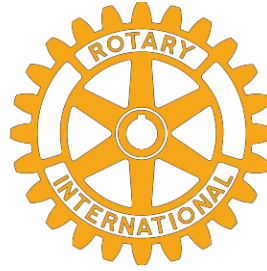


# Rotary



## Constitution of the Rotary Club of ----- Inc.

ABN:

INC:

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## Article 1 Definitions

As used in this constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

1. Board: The Board of Directors of this club.
2. Bylaws: The bylaws of this club.
3. Director: A member of director on this club's Board of Directors.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Satellite Club: A potential club whose members shall also be members (when applicable) of this club.
7. In writing: A communication capable of documentation, regardless of the method of transmission.
8. Year: The twelve-month period which begins beginning on 1 July.
9. Secretary: (a) the person holding office under this constitution as secretary of the association or  
(b) if no such person holds that office, the public officer of the association.
10. The Act: The Association Incorporation Act 2009
11. The Regulations: The Associations Incorporations Act 2016

In this constitution

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

The provisions of the Interpretation Act 1987 apply to and in respect of the constitution in the same manner would so apply if this constitution were an instrument made under the Act.

## Article 2 Name

The name of this This organization shall be the Rotary Club of ----- Inc., a member of Rotary International  
The name of any satellite of this club (where applicable) shall be Rotary Club of -----  
----- (A satellite of the Rotary Club of -----).

## Article 3: Purposes

The purposes of this club are to:

- (a) pursue the Object of Rotary
- (b) carry out successful service projects based on the Five five Avenues of Service
- (c) contribute to the advancement of Rotary by strengthening membership
- (d) support the Rotary Foundation; and
- (e) develop leaders beyond the club level

## Article 4 Locality of the Club

The locality of this club is as follows ----- and surrounding areas.  
Any satellite club of this club shall be located in this locality or the surrounding areas.

## Article 5 Object

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- First.* The development of acquaintance as an opportunity for service;
- Second.* High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- Third.* The application of the ideal of service in each Rotarian's personal, business, and community life;
- Fourth.* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

### **Article 6 Five Avenues of Service**

Rotary's **Five** five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

1. **Club Service**, the First Avenue of Service, involves action a member should take within this club to help it function successfully.
2. **Vocational Service**, the second Avenue of Service, has the purpose of promoting high ethical standards in business and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all occupations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles and lending their vocational skills to club developed projects in order to address the issues and needs of society.
3. **Community Service**, the Third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within the club's locality or municipality.
4. **International Service**, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people on other lands.
5. **Youth Service**, the fifth Avenue of Service, recognises the positive change implemented by youth and young adults through leadership development activities, involvement in fostering world peace and cultural understanding.

### **Article 7 Exceptions to Provisions on meetings and Attendance**

~~The bylaws may include rules of requirements not in accordance with Article 8 Section 1, Article 12 and Article 15 Section 4 of this constitution. Such Rules or Requirements shall supersede the rules or requirements of these sections of this constitution. A club however must meet at least twice each month.~~

### **Article 7 Meetings**

#### **Section 1 – Regular Meetings.**

- (a) *Day and Time.* This club shall hold a regular weekly meeting **once each week** on the day and **at the** time **provided** set in the bylaws.

(b) *Method of Meeting* Attendance may be in person, by telephone, online, or through an online interactive activity ~~through an online meeting, or using an online connection for members whose attendance otherwise would be precluded. Alternatively a club shall hold a meeting once each week or during the week(s) chosen in advance by posting an interactive activity on the club's website. The latter type of~~ An interactive meeting shall be considered as to be held on the day that the interactive activity is to be posted. ~~on the website.~~

(c) *Change of Meeting*. For good cause, the board may change a regular meeting to any day ~~during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or~~ between the preceding and following regular meetings, to a different ~~hour~~ time of the regular day, or to a different place.

(d) *Cancellation*. The board may cancel a regular meeting ~~if it falls on~~ for these reasons:

- (1) a legal holiday ~~including a commonly recognised holiday,~~ or during ~~the~~ a week ~~which~~ which includes a legal holiday, ~~including a commonly recognised holiday.~~  
~~or~~
- (2) in ease observance of the death of a club member, ~~or of~~
- (3) an epidemic or ~~of~~ a disaster ~~affecting~~ that affects the whole community, or
- (4) ~~of~~ an armed conflict in the community ~~which~~ that endangers the lives of ~~the club~~ members.

The board may cancel ~~not more than~~ up to four regular meetings in a year for causes not ~~otherwise specified herein provided that this club does not fail to meet for~~ listed here, but ~~may not cancel~~ more than three consecutive meetings.

