



**Ras-al-Hamra Recreation Centre**

# **RAHRC STATUTES**

**Effective**

**1<sup>st</sup> October 2009**

**Approved by:**

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**John Malcolm, MD**

# The RAHRC Statutes

## October-2009

### Purpose:

The purpose of this document is to establish a clear mandate for the operation of the Ras-al-Hamra Recreation Centre (RAHRC). It is to be used by the RAHRC Main Committee as a reference document and a guideline for the professional and constitutional operation of the RAHRC to ensure that all RAHRC undertakings and proceedings are conducted in a manner that is fair, responsible, consistent and auditable.

### Changes to the document:

Any changes to the provisions of this document will be made in accordance with the procedures detailed out in article 15f herein, or in special rare circumstances, by executive order in accordance with the provisions of article 4e.

### 1. Name

The official name of the Recreation Centre shall be "Ras-al-Hamra Recreation Centre", hereinafter called the "**RAHRC**".

### 2. Objectives

The objectives of the **RAHRC** shall be the provision of opportunities for social, recreational, sporting and catering activities for the benefit of its members.

### 3. Facilities and Access

The **RAHRC** shall have its main facilities at Ras-al-Hamra (**RAH**)

The facilities will be for the use of all PDO Staff and their families; retired PDO staff and their families; Staff and families of Oil and Gas Companies operating in the Sultanate under the auspices of the Ministry of Oil and gas; staff of PDO "sister" companies, e.g. TOTAL, PARTEX, OGC, and SDO; senior staff of companies considered to be PDO business partners that meet certain set criteria; and prominent individuals of good standing (business personalities and professionals) in the Omani community.

To have access to the premises and to use its facilities depends on a person's eligibility for membership and the timely payment of subscription fees as laid out in the RAHRC Membership Guidelines.

When a person applies for membership of the RAHRC, the RAHRC Membership Guidelines will be applied without prejudice to determine the person's eligibility for membership, the category of membership that could be offered, and the applicable monthly subscription fees to be charged.

Upon admission as a member of the RAHRC each member shall be issued with a membership card which will specify the category of membership and any applicable restrictions such as "No Guests Allowed" or "No Alcohol Allowed".

A member will be entitled to use all the facilities offered at RAHRC unless otherwise stated on their membership card. Membership cards issued at the date of the adoption of these Statutes shall remain valid until the date of expiry printed on the card, after which the membership may be renewed or revoked depending on the member's standing in accordance with the RAHRC Statutes and House Rules.

The membership rights and obligations of all members of RAHRC shall be as set out in these Statutes. The members who are entitled to use the premises and facilities at RAHRC may organise themselves as a Section of RAHRC and as such shall be required to adopt a constitution and elect their own committee provided that there is no conflict with any provisions of these Statutes or the House Rules of RAHRC as amended from time to time. All such Section constitutions shall be subject to the approval of the RAHRC Main Committee.

#### **4. Relationship with the Company**

The **RAHRC** shall constitute part of the activities of Petroleum Development Oman LLC, (the "**Company**") which shall provide and maintain the buildings and main facilities of the RAHRC in accordance with the agreed and documented policy and may also, at its sole discretion, provide certain other facilities and services for the RAHRC.

In connection with the above, the Company, through the Managing Director (MD) or the Deputy Managing Director (DMD) in his absence, has the following rights:

- a. To approve the applications of certain membership categories as stipulated in the RAHRC Membership Guidelines;
- b. To appoint the President, Vice President, the Honorary Treasurer (nominated by the Finance Director), the Bar Secretary and the Honorary Auditors (nominated by the Finance Director) of the RAHRC;
- c. With regard to the security of any property of the Company, to direct the Committee to take a specific course of action;
- d. To veto any proposed activity of the RAHRC, any decision of the Committee or any decision or resolution of a General Meeting of the RAHRC which the Company, through the MD or the DMD in his absence, considers not to be in accordance with its policies, and to require

any activities being carried out in the RAHRC or under the sponsorship of the RAHRC to cease.

In this connection, the Committee shall discuss with the MD or the DMD in his absence any resolution to be proposed by the Committee at a General Meeting prior to their posting on the notice boards of the RAHRC as well as any resolutions proposed by members prior to the General Meeting.

