

CERTIFIED COPY

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April 4, 2023



Rules of the Rotary Club of Ormeau-Pimpama Inc.

**THESE RULES CONTAIN TWO PARTS –
CONSTITUTION AND REGULATIONS**

PART 1 - CONSTITUTION

Article 1 Definitions

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| 1. Board: | The Board of Directors of this club. |
| 2. Bylaws: | The bylaws of this club. |
| 3. Director: | A director on this club's Board. |
| 4. Member: | A member, other than an honorary member, of this club. |
| 5. RI: | Rotary International. |
| 6. Satellite club
(when applicable): | A potential club whose members shall also be members
of this club. |
| 7. In Writing: | A communication capable of documentation, regardless of the
method of transmission. |
| 8. Year: | The twelve-month period beginning 1 July. |

Article 2 Name

This organization shall be the Rotary Club of Ormeau – Pimpama, Queensland,
Australia Incorporated. (Member of Rotary International).

(July 2019)

The name of any satellite of this club shall be Rotary Satellite Club of Ormeau-Pimpama, Queensland, Australia Inc.

_(A satellite of Rotary Club of Ormeau-Pimpama.

Article 3 Purposes

The purposes of this club are to:

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

Article 4 Locality of the Club

The locality of this club is: Ormeau and Pimpama, Queensland, Australia and the surrounding areas.

Any satellite club of this club shall be located in this locality or the surrounding area.

Article 5 Object

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

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

Article 6 Five Avenues of Service

Rotary's five 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

(July 2019)

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 7 Meetings

Section 1 — Regular Meetings.

- (a) *Day and Time.* This club shall hold a regular weekly meeting on the day and time set in the bylaws.
- (b) *Method of Meeting.* Attendance may be in person, by telephone, online, or through an online interactive activity. An interactive meeting shall be considered to be held on the day that the interactive activity is posted.
- (c) *Change of Meeting.* For good cause, the board may change a regular meeting to any day between the preceding and following regular meetings, to a different time of the regular day, or to a different place.
- (d) *Cancellation.* The board may cancel a regular meeting for these reasons:
 - (1) a holiday, or during a week that includes a holiday;
 - (2) in observance of the death of a member;
 - (3) an epidemic or a disaster that affects the whole community; or
 - (4) an armed conflict in the community.

The board may cancel up to four regular meetings a year for causes not listed here, but may not cancel more than three consecutive meetings.

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

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

Section 2 — Annual Meeting.

- (a) An annual meeting to elect officers and present a mid-year report, including current year income and expenses, together with a financial report on the previous year, shall be held before 31 December, as provided in the bylaws.
- (b) A satellite club shall hold an annual meeting of its members before 31 December to elect officers for the satellite club.

Section 3 — Board Meetings. Within 60 days after all board meetings, written minutes should be available to all members.

Article 8 Membership

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 — Types. This club shall have two types of membership, active and honorary. Clubs may create other types in accordance with section 7 of this article. These members are reported to RI as either active or honorary.

Section 3 — Active Members. A person who possesses the qualifications in article 5, section 2 of the RI constitution may be elected as an active club member.

Section 4 — Satellite Club Members. Members of a satellite club of this club shall also be members of this club until the satellite club is admitted to RI membership as a Rotary club.

Section 5 — Prohibited Dual Memberships. No member shall simultaneously

- (a) belong to this and another club other than a satellite of this club, or
- (b) be an honorary member in this club.

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

- (a) be exempt from paying dues;
- (b) not vote;
- (c) not hold any club office;
- (d) not hold classifications; and
- (e) be entitled to attend all meetings and enjoy all other privileges in the club, but have no rights or privileges in any other club, except to visit without being a Rotarian's guest.

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

Article 9 Club Membership Composition

Section 1 — General Provisions. Each member shall be classified in accordance with the member's business, profession, occupation, or community service. The classification shall describe the principal and recognized activity of the member's firm, company, or institution, the member's principal and recognized business or professional activity, or the nature of the member's community service activity. The board may adjust a member's classification if the member changes positions, professions, or occupations.

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

Article 10 Attendance

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

- (a) is present in person, by telephone, or online for at least 60 percent of the meeting;
- (b) is present but called away unexpectedly and later presents to the board satisfactory evidence that leaving was reasonable;
- (c) participates in the regular online meeting or interactive activity posted on the club's website within one week after its posting; or
- (d) makes up the absence in any of the following ways within the same year:
 - (1) attends at least 60 percent of the regular meeting of another club, a provisional club, or a satellite of another club;
 - (2) is present at the time and place of a regular meeting or satellite club meeting of another club for the purpose of attending, but that club is not meeting at that time or place;
 - (3) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board;
 - (4) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned;
 - (5) participates through a club website in an online meeting or interactive activity;
 - (6) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
 - (7) attends an RI convention, a council on legislation, an international assembly, a Rotary institute, any meeting convened with the approval of the RI board of directors or the RI president, a multizone conference, a meeting of an RI committee, a district conference, a district training assembly, any district

meeting held at the direction of the RI board, any district committee meeting held by direction of the governor, or a regularly announced intercity meeting of clubs.

Section 2 — *Extended Absence While Working at a Distance.* If a member works on a distant assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment replaces attendance at the regular meetings of the member's club, if the two clubs agree.

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

- (a) traveling with reasonable directness to or from one of the meetings specified in sub-subsection (1)(d)(7);
- (b) serving as an officer or member of an RI committee or as a TRF trustee;
- (c) serving as the special representative of the governor in forming a new club;
- (d) on Rotary business in the employ of RI;
- (e) directly and actively engaged in a district-sponsored, RI-sponsored, or TRF-sponsored service project in a remote area, where making up attendance is impossible; or
- (f) engaged in Rotary business duly authorized by the board, which precludes attendance at the meeting.

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

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

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

Section 6 — *Attendance Records.* When a member whose absences are excused under subsection 5(a) of this article does not attend a club meeting, the member and the absence shall not be included in the attendance records. If a member whose absences are excused under section 4 or subsection 5(b) of this article attends a club meeting, the member and the attendance shall be included in this club's membership and attendance figures.

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

Article 11 Directors and Officers and Committees

Section 1 — *Governing Body.* The governing body of this club is the board, as provided in the bylaws.

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

Section 3 — *Board Action Final.* In all club matters, the decision of the board is final, subject only to an appeal to the club. However, when the board decides to terminate membership, the member, according to article 13, section 6, may appeal to the club, request mediation, or request arbitration. An appeal to reverse a board decision requires a two-thirds vote of the members present at a regular meeting specified by the board, provided that a quorum is present and the secretary has given notice of the appeal to each member at least five days before the meeting. The club's action on an appeal is 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 also include one or more vice-presidents, all of whom shall be members of the board. The club officers may also include a sergeant-at-arms, who may be a member of the board, if the bylaws provide. Each officer and director shall be a member in good standing of this club. 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 takes office on 1 July immediately following election and serves for the term of office or until a successor is elected and qualified.
- (b) *Term of President.* A president-nominee shall be elected as provided in the bylaws, at least 18 months but not more than two years before the day of taking office as president. The nominee becomes president-elect on 1 July in the year before taking office as president. The president takes office on 1 July and serves a period of one year. When a successor is not elected, the current president's term is extended for up to one year.
- (c) *Qualifications of President.* A candidate for president must be a member of this club for at least one year before being nominated, unless the governor determines that less than a full year satisfies this requirement. The president-elect shall attend the presidents-elect training seminar and the training assembly unless excused by the governor-elect. If excused, the president-elect shall send a club representative. If the president-elect does not attend the presidents-elect training seminar and the training assembly and has not been excused by the governor-elect or, if excused, does not send a club representative to these meetings, the president-elect shall not serve as club president. The current president then shall continue to serve until the election of a successor who has attended a presidents-elect training seminar and training assembly or training deemed sufficient by the governor-elect.

Section 6 — *Governance of a Satellite Club of This Club.*

- (a) *Satellite Club Oversight.* This club shall provide general oversight and support of a satellite club as deemed appropriate by the board.
- (b) *Satellite Club Board.* For day-to-day governance, a satellite club shall have an 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, activities, and programs, accompanied by a financial statement and audited or reviewed accounts, for inclusion in this club's reports for its annual general meeting and any other reports that may, from time to time, be required by this club.

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

- (a) Club Administration;
- (b) Membership;
- (c) Public Image;
- (d) Rotary Foundation;
- (e) Effective Services; and
- (f) Youth Services

The board or president may appoint additional committees as needed.

Article 12 Dues

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

Article 13 Duration of Membership

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

Section 2 — Automatic Termination.

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

- (2) grant a special leave of absence, not to exceed one year, to enable the member to visit and become known to a club in the new community.
- (b) *Rejoining*. When a member in good standing has their membership terminated as described in subsection (a), that person may apply for membership again, under the same or another business, profession, occupation, community service, or other classification.
- (c) *Termination of Honorary Membership*. Honorary membership shall automatically terminate at the end of the term of membership set by the board, unless extended. The board may revoke an honorary membership at any time.

Section 3 — Termination Non-payment of Dues.

- (a) *Process*. Any member who fails to pay dues within 30 days after they are due shall be notified in writing by the secretary. If the dues are not paid within 10 days after the notification, the board may terminate membership, at its discretion.
- (b) *Reinstatement*. The board may reinstate the former member to membership if the former member requests and pays all debts to this club.

Section 4 — Termination Non-attendance.

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

A member who fails to attend as required may be terminated unless the board consents to the non-attendance for good cause.

- (b) *Consecutive Absences*. Non-attendance may be considered a request to terminate membership in this club, if a member fails to attend or make up four consecutive regular meetings, unless otherwise excused by the board for good and sufficient reason or pursuant to article 10, sections 4 or 5. After the board notifies the member, the board, by a majority vote, may terminate the member's membership.
- (c) *Exceptions*. The bylaws may include provisions not in accordance with article 13, section 4.

Section 5 — Termination — Other Causes.

- (a) *Good Cause*. The board may terminate the membership of any member who ceases to have the qualifications for club membership or for any good cause by a vote of at least two-thirds of the board members present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be article 8, section 1; The Four-Way Test; and the high ethical standards of a Rotarian.

- (b) *Notice.* Before the board acts under subsection (a) of this section, the member shall be given at least 10 days' written notice and an opportunity to respond in writing to the board. Notice shall be delivered in person or by registered letter to the member's last known address. The member has the right to appear before the board to state his or her case.

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

- (a) *Notice.* Within seven days after the board's decision to terminate or suspend membership, the secretary shall notify the member in writing. Within 14 days after the notice, the member may give written notice to the secretary of an appeal to the club or a request for mediation or arbitration. The procedure for mediation or arbitration is provided in article 17.
- (b) *Appeal.* In the event of an appeal, the board shall set a date for the hearing at a regular club meeting held within 21 days after receipt of the notice of appeal. At least five days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard. The action of the club is final and binding on all parties and shall not be subject to arbitration.

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.* A member's resignation from this club shall be in writing, addressed to the president or secretary. The board shall accept the resignation unless the member owes debt to this club.

Section 9 — *Forfeiture of Property Interest.* Any person whose club membership is terminated in any manner shall forfeit all interest in any funds or other property of this club if, under local laws, the member 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 are made that a member has refused or neglected to comply with this constitution, or is guilty of conduct unbecoming a member or harmful to the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) no action should be taken on the membership of the member, pending the outcome of a matter or an event that the board believes should properly occur first; and
- (d) it is in the best interests of the club to temporarily suspend the member without a vote on the member's membership and to exclude the member from attendance at meetings and other club activities and from any club office or position;

the board may, by at least a two-thirds vote, temporarily suspend the member for a reasonable period up to 90 days and with any other conditions the board sets. A suspended member may appeal the suspension or may request mediation or arbitration as provided in section 6 of this article. During the suspension, the member

shall be excused from attendance requirements. Before the suspension ends, the board must either move to terminate the suspended Rotarian or reinstate the Rotarian to full regular status.

Article 14 Community, National, and International Affairs

Section 1 — *Proper Subjects.* Any public question involving the welfare of the community, the nation, and the world is a proper subject of fair and informed discussion at a club meeting. 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, is World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article 15 Rotary Magazines

Section 1 — *Mandatory Subscription.* Unless this club is excused by the RI board of directors, each member shall subscribe to an official magazine. Two Rotarians who reside at the same address may subscribe jointly to an official magazine. The subscription fee shall be paid on the dates set by the board for the payment of per capita dues for the duration of membership in this club.

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

Article 16 Acceptance of Object and Compliance with Constitution and Bylaws

By paying dues, a member accepts the principles of Rotary expressed in its object and agrees to comply with and be bound by the club constitution and bylaws. On these

conditions alone is a member entitled to the privileges of this club. Each member shall be subject to the terms of the club constitution and bylaws whether or not the member has received copies of them.

Article 17 Arbitration and Mediation

Section 1 — *Disputes.* Any dispute between any current or former member(s) and this club, any club officer, or the board, except a decision of the board, shall, upon a request to the secretary by any disputant, be resolved by either mediation or arbitration.

Section 2 — *Date for Mediation or Arbitration.* Within 21 days after receipt of the request, the board shall, in consultation with the disputants, set a date for the mediation or arbitration.

Section 3 — *Mediation.* The procedure for mediation shall be

- (a) recognized by an appropriate authority with national or state jurisdiction; or
- (b) recommended by a competent professional body whose recognized expertise covers alternative dispute resolution; or
- (c) recommended in documented guidelines determined by the RI board or TRF Trustees.

Only Rotarians may be mediators. The club may ask the governor or the governor's representative to appoint a mediator with appropriate mediation skills and experience.

- (a) *Mediation Outcomes.* The outcomes or decisions agreed to by the disputants after mediation shall be recorded and copies given to each party, the mediator or mediators, and the board. A summary statement acceptable to the parties shall be prepared for the information of the club. Any disputant, through the president or secretary, may call for further mediation if a party has retracted significantly from the mediated position.
- (b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration, as provided in section 1 of this article.

Section 4 — *Arbitration.* In the event of a request for arbitration, each disputant shall appoint a Rotarian as an arbitrator and the arbitrators shall appoint a Rotarian as an umpire.

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

Article 18 Bylaws

This club shall adopt bylaws that are consistent with the RI constitution and bylaws, with the rules of procedure for an administrative territorial unit, where established by RI, and with this constitution, to give additional provisions for the government of this club. The bylaws may be amended as they provide.

Article 19 Amendments

Section 1 — *Manner of Amending.* Except as provided in section 2 of this article, this constitution may be amended only by a majority vote of those voting at the council on legislation.

Section 2 — *Amending Article 2 and Article 4.* Article 2, Name, and article 4, Locality of the Club, may be amended at any regular club meeting, if a quorum is present, by at least a two-thirds vote of all voting members. Notice of the proposed amendment shall be given to each member and the governor at least 21 days before the meeting. The amendment shall be submitted to the RI board of directors and becomes effective only when approved. The governor may offer an opinion to the RI board of directors about the proposed amendment.

Article 20 Purpose

This association shall be a non-profit association. Its purpose shall be charitable and benevolent and to encourage, promote and extend the object of Rotary International, and to maintain the relations of a member club in Rotary International.

Article 21 Authority of Rotary International

Insofar as the provision of the law of the State of Queensland, under which this association is incorporated, shall permit, this association shall be subject to the jurisdiction of Rotary International. This association shall have the authority to adopt such bylaws as may be consistent with the purposes enumerated herein and consistent with the law of the State of Queensland, under which this association is incorporated.

END OF PART 1 – CONSTITUTION

PART 2 – REGULATIONS

Regulation 1 Interpretation

The terms used in these Regulations correspond as follows with terms used in the Associations Incorporation Act 1981 ("the Act")

"board" means "management committee"

"club" means "association"

"special resolution" means "a resolution passed at a general meeting by the votes of 75% of the members who are present and are entitled to vote on the resolution".

As used in these Regulations, unless the context otherwise clearly requires, the terms nominated shall have the following meanings

"Constitution" means the Constitution contained in these Rules

"RI" means "Rotary International"

Regulation 2 Powers

Subject to these Rules, the club has the powers of an individual. In particular, it has the power to amalgamate with another Rotary Club or Clubs and to take over their assets and liabilities.

Regulation 3 Number of members

Subject to these Rules, the number of members is unlimited

Regulation 4 Method of electing members

- (1) The name of a prospective member, proposed and seconded by active members 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.
- (2) The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.
- (3) 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.
- (4) If the decision of the board is favorable, 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.
- (5) 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 shall be considered to be elected to membership.
- (6) 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.

- (7) Following the election, the president shall arrange for the new member's induction, membership card, and presentation of new member Rotary literature. The president or secretary will report the new member information to RI.

Regulation 5 Honorary members

The club may elect eligible persons as defined in the Constitution to honorary membership of the club. Nomination may be made by any active member of the club. Honorary membership shall be conferred by resolution of the board.

Regulation 6 Membership Fees

The annual membership dues shall be determined by the members at a general meeting upon the recommendation of the board, and shall be payable semiannually on the first day of July and of January. Subscription to the Rotary magazine shall be collected by the club on the same dates in accordance with article 15 of the Constitution.

