

No. 9 of 2020

Bougainville Women's Federation Act 2020

Certified on: 12 June 2020

BOUGAINVILLE WOMEN'S FEDERATION ACT 2020

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SCHEDULE 1 — DISTRICTS OF BOUGAINVILLE

(No.9 of 2020)

BOUGAINVILLE WOMEN'S FEDERATION ACT 2020

Being an Act to establish the Bougainville Women's Federation, and for related purposes.

MADE by the House of Representatives, to come into operation as set out in Section 2.

PART 1 — PRELIMINARY

1 Short title

This Act is the *Bougainville Women's Federation Act 2019*.

2 Commencement

This Act comes into operation on its certification under Section 66 of the Bougainville Constitution.

3 Interpretation

In this Act, unless the contrary intention appears—

Act includes the rules;

affiliated organisation means an organisation that has become a member organisation under Section 10;

annual general meeting means a general meeting held under Section 28;

associated person, see Section 38(5);

auditor, see Section 37;

Congress means a meeting held under Section 28

district, see Schedule 1;

District Women's Federation means a District Women's Federation established under Section 9;

Executive Committee means the Executive Committee of the Federation established under Section 13(1);

Executive Officer means the Executive Officer of the Federation appointed under Section 24(2);

Federation means the Bougainville Women's Federation established by Section 5(1);

Federation office-bearer, see Section 14;

general meeting means an annual general meeting or a special general meeting;

member organisation, see Section 8;

National Council of Women means the Papua New Guinea National Council of Women established under Section 6(1) of the *National Council of Women Act 2013* of the National Parliament;

Patron means the Patron of the Federation appointed under Section 12(1);

President means the President of the Federation elected under Section 14(2) or appointed under Section 16;

rules means rules made under Section 39;

special general meeting means a general meeting held under Section 29.

4 Aim of Act

This Act establishes the Bougainville Women's Federation as the peak non-governmental organisation representing the interests of women and women's organisations in Bougainville.

PART 2 — BOUGAINVILLE WOMEN'S FEDERATION

5 Establishment

- (1) The Bougainville Women's Federation is established.
- (2) The Federation—
 - (a) is a body corporate; and
 - (b) has perpetual succession and a common seal; and
 - (c) may sue and be sued in its corporate name; and
 - (d) has all the powers of a natural person that are capable of being exercised by a body corporate.
- (3) If a document appears to bear the common seal of the Federation, it will be presumed, in the absence of proof to the contrary, that the document was duly executed by the Federation.

6 Objects

The objects of the Federation are to—

- (a) promote and co-ordinate women's groups and maintain the spirit of friendship and partnership with women and the community in peace-building and reconciliation in Bougainville; and
- (b) ensure and endorse representation of women in politics and in decision-making bodies in government, non-governmental organisations and the private sector; and
- (c) represent women and their concerns, and advocate for their economic empowerment and development through projects that aim to reduce poverty in families in Bougainville; and

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- (d) represent the women of Bougainville in, and network with, national, Pacific and international women's organisations and women's movements; and
 - (e) protect Bougainville's environment, heritage and culture, and promote the proper management of natural resources as mothers of the land in a largely matrilineal society; and
 - (f) source funding and management capacity for women's programs in Bougainville, to ensure effective delivery of services with accountability for sustainable development; and
 - (g) strengthen and encourage marginalised persons or groups of persons in society by providing literacy and life-enhancing skills and formal educational opportunities, and advocating for health services in Bougainville.

7 Federation does not represent Autonomous Bougainville Government

The Federation does not represent, and is not an agent or servant of, the Autonomous Bougainville Government.

PART 3 — MEMBERSHIP

8 Member organisations

The member organisations of the Federation are—

- (a) District Women's Federations; and
- (b) affiliated organisations.

9 Establishment of District Women's Federations

- (1) A District Women's Federation is established in each district.
- (2) A District Women's Federation is governed by rules made under Section 39.

10 Affiliated organisations

- (1) An organisation is eligible to apply for membership of the Federation if—
 - (a) it comprises at least 10 Bougainvillean women; and
 - (b) it is actively engaged in the promotion and strengthening of gender and women's issues in Bougainville; and
 - (c) its aims and objectives are in harmony with those of the Federation.
- (2) An application for membership must be in the form approved by the Executive Committee, and signed by the duly appointed representative of the organisation.
- (3) The Executive Committee may accept or reject an application for membership.