- e. To bypass the provisions of article 15f in special and rare circumstances and make changes to these statutes by executive order.

## **5. Membership**

### **a. Membership Categories**

There shall be seven categories of members of RAHRC, details of which are clearly defined in the RAHRC Membership Guidelines:

- i. Ordinary Members
- ii. Associate Members
- iii. Business Members
- iv. Community Members
- v. Corporate Members
- vi. Honorary Members
- vii. Temporary Members

### **b. General Requirements for Membership**

With the exception of Family Members, Temporary Members, and PDO employees on a cross-posting, all Members shall reside in the Sultanate and shall have reached the age of 19 years.

## **6. Membership Subscriptions**

No subscription shall be payable by or in respect of Family Members.

Subscriptions payable for each category of members shall be determined by the RAHRC Main Committee from time to time in the light of the financial position of the RAHRC, subject always to the approval of the Company, through the MD or the DMD in his absence.

All subscriptions shall be payable monthly and shall fall due in the month during which Membership is sustained with the following exceptions:

- a) No subscriptions shall be due where Membership (other than Temporary) has been granted for less than 15 days of a month.
- b) A Member may request the President in writing for temporary suspension provided the Member (including all Family Members) is to be absent from the Country for a period in excess of 3 months.

- c) Subscriptions for Honorary Members shall be paid by the Company.
- d) Contributions from Corporate Bodies are due annually on the first of July (the beginning of the RAHRC Financial Year).

All subscriptions shall be paid to the RAHRC. Where payment is effected by cheque, such cheques shall be made payable to the “Ras al Hamra Recreation Centre” and crossed 'a/c payee'.

Any change in the subscription will take effect no sooner than one clear calendar month after notification of the change has been communicated to members through the official RAHRC Web Site, E-mail or by posting on the notice boards of the RAHRC.

It shall be the responsibility of the Members to ensure that their subscriptions and other debts to the RAHRC are paid when due. Any Member who falls three months in arrears with his payments will cease to be a Member.

## **7. Committees**

### **7.1 The Main Committee**

The RAHRC shall be managed by the Main Committee of the following eight voting members, all of whom shall be PDO employees or their spouses.

- i. President
- ii. Vice President
- iii. Honorary Treasurer
- iv. Bar Secretary
- v. General Secretary
- vi. Social Secretary
- vii. Project Secretary
- viii. Community Member

There shall be no non-voting Members of the Committee.

In the absence of the President, the Vice President will act; and in the event that both the President and Vice President are absent, the Committee shall elect one of the voting Members to act.

All Members of the Committee shall hold the posts in an honorary capacity and, except for the President, the Vice President, the Honorary Treasurer, and the Bar Secretary, may resign by giving written notice to the President.

Any representative of Sections wishing to make a proposal to the Committee may be invited to attend the meeting by the General Secretary

provided such proposal is presented to the General Secretary at least 3 days prior to the Committee Meeting.

### **7.2 The Membership Sub-Committee**

All applications for membership of the RAHRC shall be managed by the Membership Sub-Committee comprising the The President (in the chair), the Vice President and the General Secretary.

The sub-committee shall meet at regular intervals, to be determined by the President, to ensure that all membership applications are subjected to rigorous screening as per the provisions of the RAHRC Membership Guidelines.

In the absence of the President, the Vice President will preside. In the prolonged absence of any one member, a third member can be co-opted by the other two to deputise. Any co-opted member shall be a member of the Main Committee.

### **7.3 The Disciplinary Sub-Committee**

All disciplinary cases involving members shall be dealt with by the RAHRC Disciplinary Sub-Committee comprising the President (in the chair), the Vice President and the General Secretary.

The sub-committee shall meet as and when required to deal with members who are in breach of the RAHRC Statutes, the RAHRC House Rules or the RAHRC Security Guidelines to ensure that appropriate corrective, preventive or punitive measures are taken in accordance with the RAHRC Disciplinary Guidelines.

In the absence of the President, the Vice President will preside. In the prolonged absence of any one member, a third member can be co-opted by the other two to deputise. Any co-opted member shall be a member of the Main Committee.

