**ROTARY CLUB OF CALOUNDRA INC.**

**REGULATIONS (Amendment number 1 - 8 December 2020))**

**Made in accordance with Article 19 of the Constitution of the Rotary Club of Caloundra Inc and the requirements of the *Associations Incorporation Act 1981* (QLD)**

**Article 1 Definitions**

1. **Charter:** The certificate issued by RI authorising the establishment of this club as a member of RI.
2. **Board:** The Board of Directors of this club.
3. **Constitution:** The Standard Rotary Club Constitution (2016) as amended for the Rotary Club of Caloundra Inc. by the insertion of required words in Articles 2 and 4, and by these regulations in accordance with Articles 7 and 9.
4. **Corporate entity:** An entity that is incorporated under the *Corporations Act 2001* (Commonwealth), an entity that is incorporated under the *Associations Incorporation Act 1981* (Queensland), a government owned corporation, a local government established under the *Local Government Act 1993* (Queensland), but not a Body Corporate under the *Body Corporate and Community Management Act 1997* (Queensland).
5. **Director:** A member of this club's Board of Directors.
6. **Active Member:** A person, other than a corporate member, honorary member, associate member, or family member whose membership details are recorded with RI as an active member.
7. **Honorary Member:** A person, other than an active member, corporate member, associate member, or family member whose membership details are recorded with RI as an honorary member.
8. **Corporate Member:** A corporate entity that is a member of this club, and represented in this club membership by a primary member and up to two other members, for whom the membership details of its representatives are recorded with RI as active members.
9. **Associate Member:** A member of this club, other than an active member, corporate member, honorary member, or family member whose membership details are recorded with RI as an honorary member.
10. **Family Member:** A member of this club, other than an active member, corporate member, associate member, or honorary member, whose membership details are recorded with RI as an honorary member.
11. **District Governor or Governor:** The official representative of RI in a defined geographic area.
12. **RI:** Rotary International.
13. **Satellite Club:** A potential club whose members shall also be members of this club.
14. **Year:** The twelve-month period that begins on 1 July.

**Article 2 Kinds of Membership**

**Section 1** – In accordance with Article 9 of the Constitution, this club offers the following kinds of membership that are reported to RI as ‘active’:

**Section 1a –** *Active Membership.*

(a) *Eligibility for Active Membership.* See Article 10 Section 3 of the Constitution.

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

**Section 1b** – *Corporate Membership.*

1. *Eligibility for Corporate Membership*. Corporate entities that are of good repute in the business, professional or community sectors, with a place of business in the locality of this club or the surrounding area, and willing to serve the community through the work of RI and this club, may be elected to corporate membership.
2. *Number*. The number of corporate members shall not exceed thirty (30) percent of the active membership of this club.

**Section 2** – In accordance with Article 9 of the Constitution, this club offers the following kinds of membership that are reported to RI as ‘honorary’:

**Section 2a –** *Honorary Membership.*

1. *Eligibility for Honorary Membership.* See Article 10 Section 6(a) of the Constitution.
2. *Number.* The number of honorary members shall not exceed twenty (20) percent of the active membership of this club.

**Section 2b** – *Associate Membership.*

1. *Eligibility for Associate Membership.* Persons possessing the qualifications set out in article 5, section 2 of the RI constitution may be elected to associate membership.
2. *Number.* The number of associate members shall not exceed forty (40) percent of the ordinary membership of this club.

**Section 2c** – *Family Membership.*

(a) *Eligibility for Family Membership.* Persons possessing the qualifications set out in article 5, section 2 of the RI constitution, being a spouse (including a de facto spouse), child or grandchild of an active member of this club may be elected to family membership.

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

**Article 3 Membership Rights and Privileges**

**Section 1** – *Active Members.* Active members pay dues as determined by the Board, are voting members of this club, and may stand for election as a Director of this club. No active member of this club is entitled to any rights and privileges in any other Rotary club, except for the right to visit other clubs without being the guest of a Rotarian.

**Section 2** – *Corporate Members*. Corporate members pay dues as determined by the Board, and are represented by a primary member who must be a director or senior executive of the corporate entity, and up to three other members who have senior leadership roles in the corporate entity. The primary member and other members are voting members of this club, and may stand for election as a Director of this club. The representatives of a Corporate Member are individually reported to RI as active members. Representatives of a corporate member of this club are not entitled to any rights and privileges in any other Rotary club, except for the right to visit other clubs without being the guest of a Rotarian. A person who represents a corporate member may apply to the Board to be an active member of this club in their own right.

**Section 3** – *Honorary Members*. See Article 10 Section 6(b) of the Constitution. The term of membership of an Honorary Member shall be twelve (12) months, unless the Board otherwise determines at the time of their election to membership.

**Section 4** – *Associate Members*. Associate members shall be exempt from the payment of RI and District dues, shall pay club dues as determined by the Board, are voting members of this club only, and may stand for election as a Director of this club only if they first convert their associate membership to an active membership. Persons who have not previously been an active member or representative of a corporate member of a Rotary club, may be an associate member of this club for a period of two (2) years, at the end of which time this club shall convert their membership to an active membership. An associate member may choose to convert their membership to an active membership at any time. Associate members of this club are not entitled to any rights and privileges in any other Rotary club, except for the right to visit other clubs without being the guest of a Rotarian.

**Section 5** – *Family Members*. Family members shall be exempt from the payment of RI and District dues, shall pay club dues as determined by the Board, are voting members of this club only, and may stand for election as a Director of this club only if they first convert their family membership to an active membership. A family member may choose to convert their membership to an active membership at any time. Family members of this club are not entitled to any rights and privileges in any other Rotary club, except for the right to visit other clubs without being the guest of a Rotarian.

**Article 4 Method of Electing Members**

**Section 1 –** An active member, a representative of a corporate member, an associate member or a family member of this club may submit the name of a proposed member to the Board. The proposer and the proposed member shall complete a membership proposal form and the proposed member shall be asked for authority for their name, or the name of a corporate entity and its representatives, and proposed classification to be published to this club. The proposed member shall be informed about the membership approval process, the privileges and responsibilities of membership, Rotary International’s programs and governance arrangements, and the public liability insurance cover available to this club and its amount. Every proposal for membership shall be kept confidential except as otherwise provided in this procedure.

**Section 2 -** A person who is transferring from or is a former active member (other than a corporate member) of another club may be proposed to membership by the secretary of the person’s former club.

**Section 3 –** The Board shall ensure that a proposed member meets the membership and classification requirements of the Constitution and Regulations, and the Secretary shall publish the name and classification of the proposed member to this club.

**Section 4 –** If no active member, representative of a corporate member, associate member or family member of this club submits a written objection, including reasons, to the Board within seven (7) days after the name and classification of a proposed member has been published to this club, that person shall be invited to join this club, and upon payment of the relevant pro-rata dues, shall be elected to membership.

**Section 5 -** If an objection has been submitted, the Board shall vote on the objection at its next meeting. If approved despite the objection, the proposed member, upon payment of the relevant pro-rata dues, shall have been elected to membership.

**Section 6 –** On election to membership, the Secretary shall report the new member to Rotary International as active or honorary as these Regulations provide.

**Section 7 –** The Board shall approve or reject a proposal for membership within 30 days of its receipt.

**Section 8 –** The Board shall publish to this club the name of a person proposed for election as an honorary member of this club. If no active member, representative of a corporate member, associate member or family member submits a written objection, including reasons, to the Board within seven (7) days after the name of the proposed honorary member has been published to

this club, that person shall be elected to membership. If an objection has been submitted, the Board shall vote on the objection at its next meeting. If approved despite the objection, the proposed member shall be elected to membership.

**Section 9 –** Following the election of a member, the President shall arrange for that person, or in the case of a corporate member, its representatives, to be inducted to this club.

**Article 5 Attendance**

**Section 1** – In accordance with Article 7 of the Constitution the provisions of Article 12 Attendance, Section 1 – *General Provisions* of the Constitution are amended as set out in Article 5, Sections 2 to 4 of these regulations.

**Section 2** – *General Provisions.* This club asks each member to demonstrate their engagement in the activities of this club through:

1. attendance at two (2) regular meetings of this club, or if established, a Satellite Club of this club, each month, and attendance at all annual and general meetings of this club;
2. participation in the operations of this club through the Board and standing committees, contributing knowledge, skills and time to servicing the needs of this club and the community; and
3. participation in the implementation of at least one (1) service activity/event conducted by this club each quarter year period.

**Section 3** – *Counting Attendance*. A member shall be counted as attending a regular meeting if the member is present, in person or using an on-line connection, for at least sixty (60%) percent of the duration of a meeting. In the event that a member attends a meeting of this club and is called away unexpectedly, they may, on making the reasons known to the Board, be credited with attendance at the meeting.

**Section 4** – *Make Ups.* A member may make up for an absence from a regular meeting in any of the ways referred to in Article 12 Attendance, Section 1 (a) and (b) of the Constitution

**Article 6 Excused Absences**

**Section 1** – In accordance with Article 7 of the Constitution the provisions of Article 12 Attendance, Section 3 – *Excused Absences* of the Constitution are amended as set out in Article 6, Sections 2 to 4 of these Regulations.

**Section 2** – *Leave.* On written application to the Board, in advance, and giving good and sufficient reasons, leave of absence may be granted excusing a member from attending the meetings of this club for a specified time in accordance with Article 12 Attendance, Section 3 (a).

**Section 3** – *‘Rule of 85’.* The provisions of Article 12 Attendance, Section 3 (b) are repealed.

**Article 7 Register of Members**

**Section 1** - The Board must keep a register of members of this club.

**Section 2** - The register must include the following particulars for each member:

1. the full name of the member, and in the case of a corporate member, the full names of its representatives;
2. the electronic, postal and residential addresses and telephone number(s) of the member, and in the case of a corporate member, this information for its representatives;
3. the date of admission as a member;
4. the date of death or resignation of a member;
5. whether the member is an active member, corporate member representative, honorary member, associate member, or family member;
6. in the case of a family member, the name of the active member with whom they are linked;
7. the classification held by the member;
8. details about the suspension, termination or reinstatement of membership;
9. any other particulars the Board, or a two thirds majority of the members at a General Meeting, decide.

**Section 2** - The register must be open for inspection by members of this club at all reasonable times.

**Section 3** – The register may be made available to members electronically through a secure website to which members have password protected access; otherwise a member must contact the Secretary to arrange an inspection of the register.

**Section 4** - The Board may, on application by a member of this club, withhold information about the member (other than the members full name) from the register available for inspection, if the Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

**Article 8 Prohibition on Use of Information on Register of Members**

**Section 1** - A member of this club must not use information obtained from the register of members of this club to contact, or send material to, another member of this club other than for conducting the business of this club.

**Section 2** – A member of this club must not disclose information obtained from the register of members to someone else, knowing that the information is likely to be used to contact another member of this club for purposes other than the business of this club.

**Section 3** - The Board may, only with the specific consent of a member of this club, disclose information from the register of members about that member, unless it is required to do so by law.

**Article 9 Termination – Non Attendance**

**Section 1** - In accordance with Article 7 of the Constitution the provisions of Article 15 Duration of Membership, Section 4 – *Termination – Non Attendance* of the Constitution are amended as set out in Article 9, Sections 2 to 4 of these Regulations.

**Section 2** – *Attendance*.

1. A member, other than an Honorary Member, must attend, or make up, ten (10) regular meetings of this club, and participate in one (1) service activity in each half year period.
2. Assistant Governors, as defined by the Board of directors of RI, shall be excused from this requirement.

**Section 3** – *Termination*. A member, other than an Honorary Member, who fails to attend as required shall be asked to show written cause why their membership of this club should not be terminated. Such cause must be provided within ten (10) days. Failure to provide good and sufficient written reasons, in the opinion of the Board, and failure to respond, shall result in termination of a person’s membership. The Board may, for good and sufficient reasons, consent to attendance that is not as required.

**Section 4** – *Consecutive Absences*. Unless granted leave by the Board in accordance with Article 6 – Excused Absences, Section 2 – *Leave,* or otherwise excused by the Board for good and sufficient reasons; each member who fails to attend or make up six (6) consecutive regular meetings shall be deemed to have requested termination of membership in this club. That deemed request shall be put to the Board by the Secretary, and the Board shall determine the matter by majority vote. The Secretary shall advise the former member in writing that their membership of this club has been terminated. Prior to the Board taking any action under 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.

**Article 10 Board**

The governing body of this club is the Board consisting of a maximum of sixteen (16) Directors: the President, Immediate Past-president, President-elect, Vice-president, Secretary, Treasurer as officers, and up to ten (10) other Directors; and (when applicable) the Chair of a Satellite Club.

**Article 11 Duties of the Board, Officers and Other Directors**

**Section 1 –** *Board.* It is the duty of the Board to exercise general control over, and management of, the affairs, property and funds of this club and to ensure the safe custody of the Charter and other books, documents, instruments of title and securities as may be in the possession of this club. It is the duty of each member of the Board to inform the Board of matters that give rise to a conflict of interest, and avoid being party to discussion of and decisions about those matters.

For the purpose of this Section, and all other Articles and Sections of these Regulations, a conflict of interest may include, but is not limited to:

a) Membership of a board of another entity which the Board is dealing with;

b) Directorship or other senior position within another entity which the Board is dealing with;

c) Any other relationship, position, or circumstance which may cause, or have the impression of causing, the Board member to not act solely in the club’s best interest.

**Section 2 –** *President*. It is the duty of the President to serve as a Director and preside at meetings of this club and the Board.

**Section 3 –** *Immediate Past-president*. It is the duty of the Immediate Past- president to serve as a Director and perform such other duties as may be agreed by the Board.

**Section 4 –** *President-elect*. It is the duty of the President-elect to serve as a Director, to chair a standing committee of this club, and to plan for the forthcoming year in office as President.

**Section 5 –** *Vice-president*. It is the duty of the Vice-president to preside at meetings of this club and the Board in the absence of the President and perform such other duties as may be agreed by the Board.

**Section 6 –** *Secretary*. It is the duty of the Secretary to keep membership, attendance and correspondence records; give notice of Board decisions, Annual and General Meetings, and Board meetings; record, circulate and preserve the minutes of such meetings; report as required to RI and the District Governor; and perform other duties as may be agreed by the Board.

**Section 7 –** *Treasurer*. It is the duty of the Treasurer to keep records of and account for all the funds and property of this club; ensure that receipts and payments are appropriately recorded and approved; report annually and at any other time as required by the Board; and perform other duties as may be agreed by the Board.

**Section 8 –** *Other Directors*. It is the duty of Directors, other than officers, to serve as the chair of a standing committee of this club; and perform other duties as may be agreed by the Board.

**Section 9** – *Chair of Satellite Club* (when applicable). It is the duty of the Chair of the Satellite Club to attend Board meetings and to provide information, and facilitate coordination between the Satellite Club and this club.

**Article 12 Election, Resignation and Removal of Officers and Other Directors**

**Section 1 –** *Nominations.* One (1) month prior to the Annual General Meeting, the Secretary shall invite nominations from qualified members of this club for the positions of President-nominee, Vice-president, Secretary, Treasurer, and six (6) other Directors. Nominations must be signed by the candidate and two other voting members of this club.

**Section 2 –** *Balloting.* The names of the candidates for President-nominee, Vice-president, Secretary, Treasurer, and the ten (10) other Directors shall be placed on a ballot, in alphabetical order for each position, and shall be voted on by the voting members of this club at the Annual General Meeting. Where a ballot is required, the voting members of this club present at the Annual General Meeting shall appoint two of their number to count the ballots for positions.

The candidate for President-nominee, Vice-president, Secretary, and Treasurer receiving the highest number of votes shall be declared elected. The candidates for the ten (10) other Directors receiving the highest number of votes shall be declared elected. Where there is an equal number of votes for a position, the President shall have both a deliberative and a casting vote. Where there is only one candidate for a position, that candidate shall be declared duly elected.

**Section 3** – *Terms of Office.* Except for the President, members of the Board of this club shall serve a term of office of one (1) year, or until a successor has been duly elected and qualified. Members of the Board are eligible to stand for election for further terms of office.

**Section 4 –** A Director of this club may resign from the Board in writing addressed to the secretary.

**Section 5 –** If a Director of this club resigns, or dies in office, the remaining Directors shall appoint a replacement from among qualified members of this club.

**Section 6 –** A Director of this club may be removed from office at a General Meeting by a majority vote of the voting members of this club. Before a vote is taken, the Director must be given the opportunity to address this club.

**Section 7** – A Director has no right of appeal against removal under Article 12 Section 6.

**Article 13 Sergeant-at-Arms**

**Section 1 –** One month prior to taking office, the incoming Board shall appoint one or more qualified members of this club to act as sergeant(s)-at-arms.

**Section 2 –** The duty of the sergeant(s)-at-arms is to maintain orderly, dignified, and effective meetings of this club; and perform other duties as may be agreed by the Board.

**Article 14 Committee Plan and Functions**

**Section 1 –** The Board shall, each year, approve a Committee Plan that enables this club to be active in the five Avenues of Service and generally compliant with Article 13, Section 7 of the Constitution.

**Section 2 –** The Committee Plan shall identify the standing committees of this club by name, and describe the scope of the activities for which each is responsible.

**Section 3 –** At least once each year, the Board shall review the current Committee Plan, and submit a plan for the coming year to the club for approval.

**Article 15 Standing and Other Committees**

**Section 1 –** The standing committees are responsible for carrying out activities that will achieve the annual program and strategic goals of this club.

**Section 2 –** Each standing committee is to be chaired by a member of the Board.

**Section 3 –** The President-elect, prior to taking office as President, is responsible for appointing the chairs and members of standing committees.

**Section 4 –** Committee members may be appointed to the same committee for more than one year to ensure continuity and consistency.

**Section 5 –** The President is *ex officio* a member of each standing committee.

**Section 6 –** Each standing committee shall conduct its activities within the scope of business set out in the Committee Plan; and in accordance with the scope of such other business as is delegated to it by the Board.

**Section 7 –** Each standing committee chair shall be responsible for regular meetings of the committee; establishment and implementation of an action plan for the work of the committee, and regularly reporting to the Board and this club.

**Section 8 –** A standing or other committee must only incur expenditure and liabilities on behalf of this club with the specific approval of the Board.

**Article 16 Meetings**

**Section 1 –** *Regular Meetings – Day and Time*. This club meets on Tuesday at 6.30am for a 7am start. The location, business conducted, and the form of the regular meeting shall be as determined by the Board.

**Section 2 –** *Annual General Meeting.* The Secretary shall give each member of this club fourteen (14) days’ written notice of the Annual General Meeting. The following business must be conducted at the Annual General Meeting:

1. receiving the financial statement and audit report for this club for the last reportable financial year
2. presenting the financial statement and audit report to the meeting for adoption
3. appointment of an auditor in accordance with the requirements of the Associations Incorporation Act 1981 (Qld) and the Collections Act 1966 (Qld).
4. the election of the Board of Directors of this club; and
5. any other business, as determined by the Board, for which notice has been given.

**Section 3** – *General Meetings*. The Secretary must call a General Meeting by giving each member of this club fourteen (14) days’ written notice of the meeting after:

1. being directed to call the meeting by the Board;
2. being given a written request signed by at least 15 voting members of this club; or
3. being given a written notice by a member of an intention to appeal against a decision of the Board to either reject a proposal for membership or to terminate a person’s membership.

The notice of the meeting must state the business to be conducted at the meeting. The General Meeting must be held within 30 days of the Secretary receiving the direction, request, or notice.

**Section 4 –** *Minutes.* The Secretary must keep and enter into this club’s minute book an accurate record of the proceedings at each Annual General Meeting and any General Meeting. The accuracy of the minutes of each Annual General Meeting and any General Meeting must be verified by the signatures of the chairperson of the meeting and the Secretary. The Secretary must publish the minutes of each Annual General Meeting and any General Meeting to the members of this club within sixty (60) days of the meeting.

**Section 5 –** *Board Meetings.* The Board of this club shall meet each month at a time and place determined by the Board. The Board may permit, and count as present at the meeting, a Board member who participates in a meeting using any technology that allows the member to hear and take part in any discussion and decisions as they occur. Meetings shall be conducted in accordance with agendas approved by the President and distributed in advance by the Secretary. Special meetings of the Board may be called by the President with reasonable notice of the business to be transacted. A question arising at a Board meeting is to be decided by a majority vote of members of the Board present at the meeting. In the event of an equality of deliberative votes on any matter, the President shall have a casting vote. A member of the Board must inform the Board and not be present at any discussion of, or vote on, a matter of business in which they have a conflict of interest.

**Section 6 –** *Minutes of Board Meetings*. The Secretary must keep and enter into this club’s minute book an accurate record of the proceedings at each Board meeting. The accuracy of the minutes of each Board meeting must be verified by the signatures of the chairperson of the meeting and the Secretary. The Secretary must publish the minutes of each Board meeting to the members of this club within sixty (60) days of the meeting.

**Section 7 –** *Quorum*. No business may be conducted at an Annual General Meeting, General Meeting, regular weekly meeting, or Board meeting unless there is a quorum of members present.

(a) One-third of the voting members of this club shall constitute a quorum at the Annual General Meeting, a General Meeting and regular weekly meetings of this club.

(b) A majority of the Directors shall constitute a quorum for meetings of the

Board.

(c) Two-thirds of the voting members of this club shall constitute a quorum for a General Meeting called for the purposes of:

* 1. removing a Director;
  2. considering an appeal against a decision of the Board to reject a proposal for membership or to terminate a person’s membership; or
  3. approving the establishment of a Satellite Club.

**Article 17 Resolutions**

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

**Article 18 Method of Voting**

The business of this club shall be transacted by *viva voce*\* vote except, the election of officers and other directors, and a decision under Article 21, Section 1 to establish a Satellite Club, which shall be by secret ballot. The Board may determine that a particular resolution be determined by secret ballot rather than by *viva voce* vote. No postal or proxy votes are permitted on any resolution considered at a meeting of this club.

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***(Note: viva voce vote is defined as when club voting is conducted by vocal assent.)***

**Article 19 Funds and accounts**

**Section 1 –** The income and property of this club shall be used solely to promote the Object of Rotary, the Five Avenues of Service, and the exercise of the powers of this club.

**Section 2** - Prior to the beginning of each year, the incoming Board shall prepare and approve a budget of estimated income and expenditures, which shall serve as a planning tool and a control mechanism with variations approved by the Board. The budget shall be prepared in two parts: one for club operations and one for charitable/service operations.

**Section 3** – A copy of the budget, and any variations approved by the Board, shall be made available to the members of this club.

**Section 4 –** The funds of this club shall be kept in a financial institution decided by the Board. The Treasurer shall maintain separate accounts, in the name of this club, for club operations and charitable/service/project operations.

**Section 5** – Funds received by this club shall be deposited in the relevant account as soon as practical after receipt.

**Section 6** – All expenditure and financial commitments must be approved by the Board in advance, or ratified at a subsequent Board meeting.

**Section 7 –** All payments shall be by cheque or electronic funds transfer authorised by two (2) Board members.

**Section 8 –** The accounts (including the financial statement), moneys and property shall be audited each year in accordance with the requirements of the *Associations Incorporation Act 1981* (Qld) and the *Collections Act 1966* (Qld).

**Article 20 Dues**

**Section 1 –** The annual dues payable by each kind of member, other than members of a Satellite Club, shall be the amount decided by the members of this club with the advice of the Board.

1. The annual dues payable by a member of a Satellite Club shall be the amount decided by the members of a Satellite Club with the advice of its Board.

**Section 2 –** Dues shall be payable annually on the first day of July, or semi-annually on the first day of July and the first day of January.

**Section 3 –** Dues for a member joining this club during any semi-annual period shall be pro-rated for the period of membership.

**Section 5 –** Dues for membership, whether paid annually or semi-annually, are to be paid in advance of the date on which they are payable.

**Article 21 Satellite Club**

**Section 1** – *Establishment*. Having regard to a report demonstrating need and viability, establishment of a Satellite Club may be approved by the members of this club at a General Meeting called for that purpose, a quorum being present, by a majority of voting members present. This club, once approval has been granted by its members, shall be the sponsor club of a Satellite Club. A Satellite Club shall continue in existence, until such time as the Satellite Club is admitted into membership of RI as a Rotary club; or its dissolution is agreed between the Satellite Club and thisclub.

**Section 2 –** *Purpose.* The purpose of a Satellite Club is to extend the work of Rotary in the community by pursuing the Object of Rotary, carrying out successful service projects based on the Five Avenues of Service, contributing to the advancement of Rotary by enlarging membership, supporting the Rotary Foundation, and developing leaders in Rotary and the wider community.

**Section 3** - *Applicable Constitution and Regulations.* Members of a Satellite Club are subject to and bound by the Constitution and Regulations of this club, until such time as a Satellite Club is admitted into membership of RI as a Rotary club.

**Section 4** – *Meetings*. A Satellite Club shall hold regular meetings at a place, time and day decided by its members, other than at the meeting time of this club. Annual general meetings and general meetings of a Satellite Club shall be conducted as if they were annual general meetings and general meetings of this club. Arrangements for the conduct of regular club meetings are for the members of a Satellite Club to determine.

**Section 5** – *Membership*. In accordance with Article 10 of the Constitution, as varied by Article 2 of these Regulations, persons who meet the general qualifications and the qualifications for active, corporate, associate and family membership may be elected to membership of a Satellite Club. Members of a Satellite Club shall be elected to membership and classified in the same manner as if the Board and members of a Satellite Club were the Board and members of this club.

**Section 6** – *Attendance*. The attendance requirements for a member of a Satellite Club are the same as those for this club.

**Section 7** – *Dues*. Dues payable by the members of a Satellite Club are payable to the Treasurer of the Satellite Club, who shall remit to the Treasurer of this club the portion payable to RI and District for active members and the representatives of corporate members.

**Section 7 –** *Satellite Club Board***.** The governing body of a Satellite Club is a Board consisting of a minimum of eight members; the chair, immediate past-chair, chair-elect, a secretary, a treasurer and four (4) to six (6) other members drawn from the members of the Satellite Club.

**Section 8** – *Election of Satellite Club Board.* The election of the Board of a Satellite Club shall be conducted as if it was an election for the Board of this club.

**Section 9** – *Duties of Satellite Club Board*. It is the duty of a Satellite Club Board to exercise general control over and management of the affairs, property and funds of the Satellite Club, ensure the safe custody of books, documents, instruments of title and securities as may be in the possession of the Satellite Club, and seek guidance from the Board of this club.

**Section 10** – *Terms of Office.* Except for the chair, members of the Board of a Satellite Club shall serve a term of office of one (1) year, or until a successor has been duly elected and qualified. Members of the Board are eligible to stand for election for further terms of office. The chair of a Satellite Club shall be elected not less than eighteen (18) months prior to the day of taking office, except in the case of the first chair-elect, and shall serve as chair-elect upon election.

**Section 11** – *Funds and Accounts*.

1. The income and property of a Satellite Club shall be used solely to promote the Object of Rotary, the Five Avenues of Service, and the exercise of the powers of the Satellite Club.
2. Prior to the beginning of each year, the incoming Board of a Satellite Club shall prepare and approve a budget of estimated income and expenditures, which shall serve as a planning tool and a control mechanism with variations approved by the Board. The budget shall be prepared in two parts: one for club operations and one for charitable/service/project operations.
3. A copy of the budget, and any variations approved by the Board, shall be submitted to the Board of this club, and made available to members of a Satellite Club.
4. The funds of the Satellite Club shall be kept in a financial institution decided by the Board of this club. The Treasurer of the Satellite Club shall maintain separate accounts, in the name of the Satellite Club, for club operations and charitable/service/project operations. The President and Treasurer of this club must be signatories to and capable of authorising transactions, in the absence of capacity by a Satellite Club, on any account operated at a financial institution by a Satellite Club of this club.
5. Funds received by a Satellite Club shall be deposited in the relevant account as soon as practical after receipt.
6. All expenditure and financial commitments must be approved by the Board of a Satellite Club in advance, or ratified at a subsequent Board meeting.
7. All payments shall be by cheque or electronic funds transfer authorised by the treasurer and one other member of the Board of a Satellite Club.
8. A Satellite Club shall use the same accounting system as this Satellite Club.
9. The financial transactions and annual statements of account of a Satellite Club shall be submitted to the Treasurer of this club for incorporation into consolidated annual statements of accounts. The financial transactions and annual statements of the Satellite Club shall be audited each year as part of the audit of the financial transactions and statements of account of this club in accordance with the requirements of the *Associations Incorporation Act 1981* (Qld) and the *Collections Act 1966* (Qld).
10. In the event that the Satellite Club is dissolved, the funds and property of the Satellite Club shall revert to this club.

**Section 12** – *Reporting*. The Board of a Satellite Club shall, within fourteen (14) days of the last day of each month, report to the Board of this club its financial performance for the month including income, expenses, and commitments made for which the Satellite Club is financially liable, in the form of a profit and loss statement, balance sheet, cash flow projection, and statement of commitments.

**Article 22 Friends of Rotary**

**Section 1**

1. The primary role of “The Friends of Rotary” is to provide opportunities for members of the community who do not want to commit to becoming Rotarians but would like to promote Rotary ideals in our community by assisting as volunteers at our Rotary programs.
2. A “Friend of Rotary” is not a member of the Rotary Club of Caloundra Inc. and as such is not entitled to the rights or subject to the responsibilities of membership as provided for in the Constitution and the Regulations Bylaws of the club.
3. A “Friend of Rotary” may be accepted or rejected by the Board following an invitation by a member of the club and their nomination as a Friend of Rotary to the Board. If the nominee is accepted by the Board, their name/s will be circulated to all ordinary members of the club for approval. If no member of the club submits a written objection, including reasons for the objection, to the Board within seven (7) days after the club is notified of the prospective “Friend of Rotary”, that person, upon payment of any admission fee, is considered to be elected as a “Friend of Rotary”.
4. An accepted “Friend of Rotary” will be welcomed at meetings of the club and will be presented with a “Friend of Rotary Club of Caloundra” badge.
5. The initial period of the Friend’s association with the club will be for the current Rotary year and will be renewed each year if approved by the Board.
6. A “Friend of Rotary” is not permitted to wear a Rotary lapel badge or any insignia containing the Rotary Wheel and is not permitted to hold office in the club or vote at any meetings of the club.
7. A “Friend of Rotary” is obliged to comply with all applicable District Protection Policies with respect to programs and activities that involve youth and vulnerable adults. It is the responsibility of the club to ensure that all “Friends of Rotary” are aware of their obligations to comply with all relevant District Policies and legislation, including obtaining a Blue Card and Form 3 as appropriate.
8. Meals and costs of other social activities will be at the same rate as for members and will be expected to be paid in a timely manner.
9. If a “Friend of Rotary” wishes to become a Rotarian, then the normal membership nomination procedures will apply
10. At the Board’s discretion a fee may be charged to cover the cost of a badge and any other incidentals.

**Article 23 Common Seal**

**Section 1** – The club may have a common seal.

**Section 2** - The common seal must be kept securely by the Board, and used only with the authority of the Board.

**Section 3** - Each instrument to which the seal is attached must be signed by a member of the Board and countersigned by either the Secretary, another member of the Board, or another club member authorized by the Board.

**Article 24 Amendments**

**Section 1** - These Regulations may be amended at any regular meeting of this club, a quorum being present, by a two-thirds majority of voting members present; provided that notice of the meeting and a copy of the proposed amendment has been communicated in writing to each member of this club at least fourteen (14) days before the meeting.

**Section 2** - No amendment or addition to these Regulations can be made which is not in harmony with the Constitution of this club, and with the RI constitution and regulations.

**Section 3** - An amendment or repeal of these Regulations is valid only after it is registered by the chief executive administering the *Associations Incorporation Act 1981* (Qld).

**Note 1: There are 24 Articles to these Regulations**

**Note 2: This document was adopted by the Rotary Club of Caloundra at a general meeting held on Tuesday 16 April 2019 and was amended at a general meeting held 8 December 2020 (Amendment 1).**