



**CONSTITUTION OF THE
ROTARY CLUB OF
Kununurra Western Australia,
INCORPORATED**

**Resolved at the
Special General Meeting
of 27 November 2017**

**CONSTITUTION OF THE
ROTARY CLUB OF
Kununurra,
INCORPORATED**

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The information on this page is included for reference only and does not directly form part of this Constitution:

Object of Rotary

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.

Rotary's Mission

We provide service to others, promote integrity and advance world understanding, goodwill and peace through our fellowship of business, professional and community leaders.

Rotary is a worldwide network of inspired individuals who translate their passion into relevant causes to changes lives in communities.

Rotary motto

Service Above Self

The Four-Way Test -

Of the things we think, say or do:

- 1. Is it the TRUTH?
- 2. Is it FAIR to all concerned?
- 3. Will it build GOODWILL and BETTER FRIENDSHIPS?
- 4. Will it be BENEFICIAL to all concerned?"

*Rotarian (later RI president) Herbert J. Taylor, 1932.
(Adopted by Rotary in 1943)*

Declaration of Rotarians in Businesses and Professions

As a Rotarian engaged in a business or profession, I am expected to:

- 1. Consider my vocation to be another opportunity to serve;
- 2. Be faithful to the letter and to the spirit of the ethical codes of my vocation, to the laws of my country, and to the moral standards of my community;
- 3. Do all in my power to dignify my vocation and to promote the highest ethical standards in my chosen vocation;
- 4. Be fair to my employer, employees, associates, competitors, customers, the public, and all those with whom I have a business or professional relationship;
- 5. Recognize the honor and respect due to all occupations which are useful to society;
- 6. Offer my vocational talents: to provide opportunities for young people, to work for the relief of the special needs of others, and to improve the quality of life in my community;
- 7. Adhere to honesty in my advertising and in all representations to the public concerning my business or profession;
- 8. Neither seek from nor grant to a fellow Rotarian a privilege or advantage not normally accorded others in a business or professional relationship.

(RI Council on Legislation, 1989)

Five Avenues of Service

Based on the Object of Rotary, the Five Avenues of Service are Rotary's philosophical cornerstone and the foundation on which club activity is based:

Club Service focuses on strengthening fellowship and ensuring the effective functioning of the club.

Community Service covers the projects and activities the club undertakes to improve life in its community.

International Service encompasses actions taken to expand Rotary's humanitarian reach around the globe and to promote world understanding and peace.

Vocational Service encourages Rotarians to serve others through their vocations and to practice high ethical standards.

Youth Service recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

Schedule One - Standard Rotary Club Constitution endorsed by Council on Legislation of Rotary International in April 2016

(The bylaws of Rotary International provide that each club admitted to membership in RI shall adopt this prescribed standard club constitution. Under Article IV(1) this Club adopts the standard Articles specified by Rotary International as promulgated from time to time by the Council on Legislation. For reference purposes the article numbers are prefaced by "1-" referring to this schedule.)

Article 1-1 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 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. Year: | The twelve-month period which begins on 1 July. |

Article 1-2 Name

The name of this organization shall be Rotary Club of Kununurra

(Member of Rotary International)

(a) The name of a satellite of this club (when applicable) shall be Rotary Satellite Club of N/A

(A satellite of Rotary Club of _____)

Article 1-3 Purposes

The purposes of this club are to pursue the Object of Rotary, carry out successful service projects based on the Five Avenues of Service, contribute to the advancement of Rotary by strengthening membership, support The Rotary Foundation, and develop leaders beyond the club level.

Article 1-4 Locality of the Club

The locality of this club is as follows: A circle of 50km radius of the Kununurra Post Office

Article 1-5 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 1-6 Five Avenues of Service

Rotary's 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 businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. 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 this 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 in other lands.
5. Youth Service, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

Article 1-7 Exceptions to Provisions on Meetings and Attendance

The bylaws may include rules or 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 per month.

Article 1-8 Meetings

Section 1 — Regular Meetings. [See article 7 for exceptions to the provisions of this section.]

- (a) *Day and Time.* This club shall hold a regular meeting once each week on the day and at the time provided in the bylaws. Attendance may be in person, 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 meeting shall be considered as held on the day that the interactive activity is to be posted on the website.

- (b) *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 to a different hour of the regular day, or to a different place.
- (c) *Cancellation.* The board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or during the week which includes a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.
- (d) *Satellite Club Meeting (When Applicable).* If provided in the bylaws, a satellite club shall hold regular weekly meetings at a place and at a time and day 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) of this article. A satellite club meeting may be cancelled for any of the reasons enumerated in section 1(c) of this article. Voting procedures shall be as provided in the bylaws.

Section 2 — Annual Meeting.

- (a) An annual meeting for the election of officers shall be held not later than 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 minutes should be provided for all board meetings. Such minutes should be available to all members within 60 days of said meeting.

Article 1-9 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 this constitution.

Article 1-10 Membership

[See article 9 for exceptions to sections 2 and 4 - 8 of this article.]

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

Section 2 — Kinds. This club shall have two kinds of membership, namely: active and honorary.

Section 3 — Active Membership. A person possessing the qualifications set forth in article 5, section 2 of the RI constitution may be elected to active membership in this club.

Section 4 — Satellite Club Membership. Members of a satellite club shall also be members of the sponsor club until such time as the satellite club shall be admitted into membership of RI as a Rotary club.

Section 5 — Dual Membership. No person shall simultaneously hold active membership in this and another club other than a satellite of this club. No person shall simultaneously be a member and an honorary member in this club.

Section 6 — Honorary Membership.

- (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 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) *Rights and Privileges.* Honorary members shall be exempt from the payment of dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

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.

Article 1-11 Classifications

Section 1 — General Provisions.

- (a) *Principal Activity.* Each member shall be classified in accordance with the member's business, profession, or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity or that which describes the nature of the member's community service activity.
- (b) *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, or a Rotaractor or Rotary alumnus as defined by the board of directors of RI, 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.

Article 1-12 Attendance [See article 7 for exceptions to the provisions of this article.]

Section 1 — General Provisions. Each member should attend this club's regular meetings, or satellite club's regular meetings if provided in the bylaws, and engage in this club's service projects, other events and activities. A member shall be counted as attending a regular meeting if the member is present in person or using an online connection for at least 60 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or participates in the regular meeting posted on the club's website within one week following its posting, or makes up for an absence in any of the following ways:

- (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, of a satellite club meeting of another club, or of a provisional club; or
 - (2) 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
 - (3) attends a 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 meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district training assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or

- (4) is present at the usual time and place of a regular meeting or satellite club meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
- (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or
- (6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or
- (7) 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 regular meetings or satellite club 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.

