



DIVERS OF LAE RULES OF ASSOCIATION

I. NAME:

The name of the Club shall be DIVERS OF LAE.

2. OBJECTS AND PURPOSE

The objects and purposes for which the Association is established are-

- (i) to promote the sport of scuba diving and other sub-aquatic sports and activities generally by providing the facilities for, and regulating the conduct of these sports;
- (ii) to provide training programs for members and other persons in the support of scuba diving and other sub-aquatic sport and activities;
- (iii) to provide the facilities and environment for social contact between members and their friends and generally to afford them all the usual privileges, benefits and conveniences of a Club.

3. POWERS :

In pursuance of its objects and purposes 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 in the purchase or manufacture and sale of material and equipment necessary, or auxiliary to, the promoted sports, insofar as such trade is to the benefit and convenience of members,
- (c) to promote and conduct either alone or jointly with any other associations, clubs or persons, dives, and meetings in connection with the defined sports or any other sport or pastimes.
- (d) to permit the sub-leasing of premises, plant and equipment for the operation of services for the benefit of member

4. INCOME AND PROPERTY



- (a) the income and property of the Association however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred directly or indirectly as dividend otherwise howsoever by way of profit to members;
- (b) the Club shall have the power to borrow or raise and give security for money by the issue of, or upon bonds, debenture, 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 priority or otherwise as the Club shall think fit.

5. MEMBERSHIP :

- (a) No Member of the Club shall be entitled to derive any benefit or advantage from the Club that is not shared equally by all the member
- (b) Rights of membership are not transferable.

6. FINANCES :

The funds of the Club shall be derived from:-

- (i) the entrance fees, annual subscriptions and other fees payable by members of the Club;
- (ii) receipts from goods sold to and services provided to Club members and their guests;
- (iii) donations or sponsorship.

7. COMMON SEAL

The Association shall have a Common Seal on which the words "DIVERS OF LAE." and such insignia or emblem as the Committee determines are inscribed. The seal shall remain in the custody of the Committee and shall be affixed to documents issued by the Club when required.

8. ALTERATION OF OBJECT AND PURPOSES

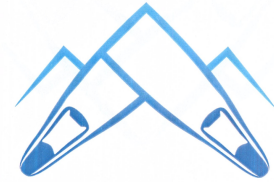
The objects and purpose of the Association may be altered by Special Resolution of a Special General Meeting held in accordance with these rules.

9. ADOPTION OF CLUB RULES

The Club and its members adopt and are bound by the Club rules set out hereinafter.

10. OFFICERS

The officers of the Club shall be the officers elected or appointed from time to time under the rules and every act done by an officer in the discharge of his or her



duties that could be done by an officer of the Club shall be deemed to have been done by him or her as an officer of the Club.

11. MEMBERSHIP

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

- (a) Foundation membership
- (b) Social membership
- (c) Student membership
- (d) Country membership
- (e) Family membership

12. FOUNDATION MEMBERSHIP

- (1) Foundation membership may be granted to persons
- (2) Foundation members are eligible to vote at general meetings, to stand for election as officers..

13. SOCIAL MEMBERSHIP

- (1) Social membership may be granted to persons who are residence of Lae, PNG and who are financial members of Lae Yacht Club.
- (2) Social members are eligible to vote at general meetings and to stand for election as officers

14. COUNTRY MEMBERSHIP

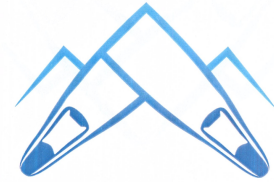
- (1) Country membership may be granted to persons whose place of residence is situated beyond a fifty mile radius of Lae, PNG or who, by reason of their place of residence, are unable to regularly take part in club activities;
- (2) Country members are eligible to vote at general meetings but may not stand for election as officers.

15. STUDENT MEMBERSHIP

- (1) Student membership may be granted to persons who are under the age of eighteen years;
- (2) Student members are eligible to enjoy all the facilities and privilege of the Club, but are not eligible to vote at the general meetings nor to stand for election as an officer.

16. FAMILY MEMBERSHIP

- (1) Family membership is available to one full member and immediate family



members who are either divers or who wish to be social (non diving members)

- (2) The cost of each family member will be at a reduced rate as determined by the membership.

17. OFFICERS

The officers of the Club are the President, the Treasurer, the Membership/Sponsorship Manager and the Dive Master. These officers together form the Executive Committee.

18. POWERS AND DUTIES OF OFFICERS

(1) President:

- (a) The president shall be the chief executive officer of the Club and shall preside at general meetings and meetings of the executive committee. That person shall have power to call special meeting of the Club and of the Executive Committee.
- (b) The President shall represent the club on all occasions requiring official representation and shall be the Club spokesman on all matters relating to the activities, business and objects of the Club.
- (c) The President shall present to the 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
- (d) The President may delegate any of his powers or duties to any other officer of the Club.

(2) Treasurer

- (a) The Treasurer shall, as required by the Executive Committee, collect and disburse all funds of the Club and shall keep regular accounts in books belonging to the Club.
- (b) At the annual general meeting of the Club and at meetings of the Executive Committee, report in writing the balance of money on hand and any existing appropriations which may affect the balance.
- (c) Perform such other duties as may from time to time be assigned to them by the Executive Committee.

(3) Executive Committee

- (a) Represent the members of the Club at executive meetings
- (b) Actively promote the objects and goodwill of the Club.

(4) Operation of Club Accounts

The following officers shall be signatories to the Club's banking accounts and cheques may be drawn on the accounts under the signatures of any two of them:-



The president, the treasurer, and the membership/ sponsorship manager

19. POWERS AND DUTIES OF EXECUTIVE COMMITTEE

- (1) The Executive Committee is responsible for the management of the Club's business and formulation of policy and shall have control of the management of the Club.
- (2) It may co-opt members to assist in the execution of its duties and form or disband sub-committees from time to time;
- (3) Accept or reject applications for membership,
- (4) Delegate to any officer such duties and powers as it deems necessary;
- (5) Appoint a member to be a temporary committee-member during the absence on approved leave of an elected member of the committee;

20. ADMISSION OF MEMBERS

- (a) Any person wishing to become a member of the Club can do so on payment of the required fees.
- (b) Every diving member of the Club shall provide and pay for their own dive insurance (eg Divers Alert Network). Proof of this must be shown before each dive activity is commenced.

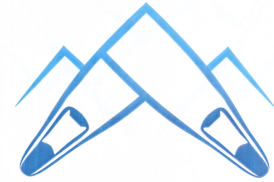
20. ELECTION OF OFFICERS

- (a) Officers of the Club shall be elected each year by members at the annual general meeting from eligible financial members.
- (b) A member standing for election to any office shall be nominated and seconded by two financial members.

21. ANNUAL GENERAL MEETING

- (a) A general meeting of members, to be called the Annual General Meeting, shall be held in January each year.
- (b) The business of the Annual general meeting shall be to receive the annual report of the President, receive the balance sheet and profit and loss account from the treasurer, and to elect officers for the forthcoming year.
- (c) Fourteen days notice of the Annual General Meeting shall be given.
- (d) The minutes of the Annual general Meeting shall be confirmed at the next general meeting

22. SUSPENSION OF MEMBER



(1) The Executive Committee may suspend, for a period not exceeding three months, the rights and privileges of membership of any member who in its opinion has willfully infringed or disregarded the Rules, the By-Laws or the Diving Safety Regulations or whose conduct as a member has been contrary to the best interests of the Club

(2) The Committee shall have the power to suspend a member from diving with the Club where, in the opinion of the committee there are medical grounds for such a suspension.

23. EXPULSION OF MEMBER

(1) The Executive Committee may, by resolution passed by a majority, expel any member who is shown to its satisfaction to have been guilty of dishonorable or improper conduct or conduct prejudicial to the best interest of the Club.

24. 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.