### **7.4 RAHRC Tender Board**

All contracting & procurement of goods and services by the RAHRC that exceed RO 25,000 shall be presented to the RAHRC Tender Board for consideration and approval. PDO Contracting & Procurement Guidelines shall be followed as closely as possible for the tender process. For goods & services of less than RO 25,000 three quotations shall be required before approval is granted. In case of specialist services or goods not widely available, single-source justification shall be presented to the President for approval. The following shall be members of the tender board:

- 1) The President in the chair;
- 2) The Vice President as member;
- 3) The Honorary Treasurer as member and stand-in for President;

- 4) The General Secretary as secretary to the board;
- 5) Head of Procurement & Contracts as PDO representative.

At least three of the five members are needed to form a quorum, one of whom must be The Honorary Treasurer or his stand-in.

## **7.5 Section Committees**

All sections that operate under the auspices of the RAHRC shall have a committee of at least four members: a chairperson, a treasurer, a secretary and at least one general member.

The Section Committee shall only be chaired by an Ordinary Member, i.e. a member of the PDO staff. Other members of the committee may come from any category of membership.

Each section shall hold an Annual General Meeting soon after the end of the RAHRC Financial Year (which is the 30<sup>th</sup> of June) where office bearers are elected by section members; and it shall hold regular, at least four per year, committee meetings where section issues are deliberated and minuted.

Members from all categories of RAHRC membership may be members of a section, and they and their spouses may attend Section Annual General Meetings where they all have the right to vote on issues. Voting, however, will be limited to one vote per family.

Each section shall have a documented constitution stating at the very least the name of the section, the objectives of the section, and the duties of the office bearers.

In case of dispute or lack of clarity, each section shall be governed over and above all by all the other tenets of the main RAHRC Statutes, and the President of RAHRC shall be consulted and he shall have the last word in resolving any section issues.

## **8. Appointment and Election of Main Committee Members**

The President, Vice President, the Honorary Treasurer and the Bar Secretary shall be appointed and may be removed from their position by the Company, through its Managing Director or Deputy Managing Director in his absence.

The other voting Members of the Committee shall be elected by majority vote at the Annual General Meeting of RAHRC.

All voting Members of the Committee shall hold office from one Annual General Meeting until the next Annual General Meeting, and may be re-elected.

All nominations for elected Members of the Committee other than those of Members offering themselves for re-election, shall be delivered to the General

Secretary no later than 24 hours prior to the Annual General Meeting and shall be made in writing, proposed by two RAHRC Ordinary Members and endorsed by the nominee with a statement that he is prepared to serve on the Committee.

The Committee shall have the power to appoint a Member to fill any vacancy which occurs from time to time among the elected Members of the Committee. Such appointee shall serve until the following General Meeting, but may offer himself for election at that Meeting.

In appointing and electing members of the Main Committee, due care must be taken to preserve the integrity and operational independence of the RAHRC Main Committee by observing the articles on Conflict of Interest below.

#### **9. Avoiding Conflict of Interest**

Because of the potential for conflict of interest, and to preserve the integrity and operational independence of the RAHRC Main Committee:

- a) No office bearer on any RAHRC Section Committee may be appointed or elected as an office bearer on the RAHRC Main Committee and vice versa;
- b) No spouse of an office bearer on the RAHRC Main Committee may be appointed or elected as an office bearer on any RAHRC Section Committee and vice versa;
- c) No member of the RAHRC staff may be appointed or elected as an office bearer on the RAHRC Main Committee;
- d) No parent, spouse, child or sibling of a member of RAHRC staff may be appointed or elected as an office bearer on the RAHRC Main Committee.

#### **10. Proceedings of the Main Committee**

The Committee shall hold meetings for the transaction of business at least once a month.

The General Secretary, on the request of a Committee Member, shall summon a meeting of the Committee.

The President, or in his absence, the Vice President, shall take the chair at the meetings. However, in the absence of the President and the Vice President within five minutes of the time appointed for holding the meeting, the Committee Members present shall choose one of their Members to be the Chairman of that meeting.

Four Committee Members shall form a quorum.

Questions arising at any meeting of the Committee shall be decided by a simple majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.



The Chairman's decision as to the result of the voting on any question shall be final.

#### **11. Power to co-opt**

The Main Committee shall have the power to co-opt any Member to assist the Committee in managing the business and activities of the RAHRC.

