CONSTITUTION

Approved by special resolution in the 47th AGM of the International Education Agency of Papua New Guinea Limited. Effective date 1st January 2024.

INTERNATIONAL EDUCATION AGENCY OF PAPUA NEW GUINEA LIMITED

Constitution of the International Education Agency of Papua New Guinea Limited

1. Purpose of the Company

1.1. The objects of the Company are:

(a) To build, buy, own, and operate educational institutions: including schools, colleges, and all other educational facilities of any type whatever; and

(b) To do all things necessary and incidental to further that intent and purpose, including but not limited to property development and other investment related activities of a commercial nature.

2. Rights and powers attaching to shares.

2.1. A share in the Company confers on the holder the rights set out in *section 37* of the *Companies Act 1997* [hereafter, *the Act*] except:

(a) the rights in section 37(1) (a) to appoint directors, who shall be appointed in accordance with the provisions of clause 5 of this constitution; and

(b) The right contained in section 37(1)(b) (dividends).

2.2. The provisions of section 45 of *the Act* (Pre-emptive rights) are negated.

2.3. Every shareholder by consent to this constitution, application for a share or execution of a transfer instrument as transferee acknowledges that its share in the Company is of no commercial value by reason of the restriction on ownership and transfer of share as contained in this constitution.

2.4. A share is redeemable by the Company if the shareholder ceases to be a qualified person.

2.5. A share may only be transferred to a qualified person.

2.6. For the removal of any doubt, and consistent with *sections 443* and *444* of the *Act*, it is declared that each and every share issued or proposed to be issued does not entitle or confer on its holder a right to a dividend; and

(a) that the Company shall not, on its winding up or in any other circumstance, make a distribution in any manner whatsoever to its shareholders; and

(b) in the event of the Company being wound up a distribution may only be made to a person other than a shareholder of the Company.

3. Shareholder’s meetings

Annual General Meetings (AGM)

3.1. Annual General Meetings of the Company are to be held in accordance with *the Act*.

Convening a General Meeting

3.2. The directors may convene and arrange to hold a general meeting of the Company when they think fit and must do so if required to do so under *the Act*.

Proceedings at meetings of shareholders

3.3. The provisions of *Schedule 2* of *the Act* govern proceedings at meetings of shareholders.

Necessity of Shareholder Meetings

3.4. It shall not be necessary for the Company to hold a meeting of the shareholders (general, special or the annual general meeting) if everything require by this constitution or *the Act* to be done at a meeting is done by resolution in writing which is executed under seal by each of 75% of the shareholders pursuant to *section 103* of *the Act*.

3.5. A notice to the Company under the seal of the shareholder and signed by the proper officers of the shareholder shall be conclusive evidence of the name of the person authorised to vote on behalf of the shareholder.

---

4. Qualifications for holding shares in the Company.

4.1. To acquire and be registered as the holder of a share in the Company the prospective shareholder must be:

(a) An association incorporated under the *Associations Incorporation Act*.
   i. For the purpose of being a member of the Company; and
   ii. To represent and promote the interests of a specified educational institution owned and operated by the Company in respect of which no other shareholder is registered.
   iii. Operating under a constitution acceptable to the board.

(b) Approved by the board of the Company, which approval may be withdrawn at any time (before or after the association is a shareholder) if;
   i. in the sole discretion of the board, the association is not acting in the interests of the educational institution whose interests it was formed to promote; or
   ii. If the educational institution whose interests it was formed to promote is amalgamated with another such institution represented by a shareholder of the Company, bringing it in contradiction with clause 4.2 or
   iii. The educational institution whose interests it was formed to promote ceases operation.

4.2. No shareholder shall be entitled to hold more than one share.

4.3. A prospective shareholder qualified in terms of clause 4.1 and clause 4.2 is a qualified person.

---

5. Appointment of directors

Number of directors

5.1. Unless varied by an ordinary resolution of the Company, the number of directors shall be not less than seven (7) and not more than fourteen (14).

Qualification of directors

5.2. To be eligible for the office of director a person must:

(a) Consent in writing to be a director, as required in *section 130* of *the Act*; and
(b) Meet the qualification requirements set out in *section 129* of *the Act*; and
(c) Meet the Company policy and requirements for safe-guarding and protection of children, including but not limited to Police Checks.

