

PROPOSED SPMSC CONSTITUTION – DRAFTED 2007

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PART I - PRELIMINARY

1. NAME

The name of the club shall be the South Pacific Motor Sports Club Incorporated

2. OBJECTS AND PURPOSES

The objects and purposes of the Association are:

- (a) to promote and foster all forms of sport and in particular Motor Sport in Papua New Guinea;
- (b) to conduct or assist to conduct competitions and to provide facilities for spectators with due regard for both competitor and spectator;
- (c) to promote a spirit of sane and sensible driving practices within the community and to assist the Road Safety Council wherever possible in furthering their aims and ideals;
- (d) to assist other clubs or organisations with similar aims in the promotion of any joint competition series in Papua New Guinea and/ or other countries which will benefit sport generally;
- (e) to establish, carry on and maintain a club for persons of good character and repute and afford to the members of the club the usual privileges, advantages, conveniences and accommodation of a Club established, carried on and maintained for social and sporting purposes;
- (f) to promote social intercourse, preserve, foster and encourage good fellowship and comrade ship between all members of the Clubs; and
- (g) to provide facilities and a conducive environment for the promotion of social contact between members and their guests;

3. INTERPRETATION

3.1 In this Agreement unless the context otherwise requires.

- (a) Clause headings have being inserted for ease of reference only and shall not affect the interpretation of these Rules;
- (b) Reference to one gender shall include all or any other gender; and
- (c) Reference to the singular shall include the plural and visa versa;

3.2 The Committee is the sole authority for the interpretation of Constitution and of the By-laws and regulations made hereunder, and the decision of the Committee upon any question of interpretation or upon any matter affecting the Club and not provided for in the Constitution, or by-laws and Regulations made hereunder, shall be final and binding on the Members.

PART 2 – MEMBERSHIP & RULES

4. MEMBERSHIP QUALIFICATIONS

4.1 Subject to these Rules here shall be, and the Club admit persons to the following classes of membership:-

- (a) Full Membership
- (b) Full Honorary Members
- (c) Life Members
- (d) Associate Members
- (e) Country Members
- (f) Social Members

4.2 Application for Membership shall be in the form as is prescribed from time to time by the committee and shall be accompanied by the appropriate nomination fee and subscription for the class of Membership applied for.

4.3 Membership of the Club shall be restricted to persons of not less than 18 years of age

4.4 The Committee may from time to time make by-laws providing for the procedures to be adopted by the committee to publicise applications for Membership, and to deal with and consider such applications.

4.5 No Member of the Club shall be entitled to derive any benefit or advantage from the Club that is not shared equally by all Members of the same class of Membership.

4.6 Rights, Privileges and Benefits are non-transferable.

4.7 Life Membership may be awarded by the Committee at any qualifying meeting of said Committee. Such Membership shall be ratified at the soonest Extraordinary General Meeting or Annual General Meeting.

5. NOMINATION FOR MEMBERSHIP

5.1 The nomination fee and the rate of annual subscription for each class of Membership shall be determined from time to time by the Committee.

5.2 Subscriptions shall be payable in advance for each financial year commencing June 1st or part thereof.

5.3 Nominations for membership on the prescribed form will be displayed on the Club Notice Board for a period of 14 days prior being submitted to Committee for acceptance.

6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

7. CESSATION OF MEMBERSHIP

A person ceases to be a Member of the Association if the person :

- (a) dies;
- (b) resigns that membership; or
- (c) is expelled from the Association

8. RESIGNATION OF MEMBERSHIP

8.1 Any Member may resign from the Club at any time by notice in writing to the Secretary. Any Such member shall cease to be a Member of the Club upon actual receipt of the notice of resignation by the Secretary.

8.2 In the event of resignation by a Member any Fee or subscription paid by Such Member shall not be refunded and shall be forfeited to the Club.

The resignation of a member shall not relieve such Member from payment of any monies due or payable by him or her at the time of such resignation.

