitation, environmental geoscience, geoscience and geo-technical services, or geoscience education who does not possess the requirements for Active Membership, may apply for Associate Membership in the Institute of Geoscientists in Papua New Guinea.

SECTION I: Permanent Associate

Associates who have achieved lifetime paid-up status (see ARTICLE V) shall be designated Permanent Associate Members.

SECTION J: Election to Membership

Every candidate for admission into the Institute shall submit a completed application form. It shall be the responsibility of the Executive Committee after review of the application form to approve or not approve each candidate. The Executive Committee or its designee shall notify each candidate of the decision.

SECTION K: Resignation

Any member of whatever classification may resign at any time from the Institute. This notification shall be in writing and the Board of Directors shall accept it.

SECTION L: Loss of Membership Rights

1. Any member of whatever classification who resigns or is expelled for ethical reasons may be reinstated by unanimous vote of the Board of Directors upon fulfilment of such requirements as may be established by the Board of Directors.
2. Any member of whatever classification who forfeits membership by non-payment of dues may be reinstated by payment of dues owed. Reinstatement requires approval of the Executive Committee.

SECTION M: Members

Non-members are welcome at Institute functions upon payment of fees set by the Board of Directors. For size-limited events, members shall have first priority.

ARTICLE II: ELECTION OF OFFICERS AND DIRECTORS

SECTION A: Ballot

An election by secret written ballot for Vice-President, Secretary, Treasurer, President-Elect, Editor-Elect, and one Director shall be held each year in accordance with the following procedures.

SECTION B: Nomination of Officers and Directors

Each year the President shall appoint a Nominating Committee composed of three or more qualified Voting Members. No member of the then current Board of Directors shall serve on this committee. This committee shall submit a candidate or candidates for each position at the IGPNG regular meeting in March. At the IGPNG regular meeting in April, the candidates selected by the Nominating Committee shall be placed in nomination. The voting members at this meeting shall have the opportunity to make additional nominations from the floor.

SECTION C: Voting Procedure

The Ballot Committee shall prepare a suitable ballot to be mailed by May 1st to all voting members. An attached explanatory notice shall state that ballots not accompanied by the remittance of the annual dues shall be disqualified. Only those ballots returned to the Institute before June 1st shall be counted. The Ballot Committee shall count the ballots after verifying the legality of each ballot and shall advise the President of the election results in advance of IGPNG regular June meeting. A plurality of all votes cast for an office is necessary for election. In case of a tie vote, the Board of Directors shall cast one additional deciding vote. The newly elected officers shall initiate the performance of their duties as of the close of the IGPNG regular June Board of Directors meeting.

SECTION D: Special Elections

Special elections shall be called by the Board of Directors in conjunction with IGPNG regularly scheduled meetings to fill a permanent vacancy in the position of President-elect, or to fill simultaneously developing permanent vacancies in the positions of President and Vice-President. Nominations from Voting Members shall be by mail ballot with a simple majority being sufficient for elections. The Vice-President automatically shall assume the office of President in the event of a permanent vacancy in that position. Permanent vacancies in the positions of Vice-President, Secretary, Treasurer, Editor-elect, or Director shall be filled by appointment by the Board of Directors unless circumstances warrant calling a special election.

ARTICLE III: MEETINGS

SECTION A

IGPNG shall endeavour to hold one regular meeting each month. Special meetings may be held at any time deemed advisable by the Board of Directors. The presence of twenty (20) Voting Members shall be sufficient to establish a quorum. All business matters requiring a favourable vote by the membership, other than amending the Constitution, can be approved by a simple majority of a legal quorum.

SECTION B

The succession in IGPNG in case of temporary absence of President shall be Vice-President, Secretary, Treasurer, Editor, and President-Elect.

ARTICLE IV: COMMITTEES AND COUNCILS

Committees are established to carry out the necessary business of the Institute and to fulfil the objectives as stated in Article I of the Constitution. Councils are established to promote the exchange of ideas, resolve problems, and coordinate the efforts of all committees. The President shall appoint committee

chairmen and assign Directors to chair the councils as described below. The first term Director shall chair one council and the other Directors shall each chair two councils. Commencing in 2019, and every third year thereafter, the first-term Director shall also be the agent of service processing for IGPNG. The councils shall meet annually and report to the Board of Directors via their respective Director.

SECTION A: Activities Council

1. Entertainment Committee:

This committee shall be responsible for all social functions of the Institute including selecting, with the approval of the Board of Directors, the times and places of such events. It shall coordinate functions with those of other committees and other societies to avoid conflicts. The President-Elect or his appointee shall be the chairman of this committee.