Selection, election, and appointment of members of the Company board:

Non-executive directors

5.3. Subject to clause 5.2

(a) The **Ela Beach International School Association Inc.** Registration number **5-480** may elect from its membership a management committee and this committee will elect from its membership an individual to be a member of the Company board.

(b) The **Gordon International School Association Inc.** Registration number **5-484** may elect from its membership a management committee and this committee will elect from its membership an individual to be a member of the Company board.

(c) The **International School of Lae Association Inc**. Registration number **5-490** may elect from its membership a management committee and this committee will elect from its membership an individual to be a member of the Company board.

(d) The **Korobosea International School Association Inc.** Registration number **5-487** may elect from its membership a management committee and this committee will elect from its membership an individual to be a member of the Company board.

(e) The **Port Moresby International High School Association Inc**. **5-496** may elect from its membership a management committee and this committee will elect from its membership an individual to be a member of the Company board.

(f) The following shareholders:

i. **Alotau International School Association Inc.** Registration number **5-480;**
ii. **Goroka International School Association Inc.** Registration number **5-485;**
iii. **Kimbe International School Association Inc.** Registration number **5-489;**
iv. **Kiunga International School Association Incorporated** Registration number **5-488;**
v. **Kundiawa International School Association Inc.** Registration number **5-486;**
vi. **Madang International School Association Inc.** Registration number **5-493**
vii. **Mount Hagen International School Association Inc.** Registration number **5-492;**
viii. **Popondetta International School Association Inc.** Registration number **5-495;**
ix. **Rabaul International School Association Inc.** Registration number **5-497;**
x. **Wewak International School Association Inc.** Registration number **5-499;**

may each elect from its membership a management committee. Each management committee of the shareholders listed in 5.3 (f) may exercise one vote in the election of two (2) individuals to be members of the Company board.

(g) Candidates for election to the Company board under 5.3(f) may nominate from the combined membership of the management committees of the relevant management committees.

Non-executive directors (Independent and Community)

5.4. Subject to clause 5.2 the Board may recruit and appoint up to four (4) independent or community directors to ensure Board composition supports the objects of the Company and principles of good governance.

5.5. The Board must advise all shareholders of recruitment and appointment processes undertaken under clause 5.4.

5.6. The **IEA College of TAFE**, a college wholly owned and operated by the company, may elect from its Board of management an individual to the Company board. The elected member may not be an employee of the company.

Company Employed directors.

5.7. In term one (1) of each academic year, one (1) director shall be elected from and by the Company employed Principals, or equivalent, of the educational institutions operated by the Company.
5.8. In term one (1) of each academic year, one (1) director shall be elected from and by the Company employed 'Teacher's Representatives' of the educational institutions operated by the Company.
5.9. The Board shall appoint a person on contract at a salary to the position of **CEO/Executive Director**. The CEO/Executive Director shall:
   (a) Be responsible for the day-to-day management of the Company, and such duties as the Board shall decide; and
   (b) Hold office as a director for the duration of the contract of appointment; and
   (c) Exercise the full rights and responsibilities of a director of the Company, except where specifically excluded in this constitution.

---

6. Tenure of Directors

Non-executive director tenure

6.1. Each non-executive director may serve a term of three (3) years from election or appointment.
6.2. A retired non-executive director may stand for re-election or re-appointment.

Non-executive director retirement

6.3. Each non-executive director appointed or elected is considered retired when:
   (a) A term of three (3) years from election or appointment has been served or
   (b) The agreed tenure for an individual elected to the Company board under Clause 5.4 where such a term is less than three (3) years.
   (c) A replacement is appointed or elected by the relevant committee; or
   (d) The director vacates office under any clause of this constitution; or
   (e) The director ceases to be qualified under the terms of their election or appointment:
      i. The tenure of a director elected under Clause 5.3 is contingent upon continued membership of the relevant committee: School Association Management Committee.
      ii. A director elected under Clause 5.3 is considered to be a member of the relevant committee until annual meetings and elections are completed.

Company employed directors.

6.4. Each Company employed director, elected under clauses 5.7 and 5.8 may serve a term of one (1) year from election.
6.5. A retired Company employed director may stand for re-election.
6.6. The tenure of a director appointed under paragraph 5.6 and paragraph 5.7 is contingent on employment by the Company. Should such a director resign from or otherwise cease employment with the company, the director will be considered as retired.
6.7. An Executive Director tenure is as per the contract of employment.
6.8. The tenure of the CEO/ Executive Director is contingent on employment by the company. Should such a director resign from or otherwise cease employment with the company, the director will be considered retired.

