

CONSTITUTION OF THE ROTARY CLUB OF ASPLEY INC.

Part 1 - Constitution

Article 1 Interpretation

As used in this constitution (including the regulations in Part 2), unless the context otherwise clearly requires, the words in this Article shall have the following meanings:

Act:	<i>The Associations Incorporation Act 1981 (Qld)</i>
AIR:	<i>The Associations Incorporation Regulations 1999 (Qld)</i>
Board:	The management committee known as the Board of Directors of this club.
Bylaws:	The bylaws of this club.
Director:	A member of this club's Board of Directors.
District Governor:	The official representative of RI within the RI district for this club.
Member:	A member, other than an honorary member, of this club.
Regulations:	The regulations contained in Part 2 of this constitution.
RI:	Rotary International.
Satellite club:	A potential club whose members shall also be members of this club,
Year:	The twelve-month period which begins on 1 July each year.

Article 2 Name

The name of this organization shall be Rotary Club of Aspley (Member of Rotary International).

Article 3 Locality of the Club

The locality of this club is as follows: An area bounded by a line drawn from the junction of Hamilton Road and Maundrell Terrace, along the centre of Maundrell Terrace, north to Pie Street, then eastward to Webster Road, north to Ellison Road, eastward to Kirby Road, then north to Zillmere Road, west along Zillmere Road, then north along the eastern boundary of the Aspley State High School to Cabbage Tree Creek, then west along Cabbage Tree Creek to its junction with Norris Road, then north along Norris Road to Bald Hills Road, westward to Bald Hills Creek, then along its north-western bank to the Pine River, along its southern bank to the junction of the South Pine River, then south across Gympie Road at Bald Hills and following the eastern bank in a southerly direction to Albany Creek Road, and continuing to the junction with Bunya Road, then easterly along Bunya Road to the junction with Cabbage Tree Creek, then north-easterly along the northern bank to Old North Road, turn south-easterly to the junction of Rode Road, along Rode Road to the junction of Trout's Road, then

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north to Hamilton Road, east along Hamilton Road to the junction with Maundrell Terrace.

As from the 9th August 1983, we share this territory with the Rotary Club of Albany Creek.

Article 4 Purpose

The purposes of this club are to pursue the Objects of Rotary, carry out successful service projects based on the Five Avenues of Service, contribute to the advancement of Rotary by strengthening membership, supporting The Rotary Foundation and developing leaders beyond club level.

Article 5 Objects

The Object of Rotary is to encourage and foster the ideal of service as a basis for 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.
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

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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, recognizes 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 Exemptions to Provisions on Meetings and Attendance

The regulations may include rules or requirements not in accordance with Article 8 section 1; Article 12; and Article 15 section 4 of this constitution. Such rules or requirements shall supersede the rules or requirements of those sections of this constitution. This club, however, must meet at least twice per month.

Article 8 Meetings

Section 1 ---- Regular Meetings.

- (a) *Day and Time.* This club shall hold a regular meeting once each week on the day and at the time provided in the regulations in Part 2 of this constitution.
- (b) *Change of Meeting.* For good cause, the board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.
- (c) *Cancellation.* The board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.
- (d) *Satellite Club Meeting (When Applicable).* If provided in the regulations in Part 2 of this constitution, a satellite club shall hold regular weekly meetings at a place and at a time and day decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the club's regular meetings in section 1(b) of this Article. A satellite club meeting may be cancelled for any of the reasons enumerated in section 1(c) of this Article. Voting procedures shall be as provided in the regulations in Part 2 of this constitution.

Section 2 ---- Annual Meeting.

- (a) An annual meeting for the election of officers shall be held not later than 31 December as provided in the regulations in Part 2 of this constitution.
- (b) A satellite club (when applicable) shall hold an annual meeting of its members before 31 December to elect officers for the general governance of the satellite club.

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Article 9 Exceptions to Provisions on Membership

The regulations may include rules and requirements not in accordance with Article 10 sections 2 and 4-8 of this constitution. Such rules or requirements shall supersede the rules or requirements of those sections of this constitution.

Article 10 Membership

Section 1 ---- General Qualifications. This club shall be composed of adult persons of good character and good business, professional and/or community reputation.

Section 2 ---- Kinds. This club shall have two kinds of membership, namely: active and honorary.

Section 3 ---- Active Membership. A person possessing the qualifications set forth in Article 5, section 2 of the RI constitution may be elected to active membership in this club.

Section 4 ---Satellite Club Membership. Members of a satellite club shall also be members of the sponsor club until such time as the satellite club shall be admitted into membership of RI as a Rotary Club.

