

Companies Office Investment Promotion Authority

Form 16 | Notice of change of director and change in particulars of director

Section 137(1), Companies Act 1997

Note

If there is insufficient space on the form to supply the information required, attach a separate sheet containing the information set out in the prescribed format.



The information on this form must be either typewritten or printed legibly in BLOCK letters.

Name of company

Company number

KUMUL AGRICULTURE LIMITED

1-116310

1. Directors

The following person(s) has been appointed as a director of the proposed company.

Note: If there are more than three directors appointed please attach a separate sheet containing the information set out in the prescribed format. All names should be in BLOCK letter format.

Full name: KUPULU MERE	Nationality: PAPUA NEW GUINEA
Residential Address: Sect: Lot: Street: RAINBOW ESTATE – GEREHU	Gender: MALE
Postal Address: P O Box 1004, PORT MORESBY, NCD, PAPUA NEW GUINEA	Date of Birth: 8th OCTOBER 1965
Date of Appointment: 25TH AUGUST 2020	Email Address: merakupulu@gmail.com



Full name: FRIEDA SIAGURU	Nationality: PAPUA NEW GUINEA
Residential Address: Sect: Lot: Street: UNIVERSITY OF TECHNOLOGY CAMPUS	Gender: FEMALE
Postal Address: P O Box 1004, PORT MORESBY, NCD, PAPUA NEW GUINEA	Date of Birth: UNKNOWN
Date of Appointment: 25TH AUGUST 2020	Email Address: fysiaguru@gmail.com

Full name: MALA AHI	Nationality: PAPUA NEW GUINEA
Residential Address: Sect: Lot: Street: BUTIBAM VILLAGE, LAE CITY	Gender: MALE
Postal Address: P O Box 1004, PORT MORESBY, NCD, PAPUA NEW GUINEA	Date of Birth: UNKNOWN
Date of Appointment: 25TH AUGUST 2020	Email Address: maaihi@gmail.com

Full name: TIRI KUIMBAKUL	Nationality: PAPUA NEW GUINEA
Residential Address: Sect: Lot: Street: YUMI YET ESTATE – GEREHU	Gender: MALE
Postal Address: P O Box 1004, PORT MORESBY, NCD, PAPUA NEW GUINEA	Date of Birth: 14 NOVEMBER 1965
Date of Appointment: 25TH AUGUST 2020	Email Address: tirikuimbakul@gmail.com



Full name: PETER MOOROWER Residential Address: Sect: Lot: Street: BOMANA TURF CLUB, VITIS ROAD, WARD 13, PORT MORESBY NORTH EAST Postal Address: P O BOX 1004, PORT MORESBY, NCD, PAPUA NEW GUINEA Date of Appointment: 25TH AUGUST 2020	Nationality: PAPUA NEW GUINEA Gender: MALE Date of Birth: UNKNOWN Email Address: pmoorower@gmail.com
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Full name: MALUM NALU Residential Address: Sect: Lot: Street: MALOLO ESTATE, 7 MILE, NCD Postal Address: P O BOX 1004, PORT MORESBY, NCD, PAPUA NEW GUINEA Date of Appointment: 25th AUGUST 2020	Nationality: PAPUA NEW GUINEA Gender: MALE Date of Birth: 9th AUGUST 1967 Email Address: malumnalu@gmail.com
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2. Cessation of director

The following person(s) has ceased to hold the position of Director of the company

Note: If there are more than four directors that have ceased to be directors please attach a separate sheet containing the information set out in the prescribed format. All names should be in BLOCK letter format.

