



Constitution of the Rotary Club of Inc.

ABN:

INC:

Contents

Article 1 Definitions	2
Article 2 Name	2
Article 3 Purposes	3
Article 4 Locality of the Club	3
Article 5 Object	3
Article 6 Five Avenues of Service.....	3
Article 7 Meetings.....	4
Article 8 Membership	5
Article 9 Club Membership Composition.....	5
Article 10 Attendance	5
Article 11 Directors and Officers and Committees	7
Article 12 Dues	8
Article 13 Duration of Membership.....	8
Article 14 Community, National, and International Affairs.....	11
Article 15 Rotary Magazines.....	11
Article 16 Acceptance of Object and Compliance with Constitution and Bylaws	11
Article 17 Arbitration and Mediation	12
Article 18 Bylaws.....	12
Article 19 Amendments	12
Article 20 Additional requirements of RI	13
Article 21 Powers	13
Article 22 Register of members	14

Article 23 Duties of Officers	14
Article 24 Election of Directors and Officers	15
Article 25 Filling of Casual Vacancies on the Board	16
Article 26 Meetings.....	16
Article 27 Use of Technology at Board Meetings	19
Article 28 Members' Liability and General Rights of Members	19
Article 29 Funds	20
Article 30 Financial records and statements	20
Article 31 Common Seal.....	21
Article 32 Registered address.....	21
Article 33 Notice requirements	21
Article 34 Distribution of Property on Winding Up of a Club.....	22
Article 35 Custody of Books etc.....	22
Article 36 Inspection of books etc.....	22
Article 37 Conflict of interest.....	22

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. Registrar: The Registrar of Incorporated Associations appointed and holding office under the Act.
7. Satellite club: A potential club whose members shall also be members (when applicable) of this club.
8. In Writing: A communication capable of documentation, regardless of the method of transmission.
9. Year: The twelve-month period beginning on 1 July.
10. The Act: The Associations Incorporation Reform Act 2012.
11. The Regulations: The Regulations made pursuant to the Act.

Article 2 Name

This organization shall be the Rotary Club of _____ Inc.
(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 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 areas.

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.
4. **International Service**, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill and 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, recognises 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 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 – Annual Meeting.

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

Section 3 – Board Meetings Within 60 days after all board meetings, written minutes should be available to all members.

Article 8 Membership

Section 1 – General Qualifications. This club shall be composed of adult persons who demonstrate good character, integrity and leadership, possess a good reputation within their business, profession and/or community; and are willing to serve 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 5, section 2 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 this 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 this 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.

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 recognised activity of the member's firm, company, or institution, the member's principal and recognised 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 organisations in its community, including age, 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 authorised by the board;
 - (4) attends a board meeting or, if authorised 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 district training assembly, 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) travelling with reasonable directness to or from one of the meetings specified in 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 authorised 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 the board has approved.

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, constituted 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 6, 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.

Section 5 – Election of Officers.

- (a) *Terms of Officers other than President.* Each officer shall be elected as provided in Article 24. 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 training seminar and the training assembly 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 training seminar and the training assembly 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 president elect's training seminar and training assembly, or training deemed sufficient by the governor-elect.

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 organisation 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.

Article 12 Dues

Every member shall pay an entrance fee and annual dues as prescribed in the bylaws.

Article 13 Duration of Membership

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

Section 2 – Automatic Termination.

- (a) *Exceptions.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that when a member moves from the locality of this club or the surrounding area, but continues to meet all conditions of club membership, the board may:
 - (1) allow a member to remain in this club; or
 - (2) grant a special leave of absence, not to exceed one year, to enable the member to visit and become known to a club in the new community.
- (b) *Rejoining.* When a member in good standing has their membership terminated as described in subsection (a), that person may apply for membership again, under the same or another business, profession, occupation, community service, or other classification.
- (c) *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 – 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 4 – 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; or
 - (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 4.

Section 5 – 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 members last known address. The member has the right to appear before the board to state his or her case.