Vacation of Office

6.9. A director vacates office if that director:
   (a) Resigns by signing a written notice of resignation and delivering it to the address of the Company. The notice is effective when it is received or at a time specified in the notice; or
   (b) Resigns by verbal statement in a meeting of the Company Board; or
   (c) Becomes a disqualified from being a director pursuant to S.129 (2) of the Act; or
   (d) Dies, or;
   (e) Ceases to be a person specified by the provisions under which they were elected or appointed, or
   (f) Declares candidacy for public office.

6.10. A director elected pursuant to the provisions of clause 5.3 may be removed from office prior to the completion of the term by the provision of being declared vacant by a resolution of the relevant committees and conveyed under respective seals to the Returning Officer.

6.11. The Board shall notify all shareholders within seven (7) days when a director vacates office.

Vacancy

6.12. Where a casual vacancy occurs for Non-Executive Directors, the relevant committee will be required to fill the vacancy through an election process.

6.13. Should a Non-Executive Director retire or resign prior to the annual election referred to in clause 6.1 it shall be considered a ‘casual vacancy’.

6.14. An election to fill a ‘casual vacancy’ shall occur within 30 days of the position becoming vacant.

6.15. A casual vacancy in relation to the Executive Director appointed under clause 5.4 may be temporarily filled by the appointment of an Acting Executive Director by the Board.

6.16. The resignation or retirement of a member of the Company board elected under clause 5.4 will not be regarded as a vacancy and the Company board may determine the necessity of recruitment and appointment under clause 5.4

---

7. Directors’ remuneration and allowances

7.1. The shareholders may determine and authorise the Non –Executive Director’s remuneration.

7.2. The Board shall determine the salary and contract of the Executive Director.

7.3. The salary and contract of directors employed by the company as a “teacher” or principal is determined by the applicable “Terms and Conditions” of employment: The applicable “Terms and Conditions” of employment are determined by the Board.

7.4. The Board may authorise the reimbursement of a director for expenses incurred in performing duties as a director.

7.5. All directors’ remuneration and director’s expenses must be reported annually to the shareholders.

---

8. Board Proceedings and Charter

8.1. The Board shall conduct all meetings in accordance with the provisions of the *Second Schedule* of this Constitution.

8.2. Subject to the *Second Schedule* of this Constitution the board shall determine and apply its own Board Charter to the regulation of proceedings.

9. Management

9.1. The business and affairs of the Company must under the supervision of the board.

9.2. The board may delegate to a committee of directors, or partly of directors and other persons, a director an employee or committee of employees of the Company, or to a shareholder or any person or a committee of persons, any of its powers, other than those specified in Schedule 3 to the Act, with or without the power for its delegate to sub-delegate, as the board determines.

9.3. The board may appoint a person to the office of Company Secretary and that person shall have the duties the board decides.

9.4. As per clause 5.4 the board shall appoint a person on contract at a salary to the position of Executive Director. The Executive Director is responsible for the management and administration of day-to-day business activities of the Company.

10. Signing documents

10.1. The board may from time to time authorise any number of directors or employees of the Company to enter into obligations on behalf of the Company and sign documents that are required by law to be by deed by affixing the Common Seal of the Company.

10.2. A register of the names and specimen signatures of the persons authorised to affix the common seal and of the uses of the Common Seal shall be kept by the board.

10.3. Where a provision of this Constitution, a document including notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any matter permitted by law relating to electronic transmissions, or in any other manner approved by the directors.

11. Permissive Powers

Redemption of shares

11.1. Pursuant to clause 2.4, the Company may redeem a share if the shareholder ceases to be a qualified person: The Board may redeem a share only if it has previously resolved that:

- (a) The Shareholder no longer meets the qualification requirements as set out in Part 4 of this constitution; and
- (b) The Shareholder was provided with a show cause notice seven (7) days prior to such a motion being voted; or
- (c) The legitimate shareholder could not be identified.

11.2. The directors who vote in favour of a resolution under paragraph 11.1 and must sign a certificate as to the matters set out in that paragraph.

