| NO | Club Constitution - 13 ${ }^{\text {th }}$ April 2023 | Approve amendments to the Club Constitution - 25 ${ }^{\text {th }}$ April 2024 |
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| 1 | Clause 5.3 ACCEPTANCE / REJECTION OF MEMBERSHIP APPLICATIONS <br> 5.3.a General <br> (1) Persons eligible for Full membership shall make a written application to the Manager giving such information as the Management Committee may from time to time require. Such applications will be subject to approval by the Membership Sub-Committee of the Club. <br> (2) The Management Committee shall have absolute discretion to accept or reject any application. <br> (3) An applicant whose application has been accepted by the Management Committee shall be given written notification of the Management Committee's decision by the Manager. He shall be notified of the Club Constitution and Rules through the membership confirmation letter, of which these can be found on the Club Website. <br> (4) The maximum number of Members of the Club, and the number of Members of each class of membership, may be determined by the Management Committee from time to time, as directed by the Company. | Clause 5.3 ACCEPTANCE / REJECTION OF MEMBERSHIP APPLICATIONS <br> 5.3.a General <br> (1) Persons eligible for Full membership shall submit a written application to the Club Manager via Member Services giving such information as the Management Committee may from time to time require. <br> (2) The Management Committee shall have absolute discretion to accept or reject any exceptional application. <br> (3) An applicant whose application has been accepted shall be given written notification by the Member Services. The applicant shall be notified of the Club Constitution and Rules through the membership confirmation letter, of which these can be found on the Club Website. <br> (4) The maximum number of Members of the Club as well as the number of Members of each Membership Category, may be determined by the Management Committee from time to time. |
| 2 | Clause 5.3b Honorary Members <br> The Company or the Management Committee, as appropriate may designate a person eligible for membership to be an Honorary Member by notice in writing to the Manager. | Clause 5.3b Honorary Members <br> The Company or the Management Committee, as appropriate may designate a person eligible for membership to be an Honorary Member by notice in writing to the Club Manager and to be approved by the Management Committee. |
| 3 | Clause 5.4 SUBSCRIPTION <br> A monthly subscription shall be payable by Members in accordance with the Club Rules as amended by the Management Committee from time to time. No Club subscription shall be payable by or in respect of Honorary Members, Family Members and organizations with which reciprocal arrangements have been made. | Clause 5.4 SUBSCRIPTION <br> A monthly subscription shall be payable by Members in accordance with the Club Rules. No Club subscription shall be payable by or in respect of Honorary Members, Family Members and Clubs with which reciprocal arrangements have been made. |


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| 4 | Clause 5.5 PAYMENT AND LIABILITY <br> 5.5.a Any Member failing to pay his subscription or account within 30 days from the statement date set out in any statement of account from the Club, at the discretion of the Management Committee, shall be excluded from all privileges of membership for such period as the Management Committee considers appropriate. Alternatively, it shall be within the authority of the Management Committee in its discretion to cancel his membership for such non-payment, subject to the requirements of Clause 5.5.c. <br> 5.5.b The Club shall make arrangements for Corporate Members qualifying for membership under Clause 5.2.c, to be invoiced collectively through their employing company. In the event that any Corporate Member to which this provision is applied fails to pay his subscription or account within 30 days from the statement date set out in any statement account from the Club, the Club shall write to the employing company of the intention to cancel the membership of all employees of the relevant employer if the employer fails to honour the Member's default payments. If the employer fails to respond within one month, all existing Members who are employees of the relevant employer may be suspended. In addition, any future applications for membership from their employees may, at the discretion of the Management Committee, be disallowed. | Clause 5.5 PAYMENT AND LIABILITY <br> 5.5.a Any Member failing to pay their subscription or account within the due date as stated in the Club Statement of Account, shall be excluded from all membership privileges (Suspension and Termination) for such period as considered appropriate. <br> 5.5.b The Club shall make arrangements for Corporate Members under Clause 5.2.c, to be invoiced collectively through their employing company. In the event that the employing company fails to pay the invoice within the due date as stated, the Club shall write to the employing company with the intention of cancelling the membership of all employees of the relevant employer. If the employer fails to respond within one month, all the existing Members shall be suspended and also leading to termination after a further 30 days. In addition, any future applications for membership from their employees may, at the discretion of the Management Committee, be disallowed. |
|  | 5.5.c Neither the resignation of a Member nor the termination or suspension of his membership shall relieve such Member or employing company from the payment of any subscription or other monies due or payable to the Club. | 5.5.c Neither the resignation of a Member nor the termination or suspension of their membership shall relieve such Member or relevant employing company from the payment of any subscription or other monies due or payable to the Club. |
|  | 5.5.d No Member or employing company shall be entitled to, or have any claim upon, any portion whatever of the property of the Club. | 5.5.d No Member or relevant employing company shall be entitled to, or have any claim upon, any portion whatever of the property of the Club. |