Full legal name: DAVID FORE Date of cessation as director: 25th AUGUST 2020	Gender: MALE Date of Birth:- UNKNOWN
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Full legal name: DAVID NIPUEGA Date of cessation as director: 25th AUGUST 2020	Gender: MALE Date of Birth:- UNKNOWN
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Full legal name: ARTHUR JONES Date of cessation as director: 25th AUGUST 2020	Gender: MALE Date of Birth:- UNKNOWN
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Full legal name: ROBERT GEORGE BRADSHAW	Gender: MALE
Date of cessation as director: 25th AUGUST 2020	Date of Birth:- UNKNOWN

Full legal name: FANSTON YANINEN	Gender: MALE
Date of cessation as director: 25th AUGUST 2020	Date of Birth:- UNKNOWN

Full legal name: MARK WORINU	Gender: MALE
Date of cessation as director: 25th AUGUST 2020	Date of Birth:- UNKNOWN

3. Change in particulars of existing Director(s)

The name, address, or other details of following director(s) has changed. The following is a statement of the current particulars of the director(s).


Note: If more than three directors have changed their details, please attach a separate sheet containing the information set out in the prescribed format. All information should be in BLOCK letter format.

4. Signed by director or authorised person

I certify that the information in this form is true and correct.

Name:

(Please give first name(s) followed by surname in BLOCK letters)

Signature: 



✓ Designation: Director or Authorised person

Date: 15 / DECEMBER / 2020

5. Lodged by

Name: KUPULU MERE

Address: P O BOX 1004, PORT MORESBY, NCD, PNG

Telephone/Mobile : 71443970

Email: merekupulu@gmail.com

Other Contact details:

6. Checklist

The following must accompany this form:

The prescribed fee of K100. A prescribed fee of K50.00 is payable if lodged through the Online Registry Service. Please make cheques payable to 'Registrar of Companies'.

Please deliver documents to: Investment Promotion Authority, _____





National Gazette

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No. G545]

PORT MORESBY, TUESDAY, 25th AUGUST

[2020

Kumul Consolidated Holdings Act 2002

REVOCATION OF APPOINTMENT OF DIRECTORS, DEPUTY CHAIRMAN AND MANAGING DIRECTOR AND APPOINTMENT OF DIRECTORS, CHAIRMAN, DEPUTY CHAIRPERSON AND MANAGING DIRECTOR OF THE KUMUL AGRICULTURE LIMITED

THE NATIONAL EXECUTIVE COUNCIL, by virtue of the powers conferred by Section 12 of the Kumul Consolidated Holdings Act 2002, and all other powers it enabling, on the recommendation of the Minister, hereby—

(a) revoke the appointment of the following as Directors of the Kumul Agriculture Limited—

- ROBERT BRADSHAW** (Deputy Chairman);
- FANSTON YANINEM**;
- MARK WORINU**;
- DAVID FORE**;
- DAVID NIPUEGA**;
- ARTHUR JONES** (Managing Director); and

(b) appoint the following as Directors of the Kumul Agriculture Limited, for a period of three (3) years—

- KUPULU MERE** (Chairman);
- FREDAH SIAGURU** (Deputy Chairperson);
- MALA AHI**;
- PETER MOOROWER**;
- TIRI KUIMBAKIU**.



National Gazette

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No. G438]

PORT MORESBY, FRIDAY, 10th JULY

[2020

CONSTITUTION

AMENDMENT TO THE DETERMINATION OF TITLES AND RESPONSIBILITIES OF MINISTERS

I, **JAMES MARAPE**, Prime Minister, by virtue of the powers conferred by Section 148 of the Constitution and all other powers me enabling, hereby amend the Determination of Titles and Responsibilities of Ministers dated 13th June, 2019 and published in the *National Gazette* No. G498 of 13th June, 2019 (as amended), in Schedule 1 (**PRIME MINISTER AND MINISTER FOR SPORTS**), Column 3, by inserting "Kumul Agriculture Limited" in its correct alphabetical order;

Dated this 7th day of July, 2020.

J. MARAPE,
Prime Minister.

Printed and Published by C. Lenturut, Government Printer,
Port Moresby.—438.





Kumul Agriculture Limited.
Office of the Board Chairman

15th December 2020

The Director
Investment Promotion Authority
IPA Haus, Konedobu
P O Box 5053
BOROKO, 111
National Capital District
Papua New Guinea

My dear Director

Subject: KUMUL AGRICULTURE LTD - AUTHORISATION

I write to enlighten your esteemed office of the recent changes that was made by the Prime Minister dated the 13th June 2019. By virtue of Section 148 of the Constitution, the Prime Minister amended the “**Determination and Responsibilities of Ministers**” to have **Kumul Agriculture Ltd** to be housed under the Department of Prime Minister and NEC, hence copy of the publication in the *National Gazette* **No. G438** is attached.

The National Executive Council has appointed a new Board of Directors of Kumul Agriculture Ltd on the 25th August 2020 and a true copy of the *National Gazette* **No. G545** is hereby attached.

The first Kumul Agriculture Board Meeting Minutes of 3rd December 2020 and all other necessary forms including form 15 and 16 are also attached for your processing accordingly.

Your sincerely

Kupulu Mere
Chairman



CC: 1. Department of Prime Minister & NEC
2. File



Kumul Agriculture Limited

Ground Floor NDB Haus, WAIGANI, P.O. Box 1004, Port Moresby, National Capital District, Phone: 70908200

Inaugural (1st) Board Meeting

Date: 3rd December 2020

Venue: Dept of PM & NEC, Manasupe Haus, Level 1 Conference Room

Time: 12:45 – 3:20pm.

Present:

- | | |
|-------------------|--------------|
| 1. Kupulu MERE | Chairman |
| 2. Frieda SIAGURU | Deputy Chair |
| 3. Peter MOOROWER | Director |
| 4. Mala AHI | Director |
| 5. Malum NALU | Director |
| 6. Tiri Kuimbakul | Director |

Absent

- | | |
|-------------------|-------------------|
| 1. Lyndon SABUMEI | Managing Director |
| 2. Julian DIRIHAN | Company Secretary |

Preliminaries

Meeting started at 12:45pm

1. Welcome

Chairman Kupulu Mere welcomed all the directors who were present for the meeting. He mentioned that board members were formally appointed by NEC and gazetted on the 25th of August 2020 – but this is the first ever board meeting after the management's failure to organize the meeting despite several reminders and directives from the Chairman. The reasons giving rise to these circumstances were made known to all the board members. Both the Managing Director & CFO of the company have been and continue to manipulate and sabotage the long delay of the board meeting for reasons of their own. To this regard the Chairman apologized to the two out-of-town directors (Frieda Siaguru & Mala Aihi) who made their own way into Port Moresby for this inaugural board meeting. He thanked them both (and the other directors) for their patience and commitment to the role they have been appointed to.

2. Opening Prayer

Chairman Kupulu Mere asked **Director Tiri Kuimbakul** to open the meeting with a word of prayer – who delivered a very meaningful prayer seeking the Lord Jesus Christ to guide the board in all the decisions it engaged in.

3. Introduction of Directors

Chairman mentioned that this board is made up of new directors and that it was only fair to go around the table and introduce ourselves for the benefit of our fellow directors.

- So all the directors took turn to introduce themselves.

4. General Overview of Government Policy on Agriculture & the role of Kumul Agriculture Ltd
Chairman informed the board that this section was planned for management of KAL to brief the board on all matters KAL in the agriculture sector including the general overview of government policies on agriculture in the country.

- But due to the absence of the MD and CFO/Company Secretary in not attending the board meeting, he said that Dr John Kuwimb from the Dept. of PM & NEC (in his capacity as the legal Advisor to the Prime Minister) was asked to brief the board on the Government's overview of agriculture in the country. It was only fitting for Dr Kuwimb to do this as Kumul Agriculture Ltd is formally brought under the Dept. of PM & NEC reporting directly to the Prime Minister.
- **Dr Kuwimb** explained the level of commitment of the national government in agriculture and the role KAL is expected to play in the agriculture sector. He went on to explain the difference between the Natural and Unnatural Economies. He pointed out that agriculture was the way to promote the natural economy (God's chosen economy). He further stressed that the economy of the country cannot grow unless if the economy is controlled by the citizens – by way of individuals fully engaging in a revenue generating venture. And he said that is why agriculture has that potential to engage every single citizen in this country to engage in and take control of the economy of the country.

5. Appointment of Company Secretary

Chairman pointed out that the incumbent Company Secretary who was supposed to organize, coordinate and take the meeting minutes was absent for this board meeting. He reminded the board that the incumbent was part of the management deliberately doing everything to suppress the 1st board meeting from happening. He therefore said we have no choice but to appoint a new company secretary to deal with all board matters going forward.

Director Tiri Kuimbakul said that the CFO is probably coerced by the MD to play stubborn and not adhere to the call of the board to run the board meetings.

Board members whilst generally sharing the same sentiments unanimously agreed to appoint a new company secretary to do the company secretarial work including other administrative requirements of the board and the office of the chairman.

Resolution

Director Peter Moorower moved the motion to:

- a) **Terminate the Company Secretary role from Mr Julian Dirihan leaving him with the finance management (CFO) functions only.**
- b) **And allow the Chairman to find a suitable and experienced company secretary as soon as possible.**

This motion was seconded by Deputy Chair Frieda Siaguru

6. Declarations

Chairman explained that directors were well-to-do individuals in their own lives and professions and it was good to declare our individual interests for the records. Directors also

expressed that it was good to declare our interests in order to safeguard the interest of the company and the credibility of the directors as well.

- **Director Mala Ahi** mentioned that the intent was good for proper governance requirements but directors can declare their interests when in conflict with a certain agenda during the board meetings henceforth.

Resolution

- **All board directors agreed to declare our interests regarding a certain agenda during all board meetings going forward.**

Agendas

1. Management Brief/Report

Chairman whilst introducing the agenda said that this section was meant for the management to provide an overview of the company which would include areas like corporate plan, current projects, 2021 budget, etc but since management is absent from the board meeting, management can present this agenda during the Board Induction.

Director Peter Moorower and other directors shared the same sentiments that there were many high level matters (like vision & mission, corporate strategies, etc) that must be properly discussed and executed by management and not play politics.

Resolution

- **All board members agreed for the Chairman to inform management to prepare a comprehensive review of the company to be presented during the Board Induction.**

2. Management of Company Accounts

Chairman introduced the agenda including the potential of funds that could continuously be misused or misapplied and asked what the board thought best to do.

Director Mala Ahi stressed the point that a letter must be written to the CFO asking him to provide the current status brief of the funds, especially after the recent K2 Million that was received. And that this status brief must be tabled in the next board meeting.

Deputy Chair Frieda Siaguru asked how we can control the use of funds in the company accounts. And other directors supportively expressed that the board must pass a resolution today to change the signatories of the company accounts with immediate effect.

Director Mala Ahi suggested that the new signatory changes must have the Chairman's signature as the primary (mandatory) signature with two (2) others.

Chairman advised that in order to manage the status quo board can make the resolutions now to change the signatories to the accounts and write to the bank to change the signatories.

Director Peter Moorower concluded that the need to change the signatories to the accounts was very clear and that the board needed to take those steps immediately.



Board directors collectively agreed that the new signatories to the company accounts will be: (1) Chairman Kupulu Mere (as primary signature) (2) Peter Moorower (Director representing the board) and incumbent CFO as management.

Resolutions

Director Mala Ahi moved the motion that:

- 1) *The signatories to the bank accounts of Kumul Agriculture Ltd be changed with immediate effect of this resolution.*
- 2) *A letter be written informing the bank management of the board resolution to change the signatories to the company accounts.*
- 3) *The Chairman to liaise immediately with the banks to change the signatories.*
- 4) *The signatories to the company accounts will be – Kupulu Mere (Chairman & primary signatory), Peter Moorower (Director) and Julian Dirihan (Chief Financial Officer)*
- 5) *Management be informed that from now onwards all financial and administrative transactions of the company must be approved by the Chairman before making any form of commitments.*
- 6) *The Company Common Seal be released to the Chairman as of this board resolution*

This motion was seconded by Director Tiri Kuimbakul

3. Audit into KAL accounts and – Appointment of Independent Auditor

Chairman introduced the agenda and explained the current state of financial affairs. He also mentioned that funds may already have been used despite the formal (email) directive of the Chairman for management to refrain from using the recent funds (K2 Million) without a formal board resolution.

All the directors expressed that this is a show of blatant ignorance and insubordination on the part of management; whereby they have deliberately not responded to the Chairman's directive and subsequently not complied with it at all.

Director Mala Ahi corrected the reading of the agenda by pointing out that the board has to decide to carry out a financial audit first – before appointing an independent auditor.

Resolutions

Director Peter Moorower moved the motion that:

1. *KAL accounts be "forensic" audited – for the period starting from the date of the last audit of the company accounts, through to the 31st of December 2020.*
2. *Chairman to invite quotations from three (3) audit firms like Andy Rutil, KSK, SKT and others who can provide a forensic audit of the accounts.*
3. *The quotations to be discussed at the board meeting and final auditor appointed.*

This motion was seconded by Director Mala Ahi

4. Freeze on Recruitment and Engagement of Consultancies

Given the lack of cooperation, hostility and rigid attitude by the MD, the Chairman introduced the agenda and after deliberations the board unanimously agreed to:

- Freeze all recruitments, consultancies, engagements of service providers, etc pending the forensic audit into the company accounts.
- Chairman will inform the management and staff of the board decision.
- Management will also be informed that all major issues, discussions, decisions to be presented to the chairman for direction and/or approvals.

5. Act of Insubordination by Management (MD and CFO)

Further to agenda # 4 above, the Chairman introduced this agenda and pointed out that the board have fallen victim to the stubbornness, ignorance and deliberate act of insubordination by the Managing Director and Chief Financial Officer/Company Secretary that make up the core management of the company. He stressed that this deliberate delay by management has unnecessarily taken fourteen (14) weeks despite the many calls and reminders of the Chairman for management to organize and facilitate the inaugural KAL board meeting. He said that all board members are aware of how this debilitating standoff has done to the spirit of the board to formally start the real job of organizing and running KAL. He stressed that this must not happen again therefore the board needs to make appropriate decisions.

Director Malum Nalu complained that many of the rice project initiatives started by KAL through community partnerships have been stalled due to inaction of the management. He said two (2) lots of K2 Million was paid to KAL within the space of a few months apart but the funds have been used elsewhere rather than these community based projects. He also expressed that because of the inaction of management, the communities are losing trust in KAL; and he was specifically concerned that eventually these communities will lose trust in the PM's call and directive to develop rice.

Directors Tiri Kuimbakul, Frieda Siaguru and Peter Moorower also expressed similar sentiments that what the management had done in deliberately delaying the board meeting for 14 weeks (for reasons of their own) – is a clear act of insubordination. The MD thinks that the management will direct/control what the board can and cannot do, when it actually should be the other way around. Per Companies Act 1997 the company is entirely run by the board – whilst management's role is to implement board decisions. Which means that the position of MD is to lead the staff in implementing the board decisions. Never in any way shape or form can the board take directions from management or be told when and when not to hold board meetings. The mandate to decide when to hold the board meeting lies solely with the Chairman through collaboration with the board members.

After much discussion, the board took the following decisions.

Resolution

Director Peter Moorower moved that:

1. ***Taking into consideration the high level of insubordination stubbornly portrayed by the Managing Director, the board unanimously resolves to suspend the Managing Director Mr Lyndon Sabumei immediately as of today.***
2. ***The duration of the suspension will be from today (the date of this meeting) till the findings of the independent audit report is well received by the board and finalized.***
3. ***All company assets (Motor Vehicle, laptop, Mobile Phone, Office keys, and others) at the disposal of the MD will be returned to the company as of the moment of the receipt of the suspension letter.***



4. Henceforth, management of all company affairs will be brought to the Chairman for deliberation, decisions and/or directions.
5. Alignment of management to accommodate these changes will be made by the Chairman.

This motion was seconded by Director Tiri Kuimbakul

Resolution

- *Director Tiri Kuimbakul also moved the motion that the board gives authority to the Chairman to organize security, mobility, etc to enforce the resolutions.*
- *This motion (as supported by all directors) was seconded by Deputy Chair Frieda Siaguru.*

6. Annual Plan

Chairman introduced the agenda and the importance of getting management to explain the annual plans and related activities. Board members also expressed much interest to know what plans management might have done already.