(e) *Satellite Club Meeting (When applicable)*. If provided in the bylaws a satellite club shall hold regular weekly meetings at a place and time decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the club's regular meetings in section ~~1(b)~~ 1(c) of this article. A satellite club meeting may be cancelled for ~~any of~~ the reasons ~~enumerated~~ in section ~~1(e)~~ 1(d) of this article. Voting procedures shall be as provided in the bylaws.

(f) *Exceptions*. The bylaws may include provisions that are not in accordance with this section. A club, however, must meet at least twice per month.

## **Section 2 – Annual Meeting.**

- (a) An annual meeting ~~for the election of~~ to elect officers and present a mid-year report, including current year income and expenses, together with a financial report on the previous year, shall be held ~~not later than~~ before 31 December as provided in the bylaws.
- (b) A satellite club ~~(when applicable)~~ shall hold an annual meeting of its members before 31 December to elect officers for ~~the general governance of~~ the satellite club.

**Section 3 – Board meetings** ~~Written~~ Within 60 days after all board meetings, written minutes should be ~~provided for all board meetings. Such minutes should be~~ available to all members. ~~within 60 days of said meeting.~~

## **Article 9 Exceptions to Provisions on Membership**

~~The Bylaws may include rules or requirements not in accordance with Article 10, Sections 2 and 4-8 of this constitution. Such rules or requirements shall supersede the rules or requirements of these sections of the constitution.~~

**Article 8 Membership** ~~{See article 9 for the exceptions to sections 2 and 4-8 of this article}~~

**Section 1 – General Qualifications.** This club shall be composed of adult persons adult persons who demonstrate good character, integrity and leadership, who possess a good reputation within their business, profession and/or community; and are willing to serve their community and/or around the world.

**Section 2 – ~~Kinds~~-Types.** This club shall have two kinds types of membership, namely: active and honorary. Clubs may create other types in accordance with section 7 of this article. These members are reported to RI as either active or honorary.

**Section 3 – Active ~~Membership~~-Members.** A person possessing who possesses the qualifications set forth in Article 5, section 2 of the RI constitution may be elected to active membership in this club as an active club member.

**Section 4 – Satellite Club ~~Membership~~ Members.** Members of a satellite club of this club shall also be members of the sponsor this club until such time as the satellite club shall be is admitted into to RI membership of RI as a Rotary club.

**Section 5 – Prohibited Dual Memberships.** No person member shall simultaneously

- (a) hold active membership in belong to this and another club, or
- (b) No person shall simultaneously be a member and be an honorary member in this club.

**Section 6 – Honorary Membership.** This club may elect honorary members for terms set by the board, who shall:

- ~~(a) Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.~~
- (b) (a) Rights and Privileges. Honorary members shall be exempt from the payment of admission fees and paying dues;
- (c) (b) shall have no vote; and
- (d) (c) shall not be eligible to hold any club office; in this club.
- (e) (d) Such members shall not hold classifications; and
- (f) (e) but shall be entitled to attend all meetings and enjoy all the other privileges of this in the club, No honorary member of this club is entitled to any but have no rights and or privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian's guest.

~~**Section 7 Holders of Public Office.** Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.~~

~~**Section 8 Rotary International Employment.** This club may retain in its membership any member employed by RI.~~

**Section 7 – Exceptions.** The bylaws may include provisions that are not in accordance with article 8, sections 2 and 4 – 6.

## **Article 9 Classifications Club Membership Composition**

**Section 1 – General Provisions. Principal Activity.** Each member shall be classified in accordance with the member's business or profession, occupation, or type of community service. The classification shall be that which describes the principal and recognised

activity of the members firm, company, or institution, ~~with which the member is connected or that which describes~~ the member's principal and recognised business or professional activity, or ~~that which describes~~ the nature of the member's community service activity. The board may adjust a member's classification if the member change3s positions, professions, or occupations.

~~(a) *Correction or Adjustment.* If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.~~

**Section 2 *Limitations.*** This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

**Section 2 – *Diverse Club Membership.*** This club's membership should represent a cross section of the businesses, professions, occupations, and the civic organisations in its community, including age, gender and ethnic diversity.

