



# CORAL TRIANGLE INITIATIVE

ON CORAL REEFS, FISHERIES AND FOOD SECURITY



## NUAKATA, IABAM & PAHILELE (NIP) *Community Managed Marine Areas* ASSOCIATION CONSTITUTION



**June 2013**

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## **Nuakata, labam & Pahilele (NIP) Community Managed Marine Areas Association Constitution**

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## **Nuakata , Iabam & Pahilele (NIP ) Community managed Marine Areas Association Constitution**

### **P R E A M B L E**

We the Marine resources owners of Nuakata, Iabam and Pahilele Islands of Milne bay Province and the other surrounding Islands who are involved in sustainable Management of Marine Resources in and within the waters & reefs of Nuakata, Iabam & Pahilele Islands of Maramatana rural local level government ,Alotau District ,Milne bay Province, here come together with common interests in conserving and sustainable management of our marine resources for our people and our future generation adopt this Constitution under which we form a political mouthpiece for sustainable management of our marine resources, for the purpose of representing, educating, monitoring and advocating on behalf of the marine resources hence to create rural incomes, improve socio-economic welfare for our rural communities and our future generation.

This document will be the only legal and binding document that adopts the 5 National Goals and Directive Principles of our National Constitution [(1) Integral Human Development, (2) Equality & Participation, (3) National Sovereignty & Self Reliance, (4) Natural Resources & Environment, (5) Papua New Guinea Ways] under which they provide the direction on all activities of the **Nuakata, Iabam & Pahilele community marine managed areas ( NIP CMMA )** Association to be conducted and under which the Association is to work, and through which the Association will liaise or consult government agencies, NGOs, donor organizations, and with its members and the signatories of this document, and members of other organizations that share the same concerns, and with members of the public at large.

### **PART ONE: PRELIMINARY**

#### **1. NAME**

The name of the Association shall be the  
 “NUAKATA, IABAM & PAHILELE COMMUNITY MARINE MANAGED AREAS  
 ( NIP CMMA ) Association Inc.”

#### **2. INTERPRETATION.**

2.1 In this Constitution, unless the contrary appears.

- (a) “Affiliates” means non-voting and non-financial individuals, groups and organizations including honorary members who or which, by the nature of their work, objectives and aims are interested in and fully support the Association’s aims and objectives.
- (b) “The Auditor” means the Auditor of the Association appointed for the time being under Clause 2x
- (c) “Association” means the NUAKATA, IABAM & PAHILELE ( COMMUNITY MARINE MANAGED AREAS ( CMMA) ASSOCIATION
- (d) “Board or Executive or Committee” means the Board of Management of the Association provided for under Clause 12 in these Rules unless specified otherwise
- (e) “The Chairperson” means the Chairperson of the Executive Committee
- (f) “Country” means Papua New Guinea
- (g) “General Meeting” means a General Meeting of the members of the Association held in accordance with the rules of this Constitution

“Ordinary Member” means member Of the Association who is not an office-bearer of the Association as referred to in Rule 12.1(e) of this Constitution

“Secretary” means

(i) the person holding office under the Rules of this Constitution as a Secretary of the Association. or

(ii) where no such person holds that office, the Public Officer(s) of the Association

(h) “Special General” Meeting” means a general meeting of the Association other than an annual general meeting

(i) “The Act” means the Associations Incorporation Act (Chapter No. 142)

(j) “The Registration” means the Association Incorporation Regulation made under the Act

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

### 3. OBJECTS AND PURPOSE

3.1 The objects and purposes for which the Association is formed shall be;

- (a) To be the legal body representing the Nuakata, Iabam & Pahilele Communities Marine Managed Areas of Maramatana Rural Local Level Government in Milne Bay Province in providing facilitative services in areas of **Liaison, Negotiation, Information Collection, Research & dissemination**, benefit sharing and the promotion of gender equality as well as transparent and equitable resource exploitation and sustainable development and Management of the Marine resources and safeguard the interests and wellbeing of Marine resource Owners within the Community and Local Marine managed areas
- (b) To provide long Term management of the Nuakata ,Iabam , Pahilele (NIP) Community and Local Marine Managed Areas .
- (c) To promote and encourage equal participation by all Resources Owners in all activities related to achieving the objectives of the organization in Nuakata, Iabam & Pahilele Community and Local Marine Based Areas
- (d) To acquire and disseminate all relevant information that will enable the social, Economic, Cultural, Environment and Political advancement of their Communities
- (e) Enhance networking with partners such as NGO’s , Government Agencies, Churches and other Donor Agencies to enhance the associations Aims & Objectives
- (f) To promote facilitation of Research in to Biological Diversity of Marine Resources Marine Habitat and Wild Life in and around Nuakata, Iabam,& Pahilele Community Marine managed areas and Other Identified locations in the Province and Papua New Guinea for the benefits of the Community.

