**CONSTITUTION OF**

**THE ROTARY CLUB OF KINGAROY INC.**

Queensland

09 November 2015

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## Purpose

This Incorporated Association shall be a non-profit corporation. Its purpose shall be charitable and benevolent and encourage, promote and extend the objects of Rotary International, and to maintain its good standing as a Member Club of Rotary International.

## Authority of RI (Rotary International)

Insofar as the provisions of the law of the State of Queensland (under which this Club is incorporated as an incorporated association) shall permit, this Club shall be subject to the jurisdiction of RI.

## Powers

* 1. Subject to these Rules, the Club has the powers of an individual.
	2. The association may for example;
1. Enter into contracts; and
2. Acquire, hold, deal with and dispose of property; and
3. Make charges to services and facilities it supplies; and
4. Do other things necessary or convenient to be done in carrying out its affairs or which it is empowered by section 25 of the Act to do.

## Number of Members

Subject to these Rules, the number of Members is unlimited.

## Method of electing Members

1. The name of a prospective Member, proposed by an active Member of the Club, shall be submitted to the Board in writing, through the Club secretary. A transferring or former Member of another Club may be proposed to active membership by the former Club. The proposal shall be left confidential except as otherwise provide in this procedure.
2. The Board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary Club constitution.
3. The Board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.
4. If the decision of the Board is favorable, the prospective Member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective Member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club.
5. If no written objection to the proposal, stating reasons, is received by the Board from any member (other than Honorary) of the Club within seven (7) days following publication of information about the prospective Member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these Regulations, shall be considered to be elected to membership.
6. If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed Member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.
7. Following the election, the president shall arrange for the new Members induction, membership card and presentation of new Member Rotary literature. In addition, the president or secretary will report the new Member information to RI and the President will assign a Member to assist with the new Members assimilation to the Club as well as assign the new Member to a club project or function.

## Honorary Members

The Club may elect, in accordance with the standard Rotary Club Constitution, honorary Members proposed by the Board.

## Membership Fees

1. The admission fee shall be as presented by its bylaws to be paid before the applicant can qualify as a Member except as provided for in the standard Rotary Club Constitution, Article 11.
2. The membership dues shall be as presented by the bylaws.

## Register of Members

1. The Board must keep a register of Members of the Club.
2. The Register must include the following particulars for each Member-
3. The full name and postal or residential address of the Member;
4. The date of admission as a Member
5. The date of admission as a Member
6. Details about the termination or reinstatement of membership;
7. Any other particulars the Board or the members at a General Meeting decide.
8. The register must be open for inspection by Members of the Club at all reasonable times.
9. A Member must be open for inspection by Members of the register.
10. However, the Board may, on the application of a Member, withhold information about the Member (other than the Member’s 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.

## The Board

The governing body of this Club shall be the Board consisting of a minimum of 5 members of this Club, namely, the President, the President-elect, the Vice-president, the Secretary and the Treasurer. At the discretion of the Board, also added can be up to 7 directors elected in accordance with Regulation 10 of these regulations.

## Election of the Directors and Officers

1. At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by Members of the Club for president, vice-president, secretary, treasurer and up to 7 Directors. The nominations may be presented by a nominating committee or by Members from the Floor, by either or both as the Club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the Club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the Annual General Meeting. The candidates for president, vice-president, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 7 candidates for Director receiving a majority of the votes shall be declared elected as Directors. The candidate for president elected in such balloting shall be the President-nominee and shall take the title of president-elect on the first day of July next following that year, the president- elect shall assume office as president.
2. The Officers and Directors shall constitute the Board. Within one week of the election, the Directors-elect shall meet and elect some Member of the Club (who may or may not be a director- elect) to act as sergeant-at-arms.

## Vacancies in the Board

1. A Vacancy in the Board or any office shall be filled by action of the remaining Directors until the date on which the person whose office the Members fills would have retired.
2. The remaining Directors may act despite a casual vacancy on the Board.
3. However, if the number of remaining Board members is less than the number fixed under Regulation 14 as a quorum of the Board, the remaining Directors may act only to:
4. Increase the number of Board members to the number required for a quorum, or
5. Call a general meeting of the club.

## Resignation or removal from office of Board member

1. A Board member may resign from the Board by giving written notice of resignation to the secretary.
2. The resignation takes effect on:
3. The day and at the time the notice is received by the secretary; or
4. If a later day and/or time is stated in the notice, that later day and/or time.
5. A Board member may be removed from office at a General Meeting of the Club if a majority of the Members present at the meeting vote in favour of removing the Board member.
6. Before a vote of Member is taken about removing the member from office, the Board member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
7. A Board member has no right of appeal against his or her removal from office under this section.
8. A Member immediately vacates office as a Member of the Board in the circumstances mentioned in Section 64(2) of the Act.