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| 5 | Clause 5.6 TERMINATION AND SUSPENSION OF MEMBERSHIP <br> 5.6.a Any Member may resign his membership at any time by notifying his resignation in writing to the Manager at least two weeks in advance. Members must return to the Manager all Panaga Club membership cards before accepting termination of membership and closing of account. <br> 5.6.b Application for re-admission from resigned or terminated members will not be entertained before the expiry of at least six calendar months from the date of resignation or termination. However, re-admission of such members shall be at the absolute discretion of the Management Committee. <br> 5.6.c The Management Committee may at its discretion suspend the membership of any Member for any fixed period or terminate the membership of any member. In case of termination a Member may be given the option to resign. | Clause 5.6 TERMINATION AND SUSPENSION OF MEMBERSHIP <br> 5.6.a Any Member may resign their membership at any time by notifying their resignation in writing to the Member Services at least two weeks in advance. <br> 5.6.b Application for re-admission from resigned or terminated members will not be entertained before the expiry of at least six calendar months from the date of resignation or termination. <br> 5.6.c The Management Committee may at its discretion suspend the membership of any Member for any fixed period or terminate the membership of any member under Clause 6.7. |
| 6 | Clause 6.4 TERMS OF OFFICE <br> 6.4.b If a Division Chair is absent or likely to be absent, the Heads of the Sections represented by the Division Chair may nominate a MEMBER or MEMBERS to fill the vacancy in question and to act on their behalf for the duration of the absence. <br> 6.4.c Any changes in the Management Committee as a result of replacement of Nominated Committee MEMBERS or elections at Division Annual Meetings shall be published in the Club Newsletter and Club Website. | Clause 6.4 TERMS OF OFFICE <br> 6.4.b If a Division Chair is absent or likely to be absent, the Section Chairpersons under that Division may nominate one of the Section Committees to fill the vacancy in question and to act on their behalf for the duration of the absence. <br> 6.4.c Any changes in the Management Committee shall be published in the Club Newsletter and Club Website. |


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| 7 | Clause 8.1 INCORPORATED, UNINCORPORATED AND AFFILIATED SECTIONS |

8.1.a Incorporated Sections are those whose activities are included by default in the standard Panaga Club membership and are available for all members to take part in. There are no separate monthly dues charged to members to join the general activities offered by the Section. The budgets for these sections are allocated via the Annual Budget process. An incorporated section does not need to maintain member records, collect member dues or pay administrative fees. Required investments in materials, equipment or other investments where approved by the Management Committee are funded from the Panaga Club budget. Lesson fees, competition fees or other special equipment fees may be charged where applicable the charging structure must be approved by the Management Committee. The Club bears the financial risk associated with the Section. No consumable items, lesson fees, competition fees or other consumable materials are provided or funded by the Club; these must be covered by the Members directly receiving the benefit. Incorporated Sections must submit an annual budget. There is no carry over budgets or accumulation of funds from one financial/calendar year to the next. Participation levels can be capped, with approval of the Management Committee, if there is a practical need to do so.