3.2 The Association will apply the profits (if any) or any other income in promoting its objects.

3.3 The Association shall prohibit the payment of any dividend or any other payments in the nature of a dividend to its members



#### **4. POWERS OF THE ASSOCIATION**

- 4.1 The Association shall have the following powers in promoting its objectives:
- (a) To manage for its members, any individual member and its assets or properties in the promotion of the collective benefits of its members and the Association respectively
  - (b) To promote alternative business development activities through its subsidiary investments in projects and programs that promote sustainable development
  - (c) To appoint financial members to serve its Executive Committee and any other Committee which may be determined from time to time
  - (d) To accept subscriptions, grants, gifts, donations, requests, contribution or devices to be used in pursuing the objectives and purposes of the Association
  - (e) To invest and deal with monies of the Association not immediately required for the purposes of the Association in such manner as may from time to time be determined
  - (f) To open and operate bank accounts
  - (g) To raise or secure the payment of monies in such a manner as the Association Executive Committee may see fit with powers to issue debentures, grant mortgages, charges on any of the property, real of the Association, and to redeem or pay off an existing or future security or debt
  - (h) To appoint, employ, pay, dismiss, expel or discipline any employee or officer or agent, including a member of the Association
  - (i) To acquire, hold, dispose off real property and any other assets in the name of the Association
  - (j) To make rules and by-laws as are necessary and expedient for the promotion of the Association's objectives, subject to the overall power of the annual general meeting to revoke or amend these Rules
  - (k) To affiliate, amalgamate, cooperate or enter into reciprocal arrangements with any other institution, association or organizations having objectives wholly or in part similar
  - (l) Set up a marine conservation information assistance centre to provide a back up support to all its financial members who are involved directly as Community and local marine managed area conservationist.

### **PART TWO: MEMBERSHIP**

#### **5. MEMBERSHIP QUALIFICATION**

- 5.1 A person who is qualified to obtain the membership of the Association shall be recognized as a Marine and any Natural resources owner recognizes by custom or tradition in and within Nuakata, Iabam & Pahilele Community and Local Marine managed areas

#### **6. NOMINATION AND APPOINTMENT FOR MEMBERSHIP**

- 6.1 A nomination of a person to be financial members of the Association shall be

- (a) made in writing in a form set out in a format accepted by the board and seconded by a financial member of the Association, and
- (b) lodged with the Secretary of the Association

6.2 Appointment or nomination of honorary members and Affiliates shall be that

- (a) An honorary member who shall be an Affiliate shall be approved by the Executive Committee and confirmed at an Annual general Meeting of the Association
- (b) An honorary member shall not have any voting rights nor will he/she hold any Board position
- (c) An honorary member shall not pay membership fees to become financial members as they do not have any voting rights nor hold Executive positions

6.3 As soon as practicable after receiving a nomination form for membership, the Secretary shall refer the nomination to the Board, which shall present the names in the next general meeting

6.4 The Secretary shall enter the officially approved list of financial members, Affiliates or honorary appointees in a register and upon the name being so entered, the nominee becomes a member of the Association

6.5 The application and nomination to become members of the Association shall accompany an annual membership fee provided under Rule 7.1 by a member as annual membership fee to be a full member of the Association

6.6 The Secretary shall, on payment of the amounts referred to in Rule 6.5, enter the nominee's name in the members' register, and upon the name being so entered, the nominee becomes a member of the Association.

## **7. MEMBERSHIP FEE(S) AND SUBSCRIPTION(S)**

7.1 A member of the Association shall, upon admission to membership, pay to the Association a fee determined by the Executive Committee or, where some other amount is determined from time to time by the Executive Committee, that other amount

7.2 In addition to any amount payable by the member under Clause 7.1, a member of the Association shall pay to the Association an annual subscription fee determined by the Executive Committee or, where some other amount is determined from time to time by the Executive Committee, that other amount

- (a) except as provided by paragraph 7.2 (b), before 2<sup>nd</sup> March every calendar year, or
- (b) where the member becomes a member on or after 2<sup>nd</sup> March in any calendar year, upon becoming a member and before 2<sup>nd</sup> March in each succeeding calendar year.

## **8. MEMBER'S REGISTER**

8.1 The Public Officers shall maintain a register of members showing the following information of each person who is officially listed as a financial member of the Association

- (a) the name and exact address of each person
- (b) the date on which the person admitted as a member of the Association
- (c) the date and reasons for cessation of membership
- (d) Traditional Ownership of the said marine managed area
- (e) name of the marine resources area and the map of the area

8.2 The members' register shall be kept by the Public Officer at the principal place of administration of the Association and shall be open for inspection, free of charge by any member of the Association upon official approval of the Executive Committee at any time.

