



**ROYAL PAPUA YACHT  
CLUB Inc.**

**Rules of  
Association**

As adopted March 2019

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## **1. NAME**

The name shall be the ROYAL PAPUA YACHT CLUB Inc.

## **2. DEFINITIONS**

In these Rules unless the context otherwise requires, the following expressions have the respective meanings hereby assigned to them, that is to say:

"Captain of Sail" The chairperson of the controlling committee of competitive sailing shall be known as Captain of Sail;

"Financial year" The financial year shall commence on the first day of January and end on the last day of December;

"Game Fishing Representative" The person nominated by the Port Moresby Game Fishing Club as their delegate to the Executive Committee of the RPYC;

"Proper Notice" means a request in writing to the Commodore signed by at least four committee persons or at least ten ordinary members submitted at least 10 days prior to the holding of the meeting;

"Special Resolution" means a special resolution as defined in the Association's Incorporation Act 1996 as amended;

"Search and Rescue" means the activities required to maintain an effective rescue presence for those members who may need assistance on the waters surrounding Port Moresby.

"Strategic Plan" means the three year rolling strategic plan presented by the Committee and ratified by The Board."

"The Board" means the Financial Advisory Board established pursuant to these Rules;

"The Board Members" mean the persons elected or appointed to the Finance Advisory Board pursuant to these Rules;

"The Club" means the incorporated association known as the "Royal Papua Yacht Club Inc."

"The Committee" means the Executive Committee elected or appointed under the provisions of these Rules; and

"These Rules" mean the Rules of Association set out herein as amended from time to time.

## **3. OBJECTS**

The objects for which the Club is established are:

- (a) To promote the sport of yachting and other aquatic sports and recreations generally providing the facilities for, and regulating the conduct of those sports;
- (b) To provide training programmes for members and other persons from time to time selected by the Committee in the support of yachting and other aquatic sports and recreations;
- (c) To assist wherever possible, the participation by members in aquatic sports; and
- (d) To provide the facilities and environment for social contact between members and their friends and generally afford to them all the usual privileges, benefits and convenience of a Club.

#### **4. POWERS**

In pursuance of its objects, the Club shall have the following powers:

- (a) to acquire by purchase, lease or otherwise, land, buildings, plant and equipment and to permit the same to be used by members, employees and servants of the Club, either gratuitously or for payment;
- (b) to trade either directly or indirectly in the purchase or manufacture and sale of material and equipment necessary or auxiliary to the promoted sports, in so far as such trade is to the benefit and convenience to the members;
- (c) to trade in the purchase and resale of all kinds of liquor refreshments and provisions required or used by members and their friends in compliance with the National Capital District Liquor Licensing Act 1984 as amended;
- (d) to promote and conduct either alone or jointly with any other association, club or persons, meetings, competitions and matches in connection with aquatic sports or any other sports or pastimes and to offer, give or contribute towards prizes, medals and awards therefore, and to promote, give or support dinners, balls, concerts and other entertainments;
- (e) to permit the sub-leasing of premises, plant and equipment for the operation of services for the benefit of members;
- (f) subject to the provisions of the Rules, to undertake every type of business activity whatsoever to generate income, acquire property or raise capital provided that such income property and capital shall be applied for the benefit of members; and
- (g) subject to the provisions of these Rules, to invest from time to time the funds of the Club or any surplus thereof in such amounts and in such manner as the committee may recommend.

#### **5. INCOME AND PROPERTY**

- (a) The income and property and capital of the Club wheresoever derived shall be applied solely towards the promotion of the objects of the Club and no portion thereof shall be paid or transferred directly or indirectly as dividend or otherwise by way of profit to members.
- (b) The Club shall have power to borrow or raise and give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or charge upon all or any part of the property of the Club or without security and upon such terms as to otherwise as the Club shall think fit.
- (c) Any capital improvements or fixtures to Royal Papua Yacht Club property or lease holdings are the property of the Royal Papua Yacht Club Inc.

#### **6. FINANCES**

The funds of the Club shall be derived from:

- (a) the nomination fees, annual subscriptions, marina fees, levies, hard stand, ramp charges and other fees payable by members;
- (b) receipts from goods sold to and services provided to members and their guests;
- (c) donations or bequests;
- (d) income or revenue derived from time to time from investments of the Club or from the sale, lease or other disposition of any assets of the Club; and
- (e) money borrowed by the Club from time to time.

#### **7. COMMON SEAL**

The Club shall have a common seal on which the words 'Royal Papua Yacht Club Inc and such insignia or emblem as the Committee determines are inscribed. The seal shall remain in the custody of the Honorary Secretary and shall be affixed to documents issued by the Club when requested in the presence of any two of the Flag Officers or a Flag Officer and the Honorary Secretary following a resolution of the Committee.

#### **8. MEMBERSHIP**

- (a) No member of the Royal Papua Yacht Club Inc shall be entitled to derive any benefit or advantage from the club that is not shared equally by all members.
- (b) Rights of membership are not transferable other than those associated with Gold Key membership.

#### **9. CLASSES OF MEMBERSHIP**

In accordance with these Rules the Club may admit persons to the following classes of membership:

- (a) Ordinary membership;
- (b) Gold Key Ordinary membership;
- (c) Country membership;
- (d) Family membership;
- (e) Gold Key Family membership;
- (f) Cadet membership;
- (g) Life membership;
- (h) Honorary membership.

#### **10. ORDINARY MEMBERSHIP**

- (a) Ordinary membership may be granted to persons of either sex.
- (b) Ordinary members are eligible to vote at general meetings, to stand for election as Officers, subject to rule 35 (b), Board Members and to take part in Club competitions.
- (c) Gold Key Membership is allowable for the period 1 January 1996 to 31 December 2003 and such membership is fully transferable for no fee other than the required nomination fee for the new member.

#### **11. COUNTRY MEMBERSHIP**

- (a) Country membership may be granted to persons of either sex whose place of residence is situated beyond a forty kilometres radius from the Club's premises or who, by reason of their place of residence, are unable to regularly take part in Club activities.
- (b) Country members are eligible to vote at general meetings and to take part in Club competitions but may not stand for election as Officers or as Board Members.

#### **12. FAMILY MEMBERSHIP**

- (a) Family membership may be granted to any person who is a nominated partner or child (not exceeding the age of eighteen years at the start of the financial year) of an ordinary member of the Club.
- (b) Subject to 12 (c), family members are not eligible to vote at general meetings or to stand for election as Officers or Board Members but may take part in Club competitions and may use and enjoy all the facilities and privileges of the Club.
- (c) Gold key family members are eligible to vote at general meetings and to stand for election as Officers or Board Members

### **13. CADET MEMBERSHIP**

- (a) Cadet membership may be granted to persons of either sex who are under the age of eighteen years at the start of the financial year.
- (b) Cadet members are eligible to take part in Club competitions and may, subject to these Rules and the By Laws, use and enjoy all the facilities and privileges of the Club, but are not eligible to vote at general meetings nor to stand for election as Officers or Board members.