Section 5 ---- Dual Membership. No person shall simultaneously hold active membership in this and another club other than a satellite of this club. No person shall simultaneously be a member and an honorary member of this club.

Section 6 --- Honorary Membership.

- (a) *Eligibility for Honorary Membership.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.
- (b) *Rights and Privileges.* Honorary members shall be exempt from the payment of dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7 ---- Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 8 --- Rotary International Employee. This club may retain in its membership any member of employed by RI.

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Article 11 **Classifications**

Section 1 ---- *General Provisions.*

- (a) *Principal Activity.* Each member shall be classified in accordance with the member's business, profession, or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity or that which describes the nature of the member's community service activity.
- (b) *Correction or Adjustment.* If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

Section 2 ---- *Limitations.* This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club, or a Rotary Foundation alumnus as defined by the board of directors of RI, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

Article 12 **Attendance (see Article 7 for exemptions to this Article).**

Section 1 --- *General Provisions.* Each member should attend this club's regular meetings, or satellite club's regular meetings if provided in the regulations in Part 2 of this constitution, and engage in this club's service projects, other events and activities. A member shall be counted as attending a regular meeting if the member is present for at least 60 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or makes up for an absence 14 days before or after the meeting in any of the following ways:

- (a) attends at least 60 per cent of the regular meeting of another club, of a satellite club meeting of another club, or of a provisional club; or
- (b) 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
- (c) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district training assembly, any district meeting

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held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or

- (d) is present at the usual time and place of a regular meeting or satellite club meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
- (e) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or
- (f) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or
- (g) participates through a club website in an interactive activity requiring an average of 30 minutes of participation.

When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend regular meetings or satellite club meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

At the Time of the Meeting. If, at the time of the meeting, the member is:

- (a) travelling with reasonable directness to or from one of the meetings specified in sub-subsection (a) (3) of this section; or
- (b) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or
- (c) serving as the special representative of the district governor in the formation of a new club; or
- (d) on Rotary business in the employ of RI; or
- (e) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-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 2 ---- *Extended Absence on Outposted Assignment.* If a member will be working on an outposted assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment will replace attendance at the regular meetings of the member's club, provided there is a mutual agreement between the two clubs.

Section 3 ---- *Excused Absences.* A member's absence shall be excused if:

- (a) the absence complies with the conditions and under circumstances approved by the board. The board may excuse a member's absence for reasons which it considers to be good and sufficient. Such excused absences shall not

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extend for longer than twelve months. However, if the leave is for a medical reason that extends for more than twelve months such leave may be renewed by the board for a period of time beyond the original twelve months.

- (b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

Section 4 ---- *RI Officers' Absences.* A member's absence shall be excused if the member is a current officer of RI or a Rotarian partner of a current officer of RI.

Section 5 ---- *Attendance Records.* When a member whose absences are excused under the provision of subsection 3(a) of this Article fails to attend a club meeting, the member and the member's absence shall not be included in the attendance records. In the event that a member whose absences are excused under the provisions of subsection 3(b) or section 4 of this Article attends a club meeting, the member and the member's attendance shall be included in the membership and attendance figures used to compute this club's attendance.

Article 13 Directors and Officers

Section 1 ---- *Governing Body.* The governing body of this club shall be the board constituted as the regulations in Part 2 of this constitution may provide.

Section 2 ---- *Authority.* The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 3 ---- *Board Action Final.* The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to Article 14, section 6, may appeal to the club, request mediation, or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

Section 4 — *Officers.* The club officers shall be a president, the immediate past president, a president-elect, a secretary, a treasurer and may include one or more vice-presidents, all of whom shall be members of the board. The club officers may include a sergeant-at-arms, who may be a member of the board as the regulations in Part 2 of this constitution shall provide. 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 the *regulations in Part 2 of this constitution*. Except for the president, each officer shall take office on 1 July immediately following election and shall serve for the term of office or until a successor has been duly elected and qualified.
- (b) *Term of President.* The president shall be elected as provided in the *regulations in Part 2 of this constitution*, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as president-nominee upon

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election. The nominee shall take the title of president-elect on 1 July in the year prior to taking office as president. The president shall take office on 1 July and shall serve a period of one (1) year or until a successor has been duly elected and qualified.

- (c) *Qualifications.* Each officer and director shall be a member in good standing of this club. A candidate for the office of president shall have served as a member of this club for at least one year prior to being nominated for such office, except where service for less than a full year may be determined by the district governor to satisfy the intent of this requirement. The president-elect shall attend the district presidents-elect training seminar and the district training assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect. If the president-elect does not attend the presidents-elect training seminar and the district training assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall continue to serve until a successor who has attended a presidents-elect training seminar and district training assembly or training deemed sufficient by the governor-elect has been duly elected.