8.3 The members register shall not be taken out of the principal place of administration of the Association by the members for unofficial private dealings

## **9. RIGHTS, POWERS AND PRIVILEGES OF MEMBERS**

9.1 A member of the Association shall have the following rights to

- (a) vote in the Annual General Meetings, and
- (b) stand for the Executive positions, and

(c) attend social gatherings officially organized by the Association

9.2 Any ordinary member of the Association shall have the following powers bestowed on him/her to;

- (a) officially request in writing, records and information from the Executive Committee regarding use of Association's finances with detail reasons specifying how the monies were used
- (b) request and have access to minutes of meetings
- (c) know the meeting resolutions passed in meetings, and how and when they were actioned for the benefit of the Association and its members
- (d) report any misappropriation, abuse of powers and fraudulent activities to the police by those in the position of power, and any individual member of the Executive Committee

9.3 A right, privilege or obligation of a member is

- (a) not transferable or transmittable to another person
- (b) terminates upon cessation of his/her membership

## **10. MEMBERSHIP CESSATION**

10.1 An ordinary or honorary membership to the Association shall cease if he or she

- (a) resigns by giving notice in writing to the Secretary
- (b) becomes of unsound mind
- (c) conducts himself/herself in a manner likely to bring the name of the Association into disrepute
- (d) dies

10.2 Any member of the Executive committee, honorary members and Sub-Committees wishing to contest for the National and Local Level Council Elections shall resign from the Association six (6) months prior to the commencement of elections.

## **PART THREE: THE BOARD**

### **11. THE POWERS, ETC OF THE BOARD**



- 11.1 The Board shall be called the Board of Directors of the management of the Association and, subject to the Acts, the Regulation, and these Rules and to any other resolutions passed by the Association in general meeting
- (a) shall control the administration 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 the 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 and as members

## **12. THE CONSTITUTION AND MEMBERSHIP**

- 12.1 The Board of this Association shall include:
- (a) the office-bearers of the Association
  - (b) Two (2) independent directors as ex-officio members from the Local level government, and one position open to be filled by the Conservation International office ,each of whom shall be elected at the Annual General Meeting of the Association pursuant to Rules 21 and 25
- 12.2 The office-bearers of the Association shall be the Six (6) principal officers or Executive Committee and shall consist of
- (a) the President
  - (b) the Deputy President
  - (c) the Treasurer and
  - (d) the Secretary
  - (e) the Public liaison Officer
  - (f) the Public Officer
- 12.3 Each of the Executive Committee positions shall be equally open to women who are qualified as financial members of the Association to contest for during the elections at every AGM.
- 12.4 An office-bearer shall hold office for a term of two (2) year but is eligible for re-election.
- 12.5 The Board shall meet at least four (4) times in each calendar year.
- 12.6 Subject to Rules 13 and 15, all Board members shall hold office until their successors are elected at the conclusion of the annual General Meeting in the subsequent year following the date of the member's election.
- 12.7 In the event of a vacancy occurring in the membership of the Executive Committee or any sub-committees, the Committee may appoint a member of the Association to fill the vacancy before the next Annual General Meeting in each calendar year.

## **13. QUALIFICATION FOR BOARD MEMBERSHIP**

- 13.1 Subject to Rule 5, a member is qualified to hold any Board of Directors position if:-
- (a) he/she is a fully registered financial member of the Association;

- (b) he/she is a person who is matured and well respected among the Nuakata Iabam& Pahilele Community; and
- (c) the six (6) Executive Committee positions (President, Deputy President, Treasurer, Secretary, Public liaison Officer & Public Officer) shall be reserved for only financial members who:
  - i) Marine Resources owner
  - ii) A customary resources owner.

13.2: Subject to Rule 12.1 (c), a person is qualified to hold any Board of Directors position as an Independent Director if he/she is a permanent employee from the Maramatana Rural local level Government any agency nominated to become an independent member of the Association.

#### **14. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE MEMBERS**

14.1 The President shall:

- (a) provide leadership responsibilities for the overall administration of the Association; and
- (b) call and preside over all;
  - i) Annual General Meetings; and
  - ii) Executive Committee Meetings

14.2 The Deputy President shall:

- (a) in the absence of the President will be responsible for the overall administration of the Association; and
  - i) the Annual General Meetings; and
  - ii) the Executive Committee Meetings

14.3 The Secretary shall:

- (a) keep records of minutes of all Annual General Meetings and Executive Committee Meetings;
- (b) read out the minutes of last general meeting or Executive Committee meeting as the case may be to the members who are present at the meeting; and
- (c) subject to the advice of the President notify all members with regard to the venue, time and date of the general meeting or Executive Committee meetings or any special meetings; and
- (d) conduct the correspondence of the Association; and
- (e) keep a similar copy of the official members register as the one kept by the Public Officers; and
- (f) keep minutes of all appointments of office-bearers and ordinary members of Executive Committee; and

- (g) keep minutes of the names of members of the Executive Committee present at the Executive Committee meeting or a general meeting

14.4 The Treasurer shall:

- (a) keep accurate and proper financial records of the monies of the Association including full details of all receipts and expenditure connected with the activities of the Association; and
- (b) collect and deposit all monies rightfully belonging to the Association in the Association's Bank Account; and
- (c) present an audited financial statement of the Association to the Committee for presentation to the Association's Annual General Meeting.