### **14. LIFE MEMBERSHIP**

- (a) Life membership may be granted to any member in recognition of services rendered to the Club.
- (b) Life members are entitled to all rights and privileges of ordinary membership but are not subject to any Rules requiring or relating to the payment of annual subscriptions.
- (c) Life members under this rule are also granted an ordinary membership for their nominated partner, and family or cadet membership for their children (not exceeding the age of eighteen) but are not subject to any Rules requiring or relating to the payment of annual subscriptions for these memberships.

### **15. HONORARY MEMBERSHIP**

- (a) Honorary membership shall be granted, on application, to members and their nominated partner of the following classes of persons for such as they are in Port Moresby, without payment of any nomination fee or subscription, other than marina fees or levy:
  - (i) any person directly representing the Sovereign or the British Commonwealth of Nations, or the Commonwealth of Australia
  - (ii) commissioned officers and senior non-commissioned officers of any naval vessel visiting Port Moresby; or
  - (iii) Officers of the vessels of such shipping companies as may be approved by the Executive Committee from time to time.
- (b) Honorary membership may be granted to members of the following classes of persons for such periods and on such conditions as are hereby prescribed: -
  - (i) visitors to Port Moresby who are members of a sailing, power, yacht or aquatic club that is for the purpose of this Rule recognised by the Executive Committee on production of evidence of their accreditation by that Club, for a period of one month without payment of a fee or subscription, other than a marina fee or levy and extended for any further period not exceeding six months on payment in advance of a subscription at such rate as prescribed by the By-Laws
  - (ii) other visitors to Port Moresby, on being proposed by a financial ordinary member and their admission being approved by an officer of the Club, for a period of one month without payment of a nomination fee or subscription, other than marina fee or levy and extended for any further period not exceeding three months on payment in advance of a subscription at such rate as prescribed by the By-Laws; or
  - (iii) such residents of Papua New Guinea as may be invited by the Executive Committee to accept honorary membership from time to time for a period of one year without payment of a nomination fee or subscription, other than a marina fee or levy and extended for any further period or periods, each not exceeding one year, at the pleasure of the Executive Committee, providing that there may be no more than ten honorary members of this category at any one time.

- (iv) Honorary members are eligible to take part in Club competitions and may use and enjoy the facilities and privileges of the Club but are not eligible to speak or vote at general meetings nor stand for election as Officers of the Executive Committee or as Board Members nor may they introduce guests to the Club facilities.
- (v) Notwithstanding the provisions of the last preceding sub-clause, honorary members appointed by the Executive Committee under sub rule (b) (iii) of this Rule may introduce guests to the Club facilities.
- (vi) An honorary member who in accordance with these Rules is required to pay any subscription or fee and who fails to pay such subscription or fee as and when it becomes due shall forfeit all rights and privileges of honorary membership unless they forthwith explain the omission to the satisfaction of the Executive Committee.
- (vii) The Executive Committee has the power to refuse honorary membership to any person or persons or revoke the honorary membership of any person without assigning any reason therefore.

#### **16. OFFICERS**

- (a) The officers of the Club are the Flag Officers and Executive Committee persons elected or appointed from time to time in accordance with these Rules.
- (b) The Club General Manager, Club Manager and the Administration Manager are deemed to be officers of the club with all attendant powers.

#### **17. FLAG OFFICERS**

- (a) The Flag Officers of the Club are the Commodore- in- Chief, the Commodore, the Vice Commodore and the Rear Commodore.
- (b) The Commodore-in-Chief shall be appointed by the Executive Committee at its first meeting after the annual general meeting of the Club in each year or at any other time if the position becomes vacant.
- (c) Notwithstanding the provisions of the preceding sub-clause, the Executive Committee may decide not to appoint a Commodore in-Chief in a particular year.
- (d) The Commodore, Vice Commodore and Rear Commodore shall be elected in the manner provided by these Rules.

#### **18. IMMEDIATE PAST COMMODORE**

An outgoing Commodore, during the period of twelve months immediately following the cessation of their term of office in that position, shall be known as the "Immediate Past Commodore".

#### **19. EXECUTIVE COMMITTEE**

- (a) There shall be an Executive Committee consisting of the following officers: The Commodore; The Vice Commodore; Rear Commodore; Marina Captain; The Honorary Secretary; The Honorary Assistant Secretary; The Honorary Treasurer; The Social Secretary; and Three General Committee persons.
- (b) Subject to the provisions of this Rule and of Rule 21 all members of the Executive Committee shall be elected at the annual general meeting.
- (c) If they are not otherwise elected as Flag Officers or Committee persons, the Immediate Past Commodore, the Captain of Sail elected under the provisions of Rule 26 and the Game Fishing Representative shall also be members of the Executive Committee with the same voting rights and privileges as a duly elected Committee person.

#### **20. POWERS AND DUTIES OF OFFICERS**



- (a) Commodore:
- (i) The Commodore shall take command of the fleet, and shall preside at general meetings and meetings of the Executive Committee.
  - (ii) The Commodore shall represent the Club on all occasions requiring official representation and shall be the Club's spokesperson on all matters relating to the activities, business and objects of the Club.
  - (iii) The Commodore shall present to members at the annual general meeting a report in writing in respect of the activities and business of the Club and any events that have significantly affected the state of affairs of the Club during the preceding year.
  - (iv) The Commodore may create or disband sub-committees for any special membership issues and may, subject to any decisions made by the Executive Committee instruct any other Committee Officers or members of the Club in relation to the conduct of member affairs in the interests of the membership of the Club.
  - (v) The Commodore may, on their own authority, incur on the Club's behalf expenditure to an amount not exceeding one thousand kina at any one time and for any purpose for the benefit of the membership and to a total of the several expenditures not exceeding three thousand kina during a twelve month term of office for the benefit of the membership.
  - (vi) The Commodore may delegate any of their powers or duties to any other Officer of the Club as they deem fit under the circumstances.
  - (vii) The Commodore shall where any person is nominated for election to the Executive Committee, forthwith enquire into the eligibility of the nominee and if satisfied that the nominee is eligible in accordance with these rules for election to the Executive Committee, they shall forthwith certify in writing that the nominee is eligible to be elected to the position on the Executive Committee for which they have been nominated and if not satisfied that the person is eligible to be elected to the position on the Executive Committee for which they have been nominated, the Commodore shall so certify
  - (viii) The Commodore shall investigate and drive Executive Committee approved sponsorship initiatives to promote and develop Club based water and land activities for members to enjoy recreationally and competitively.
- (b) Vice Commodore:
- (i) The Vice Commodore shall assist the Commodore in the discharge of their duties and in the absence of the Commodore shall act in their position.
  - (ii) When acting in the position of Commodore, the Vice Commodore shall carry out the duties and may exercise all the powers of the Commodore.
  - (iii) The Vice Commodore shall convene a meeting, in the first week of April of each year, of those members interested in various sports of the club for the purpose of forming controlling committees for the conduct of those sports.
  - (iv) The Vice Commodore shall provide support and assistance to the Search and Rescue sub-committee so as to be updated and ready to assist in the advent of an emergency where the Search and Rescue Team need an immediate and coordinated response.
  - (v) The Vice Commodore shall assist the Commodore investigate and drive Executive Committee approved sponsorship initiatives to promote and develop Club based water and land activities for members to enjoy recreationally and competitively.

