

Constitution of the Rotary Club of Strathfield Incorporated

Part B – By-laws

Article 1 Definitions

1. Board: The board of directors of this club.
2. Director: A director of this club's board.
3. Member: A member other than an honorary member, of this club.
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
5. Resolution: Resolution can refer to a special resolution (see Article 13, Section 2), or an ordinary resolution (a resolution considered by the club, board or a committee), or a circular resolution (see Article 15, Section 7).
6. Meeting: Meeting can refer to either: Annual meeting, regular meeting, special meeting or board meeting, as described in Article 5.
7. RI: Rotary International.
8. Year: The 12-month period that begins on 1 July.

Article 2 Board

The governing body of this club shall be the board consisting of 10 members of this club, namely, the president, immediate past president, president-elect (who shall also be vice-president), secretary, treasurer, together with the 5 members elected as directors under Article 3.

Article 3 Election of Club Officers, Club Directors and Terms of Office

Section 1 – *Method of Electing Club Officers and Directors*

At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for the positions of president-elect, secretary, treasurer, and five directors. The nominations may be presented by a nominating committee or by members, by either or by both as the club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 5 candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president.

Section 2 – *Election of Sergeant-at-Arms*

Within one week after their election, the board-elect shall meet and elect a member of the club to act as sergeant-at-arms.

Section 3 – *Filling a Casual Vacancy on the Board*

A casual vacancy on the board or any office shall be filled by action of the remaining directors.

Section 4 – *Filling a Casual Vacancy of Directors-elect and Officers-elect*

A casual vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

Section 5 – *Term of Office of Directors and Officers*

The term of office for each director and officer shall be one year.

Article 4 Duties of Club Officers

Section 1 – President

It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

Section 2 – Immediate Past President

It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – President-elect/Vice-President

It shall be the duty of the president-elect to serve as a director, to preside at meetings of the club and the board in the absence of the president and to perform such other duties as may be prescribed by the president or the board.

Section 4 – Secretary

It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semi-annual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semi-annual reporting period; report changes in membership, collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 5 – Treasurer

It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

Section 6 – Sergeant-at-Arms

The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

Article 5 Meetings

Section 1 – Annual Meeting

An annual meeting of this club shall be held on the first Wednesday in December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

- (a) The terms ‘annual general meeting’, ‘AGM’ and ‘annual meeting’ are used interchangeably in both the Constitution and by-laws but are identical in meaning.

Section 2 – Regular Meeting.

The regular weekly meetings of this club shall be held on Wednesday of each week at 7.00 p.m. Due notice of any changes in or cancelling of the regular meeting shall be given to all members of the club.

- (a) The terms ‘general meeting’ and ‘regular meeting’ are used interchangeably in both the Constitution and by-laws but are identical in meaning.

Section 3 – Special Regular Meeting

A regular meeting of the club where a special resolution is considered. This meeting requires twenty-one (21) days' notice being given in accordance with Article 13, Section 2 of these by-laws to consider the special resolution.

Section 4 – Board Meeting

Regular meetings of the board shall be held monthly on such day and at such time as the board shall determine. 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.

Article 6 Attendance

Notwithstanding the provisions of Article 10 and Article 12, Section 4 of the Constitution, the Club acknowledges that due to personal circumstances and commitments, members may be unable to meet expected attendance requirements. Accordingly, the board will not act to terminate membership of a member for poor attendance except in exceptional circumstances.

Article 7 Fees and Dues

Every member shall pay an admission fee and annual dues except that any transferring or former member of another club who is accepted into membership of this club shall not be required to pay a second admission fee. A Rotaractor who ceased to be a member of Rotaract within the proceeding two years, who is accepted into membership of this club, shall not be required to pay an admission fee.

Section 1 – Admission Fee

The admission fee shall be an amount determined by the board at its first meeting in each financial year to be paid before the applicant can qualify as a member.

Section 2 – Annual Membership Dues

Annual membership dues shall consist of RI per capita dues, subscriptions fees to Rotary Down Under, District per capita dues, Club annual fees and any and other Rotary of District per capita assessment.