14.5: The Public Officer of this association under:

- (a) **Section 13(3)** May, as provided for by the rules of this association, hold any other nominated or vacant office in the association except the office of the auditor;
- (b) **Section 17(2),(3)** Shall lodge with the Registrar any alterations of rules, objects and purposes, and trusts related to the association;
- (c) **Section 22(3)** Shall sign and lodge with the Registrar any Notice of the passing of a Special Resolution within a period of one month after the passing of the resolution;
- (d) **Section 24(2)** Shall sign and lodge forms of Special Resolution should there be an amalgamation between two associations.

The main function of the Public Officer shall be to ensure that the association fulfills all its requirements with the IPA. The Public Officer also keeps the register of the association members, overlooks the association's transactions, be they business or otherwise and holds custody of the association's accounts and books, according to the provisions contained in this constitution.

14.6: The Public Liaison Officer shall:

- (a) Perform facilitative functions as directed from time to time towards achieving the association's objectives.
- (b) Provide facilitative business functions in the areas of business information & research, marketing, liaison, negotiation, resource procurement for the members and other functions as determined from time to time.

14.7: The Ward/Village Committees who are ordinary members of the Committee shall:

- (a) set up and maintain a members register in each respective village or council ward areas in a similar fashion as the general members register maintained by the Public Officer.

- (b) keep a monthly record for each marine managed area in each village or ward area;
- (c) maintain contact and consultation with other similar organizations.

## **15: ELECTION OF OFFICE BEARERS**

- 15.1 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Executive Committee shall be: -
- (a) made in writing, signed by two (2) financial members of the Association and accompanied by the written consent of the candidate or through signing of the nomination form to be prepared and provided by the board by the candidate; and
  - (b) made on a prescribed nomination form and delivered to the Secretary of the Association not less than 7 days before the date fixed for holding the Annual General Meeting at which the election is to take place.
- 15.2 In the event that an officer resigns before the Annual General Meeting, special meeting may be convened to nominate and elect persons to the vacant positions under rule 15.1 (a) and (b).
- 15.3 If sufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated shall be deemed elected at the conclusion of the Annual General Meeting; and further nominations in respect of the unfilled vacancies shall be received at the Annual General Meeting.
- 15.4 If no further nominations are received pursuant to Clause 15.3, any vacant positions remaining on the Committee after the conclusion of the Annual General Meeting shall be deemed to be casual vacancies.
- 15.5 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.
- 15.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 15.7 The voting system shall be by secret ballot, however, the general meeting may by resolution, adopt any other voting system.
- 15.8 In any general election the nominee with the highest number of votes shall be declared winner.
- 15.9 Members shall only be entitled to vote at a meeting if they are present at the time and venue where the vote is taken.

15.10 In the event of a tie the Chairperson is entitled to a casting vote besides his ordinary vote.

15.11 The procedure for the election of the Committee shall be as follows: -

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- (a) The President shall be the first (1<sup>st</sup>) office-bearer to be elected from the nominations; and
- (b) The Deputy President shall be the second (2<sup>nd</sup>) office-bearer to be elected; and
- (c) The Secretary shall be the third (3<sup>rd</sup>) office-bearer to be elected; and
- (d) The Treasurer shall be the fourth (4<sup>th</sup>) office-bearer to be elected; and
- (e) The Public Liaison Officer shall be the fifth (5<sup>th</sup>) office bearer to be selected and
- (f) The Public Officer is the final office bearer to be appointed and a notice of such appointment has to be lodged at the Office of the Registrar of Companies within 14 days after the incorporation of the association. This is Form 6 in the Regulation.

## **17 CASUAL VACANCIES**

17.1 For the purposes of these Rules, a casual vacancy in the office of a member of the Committee occurs if the members: -

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes insolvent under administration within the meaning of the Insolvency Act;
- (d) resigns office by notice in writing given to the Secretary of the Association;
- (e) is removed from office under Rule 17:
- (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;
- (g) is absent without the consent of the Committee or without reasonable cause failed to attend three (3) consecutive regular monthly meetings of the Executive Committee held during the period of six (6) months;
- (h) resigns to contest the national and Local government elections as under Clause 10.3.

## **18 REMOVAL OF A MEMBER**

18.1 The Association in a general meeting may by resolution remove any member of the Executive Committee from office before the expiration of the member's term of office; and may by resolution in a general meeting, appoint another person to act in the office until the expiration of the term of office of the member so removed.

18.2 The member of the Committee where resolution referred to in Clause 17.1 may make a written representation to the Secretary or the President within a specified period of time and requests that the representations be made known to each member of the association or

- 18.3 if the written representations not so sent the member is entitled to request that the representations be read out at the meeting at which the resolutions is considered.