Repurchase of shares

11.3. The company may:

- (a) Acquire shares issued by it; and
- (b) Subject to the Act, hold shares issued by it.

11.4. Subject to the Act, shares acquired pursuant to clause 11.3 shall not be deemed to be cancelled immediately on acquisition but may be reissued by the board in accordance with the Act and this Constitution.

11.5. The board may make an offer to acquire shares of the Company by means of an offer to the Shareholder in accordance with the Act.

11.6. The Board may make an offer under paragraph 11.3 only if it has previously resolved that:
   (a) The acquisition in question is in the best interests of the Company; and
   (b) The terms of the offer and the consideration offered for shares are fair and reasonable to the Company; and
   (c) It is not aware of any information that will not be disclosed to the Shareholders which is material to an assessment of the value of the shares, and as a result of which the terms of the offer and consideration offered for the shares is unfair to the Shareholder.

11.7. A resolution for the acquisition of shares must set out in full the reasons for the director's conclusions.

11.8. Directors who vote in favour of a resolution under paragraph 11.6 must sign a certificate as to the matters set out in that paragraph and may combine that certificate with the certificate required under the Act.

12. Indemnity and insurance

12.1. The company shall indemnify a director or employee of the Company or a related Company in respect of:
   (a) Any cost incurred by him or her in any proceeding;
      (i) That relate to liability for any act or omission in his or her capacity as a director or employee; and
      (ii) In which judgement is given in his or her favour; or in which he or she is acquitted, or which is discontinued.
   (b) Either of the following, if it is not a criminal liability or liability in respect of a breach in the case of a director, of duty specified in the Act or, in the case of an employee, any fiduciary duty owed to the Company or related Company;
      (i) Liability to any person other than the Company or a related Company for any act or omission in his or her capacity as a director or employee, or
      (ii) Costs incurred by that director or employee in defending or settling any claim or proceeding relating to any liability.

12.2. The Company may, with the prior approval of the Board, effect insurance for a director or employee of the Company or a related Company in respect of:
   (a) Liability, not being criminal liability, for any act or omission in his or her capacity as a director or an employee; or
   (b) Costs incurred by that director or employee in defending or settling any claim or proceeding relating to any such liability, or costs incurred by that director or employee in defending any criminal proceedings in which he or she is acquitted.

12.3. For the purpose of paragraphs 12.1 and 12.2 of this constitution, the words "director", "effect" insurance", "employee", "indemnify" and "indemnity" shall have the same meaning given to them in s.140(9) of the Act.

13. Share Register

13.1. The board shall maintain a register of shares.

14. Definitions and Interpretation

Definitions

14.1. In this constitution:

"Act" means the Companies Act 1997 and any amendment to it.

"Board" means the IEA Board of Directors

"Chief Executive Officer" or CEO means a person employed by the board as the highest-ranking executive in the company. The CEO acts as the main point of communication between the board of directors and corporate operations. Detailed responsibilities of the CEO are determined by the board.

"Committee" means the managing committee of a shareholder.

"Company" means International Education Agency of Papua New Guinea Limited.

Company employed director means a director of the Company who is also an employee of the company in non-executive role: for example, a principal or a teacher.

"Director" means a director of the Company also known as a member of the Company board.

"Non-Executive Director" means a director who is not an employee of the company and is elected by the relevant shareholder committee or is an independent or community person appointed through a recruitment process.

"Educational Institution" means schools, colleges and any other educational facilities of any type whatever.

Executive Director means a person employed by the board as the highest-ranking executive in the company. The Executive Director or ED acts as the main point of communication between the board of directors and corporate operations. Detailed responsibilities of the ED are determined by the board.

"IEA" means the Company.

"Principal" means the person appointed by the Company in charge of an education institution operated by the Company.

"Qualified person" means a person qualified in terms of the provisions of clause 4 of this constitution.

"School" means an educational institution or entity that operates on a physical property in which education is provided, which is identifiable by name, which is managed on a day-to-day basis by a principal, which is registered with the National Department of Education as a school.

"Teacher" means a person registered with the IEA as a teacher and employed by the IEA for the purpose of teaching.

"Teacher's representative" means the teacher in each educational institution who has been elected by other teachers and or trainers in the educational institution in which they are employed as the person to represent teachers in that educational institution.