Resolution

- *After much discussions and resolves by the board, Deputy Chair Frieda Siaguru moved the motion that management will present the Annual Plan during the formal Board Induction.*

This motion was seconded by Director Malum Nalu

7. Board Induction

Chairman introduced the agenda and said that the board induction is very important; especially when all board members are new and don't know much about the company. For the board to creatively do greater for the company a comprehensive induction of the board will set the platform. That is why management must prepare well and present an informative induction.

Board members agreed to the need for a full board induction.

Resolution

Deputy Chair Frieda Siaguru moved the motion that:

1. *Chairman to direct management to prepare a comprehensive Board Induction for the benefit of all board directors.*
2. *Board Induction will be on the 18th of December 2020 right after the second board meeting on the 17th December 2020.*

AOB

i) Board Swearing In

Director Peter Moorower enquired if the board legally needed to be sworn in.

- *Other directors* commented and concluded that in many cases directors of companies don't need to be sworn in (like they do for government agencies and departments)

- **Chairman** gave an example of companies like PNG Ports Corporation Ltd and other SOEs where board and management don't get sworn-in at the government house. Government gazettal of the appointment can suffice.
- ii) **IPA Director's Records**
- Director Tiri Kuimbakul** explained that the IPA records still show the names of the old directors. He therefore enquired if there will be any legal implications because of that.
- Chairman replied that the legal opinion he had sourced provided ample clarity that the NEC Decision of this board and the official government Gazettal of the board is sufficient to show that the previous board of directors have been replaced by this new board.
 - As a result it is only an administrative matter for the Company Secretary and/or management to effect the changes but obviously they haven't changed the names yet.
 - Chairman then assured the board to have the directors names changed soon after the board meeting.
- iii) **K1.7 Billion Loan for the SOEs**
- Director Peter Moorower** announced that government had got a loan to the tune of K1.7 Billion for the SOE. He said that KAL is part of the SOE group and entities so we qualify to access these funds.
- The board therefore resolved for the Chairman to enquire with the PM and relevant authorities to check availability of these funds and to get management to do a submission to access these funds, if available.
- iv) **Staff Salaries**
- Director Peter Moorower** mentioned that it was good to look into the salary of the staff – especially the MD who could be paying himself any amount he may choose and pick. Need to review the salary structure of the company and make it compliant.
- v) **Board Stipends**
- Director Peter Moorower** with the support of the rest of the directors pointed out the need for the board stipends to be paid starting from the next board meeting.
- **Chairman** replied that we will work at this issue with management and when that is sorted we should be in a better place to make appropriate decisions.

Next Board Meeting

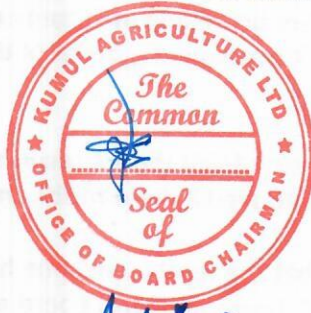
- **The board resolved to hold the next board meeting on the 17th of December 2020 and the board induction a later on the 18th of December 2020.**
- **Director Peter Moorower moved the motion that the meeting be closed at 3:20pm. And was seconded by Deputy Chair Frieda Siaguru**



With the final thankyou remarks to the board directors, the Chairman formally closed the meeting at 3:20pm.



Kupulu Mere
CHAIRMAN
(And Meeting Secretary)

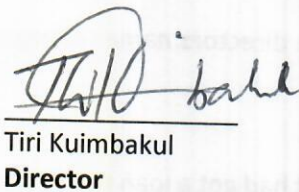


Frieda Siaguru
Deputy Chair

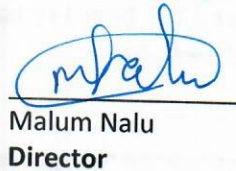


Peter Moorower
Director

Mala Ahi
Director



Tiri Kuimbakul
Director



Malum Nalu
Director