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- (4) The Executive Officer must notify the organisation of the Executive Committee's decision to accept or reject the application as soon as practicable after the decision is made.
 - (5) If the Executive Committee rejects the application, it is not required to give the organisation its reasons for doing so.
 - (6) An organisation becomes an affiliated organisation when—
 - (a) the Executive Committee accepts its application for membership; and
 - (b) the organisation pays the membership fee payable to the Federation under Section 11.
 - (7) An affiliated organisation may terminate its membership by giving the Executive Committee at least 30 days' written notice of its intention to terminate.
 - (8) The Executive Committee may terminate the membership of an affiliated organisation if, after having given the organisation a reasonable opportunity to show cause as to why its membership should not be terminated, it is satisfied that the organisation—
 - (a) is no longer eligible to apply for membership of the Federation under Subsection (1); or
 - (b) is defunct; or
 - (c) has engaged in conduct that, in the opinion of the Executive Committee—
 - (i) is unbecoming of a member organisation; or
 - (ii) brings, or is likely to bring, the Federation into disrepute.
 - (9) On termination of its membership, a former affiliated organisation remains liable for any membership fees due and unpaid at the termination date.
 - (10) The Federation must not interfere in the internal affairs of an affiliated organisation.

11 Membership fees

- (1) The membership fee is determined by resolution passed at an annual general meeting.
- (2) The membership fee may differ depending on whether the member organisation is a District Women's Federation or an affiliated organisation.
- (3) A member organisation must pay the membership fee before 31 March in the year to which it relates.
- (4) A member organisation that fails to pay the membership fee as required under Subsection (3) is in default and is not entitled to participate in any Federation activity until all arrears are paid.

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- (5) The initial membership fee for an affiliated organisation that has its application for recognition granted part-way through the year is calculated by dividing the annual membership fee by 12 and multiplying by the number of months remaining in the year.

PART 4 — PATRON

12 Patron of Federation

- (1) The Federation may, by resolution passed at a meeting of Congress, appoint a Bougainvillean woman to be the Patron of the Federation.
- (2) A Federation office-bearer is not eligible to be appointed as Patron.
- (3) A Patron holds office until the Patron—
- (a) dies; or
 - (b) resigns by written notice to the President; or
 - (c) ceases to be eligible for appointment as Patron under Subsection (2); or
 - (d) is removed from office by resolution passed at an annual general meeting or at a meeting of Congress.

PART 5 — EXECUTIVE COMMITTEE

13 Executive Committee

- (1) The Executive Committee is established as the governing body of the Federation, with the power of oversight of the affairs of the Federation.
- (2) Subject to this Act and any resolution passed at a general meeting or a meeting of Congress, the Executive Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Federation.
- (3) The Executive Committee must take all reasonable steps to ensure that the Federation complies with this Act.

14 Federation office-bearers

- (1) The Executive Committee consists of the following members (the **Federation office-bearers**)—
- (a) the President;
 - (b) the Vice-President (Northern region);
 - (c) the Vice-President (Central region);
 - (d) the Vice-President (Southern region);
 - (e) the Treasurer;
 - (f) the young women's representative.

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- (2) The Federation office-bearers are elected at a meeting of Congress.
 - (3) A Federation office-bearer's term of office—
 - (a) commences at the conclusion of the meeting of Congress at which the person is elected; and
 - (b) subject to Subsection (4), expires at the conclusion of the next meeting of Congress after the person's election.
 - (4) A person elected to fill a casual vacancy holds office for the balance of the term of office of that person's predecessor.

15 Eligibility for election as Federation office-bearer

- (1) To be eligible for election as a Federation office-bearer, a person must—
 - (a) be a member of—
 - (i) a District Women's Federation; or
 - (ii) an affiliated organisation; and
 - (b) be ordinarily resident in Bougainville; and
 - (c) have reached 21 years of age.
- (2) To be eligible for election as President, a person must not have previously been elected as President on 2 occasions.
- (3) To be eligible for election as a Vice-President for a region, a person must be a member of a District Women's Federation for a district situated within that region.
- (4) To be eligible for election as the young women's representative, a person must be under 35 years of age as at the date of the election.

16 Casual vacancies

- (1) A casual vacancy in the office of a Federation office-bearer arises if that person—
 - (a) dies; or
 - (b) resigns by written notice to the President or, in the case of the President, to the Executive Officer; or
 - (c) ceases to be eligible for election as a Federation office-bearer under Section 15(1) or (3); or
 - (d) is removed from office by the Executive Committee for serious misconduct, serious neglect of duty, or physical or mental incapacity, after having been given a reasonable opportunity to show cause as to why the member should not be so removed from office.
- (2) If a casual vacancy arises, the Executive Committee may appoint any person eligible for election to that office to fill the vacancy in an acting capacity until the conclusion of the next meeting of Congress.