## Functions of the Board

1. Subject only to the Act and to the Provisions of this Constitution, the Board has:
2. All the powers set out in Article 10, Sections 1 and 2;
3. The general control and management of the administration of the affairs, property and funds of the Club; and
4. Authority to interpret the meaning of these Rules and any matter relating to the Club on which the Rules are silent.
5. The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has considered it. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board without discussion.

## Board Meetings

1. Notice of a Board meeting is to be given in the manner from time to time determined by the Board.
2. Regular meetings of the Board shall be held a minimum of once per month excluding December & January.
3. Special meetings of the Board shall be called by the President, whenever deemed necessary or upon the request of two (2) Directors, due notice having been given.
4. A request for a special meeting must state-
5. Why the special meeting is called; and
6. The business to be conducted at the meeting.
7. Subject to this Regulation, the Board may meet and conduct its proceedings as it considers appropriate.
8. A majority of Directors shall constitute a quorum of the Board.
9. A question arising at a Board meeting is to be decided by a majority vote of Board members present at the meeting and, if the votes are equal, the question is decided in the negative.
10. A Board member must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contact or proposed contract, and if the member does vote the member’s vote must not be counted.
11. The President or, if there is no President or if the President is not present within 10 minutes after the time fixed for a Board meeting, the Vice-president, is to preside as chairperson at the meeting.
12. If the President and the Vice-president are absent from a Board meeting, the Members may choose one of their numbers to preside as chairperson at the meeting.
13. If a quorum is not present within 30 minutes after the time fixed for a Board meeting called on the request of Board members, the meeting lapses.
14. If a quorum is not present within 30 minutes after the time fixed for a Board meeting called other than on the request of Board members, the meeting is to be adjourned to:
15. The same day, time and place in the next week; or
16. A day, time and place decided by the board.
17. If, at an adjourned meeting mentioned is subsection (12), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.
18. The Board may hold meetings, or allow Members to take part in its meetings, by telephone, video link or another form of communication that reasonably allows the Member to hear and take part in discussions as the happen. All Members taking part are deemed to be present at the meeting.

## Acts not affected by defects or disqualifications

1. An act performed by the Board, a subcommittee or a person acting as a Board member is taken to have been validly performed.
2. Subsection (1) applies even if the act was performed when-
3. There was a defect in the appointment of the Board, subcommittee or person acting as a Board member; or
4. A subcommittee member or Board member was disqualified from being a member.

## Resolutions of Board without meeting

1. A written resolution signed by each member of the Board for the time being entitled to receive notice of a Board meeting is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
2. A Resolution mentioned in subsection (1) may consist of several documents in like from, each signed by 1 or more Board members.

## Common seal

1. The Board must ensure the association has a common seal.
2. The common seal must be
3. Kept securely by the Board; and
4. Used only under the authority of the Board.
5. Each instrument to which the seal is attached must be signed by two members of the Board.

## Annual General Meeting

The annual General Meeting must be held:

1. At least once each year; and
2. Within 6 months after the end of the Club’s previous Financial Year.

## Business to be conducted at Annual General Meeting

1. The following business must be conducted at each annual General Meeting-
2. Receiving the associations financial statement, and audit report, for the last reportable Financial Year;
3. Presenting the financial statement and audit report to the meeting for adoption;
4. Electing members of the Board;
5. Appointing an auditor or an accountant or an approved person (as the Act requires) for the present Financial Year.

## Notice of General Meeting

1. The Secretary may call a General Meeting of the Club.
2. The Secretary must give at least 14 days’ notice of a General Meeting to each Club Member.
3. If the secretary is unable or willing to call a meeting, the president must call the meeting.
4. The Board may decide the way in which notice is to be given.
5. However, notice of the following meetings must be given in writing.
6. A meeting called to hear and decide the appeal of a Member to the Club pursuant to Article 10, Section 3 of this constitution; and
7. A meeting called to hear and decide a proposed Special Resolution of the Club.
8. A notice of a General Meeting must state the business to be conducted at the meeting.
9. For the avoidance of doubt;
10. Any notice required by this Constitution to be given to a member by mail may be given either by post or as an email (including as an email attachment) sent to the email address last advised by the Member as his email address for receipt of email communications from the Club; and
11. Any notice so given shall be deemed to be given in writing.

## Quorum for, and adjournment of, General Meeting

1. Subject to subsection (5), at a General Meeting one-third of the membership forms a quorum.
2. No business may be conducted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business.
3. If a quorum is not present within 30 minutes after the time fixed for a General Meeting called on the request of Board members or the Club Members, the meeting is to be adjourned to
4. If a quorum is not present within 30 minutes after the time fixed for a General Meeting called other than on the request of Board Members or the Club Members, the meeting is to be adjourned to
5. The same day, time and place in the next week; or
6. A day, time and place decided by the board.
7. If, at an adjourned meeting, a quorum under subsection (6) is not present within 30 minutes after the time fixed for the meeting, the Members present forms a quorum.
8. The Chairperson may, with the consent of any meeting at which a quorum is present and must if directed be the meeting, adjourn the meeting from time to time and from place to place.
9. If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
10. The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
11. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

##  Procedure at General Meeting

1. Subject to this Constitution, at each General Meeting:
2. The President or, if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice-president, is to preside as Chairperson; and
3. If the Vice-president is absent or unwilling to act as Chairperson, the Members present must elect one of their number to be Chairperson of the meeting; and
4. The Chairperson must conduct the meeting in a proper and orderly way; and
5. Each question, matter or resolution (other than a Special Resolution) must be decided by a majority of votes of the Members present; and
6. Each Member present and entitled to vote is entitled to one vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote; and
7. a Member is not entitled to vote at a General Meeting if the Member’s subscription is in arrears at the date of the meeting; and
8. a Member may not vote by proxy;
9. if a secret ballot is held, the Chairperson must appoint two Members to conduct the secret ballot in the way the Chairperson decides; and
10. The result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.

## Voting at General and Regular Meetings

The business of this Club at any General Meeting or any regular meeting shall be by viva voce vote except the election of Officers and Directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by viva voce vote.

## Special General Meeting

1. The Secretary may only call a special General Meeting by giving each Member notice of the meeting within 14 days after:
2. Being directed to call the meeting by the Board; or
3. Being given a written request signed by:
4. At least 33% of the number of Members of the Board when the request is signed; or
5. At least the number of ordinary Members of the club equal to double the number of board members when the request is signed plus 1.
6. A request mentioned in subsection (1) (b) must state:
7. Why the special General Meeting is being called; and
8. The Business to be conducted at the meeting.
9. A Special General Meeting must be held within 3 months after the secretary:
10. Is directed to call the meeting by the Board; or
11. Is given the written request mentioned in sub Regulation 24 (1)(b)
12. If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

## Regular Club Meetings

For the avoidance of doubt, Regular Club meetings are not General Meetings and the provisions of this Constitution applicable to General Meetings apply to regular Club meetings only when that is expressly provided.

## Minutes of Board Meetings and General Meetings

1. The secretary must ensure full and accurate minutes of all questions, matters resolutions and other proceedings of each Board meeting and each General Meeting are entered in a minute record.
2. To ensure the accuracy of the minutes recorded under subsection (1):
3. The minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy; and
4. The minutes of each General Meeting and of each regular meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Club that is a General Meeting or annual General Meeting, verifying their accuracy.
5. The Secretary must ensure the minute book for each General Meeting (or, as the case requires, for each regular meeting) is open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection.

## Funds and Accounts

1. Prior to the beginning of each Year, the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The Budget shall be broken into two separate parts; one in respect of Club administration, management and operations and one in respect of charitable/service operations.
2. The Financial Year of this Club shall extend from 1 July to 30 June.
3. The Funds of the Club must be kept in an account or accounts in the name of the Club in a financial institution or institutions decided by the Board.
4. Separate records shall be maintained for:
5. Funds for club administration, management and operations; and
6. Funds for service projects

so that such funds are immediately separable and identifiable.

1. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
2. All amounts must be deposited in a Club financial institution account as soon as practicable after receipt.
3. A Payment by the club in excess of $1,000.00 must be made by cheque or electronic funds transfer.
4. If a payment is made by cheque, the cheque must be signed by any two of the following;
5. The president;
6. The secretary;
7. The treasurer;
8. Any 1 of 3 other Members of the Club who have been authorized by the Board to sign cheques issues by the Club.
9. However, one of the persons who sign the cheques must be the president, the secretary or the treasurer.
10. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed ‘not negotiable’.
11. Any petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.
12. All expenditure must be approved or ratified at a Board meeting.

## General financial matters

1. On behalf of the Board, the Treasurer must, as soon as practice able after the end of each Financial Year, ensure a financial statement for its last reportable Financial Year is prepared.
2. The income and property of the Club must be used solely in promoting the Club’s objects and exercising the Club’s powers.

## Records

1. The Board must ensure the safe custody of books, documents, instruments of title and securities of the Club.
2. Financial records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
3. Financial records and accounts must be retained for at least 7 years.

## Winding up

1. This Regulation applies if the Club is wound up and has surplus assets.
2. The surplus assets must not be distributed among the Club Members.
3. The surplus assets must be given to another Rotary entity.
4. Having objects similar to the Clubs objects; and
5. The rules of which prohibit and distribution of the entity’s income and assets to its Members; and
6. Is exempt under taxation laws of Australia to pay income tax.
7. In this Regulation “surplus assets” has the meaning given by section 92(3) of the Act.