#### **12. Duties of the Main Committee**

The Main Committee shall manage the business and activities of the RAHRC and shall be wholly responsible to the Members and to the Company for the conduct of the affairs of the RAHRC.

To this end, the Main Committee shall be empowered to do all things reasonable including, but in no way limited to the following:

- a. To fix and collect subscriptions from the Members; to run the bar at no loss; to levy suitable charges for social, sports and other functions; to retain such income and other accumulated funds applying them in whatever way they consider appropriate, so long as it can be shown to be for the general benefit.
- b. To make, publish and enforce rules for the day to day running of the RAHRC. Such rules shall come into effect seven clear days after they have been posted on the notice boards of the RAHRC provided no objection in writing signed by at least 20% of the RAHRC Ordinary Members has been lodged with the General Secretary within that period. In such an event the General Secretary shall call for an Extraordinary General Meeting of the in accordance with Article 14.

The Committee may from time to time lay down the conditions upon which any game or activity may be played or conducted on RAHRC property and may prohibit any such games or activities which are unlawful or which, in the opinion of the Committee, may be injurious to the interests of the RAHRC.

- c. To fill vacancies in the elected positions of the Committee.
- d. Subject to the approval of the Company, through the Managing Director or Deputy Manging Director in his absence, to let out on concession any part of the services or amenities of the RAHRC, provided that the Committee exercises sufficient supervision to ensure that the services or amenity provided is of appropriate standard, and that the concessionaire fulfils his contract in its entirety.
- e. To purchase all RAHRC requirements other than those which are the responsibility of any concessionaire.

- f. To establish Sections to foster particular social or sports activities, to delegate the management of such Sections to appointed or selected committees which shall promote the interest of those Sections in every reasonable way, make public and enforce rules for the day to day running of the particular Section, and levy suitable charges or Membership fees where necessary, the latter being subject to the approval of the Committee.
- g. The Committee may also from time to time appoint from among their Members such other sub-committee as the Committee deems necessary or expedient and may depute or refer to them such of the powers and duties of the Committee as the Committee may determine.
- h. The General Secretary shall conduct the correspondence of the RAHRC, and shall have the custody of all documents belonging to the RAHRC. He shall keep full and correct minutes of all proceedings and records of all activities of the RAHRC.
- i. At the Annual General Meeting, the Committee shall present a report of its stewardship of the RAHRC during its term of office, and an account of all income and expenditure.

### **13. Annual General Meetings**

The RAHRC financial year shall end on June 30th. The Annual General Meeting shall be called by the General Secretary on the instructions of the Committee as soon as possible after the end of the financial year.

The business of Annual General Meetings shall be limited to:-

- a. Approval of the minutes of the previous Annual General Meeting.
- b. The receipt and consideration of the Committee's report on the previous year.
- c. The receipt, consideration and acceptance or rejection of the accounts for the previous year.
- d. The receipt of the Company's nomination of the President, the Vice President, the Honorary Treasurer and the Bar Secretary for the ensuing year.
- e. The election of elected voting Members of the Committee for the ensuing year.
- f. The receipt of the Company's nomination of two Honorary Auditors for the ensuing year.
- g. Any resolution submitted to the General Secretary or proposed by the Committee in accordance with Article 15(f) and any resolution proposed by two Members at the General Meeting, provided the subject of such

resolution is on the agenda of the General Meeting and the resolution does not have the effect of changing the Statutes.

- h. The discussion of any other business.

Should the Committee at an Annual General Meeting be unwilling or unable to answer questions from the Members or to state clearly their intentions for the ensuing year, an Extraordinary General Meeting shall be called in accordance with Article 14.

#### **14. Extraordinary General Meeting**

An Extraordinary General Meeting of the RAHRC shall be called by the General Secretary:

- within one month of the Annual General Meeting referred to in the final paragraph of Article 13, or
- within fourteen days of receipt of a written request, stating the purposes for which the Meeting is required, from:
  - (a) The Company, through the Managing Director or Deputy Managing Director in his absence, or
  - (b) Not less than 20% of the RAHRC Ordinary Members, or
- within one month of a decision of the Committee to that effect or the event referred to in Article 12(b).

The notice to the Members calling an Extraordinary General Meeting shall also state the purposes of the Meeting.