(b) *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.* If a member will be working on an outposted assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment will replace attendance at the regular meetings of the member's club, provided there is a mutual agreement between the two clubs.

Section 3 — *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 for reasons which it considers to be good and sufficient. Such excused absences shall not extend for longer than twelve months. However, if the leave is for a medical reason or after the birth, the adoption, or foster care of a child 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.
- (b) the aggregate 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 member of one or more clubs for at least 20 years, and the member has notified the club secretary in writing of the member's 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 5 — *Attendance Records.* When a member whose absences are excused under the provision of subsection 3(a) of this article fails to attend a club meeting, the member and the member's absence shall not be included in the attendance records. In the event that a member whose absences are excused under the provisions of subsection 3(b) or section 4 of this article attends a club meeting, the member and the member's attendance shall be included in the membership and attendance figures used to compute this club's attendance.

Article 1-13 Directors and Officers and Committees

Section 1 — *Governing Body.* The governing body of this club shall be the board constituted as the bylaws may provide.

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

Section 3 — *Board Action Final.* The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to article 15, section 6, may appeal to the club, request mediation, or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five (5) days prior to the meeting. If 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, a secretary, and a treasurer, and may include one or more vice-presidents, all of whom shall be members of the board. The club officers shall also include a sergeant-at-arms, who may be a member of the board as the bylaws shall provide. Club officers shall regularly attend satellite club meetings.

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 office on 1 July immediately following election and shall serve for the term of office or until a successor has been duly elected and qualified.
- (b) *Term of President.* The president shall be elected as provided in the bylaws, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as president-nominee upon election. The nominee shall take the title of president-elect on 1 July in the year prior to taking office as president. The president shall take office on 1 July and shall serve a period of one (1) year or until a successor has been duly elected and qualified.
- (c) *Qualifications.* 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 a member of this club for at least one year prior to being nominated for such office, except where service for less than a full year may be determined by the district governor to satisfy the intent of this requirement. The president-elect shall attend the district presidents-elect training seminar and the district 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 meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall continue to serve until a successor who has attended a presidents-elect training seminar and district training assembly or training deemed sufficient by the governor-elect has been duly elected.

Section 6 — *Governance of a Satellite Club of This Club (When Applicable).* 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 deemed appropriate by the board.
- (b) *Satellite Club Board.* For the day-to-day governance of a satellite club, it shall have its own annually elected board drawn from its members and comprising the officers of the satellite club and four to six other 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 organization 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 accounts, for inclusion in this club's reports for its annual general meeting and such other reports as may, from time to time, be required by this club.

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

- Club Administration
- Membership

- Public Image
- Rotary Foundation
- Service Projects

Additional committees may be appointed as needed.

Article 1-14 Dues

Every member shall pay annual dues as prescribed in the bylaws.

Article 1-15 Duration of Membership

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

Section 2 — *Automatic Termination.*

- (a) *Membership Qualifications.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that
- (1) the board may grant a member moving from the locality of this club or the surrounding area 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;
 - (2) 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 Rejoin.* 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, under the same or another classification.
- (c) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. 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 to pay dues within thirty (30) days after the prescribed time 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.
- (b) *Reinstatement.* The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification is in conflict with article 11, section 2.

Section 4 — *Termination – Non-attendance.* [See article 7 for exceptions to the provisions of this section.]

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

If a member fails to attend as required, the member's membership may be subject to termination 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 12, sections 3 or 4, 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 may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

Section 5 — Termination – Other Causes.

- (a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than 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 10, section 1; The Four-Way Test; and the high ethical standards that one should hold as a Rotary club member.
- (b) *Notice.* Prior to taking any action 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 the board. The member shall have the right to appear before the board to state 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 provision shall not apply if, by election of a new member, the number of members under the said classification would remain within provided 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 or suspend membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in article 19.
- (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) 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.
- (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 resignation of any member from this club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the board if the member has no indebtedness to this club.

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

Section 10 — Temporary Suspension. Notwithstanding any provision of this constitution, if in the opinion of the board

- (a) credible accusations have been made that a member has refused or neglected to comply with this constitution, or has been guilty of conduct unbecoming a member or prejudicial 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 the membership of the

member pending the outcome of a matter or an event that the board considers should properly occur before such action is taken by the board; and

(d) that 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 from attendance at meetings and other activities of this club and from any office or position the member holds within the club;

the board may, by a 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 90 days and on such further conditions as the board determines. A suspended member may appeal or refer to mediation or arbitration the suspension as provided in article 15, section 6. During the suspension, the member shall be excused from fulfilling attendance responsibilities. Prior to the expiration of the suspension period, the board must either proceed to terminate the membership of the suspended Rotarian or reinstate the suspended Rotarian to full regular status.

Article 1-16 Community, National, and International Affairs

Section 1 — Proper Subjects. The merits of 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 proper subjects 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.

Section 4 — Recognizing Rotary's Beginning. The week of the anniversary of Rotary's founding (23 February) shall be known as 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 1-17 Rotary Magazines

Section 1 — Mandatory Subscription. Unless, in accordance with the bylaws of RI, this club is excused by the board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine or the Rotary magazine approved and prescribed by the board for their club or clubs. The subscription shall be paid on such dates as established by the board for the payment of per capita dues for the duration of membership in this club.

Section 2 — Subscription Collection. The subscription shall be collected by this club from each member in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

Article 1-18 Acceptance of Object and Compliance with Constitution and Bylaws

By payment of 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 constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

Article 1-19 Arbitration and Mediation

Section 1 — Disputes. Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or 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 be resolved by 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) days after receipt of the request for mediation or arbitration.

Section 3 — Mediation. The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of RI or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

- (a) *Mediation Outcomes.* The outcomes or decisions agreed between the parties as a result of 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. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the club. Either party, through the president or secretary, may call for further mediation if either 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 shall appoint an arbitrator and the arbitrators shall appoint 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 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 1-20 Bylaws

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

Article 1-21 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 1-22 Amendments

Section 1 — Manner of Amending. Except as provided in section 2 of this article, this constitution may be amended only by 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 be amended at any regular meeting of this club, a quorum being present, by the affirmative vote of not less than two-thirds of all voting members present and voting, provided that notice of such proposed amendment shall have been mailed to each member and to the governor at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved. The governor may offer an opinion to the board of directors of RI regarding the proposed amendment.

Schedule Two - Local Western Australian Governance Requirements

Article 2-1 Club to be Not For Profit Body

- (a) The property and income of the Club must be applied solely towards the promotion of the objects or purposes of the Club and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (b) A payment may be made to a member out of the funds of the Club only if it is authorised under Article 2-1(c).
- (c) A payment to a member out of the funds of the Club is authorised if it is:
 - (1) the payment in good faith to the member as reasonable remuneration for any services provided to the Club, or for goods supplied to the Club, in the ordinary course of business; or
 - (2) the payment on interest, on money borrowed by the Club from a member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (3) the payment of reasonable rent to the member for premises leased by the member to the Club; or
 - (4) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.
- (d) Any payment made to a member of the Board out of the funds of the Club can only occur if it is authorised by a Resolution of the Club.

Article 2-2 Powers of this Club

Subject to the Act, this Club may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money:
 - (1) in any security in which trust moneys may lawfully be invested¹; or
 - (2) in any other manner authorised by the rules of the Club;
- (d) appoint agents to transact any business of the Club on its behalf; and
- (e) enter into any other contract it considers necessary or desirable;

but shall not, except as resolved by special resolution at a general meeting convened under these rules for that express purpose in each instance, and then only on such terms and conditions as the Board recommends and the Club thinks fit:

- (f) act as trustee and accept and hold real and personal property upon trust (and does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Club);
- (g) borrow money; nor
- (h) give security for the discharge of liabilities incurred by the Club.

Article 2-3 Rules, Register of Members and Officers, Privacy

Section 1 Rules of the Association

- (a) These rules bind every member and the Club to the same extent as if every member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.
- (b) Current rules and bylaws of this Club shall be available to members.

¹ See Part III of the *Trustees Act 1962*

- (c) The Board shall consult and advise members of all changes to Articles I to IV, Schedule Two and any Club bylaws proposed and endorsed by the Board.

Section 2 Register of Members and Record of Officers

- (a) Club Members
- (1) The Secretary, on behalf of the Club, shall cause to be kept and maintained, in an up to date condition, a register of the members of the Club and their postal or residential addresses. The register will also record the class of member and the date of becoming a member.
 - (2) The Secretary must cause the name of a person who dies or who ceases to be a member to be deleted from the register of members.
 - (3) The Secretary will update the register within 28 days of any change in membership.
- (b) Office Bearers - Board of Directors, Officers and Trustees
- The Secretary, on behalf of the Club, shall cause to be kept and maintained, in an up to date condition, a record of:
- (1) the names and residential or postal addresses of the persons who hold the offices of the Club provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Club; and
 - (2) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Club.

Section 3 Availability of Rules, and Inspection of Registers and Records etc

- (a) Upon becoming a member of the Club, each new member is to be given a copy of the Constitution in force at the time their membership commences. The copy may be given by electronic transmission or by the provision of the Club's website from which the document can be downloaded provided that, if the member requests it, a hard copy is to be provided.
- (b) The register of members and record of officers must be kept and maintained by the Secretary at the Secretary's place of residence or place of business, or by such other person or at such other place as the Board decides.
- (c) Upon the request of a member, the Club shall make available for inspection, at any reasonable time and without charge, the rules, bylaws, register of members or record of officers, books, documents, records and securities of the Club maintained by the Secretary, Treasurer or any other officer on the Club's behalf.
- (d) If:
- (1) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under Section 54(2) of the Act, or
 - (2) a member makes a written request under Section 56(1) of the Act to be provided with a copy of the register of members,

The Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.

Section 4 Privacy

- (a) Personal information disclosed to members shall only be used for legitimate Club purposes, consistent with this Constitution and the Commonwealth *Privacy Act* 1988 and National Privacy Principles.
- (b) Except as provided in these rules or as required or authorised by or under law, a member must not disclose any personal information about individual members outside the Club.
- (c) Under these rules, Club members give consent for the Secretary to provide member details, records and reports to Rotary International for membership purposes, as required regularly and routinely by Rotary International.

Article 2-4 General and Board Meetings

Section 1 **General Meetings, Quorum and Procedure**

- (a) **Convening of Annual General Meetings**
The Board must convene an annual general meeting by 31 December in every calendar year (within six months after the end of the Club's financial year).
- (b) **Convening of Special General Meetings**
- (1) The Board may at any time convene a special general meeting, and must, within thirty (30) days of receiving a request in writing to do so from not less than one fifth (20 percent) of active members, convene a special general meeting for the purpose specified in that request.
- (2) The members making a request to convene a special general meeting must:
- (i) be active members of this Club;
- (ii) state in that request the purpose for which the special general meeting concerned is required; and
- (iii) sign that request.
- (3) If a special general meeting is not convened within the relevant period of thirty (30) days, the members who made the request concerned may:
- (i) themselves convene a special general meeting under these rules; or
- (ii) address the Club at the next general meeting in relation to the Board's rejection of their request, and the matter or matters in question, and the Club at that meeting must confirm or set aside the decisions, acts or omissions of the Board on the matter or matters.
- (4) When a special general meeting is convened by members rather than the Board, the Club must pay the reasonable expenses of convening and holding the special general meeting.
- (c) **Notice of General Meeting**
- (1) The Secretary must give to all members² not less than:
- (i) twenty-one (21) days notice of an annual general meeting;
- (ii) fourteen (14) days notice of a special general meeting; and
- (iii) twenty-one (21) days notice of a general meeting at which a special resolution is to be proposed.
- (2) The notice of general meeting must specify:
- (i) when and where the general meeting concerned is to be held; and
- (ii) particulars of the business to be transacted at the general meeting concerned and the agenda or order in which that business is to be transacted, including (as appropriate):
- (a) the consideration of the accounts and reports of the Board;
- (b) the election of Board members to serve for the ensuing Rotary year;
- (c) any resolution to be proposed as a special resolution and the intention to propose the resolution as a special resolution; and
- (d) any other business requiring consideration by the Club at the general meeting.
- (3) The Secretary must give a notice by:
- (i) serving it on a member personally; or
- (ii) sending it by post to a member at the postal or residential address of the member appearing in the register of members or by email where the email address has been recorded in the register of members.
- (4) When a notice is sent by post, sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- (d) **Motions With and Without Notice**
- (1) Members shall give the Secretary at least seven (7) days written notice of any motion to be proposed as an ordinary resolution at a general meeting.
- (2) This Club shall not consider any ordinary motion to commit the Club on any matter until the Board has considered it.