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- (3) Subject to the requirement for a quorum under Section 17(7), the Executive Committee may continue to act despite the existence of a casual vacancy.

17 Procedures

- (1) Subject to this section, the Executive Committee is to determine its own procedures.
- (2) The President is to fix the date, time and place for a meeting of the Executive Committee.
- (3) The Executive Officer must give each Federation office-bearer notice of a meeting of the Executive Committee at least 3 clear days before the date of the meeting.
- (4) If the President is satisfied that a meeting of the Executive Committee is urgently required and it is practicable for all Federation office-bearers to be notified and for those who wish to attend to do so with less notice than that required by Subsection (3), a lesser period of notice may be given.
- (5) There must be at least 4 meetings of the Executive Committee in each calendar year.
- (6) The President must arrange a meeting of the Executive Committee if requested to do so by another Federation office-bearer.
- (7) A quorum of the Executive Committee consists of 3 Federation office-bearers and no business may be transacted at a meeting unless a quorum is present.
- (8) A meeting of the Executive Committee is to be presided over by—
- (a) the President; or
 - (b) if the President is absent from the meeting – a Federation office-bearer chosen by those present.
- (9) At a meeting of the Executive Committee—
- (a) a question arising for decision is to be decided by consensus if possible; and
 - (b) if consensus cannot be reached – the question is to be decided by a majority of votes cast by the Federation office-bearers present, with the person presiding at the meeting having a casting vote as well as a deliberative vote.
- (10) If the Executive Committee is considering the matter of the removal from office of a Federation office-bearer under Section 16(1)(d), that person is entitled to make representations about the matter, but must not take part in the Executive Committee’s deliberations or decision about the matter.

18 Duty of good faith

A Federation office-bearer must exercise her or his powers and discharge her or his duties in good faith in the best interests of the Federation.

19 Disclosure of interest by Federation office-bearer

- (1) If a Federation office-bearer has a personal interest in a matter being considered, or about to be considered, by the Executive Committee, that person must, as soon as practicable after the relevant facts come to the person's knowledge, disclose to the other Federation office-bearers—
 - (a) the nature and extent of the interest; and
 - (b) how the interest relates to the matter being considered, or about to be considered.
- (2) A Federation office-bearer will be taken to have a personal interest in a matter if that person—
 - (a) has a direct or indirect financial interest in the matter; or
 - (b) has a personal, professional, commercial or other relationship with a person and the nature of the relationship is likely to, or may reasonably be regarded as likely to, inhibit or prevent the person from exercising independent judgment about the matter.
- (3) A Federation office-bearer need not give notice of an interest if the interest is an interest shared with the public generally or a substantial section of the public.
- (4) The disclosure must be recorded in the record of the meeting at which the disclosure is made.
- (5) A Federation office-bearer who is required to disclose an interest in a matter—
 - (a) must not take part in any deliberation or decision of the Executive Committee about the matter; and
 - (b) must be absent from the meeting room when any deliberation or decision about the matter is taking place.
- (6) However, a failure by a Federation office-bearer to disclose an interest in a matter does not, on its own, invalidate any decision of the Executive Committee about the matter.

20 Sub-committees

- (1) Subject to this section, the Executive Committee may establish sub-committees to provide advice to the Executive Committee relevant to the role of the Federation.
- (2) The membership of a sub-committee is to be determined by the Executive Committee and may include persons who are not Federation office-bearers.
- (3) The Executive Committee must appoint a person as the presiding member of a sub-committee, or make provision for the appointment of a presiding member by the sub-committee.

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- (4) The Executive Committee may remove a member from a sub-committee, alter the membership of a sub-committee, or remove a person as the presiding member of a sub-committee, as it considers appropriate.
 - (5) A sub-committee may, subject to any directions of the Executive Committee, determine its own procedures.

21 Validity of acts

The acts of the Executive Committee or of a sub-committee, or of a Federation office-bearer or member of a sub-committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Federation office-bearer or member of a sub-committee.

22 Allowances and reimbursement of expenses

- (1) A Federation office-bearer or sub-committee member may, out of the funds of the Federation—
 - (a) be paid an allowance for the performance of the functions of her or his role; and
 - (b) be reimbursed for expenses reasonably incurred in the performance of the functions of her or his role.
- (2) The amount of an allowance payable to a Federation office-bearer or sub-committee member, and the basis on which a Federation office-bearer or sub-committee member is entitled to an allowance or to be reimbursed expenses is to be determined by resolution passed at an annual general meeting.