Regulation 7 Register of members

- (1) The board must keep a register of members.
- (2) The register of members must include the following particulars for each member -
 - (a) the full name and residential address of the member;
 - (b) the date of admission as a member;
 - (c) the date of death or resignation of the member;
 - (d) details about the termination or reinstatement of membership;
 - (e) any other particulars the board or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the club at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

Regulation 8 The Board

The governing body of this club shall be the board consisting of eleven (11) members of this club, namely, six directors elected in accordance with these Regulations, as detailed in regulation 9 section 3, the president, vice-president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president plus sergeant at arms. The Vice president may be elected from among the board officers excluding the President. All members of the board shall be members of the club.

Regulation 9 Election of the Board

- (1) 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 president, vice-president, secretary, treasurer, and six directors. Should there be more than one nomination for any one position, 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 six 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 and serve as a member of the board for the year commencing on the first day of July next following the election, and shall assume office as president on the first day of July immediately following that year. The president-nominee shall take the title of president-elect upon the election of a successor.

- (2) The officers and directors, so elected, together with the immediate past president shall constitute the board. The sergeant-at arms shall be an officer of the club and may be a member of the board at the discretion of the club.

Regulation 10 Vacancies in the Board

- (1) A vacancy in the board or any office shall be filled by action of the board.
- (2) A vacancy in the position of any officer-elect or director-elect shall be filled by action of the board-elect.

Regulation 11 Resignation or removal from office of board member

- (1) A board member may resign from the board by giving written notice of resignation to the secretary.
- (2) The resignation takes effect on
 - (a) the day and at the time the notice is received by the secretary; or
 - (b) if a later day is stated in the notice - the later day.
- (3) A board member may be removed from office at a general meeting of the club if a majority of the members present at the meeting vote in favour of removing the board member.
- (4) Before a vote of members is taken about removing the member from office, the board member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A board member has no right of appeal against his or her removal from office under this section.

Regulation 12 Functions of the board

- (1) Subject to these Rules or a resolution of the club members carried at a general meeting, the board has -
 - (a) the general control and management of the administration of the affairs, property and funds of the club; and
 - (b) authority to interpret the meaning of these Rules and any matter relating to the club on which the Rules are silent.

Regulation 13 Board meetings

- (1) Notice of a meeting is to be given in the way decided by the board.
- (2) 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
- (3) A request for a special meeting must state -
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A majority of directors shall constitute a quorum of the board
- (5) A question arising at a board meeting is to be decided by a majority vote of board members present at the meeting and, if the votes are equal, the question is decided in the negative.

- (6) A board member must not vote on a question about a contract or proposed contract with the board if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- (7) The president or, if there is no president or if the president is not present within 10 minutes after the time fixed for a board meeting, the vice-president, is to preside as chairperson at the meeting.
- (8) If the president and the vice-president are absent from a board meeting, the members may choose one of their number to preside as chairperson at the meeting.
- (9) If a quorum is not present within 30 minutes after the time fixed for a board meeting called on the request of board members, the meeting lapses.
- (10) If a quorum is not present within 30 minutes after the time fixed for a board meeting called other than on the request of board members, the meeting is to be adjourned to -
 - (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the board.
- (11) If, at an adjourned meeting mentioned in subsection (10), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.
- (12) The board may hold meetings, or allow members to take part in its meetings, by telephone, video link or another form of communication. All members taking part are deemed to be present at the meeting.
- (13) Regular monthly meetings of the board shall be held at a time and place determined by the directors.

Regulation 14 Acts not affected by defects or disqualifications

- (1) An act performed by the board, a subcommittee or a person acting as a board member is taken to have been validly performed.
- (2) Subsection (1) applies even if the act was performed when -
 - (a) there was a defect in the appointment of the board, subcommittee or person acting as a board member; or
 - (b) a subcommittee member or board member was disqualified from being a member.

Regulation 15 Resolutions of board without meeting

- (1) A written resolution signed by each member of the board for the time being entitled to receive notice of a board meeting is as valid and effectual as if it had been passed at a board meeting that was properly called and held.
- (2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more board members.

Regulation 16 Common seal

- (1) The board must ensure the association has a common seal.
- (2) The common seal must be
 - (a) kept securely by the board; and
 - (b) used only under the authority of the board.
- (3) Each instrument to which the seal is attached must be signed by two members of the board.

Regulation 17 Business to be conducted at annual general meeting

The following business must be conducted at each annual general meeting -

- (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the club for the last financial year;
- (b) receiving the auditor's report on the financial affairs of the association for the last financial year;
- (c) presenting the audited statement to the meeting for adoption;
- (d) electing members of the board;
- (e) appointing an auditor.