² Because the Act states that the meeting at which the rules of an association are to be altered must be a general meeting, all members of the association, whether they have voting rights or not, must be given notice of the meeting and be invited to attend. This is so that the rules of an association cannot be changed without all its members having the opportunity to know about it.

- (3) Motions without notice may only be proposed as other business requiring consideration by the Club at the general meeting, as time permits. Such motions, if offered at a regular or general meeting of the Club, shall be referred to the Board without further discussion.
- (e) Ordinary Resolutions and Special Resolutions
- (1) An ordinary resolution may be carried by more than half (50 percent) of the active members present at the meeting who are entitled to vote in person or by proxy or postal votes, where these are allowed.
- (2) A special resolution is required to:
- (i) change the name, objects or rules of this Club;
 - (ii) activate powers to act as trustee, borrow or give security; or
 - (iii) wind-up this Club.
- (3) A special resolution may only be moved either at a special general meeting or at an annual general meeting, of which notice specifying the intention to propose the resolution as a special resolution is given, and requires a vote to be carried by at least three-quarters (75 percent) of the members present who are entitled to vote and vote in person or, where proxies or postal votes are allowed by the rules, by proxy or postal vote. A special resolution requires a vote by poll or ballot.
- (f) Order of Proceedings
- The business of the meeting will be conducted in the order notified in the agenda or notice of meeting, except where the chairperson, with the agreement of the majority of those present, otherwise determines.
- (g) Quorum
- (1) At a general meeting one half (50 percent) of active members present in person or by proxy constitute a quorum.
- (2) If within thirty (30) minutes after the time specified for the holding of a general meeting:
- (i) as a result of a request from members, a quorum is not present, the general meeting lapses; or
 - (ii) otherwise than as a result of a request, the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (h) Adjournment
- (1) If within thirty (30) minutes of the time appointed for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (2) The chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (3) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (4) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (i) Declaration of Resolution
- (1) A declaration by the chairperson presiding at a general meeting:
- (i) that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact;
 - (ii) that a resolution has been passed as a special resolution at the meeting will be evidence of that fact; and
 - (iii) as to the result of a vote, poll or ballot is evidence of the matter so declared.
- (2) The chairperson will not make such declaration until satisfied that proper procedure under the Act and these rules has been followed, adequate debate has occurred during and prior to the general meeting at which the resolution is submitted, and any vote, poll or ballot demanded is properly completed.

Section 2 Election of Board - Directors and Officers³

- (a) Call for Nominations and Nomination Process
- (1) At least five (5) weeks prior to the general meeting for election of officers, the President-Elect shall call for written nominations for the Board by active members of the Club for President Nominee, officers and directors.
 - (2) The notice of general meeting for election of officers shall restate the call for written nominations and identify the closing date for such nominations.
 - (3) Written nominations received from active members may be supplemented by recommendations of a nominating committee of club members, appointed as the Board may determine, after consultation with the Club.
 - (4) Nominations must be received by the Secretary not less than seven (7) days before the general meeting.
 - (5) If there are no nominations for a vacancy, nominations may be made by active members from the floor of the general meeting.
- (b) Eligibility for Nomination
- A nominee for member of the Board must be an active member of this Club in good standing. An active member who is eligible for election or re-election may:
- (1) propose or second himself or herself for election or re-election; and
 - (2) vote for himself or herself.
- (c) Written Nominations
- Except where nominees are accepted from the floor of the general meeting, a member is not eligible for election to membership of the Board unless at least one (1) other active member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
- (1) the nominators; and
 - (2) the nominee to signify his or her willingness to stand for election,
- to the Secretary not less than seven (7) days before the day on which the general meeting concerned is to be held.
- (d) Candidates
- (1) Before the general meeting the Secretary must prepare a list of candidates for offices and directors of the Board from the nominations received in writing from active members or the nominating committee.
 - (2) If the number of persons nominated for election to an office of the Board does not exceed the number of vacancies in the particular office to be filled, then:
 - (i) the Secretary must report accordingly to the general meeting concerned; and
 - (ii) the chairperson of the general meeting must declare those persons to be duly elected to that office as a member of the Board.
 - (3) If the number of persons nominated for election to an office of the Board exceeds the number of vacancies in the particular office to be filled, then:
 - (i) the Secretary must report accordingly to the Sergeant at Arms, as returning officer for the Club, and to the general meeting, and:
 - (i) the Sergeant at Arms shall prepare and conduct a ballot for election of that office at the general meeting concerned; and
 - (ii) the chairperson of the general meeting must declare those persons receiving the greatest number of votes to be duly elected to those offices as members of the Board.
- (e) Nominations from the Floor of the General Meeting
- (1) If vacancies remain on the Board after the declaration, additional nominations of Board members may be accepted from the floor of the general meeting.
 - (2) If such nominations from the floor do not exceed the number of vacancies the chairperson of the general meeting must declare those persons to be duly elected as members of Board.
 - (3) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, a ballot for election to those positions must be conducted.

- (f) Ballot
- (1) Where a ballot is necessary, the Sergeant at Arms shall place the names of the nominated candidates for office in a ballot in alphabetical order under each office.
 - (2) Except where the Board previously resolves to conduct a postal ballot of active members, the Sergeant at Arms shall distribute one (1) ballot to each active member present at the general meeting.
 - (3) Where the Board previously resolves to conduct a postal ballot of active members, the Sergeant at Arms shall distribute one (1) ballot to each active member for return by post at least one (1) day before the general meeting, and shall only open those ballots during the meeting.
 - (4) After the ballot is completed and returned by members, the Sergeant at Arms shall count and report the outcome of the ballot at the general meeting.
- (g) Declaration of Ballot and Appointment of Board Elect
- (1) As reported by the Secretary from the list of candidates for offices of the Board, or Sergeant at Arms where a ballot is conducted, the chairperson of the general meeting must declare the sole candidates, or candidates receiving a majority of the votes, for:
 - (i) President Nominee,
 - (ii) Secretary Elect,
 - (iii) Treasurer Elect, and
 - (iv) Directors Elect,elected to their respective offices.
 - (2) The officers and directors, so elected, together with the immediate past president, shall constitute the Board Elect for the coming Rotary year commencing on the first day of July next following the election.
- (h) Casual and Other Vacancies in Membership of the Board
- (1) If a vacancy still remains on the Board after nominations from the floor of a general meeting, or when a casual vacancy occurs in:
 - (i) the membership of the current Board or any current office, then the vacancy shall be filled by action of the remaining Board; or
 - (ii) the position of any officer elect or director elect, then the vacancy shall be filled by action of the remaining Board elect,for the remaining term of office.
 - (2) A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member:
 - (i) dies;
 - (ii) resigns by notice in writing delivered to the President or, if the Board member is the President, to the President Elect and that resignation is accepted by resolution of the Board;
 - (iii) is convicted of an offence under the Act;
 - (iv) is permanently incapacitated by mental or physical ill-health;
 - (v) unless granted leave of absence by the Board, is absent from more than:
 - (a) three (3) consecutive Board meetings; or
 - (b) three (3) Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;of which meetings the member received notice, and the Board has resolved to declare the office vacant;
 - (vi) ceases to be an active member of the Club; or
 - (vii) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member.