23 Return of documents and records on ceasing to hold office

As soon as is practicable after a person ceases to hold office as a Federation office-bearer, the person must deliver to the Executive Officer all documents and records in the person's possession pertaining to the management of the affairs of the Federation.

PART 6 — FEDERATION SECRETARIAT

24 Secretariat

- (1) The Executive Committee is to be provided administrative support by a Secretariat, comprised of an Executive Officer and other staff.
- (2) The Executive Committee is to appoint a person as the Executive Officer, on terms and conditions determined by the Executive Committee.
- (3) The Executive Committee may employ other staff in the Secretariat, on terms and conditions determined by the Executive Committee.

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- (4) A position in the Secretariat may only be filled as a consequence of a selection process that is objectively fair and equitable, and conducted on the basis of merit.
 - (5) The power to appoint under Subsection (2) includes power—
 - (a) to terminate the appointment of a person so appointed in accordance with the terms and conditions of the person's appointment; and
 - (b) to appoint a person employed in the Secretariat to act in the office of the Executive Officer during a vacancy in the office or an absence of the Executive Officer.
 - (6) The Executive Committee may, on the recommendation of the Executive Officer, terminate the employment of a person employed under Subsection (3) in accordance with the person's terms and conditions of employment.

25 Role of Executive Officer

- (1) The Executive Officer is the chief executive of the Federation.
- (2) The Executive Officer is responsible to the Executive Committee for—
 - (a) the performance of the Executive Officer's functions; and
 - (b) the operations of the Secretariat.
- (3) All staff employed in the Secretariat are responsible to the Executive Officer.
- (4) The Executive Officer must attend each meeting of the Executive Committee (but is not entitled to cast a vote on any question arising for decision), subject to the Executive Committee or the President granting leave of absence.
- (5) The Executive Officer must ensure that full and accurate records are kept of—
 - (a) each meeting of the Executive Committee; and
 - (b) each general meeting.
- (6) The Executive Officer must keep and maintain registers containing full details of the Federation's—
 - (a) property and assets; and
 - (b) member organisations.

26 Relationship between Executive Committee and Secretariat

An individual Federation office-bearer has no direct authority over a person employed in the Secretariat with respect to the way in which the person performs her or his functions.

PART 7 — MEETINGS OF THE FEDERATION

Division 1 — General meetings

27 Procedures for meetings

- (1) Subject to this section, a meeting is to determine its own procedures.
- (2) The Executive Committee is to fix the date, time and place for a meeting. (3)
The Executive Officer must give each member organisation written notice of a meeting at least 30 days before the date of the meeting.
- (4) Notice of a meeting—
 - (a) must set out—
 - (i) the date, time and place of the meeting; and
 - (ii) the business to be conducted at the meeting; and
 - (b) must be advertised—
 - (i) by publication in a newspaper circulating in Bougainville; or
 - (ii) by announcement on a radio station transmitting in Bougainville.
- (5) Subject to Subsection (6), a quorum for a general meeting consists of 8 member organisations, and no business may be transacted unless a quorum is present.
- (6) A quorum must include at least 2 District Women's Federations from each region of Bougainville.
- (7) A meeting is to be presided over by—
 - (a) the President; or
 - (b) if the President is absent from the meeting – another Federation office-bearer chosen by the member organisations present.
- (8) At a meeting—
 - (a) a question arising for decision is to be decided by consensus if possible; and
 - (b) if consensus cannot be reached – the question is to be decided by a majority of votes cast by the member organisations present, with each member organisation present having 1 vote.
- (9) If a question is put to a vote and there is an equality of votes, the question is answered in the negative.
- (10) At a meeting, the person presiding may declare that a question has been decided on the show of hands or on the voices of those present.

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- (11) However, if any member organisation present at the meeting requests that the vote of each member organisation present be counted, the person presiding may not make a declaration under Subsection (9) unless those votes are counted.
 - (12) The person presiding at a meeting at which a quorum is present may, with the consent of a majority of the member organisations present, adjourn the meeting to another time at the same place or at another place.
 - (13) Without limiting Subsection (12), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the member organisations more time to consider an item of business.
 - (14) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
 - (15) The non-receipt of notice of a meeting by, or the inadvertent omission to give notice to, a member organisation does not invalidate the proceedings at or any resolution passed at the meeting.