The membership dues shall be an amount determined by the board at its first meeting in each financial year payable semi-annually on the first day of July and of January, with the understanding that a portion of each semi-annual payment shall be applied to each member's subscription to the RI official magazine.

Section 3 – Payment of RI Dues

The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Article 8 Method of Voting

The business of this club shall be transacted by *viva voce* vote, except the election of officers and directors, which shall be by secret ballot. The board may determine that a specific resolution be considered by secret ballot rather than by *viva voce* vote. Voting by postal vote or proxy is not permitted.

Article 9 Avenues of Service

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are: Club Service, Vocational Service, Community Service, International Service, and Youth Service. This club will be active in each of the Avenues of Service.

Article 10 Club Committees

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The president-elect, president, and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee.

Section 1 – Conduct of Committees

- (a) The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.
- (b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.
- (c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

Section 2 – Duties of Committees

- (a) The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall reference appropriate RI materials and the Avenues of Service when developing plans for the year.
- (b) Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the president-elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the board in advance of the commencement of the year as noted above.

Section 3 – Standing Committees

The following standing committees should be appointed by the president in each year:

- (a) *Membership Committee*. This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- (b) *Public Image Committee*. This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- (c) *Administration Committee*. This committee should conduct activities associated with the effective operation of the club.
- (d) *Service Projects Committee*. This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
- (e) *The Rotary Foundation Committee*. This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Section 4 – Ad hoc Committees

Additional ad hoc committees may be appointed as needed by the board.

Article 11 Club Finances

Section 1 – Club Budget

Prior to the beginning of each fiscal year, the board shall prepare a budget of 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. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 – Club Bank Account

The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects.

Section 3 – Payment of Club Bills

All bills shall be paid by the treasurer or other authorised officer only when approved by two officers or directors.

Section 4 – Use of Club Cheques

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be drawn and signed by any two members of the board, or as otherwise determined by the board.

Section 5 – Financial Statements

A thorough review by a certified public accountant or other qualified person shall be made each financial year. This reviewed financial report for the previous financial year will be presented to members at the annual meeting.

Section 6 – Bond for Club Funds

Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 7 – Club Financial Year

The financial year of this club shall extend from 1 July to 30 June-

Article 12 Method of Electing Members

Section 1 – Consideration of a Membership Proposal

The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

Section 2 – Proposed Member to Meet Requirements

The board shall ensure that the proposal meets all the classification and membership requirements of the constitution.

Section 3 – Approval of Proposed Member

The board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club secretary, of its decision. This procedure must be carried out in accordance with the *NSW Privacy & Protection Act 1998*.

Section 4 – Informing Proposed Member of Membership

If the decision of the board is favourable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 5 – Objections to Membership Proposal

If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 – New Member Induction

Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 7 – Election of Honorary Members

The club may elect, in accordance with Article 8, section 6 of Part A of this constitution, honorary members proposed by the board.

Article 13 Resolutions

Section 1 – Board to Consider Resolutions prior to Club Consideration

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Section 2 – Notice of Special Resolution

In the event that the club must consider a special resolution, twenty-one (21) days' notice shall be required. Such notice shall be sent by the secretary to each member's recorded e-mail and shall specify details of the proposed resolution and that it is to be passed as a special resolution. Such a meeting shall be designated a 'Special Regular Meeting'.

Article 14 Procedure for Regular Meetings

Section 1 – Notice

Seven (7) days of prior notice of the time, date and place of all regular meetings of the club shall be given to members by publication in the weekly bulletin or by e-mail and details shall be included of the nature of the meeting and of any notices of motion therefore that may have been delivered to the secretary.

Section 2 – Order of Business

The order of business for regular meetings of the club is as follows:

- (1) Meeting called to order.
- (2) Introduction of visitors.
- (3) President, Officer and Director Reports.
- (4) Committee reports if any.
- (5) Announcements
- (6) Address or other program features.
- (7) National Anthem.
- (8) Close.