(c) Rear Commodore

- (i) The Rear Commodore shall monitor the performance of the Club Manager and his team against contract KPI's and annual business plan and report to the Executive Committee on any exceptions. The Rear Commodore shall provide support and advice at the request of the Club Manager on the business activities of the Clubhouse proper and environs.
- (ii) The Rear Commodore shall assist the Commodore in the discharge of their duties and in the absence of the Commodore and the Vice Commodore shall act in the position of Commodore.
- (iii) When acting in the position of Commodore, the Rear Commodore shall carry out the duties and may exercise all the powers of the Commodore.
- (iv) The Rear Commodore shall assist the Commodore investigate and drive Executive Committee approved sponsorship initiatives to promote and develop Club based water and land activities for members to enjoy recreationally and competitively.

d) Marina Captain

- (i) The Marina Captain shall remain informed on the issues affecting the Marina complex including Game Fishing Gantry, hard stand, boat ramps, fuel berth and careening piles so that member issues can be addressed the Executive Committee level.
- (ii) The Marina Captain shall establish and be chairperson of the Marina Sub Committee so that bylaws can be reviewed and kept current for member's safety and the well-being of the Marina as a whole. Recommendations from the Marina Sub Committee will be reviewed by the Executive Committee for formal approval.
- (iii) The Marina Captain shall provide advice and support to the Club General Manager on addressing maintenance and member boat owner issues.

e) Honorary Secretary

- (i) The Honorary Secretary shall, ex officio, be a member of all committees and sub-committees other than the controlling committees and the Finance Advisory Board,
- (ii) The Honorary Secretary shall:
  - (1) give due notice of all meetings, prepare agenda for all general meetings and Executive Committee meetings, keep correct minutes of the proceedings at all such meetings and keep a record of the attendance of Officers, and Committee persons at all general meetings, Executive and other committee meetings;
  - (2) maintain a correct and up to date register of Officers;
  - (3) advise and support the Club Management in ensuring the safe custody of all deeds, documents of title and securities of the Club and its property;
  - (4) advise and support the Club Management in ensuring new members are advised of their admission or election and inform them of their responsibilities and privileges;
  - (5) support the Club Management by ensuring that the latest approved copies of the By-Laws are available to Club Management for retention on the Club premises and for distribution to the Club Membership;
  - (6) ensure that the Club Management are making available to the Finance Advisory Board, within seven days of any executive committee meeting, a true copy of the minute, including any and all budgets or financial reports submitted by the Club Manager.

- (f) Honorary Assistant Secretary
  - (i) The Honorary Assistant Secretary shall assist the Honorary Secretary in the discharge of their duties and in the absence of the Honorary Secretary shall act in their position.
- (g) Honorary Treasurer
  - (i) The Honorary Treasurer shall support and advise the Club Management, when requested, to ensure payments out of Club funds of all accounts are enacted as passed for payment by the Executive Committee, or its delegated officers, upon the ratification of the Board where applicable.
  - (ii) The Honorary Treasurer shall provide support and advice to ensure the Club Management cause to be kept such proper books of accounts and other records as will sufficiently explain the transaction and financial position of the Club and enable true and fair profit and loss accounts, balance sheets and statements required by these Rules to be prepared from time to time and cause those records to be kept in such a manner as to enable them to be conveniently and properly audited.
  - (iii) The Honorary Treasurer shall present to members at the annual general meeting a duly audited financial statements prepared to Papua New Guinea Institute of Accountants standards for the financial year up to the 31st day of December in the year immediately preceding the date of the meeting.
  - (iv) The Honorary Treasurer shall present to members at the August general meeting summary financial statements for the half year up to the 30th day of June immediately preceding the date of the meeting.
  - (v) The Honorary Treasurer shall where required assist management with support and advice in producing all books and other records required from time by the Auditor or Auditors.
  - (vi) The Honorary Treasurer shall support and advise Club Management in preparing projected budgets and business plan for presentation to the Executive Committee prior to the 1<sup>st</sup> of December each year.
  - (vii) At the monthly meeting of the Executive Committee, the Honorary Treasurer shall be available for review of a summarised financial statement, which shall highlight all major expense items, for the financial activities of the Club for the preceding month for Club Management should and advice and support be requested.
- (h) Social Secretary
  - (i) The Social Secretary shall establish and be chairperson of the Social Sub Committee who shall liaise with Club Management in supplementing function activities for the benefit of members and their guests.
  - (ii) The Social Secretary shall focus on key Club functions and work with Management to plan the event calendar for the successive year for approval by the Executive Committee by 1<sup>st</sup> December.
- (i) Executive Committee Persons
 

The Executive Committee persons shall:

  - (i) represent the members of the Club at Executive Committee meetings,
  - (ii) undertake such duties in relation to the activities or business of the Club as may from time to time be assigned to them by the Commodore or the Executive Committee, and

- (iii) actively promote the objects and goodwill of the Club.
- (j) Operation of Club Accounts

The following Officers shall be signatories to the Clubs banking accounts and cheques may be drawn on those accounts under the signatures of any two of them:-

The Commodore;  
 The Vice Commodore;  
 The Rear Commodore;  
 The Honorary Secretary;  
 The Honorary Treasurer; and  
 The Club General Manager.

## **21. POWERS AND DUTIES OF EXECUTIVE COMMITTEE**

- (a) Subject to the provisions of these Rules, the Executive Committee is responsible for the management of the Club's business and formulation of policy, and shall have oversight of management performance against KPI's the projected business plan, but shall not interfere with the conduct of the sports of the Club where the controlling committees formed for that purpose are exercising effective control of such conduct.
- (b) The Executive Committee shall appoint delegates of the Club to the Papua New Guinea Yachting Association subject to the advice of the sailing controlling committee.
- (c) For the purposes of, but without limiting the generality of sub-clause (a) of this Rule, the Executive Committee may:-
  - (i) make such By-Laws not inconsistent with these Rules, as from time to time it considers necessary or convenient for the carrying out or giving effect to these Rules and suspend, revoke or amend such By-Laws;
  - (ii) co-opt members to assist in the execution of its duties and form or disband sub-committees related to member issues from time to time;
  - (iii) form or disband from time to time committees of Club members for special purposes related to member issues;
  - (iv) deleted
  - (v) accept or reject applications for membership;
  - (vi) delegate to any Officer such duties as it is deems necessary;
  - (vii) dismiss any Committee person who, without reasonable cause, has failed to attend three consecutive regular meetings of the Executive Committee.
  - (viii) the Executive Committee may dismiss any executive committee person for any reason.
    - (1) To dismiss a committee person under this provision nine committee persons must approve the expulsion at a special committee meeting called for the purpose at which ten days clear notice has been provided.
    - (2) Reasons for dismissal may include but not limited to, consistent obstruction and dissent of committee discussions and decisions, failure to fulfil committee duties and obligations, and conduct liable to bring the committee into disrepute.
    - (3) Notwithstanding rule 38(e), in any vote to dismiss a committee person the chairperson is entitled to a vote, but is not entitled to a casting or deciding vote.