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Clause 8.1 INCORPORATED, UNINCORPORATED AND AFFILIATED SECTIONS
8.1.a Incorporated Sections are those whose activities included by default in the standard Panaga Club membership and are available for all members to take part in. There are no separate membership fees charged to members to join the Section. The budgets for these sections are allocated via the Annual Budget process. Required investments in materials, equipment or other investments where approved by the Management Committee are funded from the Panaga Club budget. Lesson fees, competition fees or other special equipment fees may be charged where applicable, however the charging structure must be approved by the Management Committee. The Club bears the financial risk associated with the Section. No consumable items, lesson fees, competition fees or other consumable materials are provided or funded by the Club; these must be covered by the Members directly receiving the benefit. Incorporated Sections must submit an annual budget. There is no carry over budgets or accumulation of funds from one financial/calendar year to the next.

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| 8 | Clause 8.1 INCORPORATED, UNINCORPORATED AND AFFILIATED SECTIONS <br> 8.1.b An Unincorporated Section must maintain member records and can <br> charge Section membership fees for general activities with <br> competitions, events and lessons potentially carrying additional fees. It <br> is responsible for raising funds to cover consumable materials, <br> equipment and other investments. The Section must ensure its <br> business model supports any large investments it wishes to make or <br> have the support of the Management Committee through the annual <br> budget process. The Club will allocate any additional resources via the <br> Annual Budget process. No consumable items or materials can be |
| provided using Club funds these must be funded by Section revenues. <br> Sections must break-even operationally. There is no carry over budgets <br> or accumulation of funds from one financial/calendar year to the next. <br> A budget must be submitted each year. Section can limit the number <br> of members and temporary members that use its offerings if good <br> rationale exists for doing so, with limits to be approved by Management <br> Committee. |  |

8.1.c. Affiliated Sections are significantly independent and retain their accumulated funds from one financial year to the next. If they reserve or use Club facilities or club administrative services, they must pay for use at market rates. The Club acts as administrator, financial record keeper and safekeeper of funds. These sections make their own financial decisions, and their funds are never amalgamated with other Club funds. These Sections can never have a negative cash balance and must have a Committee with a composition as per 8.2.a.

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## Clause 8.1 INCORPORATED, UNINCORPORATED AND AFFILIATED SECTIONS

8.1.b Unincorporated Sections must maintain member records, and may charge fees for Section membership and general activities such as competitions, events and lessons. It is responsible for raising funds to cover consumable materials, equipment and other investments. The Section must ensure its business model supports any large investments it wishes to make or have the support of the Management Committee through the annual budget process. The Club will allocate any additional resources via the Annual Budget process. No consumable items or materials can be provided using Club funds these must be funded by Section revenues. Sections must break-even operationally. There is no carry over budgets or accumulation of funds from one financial/calendar year to the next. A budget must be submitted each year.

All unincorporated Sections must have a minimum of five (5) members. If a Section falls below this threshold, their ability to access funds will be frozen, until such time that there are enough members.
8.1.c. Affiliated Sections are significantly independent and retain their accumulated funds from one financial year to the next. If they reserve or use Club facilities or club administrative services, they must pay for use at Club member's rate. The Club acts as administrator, financial record keeper and safekeeper of funds. These sections make their own financial decisions, and their funds are never amalgamated with other Club funds. These Sections can never have a negative cash balance and must have a Committee with a composition as per 8.2.a.

Affiliated Sections may charge fee for Section membership and must maintain member records.

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| 9 | Clause 8.2 COMMITTEE COMPOSITION <br> 8.2.a All Section Committees must be made up of at least these people. <br> (a) Chairperson <br> (b) Treasurer <br> (c) Secretary or any other role as determined by the Section. <br> The Section Committee who will be representing a Division of the Club known as a Division Chair can be appointed by the President where deemed necessary. <br> If a Section is without one or more of the required 3 roles for a period greater than 3 consecutive months, then the Management Committee may cause the Section to be disbanded. | Clause 8.2 COMMITTEE COMPOSITION <br> 8.2.a All Section Committees must be made up of at least three people. <br> (a) Chairperson <br> (b) Treasurer <br> (c) Secretary or any other role as determined by the Section. <br> The Section Committee who will be representing a Division of the Club known as a Division Chair can be appointed by the President where deemed necessary. <br> If a Section is without one of the required 3 roles for a period greater than 3 consecutive months, then the Management Committee may cause the Section to be disbanded. <br> The maximum tenure for a committee member of any one Section is 5 years, this term can only be exceeded with approval of the MC. |
| 10 | Clause 8.3 SECTION AND DIVISION HANDBOOK <br> All Section Committee and Division level representatives must sign to indicate their agreement to abide by the rules described in the Panaga Club Section and Division Handbook before they can be granted any monetary authority. Each such elected, nominated or appointed member will be given an opportunity to sign such agreement at the time that they formally commence their role. | Clause 8.3 CLUB POLICIES <br> All Division Chairs and Section Committees must sign to indicate their agreement to abide by the rules described in the Division and Section Handbook along with the Club Code of Conduct and have a basic understanding of the Club Constitution and Rules at the time they formally commence their role and be granted any monetary authority. |
| 11 | Clause 8.4 CONSTITUTION <br> Constituted Sections shall appoint a committee (see Clause 8.7.) and shall prepare information as required for the Division Annual Meeting (DAM). The Section will not be recognized by the Management Committee until the names of the Officers and the minutes of the DAM have been sent to the Manager and have been accepted by the Management Committee. Constituted Sections shall hold a Panaga Club account through which all monies handled on behalf of the Club or Members shall be transacted and shall be represented at the Management Committee of the Club by the Division Chair. | Clause 8.4 CONSTITUTION <br> The Section shall submit the names of the Section Committees (see Clause 8.7) and minutes after DAM or SAM annually to Club Manager. Sections shall hold a Panaga Club account through which all monies handled on behalf of the Club or Members shall be transacted and shall be represented at the Management Committee of the Club by the Division Chair. |

## APPROVE AMENDMENTS TO THE CLUB CONSTITUTION

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| 12 | Clause 8.6.c Purpose of Annual Meetings <br> The purpose of the Division or Section Annual Meeting is to ensure that <br> Members have the opportunity to scrutinize the finances of the relevant <br> Division or Section, to elect a Division Chair to represent the Sections at the <br> Management Committee, and/or to nominate and approve Section Officers as <br> appropriate. | Clause 8.6.c Purpose of Annual Meetings <br> The purpose of the Division Annual Meeting (DAM) or Section Annual Meeting <br> (SAM) is to ensure that Members have the opportunity to scrutinize the <br> finances of the relevant Division or Section, to elect a Division Chair to <br> represent the Sections at the Management Committee, and/or to nominate <br> and approve Section Committees as appropriate (nominated in advance of <br> DAM). |
| Clause 8.6.d Section option to opt out of Division Annual Meeting (DAM) |  |  |


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| 13 | Clause 8.6.f Division Chair Responsibilities <br> The Division Chair shall be responsible for ensuring that minutes of relevant Division Meetings are prepared, and that copies of the minutes and any financial statements tabled at the Division Meeting are passed to the Manager within one month of the date of the meeting. | Clause 8.6.g Division and Section Chairs Responsibilities The Division and Section Chairs shall be responsible for ensuring that minutes of relevant Annual Meetings are prepared, and that copies of the minutes and any financial statements tabled at the Annual Meeting are passed to the Club Manager within one month of the date of the meeting. |
| 14 | Clause 8.7 NORMAL OPERATIONS <br> 8.7.a The day-to-day affairs of each Constituted Section of the Club shall be in the hands of a Committee approved at Annual Meetings of the Division/Section held in accordance with this constitution. <br> 8.7.b The Committee of each Constituted Section shall consist of at least three Members of whom one shall be the Chairperson and one shall be the Section Treasurer. The other members of the Committee may be styled by such title as the Section wishes. <br> 8.7.c Committees of Constituted Sections are empowered to co-opt additional Members for special purposes. | Clause 8.7 NORMAL OPERATIONS <br> 8.7.a The day-to-day affairs of each Section of the Club shall be in the hands of a Committee approved at the Annual Meetings of the Division/Section held in accordance with this constitution. <br> 8.7.b The Committee of each Section shall consist of at least three Members of whom one shall be the Chairperson and one shall be the Section Treasurer. The other members of the Committee may be styled by such title as the Section wishes. <br> 8.7.c Committees of Sections are empowered to co-opt additional Members for special purposes. |
| 15 | Clause 8.8 FINANCIAL SUPPORT <br> 8.8.b Subject to the approval of the Management Committee, any Unincorporated Section of the Club may levy fees for the use of the Club or Section equipment or facilities placed under the control of that Section by the Management Committee of the Panaga Club. For such Unincorporated Sections, unless otherwise agreed by the Management Committee, such fees shall be payable to the Club account, held by the Club's Finance Department. <br> 8.8.c External funding/sponsorship to the Panaga Club and its sections is allowed only with the express permission of the Management Committee of the Panaga Club. Section activities are generally expected to be self-funded. However sections are permitted to submit requests for internal sponsorship for certain key events. | Clause 8.8 FINANCIAL SUPPORT <br> 8.8.b Subjected to the approval of the Management Committee, Unincorporated and Affiliated Sections may levy fees for Section membership, equipment rental and any related Section activities payable through the Club. <br> 8.8.c External funding/sponsorship to the Panaga Club and its sections must be declared by submitting a Sponsorship Agreement to the Finance Manager. Section activities are generally expected to be self-funded. However, sections are permitted to submit requests for internal sponsorship for certain key events. |


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| 16 | Clause 8.9 NOTIFICATION TO CLUB MANAGER <br> 8.9.b All correspondence involving the Club policy, or ordering or purchases for Club account, shall be done through the Manager. Sections do not have authority to commit unbudgeted funds, without the written authority of the Manager. | Clause 8.9 NOTIFICATION TO CLUB MANAGER <br> 8.9.b All correspondence involving the Club policy, or ordering or purchases for Club account, shall be done through the Manager. Sections do not have authority to commit unbudgeted funds from \$100 and above (refer to Club Rules; Clause 8.3 AUTHORITY SCHEDULE). |
| 17 | Clause 8.10 RULES <br> The Committee of any Section, with the approval of an Annual Meeting of the Section, may make and from time to time vary such rules, not being inconsistent with this Constitution or Club Rules, as it thinks fit. | To remove as not in line with current practice. |
| 18 | Clause 8.11 MANAGEMENT COMMITTEE AUTHORITY <br> 8.11.a In the event that a Section acts or enables activities in a manner that is considered by the Management Committee to be contrary to this Constitution or to the Rules, the Management Committee may, at its discretion, suspend, disband or otherwise as they see fit take over the running of the Section. <br> 8.11.b In the event that a Constituted Section fails to provide the required input to the Division Annual Meeting prior to that Meeting, and within three months of a subsequent written request from the Manager fails to do so, the Section may, at the discretion of the Management Committee, be dissolved. | Clause 8.10 MANAGEMENT COMMITTEE AUTHORITY <br> 8.10.a In the event that a Section acts or enables activities in a manner that is considered by the Management Committee to be contrary to this Constitution or to the Rules, the Management Committee may, at its discretion, suspend, disband or otherwise as they see fit take over the running of the Section. <br> 8.10.b In the event that a Constituted Section fails to hold an Annual Meeting (Clause 8.6.d.) within three months of the close of the Club's financial year, and within three months of a subsequent written request from the Club Manager fails to hold such a meeting, the Section may, at the discretion of the Management Committee, be dissolved and any funds held in the Section's Club account shall revert to the Club. |
| 19 | Clause 9.1 CLUB FUNDS <br> The funds of the Club shall be held in accounts in the name of the Club at bank(s) in Brunei, and may be drawn on the joint signatures of the Club Treasurer and either the Manager or the Club President. In the absence of any of them, either may appoint a deputy in writing to hold the authority of withdrawing funds during the period of absence. | Clause 9.1 CLUB FUNDS <br> The funds of the Club shall be held in the name of the Club at nominated bank(s) in Brunei, and can be drawn on the joint signatures of the Club Manager, Finance Manager and one nominated Finance Team Member. |


