



CONSTITUTION

NAME

1. Name of Association:

The name of the Association is Papua New Guinea Women in Maritime Association (known as PNGWIMA).

DEFINITIONS

2. Definitions: In this Constitution:

“Association”	means the Papua New Guinea Women in Maritime Association (PNGWIMA);
“Executive Committee”	means the Executive Officers elected by the Members of the Association under this Constitution;
“Executive Officer(s)”	includes the President, Deputy President, Secretary, Treasurer and General Executive Committee Member;
“financial member”	means a member of the Association who has paid the annual membership fee for that particular financial year;
“financial year”	means the year commencing 1 st January and finishing 31 st December;
“Maritime Sector”	includes maritime administration, shipping operations, maritime education and training, port operations and management, maritime communications, ship building, boat manufacture and other industries and activities concerned with maritime transport and the safe, secure and efficient operation of the maritime transport sector operating in Papua New Guinea and internationally;
“Member(s)”	means member(s) of the Association;
“PNGWIMA”	means the Papua New Guinea Women in Maritime Association.

PURPOSE

3. The purpose of the Association is to:

- promote awareness of:
- opportunities for; and
- support,

Women in the Maritime Sector

OBJECTIVES

4. The Objectives of the Association are to:

- Promote education, training & career opportunities in the Maritime Sector for Women;
- Promote the awareness, role and status of Women in the Maritime Sector;
- Support Women working in the Maritime Sector and Women wanting to work in the Sector;
- Promote safe work practices in the Maritime Sector;
- Promote safe, responsible, respectful and healthy behaviors by all persons working in the Maritime Sector;
- Provide a forum for Women working in the Maritime Sector;
- Link women working in the Maritime Sector in PNG, the Pacific Region (especially through the Pacific Women in Maritime Association) and internationally;
- Assist and promote the protection of the Marine Environment; and
- Do all things which the Members of the Association believe are needed to further the Purpose and Objects of the Association.

MEMBERSHIP

5. (a) Membership of the Association is open to Women in PNG working in the Maritime Sector and Women in PNG wanting to work in the Sector, who:
- Are accepted by the Association as a member in accordance with this Constitution;
 - Agree to abide by this Constitution;
 - Have paid the annual membership fee; and
 - Agree to promote and respect the Purpose and Objects of the Association.
- (b) Membership ceases if a member resigns in writing addressed to the Secretary, dies, is expelled or has not paid the annual membership fee for 2 consecutive years;
- (c) A member may be expelled only at the Annual General Meeting or a General Meeting where written notice of the matter of the proposed expulsion has been included on the agenda of the meeting and the member whose membership is being considered has been given an opportunity to attend the meeting to hear the reasons for expulsion and an opportunity to speak to the meeting before the matter is voted on;
- (d) The Secretary must maintain a register of members and whether the members are financial. The register must be made available for inspection by any financial member;
- (e) The rights, privileges and obligations of a member terminate upon a member ceasing to be a member and are not capable of being transferred or transmitted to another person.

ANNUAL MEMBERSHIP FEE

6. The annual membership fee is set at the Annual General Meeting (AGM) for the financial year following the AGM. The membership fee is payable by the 1st January and expires on the 31st December each year.

GENERAL MEETINGS

7. Annual General Meeting and other General Meetings:

- (a) Control of the Association is through the Members in the Annual General Meeting and such other General Meetings as the Members or Executive Committee call under this Constitution;
- (b) The Annual General Meeting must be convened by the Executive Committee and held in PNG in February, March or April each year;
- (c) The Annual General Meeting must elect the Executive Officers, confirm the minutes of the last Annual General Meeting and any General Meeting held since then, confirm or reject the membership of any members accepted by the Executive Committee, receive and consider reports from the Executive Committee, set the membership fee for the following financial year and conduct other business as the Members may decide under this Constitution;
- (d) Subject to paragraph (e), the Executive Committee sets the agenda for the Annual General Meeting and General Meetings;
- (e) The Executive Committee must include on the agenda for the Annual General Meeting and any General Meeting any matter which 5 percent of the total financial members may request to be included by signed written request to the Secretary;
- (f) The Executive Committee may convene a General Meeting of the Association as it decides is necessary;
- (g) The Executive Committee must convene a General Meeting of the Association if the Secretary receives a signed written request to do so from 5 percent of the total financial members;
- (h) The Annual General Meeting and other General Meetings must comply with the General Meeting Procedures set out in this Constitution.

8. General Meeting Procedures

- (a) The Secretary must give written notice of the time, place and agenda of the Annual General Meeting and any other General Meeting to all financial members by post, email, fax or in person at least 21 days prior to the date of the meeting;
- (b) No business can be conducted at the Annual General Meeting or a General Meeting unless a quorum is present;
- (c) 10 percent of financial members present constitute a quorum for the Annual General Meeting and a General Meeting;
- (d) No business, other than matters listed on the agenda, can be considered at the Annual General Meeting or a General Meeting unless 60 percent of the financial members at the meeting (present in person or by proxy) agree to add an item of business to the agenda;
- (e) The President of the Association chairs the Annual General Meeting and any General Meeting;
- (f) If the President is unavailable or unwilling to chair a meeting the Deputy President chairs the meeting;
- (g) If the President and Deputy President are unavailable or unwilling to chair a meeting the financial members present must appoint a financial member from their number to chair the meeting;
- (h) Voting at the Annual General Meeting must be given personally or by proxy;
- (i) Financial members have only one vote on each matter being considered;
- (j) Matters are considered agreed to if a majority of votes are in favor of the matter;
- (k) In the case of an equality of votes on a matter the person chairing the meeting has a second or casting vote;
- (l) Each financial member is entitled to appoint another financial member as a proxy by written notice given to the Secretary no later than 24 hours before the meeting in respect of which the proxy is appointed;
- (m) The Secretary must prepare written minutes of each Annual General Meeting and General Meeting and make the minutes available for inspection by each financial member;
- (n) Subject to this Constitution the members are entitled to conduct the Annual General Meeting and any General Meeting as they decide.