2. Program Committee:

This committee shall arrange for the speakers at IGPNG regular monthly meetings. It shall be responsible for making arrangements with the hosting establishment. It shall arrange for any audio and visual equipment required by the speaker. The Vice-President shall be the chairman of this committee.

3. Best Paper Committee:

This committee shall secure judges for the monthly meeting presentations. It shall provide these judges with forms on which to evaluate the speaker's presentation. On the basis of these evaluations it shall select the best paper of the year, have the Awards Committee prepare an award, and present the award to the winner at the earliest possible IGPNG luncheon meeting of the subsequent year.

4. Sponsorship Committee:

This committee shall secure funding from sponsors to help finance the various activities of the Institute. This committee will also insure that the sponsors are thanked and adequately recognized for their generosity.

5. NGoPNG (New Geoscientists of PNG) Committee:

This committee shall be responsible for providing activities and a support network for the members of the Institute that have less than 10 years of industry experience or are under 40 years of age. This committee will seek to engage the New Geologists of Papua New Guinea in the operations, committees and activities of the Institute of Geoscientists in Papua New Guinea.

SECTION B: Business Council

1. Other Institute Member Delegates Committee:

This committee shall be composed of IGPNG members who have been elected to other similar organisations to their House of Delegates. The Chairman of this committee shall coordinate the votes of the IGPNG Delegates to reflect the position of the Institute's members.

2. Awards Committee:

This committee shall be responsible for obtaining all certificates, plaques, trophies, etc., as instructed by the Board of Directors. It shall be responsible for securing judges for science fairs. It may make recommendations to the Board of Directors for the presentation of any awards it deems appropriate.

3. Ballot Committee:

This committee shall be composed of three Voting Members and be chaired by the Treasurer. It shall supervise the election of officers as set forth in ARTICLE II, Sections C & D of the Bylaws and with amendments to the Bylaws as set forth in ARTICLE VIII, Section C of the Bylaws.

4. Employment Counselling Committee:

This committee shall endeavour to assist Institute members with employment counselling and job opportunities within the geoscience field (geology, geophysics, engineering geology/geotechniques, geohazards, etc). It shall keep an active file of resumes from Institute members who are seeking employment.

5. Audit Committee:

This committee shall consist of the President, the President-Elect, the Treasurer and the immediate Past-Treasurer. The President shall be chairman of this committee and call regularly scheduled meetings. The immediate Past-Treasurer shall be responsible for conducting yearly audits of the Treasurer's reports and the Institute's books, and submitting to the Board of Directors an annual written report of the findings and recommendations. (e.g., The Treasurer from fiscal year 2019-2020 would audit the books of fiscal year 2020-2021 by the September Board of directors meeting.)

6. Nominating Committee:

This committee, consisting of three or more Voting Members appointed by the President, shall prepare a slate of officers in accordance with ARTICLE II, Section B of the Bylaws. It shall also submit to the Board a list of candidates for other similar Institute delegates and candidates for special annual awards given by IGPNG, or other similar societies.

7. Publications Sales Committee:

This committee shall supervise the sale of all publications prepared by the Institute. It shall cooperate closely with the Technical Projects Committee and the IGPNG office secretary. An inventory of publications shall be prepared as soon as practicable after the end of the fiscal year.

8. Technical Projects Committee:

This committee shall be responsible for all technical projects undertaken by the Institute, including new publications. The committee shall keep abreast of technology which could prove useful to the membership, and it shall impart this knowledge to the Institute.

9. Office Operations Committee:

This committee shall supervise the operations of the IGPNG office and ensure that the office is run in an efficient, productive, and economic manner. It will bring recommendations to the Board for any changes to the office or the office operations, and for the acquisition of any office equipment. It shall help with the selection of office equipment and computer software. The committee shall consist of the President, Treasurer, President-Elect, and the immediate Past-President. The immediate Past-President will be the chairman for this committee.

10. Finance and Investment Committee:

- A. This committee shall consist of the President, President-Elect, Treasurer and one appointee from the active IGPNG membership. The appointee shall serve a one-year term and be selected by the President. The Chairman shall be elected by the committee. This committee shall be responsible for monitoring investments within the Operations, Publications and FOIO (Friends of IGPNG Office) Fund accounts. The committee shall thoroughly research and then make specific investment recommendations to the IGPNG Board of Directors. The Board shall have final responsibility for the investment of the funds of the Institute.
- B. The FOIO Fund shall be comprised of contributions collected for the express purpose of defraying expenses incurred in maintaining the IGPNG Office. The investment income from this fund will be transferred to the IGPNG operating account at the end of each fiscal year to help defray expenses incurred in maintaining the IGPNG Office.
- C. IGPNG shall maintain a Checking account for regular business transactions.