## Article 10 Attendance

**Section 1 – *General Provisions.*** Each member should attend this club's regular meetings or its satellite club's regular meetings ~~if provided in the bylaws~~ and engage in this club's service projects, ~~other~~ events and other activities. A member shall be counted as attending a regular meeting if the member:

- (a) is present in person, by telephone, or online for at least 60 percent of the meeting;
- ~~(b) is present and is~~ but called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action later presents to the board satisfactory evidence that leaving was reasonable, or makes up for an absence in any of the following ways:
- (c) participates in the regular online meeting or interactive activity posted on the club's website within one week after its posting; or
- (d) makes up the absence in any of the following ways within the same year:

~~(a) *14 Days Before or After the Meeting* If, within fourteen (14) days before or after the regular time for that meeting, the member~~

- (1) Attends at least 60 percent of the regular meeting of another club, ~~or of~~ a provisional club; or a satellite of another club;
- (2) Is present at the time and place of a regular meeting or satellite club meeting of another club for the purpose of attending, but that club is not meeting at that time or place;
- (3) Attends and participates in a club service project or a club sponsored community event or meeting authorised by the board;
- (4) Attends a board meeting or, if authorised by the board, a meeting of a service committee to which the member is assigned;
- (5) Participates through a club website in an online meeting or interactive activity;
- (6) Attends a regular meeting of a Rotaract or Interact club, Rotary Community



Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps; or Rotary Fellowship, or

- (7) Attends an RI convention ~~of RI~~, a council on legislation, an international assembly, a Rotary Institute ~~for past and present officers of RI~~, a Rotary institute for past, present, and incoming officers of RI, or any other any meeting convened with the approval of the RI board of directors ~~of RI~~ or the RI president ~~of RI~~ acting on behalf of the board of directors of RI, a Rotary multi-zone conference, a meeting of a an RI committee ~~of RI~~, a Rotary district conference, a Rotary district training assembly, any district meeting held by at the direction of the board of directors of RI RI Board, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs. ; or
- (8) ~~is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or~~
- (9) ~~attends and participates in a club service project or a club sponsored community event or meeting authorized by the board; or~~
- (10) ~~attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or~~
- (11) ~~participates through a club website in an interactive activity requiring an average of 30 minutes of participation.~~

When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

*At the Time of the Meeting.* If, at the time of the meeting, the member is

- (1) ~~traveling with reasonable directness to or from one of the meetings specified in sub-subsection (a) (3) of this section; or~~
- (2) ~~serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or~~
- (3) ~~serving as the special representative of the district governor in the formation of a new club; or~~
- (4) ~~on Rotary business in the employ of RI; or~~
- (5) ~~directly and actively engaged in a district sponsored or RI or Rotary Foundation sponsored service project in a remote area where making up attendance is impossible; or~~
- (6) ~~engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.~~

**Section 2 – *Extended Absence on Outposted Assignment.*** While Working at a Distance. If a member will be working on an outposted works on a distant assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment will replace replaces attendance at the regular meetings of the member's club, provided there is a mutual agreement between if the two clubs agree.

**Section 3 – *Absence Because of Other Rotary Activities.*** An absence does not require a make-up if, at the time of the meeting, the member is:

- (a) Travelling with reasonable directness to or from one of the meetings specified in sub-section (1)(c)(7)
- (b) Serving as an officer or member of an RI committee or as a TRF trustee

- (c) Serving as the special representative of the governor in forming a new club
- (d) On Rotary business in the employ of RI
- (e) Directly and actively engaged in a district-sponsored, RI-sponsored, or TRF-sponsored service project in a remote area, where making up attendance is impossible; or
- (f) Engaged in Rotary business duly authorised by the board, which precludes attendance at a meeting

**Section 4 – RI Officers' Absences.** An absence shall be excused if the member is a current RI officer or a Rotarian partner of a current RI officer.

**Section 5 – Excused Absences.** A member's absence shall be excused if:

- a. ~~the absence complies with the conditions and under circumstances approved by the board. The board may excuse a member's absence~~ approves it for reasons, conditions and circumstances which it considers ~~to be~~ good and sufficient. Such excused absences shall not ~~extend for last~~ longer than twelve 12 months. ~~However, if leave is for a medical reason that extends for more than twelve months such leave may be renewed by the board for a period of time beyond the original twelve months. However if a leave is taken for medical reasons, follows the birth or adoption of a child, or takes place during foster care of a child, the board may extend it beyond the original 12 months~~
- b. ~~the aggregate~~ The sum of the member's ~~years of~~ age and years of membership in one or more clubs is 85 years or more, the member has been a Rotarian for at least 20 years, ~~and~~ the member has notified the club secretary in writing of ~~the member's~~ a desire to be excused from attendance, and the board has approved.