- (4) Voting for this sub rule may be by form of secret ballot if so desired and proxies are not allowable.
- (ix) fill any casual vacancy occurring by virtue of the death, resignation, or dismissal of a Committeeperson by appointing a member to fill the vacant position until the next Annual General Meeting with the exception in the case of the Game Fishing Representative who shall be replaced by a nominee of the Port Moresby Game Fishing Club
- (x) appoint a member to be a temporary Committeeperson during the absence on approved leave of an elected member of the Committee, with the exception in the case of the Game Fishing Representative who shall be replaced by a nominee of the Port Moresby Game Fishing Club
- (xi) grant leave of absence to any Officer for a specified period;
- (xii) carry out or cause to be carried out, all recommendations properly made from time to time by the Executive Committee and shall not do or permit to be done anything contrary to any recommendation of the Executive Committee;
- (xiii) fill any casual vacancy occurring by virtue of the death, resignation or dismissal of an Executive Committee Member by appointing a person duly certified by the Commodore as being eligible pursuant to these Rules to fill the vacant position until a Special General Meeting has been held to duly elect a person to that position, provided that the Executive Committee shall ensure that a Special General Meeting for the said election be held as soon as practicable after the vacancy first occurs;
- (xiv) dismiss any Executive Committee Member who, without reasonable justification, has failed to attend three consecutive regular meetings of the Executive Committee or who is guilty of gross misconduct in their capacity as a Committee Member.
- (xv) The Executive Committee are duty bound to ensure that all matters requiring the approval of the Executive Committee under rule 30 is so referred and obtained prior to authorising same.
- (d) The Commodore, Vice Commodore and Rear Commodore shall be responsible for the recruitment of a General Manager, the terms and conditions of employment and the development of agreed key performance Indicators for the business performance of the Club. All other management and staff recruitment is to be managed by the Club Manager and his reporting is to include performance against contract KPI's for his management team.

## **22. CLUB GENERAL MANAGER**

- (a) A Club General Manager, appointed by the Executive Committee shall be responsible to that Committee and the Commodore for the execution of the duties assigned to them.
- (b) A person appointed as Club General Manager who is not otherwise a member shall be granted honorary membership plus an honorary family membership, if applicable, for the period of their term of office.
- (c) A person appointed a Club Manager or Administration manager who is not otherwise a member shall be granted honorary membership for the period of their term of office.
- (d) A member who is appointed Club General Manager, Club Manager or Administration Manager, and who are in receipt of remuneration for their services is not eligible to be a member of the Executive Committee.
- (e) The Club General Manager, Club Manager or Administration Manager, may introduce guests to the Club.

- (f) On invitation, the Club General Manager may attend and participate in discussions at Executive Committee meetings but is ineligible for a vote.
- (g) No payment or emolument shall be made or granted to the Club General Manager or any other person by way of commission, profit or allowance from or upon the receipts from liquor disposed of in the Club premises.

### **23. AUDITORS AND LAWYERS**

- (a) An auditor or auditors shall be appointed and their remuneration fixed by the Executive Committee.
- (b) An auditor or auditors appointed under this Rule shall, subject to sub-clause (d) of this Rule, hold office until the next general meeting.
- (c) An auditor shall be a professional accountant, shall be a member of the Papua New Guinea Institute of Accountants and shall not be an Executive Committee person of the Club.
- (d) An auditor may be removed from office by resolution of members at a general meeting of which special notice has been given but not otherwise.
- (e) When an auditor is removed from office under the last preceding sub-clause and there are no surviving or continuing auditors,
- (f) The Executive Committee may fill a casual vacancy in the office of auditor but, while such vacancy continues, the surviving or continuing auditors (if any) may act.
- (g) A lawyer or lawyers shall be appointed and their remuneration fixed by the Executive Committee.
- (h) A lawyer or lawyers appointed under this Rule shall, subject to sub-clause (j) of this Rule, hold office until the next general meeting
- (i) A lawyer shall be a member of the Papua New Guinea Law Society and shall not be an Executive Committee person of the Club.
- (j) A lawyer may be removed from office by resolution of members at a general meeting of which special notice has been given but not otherwise.
- (k) When a lawyer is removed from office under the last preceding sub-clause and there are no surviving or continuing lawyers, another lawyer shall be appointed at the same general meeting at which the previous lawyer was removed and that lawyer shall hold office until the next annual general meeting.
- (l) The Executive Committee may fill a casual vacancy in the office of lawyer but, while such vacancy continues, the surviving or continuing lawyers (if any) may act.

### **24. POWERS AND DUTIES OF AUDITORS AND LAWYERS**

- (a) The auditor or auditors shall audit the accounts and other records of the Club and shall report to members as to every balance sheet, cash flow statement, profit and loss presented to the members in the annual general meeting and shall state in their report whether:
  - (i) in their opinion such balance sheet, profit and loss account and cash flow statements are properly drawn up so as to give a true and fair view of the state of the Club's affairs; and
  - (ii) in their opinion the accounting and other records examined have been properly kept.
- (b) An auditor may at all reasonable times have access to the accounting and other records of the Club and may require from any Officer such information and explanations as they desire for the audit.

- (c) An auditor is entitled to receive all notices of and other communications relating to any general meeting that any member is entitled to receive and may attend any general meeting and be heard on any part of the meeting that concerns them as auditor.
- (d) No Officer, Manager or employee of the club shall hinder, obstruct or delay an auditor in the performance of their duties.
- (e) The lawyer shall provide legal advice to the club on request from the Executive Committee
- (f) A lawyer is entitled to receive all notices of and other communications relating to any general meeting that any member is entitled to receive and may attend any general meeting and be heard on any part of the meeting that concerns them as lawyer

**25. HONORARY ARCHIVIST**

- (a) There shall be an Honorary Archivist appointed by the Executive Committee.
- (b) The Honorary Archivist is responsible for the compilation and maintenance of an up to date register of the trophies, paintings, photographs, courtesy pennants and historical records of the Club.
- (c) The Honorary Archivist shall report the state of the register to the Executive Committee each year for inclusion in the annual report, making specific mention of all additions or amendments thereto.

**26. CONTROLLING COMMITTEES**

- (a) Competitive sailing and each other aquatic sport organised within the Club shall be controlled by a controlling committee for that sport, formed at a meeting convened in accordance with Rule 20 (b) (iii).
- (b) Each controlling committee shall elect a captain, who shall be the chairperson of that committee, convene its meetings, and report, through the honorary secretary, to the Executive Committee, with the exception of the controlling committee of competitive sailing, in respect of decisions and recommendations of the controlling committee.
- (c) The Captain of Sail shall report to the Executive Committee at its monthly meeting on decisions and recommendations of that controlling committee
- (d) The Game Fishing Representative is to report to the Executive Committee at its monthly meeting on the decisions and recommendations of the Port Moresby Game Fishing Club which are of interest to the orderly operations of the Royal Papua Yacht Club
- (e) Each controlling committee may be comprised of such officials and members as may be deemed necessary from time to time for the organisation of its particular sport.
- (f) A list of members of each controlling committee shall be submitted to the Executive Committee, through the honorary secretary, at its next meeting after the formation of the controlling committee.
- (g) Family members and cadet members may be members of controlling committees but are not eligible for election as captain.
- (h) No member may stand for election as either Captain of Sail who has served for three consecutive terms collectively as either an elected member of the Executive Committee, Captain of Sail immediately prior to that election.
- (i) This provision is effective for those nominating at the first meeting after the rule is approved and service prior to the date of effect is not recognised for this sub rule
- (j) The quorum for meetings to elect Captain Sail is 20 members, including family members.

- (k) If a quorum is not present within 30 minutes of the scheduled time for holding the meeting, the election of Captain Sail shall be held in conjunction with the Annual General Meeting
- (l) The Vice Commodore shall advise at least 5 days prior to the holding of the annual general meeting, the Honorary Secretary of the election of Captain of Sail or that a quorum was not present and that the election of the officer is to be held at the annual general meeting.
- (m) The Port Moresby Game Fishing Club shall submit the name of the Game Fishing Representative to the Honorary Secretary in the second week of February each year.

**27. POWERS AND DUTIES OF CONTROLLING COMMITTEES**

- (a) With the exception of the controlling committees of competitive sailing, each controlling committee is responsible to the Executive Committee for the effective control and organisation of its particular sport.
- (b) The controlling committee of competitive sailing is responsible to the Executive Committee through the Captain of Sail for the effective control and organisation of its particular sport.
- (c) The control of Game Fishing shall reside in the committee of the Port Moresby Game Fishing Club who shall liaise with the Executive Committee through the Game Fishing Representative on matters of mutual interest.
- (d) Each controlling committee shall:
  - (i) in cooperation with other controlling committees prepare the sporting programme for the season;
  - (ii) decide, the number and value of trophies to be awarded for competition; and
  - (iii) prepare monthly for submission to the Executive Committee, through the honorary secretary, a report of its activities and of any matters which may arise affecting its particular sport.
- (e) Each controlling committee may co-opt members to assist in the execution of its duties and form or disband from time to time such sub-committees as may be necessary.

**28. FINANCE ADVISORY BOARD**

- (a) There shall be a Finance Advisory Board consisting of four Board Members comprising:-
  - (i) two Management Representatives,
  - (ii) one Legal Representative, and
  - (iii) one Accountant Representative.
- (b) The Board Members and (subject to the provisions of paragraph (xii) of Rule 21(c)) any replacement from time to time of any one or more Board Members shall be elected at a Special General Meeting.
- (c) The eligibility of the persons elected as Board Members shall be as follows:
  - (i) All Board Members shall at the date of their election be financial Gold Key, ordinary members or life members of the Club.
  - (ii) The two Management Representatives shall at the date of their respective election, each have been employed in a senior management position in Papua New Guinea for an aggregate period of not less than five (5) years.
  - (iii) The Legal Representative shall at the date of the election have been admitted by the National Court to practise law in Papua New Guinea and shall have practised law in Papua New Guinea in private practise for a minimum aggregate period of not less than five (5) years.



- (iv) The Accountant Representative shall at the date of the election be qualified to practise as a registered public accountant in Papua New Guinea, be a member of the Papua New Guinea Institute of Accountants and shall have practised for a minimum aggregate period of not less than five (5) years in Papua New Guinea as a registered public accountant.
- (d) Any person nominated to stand for election as a Board Member in accordance with Rule 29 shall by written acceptance duly signed by the nominee signify his or her acceptance of the nomination to stand for election as a Board Member and shall deliver to the Honorary Secretary proof of his or her eligibility under sub-paragraphs (ii), (iii) or (iv) of paragraph (c) of this Rule as the case may be.
- (e) In the event that there shall be any doubt in interpreting the meaning of any word or term used in this Rule 28, the matter shall be referred to the Commodore whose decision in respect thereof shall be final and binding.
- (f) All elected positions to the Board shall be honorary.
- (g) A member once elected to the Board shall hold office until:-
  - (i) they cease to be eligible to hold the position on the Board; or
  - (ii) they absent himself from three consecutive meetings of the Board without reasonable justification; or
  - (iii) they resign; or
  - (iv) they are dismissed from office by the Executive Committee for gross misconduct in their capacity as a Board Member; or
  - (v) any other person is duly elected by the members at a Special General Meeting to the position they hold

## **29. ELECTION OF MEMBERS OF THE FINANCE ADVISORY BOARD**

- (a) Board Members and any replacement Board Members from time shall (subject to the provisions of paragraph (Xiii) of Rule 21(c)) be elected by members at a Special General Meeting from eligible members who have been nominated in accordance with these rules.
- (b) A member standing for election as a Board Member shall be nominated and seconded by two members who are a financial gold key, ordinary or a life member.
- (c) Nominations for all positions as Board Members shall be;
  - (i) in writing, and
  - (ii) signed by the nominator and seconder, and
  - (iii) by the nominee signifying his or her acceptance of the nomination, and
  - (iv) certified by the Commodore that the nominee is eligible to stand for election to the position on the Board for which they have been nominated, and all such nominations shall be delivered to the Honorary Secretary not less than seven clear days before the notified time of commencement of the Special General Meeting.
- (d) On receipt of each nomination the Honorary Secretary shall forthwith cause to be displayed on a Club notice board;
  - (i) the name of the nominee, and
  - (ii) the position on the Board for which they have been nominated to stand for election, and

- (iii) the fact that they have been duly certified by the Commodore as eligible to stand for election for the position, and the names of the nominator and seconder.
- (e) A special general meeting for the purpose of electing any one or more Board members shall be convened by the Honorary Secretary when;
  - (i) so directed by the Commodore, or
  - (ii) upon requisition in writing specifying the purpose of the meeting by not less than four members of the Executive Committee, or
  - (iii) not less than ten members of the Club together with a deposit of K1500 is included for expenses under rule 29(g) and

any such special meeting may be convened from time to time for the purpose of electing one or more Board members to replace existing duly elected or appointed Board Members.
- (f) In holding the election for Board Members the provisions of paragraphs (f) and (g) or Rule 37 shall mutatis mutandis apply.
- (g) The costs of printing, postage, advertising associated with convening a special general meeting requested by the non-executive membership under clause 29 (e) (iii) shall be shared equally between those ten members requesting the meeting.

### **30. POWERS AND DUTIES OF THE FINANCE ADVISORY BOARD**

- (a) The Board shall be responsible for ratifying recommendations by the Executive Committee involving the investment, capital expenditure, capital payment, borrowing and/or allocation of the club's funds in any amount or aggregate of amounts exceeding K50,000, giving reference to the club's Strategic Plan.
- (b) The Board shall supervise and make recommendations to the Executive committee on what it considers the most effective way of achieving all proposed undertakings by the Club involving the capital expenditure or the incurring of a debt in any amount or aggregate of amounts exceeding K50,000
- (c) Without limiting the generality of the provisions contained in paragraphs (a) and (b) of this clause but subject to the Board not being involved in any matter involving any amount or aggregate of amounts not exceeding K 50.000 the Board shall:
  - (i) provide or cause to be provided all necessary advice, regarding the obtaining and appraising of tenders and quotations, the review of the selection of suppliers, contractors, specialist, advisers and consultants and the placing of contracts for the carrying out of the Club's ongoing and contemplated business activities and any renovation, construction, refurbishment and/or replacement of any buildings or other assets of the Club; and
  - (ii) have the power to veto all purchases, lettings, hiring, renting or other similar transactions by the Club including but not limited to the fixed assets of the Club.

### **31. FINANCE ADVISORY BOARD MEETINGS**

- (a) Meetings of the Finance Advisory Board shall be held regularly at intervals not exceeding two months.
- (b) Special Meetings of the Board shall be convened on the requisition of any one of the Board Members specifying the purpose of the meeting or may be convened at any time for any purpose as mutually agreed by not less than three Board Members.
- (c) The Honorary Secretary shall cause a minimum of twenty-four hours notice of each meeting to be given to all Board Members.

- (d) A quorum for a meeting of the Board is three Board Members.
- (e) Subject to these Rules, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination by a majority of Board Members shall for all purposes be deemed to be a determination of the Board.
- (f) The Board shall elect its own Chairman from time to time who in addition to their right to vote on any motion as a Board Member may in the case of an equal division of votes exercise a casting or deciding vote.
- (g) Subject to these Rules, the Board Members may otherwise, regulate all meetings of the Board as they think fit.

### **32. VETO OF BOARD DECISIONS BY MEMBERS**

No decision of the Board shall be overruled except by ordinary resolution of the members at a special general meeting called pursuant to these Rules for the purpose thereof and at which at least 20% of all members entitled to vote or one hundred fifty members entitled to vote (whichever is the lesser) shall attend the meeting and be given the opportunity of voting on said ordinary resolution.

### **33. ADMISSION OF MEMBERS**

- (a) Any person wishing to become a member of the Club must be nominated and seconded in writing by two financial members not being family members, cadet members or honorary members.
- (b) All nominations for membership shall be exhibited on the Club notice board for a minimum period of fourteen days during which time any members may lodge with the Honorary Secretary an objection in writing to the admission of the nominee as a member.
- (c) Any member lodging an objection under the provisions of the last preceding sub-clause shall state fully the grounds of their objection and shall, if required, attend at a meeting of the Executive Committee to discuss the objection.
- (d) After being exhibited for the minimum period required by sub-clause (b) of this Rule, nominations for membership shall be considered by the Executive Committee at the next regular meeting and may be accepted, rejected or deferred by that meeting.
- (e) Where a nomination for membership is deferred the nominee or their nominator or seconder may be requested by the Executive Committee to provide further information concerning the nominee or the nomination and, provided that information has been supplied, the nomination shall be further considered and accepted or rejected at the next regular meeting of the Executive Committee.
- (f) The Executive Committee need not assign any reason for rejecting any nomination.
- (g) The Honorary Secretary shall advise each nominee in writing of the acceptance or rejection of their nomination, and in the case of a rejected nomination, shall also advise the nominator and the seconder.
- (h) The provisions of the Rule do not apply to honorary membership granted under the provisions of Rule 15.

### **34. ELECTION OF LIFE MEMBERS**

Members may be elected as life members by resolution of a two-thirds majority of members present and voting at a general meeting.

### **35. ELECTION OF OFFICERS**

- (a) Officers of the Club shall be elected each year by members at the annual general meeting from eligible financial members who have been nominated in accordance with this Rule.

- (b) A member standing for election to any office shall be nominated and seconded by two financial members.
- (c) Nominations for all positions shall be in writing, signed by the nominator and the seconder and by the nominee to signify their willingness to accept the nomination and shall be delivered to the Honorary Secretary not less than seventy two hours before the notified time of commencement of the annual general meeting.
- (d) On receipt of each nomination the Honorary Secretary shall forthwith certify that the nominee and those nominating and seconding the nominee, are eligible financial members and that the nominee does not infringe rule 35(b).
- (e) If the honorary secretary certifies the eligibility of a nominee, the honorary secretary shall cause to be displayed on the Club notice board the name of the nominee, the position for which they are nominated and the names of the nominator and the seconder.

### **36. ANNUAL GENERAL MEETING**

- (a) A general meeting of members, to be called the annual general meeting, shall be held during March each year.
  - I. The term for all officers, excluding those appointed by Controlling Committees, shall be two years.
  - II. That all officers retiring due to the rotation under 35(a)ii are eligible to stand for re-election.
- (b) The business of the annual general meeting shall be to receive;
  - (i) the annual report of the Commodore,
  - (ii) receive the accounts prepared by the treasurer and the Auditor's report thereon,
  - (iii) to elect Officers, Lawyers and Auditors for the forthcoming year,
  - (iv) elect a Captain of Sail, if required under rule 26 (I)
  - (v) conduct an election of new life members, if any,
  - (vi) any new business for which proper notice has been given.
- (c) Fourteen days notice of the annual general meeting shall be given by press advertisement and by individual notice to each member entitled to vote.
- (d) Should there be more than one nomination for any office or should there be more nominations than the required number of Committee persons, the Officers concerned shall be elected by ballot conducted in such manner as is prescribed the By-Laws or, if no such manner is so prescribed, in such manner as the meeting may decide.
- (e) Proxy votes shall not be accepted.
- (f) The minutes of the annual general meeting shall be confirmed at the next general meeting.
- (g) That for the first annual general meeting, after rule 35(a)i is in effect, that only 50% of the Officers will be nominated for election, and these shall include the Commodore, any vacancies, and then those Officers who have served the longest period on the Executive Committee. The remaining Officers will not have to stand for re-election for the transition year.

### **37. GENERAL MEETINGS**

- (a) An information meeting shall be held in the second week of August of each year
- (b) The business of the information meeting mentioned above shall be to receive:
  - (i) a report from the Commodore in writing