28 Annual general meetings and meetings of Congress

- (1) Subject to Subsection (2) an annual general meeting of the member organisations must be held once in each calendar year, at intervals as close as practicable to 12 months.
- (2) Every third calendar year the annual general meeting will be suspended and a meeting of Congress will be held in its place, at intervals as close as practicable to 36 months.
- (3) An annual general meeting is to consider the following matters—
 - (a) the minutes of—
 - (i) the last preceding annual general meeting; and
 - (ii) any special general meetings called in the intervening period;
 - (b) the Executive Committee's annual report on the Federation's activities during the previous calendar year;
 - (c) the Treasurer's statement and the auditor's report concerning the financial accounts of the Federation for the previous calendar year;
 - (d) if the Federation office-bearers' terms of office will expire at the conclusion of the annual general meeting – the election of Federation office-bearers;
 - (e) if a casual vacancy has arisen in the office of a Federation office-bearer since the previous annual general meeting, and Paragraph (f) does not apply – an election to fill the casual vacancy;
 - (f) any proposed resolution, written notice of which has been given to the Executive Committee at least 2 months prior to the date of the meeting;
 - (g) any proposed topic for discussion, written notice of which has been given to the Executive Committee at least 21 days prior to the date of the meeting;

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- (4) A meeting of Congress is to consider the following matters:
- a) reports from the District Women's Federations;
 - b) reports from affiliated organisations;
 - c) if the Federation office-bearers' terms of office will expire at the conclusion of the annual general meeting – the election of Federation office-bearers;
 - d) if a casual vacancy has arisen in the office of a Federation office-bearer since the previous annual general meeting, and Paragraph (f) does not apply – an election to fill the casual vacancy;
 - e) any proposed resolution, written notice of which has been given to the Executive Committee at least 2 months prior to the date of the meeting;
 - f) any proposed topic for discussion, written notice of which has been given to the Executive Committee at least 21 days prior to the date of the meeting;
 - g) any other business presented to the meeting by the Executive Committee.

29 Special general meetings

- (1) Any general meeting of the Federation, other than an annual general meeting or a meeting of Congress, is a special general meeting.
- (2) The Executive Committee—
 - (a) may call a special general meeting if it considers that there is reason to hold a general meeting before the next annual general meeting; or
 - (b) must call a special general meeting if requested to do so in writing by at least 4 member organisations, unless it is reasonably expected that an annual general meeting will be held within 2 months of receipt of the request.
- (3) A request under Subsection (2)(b) must set out the matters to be considered at the meeting and any resolutions to be proposed.
- (4) A special general meeting must be held within 2 months of—
 - (a) the Executive Committee's decision under Subsection (2)(a); or
 - (b) receipt of the request under Subsection (2)(b).
- (5) A special general meeting may only consider those matters for which it was called.

Division 2 – Other attendees

30 Rights of others to attend general meetings and meetings of Congress

- (1) This section applies to—
 - (a) the Patron; and
 - (b) the Minister responsible for women's affairs; and
 - (c) the Departmental Head of the Department responsible for women's affairs; and
 - (d) the women members of the Bougainville House of Representatives; and

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- (e) any Bougainvillean office-bearers of the National Council of Women.
- (2) A person to whom this section applies is entitled, for the duration of the person's term of office—
- (a) to attend and participate in, but not vote at, a general meeting or a meeting of Congress; and
 - (b) to receive—
 - (i) notice of general meetings and meetings of Congress; and
 - (ii) copies of papers relating to such meetings.

31 Observers

- (1) The Executive Committee may invite a person or organisation to attend a general meeting or a meeting of Congress as an observer.
- (2) An observer may speak only at a meeting of Congress with the permission of the person presiding.
- (3) An observer may not vote at a general meeting or a meeting of Congress.

Division 3 – Disclosure of interest

32 Disclosure of interest at Federation meeting

- (1) If a person attending a general meeting has a personal interest in a matter being considered, or about to be considered, by the meeting, that person must, as soon as practicable after the relevant facts come to the person's knowledge, disclose to the person presiding at the meeting—
 - (a) the nature and extent of the interest; and
 - (b) how the interest relates to the matter being considered, or about to be considered.
- (2) A person will be taken to have a personal interest in a matter if the person—
 - (a) has a direct or indirect financial interest in the matter; or
 - (b) has a personal, professional, commercial or other relationship with a person and the nature of the relationship is likely to, or may reasonably be regarded as likely to, inhibit or prevent the person from exercising independent judgment about the matter.
- (3) A person need not give notice of an interest if the interest is an interest shared with the public generally or a substantial section of the public.
- (4) The disclosure must be recorded in the record of the meeting at which the disclosure is made.
- (5) A person who is required to disclose an interest in a matter—
 - (a) must not take part in any deliberation or decision of the meeting about the matter; and
 - (b) must be absent from the meeting room when any deliberation or decision about the matter is taking place.
- (6) However, a failure by a person to disclose an interest in a matter does not, on its own, invalidate any decision about the matter.