"Terms and Conditions" means the agreed terms and conditions of employment as determined by the Company for the classification of employee.

14.2. Interpretation

14.2.1. In this Constitution unless the contrary intention appears:

(a) Words importing any gender include all other genders,
(b) The singular includes the plural and vice versa,
(c) A reference to a law includes regulation and instruments made under the law,
(d) A reference to a law or a provision of a law includes amendments, enactments or replacements of that law or the provision,
(e) A power, an authority or a discretion reposed in a Director, the Directors, the company in general meeting or a Shareholder may be exercised at any time and from time to time, and
(f) 'writing' and 'written' includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

14.3. The Companies Act 1997

In this Constitution unless the contrary intention appears:

(a) An expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Companies Act, the same meaning as in that provision of the *Companies Act 1997*.
(b) 'section' means a section of the *Companies Act 1997*.

14.4. Headings

Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

First Schedule

Directors

Shareholders

Alotau International School Association Inc. 5-480
PO Box 154 ALOTAU, Milne Bay Province 211

Coronation International School Association Inc. 5-559
PO Box 2989, Lae, Morobe Province 411

Ela Beach International School Association Inc. 5-483
PO Box 282, Port Moresby, National Capital District, 111

Gordon International School Association Inc. 5-484
PO Box 1825, Boroko, National Capital District, 111

Goroka International School Association Inc. 5-485
PO Box 845, Goroka, Eastern Highlands Province 441

International School of Lae Association Inc. 5-490
PO Box 2139, Lae, Morobe Province, 411

Kimbe International School Association Inc. 5-489
PO Box 307, Kimbe, West New Britain Province, 621

Kiunga International School Association Inc. 5-488
PO Box 109, Kiunga, Western Province, 335

Korobosea International School Association Inc. 5-486
PO Box 1319, Boroko, National Capital District 111

Kundiawa International School Association Inc. 5-486
PO Box 165, Kundiawa, Chimbu Province, 411

Madang International School Association Inc. 5-493
PO Box 306, Madang, Madang Province, 511

Mendi International School Association Inc. 5-494
PO Box 57, Mendi, Southern Highlands Province, 251

Mount Hagen International School Association Inc. 5-492
PO Box 945, Mt Hagen, Western Highlands Province, 281

Murray International School Association Inc. 5-491
PO Box 1137, Boroko, National Capital District, 111

Popondetta International School Association Inc. 5-495
PO Box 10, Popondetta, Oro Province, 241

Port Moresby International High School Association Inc. 5-496
PO Box 276, Boroko, National Capital District, 111

Rabaul International School Association Inc. 5-497
PO Box 571, Rabaul, East New Britain Province, 611

Wewak International School Association Inc. 5-499
PO Box 354, Wewak, East Sepik Province, 531

Second Schedule

Proceedings of the Board

1. Meetings

1.1. Before the board can transact any business there must be present a quorum of at least one half of the number of directors holding office.

1.2. If a quorum is not present within 15 minutes of the time appointed for the commencement of the meeting, the meeting shall then stand adjourned for seven days. The quorum for an adjourned meeting of the board shall be those present.

1.3. A meeting of the board may be held either:

(a) by a number of the directors who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or

(b) by the contemporaneous linking by telephone or other means of communication of the directors constituting a quorum, whether or not anyone or more of the directors are absent from Papua New Guinea. All such meetings shall comply with the following conditions:

(i) all the directors, entitled to receive notice of a meeting of the directors, have received notice of the meeting and be entitled to be linked by telephone or such other means of communication for the purposes of such a meeting;

(ii) each of the directors taking part in the meeting by telephone or other means of communication must throughout the meeting be able to hear each of the other directors taking part;

(iii) at the commencement of the meeting each director must acknowledge his or her presence for the purpose of a meeting of the board to all other directors taking part;

(iii) a director may not leave the meeting by disconnecting the telephone or other means of communication unless he or she has previously obtained express consent of the chairperson of the meeting. A director shall be presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he or she has previously obtained the express consent of the chairperson of the meeting to leave the meeting.

1.4. The board must ensure that minutes are kept of all proceedings of the board.

1.5. The minutes of each meeting shall be signed by the chairperson of that meeting or the next.

2. Notice of meetings

2.1. The chairperson, or any 2 directors, may summon a meeting of the board at any time.

2.2. Notice shall be given to each director, delivered by hand, or sent by post, telex or facsimile, electronic mail. Any notice must include the date, time and place of the meeting and the matters to be discussed.