#### **15. Procedure Applicable to Main and Section General Meetings**

##### **a. Notice of Meeting**

Fourteen days' notice of all **Annual General Meetings** shall be given by the General Secretary by affixing a written notice of the Meeting on the notice boards of the RAHRC and on the RAHRC web site.

Seven days' notice of all **Extraordinary General Meetings** shall be given by the General Secretary by affixing a written notice on the notice boards of the RAHRC and on the RAHRC web site.

##### **b. Attendance at General Meetings**

Members and their spouses in all membership categories, with the exception of temporary members, are permitted to attend General Meetings.

**c. Quorum**

To form a quorum at the Main Committee General Meeting a minimum of 30 members are to be in attendance.

For section General Meetings, the section committees shall determine a quorum.

If a quorum is not present at the commencement of the General Meeting, another meeting shall be arranged by the secretary within seven days. If that fails due to inability to form a quorum, the Main Committee General Meeting shall be considered not required, and the committee reports will be published on the web.

For section general meetings, another meeting shall be arranged by the secretary within seven days. If that fails due to inability to form a quorum, the Main Committee will be notified and reports will be published on the section web site.

**d. Chairman**

The President or, if he is not present within 15 minutes after the commencement of the General Meeting or has signified his inability to be present at the Meeting, the Vice President shall take the chair at all General Meetings. In the absence of both the President and the Vice President, the General Meeting shall elect its own Chairman from the Members of the Main Committee present at the Meeting.

**e. Voting**

At General Meetings, members in all categories may vote on issues under deliberation.

Those Members entitled but unable to attend, due to sickness, duty or short absence from the area (including leave), but for no other reason, may record their votes through their spouse or by proxy. In this event, notification in writing shall be provided at least one hour before the Meeting they have notified the General Secretary, detailing the name of the proxy and of the reason why unable to attend.

The proxy of the member must be another member.

Only one vote per family is allowed.

**f. Resolution**

Any resolutions proposed by Members shall be submitted to the General Secretary at least 14 days prior to the date of the General Meeting. Any such resolution shall be circulated to all RAHRC members and posted on

the notice boards of the RAHRC and the RAHRC web site at least 7 days prior to the General Meeting.

Any resolution, except resolutions changing the Statutes or closing down the RAHRC shall be decided by a simple majority of vote. Resolutions changing the Statutes or closing down the RAHRC shall require the votes of 2/3rds of the Members present and entitled to vote.

Any resolution is also subject to Article 4d of these Statutes

If a poll is duly demanded, it shall be taken in such a manner as the Chairman directs.

On a show of hands every Member present and entitled to vote shall have one vote unless he has been given power of proxy in accordance with paragraphs (e) of this Article. In the case of an equality of votes, whether on a show of hands or a poll, the Chairman shall have a second or casting vote.

#### **16. Minutes**

The General Secretary shall ensure that minutes are prepared of all General Meetings and meetings of the Committee. All minutes shall be verified and certified by the Chairman of the meeting concerned, and a signed copy of all minutes shall be published on the notice boards of the RAHRC within two weeks of such meeting.

#### **17. RAHRC Funds**

All RAHRC Funds shall be deposited in the name of the RAHRC in an account with the Company or with a local bank. Payment from RAHRC funds by any means shall be made only on the combined authority and signature of two Members of the Committee one of whom shall be either the President, the Vice President or the Honorary Treasurer.

#### **18. Honorary Auditors**

Two honorary auditors of the accounts and affairs of the RAHRC shall be appointed in accordance with Article 4b at each Annual General Meeting who shall hold office until the following Annual General Meeting.

No Member of the Committee for the period may be appointed as Honorary Auditor. The duties of the Honorary Auditors shall be to audit all income, disbursements and activities of the RAHRC. They shall examine and report upon the statement of account covering their period of office.

The Honorary Auditors shall have unrestricted access at all reasonable times to all books, papers and records of the RAHRC, and may require any Member of the Committee or any other person to whom RAHRC assets have been entrusted to give an account of his stewardship.

## **19. Status of Members**

All Members enjoy equal status within the RAHRC and in the use of facilities except as otherwise stated in these Statutes or in the rules published by the Committee, or restricted as clearly mentioned on their membership cards.

No Member shall, except for professional or other services rendered at the request of the Committee, on any pretence or in any manner, receive any profit, salary, or emoluments from the funds or transactions of the RAHRC.