PART 8 — FINANCIAL MATTERS

33 Role of Treasurer

- (1) The Treasurer is responsible for—
 - (a) the collection of all money and membership fees payable to the Federation; and
 - (b) making all payments authorised by the Federation; and
 - (c) keeping proper books and accounts, including full details of all receipts and expenditure of the Federation; and
 - (d) providing all reasonable assistance to the auditor in the performance of the auditor's duties; and
 - (e) presenting financial reports to each meeting of the Executive Committee; and
 - (f) presenting a duly audited statement of the Federation's financial accounts to the annual general meeting; and
 - (g) performing other duties related to the financial affairs of the Federation as appropriate.
- (2) The Treasurer is to be assisted in the performance of those functions by the Executive Officer and an appropriately qualified person employed in the Secretariat.

34 Sources of funds

The Federation may obtain funds by—

- (a) the imposition of membership fees; and
- (b) obtaining grants and other allocations of money; and
- (c) receiving money appropriated for its purposes by the Bougainville House of Representatives; and
- (d) carrying out appropriate commercial activities and charging fees for services or goods provided by the Federation; and
- (e) investing funds; and
- (f) borrowing funds in accordance with Section 35.

35 Borrowing and guarantees

- (1) The Federation must not borrow money or overdraw a Federation bank account unless such conduct has been expressly authorised by resolution passed at a general meeting.

- (2) The Federation must not guarantee the repayment of a loan made to any person.

36 Conduct of financial affairs

- (1) The funds or property of the Federation must only be used to advance the objects of the Federation.
- (2) A member organisation has no claim on any funds or property of the Federation.
- (3) All membership fees and other money received by or on account of the Federation must be paid into a bank account opened and maintained in the name of the Federation.
- (4) All cheques drawn on a Federation bank account, any other authorisation for payment from a Federation bank account, and all receipts issued for money paid to the Federation must be signed by—
 - (a) a Federation office-bearer; and
 - (b) 1 of—
 - (i) the Executive Officer; or
 - (ii) a person employed in the Secretariat, authorised in writing by the Executive Officer.
- (5) The Executive Committee may issue Financial Instructions, not inconsistent with this Act, with which the Executive Officer and other persons employed in the Secretariat must comply in administering the financial affairs of the Federation.
- (6) The Financial Instructions may set a threshold for expenditure, above which all expenditure must be approved by the Executive Committee.
- (7) The Federation is not a statutory body for the purposes of the *Bougainville Public Finance (Management and Administration Act) 2014*, and that Act does not apply to the Federation.

37 Audit

- (1) The Executive Committee must appoint an independent and appropriately qualified auditor (the **auditor**) to examine and audit the financial accounts of the Federation on an annual basis.
- (2) The auditor—
 - (a) is entitled, at all reasonable times, to full and free access to all accounts, records, documents and papers of the Federation relating directly or indirectly to the receipt or payment of money by it, or to the acquisition, receipt, custody or disposal of assets by it; and
 - (b) may make copies of, or take extracts from, any such accounts, records, documents or papers; and
 - (c) may require any person to furnish the auditor with such information in the person's possession, or to which he or she has access, for the purpose of carrying out the auditor's functions under this section; and

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- (d) must provide an audit report concerning the accounts of the Federation to the annual general meeting.

38 Financial dealings with member organisations and associated persons

- (1) No part of the funds or property of the Federation may be paid or otherwise distributed, directly or indirectly, to a member organisation or associated person, except in good faith in the promotion of the objects of the Federation.
- (2) A payment may be made to a member organisation or associated person out of the funds of the Federation only if it is authorised under Subsection (3).
- (3) A payment to a member organisation or associated person out of the funds of the Federation is authorised if it is—
- (a) the payment pursuant to the Federation's Rules to the member organisation or associated person as reasonable remuneration for any services provided to the Federation, or for goods supplied to the Federation, in the ordinary course of business; or
 - (b) the payment of reasonable rent to the member organisation or associated person for premises leased by the member organisation or associated person to the Federation; or
 - (c) a payment to an associated person under Section 22; or
 - (d) a payment pursuant to the Federation's Rules of reasonable wages to an associated person who is employed in the Secretariat; or
 - (e) the reimbursement of reasonable expenses properly incurred by the member organisation or associated person—
 - (i) on behalf of the Federation; and
 - (ii) with the prior authorisation of the Executive Committee.
- (4) The Federation must not lend money to an associated person.
- (5) For this section, a person is an **associated person** if the person is—
- (a) a member of—
 - (i) a District Women's Federation; or
 - (ii) an affiliated organisation; or
 - (b) a Federation office-bearer; or
 - (c) a person employed in the Secretariat (including the Executive Officer); or
 - (d) the Patron; or
 - (e) the spouse, *de facto* spouse, parent, child, brother or sister of a person to whom the preceding paragraphs refer.

