

# ROTARY CENTRAL MELBOURNE INC.

## BYLAWS 2020

9/6/2020

Made in accordance with Article 18 of the Constitution

### 1 DEFINITIONS

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**Charter:** The certificate issued by RI authorising the establishment of this club as a member of RI.

**Constitution:** The document by that name last deposited by this club with the Registrar of Incorporated Associations established under the Associations Incorporation Reform Act 2012.

**Corporate entity:** An entity that is incorporated under the *Corporations Act 2001* (Commonwealth), an entity that is incorporated under the Associations Incorporation Reform Act 2012 (Vic) a government owned corporation, a local government established under the *Local Government Act 1983*, but not an Owners Corporation under the *Owners Corporation Act 2006*.

**Active Member:** A person, other than a corporate member, honorary member, associate member, or family member whose membership details are recorded with RI as an active member.

**Honorary Member:** A person, other than an active member, corporate member, associate member, or family member whose membership details are recorded with RI as an honorary member.

**Corporate Member:** A corporate entity that is a member of this club, and represented in this club membership by a primary member and up to two other members, for whom the membership details of its representatives are recorded with RI as active members.

**Associate Member:** A member of this club, other than an active member, corporate member, honorary member, or family member whose membership details are recorded with RI as an honorary member.

**Family Member:** A member of this club, other than an active member, corporate member, associate member, or honorary member, whose membership details are recorded with RI as an honorary member.

Where a term is defined in the Constitution, that definition is adopted here

### 2 KINDS OF MEMBERSHIP

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2.1 In accordance with Article 8 of the Constitution, this club offers the following kinds of membership that are reported to RI as 'active':

(a) *Active Membership*

(i) *Eligibility for Active Membership.*

An adult person is eligible for membership if that person:  
demonstrates good character, integrity, and leadership; possesses

good reputation within their business, profession, occupation, and/or community; and is willing to serve in their community and/or around the world and having that person's place of business or residence located in the locality of the club or the surrounding area. A member moving from the locality of the club or the surrounding area may retain membership in the club where the member's board grants such permission and said member continues to meet all conditions of club membership.

(ii) *Number.* There is no limit to the number of active members of this club.

(b) *Corporate Membership*

(i) *Eligibility for Corporate Membership.* Corporate entities that are of good repute in the business, professional or community sectors, with their principal place of business in the locality of this club or the surrounding area, and willing to serve the community through the work of RI and this club, may be elected to corporate membership.

(ii) A Corporate Member may nominate up to three persons as members of the Club. Each nominee must be otherwise eligible for Active Membership. See By Law 3.2

(iii) *Number.* The number of nominees of corporate members shall not exceed fifteen (15) percent of the active membership of this club.

2.2 In accordance with Article 8 of the Constitution, this club offers the following kinds of membership that are reported to RI as 'honorary':

(a) *Honorary Membership*

(i) *Eligibility for Honorary Membership.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in this club. The term of such

(ii) *Number.* The number of honorary members shall not exceed twenty (20) percent of the active membership of this club.

(b) *Associate Membership*

(i) *Eligibility for Associate Membership.* Persons who are eligible for active membership may be elected to associate membership.

(ii) *Number.* The number of associate members shall not exceed fifteen (15) percent of the ordinary membership of this club.

(c) *Family Membership*

(i) *Eligibility for Family Membership.* Persons who are eligible for active membership, being a spouse (including a de facto spouse), child or grandchild of an active member of this club may be elected to family membership.

(ii) *Number.* Each active member shall be eligible to have up to three associated family memberships.

### **3 MEMBERSHIP RIGHTS AND PRIVILEGES**

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- 3.1 *Active Members.* Active members pay dues as determined by the Board, are voting members of this club, and may stand for election as a Director of this club. No active member of this club is entitled to any rights and privileges in any other Rotary club, except for the right to visit other clubs without being the guest of a Rotarian.
- 3.2 *Corporate Members.* Corporate members pay dues as determined by the Board, and are represented by a primary member who must be a director or senior executive of the corporate entity, and up to two other members who have senior leadership roles in the corporate entity. The primary member and other members are voting members of this club, and may stand for election as a Director of this club. The representatives of a Corporate Member are individually reported to RI as active members. Representatives of a corporate member of this club are not entitled to any rights and privileges in any other Rotary club, except for the right to visit other clubs without being the guest of a Rotarian. A person who represents a corporate member may, on leaving the service of that corporate entity, apply to the Board to be an active member of this club in their own right.
- 3.3 *Honorary Members.* The term of membership of an Honorary Member shall be twelve (12) months, unless the Board otherwise determines at the time of their election to honorary membership.
- 3.4 *Associate Members.* Associate members shall be exempt from the payment of RI and District dues, shall pay club dues as determined by the Board, are voting members of this club only, and may stand for election as a Director of this club only if they first convert their associate membership to an active membership. Persons who have not previously been an active member or representative of a corporate member of a Rotary club, may be an associate member of this club for a period of two (2) years, at the end of which time this club shall convert their membership to an active membership. An associate member may choose to convert their membership to an active membership at any time. Associate members of this club are not entitled to any rights and privileges in any other Rotary club.
- 3.5 *Family Members.* Family members shall be exempt from the payment of RI and District dues, shall pay club dues as determined by the Board, are voting members of this club only, and may stand for election as a Director of this club only if they first convert their family membership to an active membership. A family member may choose to convert their membership to an active membership at any time. Family members of this club are not entitled to any rights and privileges in any other Rotary club.

### **4 METHOD OF ELECTING MEMBERS**

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- 4.1 An active member, a representative of a corporate member, an associate member or a family member of this club may submit the name of a proposed member to the Board. The proposer and the proposed member shall complete a membership proposal form and the proposed member shall be asked for authority for their name, or the name of a corporate entity and its representatives, and proposed classification to be published to this club. The proposed member shall be informed about the membership approval process, the privileges and responsibilities of membership, Rotary International's programs and governance arrangements, and the public liability insurance cover available to this club, its members and volunteers. Every proposal for membership shall be kept confidential except as otherwise provided in this procedure.
- 4.2 A person who is transferring from or is a former active member (other than a

corporate member) of another club may be proposed to membership by the secretary of the person's former club.

- 4.3 The Board shall ensure that a proposed member meets the membership and classification requirements of the Constitution and Bylaws, and the Secretary shall publish the name and classification of the proposed member to this club.
- 4.4 If no active member, representative of a corporate member, associate member or family member of this club submits a written objection, including reasons, to the Board within seven (7) days after the name and classification of a proposed member has been published to this club, that person shall be invited to join this club, and upon payment of the admission fee and relevant pro-rata dues, shall have been elected to membership.
- 4.5 If an objection has been submitted, the Board shall vote on the objection at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee and relevant pro-rata dues, shall have been elected to membership.
- 4.6 On election to membership, the Secretary shall report the new member to Rotary International as active or honorary as these Bylaws provide.
- 4.7 The Board shall approve or reject a proposal for membership within 30 days of its receipt.
- 4.8 The Board shall publish to this club the name of a person proposed for election as an honorary member of this club. If no active member, representative of a corporate member, associate member or family member submits a written objection, including reasons, to the Board within seven (7) days after the name of the proposed honorary member has been published to this club, that person shall have been elected to membership. If an objection has been submitted, the Board shall vote on the objection at its next meeting. If approved despite the objection, the proposed member shall have been elected to membership.
- 4.9 Following the election of a member, the President shall arrange for that person, or in the case of a corporate member, its representatives, to be inducted to this club.

## **5 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

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- 5.1 A member of this club must not use information obtained from the register of members of this club to contact, or send material to, another member of this club other than for conducting the business of this club.
- 5.2 A member of this club must not disclose information obtained from the register of members to someone else, knowing that the information is likely to be used to contact another member of this club for purposes other than the business of this club.
- 5.3 The Board may, only with the specific consent of a member of this club, disclose information from the register of members about that member, unless it is required to do so by law.

## **6 BOARD**

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- 6.1 The governing body of this club is the Board consisting of 12 Directors: the President, Immediate Past-president, President—elect, Vice-president, Secretary, Treasurer as officers, and 6 other Directors; and (when applicable) the Chair of a satellite club.

## **7 COMMITTEE PLAN AND FUNCTIONS**

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- 7.1 The Board shall, each year, approve a Committee Plan that enables this club to be

active in the five Avenues of Service.

- 7.2 The Committee Plan shall identify the standing committees of this club by name, and describe the scope of the activities for which each is responsible.
- 7.3 In April of each year, the President-elect, President, and Immediate Past-president shall review the current Committee Plan, and submit a plan for the coming year to the Board for approval.

## **8 STANDING AND OTHER COMMITTEES**

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- 8.1 The standing committees are responsible for carrying out activities that will achieve the annual program and strategic goals of this club.
- 8.2 Each standing committee is to be chaired by a member of the Board.
- 8.3 The President-elect, prior to taking office as President, is responsible for appointing the chairs and members of standing committees.
- 8.4 Committee members may be appointed to the same committee for more than one year to ensure continuity and consistency.
- 8.5 The President is *ex officio* a member of each standing committee.
- 8.6 Each standing committee shall conduct its activities within the scope of business set out in the Committee Plan; and in accordance with the scope of such other business as is delegated to it by the Board.
- 8.7 Each standing committee chair shall be responsible for regular meetings of the committee; establishment and implementation of an action plan for the work of the committee, and regularly reporting to the Board and this club.
- 8.8 A standing or other committee must only incur expenditure and liabilities on behalf of this club with the specific approval of the Board.

## **9 MEETINGS**

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- 9.1 *Regular Meetings -Day and Time.* This club meets on Tuesday at 7.20am for a 7.40am start. The location for, business conducted at and the form of the regular meeting shall be as determined by the Board.

## **10 RESOLUTIONS**

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The members of this club shall not decide any resolution or motion to commit this club on any matter until it has been considered by the Board. Any resolution or motion offered by a member at a club meeting, shall be referred to the Board for consideration.

## **11 FUNDS AND ACCOUNTS**

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- 11.1 The income and property of this club shall be used solely to promote the Object of Rotary, the Five Avenues of Service, and the exercise of the powers of this club.
- 11.2 Prior to the beginning of each year, the incoming Board shall prepare and approve a budget of estimated income and expenditures, which shall stand as the limit of expenditures, unless varied by the Board. The budget shall be prepared in two parts: one for club operations and one for charitable/service operations.
- 11.3 A copy of the budget, and any variations approved by the Board, shall be made available to the members of this club.

- 11.4 The funds of this club shall be kept in a financial institution decided by the Board. The Treasurer shall maintain separate accounts, in the name of this club, for club operations and charitable/service operations.
- 11.5 Funds received by this club shall be deposited in the relevant account as soon as practical after receipt.
- 11.6 All expenditure and financial commitments must be approved by the Board in advance, or ratified at a subsequent Board meeting.
- 11.7 All payments shall be by cheque or electronic funds transfer authorised by the Treasurer and one other Director.

## **12 DUES**

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- 12.1 The annual dues payable by each kind of member, other than members of a satellite club, shall be the amount decided by the members of this club with the advice of the Board.
- 12.2 The annual dues payable by a member of a satellite club shall be the amount decided by the members of a satellite club with the advice of its board.
- 12.3 Dues shall be payable annually on the first day of July, or semi-annually on the first day of July and the first day of January.
- 12.4 Dues for a member joining this club during any semi-annual period shall be pro-rated for the period of membership.
- 12.5 Dues for membership, whether paid annually or semi-annually, are to be paid in advance of the date on which they are payable.

## **13 SATELLITE CLUB**

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*The provisions below are supplemental to those provisions in the Constitution dealing with satellite clubs. To the extent of any inconsistency, the provisions of the Constitution prevail.*

- 13.1 *Establishment.* Having regard to a report demonstrating need and viability, establishment of a satellite club may be approved by the members of this club at a General Meeting called for that purpose, a quorum being present, by a majority of voting members present. This club, once approval has been granted by its members, shall be the sponsor club of a satellite club. A satellite club shall continue in existence, until such time as the satellite club is admitted into membership of RI as a Rotary club; or its dissolution is agreed between the satellite club and this sponsor club.
- 13.2 *Purpose.* The purpose of a satellite club is to extend the work of Rotary in the community by pursuing the Object of Rotary, carrying out successful service projects based on the Five Avenues of Service, contributing to the advancement of Rotary by enlarging membership, supporting the Rotary Foundation, and developing leaders in Rotary and the wider community.
- 13.3 *Applicable Constitution and Bylaws.* Members of a satellite club are subject to and bound by the Constitution and Bylaws of this club, until such time as a satellite club is admitted into membership of RI as a Rotary club.
- 13.4 *Meetings.* A satellite club shall hold regular meetings at a place, time and day decided by its members, other than at the meeting time of this club. Annual general meetings and general meetings of a satellite club shall be conducted as if they were annual general meetings and general meetings of this club. Arrangements for the conduct of regular club meetings are for the members of a satellite club to determine.

- 13.5 *Membership.* Persons who meet the general qualifications and the qualifications for active, corporate, associate and family membership may be elected to membership of a satellite club. Members of a satellite club shall be elected to membership and classified in the same manner as if the board and members of a satellite club were the Board and members of this club.
- 13.6 *Attendance.* The attendance requirements for a member of a satellite club are the same as those for this club.
- 13.7 *Dues.* Dues payable by the members of a satellite club are payable to the treasurer of the satellite club, who shall remit to the Treasurer of this sponsor club the portion payable to RI and District for active members and the representatives of corporate members.
- 13.8 *Satellite Club Board.* The governing body of a satellite club is a board consisting of a minimum of eight members; the chair, immediate past-chair, chair-elect, a secretary, a treasurer and four (4) to six (6) other members drawn from the members of the satellite club.
- 13.9 *Election of Satellite Club Board.* The election of the Board of a satellite club shall be conducted as if it was an election for the Board of this club.
- 13.10 *Duties of Satellite Club Board.* It is the duty of a satellite club board to exercise general control over and management of the affairs, property and funds of the satellite club, ensure the safe custody of books, documents, instruments of title and securities as may be in the possession of the satellite club, and seek guidance from the Board of this sponsor club.
- 13.11 *Terms of Office.* Except for the chair, members of the Board of a satellite club shall serve a term of office of one (1) year, or until a successor has been duly elected and qualified. Members of the board are eligible to stand for election for further terms of office. The chair of a satellite club shall be elected not less than eighteen (18) months prior to the day of taking office, except in the case of the first chair-elect, and shall serve as chair-elect upon election.
- 13.12 *Funds and Accounts*
- (a) The income and property of a satellite club shall be used solely to promote the Object of Rotary, the Five Avenues of Service, and the exercise of the powers of the satellite club.
  - (b) Prior to the beginning of each year, the incoming board of a satellite club shall prepare and approve a budget of estimated income and expenditures, which shall stand as the limit of expenditures, unless varied by the board. The budget shall be prepared in two parts: one for club operations and one for charitable/service operations.
  - (c) A copy of the budget, and any variations approved by the board, shall be submitted to the Board of this sponsor club, and made available to members of a satellite club.
  - (d) The funds of the satellite club shall be kept in a financial institution decided by the board of the satellite club, and approved of by the Board of this club. The treasurer of the satellite club shall maintain separate accounts, in the name of the satellite club, for club operations and charitable/service operations. The President and Treasurer of this sponsor club must be signatories to and capable of authorising transactions, in the absence of capacity by a satellite club, on any account operated at a financial institution by a satellite club of

this sponsor club.

- (e) Funds received by a satellite club shall be deposited in the relevant account as soon as practical after receipt.
- (f) All expenditure and financial commitments must be approved by the board of a satellite club in advance, or ratified at a subsequent board meeting.
- (g) All payments shall be by cheque or electronic funds transfer authorised by the treasurer and one other member of the board of a satellite club.
- (h) A satellite club shall use the same accounting system as this sponsor club.
- (i) The financial transactions, and annual statements of account of a satellite club shall be submitted to the Treasurer of this sponsor club for incorporation into consolidated annual statements of accounts. The financial transactions and annual statements of the satellite club shall be reviewed each year as part of the review of the financial transactions and statements of account of this club as required by the Act.
- (j) In the event that the satellite club is dissolved, the funds and property of the satellite club shall revert to this sponsor club.

13.13 *Reporting.* The board of a satellite club shall, within fourteen (14) days of the last day of each month, report to the Board of this sponsor club, its financial performance for the month including income, expenses, commitments made for which the satellite club is financially liable, in the form of a profit and loss statement, balance sheet, cash flow projection and statement of commitments.

## **14 AMENDMENTS**

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- 14.1 These Bylaws may be amended at any regular meeting of this club, a quorum being present, by a two-thirds majority of voting members present; provided that notice of the meeting and a copy of the proposed amendment has been communicated in writing to each member of this club at least fourteen (14) days before the meeting.
- 14.2 No amendment or addition to these Bylaws can be made which is not in harmony with the Constitution of this club, and with the RI constitution and bylaws.

**Note 1: There are 14 Articles to these Bylaws.**

**Note 2: This document was adopted by the Rotary Central Melbourne at a general meeting held on 9/6/2020.**