**Section 4 RI Officers' Absences.** ~~A member's absence shall be excused if the member is a current officer of RI or a Rotarian partner of a current officer of RI.~~

**Section 6 – Attendance Records.** When a member whose absences are excused under ~~the provisions of subsection 3(a) 5(a)~~ of this article ~~fails to~~ does not attend a club meeting, the member's ~~and the~~ absence shall not be included in the attendance records. ~~In the event that~~ If a the member whose absences are excused under ~~the provisions of subsection 3(b)~~ or section 4 or subsection 5(b) of this article attends a club meeting, the member and the ~~member's~~ attendance shall be included in ~~the~~ this club's membership and attendance figures. ~~used to compute this club's attendance.~~

**Section 7 – Exceptions.** The bylaws may include provisions not in accordance with article 10.

## **Article 11 Directors and Officers and Committees**

**Section 1 – Governing Body.** The governing body of this club ~~shall be~~ is the board, ~~constituted~~ as provided in the bylaws. ~~may provide.~~

**Section 2 – Authority.** The board ~~shall have~~ has general control over all officers and committees and, for good cause, may declare any office vacant.

**Section 3 – Board Action Final.** ~~The~~ In all club matters, the decision of the board ~~in all club matters~~ is final, subject only to an appeal to the club. However, ~~as to a decision~~ when the board decides to terminate membership, ~~a~~ the member, ~~pursuant~~ according to article ~~15,~~ 13, section 6, may appeal to the club, request mediation, or request arbitration. ~~If~~



~~appealed, a decision of the board shall be reversed only by~~ An appeal to reverse a board decision requires a two-thirds vote of the members present at a regular meeting specified by the board, provided that a quorum is present and the secretary has given notice of the appeal ~~has been given by the secretary~~ to each member at least five (5) days ~~prior to~~ before the meeting. ~~If The club's action on~~ an appeal is ~~taken, the action taken by the club shall be final.~~

**Section 4 – Officers.** The club officers shall be a president, the immediate past president, a president-elect, ~~and one or more vice presidents,~~ a secretary, and a treasurer and may also include one or more vice presidents, all of whom shall be members of the board. The club officers ~~shall~~ may also include a sergeant-at-arms, who may ~~also~~ be a member of the board ~~as~~ if the bylaws ~~shall~~ provide. Each officer and director shall be in good standing in this club. Club officers shall regularly attend satellite club meeting

**Section 5 – Election of Officers.**

(a) *Terms of Officers other than President.* Each officer shall be elected as provided in the bylaws. Except for the president, each officer ~~shall take~~ takes office on 1 July immediately following election and ~~shall serve~~ serves for the term of office or until a successor ~~has been duly~~ is elected and qualified.

(b) *Term of President.* ~~The president~~ A president-nominee shall be elected as provided in the bylaws, at least 18 months but not more than two (2) years ~~but not less than eighteen (18) months prior to~~ before the day of taking office and ~~shall serve as president nominee upon election,~~ as president. The nominee ~~shall take the title of~~ becomes president-elect on 1 July in the year ~~prior to~~ before taking office as president. The president ~~shall take~~ takes office on 1 July and ~~shall serve~~ serves a period of one (1) year. ~~or until a successor has been duly elected and qualified.~~ When a successor is not elected, the current president's term is extended for up to one year.

(c) *Qualifications of President* ~~Each officer and director shall be a member in good standing of this club.~~ A candidate for ~~the office of~~ president shall have served as must be a member of this club for a least one year ~~prior to being nominated, except where service for less than a full year may be determined by the district governor to satisfy the intent of this clause.~~ before being nominated, unless the governor determines that less than a full year satisfies this requirement. The president-elect shall attend the ~~district~~ presidents-elect training seminar and the ~~district assembly~~ training assembly unless excused by the governor-elect. If ~~so~~ excused, the president-elect shall send a designated club representative. ~~who shall report back to the president-elect.~~ If the president-elect does not attend the presidents-elect training seminar and the ~~district~~ training assembly and has not been excused by the governor-elect or, if ~~so~~ excused, does not send a designated club representative to ~~such~~ these meetings, the president-elect shall not ~~be able to~~ serve as club president. ~~In such event, the~~ The current president ~~then~~ shall continue to serve until the election of a successor, who has attended a president elect's training seminar and ~~district training~~ assembly or training deemed sufficient by the governor-elect. ~~has been duly elected.~~

**Section 6 – Governance of Satellite Club of this Club.** ~~A satellite club shall be located in the same locality as this club or in the surrounding area.~~

(a) *Satellite Club Oversight* This club shall provide such general oversight and support of a satellite club as ~~is determined~~ deemed appropriate by the board.