## **18. MEETINGS AND QUORUM**

- 18.1 The office-bearers shall meet four times in each calendar year at such place and time as the Committee may determine.
- 18.2 Any five (5) members of the Committee or the office-bearers constitute the quorum for the transaction of the business of a meeting of the Committee comprising with any one of the two independent member of the Board.
- 18.3 Additional meetings of the Committee may be convened by the President or by any member of the Committee;
- 18.4 The Secretary shall give written or oral notice of the meetings of the Committee to each member of the Committee pursuant to Clause 23 and Clause 25 of these Rules.
- 18.5 All conduct of the Executive Committee meeting procedures shall be applied as under Rules 20 and 23 of the Constitution.
- 18.6 The President or in his/her absence the Deputy President shall preside as Chairperson at each General Meeting of the Association.
- 18.7 If the President and the Deputy President are absent from a general meeting or unwilling to act, the members present shall elect one of their members by show of hands to preside as chairperson at the meeting.
- 18.8 The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting only once specifying exact venue and date of the next meeting 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.
- 18.9 Where a general meeting is adjourned for fourteen (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.
- 18.10 Except as provided in Rules 18.8 and 18.9, notice of an adjournment of a general meeting or of business to be transacted at an adjourned meeting is not required to be given.
- 18.11 Adjournment of the Annual General Meeting by the Board shall only be made

once after which if the Board or the President fails to convene the meeting within thirty (30) days, independent members of the Board shall intervene to call for the meetings.

## **19. DELEGATION BY EXECUTIVE COMMITTEE TO SUB-COMMITTEE**

- 19.1 The Executive 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
- 19.2 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 duty imposed on the Executive Committee by the Act or by any other law.
- 19.3 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.
- 19.4 A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains not revoked; be exercised from time to time by the sub-committee in accordance with the terms of delegation.
- 19.5 Notwithstanding any delegation under this Rule, the Executive Committee may continue to exercise any function delegated.
- 19.6 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 Executive Committee.
- 19.7 The Executive Committee may by written instrument, revoke wholly or in part any delegation under this Rule.
- 19.8 For the purposes of these Rules and subject to Clause 19.1 (a) and (b), the Executive Committee, shall by written instrument delegate certain functions consistent with the
- 19.9 objectives of this Association to sub Committees which shall represent the Community and Local marine managed areas of Nuakata, Iabam & Pahilele Islands
- 19.10 The Sector Committees shall:
- (a) be appointed and not elected by members during the Annual General Meeting;



(b) not have responsibilities as the Board's responsibilities as required under the Act;

(c) Be appointed depending on the number of Resources areas

(d) The Sector Committee shall be called:

(i) Nuakata, Iabam & Pahilele Community & Local Marine Managed Association Sector Committee

19.11 The Board shall delegate responsibilities to the Sector Committee in accordance with Clauses 19.1 to 19.6

19.12 A sub-committee such as a Sector Committee may have meetings and adjournments pursuant to Rule 24 of this Constitution.

19.13 Subject to Clauses 19.1 – 19.6, the general responsibilities of the Sector Committee shall be: -

- (a) to liaise and consult with the resources owners and the Executive Committee on resources management issues; and
- (b) report issues affecting Marine resources owners to the Executive Committee; and
- (c) Provide follow-up meetings and awareness among resource owners on: -
  - (i) decisions from the Board meetings disseminated to them by the Executive Committee; and
  - (ii) Policy issues from the provincial, district, national Governments conservation international and other similar organizations affecting resources owners; and
- (d) to carry out extra responsibilities when necessary as delegated by the Board from time to time.

## **20. VOTING AND DECISIONS**

20.1 Questions arising at a meeting of the Board or of any Sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.

20.2 Each member present at the meeting of the Board 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 in question, the person presiding may exercise a second or casting vote.

20.3 At a general meeting of the Association, a poll may be demanded by the Chairperson or by not less than five (5) members present in person at the meeting.

20.4 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.

20.5 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 at a general meeting of which not less than

20.6

twenty-one (21) day's written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

20.7 Resolution of the Association shall not be made by postal ballot but must be made in person at a meeting of the Association.

20.8 Subject to Clause 18.2, the Committee may act notwithstanding any vacancy within the Committee.

#### **PART FOUR: MEETINGS**

##### **21. ANNUAL GENERAL MEETING**

21.1 With the exception of the first Annual General Meeting of the Association, every Annual General Meeting shall be held each calendar year at venue decided the executive board that venue, on the 2<sup>nd</sup> of March, on the day and time to be fixed by the Committee.

21.2 The Association shall hold its first (1<sup>st</sup>) Annual General Meeting

- (a) within the period of 18 (eighteen) months after its incorporation under the Act and
- (b) within the period of 6 (six) months after the expiration of the first complete financial year of the Association

21.3 The quorum shall consist of not less than fifty percent (50%) of the total number of registered financial members.

21.4 The business of the Annual General Meeting shall include

- (a) Confirmation of minutes of last meeting and matters arising
- (b) President's report
- (c) Treasurer's report which shall include details of the Association's financial position and the presentation of the Association's annual budget
- (d) The presentation of the Auditor's report including profit and loss, detail expenditures, etc
- (e) The appointment of an Auditor of the Association
- (f) Appointment of Sector Committees
- (g) General Business

21.5 An annual General Meeting shall be specified as such in the notice convening it.

## **22. SPECIAL GENERAL MEETING**

Any ordinary general meeting or additional meetings or the members may be convened by the President or any member of the Board provided fifty percent (50%) of the total number of registered financial members request for it to be held to consider any specified subject