Section 6 – 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 7 – Board Action Final. Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 8 – 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 9 – 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 10 – 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 6 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.

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 recognised 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. They must also be consistent with the law of Victoria. The bylaws may be amended as they provide.

Article 19 Amendments

Section 1 - SRCC. This Club agrees that it shall ensure that this constitution be updated promptly following each council on legislation to be identical, insofar as the law of Victoria and good governance allows, as the SRCC last adopted by RI.

Section 2 - Amending Article 2 and Article 4. Where there is a proposal before the Club to amend either or both of these articles, then notice of the proposed amendments 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 by the Club, the RI board of directors and the Registrar. The governor may offer an opinion to the RI board of directors about the proposed amendment.

Section 3 – *Amended to comply with the Associations Incorporation Reform Act 2012 (Vic) (the Act)* as:

- (a) Subject to the Act, the club may, by special resolution, alter or add to this constitution.
- (b) An alteration of or addition to the constitution of the club does not take effect unless and until the alteration is approved by the Registrar.
- (c) An application for the approval by the Registrar of an alteration or addition to the constitution of the club must be made by the secretary of the club in the approved form:
 - (1) within 28 days after the alteration was passed by special resolution; or
 - (2) if a longer time has been allowed by the Registrar – within the time allowed.

Article 20 Additional requirements of RI

Section 1 Non profit

This association shall be a non-profit association. Its purpose shall be charitable and benevolent and to encourage, promote and extend the Object of Rotary, and to maintain the relations of a member club in RI.

Section 2 – Philosophy

In so far as the provisions of the law of Victoria, under which this association is incorporated, shall permit, this association shall operate in a manner consistent with the constitution and bylaws of RI.

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

Note: Articles 21 to 37 are additional articles required to comply with the provisions of the Associations Incorporation Reform Act 2012 (Vic) ("the Act")

Article 21 Powers

Section 1 – *Powers of this club.* For the purpose of carrying out its objects, this club may, subject to the Act and in addition to any other statutory powers exercisable by this club:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) administer any property on trust;
- (c) open and operate accounts with financial institutions;
- (d) invest its moneys –
 - (1) in any security in any manner in which trust moneys may be invested;
 - (2) in any other manner authorised by the constitution of this club;
- (e) appoint agents to transact any business of this club on its behalf;
- (f) enter into any contract that the board considers necessary or desirable;
- (g) establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and companies of any kind;

- (h) subject to compliance with applicable laws, conduct profitable fundraising activities of all types in all States and Territories of Australia and overseas; and
- (i) establish one or more public funds.

Article 22 Register of members

- (a) The secretary of the association must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (b) The register of members must be kept in Victoria at the club's registered address.
- (c) The register of members must be open for inspection, free of charge, by any member of the club at any reasonable hour.
- (d) A member of the club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (e) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (f) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (g) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the club or other material relating to the club, or
 - (h) any other purpose necessary to comply with a requirement of the Act or the Regulations.
- (i) If the register of members is kept in electronic form:
 - (1) it must be convertible into hard copy; and
 - (2) the requirements in sub clauses (a) and (b) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

Article 23 Duties of Officers

Section 1 – President. It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily relate to the office of president.

Section 2 – Immediate Past President. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – Vice-President. It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president.

Section 4 – Secretary. The secretary must:

- (a) perform any duty or function required under the Act to be performed by the secretary of an incorporated association;
- (b) maintain the register of members in accordance with article 51;
- (c) keep custody of the common seal (if any) of the club and, except for the financial records referred to in article 64, section 3, all books, documents and securities of the club in accordance with articles 64 and 70;
- (d) subject to the Act and this constitution and the bylaws of the club, provide members with access to the register of members, the minutes of general meetings and other books and documents;
- (e) perform any other duty or function imposed on the secretary by this constitution; and
- (f) give to the Registrar notice of his or her appointment within 14 days after the appointment.