Article 15 Procedure for Board Meetings

Section 1 – Notice

Written notice of a meeting of the board shall be given by the secretary to each member of the board at least seven (7) days (or such other period as may be agreed upon by the members of the board) before the time appointed for the holding of the meeting.

Section 2 – Who May Chair a Board Meeting?

At a meeting of the board –

- (a) the president or, in the president's absence, the president-elect/vice-president shall preside; or
- (b) if the president and president-elect/vice president are absent or unwilling to act the immediate past president shall preside; or
- (c) if the immediate past president is absent or unwilling to act such one of the remaining members of the board as may be chosen by the members present at the meeting shall preside.

Section 3 – Business at Board Meetings

The order of business for board meetings shall be determined by the president and secretary.

Section 4 – Adjournment of Meetings

If within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day the following week. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

Section 5 – Use of Technology at Board Meetings

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

Section 6 – Voting at Board Meetings

- (a) Questions arising at a meeting of the board or of any committee appointed by the president in accordance with Article 10 of these by-laws shall be determined by a majority of the votes of the members of the board or any such committee present at the meeting.
- (b) Each member present at a meeting of the board or of any such committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by such committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the board or of such a committee.

Section 7 – Circular Resolution

The board may make decisions by written circular resolution without the need for a meeting. In order for a circular resolution to be valid, it must be:

- (a) Sent to all members of the board via email;
- (b) Responded to by all members of the board; and
- (c) Carried by a majority of the members of the board expressing their support within 7 days of the resolution being sent.

Article 16 Procedure at Annual Meetings

Section 1 – Notice

Written notice of the annual meeting shall be given by the secretary to each member at least fourteen (14) days the time appointed for the holding of the meeting. (Note: if a special resolution is to be considered at the annual meeting, twenty-one (21) days' notice must be given as per Article 13, Section 2 of these by-laws).

Section 2 – Who May Chair an Annual Meeting?

The chair of the annual meeting shall be appointed by the board by ordinary resolution.

Section 3 – Order of Business

The order of business for regular meetings of the club is as follows:

- (1) Open & Welcome by Chair.
- (2) Apologies.
- (3) Confirmation of the minutes of the last proceeding annual meeting and of any special meeting held since the last annual meeting.
- (4) Business arising from the minutes.
- (5) Report on the club activities during the previous financial year.
- (6) Consideration of the financial statement for the previous financial year by members (as required under the *Associations Incorporation Act 2009*).
- (7) Election of Directors and Officers for the following financial year.
- (8) Election of President-elect for the following financial year.
- (9) Appointment of auditor for the current financial year accounts.
- (10) General business.
- (11) Close.

Article 17 Common Seal

The common seal shall be kept in the custody of the public officer and shall not be fixed to any instrument except by the authority of the board and the affixing of the common seal shall be attested by the signature of any two of the public officer, president, secretary and treasurer.

Article 18 Prohibition against distribution to members

Section 1 – All Income and Property for Club Objectives

The income and property of the club from whatever sources derived shall be applied solely towards the promotion of the objectives of the club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or any other means to the members of the club.

Section 2 – Club Assets at Dissolution to be Transferred

The club shall not be dissolved except at a special regular meeting of the club specially convened for the purpose and by special resolution. If upon the winding up or dissolution of the club there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among members of the club but shall be given or transferred to some other Rotary club or other institution or institutions having objects similar or, in part similar to the objects of the club and which shall also prohibit the distribution of its or their property among its or their members. Such institution or institutions shall be determined by the members of the club at or before the time of dissolution or, in default thereof, by the judge of such court as may have or acquire the jurisdiction in the matter.

Article 19 Interpretation

Throughout these by-laws pronouns of the masculine gender shall include the feminine and vice versa.

Article 20 Amendments

Section 1 – *Method of Amendment*

These by-laws may be amended at any special regular meeting by a special resolution of this club.

Section 2 – *Amendments must comply with RI and District Policies*

No amendment or addition to these by-laws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and by-laws of RI and with the Rotary Code of Policies.

Section 3 – *Correction of Errors*

The board may by motion re-number or correct any typographical errors that are not consequential to the interpretation of these by-laws.