- 22.1 The Board shall call a meeting under Clause 18.1 as soon as possible but in any event, not later than thirty (30) days after the date of receiving the request
- 22.2 A requisition of members for a special general meeting shall
  - (a) state the purpose or purposes of the meeting
  - (b) be signed by the members making the requisition
  - (c) be lodged with the Secretary
- 22.3 Subject to Clause 22.1, the special general meetings shall be held at quarterly intervals
- 22.4 Fifty percent (50%) of financial members shall form a quorum and without which the meeting cannot take place
- 22.5 Proxy shall not be accepted at such meetings of the Association

## **23. BOARD MEETINGS**

- 23.1 The meeting of the Committee shall be held regularly at monthly intervals
- 23.2 Such meetings shall be held on the dates and times officially agreed upon by the Board members at a venue convenient to the members, or such other venues or locations appointed from time to time by the Board
- 23.3 Any five (5) members of the Board shall form a quorum for the meeting to proceed, but without which the meeting should not take place pursuant to Clauses 18.2 and 20.3 of these Rules.
- 23.4 Oral or written notice of a meeting of the Board shall be given by the Secretary to each member of the Board seven (7) days before the time appointed for the holding of the meeting
- 23.5 Notice of a meeting given under Rule 25 shall specify the nature of business to be transacted at the meeting except business, which the Board members present at the meeting unanimously agree to treat as urgent business
- 23.6 No business shall be transacted by the Committee unless a quorum is present and if within thirty (30) minutes of the time appointed for the meeting a quorum is present and if within thirty (30) minutes of the time 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.
- 23.7 If at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the meeting shall be dissolved.

## **24. SUB-SECTOR COMMITTEE MEETINGS**

- 24.1 The Board, on its own discretion, shall when necessary call sub-committee meetings with the appointed members to deal with specific agendas
- 24.2 The Secretary shall cause a minimum of seven (7) days notice of each meeting to be given to the Ward or village Committees to inform and organize the appointed members of the sub-committee or the Sector Committee for the meeting
- 24.3 The President of the Association shall be the Chairperson of all sub-committee and Sector Committee meetings and membership can vary from time to time
- 24.4 The meetings of a sub-committee of the Sector Committees shall be held at quarterly intervals as and when directed by the President
- 24.5
- 24.6 Fifty percent (50%) of the appointed members of a sub-committee or the Sector Committee shall form the quorum, but the meeting can not proceed with less than fifty percent (50%) members present
- 24.7 The decisions, resolutions and recommendations of a sub-committee or the Sector Committee shall be submitted to the Board
- 24.8 Written requests for extra-ordinary meetings by the appointed members of a sub-committee or the Sector Committees shall be signed by two-thirds of appointed members from each ward or village areas and submitted to the Board for approval
- 24.9 The sub-sector Committees through the written request shall notify the Board
- (a) The purpose(s) of such meetings including the main agenda items for discussion, and
  - (b) The specific time, date and venue for the meeting, and
  - (c) Lodge the request through the Secretary that must be signed by two-thirds of appointed members and endorsed by at least two independent Board members.
- 24.10 If the President fails to convene a special meeting of a sub-sector committee within thirty (30) days after the date on which a requisition is made for the meeting
- (a) any one or more of the appointed members of the sub-sector Committee who made the requisition may convene by the Committee and any member who hereby incurs expense is entitled to be reimbursed by the Association for any expenses so incurred, and
  - (b) Any one of the two (2) independent Board members who have endorsed the requisition or any one board member other than them shall provide a neutral environment and step in to Chair the meetings of the sub-committees

## **25. NOTICE OF GENERAL MEETINGS**

- 25.1 General meetings, including the AGM shall be convened after giving not less than fourteen (14) days notice, at such time and in such manner as the Board may from time to time determine. All general meetings, whether AGM or special general meeting, must have written notice specifying
- (a) the purpose (s) of meeting, and

- (b) the type of business to be transacted, and
  - (c) Venue of the meeting, and
  - (d) Date of the meeting, and
  - (e) Time of the meeting
- 25.2 In addition to any other business, which may be transacted at an AGM, the business of an AGM shall be carried out pursuant to Clause 21-4 of these rules
- 25.3 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 fourteen (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
- 25.4 member's address appearing in the members' register, a notice specifying the place, date, and time of the meeting and the nature of business proposed to be transacted at the meeting
- 25.5 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 fourteen (14) days before the date fixed for the holding of the general meeting, cause a notice to be sent to each member in the manner provided under Clause 25.3 specifying, in addition to the matter required under Clause 25.3, the intention to propose the resolution as a special resolution
- 25.6 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 AGM, business which may be transacted pursuant to Clause 25.1
- 25.7 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 the receipt of the notice from the member