9. REGISTER OF MEMBERS

9.1 The Secretary shall keep or cause to be kept a register of all the members of the Club Showing in separate sections the name of:-

- (a) Full Members
- (b) Full Honorary members
- (b) Life members
- (c) Associate members
- (d) Honorary Members
- (e) Country Members
- (f) Social Members

With a notation against each name as to the amount and date of payment of subscription if applicable.

10. FEES AND SUBSCRIPTIONS

10.1 In the event of any Member failing to pay the annual subscription on or before 31st May such member shall ipso facto (by that very fact), cease to be a member of the club.

10.2 Any person who has ceased to be a Member pursuant to rule 10.1 maybe re-admitted to Membership without payment of a nomination fee if Such person has prior 1st July in that year.

- 10.2.1 Provide an explanation for the delay in payment and the committee in its discretion has excepted such explanation; and
- 10.2.2 Paid the full amount of subscription arrears or other indebtedness to the club.

11. MEMBERS' LIABILITIES & RIGHTS UNDER COMMON LAW

No member against whom a charge has been made or who has being called on to show cause why he shall not be suspended or expelled shall be entitled to commence or prosecute any action of legal proceeding for defamation against any 'Member of the Club who has given evidence (orally or in writing) or exercised any power or duty as Member or Executive officer of the Committee, it being a membership of the club, that all complaints, notices, letter, evidence and other matters arising under or incidental to any complaint and the hearing and the determination thereof, and all proceedings and utterances at General and Committee meetings held in connection herewith shall be privileged and protected accordingly, and should any action or legal proceedings to be taken as aforesaid this Rule may be pleaded as an absolute bar thereto provided that this Rule shall not protect any person against the legal liability (if any) for making, with express malice, statement false to the knowledge of such person within the meaning of the Defamation Act.

12. DISCIPLINING OF MEMBERS

- 12.1 The President, Senior Vice-President, Vice-President, Secretary or Treasurer, or in their absence, any two Members of the Committee may reprimand or suspend for any period not exceeding Fourteen (14) clear days and, if necessary, effect removal of any Member from any Club premises who in such Committee Member's opinion has rendered himself liable to be dealt with by the Committee under Rule 12.4 (a) of the Rule or the "Code of Conduct for members" in the Standing Orders.
- 12.2 The person or persons reprimanding or suspending any Member shall report the facts and circumstances in writing to the President who shall convene a special Meeting of the Committee no later than fourteen (14) days thereafter to consider the matter and to determine what further action (if any) shall be taken.
- 12.3 Subject to Rule 13 the Committee may deal with the matter in such a manner as it thinks fit and pending its decision, the committee may lift or continue the suspension.
- 12.4 The Committee shall have power to reprimand, suspend, either for a fixed period or indefinitely, or expel any Member if the Committee is of the opinion that:
- (a) Such Member's conduct is in contravention of these Rules or any by-laws or regulation made hereunder or is detrimental to the reputation and the interests of the Club or is calculated to bring the Club into disrepute or contempt:
 - (b) Such Member obtained Membership by improper means or without the required qualifications;
 - (c) such member has purchased drinks or obtained cash from the Club, by use of a cheque which cheque was dishonoured on presentation;
 - (b) it is not desirable that such Member should continue to be a Member of the Club; or such member has knowingly introduced any person into the activities of the Club who has being expelled from or has been refused Membership or admission to the Club.

13. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 13.1 The Committee shall deal with any charge against a Member under Rule 12, at a special meeting convened for that purpose and such Member shall be given not less than seven days notice in writing of such Meeting posted to the Member's Postal address as shown in the Club's records.

- 13.2 The notice shall specify the date, time and place at which such Meeting will be held, and shall contain sufficient detail to allow the Member to understand the nature of the allegations of misconduct.
- 13.3 Every Member against whom a charge has being made under Rule 12 shall have the right to make written statements in answer to the charge and shall be given the opportunity to be heard by the special meeting of the Committee.
- 13.4 The Committee at such meeting may hear from witnesses.
- 13.5 If a notice have being served under this Rule 13 and the member notified fails to make representations and fails to appear at such special Committee Meeting, the Committee may proceed and arrive at a decision at such member's absence.

PART 3 - THE COMMITTEE

14. POWERS AND FUNCTIONS OF THE COMMITTEE & MANAGER

- 14.1 The committee shall be responsible for:
- a) The Execution of Club business, conduct of correspondence and keeping of records;
 - b) The control and use of Club funds and accounting and the issue of such accounting instructions as necessary or desirable from time to time;
 - c) The management of the Club staff;
 - d) The custody of, and accounting in accordance with good accounting practices for equipment owned by the club; and
 - e) The maintenance of good order and discipline on the club premises at all times.
- 14.2 The Committee may from time to time employ a Club Manager on such terms and conditions as it seems fit.
- 14.3 Subject to the terms of any contract of employment and any directive from the committee which the club manager may not overrule at any time without directive from the committee, the club Manager shall:
- (a) liaise with the President on all maters pertaining to the affairs of the Club;
 - (b) supervise and control bar staff;
 - (c) order as and when necessary, supplies of liquor, soft drinks, cigarettes and other consumables sold over the bar;
 - (d) keep a detailed inventory of all consumables;
 - (e) keep control of the keys to the bar and arrange for security of the contents thereof; and
 - (f) Comply with all requirements of the liquor licensing laws.
- 14.4 The committee may employ or authorize the Manager to employ such other staff as it considers necessary or desirable for the efficient operation of the Club. The committee also has the power to employ such staff as in its sole discretion as is necessary for the efficient running of the Club and furthering of its aims, and so doing may allocate to its employees such tasks as to provide for the efficient running of the Club.

14.5 The Club Manager shall have the power to:-

- (a) Order a Member, Guest or Visitor to leave the Club premises;
- (b) Refuse service of liquor

If, in his opinion, such member, guest or Visitor is guilty of breaching of any of the rules or by-laws of the club, any unseemly behaviour, is intoxicated or is likely to cause annoyance to the members of the Club or is likely to or has damaged Club property.

14.6 The Club Manager shall report any action taken under Rule 14.5 to the President or other committee member not later than 24 hours after the incident that gave rise to such action.

14.7 Any Member aggrieved by a decision of the Club Manager taken under Rule 14.5 may appeal to the Committee in writing forwarded to the secretary within 7 days of the action complained of.

14.8 The Committee shall hear such objection and its decision shall be final.

14.9 The Club Manager shall, at all times whether on the Club business or not, present his/ herself in the best interest of the Club.

15. COMPOSITION OF THE COMMITTEE

15.1 The committee shall consist of:

President
 Senior Vice President
 Vice President
 Secretary
 Treasurer
 6 Full members;
 Who shall retire yearly and whose offices shall be filled at the Annual General Meeting.

15.2 The Honorary Office bearers shall be the President, Senior Vice President, Vice President, Secretary and Treasurer, each of whom shall be a financial full member of the club for not less that twelve (12) months and who shall be ex members of the committee for not less than twelve months, who together shall constitute the Executive Committee.

15.3 Any vacancy whether permanent or temporary occurring during the year shall be filled by the committee by co-opting members.

15.4 And in accordance with clause 18.4

16. ELECTION OF COMMITTEE MEMBERS

16.1 Election of Committee Members

16.1.1 Nominations for Committee Members shall be in writing signed by two members and the nominee and in the hands of the Secretary not later than seven days prior to the Annual General Meeting

16.1.2 The Secretary shall post all proposals on the Club notice board at least 7 days before the annual General Meeting.

16.1.3 The election of the Members of the committee shall be by secret ballot.

16.1.4 Retiring Committee members shall be eligible for re-election.

16.1.5 In the event of any candidates at any ballot receiving an equal number of votes, the chairman shall have additional or casting vote.

16.1.6 The Executive Committee shall consist only of members who in the opinion of the committee are bona-fide motor sports members. And have served on the committee for a period not less than 12 months.

16.1.7 To be eligible for election to the committee a member must have held the status of Full member for a period not less than 12 months immediately preceding his/ her nominations to or acceptance of a nomination to stand for committee.

17. FUNCTIONS OF COMMITTEE MEMBERS

1.1. The President shall:

- (c) Preside and be the Chairman of all the meetings of the Committee and General Meetings;
- (d) Shall certify the correctness of Minutes of Meetings; and
- (e) Countersign all cheques in conjunction with the Treasurer, or in the absence of the President, the Senior Vice-president shall countersign with the treasurer.

1.2. The Senior Vice-President shall;

- (a) Assist the President;
- (b) Carry out the duties of the President, during the President's absence; and
- (c) He shall act as countersigning officer in the in the absence of the President and the Secretary
- (d) In the absence of both President and Senior Vice-President, the vice President shall carry out the duties as listed above.

1.3. The Secretary shall;

- (a) keep or cause to be kept and circulated Minutes of all Meetings;
- (b) Maintain or cause to be maintained the Register of Members;
- (c) Maintain or cause to be maintained the Visitors' and Guest Books;
- (d) Convene Special or Extraordinary Meetings as required as required under the rules;
- (e) Act as countersigning officer of Cheques in the absence of the President and Senior Vice-President and Treasurer;
- (f) Be responsible for General correspondence;
- (g) Keep or cause to be kept custody of books' documents and securities of the club in conjunction with the treasurer; and
- (h) Carry out such other duties as the committee may from time to time allocate.

1.4. The Treasurer shall;

- (a) be responsible for the banking of' and accounting for, Club funds;

- (b) Sign all cheques drawn from the Club's account in conjunction with the President and' in the absence of the President, in conjunction with the senior Vice-President, or in the absence of both the President and the senior Vice-President, in conjunction with the Vice-President, or in the absence of all above mentioned office bearers, in conjunction with the Secretary;
- (c) Supervise and maintain the keeping of full and proper accounts for the Club;
- (d) Prior to the Annual General meeting, prepare detailed financial statements and arrange for the same to be audited and presented to the Annual General Meeting; and
- (e) Have available for the monthly committee meeting, the following:-
Bank Reconciliation Statement, aged list of Debtors, aged list of Creditors, list of all dishonoured cheques during the month and any other information that has being requested;

18. CASUAL VACANCIES ON COMMITTEE

18.1 If any Honorary Officer or other member of the committee shall:

- 18.1.1 without leave of the Committee fail to attend at two consecutive meeting of the committee, without reasonable cause;
- 18.1.2 Become bankrupt or insolvent;
- 18.1.3 Be found lunatic or become of unsound mind' or otherwise permanently incapable of acting;
- 18.1.4 Resign his office in writing.
- 18.1.5 Repeatedly fail to discharge such duties as may from time to time be allocated to him by the committee;
- 18.1.6 Be permanently transferred from Port Moresby

He shall be deemed to have vacated his office, and the vacancy shall be termed a casual vacancy.

18.2 A vacancy on the Committee caused by the death of any honorary Officer or Member shall also be termed a casual vacancy

18.3 Every casual vacancy on the Committee shall be filled by the Committee by the appointment of a Member of the Club to the vacancy.

18.4 Any Member appointed by the Committee to fill a casual vacancy shall hold office until such time that such office may be filled by election at an Extraordinary General Meeting called for that purpose, which shall be convened no later than one month after his appointment, except that if no further nominations to the position be received, the appointment shall be automatic and the Extraordinary Meeting cancelled.

18.5 A relation signed by all members of the Committee shall be binding on the Club as if passed at a regular or special Committee Meeting.

19. COMMITTEE MEETINGS & QUORUM

19.1 The Committee shall meet for the transaction of business at least once in each month, and at such times as may be desirable or necessary. Any Member of the Committee, not being an ex officio Member, absenting himself with leave from two consecutive meetings duly convened, shall cease to be a member thereof.

19.2 A quorum for the meeting of the Committee shall be six (6) Committee Members.

19.3 The Secretary shall keep or cause to be kept full and accurate minutes of the proceedings of all Committee meetings.

20. REMOVAL OF ASSOCIATION / CLUB MEMBER

The Committee shall have power to reprimand, suspend, either for a fixed period or indefinitely, or expel any Member if the Committee is of the opinion that:

- (c) Such Member's conduct is in contravention of these Rules or any by-laws / standing orders or regulation made hereunder or is detrimental to the reputation and the interests of the Club or is calculated to bring the Club into disrepute or contempt;
- (d) Such Member obtained Membership by improper means or without the required qualifications;
- (c) such member has purchased drinks or obtained cash from the Club, by use of a cheque which cheque was dishonoured on presentation;
- (f) it is not desirable that such Member should continue to be a Member of the Club; or
- (g) such member has knowingly introduced any person into the activities of the Club who has been expelled from or has been refused Membership or admission to the Club.

21. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

21.1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the committee by the Act or by any other law.

21.2 A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

21.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.

21.4 Notwithstanding any delegation under this Rule, the committee may continue to exercise any function delegated.

21.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the committee.

21.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this Rule.

21.7 A sub-committee may meet and adjourn as it thinks proper.

22. COMMITTEE - VOTING AND DECISIONS

22.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

22.2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an

equality of votes on any question, the person presiding may exercise a second or casting vote.

22.3 Subject to Rule 21.5, the committee may act notwithstanding any vacancy on the committee.

22.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 4 - GENERAL MEETINGS

23. CALLING & HOLDING OF ANNUAL GENERAL MEETINGS

The Annual General Meeting shall be held in the month of June each year for the purpose of:-

- (a) Electing office bearers and committee;
- (b) Considering the committee's report and the audited Financial Statements and the Statement of Affairs of the club for the past year;
- (c) Dealing with propositions for any amendments to the Constitution of the Club; and
- (d) Considering any other matter in reference to the club which may be brought forward either personally or by letter by any Member of which at least seven (7) days notice shall be given to the Honorary Secretary
- (e) The consideration of business of a general nature which may be admitted by the chairman.

23.1 Financial Statements

The Financial statements to be presented at any General Meeting shall be exhibited at the Club premises for not less than two weeks prior to that General Meeting.

23.2 Extraordinary General meetings

The Committee may at any time with not less than seven (7) days call an Extraordinary General Meeting and shall call one or written requisition of not less than ten (10) members entitled to vote. The notice for Extraordinary General Meeting shall include an agenda for the meeting called.

24. BUSINESS AT ANNUAL GENERAL MEETINGS

24.1 CONDUCT OF BUSINESS

24.1.1 Resolutions at General Extraordinary Meetings shall be passed by:

- (a) the moving and seconding of a motion
- (b) the moving and seconding of amendments thereto; and
- (c) a vote being taken

- 24.1.2 Voting in General Meeting shall be by secret ballot. For procedural matters a show of hands can be used.
- 24.1.3 Motions, except otherwise provides for in this Rules shall be carried by a simple majority, and
- 24.1.4 In the case of an equality of votes. The chairman shall have a second or casting vote.

24.2 RECORDING OF MINUTES

- 24.2.1 The Secretary shall keep or cause to be kept full and accurate Minutes of the proceedings of all Annual General Meetings.
- 24.2.2 Minutes of Meetings shall be presented at the next General Meeting for approval and if approved shall be certified as correct by the chairman of the Meeting.

25. CALLING OF SPECIAL / EXTRAORDINARY GENERAL MEETINGS

- 25.1 The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 25.2 The committee shall, on the requisition in writing of not less than 5% of the total number of full members, convene a special general meeting of the Association.
- 25.3 A requisition of members for a special general meeting:
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisitions;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 25.4 If the committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 25.5 A special general meeting convened by a member or members as referred to in Clause 26.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

26. NOTICE OF GENERAL MEETINGS

- 26.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 26.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Clause 27.1 specifying, in addition to the matter required under Clause 27.1, the intention to propose the resolution as a special resolution.

26.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 25.2.

26.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. PROCEDURES AT GENERAL MEETINGS

27.1 Resolutions at General Extraordinary Meetings shall be passed by:

- (d) the moving and seconding of a motion
- (e) the moving and seconding of amendments thereto; and
- (f) a vote being taken

27.2 Voting in General Meeting shall be by secret ballot. For procedural matters a show of hands can be used.

27.3 Motions, except otherwise provides for in this Rules shall be carried by a simple majority, and

27.4 In the case of an equality of votes. The chairman shall have a second or casting vote.

28. PRESIDING MEMBER AT GENERAL MEETING

28.1 The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the Association.

28.2 If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

29. ADJOURNMENT OF GENERAL MEETING

At any General Meeting of the if a quorum is not present within half an hour from the time appointed for the meeting, it shall stand adjourned for a further half hour, If after this time has elapsed the meeting shall stand adjourned to the same day in the next week at the same time and place. If at the adjourned meeting a quorum is not present at the time appointed for the Meeting, the Members present shall form a quorum.

30. MAKING OF DECISIONS AT GENERAL MEETINGS

30.1 A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

30.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.

30.3 Where a poll is demanded at a general meeting, the poll shall be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

31. SPECIAL RESOLUTIONS

A resolution of the Association is a special resolution if it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

32. VOTING & PROXIES

- 32.1 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 32.2 All votes shall be given personally or by proxy but no member may hold more than 5 proxies.
- 32.3 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- 32.4 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

33. APPOINTMENT OF PROXIES

A Member, entitled to vote, may appoint in writing a proxy to vote on his behalf, in such cases where a member will be absent from the National Capital District or unable to attend because of employment duties or hospitalization. Proxies shall not be allowed unless received by the secretary of the Club not less than 24 hours prior to the commencement of the meeting. (Refer Appendix B)

34. RESOLUTIONS - GENERAL

A resolution of the Association may not be made by postal ballot but must be made at a meeting of the Association.

35. ALTERATION OF OBJECTS, PURPOSES & RULES

- 35.1 Notice of any proposed amendment of or addition to these Rules shall be signed by not less than two Members entitled to vote at any General Meeting of the Club and shall be notified to all full members in writing at least seven days prior to the General Meeting at which such amendment or addition is proposed to be made.
- 35.2 Subject to Rule 45.1 and amendment to these Rules may be made by a resolution of a three-quarter majority of Members entitled to vote at any General Meeting of the Club.

PART 5 - MISCELLANEOUS

36. SOURCE OF FUNDS

- (a) To sell, manage, lease, mortgage, dispose of, or turn to account, or otherwise deal with any property or part thereof;
- (c) To borrow, or raise money by any legal means required for the purposes of the Club;

- (d) To undertake any Trust or Agency which may be in the interest of the Club;
- (e) To become incorporated in accordance with the requirements of the Associations Incorporation Ordinance 1966 (as amended)
- (f) To hold shares in any corporation;
- (g) To collect nomination and membership fees;
- (h) To accept donations and bequests from members, government bodies and corporation.

37. MANAGEMENT OF FUNDS

- 37.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the committee determines.
- 37.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the committee or employees of the Association, being members or employees authorised to do so by the committee.

38. AUDITING AND ACCOUNTS

1. AUDITING OF ACCOUNTS

38.1 An Auditor, who shall not be a Member of the Committee or the Public Officer of the Club,

38.2 The Auditor shall remain in office until the next Annual General Meeting unless sooner removed by death, resignation or by an Extraordinary General Meeting. Any vacancy occurring during the year shall be filled by appointment of the Committee.

38.3 The Auditor shall audit Financial Statements prior to submission to the Annual General Meeting.

2. MONTHLY BALANCE

The Treasurer shall prepare and submit to the Committee at the close of each month such returns and financial statements as may be required by the Committee, in addition to the returns, statements and books required in the functions of Treasurer set out in these Rules.

3. FINANCIAL YEAR

The financial year of the Club shall commence on 1st January and shall end on 31st December.

4. BANKING

The Club shall conduct such accounts at banks and other financial institutions as the Committee may determine from time to time.

39. COMMON SEAL

The Committee shall provide for the Safe custody of the Seal which shall be used only by the express authority of the Committee and every instrument to which the Seal is affixed shall be signed by the president or Senior Vice-President or president and the Secretary

40. CUSTODY OF BOOKS, ETC

Except as otherwise provided by these Rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

41. INSPECTION OF BOOKS, ETC

The records, books and other documents of the Association shall be open to inspection, free of charge, by a member of the Association at any reasonable hour on a business day.

42. SERVICE OF NOTICES

42.1 For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

42.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

43. INCOME & PROPERTY

43.1 The income and property of the club whensoever 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 the dividend or otherwise howsoever by way of profit to the members of the club.

43.2 If upon the winding-up or dissolutions of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members of the Club but shall be given or transferred to some other institutions or institutions having objects similar to this Club or a charitable organisation and shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on this Club under of by virtue of these Rules of club, such institutions or institutions or charitable organisation to be determined by the Members of this Club at or before the time of dissolution.

43.3 The liability of the members upon winding up of the club is nil.

PART 6 – SUPPLEMENTARY REQUIREMENTS

44. ACQUIESCENCE IN RULES

The application for Membership and the payment of a subscription by any person shall be conclusive evidence of such person's desire to become a Member and agreement to be bound by the rules of the club.

45. VARIATION OF DECISIONS

Any expulsion or suspension may be any time be revoked, modified or confirmed by the Committee subject to such terms and Conditions (if any) as the Committee shall think fit.

46. VISITORS, MEMBERS & GUESTS

- 46.1 No persons shall be allowed into the Club premises except at the invitation of and in the company of a member.
- 46.2 Members shall be responsible for the conduct of their guests while such guests are on the Club premises and ensure their guests observance of the Club rules.
- 46.3 A guests' book shall be kept on the Club premises at all times and Members introducing guests should ensure that guests name are entered into the guests book and duly signed by both the Member and guest, except on occasions when an open day is declared by the Committee. A Member may introduce no more than two (2) visitors on any one day, and after the first visit, no member shall introduce the same visitor or visitors during that month without prior approval or consent of the Committee Member on duty at the Club.
- 46.4 A guest shall not be admitted to a General or Extraordinary General Meeting of the Club except by invitation of the Committee.
- 46.5 Members' Guests shall not be supplied with liquor on Club premises unless at the invitation of and in the company of a Member.
- 46.6 A Guest shall not introduce have the privileges of introducing another guest to the Club premises.
- 46.7 The Committee may declare and "Open Day" for Guests. Guests shall be sponsored by the President and the Committee on open days and the guests' book must be signed. Guests on these occasions shall continue to observe Club rules and in particular the provisions of paragraph 33.5 of this Rule shall continue to apply.
- 46.8 Guests and Visitors not observing Club Rules shall be asked to leave Club premises and will not be re-admitted to the Club on any future occasions without the prior approval of the Committee.

47. ADMISSION & CONTROL OF CHILDREN

- 47.1 Children will only be admitted to Club premises if accompanied by a Member who must exercise strict control of the conduct of the child or children. Children will not be served at the bar.
- 47.2 The Club will not be liable for any injury sustained (from any cause whatsoever including negligence) by any child under the age of 18 years if that child has being admitted to the Clubs premises unaccompanied by a Member or if such child has have being admitted unaccompanied by a member does not remain under the strict control or supervision of such Member.
- 47.3 Rule 46.2 applies to the Member accompanying the child to the Club should that child damage or remove property of the Club.

48. BAR TRADING HOURS & RULES

- 48.1 The trading hours of the bar shall be determined by the committee subject to the next succeeding sub clause.
- 48.2 Liquor shall be supplied on Club premises subject to the provisions of the Liquor (Licensing) Ordinance 1963-1964 as amended and subject to any relevant ruling of the Liquor Licensing Commission or its successors.

48.3 No liquor shall be served to or consumed on Club premises by any person under the age of eighteen (18) years.

49. GAMBLING

49.1 The Club premises shall not be used for Gambling or for the playing of any game of chance or hazard except for legalised gaming machines or as an organized function for the benefit of the whole club, or any charitable institution as approved by the Committee and as permitted by law.

49.2 The Committee shall have the power to prohibit games which, in its opinion, are unlawful games or the playing of which would be injurious to the interests of the Club.

50. DAMAGE TO PROPERTY

50.1 Without the approval of the Committee, no Member of the Club shall take away from any Club premises, tear, deface or damage any property of the Club.

50.2 Members damaging or removing any article the property of the Club contrary to this rule, shall pay for same at a price to be fixed by the committee in its sole discretion.

51. BY-LAWS

51.1 The Committee shall have the power to make by-laws and to alter, amend or rescind such by-laws as occasion may require, and such by-laws shall have the same force as but shall not be inconsistent with these Rules. A record of these by-laws shall be kept on the Club premises.

51.2 Without limiting the generality of the Clause 51.1 the Committee shall have power to make by-laws for the financial agreement of the Club.

52. POLITICAL PARTIES

Neither the Club nor the Committee shall in any way pledge its support or adhere to or actively assist any political party or religious organisation or creed which may at any time exist anywhere in Papua New Guinea or elsewhere

53. STANDING ORDERS

53.1 The Committee shall have the power to make the standing orders and to alter, amend or rescind such standing orders as occasion may require, and such standing orders shall have the same force as but shall not be inconsistent with these Rules. A record of these standing orders shall be kept on the Club premises.

ADDENDUM :

That any Sub-Committee or Special Committee as approved by the Executive Committee and that the signatures be the Club Treasurer and a Member nominated by that committee.



South Pacific Motor Sports Club Inc.
P.O. Box 4, Port Moresby, Papua New Guinea
Telephone: 325 6757 - Facsimile: 323 6574

Application / Renewal of Membership

Membership options: New Full Membership, Renewal Full Membership, Associate Only on existing Full Member, New Social Membership, Renewal Social Membership

Applicant: Surname: First Name: Place of Work: Occupation:

Associate Applicant: Only applies to Spouse of Full Applicant. See note 4 below for definition.

Associate Applicant: Surname: First Name: Date of Birth: Email:

Membership Number.....Phone (B.H)..... Phone (AH)..... Fax:.....
(If currently or previously a member)

Postal Address:

Date of Birth: / / Email:

Are you a former member of the Club? Y / N

Reason for lapse of previous membership:

If accepted I agree to abide by the Constitution of the Club and decisions of the committee.

Signed: (Applicant), Signed: (Associate)

Dated: / / Amount attached K

By signing of this form I hereby decree that the people identified above indemnify the South Pacific Motor Sports Club, its Committee, their agents and employees, and all sponsoring companies from any claims of damages to property and personal liability which may arise from any event or participation that involves the South Pacific Motor Sports Club.

Nominees

I (print name) nominate and declare that the above applicant/s are respectable individuals and will be good members of the club and that I will be held responsible for their actions and debts for three (3) months.

Signed: Membership Number:

Seconded by: (print name)

Signed: Membership Number:

Schedule of Fees

New Membership: One off fee of K200 0.00 for nomination plus new membership / renewal fee of:
Full Member K 210.00 p.a.
Social Member K 110.00 p.a.
Associate Membership: Free of Charge on full memberships only (No associate membership on Social Membership)
Country Membership: K 110.00 p.a.

Notes

- Note 1: Membership is for 12 months and will be renewable at the end of May each year.
Note 2: All membership applications and renewals are subject to committee approval.
Note 3: For the first three (3) months you are on probation. Any breach of rules can result in membership being cancelled.
Note 4: A spouse is defined as "a person of the opposite sex, living together with a partner who is a full member as husband and wife".
Note 5: Members are not allowed to cash cheques at the club.
Note 6: Members children under the age of 18 only, will be allowed into the club under strict supervision of the parent (children over 18 must become members)
Note 7: Only Full, Social & Country members are eligible to win the key draw

APPENDIX 2
(Rule 33)

FORM OF APPOINTMENT OF PROXY

I,
(full name)

of
(address)

being a member of the "South Pacific Motor Sports Club"

hereby appoint
(full name of proxy)

of
(address)

being a member of the South Pacific Motor Sports Club, as my proxy to vote for me on my behalf at the annual general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the day of 19..... and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details below).

.....

* To be inserted if desired.

.....
Signature of member appointing proxy

Date:

NOTE: A proxy vote may not be given to a person who is not a full voting member of the "South Pacific Motor Sports Club".