SECTION C: Community Relations Council

1. Student Chapter Committee (to other societies):

This committee shall act as liaison between those chapters and the IGPNG Board of Directors.

2. School Outreach Committee:

This committee shall be responsible for promoting interest in geology/geoscience and disseminating information about geology and related sciences particularly to primary and secondary schools, colleges,

universities and community groups. It also shall provide geological publications for the public libraries in Papua New Guinea and neighbour countries.

3. External Affairs Committee:

This committee shall be responsible for monitoring external information sources which might have an impact on the geoscience profession or on any issue which IGPNG may wish to take a position. This committee shall keep the Board of Directors advised of any attempts to pass a bill requiring registration of geoscientists in Papua New Guinea or in adjacent countries which may affect the membership. It shall bring issues to the attention of the IGPNG Board. The committee shall be responsible for preparing and distributing public statements on behalf of IGPNG after receiving approval of the Board. This committee shall inform both the news media and other professional organizations of IGPNG monthly meetings and all other IGPNG activities as appropriate.

4. Scouting Committee:

This committee shall promote and support the Scouting movement and assist in all matters pertaining to geology, including organised merit-based programs.

SECTION D: Education Council

1. Continuing Education Committee:

This committee shall be responsible for presenting all technical programs except those at the regular monthly or special Institute meetings. It shall select topics and speakers and arrange for necessary meeting accommodations, and prepare a publication appropriate to the subject of the program. It shall conduct at least one program annually.

2. Field Trip Committee:

This committee shall be responsible for all geological field trips organized by the Institute. It shall conduct at least one field trip annually.

3. Non-Technical Education Committee:

This committee shall conduct courses in Geology/Geoscience for non-geoscientists around Papua New Guinea.

4. Environmental Committee:

This committee shall monitor any environmental issues that arise in the country and apprise the Board and the membership of their possible effects. In so doing it shall work closely with the External Affairs Committee. It shall also work closely with the Information, Program, Continuing Education, and Field Trip committees in order to introduce some environmental content into their activities.

SECTION E: Publicity & Records Council

1. Advertising Committee:

This committee shall be responsible for obtaining advertising for the IGPNG LOG, the IGPNG Web Site, and other publications.

2. Directory Committee:

This committee shall be responsible for maintaining accurate directory information on the members of the Institute, and shall make this information available in a printed format to Institute members as requested. This committee shall also be responsible for insuring that basic member information is available on the IGPNG Web Site.

3. Historical Committee:

This committee shall be responsible for keeping current the archives of the Institute and for their proper storage. This would include collecting and placing in a common storage, at the end of each fiscal year, the records of the Institute officers and committees and copies of all IGPNG LOGS. It shall keep current the volume of annual summaries labelled "History of the Institute of Geoscientists in Papua New Guinea". It also should collect and organize old items of interest, such as pictures and Institute records.

4. Membership Committee:

This committee shall seek new members for the Institute. It shall be responsible for notifying members whose dues are past due of their delinquent status. It shall make membership application cards available at all Institute functions. It shall work closely with Directory, IGPNG LOG and other committees to assure accurate and timely membership accounting.

5. IGPNG LOG Committee:

This committee shall be responsible for publishing a quarterly newsletter titled "IGPNG LOG". It shall be chaired by the Editor who shall be responsible for notifying the membership of the dates and nature of all meetings. The Editor-Elect will be the vice chairman of the committee.

6. Photography Committee:

This committee shall assign a photographer to IGPNG meetings and activities as requested by the Board of Directors or by the committee chairmen. This committee will assist the IGPNG LOG Committee and the Historical Committee with photographic needs.

SECTION F: Other Committees:

The Board of Directors shall establish additional committees, revise or combine existing committees, or delete unnecessary committees as it deems necessary for the operation of the Institute.

SECTION G: Appointments and Tenure

The President shall appoint committee chairmen except as provided by the Bylaws. Each chairman is responsible for the committee's composition. Tenure of office is one year.