Section 5 – Treasurer. The treasurer must -

- (a) receive all moneys paid to or received by the club and issue any receipts for those moneys in the name of the club
- (b) ensure that all moneys received are paid into the account of the club within a reasonable time after receipt;
- (c) make any payments authorised by the board club or by a general meeting of the club from the club's funds;
- (d) ensure that all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any of the persons appointed from time to time by the board so long as in every case either the authorising person or the signatory is a director and all banking transactions by electronic means are authenticated by any two persons in turn appointed from time to time by the board, being a director and either a second director or another member;
- (e) ensure that the financial records of the club are kept in accordance with the Act;
- (f) coordinate the preparation of the financial statements of the club and their certification by the board prior to their submission to the annual general meeting of the club; and
- (g) ensure that at least one other director has access to the accounts and financial records of the club.

Article 24 Election of Directors and Officers

Section 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 a number of other directors (who may, if the board decides, include the treasurer, the secretary and the sergeant-at-arms) decided by the board. The nominations may be presented by a nominating board or by members from the floor, by either or by both as the club may determine. If it is determined to use a nominating board, such board 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 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 serve as an officer for the year commencing on the first day of July next following the election, and shall assume office as president on 1 July immediately following that year. The president-nominee shall take the title of president-elect on 1 July in the year prior to taking office as president.

Section 2 – The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

Section 3 – A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect

Section 5 – Nominations of candidates for election as officers of the club or as ordinary members of the board must be-

- (a) made in writing, signed by two members of the club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) delivered to the Secretary of the club not less than 7 days before the date fixed for the holding of the annual general meeting.

Section 6 – A candidate may only be nominated for one office, or as an ordinary director, prior to the annual general meeting.

Section 7 – If insufficient nominations are received to fill all vacancies on the board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

Section 8 – If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

Section 9 – If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

Section 10 – The ballot for the election of officers and any ordinary members of the board must be conducted at the annual general meeting in such manner as the board may direct.

Article 25 Filling of Casual Vacancies on the Board

- (a) If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.
- (b) If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Article 26 Meetings

Section 1 - Quorum

- (a) The minimum number of participants who must be present when a vote is taken: one- third of the club's members for club decisions and a majority of the directors for club board decisions.
- (b) No business shall be conducted at a meeting unless a quorum is present, in person or by proxy.
- (c) If a quorum is not present within 30 minutes of the notified commencement time of the meeting, then the meeting shall be adjourned to a date not more than 21 days after the adjournment, and notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to the members as soon as possible after the meeting.
- (d) If a quorum is not present within 30 minutes after the time to which a meeting has been adjourned under the preceding sub-section, the members present at the meeting (if not less than 3) may proceed with the business of the meeting as if a quorum were present.

Section 2 - *Annual general meeting.* In addition to the provisions in section 2 of article 7:

- (a) the notice convening the annual general meeting must specify that the meeting is an annual general meeting;
- (b) the board may determine the date, time, and place of the annual general meeting;
- (c) the board must give each member of the club notice of:
 - (1) at least 21 days of a general meeting if a special resolution is to be proposed; or
 - (2) at least 14 days of a general meeting in any other case.
- (d) the notice must:
 - (1) specify the date, time and place of the meeting;
 - (2) indicate the general nature of each item of business to be considered at the meeting;
 - (3) if a special resolution is to be proposed, then in accordance with section 3 of this article; and
 - (4) comply with section 4 of this article.
- (e) the procedure of the annual general meeting is as follows:
 - (1) to confirm the minutes of the previous annual general meeting and of any special general meeting held since the previous annual general meeting;
 - (2) to receive and consider:
 - A the annual report of the board on the activities of the club during the preceding year; and
 - B the financial statements of the club for the preceding year submitted by the board in accordance with Part 7 of the Act.
 - (3) To elect officers of this club and the ordinary members of the board;
 - (4) Conduct any other business of which notice has been given in accordance with this constitution.

