

Associations Incorporation Act 2023

**Papua New Guinea has a
new law for associations.**

This brochure contains the information
every incorporated association in
Papua New Guinea needs to know.

**RE-REGISTER
BY 30 JUNE 2027**

Issued by the Investment Promotion Authority



A new law for associations in Papua New Guinea

The Associations Incorporation Act 2023 replaces the previous law from 1966. The new law modernises how associations are governed, strengthens accountability to members, and brings Papua New Guinea into line with international anti-money laundering and combating the financing of terrorism (CFT) standards.

The Investment Promotion Authority (IPA), through the Registrar of Companies, administers the Act.

Who this affects

- Every existing incorporated association in PNG.
- Every new association that incorporates from now on.
- Overseas nonprofits operating in PNG.

Even if your association is already incorporated, you must re-register within one year (by 30 June 2027).

What's changing

- **Two subtypes of association**

Every association must now identify as a **Public Benefit Association** (serving the wider community, such as health or education organisations) or a **Members Benefit Association** (serving its own members, such as chambers of commerce or trade groups).

- **Duties and resident requirements for committee members**

Each association must have at least 3 committee members, and at least one must be ordinarily resident in PNG. Committee members now have clearer duties, similar to company directors.

- **Financial accountability requirements**

All associations must keep basic accounting records. Larger associations, those receiving government grants, and those receiving donations above set thresholds must prepare audited financial statements.

- **Annual returns**

Associations must file an annual return with the Registrar each year, similar to companies. Failure to file results in removal from the register.

- **Beneficial ownership**

Associations must record beneficial ownership information in their member register. A beneficial owner is the person who ultimately owns or controls a membership, even if the membership is held in someone else's name. This meets international anti-money laundering standards.

- **A new category for overseas associations**

Overseas nonprofits operating in PNG were previously registered as overseas companies. They must now re-register under the new Act as overseas associations.

- **Broader grounds for objection**

Any person may object to a proposed incorporation. The grounds are wider than before and include a proposed committee member having a criminal conviction, or no committee member being ordinarily resident in PNG.

- **Online filings**

All filings, other than the initial Notice of Intent to Incorporate, must be completed through the IPA online registry: **www.ipa.gov.pg**.

How to re-register

Re-registration is free and replaces your annual return for the first year. This means that you will only need to reregister and are not required to file the return for the first year.

STEP 1: Log in

Sign in to the IPA online registry at www.ipa.gov.pg and locate your association.

STEP 2: Review and update

Check the information already recorded.
Update anything that is incorrect or out of date.

STEP 3: Provide new information

Add any information the new Act requires, such as:

- Current committee members.
- Public officer, if any.
- A brief description of your activities.
- Your association's subtype (public benefit or members benefit).

STEP 4: Submit

Submit before the end of the one-year window.



If you do not re-register

Your association will be removed from the register and will no longer be recognised as an incorporated association under PNG law. Restoration is possible for up to 2 years after removal, on payment of a late fee.

Further guidance and more information is available on the registry website:
www.ipa.gov.pg

Choosing your subtype

Every association must select one of the two new subtypes below:

1. Public Benefit Association

Formed for a charitable purpose serving the public interest. Activities benefit the wider community, not just members.

Examples: organisations promoting health or education for their communities.

2. Members Benefit Association

Formed and operated primarily for the benefit of its members. Activities focus on supporting or advancing members' interests.

Examples: chambers of commerce and trade groups.



Selecting the correct subtype is important

If you are uncertain which subtype to select, seek legal advice from your own counsel. This brochure is intended for general information only and should not be relied upon as legal advice.

**For more information
visit www.ipa.gov.pg**





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IPA is being supported in these reforms by the Pacific Private Sector Development Initiative (PSDI), an Asian Development Bank technical assistance program undertaken in partnership with the governments of Australia and New Zealand.

Established in 2006, PSDI works with the Asian Development Bank's 14 Pacific developing member countries to improve the enabling environment for business and support inclusive, private sector-led economic growth.



A technical assistance program undertaken in partnership with:

