

C O N S T I T U T I O N

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CONSTITUTION

PART 1 - Preliminary

Section 1: Name

Media Council of Papua New Guinea Inc. (the “Council”) is the name of the association as stated in the application to incorporate the Association submitted to the Registrar of Companies.

Section 2: Objects and Purposes

- (1) The objectives of the Association are:
 - (a) to improve and maintain the character of the PNG Media in accordance with the highest ethical and professional standards and to preserve its established freedom;
 - (b) to consider, investigate and deal with complaints about the conduct of the media and the conduct of persons and organizations towards the media;
 - (c) to keep under review developments likely to restrict the supply by and to the media of information of public interest and importance;
 - (d) to report publicly on developments in media ownership and control and publish statistical information about them;
 - (e) to make representations concerning the freedom of the media on appropriate occasions to Governments, public enquires and other organizations in Papua New Guinea and abroad with the objective of ensuring that freedom of the media is maintained in PNG in accordance with the Constitution of PNG;
 - (f) to publish reports recording the Councils work, to review from time to time developments in the media on factors affecting them, and to exchange information with other similar bodies; and
 - (g) to encourage and promote associate members to formalize their organizations and incorporate codes of ethics and complaint bodies.
- (2) The Media Council will apply its profits (if any) or other income in promoting its objectives.
- (3) The Media Council will prohibit payment of any dividend or payment in the nature of dividend to its members.

Section 3: Interpretations

In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

“*Annual General Meeting*” means the annual general meeting of the Council to be held once at the end of each calendar year.

“*Chairman*” means the Chairman of the Council and includes a Deputy Chairman when acting as the Chairman.

“*Council*” means the Papua New Guinea Media Council.

“*Constituent Bodies*” means association of journalists, publishers, broadcasters, and corporate or individual publishers, which or who are empowered to nominate persons as members to the Council under the terms of this Constitution and are named accordingly in the schedule.

“*Executive Secretary*” means the person holding or occupying the office of the Secretary of the Council including the acting Executive Secretary.

“*Member*” means a member of the Council, and includes the Chairman or an alternate member when substituting for a non-alternate member and also includes a member of the Association which includes constituent bodies.

“*Ordinary Member*” means member of the Association which includes constituent bodies.

“*Public Member*” means a member appointed pursuant to Sub-section (6) of Section 4.

“*Person*” means an individual person and includes constituent bodies.

“*Special General Meeting*” means a general meeting of the Council other than an annual general meeting.

“*State*” means the Independent State of Papua New Guinea.

“*The Act*” means the Associations Incorporation Act, Chapter 142.

“*The Regulation*” means the Associations Incorporation Regulation made under the Act.

“*Treasurer*” means the person holding or occupying the Office of the Treasurer of the Council including the Acting Treasurer.

PART 2 - Membership

Section 4: Membership Qualifications

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

- (a) has been nominated for membership of the Association as provided by Section 5; and
- (b) has been approved for membership of the Association by the Council of the Association.

Section 5: Nomination for Membership

- (1) A nomination of a person for Membership of the Association:
 - (a) shall be made in writing and seconded by a member of the Association; and
 - (b) shall be lodged with the Chief Secretary of the Association.

- (2) Upon receipt of the nomination for membership, the Chief Secretary shall refer the nomination to the Council which shall determine whether to approve or to reject the nomination.
- (3) Where the Council determines to approve a nomination for membership, the Chief Secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within a period of 1 month a sum payable under this Constitution as entrance fee and annual subscription.
- (4) The Chief Secretary shall, on payment by the nominee of the amounts referred to in sub-section (3) of this section, 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.

Section 6: Cessation of Membership

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

- (a) the person:
 - (i) dies;
 - (ii) resigns that membership; or
 - (iii) is expelled from the Association; or
 - (iv) becomes of unsound mind; or
- (b) the constituent body:
 - (i) becomes insolvent; or
 - (ii) is wound up; or
 - (iii) terminated from the Association.

Section 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 been transferred or transmitted to another person; and
- (b) terminates upon cessation of that person's membership.

Section 8: Resignation of Membership

- (1) A member of the Association is not entitled to resign that membership except in accordance with this Constitution.
- (2) A member of the Association who has paid all the fees due may resign from membership of the Association by giving notice, being not less than 1 month, in writing to the Chief Secretary of the member's intention to resign and upon the expiration of the 1 month period, the member ceases to be a member.