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| 20 | Clause 9.2 CLUB ACCOUNTS <br> 9.2.b An external auditor may be appointed by the Company if it wishes to exercise this right. | Clause 9.2 CLUB ACCOUNTS <br> 9.2.b An external auditor may be appointed by the Club if it wishes to exercise this right. |
| 21 | Clause 9.3 OPERATING AND CAPITAL BUDGETS <br> 9.3.a The overall Club budget for the forthcoming financial year shall be approved by the Management Committee. <br> 9.3.b Each Section Treasurer (except affiliated Sections) must submit a budget each year to the relevant Division Chair for the forthcoming financial year. <br> 9.3.C Each Division Chair shall, present the consolidated budget requirements for the sections represented by that Division Chair to the Management Committee. | Clause 9.3 OPERATING AND CAPITAL BUDGETS <br> 9.3.a The annual Club and Section budgets for the forthcoming financial year shall be approved by the Management Committee. <br> 9.3.b Each Section Treasurer in liaison with their Section Committees and Division Chair (except affiliated Sections) must submit a budget each year for the forthcoming financial year, to the Finance Manager. |
| 22 | Clause 9.4 SECTION ACCOUNTS <br> 9.4.b Funds will only be released with the signatures of the Section Committee, an approved budget or Management Committee approval. Section results are reported separately but revenue and expenses are received to and paid from the Club account. The financial results of Constituted Sections are not carried forward into the following year. | Clause 9.4 SECTION ACCOUNTS <br> 9.4.b Funds will only be released with the approval of the Section Committee as per the authority hierarchy. Section results are reported separately but revenue and expenses are received to and paid from the Club account. The financial results of Constituted Sections are not carried forward into the following year. |
| 23 | Clause 10. CONSTITUTION <br> 10.1 No alteration to this Constitution shall be made except by a resolution of Members at a Club General Meeting, where the resolution must comply with Clause 6.6. An updated version of this Constitution shall be made available to all Members as soon as possible after approval at such a General Meeting. | Clause 10. CONSTITUTION <br> 10.1 No alteration to this Constitution shall be made except by a resolution of Members at a Club General Meeting, where the resolution must comply with Clause 6.6. An updated version of this Constitution shall be made available to all Members as soon as possible after approval at such a Club General Meeting. |

## APPROVE AMENDMENTS TO THE CLUB CONSTITUTION

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| 24 | Clause 11. DISSOLUTION AND DISPOSAL OF ASSETS <br> The Committee will be responsible for applying the assets of the Club first, in <br> settlement of the liabilities of the Club to its debtors for goods and services <br> and secondly any surplus shall be devoted to such charities as shall be agreed <br> upon by the Committee at their sole discretion. | Clause $\mathbf{1 1}$. DISSOLUTION AND DISPOSAL OF ASSETS <br> The Management Committee will be responsible for applying the assets of the <br> Club first, in settlement of the liabilities of the Club to its debtors for goods <br> and services and secondly any surplus shall be devoted to such charities as <br> shall be agreed upon by the Management Committee at their sole discretion. |