Section 3 - *Special resolutions.* In addition to the provisions of article 7:

- (a) This club may pass a special resolution at a general meeting of this club;
- (b) Each member who is entitled to vote at general meetings must be given at least 21 days' notice of the proposed resolution;
- (c) The notice must:
 - (1) specify the date, time and place of the general 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;
- (d) The special resolution is passed if:
 - (1) At the general meeting:
 - A not less than three quarters of the members voting at the meeting, whether in person or by proxy, vote in favour of the resolution; and
 - B any additional requirements of this constitution relating to the passing of special resolutions have been met; or
 - (2) the resolution is passed in a manner approved by the Registrar under section 66(2) of the Act.

Section 4 – *Proxies.*

- (a) Where a specific resolution at any meeting except a disciplinary appeal meeting is to be considered by ballot rather than by viva voce vote, a member may appoint another member as his or her proxy to vote and speak on his or her behalf.
- (b) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (c) The member appointing the proxy may give specific instructions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member as he or she sees fit.
- (d) If the board has approved a form for the appointment of a proxy, the member may use that form or any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member/
- (e) Any notice of the meeting given to a member must specify that the member may appoint another member as a proxy for the meeting, and include a copy of any form the board has approved for the appointment of a proxy.
- (f) A form appointing a proxy must be given to the Chair of the meeting before or at the commencement of the meeting.

Section 5 – *Adjournment of meetings.*

- (a) The Chair of a meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or another place.
- (b) Without limiting the preceding sub-clause, a meeting may be adjourned:
 - (1) if there is not enough time to deal with the business at hand; or

- (2) to give the members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of the meeting is not required unless the meeting is adjourned for 14 days or more.

Section 6 – Board meetings

- (a) Regular meetings of the board shall be held as provided by the bylaws. Special meetings of the board may be called by the president, or upon the request of two directors.
- (b) A majority of the directors shall constitute a quorum of the board, and no business shall be conducted unless there is a quorum. If within 30 minutes of the time appointed for a board meeting there is not a quorum:
 - (1) In the case of a special meeting, the meeting lapses;
 - (2) In any other case, the meeting is adjourned to the same place and the same time and day in the following week.
- (c) Notice of each board meeting must be given to each director no later than 7 days before the date of the meeting (or in cases of urgency, a shorter period of notice), the notice must specify:
 - (1) the date, time, and place of the meeting;
 - (2) if it is a special meeting, the general nature of the business to be conducted.
- (d) The only business that may be conducted at the meeting is the business for which the meeting is convened.
- (e) The board may act regardless of any vacancy on the board.
- (f) The directors may meet together, adjourn and regulate their meetings as they consider appropriate.

Article 27 Use of Technology at Board Meetings

1. A board meeting may be held at 2 or more venues using any technology approved by the board that gives each of the board's members a reasonable opportunity to participate.
2. A board member who participates in a board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Article 28 Members' Liability and General Rights of Members

Section 1 – Liability of members

The liability of a member of the club to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of the winding up of the club is limited to the amount, if any, unpaid by the member in respect of membership of the club as required by Article 12.

Section 2 – A member of the club who is entitled to vote has the right to:

- (a) receive notice of general meetings and proposed special resolutions in the manner and time prescribed in this constitution;
- (b) submit items of business for consideration at a general meeting;
- (c) attend and be heard at general meetings;
- (d) vote at general meetings;
- (e) access the minutes of general meetings and other documents of the club as provided in article 26; and
- (f) inspect the register of members.

Section 3 - A member is entitled to vote if:

- (a) the member is a member other than an honorary member;
- (b) the member is not in arrears after notification under article 13 section 3; and
- (c) the member's membership rights are not suspended for any reason.

Article 29 Funds

Section 1 – *Source*

- (a) The funds of the club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the club in general meeting, such other sources as the board determines.
- (b) All money received by the club must be deposited as soon as practicable and without deduction to the credit of the club's bank or other authorised deposit-taking institution account.