- (3) A member of the Association who has not paid all fees and subscriptions due for two quarters is deemed to have resigned 1 month after the date upon which he is required to pay the fees and the subscription for the second quarter expires.
- (4) Where a member of the Association ceases to be a member, the Chief Secretary shall make an appropriate entry in the register of members recording the date on which the member ceases to be a member.

Section 9: Register of Members

- (1) The Chief Secretary of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person or constituent body who is a member of the Association together with the date on which the person became a member.
- (2) The Register of Members shall be kept at a principle 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.

Section 10: Fee and Subscriptions

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

Section 11: Member's Liability

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

Section 12: Disciplining of Members

- (1) Where the Council is of the opinion that a member of the Association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution;
 - (b) has persistently and willfully acted in a manner prejudicial to the interest of the Association;

the Council, by a resolution:

- (c) expel the member from the Association; or
 - (d) suspend the member from membership of the Association for a specified period.
- (2) A resolution of the Council under Section 12 (1) is of no effect unless the Council, at a meeting held not earlier than fourteen days and not later than one month after service on the member of a notice under Section 12 (3), confirms the resolution in accordance with this Constitution.
- (3) Where the Council passes a resolution under Section 12 (1), the Chief Secretary, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting the resolution of the Council and the grounds on which it is based;
 - (b) stating that the member may address the Council at a meeting to be held not earlier than fourteen 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 as both of the following::
 - (i) attend and speak at that meeting; or
 - (ii) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the Council held as referred to in Section 12 (3), the Council shall:
- (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Council by the member at or prior to that meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Council confirms a resolution under Section 12(4), the Chief Secretary shall, within seven days of that confirmation, by notice in writing inform the member of that fact and of the member's right to appeal under Section 13.
- (6) A resolution confirmed by the Council under Section 12(4) does not take effect:
- (a) until the expiration of the period in which the member is entitled to appeal against the resolution where the member does not exercise the right to appeal within that period; or
 - (b) where, within that period, the member exercises the right of appeal unless and until the Council confirms the resolution pursuant to Section 13(4).

Section 13: Right to Appeal of Disciplined Member

- (1) A member may appeal to the Council in general meeting against a resolution of the Council which is confirmed under Section 12(4) within seven days after notice of the

resolution is served on the member by lodging with the Chief Secretary a notice to that effect.

- (2) Upon receipt of a notice from a member under Section 13(1), the Chief Secretary shall notify the Council which shall convene a general meeting of the Council to be held within twenty one days after the date on which the Chief Secretary received the notice.
- (3) At a general meeting of the Council convened under Section 13(2):
 - (a) no business other than the question of appeal shall be transacted;
 - (b) the Council 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.
- (4) If at the general meeting the Council passes the special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 3 - The Council

Section 14: Powers, etc of the Council

- (1) The Council shall be called the Management Council of the Association and subject to the Act, the Regulations and this Constitution and to any other Resolutions 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 the Constitution to be exercised by a general meeting of the members of the Association;
 - (c) has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Association;
 - (d) shall have the authority to produce and establish Codes of Practice and/or Codes of Ethics to be strictly observed by the constituent bodies and individual members; and
 - (e) shall create an Independent Complaint Tribunal which shall be empowered to address any complaints lodged by the general public.
- (2) The Independent Complaint Tribunal shall be headed by the Chairman and two other members who shall be appointed by the Council at its annual general meeting.
- (3) Except for the Chairman, the other two members of the Complaints Body shall be appointed for a one year period but they may seek re-appointment at the expiration of their one year term.

Section 15: Constitution & Membership

- (1) The Council shall consist of:
 - (a) the office-bearers of the Association;
 - (b) one member appointed by the Council upon nomination by the individual members of the Association representing the individual members;
 - (c) one non member appointed by the Chairman to represent the public;
 - (d) one member each appointed by the Council upon nomination by each constituent body, which nominees shall also be members of the Association to represent each constituent body,

each of whom shall be elected at the annual general meeting of the Association.
- (2) The office-bearers of the Association shall be:
 - (a) the Chairman;
 - (b) the Treasurer; and
 - (c) the Chief Secretary.
- (3) Each member of the Council shall, subject to this Constitution hold office until the conclusion of the annual general meeting in the subsequent year following the date of the member's election but is eligible for re-election.
- (4) In the event of casual vacancy occurring in the membership of the Council, the Council may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment.