2.3. Notice of a meeting should be at least 7 days before the date of the Board Meeting. A short notice can be issued in case of urgent business.

2.4. It shall not be necessary to give notice of a meeting of the board to any director for the time being absent from Papua New Guinea or his or her usual country of residence unless he or she has supplied an alternative address.

2.5. An irregularity in the notice of a meeting or a failure to give notice is waived if all the directors entitled to receive notice of the meeting attend the meeting without protest as to the irregularity or if all directors agree to the waiver.

3. Voting

3.1. Questions arising at any meeting of the board shall be decided by a majority of votes and each director present shall have one vote.

3.2. Where there is an equality of votes the matter is determined not to be resolved.

3.3. Voting may be by hand or by voice or through electronic means.

3.4. A Majority vote shall be used to determine decisions, except where contra indicated in the *Companies Act 1997 or in the Constitution.* A Majority Vote is defined as more than half the votes cast by those present and voting (i.e., excluding abstentions)

3.5. A majority vote for a special resolution is defined as 75% or more of the votes cast by those present and voting (i.e., excluding abstentions)

3.6. A Director of the Company who is interested in a transaction entered into, or to be entered into by the Company may not vote on a matter relating to the transaction.

3.7. General Procedure for Handling a Motion

(a) A member must obtain the floor by being recognised by the Chair.

(b) Member makes a motion.

(c) A motion must normally be seconded by another member before it can be considered.

(d) Any member may suggest a modification to the wording to clarify the motion. The maker of the motion can choose to accept or reject the modified wording, a second is not required.

(e) If the motion is in order, the Chair will restate the motion and open debate (if the motion is debateable). The maker of the motion has the right to speak first in debate.

(f) The Chair restates the motion and if necessary, clarifies the consequences of affirmative and negative votes.

(g) The Chair calls for a vote.

(h) The Chair announces the result.

4. Directors' resolutions outside meeting

4.1. A resolution in writing, signed or assented to by letter, telegram, cable, telex, facsimile, electronic mail, or other written form by all directors then entitled to receive notice of a board meeting, is as valid and effective as if it had been passed at a meeting of the board duly convened and held.

4.2. A resolution under paragraph 4.1 of this schedule may consist of several documents in like form each signed or assented to by one or more directors, or their alternates, as the case may be.

4.3. All Members excepting those excluded from voting due to interests are eligible to vote in a resolution outside a meeting.

4.4. A copy of any such resolution must be entered in the minute book.

5. Interests

5.1. A director of the Company must disclose his or her interests to the Company in accordance with the Act as soon as possible after becoming aware of the fact that he or she is interested in a transaction or proposed transaction with the Company.

5.2. A director of the Company who is interested in a transaction entered into, or to be entered into, by the company, may:

(a) not vote on a matter relating to the transaction; and

(b) attend a meeting of directors at which a matter relating to the transaction arises, but may not be included among the directors present at the meeting for the purpose of a quorum; and

(c) not sign a document relating to the transaction on behalf of the Company and do any other thing in his or her capacity as a director in relation to the transaction.

6. Chairperson

6.1. At the first meeting following an Annual General Meeting of the Shareholders the presiding chairperson will stand down from the position of Chair. The directors shall from amongst their own number elect the chairperson, but the chairperson cannot be an employee of the Company.

6.2. A chairperson standing down from the position of chair, may be re-elected to the role of Chairperson.

6.3. The Chairperson shall preside at all meetings of the board.

6.4. If the chairperson is absent or unable to act, the directors present shall appoint one of their number to act as chairperson.

7. The role of the presiding officer (Chairperson)

7.1. The chairperson shall:

a) With the CEO/Executive Director, set the agenda for the meeting.
b) Determine that a quorum is present before transacting any business.
c) Introduce the Business in a proper order.
d) Determine if a motion is in order.
e) Keep discussion germane to the pending motion.
f) Remain impartial during debate.
g) Recognise speakers.
h) Maintain order.
i) Put motions to a vote and announce results.
j) Employ unanimous consent (general consent) when appropriate.
k) Ensure meeting minutes and relevant records are maintained as per the Act.