**MEMO**

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| **TO:** | Club Presidents - Victoria |
| **SUBJECT:** | New Club Constitution |
| **DATE:** | March 2020 |

**Updating your club constitution and by-laws**

**The short version:**

1. Your club board approves the constitution and by-laws (with or without modification from the attached drafts).
2. The board directs the holding of a special general meeting for the purpose of considering and voting upon the adoption of the constitution and by-laws.
3. The Secretary sends a notice of the meeting and appropriate supporting documentation to each member.
4. The meeting is held, and two resolutions are put before the meeting and passed.
5. Consumer Affairs Victoria is advised of the changes.

**The long version:**

1. *Your club board approves the constitution and by-laws*

Your existing constitution requires that all matters that are to be put before the club have to be considered by the board first.

You have been provided with a constitution and a set of by-laws.

It is unlikely the constitution will require modification, but it might.

The by-laws should be carefully considered, and you should determine whether they are appropriate for your club in substantially unaltered form, or if substantial alterations should be made.

Included in the draft by-laws are a series of provisions relating to classes of membership, including corporate membership which is of interest to many Rotary Clubs, and also family and associate membership.

Note that some of those types of membership are reported to Rotary International as active, and some are not.

The board needs to come up with a “final” constitution and set of by-laws.

1. The board then:
	1. resolves to recommend the constitution and by-laws as tabled to the members of the club; and
	2. directs the holding of a special general meeting (at a date and time to be determined by the board) for the presentation of the constitution and by-laws.

Each member is entitled to 21 days notice of the special general meeting, so chose a date that allows for the required documents to get to the members 21 days or more before the meeting.

1. Notice of the meeting is then given to members, with appropriate supporting information.

A draft notice of a special general meeting is **attached**. The notice must:

* 1. specify the date, time and place of the meeting at which the resolution is intended to be proposed; and
	2. state in full the proposed resolution; and
	3. state the intention to propose the resolution as a special resolution.

The notice of general meeting should have attached to it:

* 1. a copy of the proposed constitution;
	2. a copy of the proposed by-laws; and
	3. an explanatory memorandum or note (a draft is attached).

**How is the notice served or sent?**

As provided in your current rules. If in doubt, use the mail.

1. The special general meeting

The quorum for a special general meeting is set out in your current constitution. It is likely to allow for proxies to be counted towards the quorum

To pass:

* 1. Special resolutions need to be approved by 75% of members voting, personally or by proxy
	2. Ordinary resolutions need to be approved by a simple majority of members voting, personally or by proxy.
1. CAV is notified.

Start here: https://www.consumer.vic.gov.au/mycav/sign-in

The new constitution then needs to be lodged with Consumer Affairs within 28 days of the date on which the special general meeting is held.

There is a fee payable to Consumer Affairs Victoria, which is currently $181.50.

The bylaws are *not* lodged with Consumer Affairs

And finally

These documents were prepared by Whiting Lawyers Pty Ltd of 180 Queen Street Melbourne, an incorporated legal practice without cost to the Districts or Clubs

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