## **20. RAHRC Property**

No Member shall take away, or permit to be taken away, from RAHRC premises, under any pretence whatever, or shall damage or destroy, any property of the RAHRC without written approval of the Committee, except those items specifically provided for loan or hire to Members. Members will be held responsible for any damage to such property.

## **21. Bulk Store**

Only RAHRC Ordinary Members are entitled to purchase alcoholic beverages from the Bulk Store, subject to their compliance with such regulations as the Committee may decide from time to time.

## **22. Resignation of Members**

Any Member, upon payment of all sums due from them to the RAHRC may resign their Membership at any time by notifying his resignation in writing to the General Secretary and thereupon shall cease to be a Member.

## **23. Removal and Suspension of Members**

Any Member failing to pay any account within 30 days from receiving notice thereof may at the discretion of the Disciplinary Sub-Committee be excluded from all privileges of Membership, and it shall be lawful for the Disciplinary Sub-Committee to cancel his Membership.

The Disciplinary Sub-Committee shall have the power to suspend and exclude from Membership or physically exclude from the RAHRC premises any Member whose conduct is in breach of the laws of the Sultanate or the Rules of the RAHRC, or whose conduct is, in their opinion, detrimental to the good of the RAHRC.

The Member shall be given the opportunity of submitting an explanation and of personally appearing before the Disciplinary Sub-Committee considering his suspension or exclusion from Membership.

In addition, any suspended or excluded Member shall have a final right of appeal to the Managing Director of the Company.

## **24. Liability to Past Members**

A Member who resigns, or is suspended or excluded from Membership, shall not be entitled to any claim upon any portion whatsoever of the property of the RAHRC.

## **25. Guests**

The Committee may at its discretion decide to set limits on numbers of guests that may be introduced to the RAHRC premises by members and their frequency of admission, e.g.

- a) the maximum number of guests that may be admitted at any one time by a single member without prior authorization by the Manager;
- b) the maximum number of times that the same guest may be admitted for a specified period of time, e.g. one calendar month;
- c) for HSE reasons, the maximum number of guests that may be admitted to a specific facility such as The Sohar Garden, The Marlin Hall, etc.

Every guest shall be considered the guest of and be accompanied by the Member introducing him, provided that no person shall be introduced as a guest who shall have been expelled from RAHRC Membership or whose conduct or presence in the premises shall be considered by the Committee objectionable or prejudicial to the interest of the RAHRC.

Any Member who introduces a guest who conducts themselves in such a manner that, were they as a Member, would be suspended or excluded from the RAHRC, shall themselves be liable to suspension or exclusion.

The Committee may in its discretion decide to charge guests for admission to the RAHRC premises. Any change in the policy of guests will be communicated to members through the official RAHRC Web Site, E-mail or by posting on the notice boards of the RAHRC.

## **26. Expenditure Authorisation**

A 'Manual of Authorities', which shall clearly set out the authorisation levels for expenditure against the RAHRC account, shall be drawn up by the Committee. The "Manual of Authorities" shall clearly state the disciplinary measures that will be taken in the event that authority levels are exceeded by any Member. Such measures are subject to a Committee decision endorsed by the Company.

## **27. Dissolution and Disposal of Assets**

The RAHRC can be closed down only either with due reason at the written request of the Company, through the Managing Director, Deputy Managing Director in his absence or by a resolution passed by a 2/3rd majority of voting Members present at an Extraordinary General Meeting. If the RAHRC closes

down, the Committee shall be responsible for returning to the Company those assets which were provided by and remain the property of the Company.

The Committee will be responsible for applying the assets of the RAHRC first, in settlement of the liabilities of the RAHRC to its debtors for goods and services and secondly any surplus shall be devoted to such charities as shall be agreed upon by the Committee at their sole discretion.

## **28. Interpretation of Statutes and Rules**

The Main Committee shall have full powers and be the sole authority to decide all matters arising in the administration and interpretation of these Statutes and such rules as may be made by the Main Committee from time to time, however, without prejudice to what is provided under Article 4(d).

The decision of the Main Committee upon any question of interpretation or upon any matter affecting the RAHRC and not provided for by these Statutes or by the Rules shall be final and binding on the Members.

## **End of Statutes**