(b) *Satellite Club Board.* For ~~the~~ day to day governance, ~~of~~ a satellite club ~~it~~ shall have its own an annually elected board, drawn from its members and comprising the officers of the satellite club and four to six other ~~directors~~ members as the bylaws shall provide. The highest officer of the satellite club shall be the chair, and other officers shall be the

immediate past chair, the chair elect, the secretary, and the treasurer. The satellite board shall be responsible for the day to day organisation and management of the satellite club and its activities in accordance with Rotary rules, requirements, policies, aims and objectives under the guidance of this club. It shall have no authority within or over this club.

(c) *Satellite Club Reporting Procedure.* A satellite club shall annually submit to the president and board of this club a report on its membership, ~~its~~ activities, and programs, accompanied by a financial statement and audited or reviewed accounts, for inclusion in this club's reports for its annual general meeting and ~~such any~~ other reports ~~as that~~ may, from time to time be required by this club.

**Section 7 – Committees.** This club should have the following committees:

- (a) Club Administration
- (b) Membership
- (a) Public Image
- (b) Rotary Foundation; and
- (c) Service Projects

The board or president may appoint additional committees as needed

### **Article 12 Dues**

Every member shall pay ~~an admission fee and~~ annual dues as prescribed in the bylaws.

### **Article 13 Duration of Membership**

**Section 1 – Period.** Membership shall continue during the existence of this club unless terminated as ~~hereinafter~~ provided below.

**Section 2 – Automatic Termination.**

- (a) ~~Membership Qualifications~~ Exceptions. Membership shall automatically terminate when a member no longer meets the membership qualifications, except that when a member moves from the locality of this club or the surrounding area, but continues to meet all conditions of club membership, the board may:

(1) Allow a member to remain in this club; or

- (2) ~~the board may grant a member moving from the locality of this club or the surrounding area~~ Grant a special leave of absence, not to exceed one ~~(1)~~ year, to enable the member to visit and become known to a ~~Rotary~~ club in the new community. ~~if the member continues to meet all conditions of club membership;~~

~~(1) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.~~

- (b) ~~How to Re-join.~~ Rejoining. ~~When the membership of a member has terminated as provided in subsection (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership.~~ When a member in good standing has their membership terminated as described in subsection (a), that person may apply for membership again, under the same or another business, profession, occupation, community service, or other classification ~~A second admission fee shall not be required.~~

- (c) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term ~~for such membership as determined by the board.~~ of membership set by the board, unless extended. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

**Section 3 – Termination - Non-payment of Dues.**

- (a) *Process.* Any member ~~failing who fails~~ to pay dues within ~~thirty (30)~~ 30 days after ~~the prescribed time they are due~~ shall be notified in writing by the secretary ~~at the member's last known address.~~ If the dues are not paid ~~on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board~~ within 10 days after the notification, the board may terminate membership at its discretion.

- (b) *Reinstatement.* The board may reinstate the former member to membership ~~upon~~ if the former ~~member's petition and payment of all indebtedness~~ member requests and pays all debts to this club. ~~However, no former member may be reinstated to active membership if the former member's classification is in conflict with article 8, section 2.~~

**Section 4 – Termination Non-attendance.**

- (a) *Attendance Percentages.* A member must:

- (1) attend or make up at least ~~60~~ 50 percent of ~~club~~ regular club or satellite club meetings; engage in club projects, events, and other activities for at least 12 hours in each half of the year; or achieve a proportionate combination of both; or ~~meetings in each half of the year;~~
- (2) attend at least 30 percent of this club's regular meetings or satellite club meetings or engage in club projects, events and other activities in each half of the year (assistant governors as defined by the RI board of directors, shall be excused from this requirement).

If a A member who fails to attend as required, ~~the member's membership shall be subject to termination~~ may be terminated unless the board consents to such non-attendance for good cause.

(b) *Consecutive Absences.* ~~Unless otherwise excused by the board for good and sufficient reason or pursuant to article 9, each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance~~ Non-attendance may be considered a request to terminate membership in this club, if a member fails to attend or make up four consecutive regular meetings, unless otherwise excused by the board for good and sufficient reason or pursuant to article 10, sections 4 or 5. Thereafter, After the board notifies the member, the board, by a majority vote, may terminate the member's membership.

(c) *Exceptions.* The bylaws may include provisions not in accordance with Article 13, section 4.

**Section 5 – Termination – Other Causes.**

(a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for club membership ~~in this club~~ or for any good cause by a vote of ~~not less than~~ at least two-thirds of the board members present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be article 8, section 1, the Four Way Test, and the high ethical standards ~~that one should hold as a Rotary club member.~~ of a Rotarian.

(b) *Notice.* ~~Prior to taking any action~~ Before the board acts under subsection (a) of this

section, the member shall be given at least ~~ten~~ 10 days' written notice ~~of such pending action~~ and an opportunity to ~~submit a written answer~~ to respond in writing to the board. Notice shall be delivered in person or by registered letter to the members last known address. The member ~~shall have~~ has the right to appear before the board to state his or her case, the member's case. ~~Notice shall be by personal delivery or by registered letter to the member's last known address.~~

~~(c) — Filling Classification. When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced. However, this decision shall not apply if by election of a new member, the number of members under the said classification would remain within limitations even if the board's decision regarding termination is reversed.~~

**Section 6 – Right to Appeal, Mediate or Arbitrate Termination.**

(a) *Notice.* Within seven ~~(7)~~ days after ~~the date of~~ the board's decision to terminate membership, the secretary shall ~~give written notice of the decision to the member.~~ notify the member in writing. Within ~~fourteen (14)~~ 14 days after ~~the date of~~ the notice, the member may give written notice to the secretary of ~~the intention to~~ an appeal to the club or a request for mediation or ~~to arbitrate as provided in article 19~~ arbitration. The procedure for mediation or arbitration is provided in article 17.

(b) *Date for Hearing of Appeal.* In the event of an appeal, the board shall set a date for the hearing ~~of the appeal~~ at a regular club meeting ~~to be held~~ within ~~twenty one (21)~~ 21 days after receipt of the notice of appeal. At least five ~~(5)~~ days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard. The action of the club is final and binding on all parties and shall not be subject to arbitration.

~~(c) Mediation or Arbitration. The procedure utilized for mediation or arbitration shall be as provided in article 19~~

~~(d) Appeal. If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.~~

~~(e) Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.~~

~~(f) Unsuccessful Mediation. If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.~~

**Section 7 – Board Action Final.** Board action shall be final if no appeal to this club is taken and no arbitration is requested.

**Section 8 – Resignation.** ~~The~~ A member's resignation ~~of any member~~ from this club shall be in writing, addressed to the president or secretary. The board shall except the resignation shall be accepted by the board if unless the member ~~has no indebtedness~~ owes debt to this club.

**Section 9 – Forfeiture of Property Interest.** Any person whose club membership ~~has been~~ is terminated in any manner shall forfeit all interest in any funds or other property ~~belonging to~~ of this club, if under local laws, the member acquired any right to them upon joining the club.

**Section 10 – Temporary Suspension.** Notwithstanding any provisions of this constitution, if in the opinion of the board

- (a) credible accusations ~~have been~~ are made that a member has refused or neglected to comply with this constitution, or ~~has been~~ is guilty of conduct unbecoming a member or ~~prejudicial~~ harmful to ~~the interests of~~ the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) ~~it is desirable that~~ no action should be taken ~~in respect of~~ on the membership of the member, pending the outcome of a matter or an event that the board ~~considers~~ believes should properly occur ~~before such action is taken by the board first~~; and
- (d) ~~that it is~~ in the best interests of the club ~~and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended and the member should be excluded~~ to temporarily suspend the member without a vote on the member's membership and to exclude the member from attendance at meetings and other club activities ~~of this club~~ and from any club office or position; ~~the member holds within the club~~;

the board may, by a at least a two-thirds vote, ~~of not less than two-thirds of the board~~, temporarily suspend the member ~~as aforesaid~~ for a reasonable period ~~of time not to exceed~~ up to 90 days and ~~on such further conditions as~~ with any other conditions the board ~~determines~~ sets. A suspended member may appeal ~~or refer to~~ the suspension or may request mediation or arbitration ~~the suspension~~ as provided in ~~article 15, section 6 of this article~~. During the suspension, the member shall be excused from ~~fulfilling attendance responsibilities.~~ requirements. ~~Prior to the expiration of~~ Before the suspension ~~period,~~ ends the board must either ~~proceed~~ move to terminate ~~the membership of~~ the suspended Rotarian or reinstate the ~~suspended~~ Rotarian to full regular status.

## Article 14 Community, National, and International Affairs

**Section 1 – Proper Subjects.** ~~The merits of any~~ Any public question involving the ~~general welfare of the community, the nation, and the world~~ are of concern to the members of this club and shall be is a proper subject of fair and informed ~~study and~~ discussion at a club meeting. ~~for the enlightenment of its members in forming their individual opinions.~~ However, this club shall not express an opinion on any pending controversial public measure.

**Section 2 – No Endorsements.** This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

**Section 3 – Non-Political.**

(a) *Resolutions and Opinions.* This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.