- (ii) receive the accounts prepared by the Treasurer (such accounts need not be audited),
- (c) An ordinary general meeting or an information meeting may be convened by the Honorary Secretary as required by the Executive Committee.
- (d) A special general meeting shall be convened by the Honorary Secretary
  - (i) when so directed by the Commodore, or
  - (ii) upon requisition in writing specifying the purpose of the meeting by not less than four members of the Executive Committee, or
  - (iii) not less than ten members of the Club provided that a deposit of K 1500 for expenses under rule 37 (0) is included.
- (e) Subject to rule 49, at least fourteen days notice, by press advertisement and notification on the Club notice board shall be given of any general meeting and in the case of a special general meeting the notice shall specify the purposes of the meeting.
- (f) Proxy votes shall not be accepted at any general meeting.
- (g) Subject to rules 32 and 49, the quorum at any general meeting, including the annual meeting is one hundred members eligible to vote at the meeting.
- (h) If, after the lapse of half an hour from the advertised time of commencement of any general meeting, except a special general meeting called to consider the expulsion of a member or a proposed amendment to these Rules, a quorum is not present, the meeting shall stand adjourned to a date to be fixed by those present being not more than thirty days from the date for which the meeting was first called.
- (i) A quorum at any general meeting adjourned under the provisions of the last preceding sub-clause, is on the date to which the meeting adjourned, fifty members eligible to vote at the meeting.
- (j) If no Flag Officer is present at any general meeting the members present may elect a Chairperson of the meeting from their number.
- (k) At any general meeting, other than a special general meeting to consider the expulsion of a member, voting on a motion shall be by show of hands unless a poll is demanded by the Chairperson or by not less than three members present
- (l) Unless a poll is so demanded a declaration by the Chairperson after a show of hands that a motion has been carried, carried unanimously or lost, is final.
- (m) If a poll is demanded under the provisions of sub-clause (l) of this Rule, it shall be taken in such manner as the Chairperson directs.
- (n) At all general meetings the Chairperson is entitled to vote and in the case of an equal division of votes, may exercise a casting or deciding vote.
- (o) The costs of printing, postage, and advertising associated with convening a special general meeting requested by the non executive membership under clause 37(d) (iii) shall be shared equally between those ten members requesting the meeting.

### **38. EXECUTIVE COMMITTEE MEETINGS**

- (a) Meetings of the Executive Committee shall be held at least once in each calendar month.
- (b) Special meetings of the Executive Committee may be convened
  - (l) at the discretion of the Commodore, or

- (ii) on the requisition of not less than three Committee persons specifying the purpose of the meeting.
- (c) The Honorary Secretary shall cause a minimum of twenty four hours notice of each meeting to be given to all members of the Executive Committee.
- (d) A quorum for a meeting of the Executive Committee is seven Committee persons.
- (e) The Chairperson of a meeting of the Executive Committee is not entitled to vote on any motion, except in the case of an equal division of votes when they may exercise a casting or deciding vote.

### **39. PERUSAL OF MINUTES**

Any member, on application to the Honorary Secretary, may at all reasonable times peruse the minutes of any general meeting or Executive Committee meeting.

### **40. FEES AND SUBSCRIPTIONS**

- (a) Members' annual subscriptions, other than a first subscription are due and payable on the first day of January in each year.
- (b) Any person nominated for membership after the first day of May in any year shall be required to pay the full nomination fee and a pro-rata subscription, for the balance of that year calculated at such rate as prescribed in the By-Laws.
- (c) Any member who intends to be absent from Papua New Guinea for an unbroken period covering the whole of a Club financial year may, if they notify the Honorary Secretary in writing of that fact prior to the commencement of the year, be placed on an absentee list and while remaining on that list may pay a reduced annual subscription at such rate as prescribed by the By-Laws.
- (d) Any member whose annual subscription remains unpaid on the 31 day of January is, from midnight on that date, ineligible to make use of the Club facilities and shall remain so ineligible until their subscription is paid.
- (e) Any member whose marina fee or levy remains unpaid fifteen days after due date for such fee or levy, will be required to vacate the berth occupied by the member if so directed by the Executive Committee.
- (f) The membership of any member whose annual subscription remains unpaid on the 31st day of March shall be terminated, except that the Executive Committee at its absolute discretion may allow a membership to continue.
- (g) Should a person who has previously been a member of the Club apply for re-admission to membership the Executive Committee may in its discretion authorise their re-admission without payment of a nomination fee.
- (h) Any person whose membership has been terminated under the provisions of sub-clause (f) of the Rule may, on giving satisfactory explanation of the circumstances to the Executive Committee, be reinstated to membership subject to such conditions as the Executive Committee may determine.
- (i) No member whose annual subscription is in arrears is eligible to stand for election to any office, nominate any person for election to any office or for admission to membership, vote at any meeting, or sign any requisition provided for under these Rules.
- (j) The scale of fees for nomination and annual subscription of members, marina fees and or levies shall be prescribed in the By-Laws but any amendment to the By-Laws increasing the scale of fees by more than 10% or the Consumer Price Index, as supplied by the Bureau of Statistics, whichever is lower, shall require the approval of a general meeting of members before becoming effective.

- (k) No fees or charges may be reduced without the ratification of the Finance Advisory Board and if approved the new scale of fees becomes a decision of the Board.

#### **41. RESIGNATION**

Resignation of members and Officers of the Club shall be directed to the Honorary Secretary who shall place such resignations before the Executive Committee at its next meeting after they are received by them.

#### **42. SUSPENSION OF MEMBERS**

- (a) The Executive Committee may suspend, for a period not exceeding six months, the rights and privileges of membership of any member who in its opinion has wilfully infringed or disregarded these Rules or the By-Laws or whose conduct as a member has been contrary to the best interests of the Club.
- (b) The Executive Committee shall not suspend any member under the provisions of the last preceding sub-clause without first giving that member the opportunity to appear before it a meeting of which the member has been given ten clear days notice to show cause why their rights and privileges of membership should not be suspended furthermore the committee may suspend the rights and privileges of the member until their appearance before the committee.
- (c) A notice given to a member under the provisions of the last preceding sub-clause shall specify the date or dates of occurrence and particulars of the action or conduct of the member that have given rise to the notice.
- (d) Any member whose conduct on or about the Club facilities is, in the opinion of an Officer, objectionable or in contravention of these Rules or the By-Laws may be instructed by any two Officers to leave the Club facilities and to remain away for a specified time, or until specified conditions have been complied with up to a maximum period of seven days.
- (e) Any member who does not immediately comply with a request made under the provisions of the last preceding sub-clause shall be deemed to be suspended from the rights and privileges of membership for a period of seven days from the time the request was made.
- (f) A request to leave the club rooms or facilities under the provisions of sub clauses (d) and (e) of this rule may be made by one officer acting alone if there is no other officer present at this time, the maximum amount of suspension or stay away under this sub clause is twenty four hours.

#### **43. EXPULSION OF MEMBERS**

- (a) The Executive Committee may, by resolution passed by a two-thirds majority, expel any member who is shown to its satisfaction to have been guilty of dishonourable or improper conduct prejudicial to the best interests of the Club.
- (b) No member shall be expelled under the provisions of the last preceding sub-clause unless they been given the opportunity to appear before the Executive Committee at a meeting of which they have been given ten clear days notice in writing to show cause why they should not be expelled, further more the committee may suspend the rights and privileges of the member until their appearance before the committee.
- (c) A notice given to a member under the last preceding sub-clause shall specify the date or dates of occurrence and particulars of the conduct of the member giving rise to the notice.
- (d) The Honorary Secretary shall, as soon as is practicable after the passing of a resolution by the Executive Committee to expel a member, give notice in writing of the resolution to that member.
- (e) A member may, within fourteen days of receipt of a notice under the last preceding sub-clause, give notice of appeal against their expulsion in writing to the Honorary Secretary.

