

RULES
OF
ROTARY CLUB OF CENTRAL MELBOURNE-SUNRISE
INCORPORATED

November 16, 2011

As adopted at the Special General Meeting on December 13, 2011

RULES OF ROTARY CLUB OF CENTRAL MELBOURNE – SUNRISE INC.

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RULES OF ROTARY CLUB CENTRAL MELBOURNE-SUNRISE INCORPORATED

These Rules are divided into a Constitution Section comprising Article 1 to Article 20 (both inclusive) and a Club Section comprising all other Articles.

CONSTITUTION SECTION

ARTICLE 1 – DEFINITIONS

As used in these Rules, 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. Year: The twelve month period which begins on 1 July.

ARTICLE 2 – NAME

The name of the organization shall be the Rotary Club of Central Melbourne-Sunrise Incorporated (Member of Rotary International).

ARTICLE 3 – LOCALITY OF THE CLUB

The locality of the Club is as follows: the bounds of the City of Melbourne to the extent specified by Rotary International in the Club's Charter.

ARTICLE 4 – OBJECT

The Object of Rotary is to encourage and foster the ideal of service as a basis for 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 5 – FIVE AVENUES OF SERVICE

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

Section 1 – Club Service

Club Service, the first Avenue of Service, involves action a member should take within the Club to help it function successfully.

Section 2 – Vocational Service

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 in accordance with Rotary's principles.

Section 3 – Community Service

Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within the Club's locality or municipality.

Section 4 – International Service

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 co-operation in all Club activities and projects designed to help people in other lands.

Section 5 – New Generations Service

New Generations 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 6 – MEETINGS

Section 1 – Regular Meetings

- (a) **Day and Time:** This Club shall hold a regular meeting once each week on the day and time provided in the Bylaws.
- (b) **Change of Meeting:** For good cause, the Board may change a regular meeting to any day 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 in the case of the death of a Club member, or of an epidemic or 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 the Club does not fail to meet for more than three consecutive meetings.

Section 2 – Annual Meeting

An annual meeting of this Club for the election of officers shall be held not later than 30 November in each year at which time the election of officers and directors to serve for the ensuing year shall take place.

ARTICLE 7 – MEMBERSHIP

Section 1 – General Qualifications

This Club shall be composed of adult persons of good character and good business, professional and/or community reputation.

Section 2 – Kinds of Membership

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 of this Club.

Section 4 – Transferring or Former Rotarian

- (a) **Potential Members**

A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such former membership of the club due to no longer being engaged in the former

classification of the business or profession within the locality of the former club or the surrounding area. The transferring or former member of the club being proposed to active membership under this Section may also be proposed by the former club. The classification of a transferring or former member of a club shall not preclude election to active membership even if the election results in the club membership temporarily exceeding the classification limits. Potential members of this Club who are current or former members of another club who have debts to the other club are ineligible for membership of this Club. This Club may demand that a potential member present written proof that no money is owed to the other club. The admission of a transferring or former Rotarian as an active member pursuant to this Section shall be contingent upon receiving a certificate from the board of the previous club confirming the prospective member's prior membership of that club.

(b) Current or Former Members

This Club shall provide a statement whether money is owed to this Club when requested by another club with respect to a current or former member of this Club being considered for membership in the other club.

Section 5 – Dual Membership

No person shall simultaneously hold active membership in this and another club. No person shall simultaneously be a member and an honorary member in this Club. No person shall simultaneously hold active membership in this Club and membership in a Rotaract club.

Section 6 – Honorary Membership

(a) Eligibility for Honorary Membership

Persons who have distinguished themselves by meritorious service in the furtherance of Rotary's ideals, and those persons considered friends of Rotary for their permanent support of Rotary's cause, may be elected to honorary membership in this Club. The term of such membership shall be as determined by the Board. Persons may hold honorary membership in more than one club.

(a) Rights and Privileges

Honorary members shall be exempt from the payments of admission fees and 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 or privileges in any other club, other than 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 for 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 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 8 – 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 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% 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 Rotary Foundation 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 9 – ATTENDANCE

Section 1 – General Provisions

Each member should attend this Club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 60% 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 makes up for an absence in any of the following ways:

(a) 14 Days Before or After a Meeting

If, within fourteen (14) days before or after the regular time for that meeting, the member:

- 1) Attends at least 60% of the regular meeting or 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 RI, a Rotary multi-zone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district 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 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 meetings in another country at any time during the travel period, and each 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) Travelling with reasonable directness to or from one of the meetings specified in sub-section (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 a 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 involved in a district-sponsored or a 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 Absence

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 good and sufficient. Such excused absences shall not extend for more than twelve months.
or
- (b) The age of the member is 65 and above and the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more 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.

Section 5 – 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 10 – DIRECTORS AND OFFICERS

Section 1 – Governing Body

The governing body of this Club shall be the Board constituted as these Rules 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 12, 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 and one or more vice-presidents, all of whom shall be members of the Board, and a secretary, a treasurer and a sergeant-at-arms, who may or may not be members of the Board as these Rules shall provide.

Section 5 – Election of Officers

(a) Terms of Officers other than President

Each officer shall be elected as provided in Article 28 of these Rules. 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 Article 28, not more than two (2) years and 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. The president-elect shall attend the district presidents-elect training seminar and the district 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 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 assembly or training deemed sufficient by the governor-elect has been duly elected.

ARTICLE 11 – ADMISSION FEES AND DUES

Every member shall pay and admission fee and annual dues as prescribed in Article 31, except that any transferring or former member of another club who is accepted into membership of this Club pursuant to Article 7 Section 4 shall not be required to pay a second admission fee. A Rotaractor who ceased to be a member of Rotaract within the preceding two years, who is accepted into membership of this Club, shall not be required to pay an admission fee.

ARTICLE 12 - DURATION OF MEMBERSHIP

Section 1 – Period

Membership shall continue during 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. A second admission fee shall not be required.

(c) Termination of Honorary Membership

Honorary memberships 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 shall be reinstated to active membership if the former member's classification is in conflict with Article 8, Section 2.

Section 4 – Termination – Non-Attendance

(a) **Attendance Percentages**

A member must:

- 1) Attend or make-up at least 50% of Club regular meetings in each half year;
- 2) Attend at least 30% of this Club's regular meetings in each half 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 shall 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 9, 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 the 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 of this Club or for any good cause by a vote of not less than two-thirds of the board members, at a meeting called for that purpose. The guiding principles for this meeting shall be Article 7, 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 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 16.

(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 appeal 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 16.

(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 provide 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 the 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 this Club.

Section 10 – Temporary Suspension

Notwithstanding any provision of these Rules, if in the opinion of the Board:

- (a) Credible accusations have been made that a members has refused or neglected to comply with these Rules, 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 it is in the best interests of the Club and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended and the member should be excluded from attendance at meetings and other activities of this Club and from any office or position the member holds within the Club. For the purposes of this clause the member shall be excused from fulfilling attendance responsibilities; then

the Board may, by a vote of not less than two-thirds of the Board, temporarily suspend the member as aforesaid for such period and on such further conditions as the Board determines, albeit for a period no longer than is reasonably necessary in all the circumstances.

ARTICLE 13 - 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 on past achievements and focus on programs of peace, understanding and goodwill in the community and throughout the world.

ARTICLE 14 – 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 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. The subscription shall be paid in six (6) month periods for the duration of membership in this Club and to the end of any six (6) month period during which membership may terminate.

Section 2 – Subscription Collection

The subscription shall be collected by this Club from each member semi-annually 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 15 – ACCEPTANCE OF OBJECT AND COMPLIANCE WITH THESE RULES AND BYLAWS

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its Object and submits to and agrees to comply with and be bound by these Rules and the 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 these Rules and the Bylaws regardless of whether such member has received copies of them.

ARTICLE 16 – 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 with 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 includes alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of Rotary International 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 17 – 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 these Rules, embodying additional provisions for the government of this Club. Such Bylaws may be amended from time to time as therein provided.

ARTICLE 18 – INTREPRETATION

Throughout these Rules, the terminology “mail”, “mailing” and “ballot by mail” will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

ARTICLE 19 – ROTARY INTERNATIONAL

1. This incorporated Rotary Club is a non-profit corporation. 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.
2. Insofar as the law of the State shall permit, the incorporated Rotary Club shall be subject to the jurisdiction of Rotary International.
3. This Club acknowledges that it is and will remain a member of Rotary International subject to the Constitution and Bylaws of Rotary International as amended from time to time.

ARTICLE 20 – AMENDMENTS

Section 1 – Manner of Amending

Except as provided in Section 2 of this Article and in Article 21, the Constitution Section of these Rules may only be amended by the Council of Legislation in the same manner as established in the Bylaws of RI for the amendment of its bylaws.

Section 2 – Amending Article 2 and Article 3

Article 2 (Name) and Article 3 (Locality of the Club) of these Rules shall be amended at any regular meeting of this Club, a quorum being present, by the affirmative vote of not less than three quarters of all voting members present and voting, provided that notice of such proposed amendment shall have been mailed to each member and to the governor at least twenty one (21) 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.

CLUB SECTION

ARTICLE 21 – FURTHER PROVISIONS REGARDING AMENDMENTS

Section 1 – Prevention of Operation of Article 20 Section 1

If by virtue of a provision of the Act an amendment of the Constitution Section of these Rules to which Article 20 Section 1 refers cannot be approved or otherwise be accepted in accordance with the Act, this Club will promptly enact that amendment pursuant to the provisions of Section 2 of this Article as if that amendment was not an amendment of the Constitution Section and promptly thereafter apply for and use its best endeavours to obtain the approval or other acceptance of that amendment under the Act as referred to in Section 3 of this Article.

Section 2 – Amending all other Articles

Any Article of these Rules other than an Article comprised in the Constitution Section of these Rules may be amended in accordance with the provisions of the Act at any regular meeting of the Club, a quorum being present, by the affirmative vote of not less than three quarters of all voting members present and voting provided that notice stating in full the proposed amendment and specifying the intention to propose such amendment as a special resolution shall have been given to each member at least twenty one (21) days before such meeting.

Section 3 – Amending all Articles

No amendment to these Rules and the Statement of Purposes has any force or effect until approved or otherwise accepted as required by the Act by the office holder provided for that purpose under the provisions of the Act.

Section 4 – Amendments under Article 20 Section 1

The Club must apply for and use its best endeavours to obtain approval to or acceptance under the Act of every amendment to those Rules to which Article 20 Section 1 refers.

ARTICLE 22 – FURTHER DEFINITIONS

As used in these Rules, unless the context otherwise clearly requires, the words in this Article shall have the following meanings:

1. Fiscal Year: a Year.
2. General Meeting: a General Meeting of the members held in accordance with Articles 6 and 25.
3. Ordinary Member of the Board: a member of the Board other than an Officer of the Club under Article 10.
4. The Act: the Associations Incorporation Act of the State.
5. The Regulations: the Regulations made under the Act.
6. Club Section: those Articles of these Rules other than the Constitution Section.
7. Constitution Section: those Articles of these Rules comprising Article 1 to Article 20 (both inclusive).
8. Secretary:
 - (a) the person holding office under these Rules as secretary of the Club; or
 - (b) if no such person exists, the public officer of the Club until a secretary is appointed under these Rules.
9. Rules: the Rules of this Club as amended from time to time.
10. Chair: the Chairperson.
11. RI Official Magazine: The Rotarian or Rotary Down Under.
12. State: the State or Territory in which the Club is incorporated.
13. Local Laws: the laws of the State.
14. Governor: the District Governor.
15. Corporations Act: the Corporations Act 2001 (Commonwealth).

ARTICLE 23 – STATEMENT OF PURPOSES

The Object of Rotary as specified in Article 4 of these Rules constitutes in its entirety the Statement of Purposes of the Club as required pursuant to the Act.

ARTICLE 24 – POWERS OF THE CLUB

For the purposes of carrying out its object this Club may, subject to the Act and these Rules:

- a) Acquire, hold, deal with and dispose of any real or personal property; and
- b) Administer any property on trust; and
- c) Open and operate Authorized Deposit-taking Institution accounts; and

- d) Invest its monies in any security in which trust money may, by Act of Parliament of the State, be invested; and
- e) Borrow money upon such terms and conditions as this Club thinks fit; and
- f) Give such security for the discharge of liabilities incurred by this Club as this Club thinks fit; and
- g) Appoint agents to transact any business of this Club on its behalf; and
- h) Enter into any other contract this Club considers necessary or desirable.

ARTICLE 25 – MEETINGS

Section 1 – Annual Meeting

The election of officers and directors to serve for the ensuing year shall take place at the annual meeting.

Section 2 – Quorum

One-third of the members shall constitute a quorum at the annual and regular meetings of the Club.

Section 3 – Notice of Annual Meeting

Notice of the Annual Meeting must be sent to all members not less than ten (10) days prior to the meeting.

Section 4 – General Meetings

The regular weekly meetings of the Club constitute General Meetings. The Annual Meeting is a General Meeting and is the meeting specified in Article 6 Section 2 of these Rules.

Section 5 – Proxy Votes

Members are not entitled to vote by proxy at General Meetings.

Section 6 – General Meetings

General Meetings of members must be conducted in accordance with Articles 6 and 25 of these Rules.

Section 7 – 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 ballot. The Board may determine that a specific resolution be considered by ballot rather than by viva voce vote.

Section 8 – Resolutions

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

Section 9 – Minutes

The confirmation of the minutes of a general meeting or of a board meeting by a resolution to that effect at the next general meeting or board meeting as the case may be and, following that resolution, the signature of those minutes, or their electronic verification in such manner as the board approves in the case of electronic minutes, by the chairperson of either meeting, is verification of the accuracy of those minutes.

ARTICLE 26 – METHOD OF ELECTING MEMBERS

Section 1 – Proposal of Prospective Member

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 – Board to Consider Proposal

The Board shall ensure that the proposal meets the classification and membership requirements of the Rules.

Section 3 – Board to Decide

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.

Section 4 – Proceeding with Proposal

If the decision of the Board is favourable, the prospective members shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective members 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 – Election to Membership

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 Articles 11 and 31 and otherwise at such time, in each case, as the Board shall provide, shall be considered to be elected to membership. If any such objection has been filed with the Board, it shall vote upon 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 – Member’s Assimilation

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 these Rules, honorary members proposed by the Board.

ARTICLE 27 – REGISTER OF MEMBERS

The Secretary must keep and maintain a register of members in which shall be entered the full name, address, e-mail address and date of entry of each member and the register must be available for inspection by members as provided in Article 39 of these Rules including the right of any member to make a copy of or make an extract from the register but without any right to remove the register for that purpose.

ARTICLE 28 – ELECTION OF DIRECTORS AND OFFICERS

Section 1 – Elections

At a regular meeting one month prior to the meeting for the election of officers, the presiding officer shall ask for nominations by members of the Club for president, vice-president, secretary, treasurer and five (5) directors. The nominations may be presented by a nominating committee or by members from the floor, 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, vice-president, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for the five (5) directors 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 the year commencing on that date and the year immediately following the year of his or her presidency. On 1 July immediately following that year, the president-elect shall assume office as president.

Section 2 – Board of Directors

The officers and directors shall constitute the Board. Within one week after their election, the directors-elect shall meet and elect some member of the Club to act as sergeant-at-arms.

Section 3 – Vacancies in the Board

A vacancy in the Board or any office shall be filled by action of the remaining directors.

Section 4 – Vacancies in Position of Director-elect

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

ARTICLE 29 – THE BOARD

Section 1 – Board of Directors

Provision for the powers, duties, term of office and filling of vacancies of the Board of Directors are provided in this Article and Articles 10, 28 and 30 of these Rules.

Section 2 – Vacancies

For the purposes of these Rules the office of an officer of the Club or of a director becomes vacant if the officer or director as the case may be:

- (a) Ceases to be a member; or
- (b) Becomes insolvent under administration within the meaning of the Corporations Act;
or
- (c) Resigns his or her office by notice in writing given to the secretary.

In the event of an office becoming vacant through any of (a), (b) or (c) of this Section, any member appointed per Article 28 Section 3 to fill that vacancy will hold office subject to these Rules until the date on which the person whose office the member fills would have retired.

Section 3 – Temporary Absences

In the event of the temporary absence of a director, an alternate director may be appointed by the action of the remaining directors.

An alternate director shall be regarded as the alternate to a director for the purpose of attending, speaking and voting at any meeting of the Board which the director is unable to attend.

The appointment of the alternate director will remain valid while:

- (a) the director who is temporarily absent remains a director of this Club; and
- (b) the alternate director is not themselves required to vacate that role through the occurrence of any of the circumstances specified in Article 29 Section 2 (a), (b) &
- (c).

Section 4 – Meetings

Regular meetings of the Board shall be held on the day in each month determined by the Board of Directors. 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.

Section 5 – Quorum

A majority of the directors shall constitute a quorum of the Board.

Section 6 – Register of Directors

If required to do so by the law of the State, the secretary must keep a register of directors in accordance with that law at the address which that law prescribes containing the following particulars of each director:

- (a) His or her name, date of birth and residential address;
- (b) The date he or she took office;
- (c) The date he or she vacates office;
- (d) Such other particulars as are prescribed by that law.

ARTICLE 30 – DUTIES OF 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

It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the Board.

Section 4 – Vice-President

It shall be the duty of the vice-president to preside at meetings of the Club and the Board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president.

Section 5 – Secretary

It shall be the duty of the secretary to keep membership records; attendance at meetings; send out notices of Club, Board and committee meetings; record accurately 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 each year, which shall include per capita dues for all members and pro-rated dues for all 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; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of secretary.

Section 6 – 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 from 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 account and any other club property.

ARTICLE 31 – FEES AND DUES

Section 1 – Admission Fees

The admission fee shall be determined by the Board from time to time and be paid before the applicant can qualify as a member, except as otherwise provided in Article 11.

Section 2 – Membership Dues

The membership dues shall be determined by the Board from time to time. The fiscal year of the Club shall extend from 1 July to 30 June and, for the collection of members' dues unless the Board decides otherwise, shall be divided into two (2) semi-annual periods extending from 1 July to 31 December and from 1 January to 30 June. The payment of membership dues and RI official magazine subscriptions shall, unless the Board otherwise decides, be made on 1 July and 1 January of each year on the basis of the membership of the Club on those dates.

ARTICLE 32 – FINANCE

Section 1 – Budget

Prior to the beginning of each fiscal year, the Board shall prepare a budget of estimated income and expenditure for the year which shall stand as the limits 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 - Bank Accounts

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 Bills

All bills shall be paid by the treasurer or other authorized officer only when approved by two other officers or directors. If required by the Act all cheques must be signed and counter-signed and the signatories must be members of any class of signatories that the Act prescribes.

Section 4 – Audit

A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – Director Bonds

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

Section 6 – Sources of Funds

The sources of funds for the Club shall be admission fees and annual dues as prescribed in Articles 1 and 31 of these Rules. The Club may undertake any other fundraising activities it considers appropriate and in keeping with the Statement of Purposes.

ARTICLE 33 – GRIEVANCE PROCEDURES

In giving effect to determination for “good cause” as provided in Article 12, the Board shall have regard to whether the member has refused or neglected to comply with these Rules or whether, in its opinion, a member’s or a former member’s conduct is unbecoming a member or prejudicial to the interests of the Club.

ARTICLE 34 – NATURAL JUSTICE

In any Grievance Procedure a member or former member shall be entitled to appoint any person to act on behalf of the member or former member and the rules of natural justice shall be applied.

ARTICLE 35 – ADDITIONAL INTERPRETATION

(a) Applicable Law

Words or expressions contained in these Rules must be interpreted in accordance with the provisions of those laws of the State that relate to the interpretation of similar documents.

(b) Jurisdiction of RI

Insofar as the provisions of the law of the State permit this Club is subject to the jurisdiction of Rotary International.

(c) Amendment to Legislation

A reference to any legislation includes that legislation as modified from time to time and any legislation replacing it and any regulation, rule or statutory instrument issued under it.

ARTICLE 36 – SEAL

(a) Common Seal

The common seal of the club must be kept in the custody of the secretary.

(b) Witnesses to Affixation

The common seal will not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of any two members of the Board or of one member of the Board and the Public Officer.

ARTICLE 37 – NOTICES

(a) Methods of Serving Notice

Unless otherwise provided in these Rules, a notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the member at that member's address which is shown in the register of members or by sending it by electronic mail (e-mail) to the member at that member's e-mail address which is shown in the register of members.

(b) Service by Post

Where a document is properly addressed pre-paid and posted to a member as a letter that document shall, unless the contrary is proved, be deemed to have been given to that member at the time at which the letter would have been delivered in the ordinary course of post.

(c) Service by Electronic Mail (e-mail)

Where a document is properly forwarded by electronic mail (e-mail) to a member, that document shall be deemed to have been given to the member upon return of an electronic acknowledgement of that document's receipt or, unless the contrary is

proved, be deemed to have been given to that member on completion of that document's successful transmission.

(d) Change of Address

It is the obligation of each member to notify the Secretary in writing of every change in that member's address or email address. The Secretary must promptly record every such change so notified to him or her in the register of members.

ARTICLE 38 – WINDING UP OR CANCELLATION

(a) Disposal of Assets

If, upon the winding up or cancellation of the Club, there remains after payment of all its debts and liabilities any property whatsoever, such property shall not be given or transferred to any member or former member or to any person to be held in trust for any member or former member but shall be given or transferred to such other institution or institutions having objects similar to the objects of the Club as specified in Article 4 of these Rules and whose rules prohibit the distribution of its income and/or property among its members. Such institution or institutions shall be determined by the members of the Club, in consultation with the Governor of the Rotary District in which the Club is then situated, at or before the time of winding up or cancellation and, in default agreement, by application to the Supreme Court of the State for determination.

(b) Recipients of Assets

The institutions referred to in clause a) of this Article shall be confined to institutions and objects approved by the Commissioner of Taxation as qualifying for:

1. Income tax exemption status pursuant to Division 50; and
2. Tax deductibility status pursuant to sub-Division 30-B Section 30-20 (items 1.1.1 and 1.1.2) and Section 30-45 inclusive;

of the Income Tax Assessment Act 1997 (as amended).

(c) Liability of Members

The liability of a member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount (if any) unpaid by the member in respect of membership of the Club as required by Articles 11 and 31.

ARTICLE 39 – CUSTODY OF RECORDS

(a) Except as otherwise provided in these Rules the secretary will keep in the secretary's custody or under the secretary's control all books, documents (including but not restricted to the Minutes of General Meetings, of the Club and Board meetings) and securities of the Club.

(b) Any member is entitled to inspect these Rules, the Register of Members, any Register of Directors, the Minutes of General Meetings and accounting records and

financial statements of the Club upon giving not less than fourteen (14) days prior application to that effect to the secretary. Subject to approval by the Board, which shall not be unreasonably withheld, and allowing for non-disclosure of matters of a personal or confidential nature and subject to such conditions as the Board may require, any member is also entitled to inspect any other records of the Club (including but not restricted to Minutes of the Board meetings) upon giving not less than fourteen (14) days prior application to that effect to the secretary. If so required, the secretary must produce such records for inspection to that member within fourteen (14) days following Board approval.

- (c) Notwithstanding the provisions of paragraphs a) and b) of this Article the then current Board and any director thereof have the same right to inspect any records of the Club as that afforded to boards and directors of corporations pursuant to the *Corporations Act*.

ARTICLE 40 – NOT FOR PROFIT

The property and income of the Club shall be applied solely towards the promotion of the object or purposes of the Club and no part of that property or income may be paid or otherwise distributed directly or indirectly to members of the Club except in good faith in promotion of that object or those purposes.