(b) *Appeals.* This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

(c) **Section 4 – Recognizing Rotary's Beginning.** The week of the anniversary of Rotary's founding, 23 February, ~~shall be known as~~ is World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and



throughout the world.

### Article 15 Rotary Magazines

**Section 1 – Mandatory Subscription.** Unless, in accordance with the bylaws of RI, this club is excused by the RI board of directors, of RI from complying with the provisions of this article, each member shall for the duration of membership, subscribe to the an official magazine. or to the magazine approved and prescribed for this club by the board of directors of RI. Two Rotarians who reside at the same address may subscribe jointly to an official magazine. The subscription fee shall be paid on the dates set by the board for the payment of per capita dues for the duration of membership in this club. in six (6) month periods for the duration of membership in this club and to the end of any six (6) month period during which membership may terminate.

**Section 2 Subscription Collection.** The subscription fee shall be collected by this club from each member in advance semi-annually in advance and remitted to the Secretariat of RI or to the office of such a regional publication as may be determined by the RI board of directors. of RI.

### Article 16 Acceptance of Object and Compliance with Constitution and Bylaws

By paying dues, payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the club constitution and bylaws. of this club, and on On these conditions alone is a member entitled to the privileges of this club. Each member shall be subject to the terms of the club constitution and bylaws regardless of whether such whether or not the member has received copies of them.

### Article 17 Arbitration and Mediation

**Section 1 Disputes.** Should any dispute, other than as to a decision of the board, arise Any dispute between any current or former member(s) and this club, any club officer or the board, except a decision of the board on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either disputant, be resolved by either mediation or settled by arbitration.

**Section 2 Date for Mediation or Arbitration.** In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty one (21) Within 21 days after receipt of the request, for mediation or arbitration. the board shall, in consultation with the disputants, set a date for the mediation or arbitration.

**Section 3 Mediation.** The procedure for such mediation shall be that

- (a) recognized by an appropriate authority with national or state jurisdiction; or
- (b) be that recommended by a competent professional body whose recognised expertise covers alternative dispute resolution; or be that
- (c) recommended by way of in documented guidelines determined by the RI board of Rotary International or the trustees of The Rotary Foundation. TRF Trustees.

Only a member of a Rotary club Rotarians may be appointed as mediators. The club may request ask the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has with appropriate mediation skills and experience.

- (a) Mediation Outcomes. The outcomes or decisions agreed between the parties to by the disputants as a result of after mediation shall be recorded and copies held



~~by each party, the mediator(s) and one copy given to the board and to be held by the secretary.~~ given to each party, the mediator or mediators and the board. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the club. ~~Either party~~ Any disputant, through the president or secretary, may call for further mediation if ~~either~~ a party has retracted significantly from the mediated position.

- (b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in section 1 of this article.

**Section 4 – Arbitration.** In the event of a request for arbitration, each party disputant shall appoint a Rotarian as an arbitrator and the arbitrators shall appoint a Rotarian as an umpire. ~~Only a member of a Rotary club may be appointed as umpire or as arbitrator.~~

**Section 5 Decision of Arbitrators or Umpire.** ~~If arbitration is requested, the~~ The decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

### Article 18 Bylaws

This club shall adopt bylaws not inconsistent that are consistent with the RI constitution and bylaws ~~of RI~~, with the rules of procedure for an administrative territorial unit where established by RI, and with this constitution, embodying to give additional provisions for the government of this club. ~~Such~~ The bylaws may be amended from time to time as therein provided. as they provide.

### Article 18 Interpretation

~~Throughout this constitution, the terminology "mail," "mailing," and "ballot by mail" will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.~~

### Article 19 Rotary International

- (a) The club shall be a non-profit association. Its purpose shall be charitable and benevolent and to encourage, promote and extend the object of Rotary, and to maintain the relations of a member club in Rotary International.
- (b) Insofar as the provisions of the law of New South Wales under which this club is incorporated shall permit, this club shall operate in a manner consistent with the constitution and bylaws of Rotary International.
- (c) This club shall have the authority to adopt such bylaws as may be consistent with the purposes enumerated herein and consistent with the law of New South Wales, under which this club is incorporated.

~~**Note: Changes to this Constitution must be consistent with the RI Constitution and Bylaws, and the Rotary Code of Policies.**~~

**Note: Articles 20 to 32 are in accordance with the NSW Associations Act 2009 No7.**

### Article 20 Term of Office of Board Members

There is no maximum number of consecutive terms for which a board member may hold office.

### Article 21 Register of members

- (a) The public officer of the association (a) must establish and maintain a register of members of the association (whether in written or electronic form) specifying the

name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.