Regulation 18 Special general meeting

(1) The secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after -

- (a) being directed to call the meeting by the board; or
- (b) being given a written request signed by -
 - (i) at least 33% of the board members; or
 - (ii) at least the number of members of the club equal to double the number of board members plus 1; or
- (c) being given a written notice of an intention to appeal against the decision of the board to terminate a person's membership.

Regulation 19 Notice of general meeting

- (1) The secretary must give at least 14 days notice of a general meeting to each club member.
- (2) Notice of the following meetings must be given in writing -
 - (a) a meeting called to hear and decide the appeal of a member against the termination of the member's membership by the board;
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (3) A notice of a general meeting must state the business to be conducted at the meeting.

Regulation 20 Quorum for, and adjournment of, general meeting

- (1) Subject to subsection (5), at a general meeting one-third of the membership forms a quorum.
- (2) No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.
- (3) If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of board members or the club members, the meeting lapses.
- (4) If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of board members or the club members, the meeting is to be adjourned to -
 - (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the board.
- (5) If, at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a

quorum.

- (6) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- (10) In this regulation, "member" includes a person attending as a proxy

Regulation 21 Procedure at general meeting

- (1) Subject to these Rules, at each general meeting -
 - (a) the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice president, is to preside as chairperson; and
 - (b) if the vice-president is absent or unwilling to act as chairperson, the members present must elect one of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way; and
 - (d) each question, matter or resolution must be decided by a majority of votes of the members present; and
 - (e) each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
 - (f) a member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting; and
 - (g) a member may not vote by proxy
 - (h) voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot; and
 - (i) if a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides; and
 - (j) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

Regulation 22 Voting at general meeting

The business of this club shall be by *viva voce* vote except the election of officers and directors, which shall be by ballot. The board may decide that a specific resolution be decided by ballot rather than by *viva voce* vote.

Regulation 23 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the club notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the board; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the board when the request is signed; or

- (ii) at least the number of ordinary members of the club equal to double the number of members of the club on the board when the request is signed plus one; or
- (2) A request mentioned in subsection (1)(b) must state -
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary -
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in subsection (1)(b);

Regulation 24 Regular club meetings

Regular club meetings are not general meetings and the requirements applicable to general meetings do not apply.

Regulation 25 Minutes

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting and general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes recorded under subsection (1) -
 - (a) the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board committee meeting, verifying their accuracy; and
 - (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.

Regulation 26 Alteration of Rules

- (1) Subject to the Associations Incorporation Act 1981, these Rules (other than the Constitution) may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.
- (3) No amendment or addition to these Rules can be made which is not in harmony with the Constitution and with the constitution and bylaws of RI.
- (4) Amendments to the Standard Rotary Club Constitution enacted by Rotary International shall be adopted as amendments to Part 1 - Constitution in these Rules and adoption shall be endorsed by special resolution.

Regulation 27 Funds and accounts

- (1) The funds of the club must be kept in an account or accounts in the name of the club in a financial institution or institutions decided by the board. Funds for club operations and service projects shall be separable and identifiable.
- (2) All amounts must be deposited in a club financial institution account as soon as practicable after receipt.

- (3) A payment by the association must be made by electronic funds transfer.
- (4) The electronic funds transfer must be authorised by any two of the following-
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;

Regulation 28 General financial matters

- (1) On behalf of the board, the treasurer must, as soon as practicable after the end of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the club must be used solely in promoting the club's objects and exercising the club's powers.

Regulation 29 Records

- (1) The board must ensure the safe custody of books, documents, instruments of title and securities of the club.
- (2) Financial records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.
- (3) Financial records and accounts must be retained for at least 7 years.

Regulation 30 Financial year

The financial year of the club closes on 30 June in each year.

Regulation 31 Winding up

- (1) This Regulation applies if the club is wound up and has surplus assets.
- (2) The surplus assets must not be distributed among the club members.
- (3) The surplus assets must be given to another Rotary entity -
 - (a) having objects similar to the club's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members; and
 - (c) is exempt under taxation laws of Australia to pay income tax.
- (4) In this Article "surplus assets" has the meaning given by section 92(3)13 of the Act.

END OF PART 2 - REGULATIONS

UPDATED 15 December 2020

UPDATED 4 April 2023