Section 16: Election of Members

- (1) Nomination of candidates for election as office-bearers of the Association or as members of the Council:
 - (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate; and
 - (b) shall be delivered to the Chief Secretary of the Association not less than seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Council, 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.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Council after the conclusion of the annual general meeting shall be deemed to be casual vacancies.

- (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.
- (5) If the number of nominations received exceed the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of office-bearers and ordinary members of the Council shall be conducted at the annual general meeting in such usual and proper manner as the Council may direct.
- (7) A nomination of a candidate for election at under this section is not valid if that candidate has been nominated for election to another office at the same election.

Section 17: Chief Secretary

- (1) The Chief Secretary of the Association shall, as soon as practicable after being appointed, lodge with the Association of his or her address.
- (2) It is the duty of the Chief Secretary to keep minutes of:
 - (a) all appointments of office-bearers and members of the Council;
 - (b) names of members of the Council present at a Council meeting or a general meeting; and
 - (c) all proceedings at Council meetings and general meetings.
- (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.

Section 18: Treasurer

- (1) 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 expenses are connected with the activities of the Association.

Section 19: Casual Vacancies

For the purposes of this Constitution, a casual vacancy in the office of the member of the Council 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 Chief Secretary;
- (e) is removed from office under Section 20;
- (f) becomes of unsound mind or a person whose personal estate is liable to dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Council from all meetings of the Council held during the period of six months.

Section 20: Removal of Member

- (1) The Association in a general meeting may by resolution remove any member of the Council 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.
- (2) Where a member of the Council to whom a propose resolution referred to in sub-section (1) of this section relates makes representations in writing to the Chief Secretary or the Chairman and requests that the representations be notified to the members of the Association, the Chief Secretary or the Chairman may send a copy of the representation 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.

PART 4 - General Meetings

Section 21: Holding of Annual General Meetings

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

Section 22: Calling of and Business at Annual General Meetings

- (1) The Annual General Meeting of the Council shall be convened on such date and such place and time as the Council may decide or the Chairman may direct.
- (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 Chief Secretary reports of the activities of the Council during the last preceding financial year;

- (c) to receive and consider the completed accounts of the Council from the Treasurer; and
 - (d) to appoint an Auditor of the Council.
- (3) The business of an annual general meeting shall be as specified in the notice convening it.

Section 23: Calling of Special General Meetings

- (1) The Council may, whenever it thinks fit, convene a special general meeting of the Council at the requisition in writing of not less than 33% of the total number of members or at the requisition of the Chairman.
- (2) A requisition for a special general meeting:
- (a) shall state the purpose or purposes of the meeting; and
 - (b) may consist of several documents in a similar form each signed by one or more of the members making the requisition.

Section 24: Procedure of Council Meetings

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) The Council may meet for the discharge of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (3) Subject to the provisions of this Constitution, questions arising at any meeting of the Council shall be decided by a majority of votes.
- (4) Members shall each be entitled to cast one vote.
- (5) In the case of equality of votes, the Chairman of the meeting shall have the second or casting vote.
- (6) The quorum of the Council meeting shall be five members.

Section 25: Presiding Member

- (1) The Chairman or, in the Chairman's absence, the Deputy Chairman shall preside as Chairperson at each general meeting of the Council.
- (2) If the Chairman and the Deputy Chairman 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.

Section 26: Special Resolutions

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

Section 27: Voting

- (1) Upon any question arising at a general meeting of the Council, the member has one vote only.
- (2) All votes shall be given personally or by proxy that no member may hold more than five proxies.
- (3) In the case of an equality of votes on a question raised at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the Council unless all money due and payable by the member or proxy to the Council has been paid, other than the amount of the annual subscription payable in respect of the then current year.

PART 4 - Miscellaneous**Section 28: Source of Funds**

- (1) The funds of the Council shall be derived from annual subscriptions (quarterly basis) of members, members' fees, donor project funding, and subject to any resolutions passed by the Council in general meeting, such other sources as the Council determines.
- (2) All money received by the Council shall be deposited as soon as practicable and without deduction to the credit of the Council's bank account.
- (3) The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt.

Section 29: Management of Funds

- (1) Subject to any resolution by the Council in a general meeting, the funds of the Council shall be used in pursuance of the objects of the Council in such manner as the Council determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Council authorized to do so by the Council.

Section 30: Audit and Accounts

The financial affairs of the Council shall be audited as least once in every period of twelve months by the Auditor appointed by the Council at the annual general meeting and a copy of the audited statements shall be given to each of the constituent bodies.