SECTION H: Committee Reports

Committee chairmen are responsible for keeping an accurate job description for their committees, including current information, critical dates, phone numbers, addresses and contacts that are necessary or helpful in running the committee. It shall include a brief description of past and planned events. If duties are routine, procedures should be outlined clearly. Each committee chairman shall submit an annual report no later than May 1st so that it can be used by the President-Elect in planning the activities for the coming year.

ARTICLE V: DUES

SECTION A

Annual dues payable as of June 1st of each year shall be determined by a two-thirds majority vote of the Board of Directors, except that dues may not be changed more than once annually and may not be increased to a level greater than fifty percent more than the previous year's dues. Dues for Emeritus members and Students shall be half those for Active and Associate members. Both Active members and Associates may, at their own election, achieve lifetime paid-up status by payment of a sum fifteen times annual dues.

SECTION B

Statement of the annual dues shall be mailed to all members except Honorary Life, Permanent Active, and Permanent Associate by May 1st of each year in conjunction with the mailing of ballots for the election of officers.

SECTION C

All classifications of members shall forfeit all privileges of membership in the Institute if dues are not paid by September 1st.

SECTION D

Current dues are two hundred kina (K200.00).

ARTICLE VI: ASSOCIATION WITH OTHER PROFESSIONAL ORGANIZATIONS

SECTION A: Papua New Guinea Geoscience Network

IGPNG shall provide nominees whenever suitable candidates can be identified for positions and for awards as requested by PNGGN.

SECTION B: University of PNG Erath Science Department

IGPNG shall provide nominees whenever suitable candidates can be identified for positions and for awards as requested by UPNG-ESD.

SECTION C: Geoscience Students Association – ESD/UPNG

IGPNG shall provide nominees whenever suitable candidates can be identified for positions and for awards as requested by GSA.

SECTION D: Other professional Bodies

IGPNG shall provide nominees and sign off for affiliations to professional bodies such as AusIMM, AIG, JORC-committee, AAPG, etc. as requested by IGPNG members. IGPNG will not pay affiliation fees, nor any other form of fees, for its members seeking to join such organizations.

ARTICLE VII: PARLIAMENTARY RULES

Robert's Rules of Order, Revised, shall be the parliamentary authority for all matters of procedure adopted not specifically covered by these Bylaws or by special rules of procedure adopted by the Board of Directors.

ARTICLE VIII: AMENDMENTS

SECTION A

Amendments to the Bylaws may be made at a Board of Directors meeting by a two-thirds vote of the Board.

SECTION B

Amendments to the Bylaws may be proposed by a written petition of ten (10) Voting Members submitted to the Board of Directors.

SECTION C

Amendments to the Bylaws may be proposed to the General Membership by a written petition signed by twenty (20) Voting Members. A ballot shall be mailed to all Voting Members. A majority affirmative vote of all ballots returned within thirty days shall be sufficient to amend these Bylaws.

SECTION D

Amendments to the Bylaws shall be announced in the IGPNG LOG and will be published on the IGPNG Web Site (www.igpng.org.pg).

ARTICLES OF INCORPORATION

INSTITUTE OF GEOSCIENTISTS IN PAPUA NEW GUINEA – IGPNG

BE IT KNOWN, that on this 1st day of October, 2018, the undersigned notable party of professional geoscientists, whose signatures are subscribed here, and who declare, in the presence of the undersigned competent witnesses that, availing themselves of the provisions of the PNG Associations Incorporation Act for Non-profit Organizations, do hereby (for tax purposes) organize a non-profit corporation under and in accordance with these Articles of Incorporation as follows:

ARTICLE I

The name of this corporation is INSTITUTE OF GEOSCIENTISTS IN PAPUA NEW GUINEA, or IGPNG in short.

ARTICLE II

This corporation is organized and it shall be operated exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the Internal Revenue Code of 1959 (or the corresponding provisions of any laws or future PNG Internal Revenue Laws), and to individuals in recognition of their scholastic ability, high moral and ethical conduct, and need.

ARTICLE III

The corporation shall enjoy perpetual corporate existence unless sooner dissolved in accordance with law.

ARTICLE IV

The current location of its registered office is at the University of Papua New Guinea campus, Science 3 Building, Earth Science Department

ARTICLE V

The name of its registered agent is Yako Tekopiri, BSc (Geology), MAusIMM, MAIG, MIEPNG.