Section 3 Voting Rights of Club Members, Proxies, Postal Voting and Polls (including Election Ballots)

- (a) **Democratic Process**
Due democratic process shall be followed in all elections and other voting by the Club.
- (b) **Voting at General Meetings**
 - (1) Except for the election of officers and directors, which shall be by ballot, or where a poll or ballot is demanded, the business of this Club (as determined by the Board) shall be transacted by *viva voce*⁴ vote.
 - (2) Each active member present in person or by proxy at a general meeting is entitled to a deliberative vote.
 - (3) At a general meeting:
 - (i) except where proxies or postal votes are previously approved by the Board, an ordinary resolution put to the vote will be decided by a majority of votes of active members cast by poll of a show of hands, unless a ballot is demanded;
 - (ii) where proxies are approved, an ordinary resolution put to the vote will be decided by poll of active members by a majority of votes weighted for proxies;
 - (iii) where postal votes are approved, an ordinary resolution put to the vote will be decided by a majority of a poll or ballot of active members present plus postal votes; and
 - (iv) a special resolution put to the vote will be decided by poll by a majority of not less than three-quarters (75 percent) of the active members of the Club who are present and entitled to vote and vote in person or, where proxies or postal votes are allowed, by including proxy or postal votes.
- (c) **Proxy and Postal Voting**
 - (1) An appointing active member may appoint in writing another active member⁵ to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.
 - (2) The Board may determine that a specific resolution be considered by ballot, poll or by postal vote, in which case the Sergeant at Arms shall act as returning officer.
- (d) **Poll or Ballot**
 - (1) At a general meeting, a poll or ballot may be demanded by the chairperson or by three (3) or more active members present in person or by proxy and, if so demanded, must be taken in such manner as the chairperson directs.
 - (2) A poll or ballot demanded must be taken immediately on that demand being made.
 - (3) If a poll or ballot is demanded and taken in respect of an ordinary or special resolution, a declaration by the chairperson of the result of the poll is evidence of the matter so declared.

Section 4 Chair and Minutes of General and Board Meetings

- (a) **Chair of General and Board Meetings**
 - (1) The President shall preside as chairperson at all general and Board meetings.
 - (2) In the event of the absence from a meeting of:
 - (i) the President, then the President's nominated delegate, as Vice President;
 - (ii) the President, where there is no nominated delegate, then the President Elect; or
 - (iii) the President, the President's nominated delegate, and the President Elect, then a member elected by the other members present at the meeting,shall chair at the meeting.
- (b) **Minutes of General and Board Meetings**
 - (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.
 - (2) The chairperson must ensure that the minutes taken of a general meeting or Board meeting are checked as soon as practicable and signed as correct by the chairperson of the general meeting or

⁴ *Viva voce* voting is defined as when club voting is conducted by vocal assent.

⁵ Usually the chairperson, Secretary or President-Elect.

Board meeting to which those minutes relate or by the chairperson of the next succeeding general meeting or Board meeting, as the case requires.

- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
- (i) the general meeting or Board meeting to which they relate was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

Section 5 Board Meetings, Quorum and Procedure

- (a) **Meetings of the Board**
The Board must meet together for the dispatch of business not less than once every two (2) calendar months. The President, or at least half (50 percent) the members of the Board, may at any time convene a meeting of the Board.
- (b) **Special Meetings of the Board**
Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.
- (c) **'Virtual' Board Meetings**
Provided satisfactory debate and deliberation is possible, Board meetings and business may be transacted using telecommunications and related technologies regardless of location or time-zone.
- (d) **Quorum of the Board**
At least half (50 percent) the members of the Board constitute a quorum of the Board.
- (e) **Board Voting**
 - (1) Each Board member has a deliberative vote.
 - (2) A question arising at a Board meeting must be decided by a majority of votes, but, if there no majority, the chair of the meeting shall have a casting vote in addition to his or her deliberative vote.
- (f) **Procedure and Order of Business**
Subject to these rules, the Board members present at the Board meeting must determine the procedure and order of business to be followed at a Board meeting.
- (g) **Declaration of Pecuniary Interest**
 - (1) A Board member having any direct or indirect pecuniary interest in any matter being considered by the Board, contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Club is established), must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - (ii) abstain from any deliberations or decision of the Board with respect to that matter or contract.
 - (2) The Secretary must cause every disclosure and abstention made by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

Section 6 Common Seal

- (1) The Club must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Club must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.
- (3) The common seal of the Club must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book or separate seal register, as the Board determines.
- (4) The affixing of the common seal of the Club must be witnessed by any two of the President, the Secretary and the Treasurer.

Article 2-5 Accountability and Risk Management

Section 1 Accounts and Records

- (a) **Budgetary Control**
Prior to the beginning of each financial year, the Board shall prepare a budget of the Club's estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board.
- (b) **Separation of Finances**
The Club's budget, funds and accounts shall be maintained so as to enable them to be conveniently and properly divided into two separate parts in respect of:
- (1) club operations (or club funds); and
 - (2) community, international, vocational and youth service operations (or charitable funds).
- (c) **Club Moneys and Funds**
- (1) All Club moneys paid to or received by the Club shall be paid into such bank account or accounts in the name of the Club as the Board may from time to time direct;
 - (2) Payments from the funds of the Club must only be made with the authority of a general meeting or of the Board.
 - (3) All payments made, whether by cheque or electronic method, are to be signed or authorised by the Treasurer and at least one other authorised Board member, or by any two other Board members as are authorised by the Board.
- (d) **Accounting Records**
The accounting records of the Club must:
- (1) be maintained by the Treasurer;
 - (2) correctly record and explain the financial transactions and financial position of the Club; and
 - (2) be kept in such manner as will enable true and fair accounts of the Club to be:
 - (i) prepared from time to time; and
 - (ii) conveniently and properly audited.
- (e) **Other Records**
The non-accounting records of the Club must be kept in such manner as will enable them to be:
- (1) conveniently and properly maintained for archival and historical purposes; and
 - (2) accessed for the period required by or under law.⁶
- (f) **Inspection by Members**
Any member, upon request, is entitled to inspect the accounting and non-accounting records of the Club.

