**The Rotary Club of Inc**

**Explanatory notes for the Special General Meeting to be held on** [insert date and time]

Rotary International’s Council on Legislation meets every three years and last met in April 2019. In April 2019 the Council:

* 1. considered proposals to change the Standard Rotary Club Constitution (SRCC) that had been submitted by clubs and districts around the world; and
  2. resolved to “rewrite” the SSRC in plain English.

A marked up version of the SRCC became available following the Council on Legislation and a copy of the “new” SRCC became available in the Manual of Procedure which was last published in August 2019.

The Charter granted to our club by Rotary International, and the provisions of our own constitution require us to reflect changes made to the SRCC in our own constitution. In the terms of our constitution (or something very like it) we are obliged to ensure that our constitution:

* 1. In so far as possible complies with the SRCC; and
  2. Complies with the law of Victoria, and principles of good governance.

District has provided to us a pro forma constitution that has been approved by Rotary International in so far as it changes or modifies the SRCC. It is believed to be fully compliant with the *Associations Incorporation Reform Act 2012*, and consistent in its drafting with principles of good governance.

**The constitution**

The draft constitution is in two parts.

The first part (clauses 1 – 20) contains provisions found in the Standard Rotary Club Constitution modified in a way that complies with Victorian law.

The second part (clauses 21 – 37) contains those provisions that are required to meet an incorporated association’s obligations under the Act and which not fully addressed in the first part.

Ideally the club would be able to provide you with a “mark-up” that shows how the provisions in the new document are different from the provisions in our current constitution. It is not feasible for that to occur, but any member who wishes to undertake that task for themselves for the benefits of the club can obtain a copy of the current constitution from the Secretary.

**By-laws**

Because of the rewriting of the constitution current by-laws do not fit with or match the constitution. Accordingly new by-laws are proposed, and contain some provisions required as a result to the SRCC, and other provisions based on drafting from other Rotary clubs around Australia.

Your attention is drawn to provisions in the by-laws relating to categories of membership, but you’re also invited to read and consider all of the provisions.

The board recommends the adoption of the constitution and by-laws as included with the notice of special general meeting.