## **PART FIVE: MISCELLANEOUS**

### **26. SOURCES AND MANAGEMENT OF FUNDS**

- 26.1 The management and accountability of the Association's financial matters shall be as follows
- (a) The executive Committee shall have the power to control and manage the Association's financial matters
  - (b) The powers of executing the Association's financial matters shall be vested in the Treasurer
  - (c) Any individual financial member of the Association has the right to request and access the audited financial report of the Association from the Executive committee at a general meeting
- 26.2 The Sources from which the funds of the Association are to be made or derived from shall be as follows
- (a) Members' annual membership and subscription fees, and
  - (b) Revenues derived from Association's interest-bearing bank deposits and property investments, and
  - (c) Donations, grants, loans, bequests and subsidies made to the Association from within and outside Papua New Guinea, and
  - (d) Donations from the activities of its business subsidiaries

- 26.2.1 The funds of the Association shall be managed by the Treasurer and all cheques, drafts, bills of exchange and other financial documents for and on behalf of the Association shall be signed by the Treasurer (as the principal signatory), and two other members of the Board as signatories to all bank accounts of the Association
- 26.3 The funds of the Association shall be kept in a bank account with any commercial bank operating in the area or within the country, and the account shall be operated jointly with three (3) signatories, one of who shall be the Treasurer
- 26.4 All bank accounts of the Association shall be open for inspection at the administration premises of the Association by any member of the Association upon giving written notice to the Treasurer specifying valid reasons for inspection

## **27. APPLICATION OF INCOME AND PROPERTY**

- 27.1 The income and property of the Association shall be applied solely towards the promotion of the objectives of the Association and no portion thereof shall be paid or transferred directly or indirectly as dividend, bonus, and profit or otherwise by way of benefit to the office-bearers or employees of the Association
- 27.2 Remunerations may be paid in good faith for
- (a) Out-of-pocket expenses for services rendered to the Association, and
  - (b) Meeting sitting allowances of an amount determined by the committee from time to time

## **28. AUDIT AND ACCOUNTS**

- 28.1 An Auditor shall be appointed at an Annual General Meeting who shall audit the financial affairs of the Association once every calendar year
- 28.2 The term of the appointment of the Auditor shall only be one (1) year and can be extended for another year through a resolution passed by members at the AGM. The Auditor shall not be allowed to extend his services beyond two (2) years after approval was given at the AGM for a second term in office
- 28.3 The Auditor appointed shall be a professional accountant registered under the PNG Society of Accountants or pursuant to the Accountants Act. 1996 (consolidated to No. 16 of 2000) and shall not be a member of the Board or Committee
- 28.4 Auditors may be removed from office (as a result of unprofessional conduct) by resolution of the members of the Association at a general meeting of which notices have to be given in accordance with the Rules of this Constitution
- 28.5 The duty of the Auditors is to check and verify whether the Rules of the Association relating to the management of funds and accounts of the Association are being followed
- 28.6 The Auditor may, at all reasonable time, have access to the accounting and other records of the Association and may require from any employee or member of the Association, such information and explanation as he or she desires necessary for the audit

- 28.7 No employee, Executive Committee or members of the Association shall hinder, obstruct or delay the Auditor in the performance of his or her duties
- 28.8 The Auditor shall report in a general meeting to the members his/her findings as to every balance sheet, profit and loss account, and trading account, and within which shall state clearly
- (a) whether such balance sheet and accounts are properly drawn up or not so as to give a true and fair view of the state of the Association's financial affairs, and
  - (b) whether or not transparent accounting procedures were being followed
- 28.9 In the event of a fraud or a misappropriation occurring if reported by the Auditor, a written criminal report for laying charges against the concerned Executive(s) has to be filed and signed by any four (4) members of the Association and submitted to the police together with the Auditor's Report and any other documents supporting the allegations.
- 28.10 The audited report has to be presented by the Board one month before 2<sup>nd</sup> of March each calendar year during the Annual General Meeting.

## **29. CUSTODY OF BOOKS, PROPERTIES AND ASSETS**

- 29.1 Except as otherwise provided under these Rules, the Treasurer shall keep in his or her custody or under his or her control all records of meeting minutes, books and other documents relating to any financial affairs of the Association during its operations.
- 29.2 Subject to the provisions under these Rules, any premature dissolution of the Association shall cause by resolution of the two-thirds (2/3) majority of the financial members set up a board of trustee made up of financial members to look after any assets, properties and finances of the Association until such time the Association is revived.
- 29.3 Association properties and assets shall not be mortgaged or sold for recovery of personal costs of the Board members or employees of the Association or any other persons and which shall preclude sale of the properties or any assets of the Association to honorary members, affiliates or any ordinary members of the Association.

## **30. COMMON SEAL OF THE ASSOCIATION**

- 30.1 The Association shall have a Common Seal on which it shall bear the full name of the Association with the words "Nuakata,Iabam,Pahilele Community Marine managed Area Association (Inc)" or emblem with a logo as the Executive Committee may ascribe and shall state that
- (a) it is a Common Seal, and
  - (b) subject to the Act, be in a form, size and kept safe as approved by the Committee from time to time
- 30.2 The Common Seal of the Association shall be kept in the custody of the Secretary
- 30.3 The Common Seal shall be affixed to all official documents issued by the Association when requested in the presence of the President and the Secretary, and the affixing of the Common Seal shall be attested by the signatures either of two (2) members of the Executive Committee or one (1) member of the Committee and the Secretary.