Section 2 Annual Reporting

- (a) **Financial Year**
The financial year of this Club shall extend from the first day of July to the last day of June the following calendar year.
- (b) **Annual Financial Statements**
At least annually, the Board shall submit to members (at each annual general meeting of the Club) accounts prepared by the Treasurer for the Club showing the:
- (1) financial operations of the Club for the immediately preceding financial year; and
 - (2) financial position of the Club at the end of the immediately preceding financial year;
- with the report of the auditor appointed to audit the accounts.

⁶ Usually for not less than seven years, or 21 years for trust matters.

Section 3 Public Collections

- (a) Where the Club collects charitable donations from the public, the Club shall comply with the provisions of the *Charitable Collections Act 1946*.
- (b) Where the Club acts as agent for a charitable foundation with "Deductible Gift Recipient" status, the Club shall comply with the requirements and expectations of the Australian Tax Office.

Section 4 Risk Management and Volunteers

In all its activities with members, volunteers or the general public, the Club shall consider the risks to participants and the Club, and the:

- (a) provisions of the *Volunteers (Protection from Liability) Act 2002*; and
- (b) recommendations of Australian Standard AS4360 "Risk Management",

and shall manage the Club's activities accordingly.

Section 5 Auditor⁷

- (a) As required, the Club shall elect at the general meeting for election of officers or, where there are no nominations, the Board shall thereafter appoint, a qualified person to be the Club's auditor to conduct a thorough review once each year of the Club's financial transactions and the Club's financial position.
- (b) The auditor shall not be a member of either the outgoing or incoming Board of Directors.

Article 2-6 Board of Directors

Section 1 Board Officers

- (a) Board Composition, Authority, Responsibility and Accountability
 - (1) The Board is the governing body of this Club and shall be constituted by the following officers and directors elected by active members:
 - (i) President;
 - (ii) President Elect (or President Nominee, if no successor has been elected);
 - (iii) Secretary;
 - (iv) Treasurer; and
 - (v) such further directors as required under the By Laws,⁸all of whom must be active members of the Club.
 - (2) In addition, the immediate past president will be an officer and board member.
 - (3) The Board exercises the authority of the Club between general meetings, and is responsible and accountable to members of the Club for its use of that authority.
 - (4) The affairs of the Club will be managed exclusively by the Board, and its delegates.
- (b) Power of Delegation
 - (1) The Board may delegate, in writing, to one (1) to more persons or committees (consisting of such members of the Club as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than:
 - (i) the power of delegation; and
 - (ii) a function which is a duty imposed on the Board by the Act or any other law.
 - (2) Any such delegation may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
 - (3) The Board may, in writing, revoke wholly or in part any delegation.

⁷ This is required for any club holding a Charitable Collections Licence and collecting funds from the public etc. It may also be required depending on the income of the club (refer to the Act for definitions of Tiers).

⁸ Roles of additional Board positions may be specified in the Club's By-laws.

- (c) Term of Office
 - (1) Except for the President Elect/Nominee, a Board member's term will be from the first day of July following his or her election (the commencement of the coming Rotary year) until the last day of June the following year.
 - (2) The President Nominee shall serve as a board member for the coming Rotary year, and shall assume office as President on the first day of July immediately following that year until the last day of June the year thereafter. The President Nominee shall take the title of President Elect upon the election of a successor.
 - (3) A Board member is eligible for re-election to membership of the Board at the next general meeting for election to membership of the Board.

Section 2 President, President Elect/Nominee and Vice Presidents (if any)

- (a) President

It shall be the duty of the President to lead the Club, preside as chairperson at all regular, general and Board meetings of the Club, and to perform other duties as ordinarily pertain to the office of President.
- (b) President Elect (or President Nominee, if no successor has been elected)

It shall be the duty of the President Elect (or President Nominee, if no successor has been elected) to plan and prepare for the coming Rotary year, preside at general meetings in the absence of the President or his or her nominated delegate, serve as a director and to perform such other duties as may be prescribed by the President or the Board.
- (c) Vice-President
 - (1) One or more Vice Presidents may be appointed by the Board, from members of the Board or Past Presidents continuing as active members of the Club, to assist the President or President Elect to perform specified delegated functions. As Vice President, the member is not an *ex officio* Board member.
 - (2) It shall be the duty of a Vice President to preside at regular meetings of the Club and the Board in the absence of the President, and to perform other duties as may be prescribed by the President or the Board for the role of Vice President.

Section 3 Secretary

It shall be the duty of the Secretary or, as the Board resolves, the Secretary's delegate, to:

- (a) comply on behalf of the Club with keeping and maintaining in an up to date condition:
 - (1) the Constitution of this Club;
 - (2) the register of members of this Club; and
 - (3) the record of the Officers of this Club (and any persons who are appointed or act as trustees on behalf of the Club).
- (b) coordinate the correspondence of the Club;
- (c) send out notices of Club regular, general and Board meetings;
- (d) keep, record and preserve full and correct minutes of the proceedings of the Board and of the Club;
- (e) keep other membership records, and report as required to Rotary International;
- (f) keep attendance records and provide the monthly attendance report to the District Governor within seven (7) days of the end the month (if so required by the District Governor);
- (g) unless the Board resolve otherwise, have custody or control of all books, documents, records and registers of the Club, other than those required to be kept and maintained by, or in the custody of, the Treasurer; and
- (h) perform such other duties as are imposed by law or these rules on, or as may be prescribed by the President or the Board for, or usually pertain to the office of, the Secretary, including advising the Board on matters relevant to these duties; and
- (i) upon retirement from office, turn over to the incoming Secretary or President all books, documents, records and registers of the Club, other than those of the Treasurer.