ARTICLE VI

This corporation shall be a non-profit corporation and shall have no capital stock. It shall be operated and maintained by such endowments and earnings therefrom as the Board of Directors shall determine to be necessary or acceptable for the proper functioning of the corporation. Under no circumstances shall any of the net earnings or assets of the corporation inure or be distributed to the benefit of its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. The corporation shall neither participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from National income tax under the PNG Internal Revenue Act of 1959 (or the corresponding provision of any other laws or future PNG Internal Revenue Laws), or (b) by a corporation, contributions to which are deductible under the Internal Revenue Act of 1959 (or the corresponding provision of any other laws or future PNG Internal Revenue Laws).

ARTICLE VII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner as is set forth in the Bylaws of the Corporation, or to such organization or organizations under the Internal Revenue Act of 1959 (or the corresponding provision of any other laws or future PNG Internal Revenue Laws), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the courts in which the principal office of the corporation is then located, exclusively for such purposes or to such organization, as said court shall determine, which are organized and operated exclusively for such purposes. The members (who may be called "trustees") of this non-stock corporation shall consist of persons determined by Article X hereof. Each member shall have one vote and all members shall have equal rights and privileges, provided, however, in no event shall there be more than one vote per member. Members must be registered members of the Institute of Geoscientists in Papua New Guinea (IGPNG).

ARTICLE VIII

The corporation shall be funded by solicitation and contribution from corporate or private sources.

ARTICLE IX

A member may vote personally and not by proxy.

ARTICLE X

The powers of this corporation shall be exercised by a Board of Directors (which may be called "Board of Trustees") which shall consist of six (6) members in good standing of the corporation to be elected or chosen as follows:

- (a) The Chairman of the Board of Directors shall be the immediate past President of the Institute of Geoscientists in Papua New Guinea, who shall serve as President and Treasurer of the corporation.
- (b) The current President of Institute of Geoscientists in Papua New Guinea shall be a member and shall serve as a Secretary of the corporation.
- (c) There shall be four (4) additional members who shall be elected in the manner provided by the Bylaws of the corporation.

ARTICLE XI

The annual meeting of the voting members of the corporation shall be held on the last Tuesday of the month of May, or in the event that date is a legal holiday, on the first (1st) Tuesday thereafter which is not a legal holiday. It shall be the duty of the President, and upon his or her failure or neglect, then of the Secretary or any officer or member, to mail notices at least ten (10) days prior to this annual meeting to all members entitled to be present. Provided, however, that the Board of Directors may by two-thirds (2/3) vote elect to conduct the business of the association, subject to the Bylaws of the corporation, by mail ballot in lieu of any annual meeting. Provided further, however, that if fifty per cent (50%) or more of the members of the corporation demand in writing, served on the President of the corporation, that an annual meeting be held, then the President shall take such steps as are necessary to hold an annual meeting not more than forty-five (45) days from the date of the receipt of such notice but not sooner than ten (10) days from such receipt of such notice.

ARTICLE XII

The Board of Directors shall have the power to make, amend, and repeal Bylaws to govern this corporation provided they are in accordance with and do not conflict with these Articles. Matters pertaining to capital outlay or to the Bylaws must be approved by a majority vote of the Board of Directors. An amendment altering these Articles may be adopted by two-thirds (2/3) in interest of the voting members, at any annual or special meeting of members the notice of which set forth the proposed amendment or a summary of the change to be made thereby.

ARTICLE XIII

The names of the first Board of Directors are as follows:

Yako Tekopiri (Mr), Harrison Gedikile (Dr), James Wapyer (Mr), Russell Clark Perembo (Prof), John Kulange Banda (Dr), Simon Kawagle (Mr), Jerry Dunga (Mr), Amanda Tavlone (Ms), Joseph O Espi (Dr), Nathaniel Kame (Mr)

ARTICLE XIV

The first officers of this corporation are:

Yako Tekopiri – President; Jerry Dunga – Vice President; Harrison Gedikile – Secretary; and James Wapyer – Treasurer.

The officers and directors of this corporation shall serve until their successors are elected in accordance with the provisions herein.

ARTICLE XV

Limitations of Liability

The Incorporators, officers, and directors of this corporation claim the benefits of the limitation of liability of the provisions of Frauds and Limitations Act 1988 to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in full.

THUS DONE AND PASSED before me, in Papua New Guinea, on the day, month and year first above written, in the presence of the undersigned competent witnesses, residing in Port Moresby, after due reading of the whole.

WITNESSES:

PUBLIC CURATOR:

INCORPORATORS: Yako Tekopiri, Harrison Gedikile, James Wapyer

NOTARY: