



Standard Rotary Club Constitution – New Zealand

Constitution and Rules of the Rotary Club of

Incorporated

NZBN:

Society No:

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Part A – R.I. Standard Rotary Club Constitution Articles

Note: Changes to Articles 1 to 19 of this Constitution must be consistent with the RI Constitution and Bylaws, and the Rotary Code of Policies

Constitution of the Rotary Club of

Incorporated

Article 1 Definitions

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

Article 2 Name

This organization shall be the Rotary Club of
(Member of Rotary International).

The name of any satellite of this club shall be Rotary Satellite Club of

(A satellite of the Rotary Club of)

Article 3 Purposes

The purposes of this club are to:

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

Article 4 Locality of the Club

The locality of this club is:

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

Note: see also Article 24 in relation to this Club's registered office in New Zealand

Article 5 Object

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

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

Article 6 Five Avenues of Service

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

1. Club Service, the first Avenue of Service, involves action a member should take within this club to help it function successfully.
2. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles and lending their vocational skills to club-developed projects in order to address the issues and needs of society.
3. Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality by striving for positive peace in the community.
4. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and positive peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.

5. Youth Service, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programs that enrich and foster positive world peace and cultural understanding.

Article 7 Meetings

Section 1 — Regular Meetings.

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

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

- (e) *Satellite Club Meeting (When Applicable).* If provided in the bylaws, a satellite club shall hold regular weekly meetings at a day, time, and place decided by its members. The day, time, and place of the meeting may be changed in a way similar to that provided for the club's regular meetings in section 1(c) of this article. A satellite club meeting may be cancelled for the reasons in section 1(d) of this article. Voting procedures shall be as provided in the bylaws.
- (f) *Exceptions.* The bylaws may include provisions that are not in accordance with this section. A club, however, must meet at least twice per month.

Section 2 — Other Meetings.

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

Note: *Further provisions relating to Annual Meetings are specified in Article 25 Section 3.*

Section 3 — Board Meetings. Within 30 days after all board meetings, written minutes should be available to all members.

Note: Further provisions relating to Board Meetings are specified in Article 28 Section 2.

Article 8 Membership

Section 1 — General Qualifications. This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

Section 2 — Types. This club shall have two types of membership, active and honorary. Clubs may create other types in accordance with section 7 of this article. These members are reported to RI as either active or honorary.

Section 3 — Active Members. A person who possesses the qualifications in article 4, section 2(a) of the RI constitution may be elected as an active club member.

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

Section 5 — Prohibited Dual Memberships. No member shall simultaneously

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

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

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

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

Note: Further provisions relating to Membership are specified in Articles 13 and 26.

Article 9 Club Membership Composition

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

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

Article 10 Attendance

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

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

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

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

- (a) traveling with reasonable directness to or from one of the meetings specified in sub-subsection (1)(d)(7);

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

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

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

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

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

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

Article 11 Directors and Officers and Committees

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

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

Section 3 — Board Action Final. In all club matters, the decision of the board is final, subject only to an appeal to the club. However, when the board decides to terminate membership, the member, according to article 13, section 7, may appeal to the club, request mediation, or request arbitration. An appeal to reverse a board decision requires a two-thirds vote of the members present at a regular meeting specified by the board, provided that a quorum is present and the secretary has given notice of the appeal to each member at least five days before the meeting. The club's action on an appeal is final.

Section 4 — Officers. The club officers shall be a president, the immediate past president, a president-elect, a secretary, and a treasurer and may also include one or more vice-presidents, all of whom shall be members of the board. The club officers may also include a sergeant-at-arms,

who may be a member of the board, if the bylaws provide. Each officer and director shall be a member in good standing of this club. Club officers shall regularly attend satellite club meetings.

Note: Further provisions relating to Officers are specified in Article 27 and the Bylaws.

Section 5 — Election of Officers.

- (a) *Terms of Officers other than President.* Each officer shall be elected as provided in the bylaws. Except for the president, each officer takes office on 1 July immediately following election and serves for the term of office or until a successor is elected and qualified.
- (b) *Term of President.* A president-nominee shall be elected as provided in the bylaws, at least 18 months but not more than two years before the day of taking office as president. The nominee becomes president-elect on 1 July in the year before taking office as president. The president takes office on 1 July and serves a period of one year. When a successor is not elected, the current president's term is extended for up to one year.
- (c) *Qualifications of President.* A candidate for president must be a member of this club for at least one year before being nominated, unless the governor determines that less than a full year satisfies this requirement. The president-elect shall attend the presidents-elect learning seminar and the club leadership learning seminar unless excused by the governor-elect. If excused, the president-elect shall send a club representative. If the president-elect does not attend the presidents-elect learning seminar and the club leadership learning seminar and has not been excused by the governor-elect or, if excused, does not send a club representative to these meetings, the president-elect shall not serve as club president. The current president then shall continue to serve until the election of a successor who has attended a presidents-elect learning seminar and club leadership learning seminar or learning deemed sufficient by the governor-elect.

Note: Further provisions relating to Election of Officers are specified in Article 27.

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

- (a) *Satellite Club Oversight.* This club shall provide general oversight and support of a satellite club as deemed appropriate by the board.
- (b) *Satellite Club Board.* For day-to-day governance, a satellite club shall have an annually elected board, drawn from its members and comprising the officers of the satellite club and four to six other members as the bylaws shall provide. The highest officer of the satellite club shall be the chair, and other officers shall be the immediate past chair, the chair-elect, the secretary, and the treasurer. The satellite board shall be responsible for the day-to-day organization and management of the satellite club and its activities, in accordance with Rotary rules, requirements, policies, aims, and objectives, under the guidance of this club. It shall have no authority within, or over, this club.
- (c) *Satellite Club Reporting Procedure.* A satellite club shall annually submit to the president and board of this club a report on its membership, activities, and programs, accompanied by a financial statement and audited or reviewed accounts, for inclusion in this club's reports for its annual general meeting and any other reports that may, from time to time, be required by this club.

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

- (a) Club Administration;
- (b) Membership;
- (c) Public Image;
- (d) Rotary Foundation; and
- (e) Service Projects.

The board or president may appoint additional committees as needed.

Note: Further provisions relating to Committees are specified in Article 27 and the Bylaws.

Article 12 Dues

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

Article 13 Duration of Membership

Note: Further provisions relating to Membership are specified in Articles 8 and 26.

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

Section 2 — Automatic Termination. Membership shall automatically terminate when a member no longer meets the membership qualifications.

(a) *Rejoining.* When a member in good standing has their membership terminated, that person may apply for membership again, under the same or another business, profession, occupation, community service, or other classification.

(b) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term of membership set by the board, unless extended. The board may revoke an honorary membership at any time.

Section 3 — Automatic Termination – RI Board. Membership shall automatically terminate when the RI Board instructs the club pursuant to the process in RI bylaws, section 3.060.

Section 4 — Termination Non-payment of Dues.

(a) *Process.* Any member who fails to pay dues within 30 days after they are due shall be notified in writing by the secretary. If the dues are not paid within 10 days after the notification, the board may terminate membership, at its discretion.

(b) *Reinstatement.* The board may reinstate the former member to membership if the former member requests and pays all debts to this club.

Section 5 — Termination Non-attendance.

(a) *Attendance Percentages.* A member must:

- (1) attend or make up at least 50 percent of regular club meetings or satellite club meetings; engage in club projects, events, and other activities for at least 12 hours in each half of the year; or achieve a proportionate combination of both; and

- (2) attend at least 30 percent of this club's regular meetings or satellite club meetings or engage in club projects, events, and other activities in each half of the year (assistant governors, as defined by the RI board of directors, shall be excused from this requirement).

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

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

Section 6 — Termination — Other Causes.

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

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

Section 7 — Right to Appeal, Mediate, or Arbitrate Termination.

(a) *Notice.* Within seven days after the board's decision to terminate or suspend membership, the secretary shall notify the member in writing. Within 14 days after the notice, the member may give written notice to the secretary of an appeal to the club or a request for mediation or arbitration. The procedure for mediation or arbitration is provided in article 17.

(b) *Appeal.* In the event of an appeal, the board shall set a date for the hearing at a regular club meeting held within 21 days after receipt of the notice of appeal. At least five days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard. The action of the club is final and binding on all parties and shall not be subject to arbitration.

Section 8 — Board Action Final. Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 9 — Resignation. A member's resignation from this club shall be in writing, addressed to the president or secretary. The board shall accept the resignation unless the member owes debt to this club.

Section 10 — Forfeiture of Property Interest. Any person whose club membership is terminated in any manner shall forfeit all interest in any funds or other property of this club if, under local laws, the member acquired any right to them upon joining the club.

Section 11 — Temporary Suspension. Notwithstanding any provision of this constitution, if in the opinion of the board

- (a) credible accusations are made that a member has refused or neglected to comply with this constitution, or is guilty of conduct unbecoming a member or harmful to the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) no action should be taken on the membership of the member, pending the outcome of a matter or an event that the board believes should properly occur first; and
- (d) it is in the best interests of the club to temporarily suspend the member without a vote on the member's membership and to exclude the member from attendance at meetings and other club activities and from any club office or position;

the board may, by at least a two-thirds vote, temporarily suspend the member for a reasonable period up to 90 days and with any other conditions the board sets. A suspended member may appeal the suspension or may request mediation or arbitration as provided in section 7 of this article. During the suspension, the member shall be excused from attendance requirements. Before the suspension ends, the board must either move to terminate the suspended Rotarian or reinstate the Rotarian to full regular status.

Note: see also Article 26 Section 6 about Becoming a Member again.

Article 14 Community, National, and International Affairs

Section 1 — Proper Subjects. Any public question involving the welfare of the community, the nation, and the world is a proper subject of fair and informed discussion at a club meeting. However, this club shall not express an opinion on any pending controversial public measure.

Section 2 — No Endorsements. This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 — Non-Political.

(a) *Resolutions and Opinions.* This club shall neither adopt nor circulate resolutions or opinions and shall not take action dealing with world affairs or international policies of a political nature.

(b) *Appeals.* This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4 — Recognizing Rotary's Beginning. The week of the anniversary of Rotary's founding, 23 February, is World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article 15 Rotary Magazines

Section 1 — Mandatory Subscription. Unless this club is excused by the RI board of directors, each member shall subscribe to an official magazine. Two Rotarians who reside at the same address may subscribe jointly to an official magazine. The subscription fee shall be

paid on the dates set by the board for the payment of per capita dues for the duration of membership in this club.

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

Article 16 Acceptance of Object and Compliance with Constitution and Bylaws

By paying dues, a member accepts the principles of Rotary expressed in its object and agrees to comply with and be bound by the club constitution and bylaws. On these conditions alone is a member entitled to the privileges of this club. Each member shall be subject to the terms of the club constitution and bylaws whether or not the member has received copies of them.

Article 17 Arbitration and Mediation

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

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

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

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

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

(a) *Mediation Outcomes.* The outcomes or decisions agreed to by the disputants after mediation shall be recorded and copies given to each party, the mediator or mediators, and the board. A summary statement acceptable to the parties shall be prepared for the information of the club. Any disputant, through the president or secretary, may call for further mediation if a party has retracted significantly from the mediated position.

(b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration, as provided in section 1 of this article.

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

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

Article 18 Bylaws

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

Article 19 Amendments

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

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

Section 3 – This club agrees that it will do all things necessary, insofar as the laws of New Zealand under which this club is incorporated shall permit, to ensure Part A of this constitution is updated in accordance with the requirements and direction of the RI council on legislation from time to time.

Note: Further provisions relating to Amendments are specified in Article 33.

Article 20 : New Zealand Law

Section 1 - This club shall have the authority to adopt such rules and bylaws as are consistent with the purposes set out in this Constitution and the laws of New Zealand, under which this club is incorporated.

End of PART A

Part B - Articles required to comply with the provisions of the Incorporated Societies Act 2022 (NZ) (“the Act”)

Note: The following articles have been added in accordance with the provisions of the Incorporated Societies Act 2022 (“the Act”)

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Article 21 Definitions

‘Act’ means the Incorporated Societies Act 2022 (NZ) or any Act which replaces it (including any amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

‘Active Member’ means, in relation to this Part B, a members who pays dues in accordance with Article 12 and this Club’s Bylaws.

‘Annual General Meeting’ means a meeting of the Members of this Club held once every year before 31 December of any given year which, among other things, will receive and consider reports on this Club’s activities and finances.

‘General Meeting’ means a meeting of the Members, other than an Annual General Meeting, called for a specific purpose or purposes.

‘Notice’ to Members includes any notice given by email, post, or courier.

‘Officer’ means a person who is for the time being a president, the immediate past president, a president-elect, a secretary or a treasurer of this Club together with any person appointed pursuant to Article 28 section 3

‘President’ means the Officer responsible for chairing General Meetings and Board meetings, and who provides leadership for this Club. The President will be the Chairperson.

‘Register of Members’ means the register of Members kept under this Constitution as required by section 79 of the Act.

‘Rotary Year’ means the twelve-month period beginning on 1 July in each year and ending on 30 June in the following year.

‘Secretary’ means the Officer responsible for the matters specifically noted in this Constitution or any Club Bylaws.

‘Treasurer’ means the Officer responsible for the matters specifically noted in this Constitution or any Club Bylaws.

“Working Day” means a working day as defined in the Legislation Act 2019.

Article 22 Act and Regulations.

In so far as the provisions of the laws of New Zealand under which this Club is incorporated shall permit, this Club will operate in a manner consistent with the constitution and bylaws of RI. and will be subject to the jurisdiction of RI. However, nothing in either Part of this Constitution authorises this Club to do anything which contravenes or is inconsistent with the Act, any Regulations made under the Act, or any other legislation.

Article 23 Capacity

Section 1 - *Not-for profit.*

- (a) This Club is a not-for-profit entity. Its purpose shall be charitable and benevolent and to encourage, promote and extend the Object of Rotary as set out in Article 5, and to maintain the relations of a member Club in RI.
- (b) This Club must not be carried on for the financial gain of any of its Members. This does not prevent officers or members:
 - (i) receiving reimbursement of actual and reasonable expenses incurred, or
 - (ii) entering into any transactions with this Club for goods or services supplied to or from them, which are at arm's length, relative to what would occur between unrelated parties.

PROVIDED THAT no officer or member is allowed to influence any such decision made by this Club in respect of payments or transactions between it and them, their direct family or any associated entity.

Section 2 – *Restrictions on Club Powers.*

- (a) This Club has full capacity, rights, powers and privileges to carry on or undertake any activity, do any act, or enter into any transaction required to further its Purposes or promote the Object of Rotary.
- (b) Regardless of paragraph (a) above, this Club cannot borrow or raise money (or provide any security to borrow or raise money) unless the incurring of the debt is approved by a two-thirds (2/3) majority of Active Members who are present and voting at a general meeting.

Article 24: Registered Office

The registered office of this Club shall be at such place in New Zealand as the Board from time to time determines.

Article 25: Procedures for All General Meetings

Note: In addition to the provisions of Article 7 Section 2 in Part A, the following provisions will apply to General Meetings.

Section 1 – Notice.

- (a) The Board shall give all Members at least twenty (20) Working Days' written Notice of any General Meeting setting out the time and place of the General Meeting, the business to be conducted at that General Meeting and, in the case of an Annual General Meeting, the information which is specified in paragraph (a) of Section 3 below.
- (b) The Board shall give all Members at least five (5) Working Days written Notice of any Active Member's Motion to be voted on at the General Meeting and, in the case of an Annual General Meeting, the details of candidates for election to the Board.
- (c) Notice will be addressed to the Member at the contact address notified to this Club and recorded in this Club's Register of Members. The General Meeting and its business will not be invalidated simply because one or more Members do not receive the Notice of the General Meeting.

Section 2 – Meeting Procedure

- (a) Only Active Members may speak and vote at General Meetings, either:
 - (1) in person; or
 - (2) by way of a proxy attending in person subject to the original written proxy signed or otherwise authorised by the Active Member (an email or copy not being acceptable) being received by, or handed to, the Secretary before the commencement of the General Meeting; or
 - (3) through the authorised representative of a body corporate as notified to the Board.
- (b) No other proxy voting shall be permitted.
- (c) No General Meeting may be held unless at least fifty-one (51) percent of eligible Active Members (including proxies in accordance with Section 2(a)(2)) attend and are present throughout the meeting, and this will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting, if convened at the request of Active Members, shall be dissolved. In any other case it shall stand adjourned to a day, time and place determined by the President, and if at such adjourned meeting a quorum is not present those Active Members present in person or by proxy shall be deemed to constitute a sufficient quorum.
- (d) An Active Member in attendance (or by proxy in accordance with Section 2(a)(2)) is entitled to exercise one vote on any motion at a General Meeting and voting shall be by voices or by show of hands or, on the request of the President or of two (2) or more Active Members present in person, by secret ballot.
- (e) Unless otherwise required by this Constitution, all questions shall be decided by a simple majority of those Active Members in attendance (or by proxy in accordance with Section 2(a)(2)), and voting at the meeting.

- (f) At the Board's discretion, General Meetings may be held at one or more venues by Active Members in attendance (or by proxy in accordance with Section 2(a)(2)) and/or using any real-time audio, audio and visual, or electronic communication that gives each Active Member a reasonable opportunity to participate. Active Members in attendance in accordance with this clause are eligible to vote and will be counted towards a quorum.
- (g) Any decisions made when a quorum is not present are not valid.
- (h) All General Meetings shall be chaired by the President. If the President is absent, the meeting shall elect another member of the Board to chair that meeting.
- (i) Any person chairing a General Meeting has, in the event of a tied vote, a deliberative vote but no casting vote.
- (j) Any person chairing a General Meeting may:
 - (1) With the consent of a simple majority of Active Members in attendance adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) Direct that any person not entitled to be present at the General Meeting, or obstructing the business of the General Meeting, or behaving in a disorderly manner, or being abusive, or failing to abide by the directions of the chairperson be removed from the General Meeting; and
- (3) In the absence of a quorum or in the case of emergency, adjourn the General Meeting or declare it closed.

Section 3 – Annual General Meetings

- (a) The Board must, at each Annual General Meeting, present the following information:
 - (1) an annual report on the operation and affairs of this Club during the last Rotary Year; and
 - (2) the annual financial statements for the last Rotary Year; and
 - (3) notice of any disclosures of conflicts of interest made by Officers during the last Rotary Year (including a summary of the matters, or types of matters, to which those disclosures relate).
- (b) The business of an Annual General Meeting shall be to:
 - (1) confirm the minutes of the last Annual General Meeting and any Special General Meeting(s) held since the last Annual General Meeting;
 - (2) consider and, if appropriate, adopt the annual report on the operations and affairs of this Club during the last Rotary Year;
 - (3) consider and, if appropriate, adopt the Board's report on the finances of this Club, and the annual financial statements for the last Rotary Year;
 - (4) elect Officers for the next Rotary Year;
 - (5) set any subscriptions for the next Rotary Year;
 - (6) consider any motions of which prior Notice has been given to Members in accordance with Article 24 Section 1; and

- (7) consider any general business.

Section 4 - Written Resolutions

- (a) A resolution in writing (including by way of email) signed or assented to by not less than two thirds (2/3) of Active Members will be as valid and effectual as if it had been passed at a General Meeting of this Club. A resolution in writing in lieu of a General Meeting is subject to the following:
- (1) A resolution in writing cannot be made in respect of any matters set out in Article 19 or Articles 30 to 32 of this Constitution; and
 - (2) Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Active Members.

Article 26 Membership

Note: *In addition to the provisions of Article 8 and Article 13 in Part A, the following provisions will apply to Membership*

Section 1 - Minimum Number of Members. This Club must maintain the minimum number of Members required by the Act.

Section 2 - Becoming a Member: Process.

- (a) An applicant for membership must complete and sign an application form, supply any information, or attend an interview as may reasonably be required by the Board and will become a Member on acceptance by the Board of that application.
- (b) The signed written consent to membership of every applicant who becomes a Club Member shall be retained in this Club's membership records.
- (c) The Board may accept or decline an application for membership at its sole discretion. The Board must advise the applicant of its decision within twenty (20) Working Days of receiving an application for membership.
- (d) Every Member must provide this Club in writing with that Member's name and contact details (namely: a physical address, an email address, and a telephone number) and promptly advise this Club in writing of any changes to those details.

Section 3 - Ceasing to Be a Member

Note: *In addition to the provisions of Article 11 in Part A, the following provisions shall apply to termination of membership*

- (a) The Board may give a Member notice terminating that Member's membership if that Member:

- (1) is convicted of a category 3 or 4 offence under the Criminal Procedure Act 2011 or an offence for which a convicted person may be imprisoned; or
 - (2) is adjudged bankrupt, makes a composition with creditors, or (if a body corporate) is wound up or placed in receivership or liquidation.
- (b) When a member's membership is terminated under Section 5(a) -
 - (1) the termination will take effect from the date specified in the termination notice;
 - (2) the Member remains liable to pay all subscriptions, levies and any other fees to the end of that financial year; and
 - (3) the Member must, in addition to the requirements of Article 13 Section 10, cease to hold themselves out as a member of the Society and must return to the Society all material produced by the Society (including any membership certificate, handbooks and manuals) requested by the Committee from the date of the termination notice.

Section 4 - Re-admission of former members

- (a) If a former member's membership was terminated under Section 5(a) above the applicant must not be re-admitted by the Board without the prior approval of a general meeting.

Article 27 Officers

Note: In addition to the provisions of Article 11 in Part A, the following provisions shall apply to Officers:

Section 1 – Qualifications

- (a) Every Officer must be a natural person who:
 - (1) is an Active Member of good standing in this Club.
 - (2) has consented in writing to be an officer of this Club;
 - (3) certifies that they are not disqualified from being elected or appointed under this Constitution or section 47(3) of the Act; and

Section 2 - Election and Appointment of Officers

- (a) The election of Officers shall be conducted as set out in Article 11 Section 5 and this Club's Bylaws. If this Club does not have Bylaws, then the following rules for the election of Officers shall apply:
 - (1) Only candidates who are not disqualified from being appointed or holding office as an Officer (as described in Article 27 Section 1 - 'Qualification of Officers') may stand for election.
 - (2) At least twenty (20) working days before the date of the Annual General Meeting Members may nominate candidates for President, President-elect, Secretary, Treasurer, and any open Board positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

- (3) At least five (5) Working Days before the date of the Annual General Meeting, this Club must give Notice to all Members by posting or emailing to them such information (not exceeding one side of an A4 sheet of paper) as may be supplied to this Club by or on behalf of each candidate, in support of their nomination. The failure for any reason of any Member to receive such Notice shall not invalidate the election.
 - (4) If there are insufficient valid nominations received under this rule, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
 - (5) Votes must be cast by secret ballot or in such a manner as the chairperson of the Annual General Meeting shall determine. Two Members (who are not nominees) or non-Members, appointed by the chairperson of the Annual General Meeting shall act as scrutineers for the counting of the votes and destruction of any voting papers.
 - (6) The candidate who receives a majority of the votes for each office is declared elected to that office. In the event of any vote being tied, the tie shall be resolved by a second secret ballot.
- (b) If there are insufficient valid nominations received under Article 27 Section 2(b) above then, but not otherwise, further nominations may be received from the floor at the Annual General Meeting.
 - (c) If any officer vacates their position, the remaining members of the board will appoint a replacement.
 - (d) If any officer-elect vacates a position, the remaining members of the board-elect will appoint a replacement.
 - (e) The term of office for each role are:

President:	one (1) year
President Elect:	one (1) year
Immediate Past President:	one (1) year
Secretary:	one (1) year
Treasurer:	one (1) year

Section 3 – Removal of Officers

- (a) An Officer may be removed from office by resolution of the Board or this Club where, in the opinion of the Board or this Club:
 - (1) the Officer has been absent from three Board meetings without leave of absence; or
 - (2) the Officer has brought this Club into disrepute; or
 - (3) the Officer has failed to disclose a conflict of interest; or

- (4) this Club passes a vote of no confidence in the Officer,
and such removal shall take effect on the date specified in the relevant resolution of the Board or Club.

Section 4 - Ceasing to Hold Office

- (a) An Officer ceases to hold office when they resign (by notice in writing to the Board), are removed (as provided in Section 2), die, become disqualified to be an Officer in accordance with section 47(3) of the Act or otherwise vacate office in accordance with section 50(1) of the Act or this Constitution.
- (b) Each Officer shall within ten (10) Working Days of submitting a resignation or ceasing to hold office, deliver to the Board all books, papers and other property of this Club held by such former Officer.

Section 5 – Disclosure of Interest

- (a) The Board must always maintain an up-to-date register of the interests disclosed by any Officer.
- (b) An officer who is interested in a matter relating to this Club (as defined in s 62 of the Act) must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):
 - (1) to the Committee; and
 - (2) in the Interests Register.
- (c) Disclosure of an interest must be made as soon as practicable after the officer becomes aware that they are interested in the matter.

Section 6 - Secretary

- (a) The Secretary must record the minutes of all general meetings and Board meetings, and all such minutes when confirmed by the next such meeting and signed by the chairperson of that meeting will be prima facie evidence that that meeting was duly called and will be deemed to be a true and correct record of what occurred at that meeting.
- (b) The Secretary must hold the Society's records, documents, and books.
- (c) The Secretary must deal with and answer correspondence and perform such other duties as directed by the Board.
- (d) The Board may in its discretion suspend or remove the Secretary from office.
- (e) The Secretary must always keep an up-to-date Register of Members, recording their names and contact details, the dates each member became a Member and all other information required by the Act.
- (f) Unless an alternative “contact person” is appointed by the Board for the purposes of the Act, the Secretary will be this Club’s “contact person”.

Section 7 - Treasurer

- (a) The Treasurer must:
 - (1) prepare or have prepared financial statements that comply with the Act;
 - (2) provide a true record and report of this Club's financial position to each Board meeting and present annual financial statements (meeting the requirements of the Act) to the Annual General Meeting together with a budget for the next financial year.
 - (3) ensure that copies of this Club's financial statements are registered with the Registrar of Incorporated Societies within 6 months after the balance date of this Club.

Article 28 Board

Section 1 - Functions of the Board

- (a) This Club shall be managed by, or under the direction or supervision of, the Board, as set out in Article 11 and otherwise in accordance with the Act, any Regulations made under that Act, and this Constitution from the beginning until the end of each Rotary Year.
- (b) The Board must at all times comprise three (3) or more of the officers named in Article 11, section 4, as required by the Act.
- (c) The Board has all the powers necessary for managing, directing and supervising the operation and affairs of this Club, subject to such modifications, exceptions, or limitations as are contained in the Act or in this Constitution.

Section 2 – Board Meetings

- (a) The Board shall meet as required at such times and places and in such manner (including by audio, audio and visual, or electronic communication) as it may determine and otherwise where and as convened by the President or Secretary.
- (b) The Secretary, or other Board member nominated by the Board, shall give to all Board members not less than five (5) Working Days' notice of Board meetings, but in cases of urgency a shorter period of notice shall suffice.
- (c) The President will chair all Board meetings. If, the President is not present, the members of the Board present may choose one of their number to be chairperson of the meeting.
- (d) The quorum for Board meetings is at least two-thirds of the number of members of the Board.
- (e) A meeting of the Board may be held either:
 - (1) by a number of the members of the Board who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or
 - (2) by means of audio, or audio and visual, communication by which all members of the Board participating and constituting a quorum can simultaneously hear each other throughout the meeting.

- (f) A resolution of the Board is passed at any meeting of the Board if a majority of the votes cast on it are in favour of the resolution. Every Officer on the Board shall have one vote. The President does not have a casting vote in the event of a tied vote on any resolution of the Board.
- (g) A resolution in writing (including by way of email) signed or assented to by not less than three-quarters (3/4) of the Board will be as valid and effectual as if it had been passed at a meeting of the full Board. Any such resolution may consist of several documents (including email messages assenting to the resolution, electronic communications assenting to the resolution, scanned or original copies of signed resolutions and other similar means of communication) each signed or assented to by one (1) or more Board members.
- (h) Where half (1/2) or more of the Board members present at the Board meeting are not eligible to vote on a matter because they are interested in the matter in accordance with section 62 of the Act, a Special General Meeting of this Club must be called to determine the matter.
- (i) Other than as prescribed by the Act or this Constitution, the Board may regulate its proceedings as it thinks fit.

Section 3 – Board May Co-opt Members

- (a) The Board may appoint up to two (2) other Officers for a specific purpose, or for a limited period, or generally until the next Annual General Meeting.
- (b) Unless otherwise specified by the Board any person so appointed shall have full speaking and voting rights at Board meetings. Any such appointee must, before appointment, supply a signed consent to appointment and a certificate that the appointee is not disqualified from being appointed or holding office as an Officer.

Section 4 – Committees

In addition to Article 11, Section 7 of Part A:

- (a) The Board may appoint additional Committees as needed, consisting of such persons (whether or not Members of this Club) and for such purposes as it thinks fit.
- (b) The President is an ex officio member of all Committees.
- (c) The Board will appoint a Committee chair who is responsible for the regular meetings and activities of the Committee, supervises and coordinates its work, and reports to the Board on all Committee activities.
- (d) Unless otherwise resolved by the Board:
 - (1) the quorum of every Committee is half the members of the Committee but not less than two (2);
 - (2) no Committee shall have power to co-opt additional members;
 - (3) a Committee must not commit this Club to any financial expenditure without express authority from the Board; and

- (4) a Committee must not further delegate any of its powers.

Article 29 Finances

Section 1 - Control and Management

- (a) The funds and property of this Club will be devoted solely to the promotion of the purposes of this Club and will be controlled, invested and disposed of by the Board, subject to this Constitution.
- (b) The Board shall maintain bank accounts in the name of this Club.
- (c) All money received on account of this Club shall be banked within three (3) Working Days of receipt by the Treasurer.
- (d) All accounts for payment shall first be submitted to the Board for approval for payment by the Treasurer.
- (e) The Board must ensure that there are kept at all times accounting records that correctly record the financial affairs of this Club, allow this Club to produce financial statements that comply with the requirements of the Act, and would enable the financial statements to be readily and properly audited (if required under any legislation or this Club's Constitution).
- (f) The Board must establish and maintain a satisfactory system of control of this Club's accounting records.
- (g) The accounting records must be kept in written form or in a form or manner that is easily accessible and convertible into written form for the current Rotary Year and for the last seven (7) completed Rotary Years.
- (h) The Board will make a copy of this Club's financial statements available for Members upon request and will present at the Annual General Meeting a mid-year financial report for this Club, with the current years income and expenses.

Section 2 - Balance Date

- (a) This Club's financial year shall commence on 1 July of each year and end on the following 30 June (the latter date being this Club's balance date).

Article 30: Indemnity and Insurance

- (a) For the purpose of this Article "Officer" means Officer as defined as defined in section 5 of the Act,
- (b) This Club may, with the authority of the Board, indemnify and/or obtain insurance for an Officer for:
 - (1) liability (other than criminal liability) for a failure to comply with:
 - (a) a duty under section 54 to 61 of the Act (officers' duties); or

- (b) any other duty imposed on an Officer in their capacity as an Officer of this Club; and/or
- (2) costs incurred by the Officer for any claim or proceeding related to a liability under Article 8(b)(1) above
- (c) This Club may indemnify or obtain insurance for an Officer, Member or employee in accordance with section 98 of the Act.

Article 31: Liquidation and Removal from the Register

Section 1 - Resolving to put Club into Liquidation

- (a) This Club may be liquidated in accordance with the provisions of Part 5 of the Act.
- (b) The Board must give twenty (20) Working Days written Notice to all Members of the proposed resolution to put this Club into liquidation.
- (c) The Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- (d) Any resolution to put this Club into liquidation must be passed by a two-thirds majority of this Club's Active Members who are present and voting.

Section 2 - Resolving to Apply for Removal from the Register

- (a) This Club may be removed from the Register of Incorporated Societies in accordance with the provisions of Part 5 of the Act.
- (b) The Board shall give twenty (20) Working Days written Notice to all Members of the proposed resolution to remove this Club from the Register of Incorporated Societies.
- (c) The Board shall also give written Notice to all Members of the General Meeting at which any such proposed resolution is to be considered. The Notice shall include all information as required by section 228(4) of the Act.
- (d) Any resolution to remove this Club from the Register of Incorporated Societies must be passed by a two-thirds majority of this Club's Active Members who are present and voting.

Section 3 - Surplus Assets

- (a) On the winding up or liquidation or removal from the Register of Incorporated Societies of this Club, its surplus assets after payment of all debts, costs and liabilities shall be vested in a New Zealand incorporated Rotary organisation with the same or similar purposes and objects as this Club and which is a not-for-profit organisation as defined by New Zealand law.
- (b) The recipient Rotary organisation is to be determined at a general meeting of this Club and passed by a two-thirds majority of this Club's Active Members who are present and voting or, if it is not possible to attain a quorum at such general meeting, by a resolution of the Board or at the direction of the District Governor.

Article 32: Amalgamation

- (a) The Board may, with the approval of the District Governor or R.I, propose to amalgamate this Club with another Club who is a member Club of R.I. from the same District, (“the amalgamation proposal”). The amalgamation proposal must contain:
 - (1) the terms of the amalgamation;
 - (2) the proposed constitution of the amalgamated Club; and
 - (3) All other information prescribed by the regulations (if any).
- (b) The Board must resolve that:
 - (1) in the Board’s opinion, the amalgamation is in the best interests of this Club; and
 - (2) this Club will be able to satisfy the solvency test under section 195 of the Act, to the Board’s satisfaction on reasonable grounds; and
 - (3) the Club’s surplus assets will, after payment of all debts, costs and liabilities, be vested in a New Zealand incorporated Rotary organisation with the same or similar purposes and objects as this Club and which is a not-for-profit organisation as defined by New Zealand law.
- (c) Every Officer in favour of the amalgamation proposal must sign a certificate stating:
 - (1) that, in the Officer’s opinion, the conditions set out in Article 32(b) above are satisfied; and
 - (2) the grounds for that opinion.
- (d) The Board must, not less than twenty (20) Working Days before the amalgamation is proposed to take effect:
 - (1) send to each Member of this Club a copy of the amalgamation proposal and all other information prescribed by the regulations (if any); and
 - (2) send to every secured creditor of this Club a copy of the amalgamation proposal and all other information prescribed by the regulations (if any); and
 - (3) give public notice of the proposed amalgamation in the manner prescribed by the regulations.
- (e) The amalgamation proposal must be passed by a two-thirds majority of this Club’s Active Members who are present and voting;
- (f) This Club will do all things necessary to comply with the procedure for registration of amalgamation under Part 5, subpart 2 of the Act.

Article 33: Alterations to this Constitution

- (a) All amendments to this Constitution must be made in writing in accordance with the following provisions.
- (b) The Board may amend this constitution if the amendment:
 - (1) has no more than a minor effect; or
 - (2) corrects errors or makes similar technical alterations.

- (c) An amendment made pursuant to paragraph (b) above is only valid if the Board sends notice of the amendment to every Member of this Club stating:
 - (1) the text of the amendment; and
 - (2) the right of the Member to object to the amendment; and
 - (3) the Board receives no objection from any Member within 20 working days after the date on which the notice was sent.
- (d) Except as provided by Article 19 (Part A), this Club may amend or replace this Constitution at a General Meeting by a resolution passed by a two-thirds majority of this Club's Active Members who are present and voting, PROVIDED THAT any amendment or replacement of this Constitution must not alter the charitable nature of this Club or the rules precluding Members from obtaining any personal benefit from their membership.
- (e) A proposed motion to amend or replace this Constitution must be signed either by the Board or by at least 25 per cent of eligible Active Members and given in writing to the Secretary, together with a written explanation of the reasons for the proposal, at least twenty (20) Working Days before the General Meeting at which the motion is to be considered
- (f) At least 10 Working Days before the General Meeting at which any such motion is to be considered the Board must give all Members Notice of the proposed resolution, the reasons for the proposal, and any recommendations the Board has.
- (g) When an amendment is approved by a General Meeting it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in the Act for registration and shall take effect from the date of registration.

End of PART B