PART 9 — FEDERATION RULES

39 Rules

- (1) The Federation may, by resolution passed at an annual general meeting, make rules, not inconsistent with this Act—
 - (a) for any matter for which this Act provides; and
 - (b) for the attainment of any of the objects of the Federation; and
 - (c) to govern the conduct of meetings of the Federation; and
 - (d) for the resolution of disputes—
 - (i) between member organisations; or
 - (ii) between 1 or more member organisations and the Federation; and
 - (e) to set out the powers, duties and functions of Federation office-bearers and the Executive Committee.
- (2) The production of a copy of any rules under the common seal of the Federation is, in all proceedings, sufficient evidence of the rules.

PART 10 — MISCELLANEOUS

40 Service of applications, notices and other documents

An application, notice or other document required or authorised to be served on or given to the Federation, a Federation office-bearer or a person employed in the Secretariat may be served or given by leaving it at, or posting it to, the principal office of the Federation.

41 Protection from civil liability

- (1) This section applies to—
 - (a) a Federation office-bearer; and
 - (b) a person employed in the Secretariat.
- (2) Subject to this Act, no civil liability attaches to a person to whom this section applies for an act or omission in the exercise or purported exercise of official functions or powers.
- (3) An action that would, but for Subsection (2), lie against a person lies instead against the Federation.
- (4) This section does not prejudice rights of action of the Federation in respect of an act or omission of a person not in good faith.

42 Limitation of liability of member organisations

A member organisation is not liable to contribute towards the payment of the debts and liabilities of the Federation.

43 Enforcement of Act

- (1) A member organisation or a Federation office-bearer may apply to the District Court for an order under Subsection (2).
- (2) The District Court may make an order—
 - (a) giving directions to a person who or a body that is under an obligation to perform or observe any provision of this Act for the performance and observance of that provision; or
 - (b) restraining the Federation from doing an act that is outside the scope of its objects; or
 - (c) declaring and enforcing the rights or obligations of—
 - (i) member organisations between themselves; or
 - (ii) the Federation and a member organisation between themselves.
- (3) An order may be made under Subsection (2) whether or not a right of a proprietary nature is involved and whether or not the applicant has an interest in the property of the Federation.
- (4) The District Court may refuse to make an order on the application or may make an order for costs against a party, whether successful or not, if it is of opinion that—
 - (a) the issue raised in the application is trivial; or
 - (b) it was unreasonable to make the application having regard to any one or more of the following—
 - (i) the importance of the issue;
 - (ii) the availability of any other method of resolving the issue;
 - (iii) the costs involved;
 - (iv) the lapse of time;
 - (v) acquiescence;
 - (vi) any other relevant circumstance; or
 - (c) the unreasonable or improper conduct of a party has been responsible for the making of the application, or has added to the cost of the proceedings.

44 Unauthorised use of name

A person commits an offence if the person—

- (a) without the written authority of the Federation, uses the name or mark or logo —
 - (i) “Bougainville Women’s Federation”; or
 - (ii) “Bougainville Federation of Women”; or
 - (iii) “Women’s Federation of Bougainville”; or
 - (iv) “Bougainville Council of Women”; or
 - (v) of any District Women’s Federation; or
- (b) without the written authority of the Federation, uses a name implying that any other society or body is the Federation or a District Women’s Federation; or
- (c) falsely pretends that she or he is connected with the Federation.

Penalty: K5000.

45 Disapplication of *National Council of Women Act*

- (1) This section has effect in accordance with Section 296(1) of the National Constitution.
- (2) The *National Council of Women Act* 2013 of the National Parliament does not apply in Bougainville.

PART 11 — TRANSITIONAL

46 Definitions for this Part

In this Part—

commencement date means the date this Act comes into operation under Section 2;

former District Federation means a District Women’s Federation formed under the constitution of the incorporated association;

incorporated association means the Bougainville Women’s Federation Inc. (Association No 5-5531), incorporated on 15 January 2013 under the *Associations Incorporation Act* (Chapter 142) of the National Parliament.