Powers and Duties of Auditor

The Auditor shall:

- (a) satisfy to the correctness of the financial statements or the profit and loss accounts;
- (b) have free excess to all books of accounts and records of the Council;
- (c) inspect and audit the account of financial transactions and draw the attention to the Council to any irregularities;
- (d) state in his or her report, in his or her opinion whether:
 - (i) the financial statements or the profit and loss accounts are properly drawn up so as to give a fair view of the Council'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 the office by a special resolution of the Council at a general meeting or at the expiration of his tenure of office.

Section 31: Travelling and Subsistence Expenses

A member attending a meeting of the Council including the Chief Secretary shall be entitled to receive from the funds of the Council reasonable Travelling and Subsistence Expenses determined by the Council from time to time.

Section 32: Trustees

The Council may appoint upon such terms and conditions as the Council may determine not less than two natural persons (may be members of the Council) or a company to act as Trustee of any property of the Council or to enter into contracts for the benefit of the Council.

Section 33: Indemnity

A member of the Council or a Trustee appointed by the Council shall be entitled to be indemnified out of the funds of the Council against a loss or liability suffered or incurred by the member or Trustee in the course of and by reason of his discharging his duties as a member or a Trustee.

Section 34: Staff

The administrative work of the Council shall be carried out by an appointed Chief Secretary and a staff engaged for the purpose on terms and conditions decided by the Council from time to time.

Section 35: Validation of Proceedings

- (1) All Acts done at any meetings of the members of the Council, notwithstanding that it is afterwards discovered that there was some defects in appointment of any such member of the Council or that they or any of them were disqualified, shall be as valid as any such member that was duly appointed and was qualified to be a member of the Council
- (2) The Council may act notwithstanding a vacancy in its membership.

Section 36: Common Seal

- (1) The Common Seal of the Council shall be kept in the custody of the Chief Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Council under the affixing of the Common Seal shall be attested by the signatures of the Chairman of the Council and that of the Chief Secretary.
- (3) The Common Seal of the Council shall:
 - (a) bear the name of the Council 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 Council from time to time.

Section 37: Custody of Books, etc

Except or otherwise provided by this Constitution, the Treasurer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Council.

Section 38: Winding Up

The Council may at any time wind-up its existence if it appears to the members that the Councils' voluntary nature and the independence are threatened or that other circumstances have arisen which render the continued functioning of the Council inappropriate. A resolution to wind-up the Council must be passed by a two-thirds majority of its members present and voting at a general meeting specifically called for the purpose, which two-thirds majority shall not be less than a simple majority of the membership of the Council. Not less than twenty one days notice will be given of any such meeting and this shall give particulars of the purpose for which the meeting is called. The Council shall notify the Secretaries of the Constituent Bodies of such meeting at the time its summons members.

The Council may when carrying out a resolution to wind-up make resolutions for the disposal and distribution of property held by or on behalf of the Council in accordance with Section 3(2), and notwithstanding the passing of a resolution to dissolve meetings of the Council may be held for the purpose of supervising such disposal and distribution. When acting pursuant to this Sub-paragraph, the Council may proceed in accordance with Section 13.

Section 39: Alteration of Constitution

Alteration of this Constitution shall be made by resolution of the Council. Adoption of the resolution shall require the approval of a two-thirds majority of the members present and voting at a meeting, which two-thirds majority shall be not less than a simple majority of the membership of the Council. No alteration shall be effected unless at least twenty eight days notice of a proposed alteration shall have been given to the Council members.

Section 40: Notices

Notices of Meetings shall be sent to members of the Council at the address as given by them to the Chief Secretary. Not less than seven days notice shall be given in writing of any meeting unless members agree to accept short notice. Notice may be given by post, facsimile or email. Notices given by post shall be deemed to have been received forty eight hours after posting and notice given by facsimile shall be deemed to have been received twenty four hours after despatch of the facsimile. Accidental omission to notify persons entitled to receive notices of meeting or non- receipt by any of them of such notice shall not invalidate the proceedings of a meeting to which the notice relates.

SCHEDULE

<u>Constituent Bodies</u>	<u>No. of Members to Council</u>
1. Media Niugini	
2. South Pacific Post	
3. Pacific Star	
4. Word Publishing	
5. PNG Womens Magazine – Mutuna Inu Ltd	
6. National Broadcasting Commission	
7. Kalang FM (FM 100) – Kalang Advertising	
8. PNG FM Ltd	
9. Association of relevant industry bodies	
10. Public Members	
11. The Chairman	