

# **ROTARY CLUB STANDARD CONSTITUTION AND RECOMMENDED BYLAWS (2010 Edition) ("RULES")**

**NAME: ROTARY CLUB OF PORT MACQUARIE  
SUNRISE INCORPORATED**

**DATE ADOPTED: \_\_\_\_ October 2012**

This is the annexure of 26 pages marked "A" referred to in the Notice of Alteration of Objects or Rules. Signed by me and dated .

Signed.....(PUBLIC OFFICER)

The Rules of Rotary Club of Port Macquarie SunriseInc. as amended are in accordance with Section 25 of the Act and contain those matters specified in Schedule 1, of the Associations Incorporation Act 2009.

Signed.....(PUBLIC OFFICER)

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# CONSTITUTION AND BYLAWS OF THE ROTARY CLUB OF PORT MACQUARIE SUNDRISE INC

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(The bylaws of Rotary International provide that the club, while admitted to membership in RI shall adopt this prescribed standard club constitution)

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## **CONSTITUTION OF THE ROTARY CLUB OF PORT MACQUARIE SUNRISE INCORPORATED**

(The bylaws of Rotary International provide that each club admitted to membership in RI shall adopt this prescribed standard club constitution).

### **ARTICLE 1    Definitions**

As used in this constitution, 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 this incorporated association ("club") shall be as set out at item 1 of the Schedule.

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

In so far as the provisions of the law of the state of New South Wales and country of Australia, under which the club is incorporated, shall permit, the club shall operate in a manner consistent with the constitution and by-laws of Rotary International.

This incorporated association shall have the authority to adopt such by-laws as may be consistent with the purposes enumerated herein and consistent with the law of the state of New South Wales and country of Australia, under which the club is incorporated.

### **ARTICLE 3    Locality of the Club**

The Locality of this club is as set out at item 2 of the schedule.

### **ARTICLE 4    Object**

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

First: The development of acquaintance as an opportunity for service;

Second: High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;

Third: The application of the ideal of service in each Rotarians 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.

1. Club Service, the first Avenue of Service, involves action a member should take within this club to help it function successfully.
2. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles.
3. Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality.
4. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.
5. 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 at the time provided in the bylaws.
- (b) Change of Meeting: For good cause, the board may change a regular meeting to any day during the period 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, including a commonly recognised holiday, if it falls on a legal holiday or in case of the death of a club member, or of an epidemic or of 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

this club should not fail to meet for more than three consecutive meetings.

## **Section 2 - Annual Meeting**

An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.

## **ARTICLE 7 Membership**

### **Section 1 - General Qualifications.**

This club shall be composed of adult persons of good character and good business and professional reputation.

### **Section 2 - Kinds.**

This Rotary 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 in this club.

### **Section 4 - Transferring or Former Rotarian.**

A member may propose to active membership a transferring member or a former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding area. The transferring or former member of a 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 club membership temporarily exceeding the classification limits.

### **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 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.

(b) Rights and Privileges. Honorary members shall be exempt from the payment 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 and privileges in any other club, except for 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 to

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 to 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 or profession. The classification shall be that which describes the principal and recognised activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognised business or professional activity.

(b) Correction or Adjustment - If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of the 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 a person 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 percent 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 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 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such an action was reasonable, or makes up for an absence in any of the following ways:

- (a) **14 Days Before or After the Meeting.** If, within fourteen (14) days before or after the regular time for that meeting, the member
- (1) attends at least 60 percent of the regular meeting of 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 directors of RI, a Rotary multizone 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 and 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 such 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 the 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 engaged in a district-sponsored or RI or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or

(6) engaged in Rotary business duly authorised 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 Absences.** 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 to be good and sufficient. Such excused absences shall not extend for longer than twelve months.

(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 the bylaws 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, all of whom shall be members of the board, and a secretary, a treasurer, and service directors, who may or may not be members of the board as the bylaws shall provide.

### **Section 5 – Election of Officers**

- (a) **Terms of Officers other than President.** Each officer shall be elected as provided in the bylaws. Except for the president, each officer shall take office on 1 July immediately following election and shall serve for the term of office or until a successor has been elected and qualified.
- (b) **Term of President.** The president shall be elected as provided in the bylaws, not more than two (2) years but 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. The nominee having served as president shall then take the position of (immediate) past president for the term of the succeeding president (1 year)
- (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 a club president. In such event, the current president shall continue to serve as club president 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 an admission fee and annual dues such sums as prescribed in the bylaws, 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 the existence of the 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 membership 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 be reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may 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 percent of club regular meetings in each half of the year;

(2) attend at least 30 percent of this club's regular meetings in each half of the 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 this 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 in 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 active 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 special business shall be given to every member. Only members shall be present when the appeal is heard.

(c) **Mediation or Arbitration.** The procedure utilised 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 provided 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 this 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 the club.

#### **Section 10 - Temporary Suspension.**

Notwithstanding any provision of this constitution, if in the opinion of the board

- (a) credible accusations have been made that a member has refused or neglected to comply with this constitution, 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 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; 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 upon 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 to 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 or to the magazine approved and prescribed for this club by the board of directors of RI. 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 Constitution 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 the constitution and bylaws of the club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of the constitution and 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 within twenty-one (21) days after receipt of the request for mediation or arbitration.

**Section 3 – Mediation.** The procedure for such mediation shall be that recognised by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognised expertise covers 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 this constitution, embodying additional provisions for the government or this club. Such bylaws may be amended from time to time as therein provided.

**ARTICLE 18 Interpretation.** Throughout this constitution, 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 Amendments**

**Section 1 – Manner of Amending.** Except as provided in section 2 of this article, this constitution may be amended only by the council on legislation in the same manner as is 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 the constitution shall be amended at any regular meeting of this club, a quorum being present by the affirmative vote of not less than two-thirds 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 ten (10) 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 RI board regarding the proposed amendment.

## **BYLAWS OF THE ROTARY CLUB OF \*\* INCORPORATED**

### **ARTICLE 1    Definitions**

1.     Act: The Associations Incorporation Act, 2009 (NSW).
2.     Board: The Board of Directors 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.     Public Officer: As defined in the Act.
6.     RI: Rotary International.
7.     Regulation: The Associations Incorporation Regulation, 2010 (NSW).
8.     Special Resolution: As defined by S.39 of the Act.
9.     Year: The twelve-month period that begins on 1 July.

### **ARTICLE 2    Board**

The governing body of this club shall be the board consisting of the number of members of this club, as set out in Item 4 of the Schedule namely the directors elected in accordance with article 3, section 1, of these bylaws, the president, immediate past president, president-elect, secretary and treasurer.

### **ARTICLE 3    Election of Directors and Officers**

**Section 1** - At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for president (3 year role), secretary, treasurer, and the directors being such number as set out at Item 3 of the Schedule. 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 have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The number of candidates for director being such number as set out at Item 3 of the Schedule receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee and serve as a 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. The president shall serve a third year as (immediate) past president.

The club may elect to take joint nominations as recommended by the Board for positions of Club Directors or Officers. Such nominations shall be considered a single nomination for such position and shall have only the rights of such position as if it were held by a single person. Election process for a joint nomination will be as if it were a single nomination.

**Section 2** - The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one month after their election, the board of directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

**Section 3** - A vacancy in the board or any office shall be filled by action of the remaining

directors. For the purpose of these bylaws, a vacancy in the office of a member of the board occurs if the member:-

- i. dies; or
- ii. ceases to be a member of the club; or
- iii. becomes an insolvent under administration within the meaning of the corporations law; or
- iv. resigns office by notice in writing given to the secretary; or
- v. is removed from office; or
- vi. becomes a mentally incapacitated person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- vii. is absent without consent of the board from all meetings of the board held during a period of 6 months.

**Section 4** - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

#### **ARTICLE 4    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 such other duties as ordinarily pertain to the office of president.

**Section 2 - 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 3 – (Immediate) Past President.** It shall be the duty of the past president to preside at meetings of the club and the board in the absence of the president and to perform such other duties as ordinarily pertain to the office of a past or vice-president.

**Section 4 - Secretary.** It shall be the duty of the secretary to keep membership records; record the attendance at meetings; send out notices of club, board and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semi-annual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has 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 7 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform such other duties as usually pertain to the office of secretary.

**Section 5 - Treasurer.** It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board, and to perform such other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts or any other club property.

**Section 6 - Sergeant-at-Arms.** The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.



## **ARTICLE 5 Meetings**

**Section 1 - Annual Meeting.** An annual meeting of this club shall be held on the day in each year as set out at Item 5 of the Schedule, at which time the election of officers and directors to serve for the ensuing year shall take place.

(Note: Article 6, section 2 of the standard Rotary club constitution provides that "An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.")

**Section 2** - In addition to any other business which may be transacted at an annual meeting, the business of the annual meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual meeting and of any special meeting held since that meeting;
- (b) to receive from the board reports on the activities of the club during the last preceding financial year;
- (c) to receive and consider the financial statements which are required to be submitted to members pursuant to section 48 of the Associations Incorporation Act 2009 (NSW).

**Section 3** - An annual meeting must be specified as such in the notice convening it.

**Section 4** - The regular weekly meetings of this club shall be held on the date and at the time as set out at Item 6 of the Schedule. Due notice of any changes in or cancelling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused by the board of directors of this club, pursuant to article 9, section 3(b) of the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, Article 9, section 1.

**Section 5** - One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 6** - Regular meetings of the board shall be held on the day of each month as set out at Item 7 of the Schedule. 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 7** - A majority of the board members shall constitute a quorum of the board.

**Section 8** - At a meeting of the board, if the president and the past president are absent or unwilling to act such one of the remaining members of the board as may be chosen by the members present at the meeting shall preside.

**Section 9** - Questions arising at a meeting of the board or of any committee appointed by the president in accordance with Article 9 shall be determined by a majority of the votes of

members of the board or of any such committee present at the meeting.

**Section 10** - Each member present at a meeting of the board or of any such committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

**Section 11** - Subject to a quorum being present, the board may act notwithstanding any vacancy on the board.

**Section 12** - Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by such a committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the board or of such a committee.

## **ARTICLE 6    Fees and Dues**

**Section 1** - The admission fee shall be the amount as set out at Item 8 of the Schedule to be paid before the applicant can qualify as a member.

**Section 2** - The membership dues shall be the amount per annum as set out at Item 9 of the Schedule, payable semi-annually on the first day of July and of January, with the understanding that the amount as set out at Item 10 of the Schedule of each semi-annual payment shall be applied to each member's subscription to ROTARY DOWN UNDER magazine.

## **ARTICLE 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. 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. 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 8    Five Avenues of Service**

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

## **ARTICLE 9    Committees**

Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three

years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee or board. Standing committees/delegates should be appointed as follows:

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

Additional ad hoc committees may be appointed as needed.

(a) The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) Each committee shall transact such business as is delegated to it in the 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 to the board and approved by the board.

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

## **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 make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year.

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 Leave of Absence**

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time.

*(NOTE: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorised under the provisions of the standard Rotary club constitution is not computed in the attendance record of the club.)*

## **ARTICLE 12 Finances**

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

**Section 2** - 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** - All bills shall be paid by the treasurer or other authorised officers only when approved by two other officers or directors.

**Section 4** - A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 5** - Officers having charge or control of club funds shall give bond as required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 6** - 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) semi-annual 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 7 -**

(a) The funds of the club shall be derived from admission fees and annual membership dues, donations and, subject to any resolution passed by the club at a regular meeting of the club, such other sources as the board determines.

(b) All money received by the club must be deposited as soon as practicable and without deduction to the credit of the club's bank account.

(c) The club shall as soon as practicable after receiving money, issue an appropriate receipt.

## **ARTICLE 13 Method of Electing Members**

**Section 1** - 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** - 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 proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

**Section 4** - If the decision of the board is favourable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

**Section 5** - If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

**Section 6** - 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** – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the board.

## **ARTICLE 14 Resolutions**

**Section 1** - The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

**Section 2** - A resolution is passed by this club as a special resolution if:

- (a) at a meeting of the club of which notice has been given to the members no later than 21 days before the date on which the meeting is held, or
- (b) in such other manner as the Director-General of NSW Fair Trading may direct, if it is supported by at least three-quarters of the votes cast by members of the club who, under the club's rules, are entitled to vote on the proposed resolution.

**Section 3** - A special resolution shall be required by the club:

- (a) Upon a voluntary winding up;
- (b) In a distribution of surplus property;
- (c) Upon cancellation of incorporation; or
- (d) Upon an amendment to these bylaws.

## **ARTICLE 15 Order of Business**

Meeting called to order.  
 Introduction of visitors.  
 Correspondence, announcements and Rotary Information.  
 Committee reports if any.  
 Any unfinished business.  
 Any new business.  
 Address or other program features.  
 Adjournment.

## **ARTICLE 16 Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a special resolution of the club.

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.

## **ARTICLE 17 Associations Incorporation Act 2009 ("the Act") and other Legislation**

### **Section 1 - Register of Members**

- (a) The public officer of the club must establish and maintain a register of members of the club specifying the name and postal or residential address of each person who is a member of the club together with the date on which the person became a member.
- (b) The register of members shall be kept in New South Wales:
  - (i) at the main premises of the club, or
  - (ii) if the club has no premises, at the club's official address.
- (c) The register of members must be open for inspection, free of charge, by any member of the club at any reasonable hour.
- (d) A member of the club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (e) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (f) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the club or other material relating to the club, or
  - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

**Section 2 - Members' Liabilities.** The liability of a member of the club 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 Article 6 of these bylaws.

**Section 3 – Notice.** Except if the nature of the business proposed to be dealt with at any meeting of the Club requires a special resolution, seven (7) days prior notice of the time, date and place of all general meetings of the Club shall be given to members by publication in the weekly club bulletin and details shall be included of the nature of the meeting, and of

any notices of motion therefore that may have been delivered to the Secretary.

**Section 4 - Notice of Special Resolutions.** A notice required under Article 14 Section 2(a) above must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

**Section 5 – Special Resolutions.** A special resolution may only be passed by the club in accordance with Section 39 of the Act.

**Section 6 – Postal Ballots.** No issue or proposal of the club shall be determined by postal ballot.

**Section 7 - Public Officer.** For the purpose of the Act and the regulations thereunder the secretary of the club shall also be the public officer unless the board by resolution appoints some other person to that position.

**Section 8 - Custody & Inspection of Books**

(a) Except as otherwise provided by these bylaws, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the club.

(b) The following documents must be open to inspection, free of charge, by a member of the club at any reasonable hour:

- (i) records, books and other financial documents of the club,
- (ii) the constitution and these bylaws,
- (iii) minutes of all committee meetings and general meetings of the club.

(c) A member of the club may obtain a copy of any of the documents referred to in this subclause on payment of a fee of not more than \$1 for each page copied.

**Section 9 - Service of Notices**

(a) For the purpose of these bylaws, a notice may be served on or given to a person

- (i) by delivering it to the person personally, or
- (ii) by sending it by pre-paid post to the address of the person, or
- (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice, or
- (iv) in the case of a member of the club, except for a special resolution, by publication in the weekly club bulletin.

(b) For the purpose of these bylaws, a notice is taken, unless the contrary is proved, to have been given or served:

- (i) in the case of a notice given or served personally, on the date on which it was received by the addressee, and
- (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which it was sent produces a report indicating that the notice was sent on a later date, on that date, and
- (iv) in the case of a notice published in the weekly club bulletin, on the day of meeting for which the bulletin was produced.

**Section 10 – Application of Assets and Income**

The assets and income of the club shall be applied exclusively to the promotion of its objects

and no portion shall be paid or distributed directly or indirectly to the club or members except as bona fide remuneration for services rendered or expenses incurred on behalf of the club.

**Section 11 - Winding Up** In the event of the club being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the board in accordance with their powers to any fund, institution or authority which has similar objects and which has rules prohibiting the distribution of its assets and income to its members; and in accordance with the Act.

**Section 12 – Financial Year** The financial year of the club is:

- (a) the period of time commencing on the date of incorporation of the club and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the club, commencing on 1 July and ending on the following 30 June.

## **ARTICLE 18 Charitable Fundraising Act 1991 ("the Fundraising Act")**

**Section 1 – Application** This bylaw applies while the club holds an authority to fundraise for a charitable purpose under the Fundraising Act.

**Section 2 – Compliance** The club shall comply with such of the provisions of the Fundraising Act and the regulations thereunder as are applicable to it.

**Section 3 - Conflict of Laws** Where any conflict arises between the provisions of the constitution or bylaws of the club and the Fundraising Act and the regulations thereunder, the latter shall apply.

**Section 4 - Complaints and Grievances; Mechanism For** In the event of a complaint being made by a member of the public or a grievance received from an employee of the club:-

- (a) The secretary shall, within seven (7) days from the date of receiving the complaint or grievance appoint a time and place where a representative of the club and the complainant shall meet for the purpose of attempting to resolve the complaint. The time for such meeting shall not be more than fourteen (14) days from the receipt of the complaint by the club.
- (b) Where the representative of the club and the complainant cannot reach a satisfactory resolution of the complaint or grievance the parties shall, within seven (7) days from the date of such meeting, submit the complaint or grievance to an independent person to be agreed or in the absence of agreement to be nominated by the governor of Rotary International District 9650. The decision of the independent person so agreed upon or appointed shall be final and binding upon the parties. Each party shall bear its own costs.



## **SCHEDULES**

- |     |  |   |
|-----|--|---|
| 1.  | Name:  | Rotary Club of Port Macquarie<br>Sunrise Inc  |
| 2.  | Locality:  | Port Macquarie NSW  |
| 3.  | Number of Directors:                                 | <p>5 Service Area Directors<br/>Up to 5 Other Directors as<br/>Recommended by the Board<br/>each year (eg Rotary Foundation,<br/>Rotary Lodge, Rotary Hall Etc)</p> <p>Each Director's position may be<br/>filled by more than 1 person jointly<br/>but shall be considered a single<br/>position on the board with rights<br/>attaching as if it were a single<br/>position.</p> |
| 4.  | Number of Members of Board:                          | <p>5 Officers<br/>Up to Ten (10) Directors</p>  |
| 5.  | Day of Annual Meeting:                               | No later then 31 December each<br>year  |
| 6.  | Day and Time of regular weekly meetings:             | Friday 7.15am – 8.15am  |
| 7.  | Day of regular meetings of the Board:                | On the day and at the time<br>determined by the Board at its 1 <sup>st</sup><br>meeting of the year   |
| 8.  | Admission Fee:                                       | Such amount as is determined by<br>the Board from time to time  |
| 9.  | Membership Dues, per annum:                          | Such amount as is determined by<br>the Board at its 1 <sup>st</sup> meeting of the<br>year  |
| 10. | Amount applied to Rotary Down Under<br>Subscription: | Such amount as is determined by<br>RDU from time to time  |