Section 4 Treasurer

It shall be the duty of the Treasurer or, as the Board resolves, the Treasurer's delegate, to:

- (a) coordinate preparation, and monitor progress, of the annual budget;
- (b) maintain separation of Club and charitable funds;
- (c) operate the Club's bank account or accounts;
- (d) make authorised payments from the funds of the Club;
- (e) verify that all cheques (and other financial documents) are appropriately signed;
- (f) receive all moneys paid to or received by, or on behalf of, the Club and control the issuing of receipts for those moneys in the name of the Club;
- (g) report regularly to the Board, and whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (h) prepare for the Board for presentation to the Club's members at each annual general meeting, annual financial statements of the Club showing the financial operations for the preceding financial year and position of the Club at the end of that year;
- (i) unless the Board resolves otherwise, have custody or control of all moneys, funds, accounts and financial records, securities, books and documents of a financial nature and accounting records of the Club bank accounts, investments, contractual documents and securities of the Club;
- (j) perform such other duties as are imposed by law or these rules on, or as may be prescribed by the President or the Board for, or usually pertain to the office of, the Treasurer, including advising the Board on matters relevant to these duties; and
- (k) upon retirement from office, turn over to the incoming Treasurer or President all funds, books of accounts, or any other Club property.

Section 5 Sergeant at Arms

- (a) Within two (2) months after their election, the Board Elect shall meet and appoint some member of the Club to be Sergeant at Arms Elect. The Sergeant's term of office will be from the first day of July following his or her appointment until the last day of June the following year.
- (b) The Sergeant appointed by the Board shall not be an *ex officio* Board member, but is an officer of the Club and acts within these rules, and the authority and responsibility delegated by the Board, at all times.
- (c) The duties of the Sergeant are to:
 - (1) monitor the effective conduct of this Club's regular and general meetings;
 - (2) maintain proper protocol for Rotary and other dignitaries, visiting Rotarians and guests;
 - (3) act as returning officer in any election ballot or poll of members;
 - (4) carry out investigations of member grievances, disputes, complaints and concerns; and
 - (5) coordinate arbitration or mediation where necessary; and
 - (6) perform such other duties as are imposed by these rules on, or as may be prescribed by the President or the Board for, or usually pertain to the office of, the Sergeant at Arms, including advising the Board on matters relevant to these duties.

Article 2-7 Disputes Arising Under The Constitution

- (1) This Article applies to:
 - (i) Disputes between Members; and
 - (ii) Disputes between the Club and one or more Members,that arise under the Constitution or relate to the Constitution of the Club
- (2) In this Article "Member" includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (3) The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.

- (4) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Article by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (5) The Secretary must convene a Board Meeting within twenty-eight (28) days after the Secretary receives notice of the dispute under Article 2-7(4) for the Board to determine the dispute.
- (6) At the Board Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (7) The Secretary must inform the parties to the dispute of the Board's decision and the reasons for the decision within seven (7) days after the Board Meeting referred to in Article 2-7(6).
- (8) If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in Article 1-19.

Article 2-8 Amending this Club's Constitution

Section 1 Regular Review

The Club shall review this Constitution after each amendment to the standard Rotary International Club constitution endorsed by the Council on Legislation (Schedule One), and make such amendments as necessary to this Schedule as are required by the Club and for compliance with local laws. The *Associations Incorporation Act 2015* (as amended from time to time) shall prevail.

Section 2 Special Resolution

Notwithstanding anything contained in the clauses of the standard Rotary International club constitution (Schedule One), this Club may alter this Constitution, or make rules additional to these rules, in accordance with the following procedure:

- (a) Schedule One shall have been enacted by the Council on Legislation of Rotary International.
- (b) This Club may alter its rules by special resolution approved by three-quarters (75 percent) of the members of the Club voting at a meeting called for the purpose of amending this constitution but not otherwise;
- (c) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Club), the Club must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Club as so altered conform to the requirements of this Act;
- (d) An alteration of the rules of this Club does not take effect until the sub-rule above is complied with;
- (e) An alteration of the rules of this Club having effect to change the name of the Club does not take effect until sub-rules above are complied with and the approval of the Commissioner is given to the change of name; and
- (f) An alteration of the rules of this Club having effect to alter the objects or purposes of the Club does not take effect until sub-rules above are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

Article 2-9 Distribution of Surplus Property on Winding Up

- (1) If, upon the winding up or dissolution of this Club, any property of the Club remains after:
 - (i) satisfaction of the debts and liabilities of the Club, and
 - (ii) the costs, charges and expenses of that winding up,that property must not be paid to or distributed among the members, or former members but shall be distributed, given or transferred for charitable purposes to another association incorporated under the Act having objects similar to those of this Club and which is not carried out for the purposes of profit or gain to its individual members.
- (2) The incorporated association and purposes shall be determined by resolution of the members when authorising and directing the Board of Directors to prepare a distribution plan for the distribution of the surplus property of the Club.

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Glossary

In these rules,
unless the contrary intention appears:

<p>"Act" means the <i>Associations Incorporation Act 2015</i>.</p> <p>"Active member" means a member of a club who has been elected to membership under a classification of business or profession and who has all the obligations, responsibilities, and privileges of membership as provided in the RI constitution and bylaws.</p> <p>"Admission fee" means a fee paid to the club by an applicant for membership in the club. The fee varies according to the amount specified in the bylaws.</p> <p>"Article" has the same meaning as "rule" under the Act, and may be used interchangeably.</p> <p>"Assembly" means a meeting of all Club officers, directors, and committee chairs, held for the purpose of conferring on the strategy, program and activities of the Club.</p> <p>"Attendance report" means a report of the attendance at a club's meetings. The RI bylaws require each club to make this report each month to its governor.</p> <p>"Ballot" means (usually secret) voting on an issue or election, often conducted in written form, or by ticket or lot, and is usually appropriate where more than two alternatives exist.</p> <p>"Board" or "Board of Directors", means the governing body charged with management of this Club, and has the same meaning as "Committee" under the Act.</p> <p>"Board member" or "Director" has the same meaning as "committee member" under the Act.</p> <p>"Bylaws" mean the bylaws of this Club, and may include policies and guidelines, practices, processes and procedures.</p> <p>"Chairperson" means, in relation to the proceedings at a regular, general or Board meeting, the person presiding in the chair at the meeting.</p> <p>"Charter member" means a founding member of a Rotary club. This member is elected to membership prior to the admission of the club to membership in RI.</p> <p>"Classification" means a word or phrase that describes a separate and distinct business or professional service rendered to the community. As a term, it is the word or phrase which most accurately describes the principal and recognized business or professional activity of the firm, company, or institution with which an active member is connected, or that which covers the active member's principal and recognized business or professional activity.</p> <p>"Club" mean this Club and has the same meaning as "association" under the Act.</p> <p>"Club locality" means the area in which a club provides service. A club may be organized in the same locality as one or more existing clubs.</p>	<p>"Club Service" means Rotary's first Avenue of Service and involves actions a Rotarian must take within the Club to help it function successfully.</p> <p>"Commissioner" means the Commissioner for Fair Trading exercising powers under the Act.</p> <p>"Community Service" means Rotary's third Avenue of Service that comprises varied efforts Rotarians make, sometimes in conjunction with others to improve the quality of life for those who live within their club's locality or municipality.</p> <p>"Constitution" has the same meaning as "Rules" under the Act.</p> <p>"Convene" means to call together for a formal meeting.</p> <p>"Council on Legislation" means the peak legislative body of Rotary International-, which has the authority to amend the constitutional documents of RI.</p> <p>"Department" means the government department with responsibility for administering the <i>Associations Incorporation Act 1987</i>.</p> <p>"Director" means a member of this Club's Board.</p> <p>"District" means a geographic area within which clubs are grouped for RI administrative purposes.</p> <p>"District conference" means a meeting held annually in each district to further the program of Rotary through fellowship, addresses, and the discussion of matters relating to club and district affairs. It is open to all Rotarians in the district and their families.</p> <p>"District dues" means dues levied to fund district-sponsored projects and administrative functions, financed by all clubs in the district by way of a mandatory per capita levy on members. RI policy requires that the per capita amount must be approved at the district assembly or the district conference each year. Clubs may be suspended for failure to pay their district dues for more than six months.</p> <p>"Financial year" means each period commencing on the first day of July and ending on the last day of June in the following year.</p> <p>"Five Avenues of Service" means Club Service, Vocational Service, Community Service, International Service and Youth Service.</p> <p>"General meeting" means a meeting to which all members are invited.</p> <p>"Good standing" as used in the constitutional documents of RI, applies to a member of a Rotary club or to the membership of a Rotary club in RI and means that the Rotarian or club continues to fulfill all requirements for membership in the club or in RI.</p>
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“Honorary member” means a person who has been elected to honorary membership of a club for serving with distinction in the furtherance of Rotary ideals, or for being considered a friend of Rotary for his/her permanent support. An honorary member is exempt from payment of annual fees and dues, has no vote, and may not hold office. However, an honorary member may attend all meetings and enjoy the privileges of the club. The term of honorary membership is determined by the Club Board.

“Interact” means Rotary club-sponsored clubs for young people dedicated to service and international understanding. Membership is open to students at the secondary school level (ages 14 to 18).

“International Service” means Rotary’s fourth Avenue of Service, and comprises all the things that a Rotarian can do to advance international understanding, good-will, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, problems - through reading and correspondence, and through cooperation in all club activities-.

“Make-up” means attendance at the meeting of another Rotary club or certain other functions—, to protect membership and receive attendance credit when a meeting of the Rotarian’s own club is missed.

“Minutes” means a formal record of meeting and includes agenda, accompanying papers, tabled reports and proposals, and other attachments referenced in the record of meeting.

“Minute book” means a permanent paper or electronic record of minutes.

“Ordinary resolution” means resolution (other than a special resolution) where the vote is carried by more than half (50 percent) of the members present at the meeting who are entitled to vote in person or by proxy or postal votes, where these are allowed under these rules.

“Per capita dues” means the dues that each club pays to RI semi-annually on 1 July and 1 January for each active member of the club.

“Poll” means public voting by a show of hands or count of heads, and is usually appropriate where only two alternatives exist.

“President” has the same meaning as “Chairperson” under the Act.

“President Elect” has the same meaning as “Vice Chairperson” under the Act.

“Presidents-elect Training Seminar” (PETS) means training meeting conducted annually, for club presidents-elect-to develop club presidents who have the necessary skills, knowledge, and motivation to create or maintain an effective club-.

“Public office” means a publicly elected office or office liable to be vacated on political grounds appointed directly by the Governor General or Governor in Council, but does not include public sector employment generally.

“Regular meeting” means a regular weekly meeting of this Club.

“RI”, “Rotary” and “Rotary International” are used as expressive and indicative of the organized body of Rotary clubs and Rotarians, of the spirit that animates them, of the principles and practices and precedents that guide them, and of the purposes and object they seek to accomplish.

“Rotaract” means a Rotary club-sponsored clubs for young adults (ages 18 to 30) for the purpose of developing leaders and service-minded citizens.

“Rotary Emblem” means the symbol of Rotary International, consisting of a gearwheel with six (6) spokes, twenty-four (24) cogs, and a keyway.

“Rotary theme” means an annual Rotary message expressed through the International President. The theme directs the service initiatives throughout the Rotary year.

“Rotary marks,” means RI’s intellectual property, trademarks and service marks owned throughout the world, including both word and design marks.

“Rotary year” means a twelve-month period beginning on the first day of July.

“Semi-annual report” means the report which each club makes to RI on 1 July and 1 January of each year certifying to the RI Board the number of its members on such dates. The report is signed by the Club President and Secretary and is transmitted to the General Secretary on forms provided by the Secretariat for that purpose, or it may be completed online by the Club President or Secretary. These reports are used as the basis on which the club makes payment to RI for per capita dues.

“Special general meeting” means a general meeting other than the annual general meeting.

“Special resolution” means a resolution:

- at a general meeting,
- of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules,
- passed by a majority of not less than three-quarters (75 percent) of the members of the Club who are entitled under these rules to vote and vote in person, or
- where proxies or postal votes are allowed, by the rules of the Club by proxy or postal vote.

“Standard Rotary Club Constitution” means the constitution prescribed by the RI bylaws for adoption by all clubs admitted to RI membership.

“Vocational Service” means Rotary’s second Avenue of Service. Its purpose includes promoting high ethical standards in businesses and professions, recognizing the worthiness of all occupations, and fostering the ideal of service in the pursuit of all vocations. The role of the club includes developing projects that help members contribute their talents to meeting society’s needs. The role of Rotarians includes conducting themselves and their businesses in accordance with Rotary principles and responding to projects their clubs develop.