Section 2 – *Management*

- (a) The club must open an account with a financial institution from which all expenditure of the club is made and into which all of the club's revenue is deposited.
- (b) Subject to any restrictions imposed by a general meeting of the club, the board may approve expenditure on behalf of the club.
- (c) The board may authorise the Treasurer to expend funds on behalf of the club (including by electronic funds transfer) up to a specified limit without requiring approval from the board for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed, and all electronic payments must be authenticated, as provided in article 23, section 5(d).
- (e) All funds of the club must be deposited into the financial account of the club following receipt.
- (f) With the approval of the board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

Article 30 Financial records and statements

Section 1 – The club must keep financial records that:

- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable financial statements to be prepared as required by the Act.

Section 2 – The club must retain the financial records for 7 years after the transactions covered by the records are completed.

Section 3 – The Treasurer must keep in his or her custody, or under his or her control:

- (a) the financial records for the current Year; and
- (b) any other financial records as authorised by the board.

Section 4 – For each Year, the board must ensure that the requirements under the Act relating to the financial statements of the club are met.

Section 5 – Without limiting section 1 of this article, those requirements include:

- (a) the preparation of the financial statements;
- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the board;
- (d) the submission of the financial statements to the annual general meeting of the club;
- (e) the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

Article 31 Common Seal

Section 1 – The club may have a common seal.

Section 2 – If the club has a common seal:

- (a) the name of the club must appear in legible characters on the common seal;
- (b) a document may only be sealed with the common seal by the authority of the board and the sealing must be witnessed by the signatures of 2 directors;
- (c) the common seal must be kept in the custody of the Secretary.

Article 32 Registered address

The registered address of the club is:

- (a) the address determined from time to time by resolution of the board; or
- (b) if the board has not determined an address to be the registered address—the postal address of the Secretary.

Article 33 Notice requirements

Section 1 – Any notice required to be given to a member or a director may be given by:

- (a) handing the notice to the member personally; or
- (b) sending it by post to the member at the address recorded for the member on in the register of members; or
- (c) email or facsimile transmission.

Section 2 – Section 1 of this article does not apply to notice less than 7 days given under article 26 section 5 (d) or section 6 (c).

Section 3 - Any notice required to be given to the club or the board may be given by:

- (a) handing the notice to a director; or
- (b) sending the notice by post to the registered address; or
- (c) leaving the notice at the registered address; or
- (d) if the board determines that it is appropriate in the circumstances—
 - (1) email to the email address of the club or the Secretary; or
 - (2) facsimile transmission to the facsimile number of the club.

Article 34 Distribution of Property on Winding Up of a Club

- (a) Subject to the Act and the Regulations, in a winding up of the club, any surplus property of the club is to be transferred to another Rotary organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (b) In this clause, a reference to the surplus property of a club is a reference to that property of the club remaining after satisfaction of the debts and liabilities of the club and the costs, charges and expenses of the winding up of the club.

Article 35 Custody of Books etc.

Except as otherwise provided by this constitution, all records, books and other documents relating to the club must be kept in Victoria, at the association's registered address, in the custody of the secretary.

Article 36 Inspection of books etc.

- (a) The following documents must be open to inspection, free of charge, by a member of the club at any reasonable hour:
 - (1) records, books and other financial documents of the club,
 - (2) this constitution,
 - (3) minutes of all board meetings and general meetings of the club.
- (b) A member of the club may obtain a copy of any of the documents referred to in sub- clause (a) on payment of a fee of not more than \$1 for each page copied.
- (c) Despite sub clauses (a) and (b), the board may refuse to permit a member of the club to inspect or obtain a copy of records of the club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the club.

Article 37 Conflict of interest

Section 1 – A director who has a material personal interest in a matter being considered at a board meeting must disclose the nature and extent of that interest to the board.

Section 2 - The director who has a material personal interest in a matter being considered at a board meeting must not:

- (a) be present while the matter is being considered at the meeting; and

- (b) vote on the matter.

Section 3 - This article does not apply to a material personal interest that:

- (a) exists only because the director belongs to a class of persons for whose benefit the club is established; or
- (b) the director has in common with all, or a substantial proportion of, the members of the club.