- (b) The register of members must be kept in New South Wales at the club's official address.
- (c) The register of members must be open for inspection, free of charge, by any member of the club at any reasonable hour.
- (d) A member of the club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (e) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (f) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (1) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the club or other material relating to the club, or
  - (2) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (g) If the register of members is kept in electronic form:
  - (1) it must be convertible into hard copy, and
  - (2) the requirements in sub clauses (a) and (b) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

#### **Article 22 Filling of Casual Vacancies on the Board**

- (a) If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.
- (b) If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement

#### **Article 23 Quorum:**

The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.

#### **Article 24 Use of Technology at Board Meetings**

- (1) A board meeting may be held at 2 or more venues using any technology approved by the board that gives each of the board's members a reasonable opportunity to participate.
- (2) A board member who participates in a board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

#### **Article 25 Postal or Electronic Ballots**

- (a) The club may hold a postal or electronic ballot (as the board determines) to determine any issue or proposal (other than an appeal under Article 13(6)).
- (b) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### **Article 26 Proxy Votes not Permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

**Article 27 Members' Liability**

The liability of a member of the club to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of the winding up of the club is limited to the amount, if any, unpaid by the member in respect of membership of the club as required by Article 12.

**Article 28 Funds**

**Section 1 -- Source**

- (a) The funds of the club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the club in general meeting, such other sources as the board determines.
- (b) All money received by the club must be deposited as soon as practicable and without deduction to the credit of the club's bank or other authorised deposit-taking institution account.

**Section 2 -- Management**

- (a) Subject to any resolution passed by the club in general meeting, the funds of the club are to be used in pursuance of the objects of the club in such manner as the board determines.
- (b) Finances of the club will be managed in accordance with procedures set out in the bylaws of the club.

**Article 29 Distribution of Property on Winding Up of a Club**

- (a) Subject to the Act and the Regulations, in a winding up of the club, any surplus property of the club is to be transferred to another Rotary organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (b) In this clause, a reference to the surplus property of a club is a reference to that property of the club remaining after satisfaction of the debts and liabilities of the club and the costs, charges and expenses of the winding up of the club.

**Article 30 Custody of Books etc.**

Except as otherwise provided by this constitution, all records, books and other documents relating to the club must be kept in New South Wales, at the association's official address, in the custody of the public officer.

**Article 31 Inspection of books etc.**

- (a) The following documents must be open to inspection, free of charge, by a member of the club at any reasonable hour:
  - (1) records, books and other financial documents of the club,
  - (2) this constitution,
  - (3) minutes of all board meetings and general meetings of the club.
- (b) A member of the club may obtain a copy of any of the documents referred to in sub clause (a) on payment of a fee of not more than \$1 for each page copied.
- (c) Despite sub clauses (a) and (b), the board may refuse to permit a member of the club to inspect or obtain a copy of records of the club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the club.

### Article 32 Financial Year

The financial year of the club is:

- (a) the period of time commencing on the date of incorporation of the club and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the club, commencing on 1 July and ending on the following 30 June.

### Article 33 Amendments

**Section 1 – Manner of Amending.** Except as provided in sections 2 ~~and 3~~ of this article, this constitution may be amended only by a majority vote of those voting at the council on legislation, ~~in the same manner as is established in the bylaws of RI for the amendment of its bylaws.~~

**Section 2 – Amending Article 2 and Article 4.** Article 2, Name and Article 4, Locality of the Club, ~~of the constitution shall~~ may be amended at any regular club meeting, ~~of this club, if~~ a quorum ~~being~~ is present, by ~~the affirmative vote of not less than~~ at least a two thirds vote of all voting members. Notice of the proposed amendment shall be given to each member and the governor at least 21 days before the meeting, providing that such proposed amendment shall be given to each member and the governor at least 21 days before such meeting . ~~three quarters of all voting members present and voting, provided that notice of such proposed amendment shall have been given to each member and to the District Governor at least twenty one (21) days before such meeting, and provided further, that such~~ The amendment shall be submitted to the RI board of directors ~~of RI for its approval~~ and ~~shall become~~ becomes effective only when ~~so~~ approved. The ~~District Governor~~ governor may offer an opinion to the RI board of directors ~~of RI regarding~~ about the proposed amendment.

**Section 3 Amending Articles 22 to 35.** ~~Articles 22 to 35 of the constitution shall be amended at any regular meeting of this club, a quorum being present, by the affirmative vote of not less than three quarters of all voting members present and voting, provided that notice of such proposed amendment shall have been given to each member and to the District Governor at least twenty one (21) days before such meeting.~~