

## **Bylaws of the Rotary Club of North Ryde Incorporated**

### **Article 1 Definitions**

1. Board: The board of directors of this club.
  2. Director: A director on this club's board.
  3. Member: A member, other than an honorary member, of this club.
  4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
  5. RI: Rotary International.
  6. Year: The 12-month period beginning 1 July.
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### **Article 2 Board**

The governing body of this club is the Board consisting of eight members of this club, namely, the president, immediate past president, president-elect (or president-nominee, if no successor has been elected), secretary, treasurer and three directors elected in accordance with Article 3, Section 1, of these bylaws. As a minimum, in a circumstance of low club membership, the Board is to consist of five members of this club.

### **Article 3 Elections and Terms of Office**

**Section 1** — At least one month prior to elections, members at a regular meeting may nominate candidates for vacancies in the positions of; president, vice president, secretary, treasurer and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be voted for at the Annual General Meeting. The candidate for president elected shall be the president nominee and serve as a director 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. In the absence of sufficient nominations to fill all positions, the position of secretary and/or treasurer may be combined with other Board positions except that of president.

**Section 2** — The candidate who receives a majority of the votes for each office is declared elected to that office.

**Section 3** — If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

**Section 4** — If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

**Section 5** — The terms of office for each role are:

President — one year

*The term of office for a club president is specified as one year in the Standard Rotary Club Constitution. When a successor is not elected, the current president's term can be extended for up to one year.*

There is no maximum number of consecutive terms for which any Board member may hold office other than President.

#### **Article 4 Duties of the Officers**

**Section 1** — **The president** presides at club and board meetings and to perform other duties as ordinarily pertain to the office of president.

**Section 2** — **The immediate past president** serves as a director on the club board.

**Section 3** — **The president-elect** prepares for his or her year in office and serves as a director.

**Section 4** — **The secretary.** It shall be the duty of the secretary to:

- (a) keep membership records;
- (b) send out notices of club, board, and committee meetings;
- (c) record and preserve the minutes of such meetings:
  - (i) minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting;
  - (ii) the signature of the chairperson may be transmitted by electronic means for the purposes of sub-clause (c)(i);
- (d) report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period;
- (e) report changes in membership;
- (f) collect and remit RI official magazine subscriptions; and
- (g) perform other duties as usually pertain to the office of secretary.

## **Section 5 — The Public Officer**

- (a) For the purpose of the Associations Incorporation Act 2009, the Secretary of the club shall also be the Public Officer unless the Board by resolution appoints some other Member to that position.
- (b) Except as otherwise provided by these bylaws, the Public Officer shall keep custody or control all records, books and other documents relating to the club.
- (c) The records, books and other documents of the club shall be open to inspection, free of charge, by a Member of the club at any reasonable hour in hard copy form or if appropriate electronic form.
- (d) For the purposes of Associations Incorporation Act 2009, the Public Officer shall:
  - (i) keep a register in written or electronic form of the members of the Board including the particulars prescribed by section 29,
  - (ii) establish and maintain a register of members of the Club (whether in written or electronic form) specifying the name and postal, residential or email address together with the date on which they became a member;
  - (iii) keep the registers at his or her residential address,
  - (iv) if the Club has ceased to exist, keep the registers for a period of 5 years after the Club has ceased to exist,
  - (v) make available a current electronic copy (or hard copy if appropriate) of the registers to be inspected by any person without payment of any fee, at all reasonable hours,
  - (vi) lodge documents with the Commissioner for Fair Trading as required by section 45 in consultation with the Board and Treasurer

## **Section 6 — The treasurer:** It shall be the duty of the treasurer to

- (a) have custody of all funds,
- (b) account for all funds to the club annually and at any other time upon demand by the Board,
- (c) perform other duties as pertains to the office of treasurer,
- (d) upon retirement from office, hand over to the incoming treasurer or to the president all funds, books of accounts, or any other club property, and
- (e) as soon as practicable after the end of each financial year, cause financial statements and an audit reports thereof to be prepared and presented to the Board, the Annual General Meeting and the Commissioner for Fair Trading as required by sections 47, 48 and 49 of the Associations Incorporation Act 2009 and sections 22 and 24 of the Charitable Fundraising Act 1991.

**Section 7 — The sergeant-at-arms** maintains order in club meetings and other duties as may be prescribed by the president or the board.

**Section 8 — A director** attends club and board meetings and may perform additional duties as assigned.

*Rotary Club Manuals detail the roles and responsibilities of club officers.*

## **Article 5 Meetings**

**Section 1** — An annual meeting of this club shall be held no later than 31 December at which time the election of officers and directors to serve for the ensuing year shall take place together with the items of business referred to in Article 18 below.

### **Section 2 — Regular Weekly Meetings**

(a) The regular meetings of this club are held on Friday at 7.15 am on at least three Fridays in one month.

(b) As allowed by Article 7 of the Constitution, Article 7, Section 1 (d) thereof is amended to read as follows:

**Cancellation.** The board may cancel a regular meeting for any reason. The Board must ensure that this Club meets at least twice per month.

(c) Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club.

(d) As allowed by Article 7 of the Constitution, Article 10 of the Constitution is deleted and the following Article is substituted:

### **Section 3 — Attendance**

(a) It is the expectation of this Club that Members will try to participate in one half of all Club meetings, Committee Meetings, Social and Project events.

(b) It is the wish of this Club that Members take the opportunities to attend and participate in meetings and events of RI, Rotary Districts other Rotary, Rotaract and Interact Clubs, the Rotary Leadership Institute and involves themselves in online and other research and activities regarding Rotary.

(c) As allowed by Article 7 of the Constitution, Article 13, Section 4 of the Constitution is deleted.

**Section 4 — Quorum.** One-third of the membership shall constitute a quorum at the annual and regular meetings of this club

### **Section 5 — Board Meetings**

Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the president or upon the request of two (2) directors.

### **Section 6 — Quorum at Board Meetings.**

A majority of the Board Members shall constitute a quorum of the Board

## **Article 6 Method of Voting**

The business of this club is conducted by voice vote or show of hands. Resolutions are carried by simple majority of those attending except as provided for in certain Special Resolutions such as amending these bylaws or merging with another club when 75% of attending members must vote for the resolution.

## **Article 7 Fees and Dues**

**Section 1** — As determined from time to time by the Board, an admission fee may be required to be paid before an applicant can qualify as a member. The amount of this fee is to be appended to these bylaws.

**Section 2** — Membership dues shall consist of RI per capita dues, subscription fees to Rotary Down Under, district per capita dues, club annual dues, and any other Rotary or district per capita assessment. The incoming Board shall determine club annual dues before the first day of July following their election and the amount is to be appended to these bylaws. Membership dues shall be payable either in full within two weeks of the first day of July or in two six-monthly equal installments payable within two weeks of the first day of July and the first day of January.

## **Article 8 Five Avenues of Service**

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

## **Article 9 Committees**

### **Section 1 - General**

- (a) Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service.
- (b) The President-Elect, President, and immediate Past President should work together to ensure continuity of leadership and succession planning.
- (c) When feasible, committee members should be appointed to the same committee for up to three years to ensure consistency and continuity.
- (d) The President-Elect is responsible for appointing committee members to fill vacancies and conducting planning meetings with the incoming board prior to the start of their year in office.
- (e) The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (f) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the President or the

Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made and approved by the Board.

- (g) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

## **Section 2 – Leadership Committees**

### **(a) Club Administration**

- (i) This committee should conduct activities associated with the effective operation of the club.
- (ii) The chairperson of the Club Service Committee shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club Service.
- (iii) The Club Service committee shall consist of the Director of Club Administration and the officers appointed on particular phases of Club Service
- (iv) The President shall, subject to the approval of the Board, appoint the following Officers on particular phases of Club Service as are considered necessary:
  - Club Bulletin,
  - Fellowship activities,
  - Program,
  - Classifications,
  - Insurance,
  - Child Protection, and
  - Rotary Information.
- (v) where feasible and practicable in the appointment of Club Officers, there should be provision for continuity of office.

### **(b) The Rotary Foundation (or Chairperson)**

This committee/ or Chairperson should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

## **Section 3 – Operational Committees**

- (a) The President may, subject to the approval of the Board, appoint the following standing Operational committees:

- Vocational Service Committee
- Community Service Committee
- International Service Committee
- Youth Service Committee

- (b) The President may, subject to the approval of the Board also appoint such committees on particular phases of Club Service, Vocational Service, Community Service, International Service and Youth Service as are considered necessary.
- (c) The Vocational Service, Community Service, International Service and Youth Service Committees shall each consist of a chairman and not less than two (2) other members.
- (d) Additional ad hoc committees may be appointed as needed.

## **Article 10 Duties of Committees**

The duties of all committees shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall reference to appropriate RI materials.

Each committee shall have a specific mandate, clearly defined goals and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the President-Elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals and plans for presentation to the Board in advance of the commencement of the year as noted above.

## **Article 11 Finances**

**Section 1** — Prior to each fiscal year starts, the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

### **Section 2**

- (a) The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into at least two accounts: one for club operations and one for service projects.
- (b) The funds of the Club shall be derived from annual membership dues, donations and, subject to any resolution passed by the club in general meeting, such other sources as the Board determines.
- (c) The Club shall as soon as practicable after receiving money, issue an appropriate receipt.
- (d) Subject to any resolution passed by the Club in general meeting, the funds of the Club shall be used in pursuance of the objects of the Club in such manner as the Board determines

**Section 3** — Two Board members must approve payment of club bills. All bills shall be paid by the Treasurer or other authorized officer and such payments must be approved by the Board. Such approval can occur after the payments have been made. There shall

be a minimum of four authorized bank signatories, who are current Board members.

**Section 4** – As soon as practicable after the end of each financial year, the Board:

- (a) must cause financial statements for that year to be prepared in relation to the club's financial affairs (including its affairs as trustee of any trust), and
- (b) must cause the financial statements to be audited in time for them to be submitted to the club's next annual general meeting, such audit to be in compliance with requirements of the Associations Incorporation Act 2009. An annual financial statement of the club shall be provided to club members

**Section 5** – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of Members' dues shall be divided into two (2) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the Club on those dates.

**Section 6** - The income and property of the Club however derived shall be applied solely toward the promotion of the objectives of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the club, provided that nothing herein shall prevent the payment in good faith of reasonable and proper rent for premises let by any Member of the club or reimbursement of expenses paid for by Club members.

## **Article 12 Child Protection (Working with Children Act) 2012**

**Section 1** – The Club shall comply with such of the provisions of the Child Protection (Working with Children Act) 2012 and the regulations thereunder as are applicable to it.

**Section 2** – Every Member should obtain a “Working With Children Check Clearance” in accordance with the Child Protection (Working with Children Act) 2012. If a Member does not obtain such a Clearance, they must not have any contact with children in the course of their membership activities of the Club.

## **Article 13 Insurance**

**Section 1** - The Club shall effect and maintain insurance through District 9685 in accordance with the Australian Rotary National Insurance Program.

**Section 2** - In addition to the insurance required under Section 1 of this Rule, the Club may effect and maintain other insurance.

## **Article 14 Charitable Fundraising Act 1991**

**Section 1** - This Article applies whilst the Club holds a fundraising authority under the Charitable Fundraising Act, 1991.

**Section 2** - The Club shall comply with such of the provisions of the Charitable Fundraising Act, 1991 and the regulations thereunder as are applicable to it.

**Section 3** - A member of the Board shall not be appointed to any salaried office of the Club or any office of the Club paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Club to any member of the Board except:

- (a) repayment of out-of-pocket expenses; and
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Club's bankers for money lent to the Club; or
- (c) payment pursuant to a contract authorized by the Board in the absence of the Board member.

**Section 4** - In the event of the Club having a membership of less than five persons then the Club shall be dissolved in accordance with Article 18 hereunder. Upon any winding up or dissolution under Article 20 any Rotary Club to which any property is given or transferred shall be the holder of a fundraising authority under the Charitable Fundraising Act, 1991.

### **Article 15 Method of Electing Members**

**Section 1** — A member shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

**Section 2** — The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

**Section 3** — The Board shall approve or disapprove the candidate's membership within 30 days and shall notify the proposer of its decision. If approved, the Board shall notify the Club Members on a confidential basis through the Secretary of its decision.

**Section 4** — 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 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 shall be considered to be elected to membership.

**Section 5** — If any such objection has been filed with the board within seven (7) days, the Board shall vote on this matter at its next meeting. If the nomination is approved despite the objection, the procedure set out in Section 4 above will be followed.

**Section 6** — Following the election of a new Member, 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 another Member to assist with the new Member's assimilation to the club as well as assign the new Member to a Club committee.

**Section 7** — Every new Member will be encouraged to attend the Rotary Leadership Institute. The Board may make provision for the Club to meet the fees of such attendance.

**Section 8** – The Club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

**Section 9** – This Club will consider offering associate, corporate, family or other membership types, but such will have to be approved by the Club by way of amendment to these Bylaws.

### **Section 10 – Corporate Membership**

Recognizing the growing importance that businesses place on corporate social responsibility, the club has created a corporate membership option. Corporations can take part in projects that give back to the community through Rotary's well-organized structure.

The Rotary Club of North Ryde Inc. offers a corporate membership program for businesses, professional practices, government entities and educational institutions.

1. **Qualifications.** The employees of any business are eligible for corporate membership in the Rotary Club of North Ryde Inc.
2. **Members.** Subject to the approval of the club's board, the business designates employees to serve as members of the Rotary Club of North Ryde Inc. and may appoint up to three people to be primary members or alternates.
3. **Attendance.** Attendance and participation requirements of the club may be met by any of the members. All members (primary and alternates) are entitled to attend any regular meeting of the club or any other Rotary club as determined by the club.
4. **Dues.** Dues for the corporation are the same as for ordinary members. Should more than one corporate member attend the same Rotary meeting, the additional members will be required to cover the cost of their meals.
5. **RI registration.** Primary corporate members for whom RI dues have been paid are registered as active members in Rotary's database. They will be listed as official members of the club and noted in the roster as primary corporate members of the named business. Alternate corporate members for whom RI dues have not been paid are not listed on the club roster in Rotary's database.
6. **Votes and quorum.** For the purpose of general meetings and club matters, the primary corporate member is eligible to vote. Since the corporation has one primary member that is reported as an active, RI dues-paying member, it will have only one vote which will be made by the designee attending the meeting at which the vote is taken.
7. **Holding office.** Any RI dues-paying member listed in Rotary's database, which includes the primary corporate member, is eligible to hold office. Alternates who do not pay RI dues are not eligible.

**Section 10** – There is no prohibition on a Rotaractor being a member of this Club at the same time as they are a member of a Rotaract Club.

## **Article 16 Resolutions**

Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

## **Article 17 Order of Business at Ordinary Meetings**

Meeting called to order.

Welcome and introduction of visitors.

Correspondence, announcements and Rotary information.

Committee reports if any.

Any unfinished business.

Any new business.

Sergeant-at-arms (if agreed to have a sergeant-at-arms)

Address or other program features.

Closure and advice of next meeting.

## **Article 18 Procedure at General Meetings**

### **Section 1 - Annual General Meetings:**

In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and any special general meeting held since that meeting;
- (b) to receive from the Board, reports upon the activities of the Club during the last preceding financial year;
- (c) to elect the President-Elect and Directors of the Club in accordance with Article 3 of these bylaws;
- (d) to receive and consider the financial statements and audit report as required by Article 11 Section 4 above.

### **Section 2 - Notice of special resolutions:**

Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be placed in the club bulletin, specifying the place, date and time of the meeting, and the resolution(s) proposed to be put.

### **Section 3 - Special Resolutions:**

A resolution of the Club is a special resolution if:

- (a) it is passed by a majority which comprises not less than three-quarters of such Members of the Club as, being entitled under these bylaws so to do, vote in person at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution was given in accordance with these bylaws: or
- (b) where it is made to appear to the Commissioner for Fair Trading that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) the resolution is passed in a manner specified by the Commissioner.

#### **Section 4 – Quorum:**

If within half an hour of the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and at the same place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting the Members present (being not less than 3) shall constitute a quorum.

#### **Section 5 - Presiding member:**

The President or, in the president's absence the President - Elect, shall preside as chairman at each general meeting of the Club. If the President and President - Elect are absent from a general meeting or are unwilling to act, the Members present shall elect one of their number to preside as chairman of the meeting.

#### **Section 6 - Voting**

- (a) Upon any question arising at a general meeting of the club, a Member has one vote only and all votes shall be given personally and may not be given by proxy. A Member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the club has been paid.
- (b) In the case of an equality of votes on a question at a general meeting, the chairman of the meeting is entitled to exercise a second or casting vote.

#### **Article 19 Amendments**

These Bylaws may be amended at any regular club meeting. Changing the club bylaws requires that written notice be sent to each member **10 days** before the meeting, that a quorum be present for the vote, and that two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

**Section 1** - These bylaws may be amended at any regular meeting, a quorum being present, by a special resolution.

**Section 2** - No amendment or addition to these bylaws can be made which is not in

harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.

**Section 3** – Any amendment to these bylaws or the Standard Rotary Constitution will be advised by the Secretary to the Commissioner of Fair Trading within 1 month pursuant to section 10 of the Associations Incorporation Act 2009.

#### **Article 20    Dissolution**

The club shall not be dissolved except at a general meeting of the Club specially convened for the purpose and by a Special Resolution. If upon the winding up or dissolution of the Club there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Club but shall be given or transferred to some other Rotary Club which shall also prohibit the distribution of its or their property among its or their members.