## **31. INSPECTION OF RULES**



- 31.1 The Rules of this Constitution shall be open to inspection within the official administration or premises of the Association by any member of the Association after notifying the Secretary of the Association.

### **32. MEMBERS' REGISTRY UPDATE**

- 32.1 The Association shall maintain and update all records of its membership and shall cause to review and update the members register on yearly basis by the sub-sector Committees for miners in each Ward or village
- 32.2 Updated list of members in the members register shall be circulated to all members for verification or confirmation prior to the convening of the Annual General Meeting in each calendar year
- 32.3 The Association shall maintain records of all employees, officials, and Committee members and shall cause to review and update the register on a quarterly basis each year by the Secretary
- 32.4 The members' registry shall be kept in the custody of the Secretary and/or the Public Officer

### **33. ALTERATION OF OBJECTS AND PURPOSES, AND RULES**

- 33.1 No alteration, addition or amendment of these Rules, objects and purposes shall be made unless and until carried by a resolution at any general meeting of the Association, called for such purpose by a majority of one half or fifty percent (50%) of the members present
- 33.2 Notice of any proposed amendment must be given fourteen (14) days before the time and date for convening such meetings

### **34. WINDING UP**

Upon winding up, the members of the Association shall not be held liable for the debts of the Association and in the process of winding up, the following shall apply

- 34.1 The Association shall wound up whenever a special resolution as defined by the Associations Incorporation Act Chapter 42 is passed requiring the Association to wound up voluntarily
- 34.2 Upon winding up of the Association, the assets and funds of the Association, after payment of all debts, expenses and liabilities, shall be given to any organization with similar objectives and purposes to the Association, or where there is no such organization(s), then to such charitable institutions or organizations such as schools, hospitals, and church parishes within the communities of Nuakata, Iabam and Pahilele Islands
- 34.3 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 winding up of the Association is limited to the amount, if any, unpaid by the member in respect to membership of the Association as required under Rule 5 and Rule 6.

**35. INDEMNITY**

- 35.1 Every Board member, Auditor, Sub Committees, and other officers or employees for the time being of the Association shall be indemnified out to the assets of the Association against any liability arising out of the execution or performance of the duties of his office which is incurred by him or her
- 35.2 Every Board member, Auditor, sub Committees, employees of the Association shall not be indemnified out of the assets, properties and funds of the Association in the event that they incurred personal costs and liabilities and cause problems against the Association Rules.

PAPUANEW GUINEA  
Associations Incorporation Act

Reg.,Sec. 2.

Form 1

NOTICE OF INTENTION TO APPLY FOR  
THE INCORPORATION OF AN ASSOCIATION

I, **Nedson Isako** of **P O BOX 950, Alotau Milne bay Province** a person authorized by the committee of the association known as **Nuakata, Iabam Pahilee Community Marine managed Area ( NIP CMMA)** give notice that I intend to apply for the incorporation of the association under the *Associations Incorporation Act*.

The following are the details of the prescribed qualifications for incorporation as specified in Section 2 of the Act:

- (a) The association is **formed** (or is being formed) (or is operating) for the purpose of -
- (a) To be the legal body representing the Nuakata, Iabam & Pahilele Community Marine Managed Areas of Maramatana Rural Local Level Government in Milne Bay Province in providing facilitative services in areas of Liaison, Negotiation, Information collection & dissemination, benefit sharing and the promotion of gender equality as well as transparent and equitable resource exploitation and sustainable development and Management of the Marine resources
  - (b) To safeguard the interests and wellbeing of Marine resource Owners within the Community and Local Marine Managed areas
  - (c) To provide long Term management of the Nuakata, Iabam, Pahilele (NIP) Community and local marine Managed Areas .
  - (d) To promote and encourage equal participation by all Resources Owners in all activities related to achieving the objectives of the organization in Nuakata, Iabam & Pahilele Community and local Marine Based Areas
  - (e) To acquire and disseminate all relevant information that will enable the social, economic, cultural, environment and political advancement of their communities
  - (f) Enhance networking with partners such as NGO's , Government Agencies, Churches and other Donor Agencies to enhance the associations aims & Objectives
  - (g) To promote facilitation of Research in to Biological Diversity of Marine Resources Marine Habitat and Wild Life in and around Nuakata, Iabam, & Pahilele Community Marine managed areas and Other identified locations in the Province and Papua New Guinea for the benefits of the Community.
- (b) That the association will apply its profits (if any) or other income in promoting its objects; and
- (c) That the association will prohibit the payment of any dividend or payment in the nature of a dividend to its members.

Dated 15<sup>th</sup> December 2012

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This Notice has been approved by the Registrar of Companies

Dated...../...../2012.

Registrar of Companies

**NOTE:-** A person may within one month after the publication of this notice, lodge with the Registrar an objection to the incorporation of the proposed association in accordance with Section 4 of the Act.





# CORAL TRIANGLE INITIATIVE

ON CORAL REEFS, FISHERIES AND FOOD SECURITY