- (f) On receipt of a notice of appeal under the last preceding sub-clause the Honorary Secretary shall convene a special general meeting to be held not more than twenty eight days after the date on which the appeal notice is received, to consider the appeal.
- (g) Voting at the special general meeting shall be by secret ballot and the meeting shall decide by simple majority whether to uphold or dismiss the appeal.
- (h) The expulsion of a member under this Rule becomes effective:
  - (i) at the expiration of the time allowed for notice of appeal under sub-clause (e) if no such notice has then been given;
  - (ii) on the passing of a resolution to dismiss an appeal against the expulsion by a special general meeting duly convened under the provisions of sub-clause (f); or
  - (iii) after the lapse of half an hour from the notified time of commencement of a special general meeting duly convened under the provisions of sub-clause (f) to consider an appeal against the expulsion if no quorum is present at that time.
- (i) A member who has received a notice of a resolution for expulsion under sub-clause (d) of this Rule is suspended from the rights and privileges of membership from the date of receipt of the notice until:
  - (i) The expulsion becomes effective under the provisions of sub-clause (h); or
  - (ii) an appeal against the expulsion is upheld by a special general meeting duly convened under the provisions of sub-clause (f), but the member may attend and be heard at that special general meeting.
- (j) A notice under sub-clause (d) of this Rule may be delivered to a member personally or may be posted to them at their last known address.
- (k) The upholding of an appeal by a special general meeting under the provisions of this Rule shall not be regarded as a vote of no confidence in the Executive Committee.

#### **44. LIABILITY OF MEMBERS**

The liability of members to contribute to the discharge of any debts or liabilities of the Club on winding up or dissolution of the Club is nil.

#### **45. ACQUIESCENCE IN RULES AND BY-LAWS IMPLIED**

Every member has a right to use the facilities of the Club and enjoy the privileges it can impart and, as their becoming a member is a voluntary act on their part, their acquiescence in these Rules and the By-Laws, as amended from time to time is implied.

#### **46. INDEMNITY**

Every officer and every Board Member of the Club shall be indemnified out of the funds of the Club against all costs, charges, damages or expenses incurred by them by reason of any covenant entered into or any act done or default made by them in any way in the execution of their duty as an Officer or as a Board Member, unless the Executive Committee is of the opinion that same was occasioned by their wilful default or culpable negligence



#### **47. VISITORS**

- (a) Members have the privilege of introducing visitors to the Club facilities, subject to the provisions of this Rule and the By-Laws.
- (b) A member introducing visitors shall ensure that the name of each visitor introduced is entered in the Visitor's Book and the member shall sign each such entry.
- (c) A member may not introduce more than five visitors to the club facilities on any one day.
- (d) Visitors shall be the guests of the member introducing them, who shall be responsible for their entertainment and for their behaviour and shall remain with them for the period of their visit to the Club facilities.
- (e) A member shall not knowingly introduce a visitor who has failed in application for or forfeited or been expelled from membership.
- (f) Persons who are residents of Port Moresby shall not knowingly be introduced as visitors to the Club facilities more than four times during any one year.
- (g) A visitor shall not be supplied with liquor, goods or services on Club premises unless at the invitation of and in the company of a member.
- (h) The Executive Committee may refuse admission to visitors at any time.
- (i) The Commodore, or any other Officer acting on the authority of the Commodore, may introduce visitors under special circumstances and assign them to a selected host or hosts for the period they are in the Club facilities.
- (j) Visitors introduced under provisions of the last preceding sub-clause shall have their names entered in the Visitors Book as guests of the Executive Committee and no regulations restricting visitors shall apply to them.

#### **48. SUPPLY OF LIQUOR**

- (a) Liquor shall not be supplied on or from Club premises to any person under the age of eighteen years.
- (b) Liquor shall not be supplied on or from Club premises during prohibited hours.

#### **49. ALTERATION OF OBJECTS AND AMENDMENT OF RULES**

- (a) The objects of the Club may be altered and these Rules may be amended, added to or revoked by resolution of at least three-fourths majority of members present and eligible to vote at a special general meeting of which at least twenty one days notice specifying the proposed alteration has been duly given.
- (b) Notwithstanding the provisions of paragraph (a) of this Rule, any Rule, relating in any way to the Executive Committee or the Board Members or the powers, duties or obligations of the Board or the Board Members or the paramountcy of the Board's recommendations, may not be amended to or revoked except by a special general meeting of which at least twenty one days notice specifying the proposed alteration has been duly given and at which at least twenty per cent (20%) of all members entitled to vote or one hundred and fifty members entitled to vote (whichever is lesser) shall attend the meeting and be present at the time the vote is put.

#### **50. CLUB COLOURS AND FLAGS**

- (a) The Club colours are royal blue and gold.

- (b) The Club flag shall take the form of a pennant measuring one hundred and forty centimetres with gold lakatoi canoe measuring twenty centimetres approximately eighty centimetres from the luff, with crown approximately twenty centimetres from the luff, on a royal blue background;
- (c) burgees flown by members yachts shall be in the same proportions as the Club flag of a size appropriate to the particular vessel.
  - (i) The Commodore-in-Chief's flag shall be the Club burgee squared.
  - (ii) The Commodore's flag shall be the Club burgee swallow tailed.
  - (iii) The Vice Commodores flag shall be the Club burgee swallow tailed with one red ball in upper left canton
  - (iv) The Rear Commodores flag shall be the Club burgee swallow tailed with two red balls, one in the left hand upper canton and one in the left hand lower canton, placed vertically
- (d) The Club badge shall be a lakatoi on a royal blue background and surrounded by a ship's wheel coloured burgundy, all of which shall be superimposed on a vertical anchor coloured silver, with an encircling border of gold palm leaves and a crown above. The words Royal Papua Yacht Club, in Capitals Letters, plus the word Inc. with Capital letter "I" lower case letters "nc" followed by a full stop, Ariel font or similar sans serif, lying outside the gold palm leaves as a semi arc from degrees 120 to 240.

#### **51. CLUB UNIFORMS**

- (a) The Club uniform shall consist of a white, short sleeved open-necked shirt worn with long black trousers and black shoes.
- (b) Female officers may wear a black skirt as an alternative to black trousers
- (c) With the uniform, flag officers and members of the Executive Committee may wear naval type epaulettes, being a P, a fouled anchor and gold braid as follows:
  - (i) Commodore-in-chief Four bars
  - (ii) Commodore Two bars and a ring
  - (iii) Vice Commodore One bar and a ring
  - (iv) Rear Commodore One ring
  - (v) Immediate Past Commodore Three bars
  - (vi) Honorary Secretary One bar and a loose ring
  - (vii) Honorary Treasurer One bar and a loose ring
  - (viii) Honorary Assistant Secretary, Social Secretary, Marina Captain, Captain of Sail, Game Fishing Representative and Committee person One bar
  - (ix) Club General Manager Two bars edged in white
  - (x) Club Manager One bar edged in white
  - (xi) Administration Manager One bar edged in white
- (d) The Executive Committee may decide when this uniform shall be worn.
- (e) Formal dress for Officers shall consist of white mess jacket with epaulettes, black tie, black cummerbund, long black trousers and black shoes except that female officers may substitute a black skirt for the trousers and cummerbund.