EXECUTIVE COMMITTEE

9. Executive Committee

- (a) Between the Annual General Meeting and General Meetings the Association is governed by the Executive Committee;
- (b) Subject to this Constitution:
 - the Executive Committee may exercise all the powers and functions of the Association; and
 - the decisions and acts of the Executive Committee are to be regarded as the decisions and acts of the Association for all purposes;
- (c) The Executive Committee is constituted by the Executive Officers, consisting of the President, Deputy President, Secretary, Treasurer and one General Executive Committee Member;
- (d) Executive Officers must be financial members, are elected at the Annual General Meeting and, unless the officer resigns, dies or is removed from office in accordance with this Constitution, hold office until the conclusion of the Annual General Meeting next after the date of their election and are eligible for re-election;
- (e) In the event that an Executive Officer resigns, is removed from office or dies the Executive Committee may appoint another financial member of the Association to fill the vacant office and the appointed member holds office until the conclusion of the next Annual General Meeting following the member's appointment;
- (f) An Executive Officer may be removed from office only by a General Meeting called for this purpose and only where the Executive Officer has been given an opportunity to attend the meeting to hear the reasons for removal from office and an opportunity to speak to the meeting before the matter is voted on;
- (g) The Executive Committee may meet at the request of the President or any other Executive Officer;
- (h) The quorum for Executive Committee meetings is 3 Executive Officers present in person
- (i) In the event the President is unavailable or unwilling to chair an Executive Committee meeting the Deputy President chairs Executive Committee meetings;
- (j) In the event the President and Deputy President are unavailable or unwilling to chair, the Executive Officers present must appoint an Executive Officer from their number to chair the Executive Committee meeting;

- (k) The Secretary must prepare written minutes of each Executive Committee meeting and make the minutes available for inspection by each financial member;
- (l) The Executive Committee must prepare and present to the Annual General Meeting a report on the activities, actions and decisions of the Executive Committee since the last Annual General Meeting;
- (m) The Executive Committee must ensure that the Association prepares and files all necessary forms, returns and other documents required under the Associations Incorporation Act 1966 and any other applicable law;
- (n) For the purposes of section 13 of the Associations Incorporation Act 1966 (the Act) the Secretary is the Public Officer of the Association. The Secretary must comply with the requirements of the Act and Regulations made under the Act concerning the duties and obligations of the Association in relation to the position of Public Officer;
- (o) The Secretary has custody of the books, documents, records and other property of the Association and must make them available at the direction of the Executive Committee and the members at the Annual General Meeting and other General Meetings;
- (p) Subject to this Constitution the Executive Committee may conduct its meetings as the Committee decides.

10. Finances

Under the direction and control of the Executive Committee the Treasurer of the Association must:

- collect, receipt and bank all money due to the Association and make all payments authorized by the Association;
- keep correct accounts and books showing the financial affairs of the Association with full details of all income, expenditure, assets and liabilities connected with the activities of the Association;
- prepare and present to the Annual General Meeting written financial reports of the income and expenditure and assets and liabilities of the Association;
- make available the financial records of the Association for inspection by any financial member;
- open and maintain a bank account in the Association's name which can be operated only with the signatures of two Executive Officers; and
- cause the financial affairs and accounts of the Association to be audited annually in accordance with the requirements of section 23 of the Associations Incorporation

Act 1966 and present the audit report to the members at the Annual General Meeting.

SPONSORSHIP AND SUPPORT

11. Official Sponsorship and Support of the Association

- (a) The Association may appoint Official Sponsors and Official Supporters of the Association;
- (b) Where an Official Sponsor or Official Supporter is appointed the Association may signify and mark the appointment in a manner which reflects the level of sponsorship and support provided by the Sponsor and Supporter.

GENERAL MATTERS

12. Seal

The Association must have a common seal which is to be kept in the custody of the Secretary and may only be affixed to a document with the authority of the Executive Committee under the signature of 2 Executive Officers.

13. Winding up

The Association at a General Meeting called for this purpose may wind up the Association and distribute any surplus assets in accordance with the provisions of sections 31 and 32 of the Associations Incorporation Act 1966.

14. Change of Constitution

This Constitution may be amended:

- by the Members at a General Meeting called for this purpose and held in accordance with the requirements of this Constitution;
- where written notice of the General Meeting is sent or given to all financial members specifying the intention to consider a special resolution to amend the Constitution and providing details of the proposed amendment; and
- where not less than 75 percent of the financial members at the meeting (present in person or by proxy) support the resolution to amend the Constitution.