47 Transfer of assets and liabilities

- (1) The assets and liabilities of the incorporated association immediately before the commencement date, are, on that date, transferred to the Federation.
- (2) The assets and liabilities of a former District Federation immediately before the commencement date, are, on that date, transferred to the corresponding District Women’s Federation established under Section 9.

48 Saving of contracts

A contract or agreement, entered into, made with or addressed to the incorporated association immediately before, and in force on, the commencement date is, on that date, to the extent that it was binding upon and enforceable against the incorporated association, binding upon and of full force and effect against, or in favour of, the Federation as fully and effectively as if, instead of the incorporated association, the Federation had been a party to it or bound by it or entitled to the benefit of it.

49 Actions, etc., not to abate

An action, arbitration or proceeding that was, immediately before the commencement date, pending or existing by, against or in favour of the incorporated association is not, on the coming into operation of this Act, abated or discontinued or in any way affected by any provision of this Act, but it may be prosecuted, continued and enforced by, against or in favour of the Federation.

50 First Federation office-bearers

- (1) On the commencement date—
 - (a) the person holding office as President of the incorporated association is to be taken to have been elected as President of the Federation; and
 - (b) each person holding office as Sub-regional Representative on the Executive Board of the incorporated association is to be taken to have been elected as Vice-President (for the corresponding region) of the Federation; and
 - (c) the person holding office as Treasurer of the incorporated association is to be taken to have been elected as Treasurer of the Federation; and
 - (d) the person holding office as young women's representative on the Executive Board of the incorporated association is to be taken to have been elected as young women's representative on the Executive Committee of the Federation.
- (2) The Federation office-bearers referred to in Subsection (1) hold office until the conclusion of the first annual general meeting after the commencement date.
- (3) If, on the commencement date, an office of the incorporated association referred to in Subsection (1) is vacant, a casual vacancy in the office of the corresponding Federation office-bearer is taken to have arisen for the purposes of Section 16(2).

51 Persons employed in Secretariat

A person employed in the Secretariat of the incorporated association immediately before the commencement date is taken to have been appointed to the corresponding position within the Secretariat of the Federation, on the same terms and conditions and without loss of accrued benefits and entitlements.

52 Members

An entity admitted to membership of the incorporated association under the constitution of the incorporated association immediately before the commencement date (other than a former District Federation) becomes, on that date, an affiliated organisation.

53 Rules to govern District Women's Federations

As soon as practicable after the commencement date, the Executive Committee is to adopt rules to govern the District Women's Federations, and such rules are to be taken to be rules made under Section 39 for the purposes of Section 9(2).

54 References

On the commencement date, unless the contrary intention appears, a reference in a legislative or other instrument—

- (a) to the incorporated association is to be taken to be a reference to the Federation; and
- (b) to the Executive Board of the incorporated association is to be taken to be a reference to the Executive Committee; and
- (c) to the President, Vice-President or Treasurer of the incorporated association is to be taken to be a reference to the office of the corresponding Federation office-bearer; and
- (d) to the Secretary of the incorporated association is to be taken to be a reference to the Executive Officer; and
- (e) to a former District Federation is to be taken to be a reference to the corresponding District Women's Federation.

1 Districts

For the purpose of this Act, the districts of Bougainville are—

(a) for the Northern region—

- (i) Atolls district; and
- (ii) Nissan district; and
- (iii) Buka district; and
- (iv) Buka Urban district; and
- (v) Selau/Suir district; and
- (vi) Kunua district; and
- (vii) Tinputz district; and

(b) for the Central region—

- (i) Wakunai district; and
- (ii) Kieta district; and
- (iii) Panguna district; and

(c) for the Southern region—

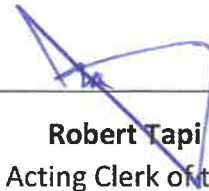
- (i) Torokina district; and
- (ii) Siwai district; and
- (iii) Bana district; and
- (iv) Buin district.

2 Amendment

The Federation may, by resolution passed at an annual general meeting, amend Item 1.

I certify that the forgoing is a fair copy of the *Bougainville Women Federation Act 2020*, which has been made by the House of Representatives.

Dated 12 June 2020



Robert Tapi
Acting Clerk of the
House of Representatives

I, Simon Pentanu, Speaker of the House of Representatives, hereby certify that the *Bougainville Women Federation Act 2020* was made by the House of Representatives on 11 June 2020.

Dated 12 June 2020



Honourable Simon G. Pentanu ,MHR
Speaker of the House of Representatives