Section 6 ---- Governance of a Satellite Club of This Club (When Applicable). A satellite club shall be located in the same locality as this club or in the surrounding area.

- (a) *Satellite Club Oversight.* This club shall provide such general oversight and support of a satellite club as is deemed appropriate by the board.
- (b) *Satellite Club Board.* For the day-to-day governance of a satellite club, it shall have its own annually elected board drawn from its members and comprising the officers of the satellite club and four to six other members as the regulations in Part 2 of this constitution shall provide. The highest officer of the satellite club shall be the chairman and other officers shall be the immediate past chairman, the chairman-elect, the secretary and the treasurer. The satellite board shall be responsible for the day-to-day organization 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, its activities and programs, accompanied by a financial statement and audited accounts, for inclusion in this club's reports for its annual general meeting and such other reports as may, from time to time, be required by this club.

Article 14 Admission Fees and Dues

Every member shall pay an admission fee and annual dues as prescribed in the regulations in Part 2 of this constitution, except that a transferring or former member of another club who is accepted into this Club or any former member of this club who rejoins this club, shall not be required to pay a second admission fee. A Rotaractor who ceased to be a member of Rotaract within the preceding two (2) years, who is accepted into membership, shall not be required to pay an admission fee.

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Article 15 Duration of Membership

Section 1 ---- *Period.* Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 2 ---- *Automatic Termination.*

- (a) *Membership Qualifications.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that
 - (i) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member continues to meet all conditions of club membership;
 - (ii) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.
- (b) *How to Rejoin.* When the membership of a member has terminated as provided in subsection (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership, under the same or another classification. A second admission fee shall not be required.
- (c) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

Section 3 ---- *Termination Non-payment of Dues.*

- (a) *Process.* Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.
- (b) *Reinstatement.* The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification is in conflict with Article 11, section 2.

Section 4 ---- *Termination Non-attendance.* (see Article 7 and Regulation 6 for amendments to this provision)

- (a) *Attendance Percentages.* A member must:
 - (i) attend or make up at least 50 percent of club regular meetings or satellite club meetings, or engage in club projects, other events and activities for at least 12 hours in each half of the year, or a proportionate combination of both;

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- (ii) attend at least 30 percent of this regular meetings or satellite club meetings, or engage in club projects, other events and activities in each half of the year (assistant governors, as defined by the board of directors of RI, shall be excused from this requirement).

If a member fails to attend as required, the member's membership may be subject to termination unless the board consents to such non-attendance for good cause.

- (b) *Consecutive Absences.* Unless otherwise excused by the board for good and sufficient reason or pursuant to Article 12, sections 3 or 4, each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

Section 5 ---- Termination Other Causes.

- (a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than 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 10, section 1; The Four-Way Test; and the high ethical standards that one should hold as a Rotary club member.
- (b) *Notice.* Prior to taking any action under subsection (a) of 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.
- (c) *Filling Classification.* When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced. However, this provision shall not apply if, by election of a new member, the number of members under the said classification would remain within provided limitations even if the board's decision regarding termination is reversed.

Section 6 ---- Right to Appeal, Mediate or Arbitrate Termination.

- (a) *Notice.* Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in Article 19.
- (b) *Date for Hearing of Appeal.* In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) 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.

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- (c) *Mediation or Arbitration.* The procedure utilized for mediation or arbitration shall be as provided in Article 19.
- (d) *Appeal.* If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.
- (e) *Decision of Arbitrators or Umpire.* If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.
- (f) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.

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. The resignation of any member from this club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the board if the member has no indebtedness to this club.

Section 9 ---- Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club if, under local laws, the member may have acquired any right to them upon joining this club.

Section 10 ---- Temporary Suspension. Notwithstanding any provision of this constitution, if in the opinion of the board

- (a) credible accusations have been made that a member has refused or neglected to comply with this constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of this club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) it is desirable that no action should be taken in respect of the membership of the member pending the outcome of a matter or an event that the board considers should properly occur before such action is taken by the board; and
- (d) that in the best interests of the club and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended and the member should be excluded from attendance at meetings and other activities of this club and from any office or position the member holds within the club;

the board may, by a vote of not less than two-thirds of the board, temporarily suspend the member as aforesaid for such period and on such further conditions as the board determines, albeit for a period no longer than is reasonably necessary in all the circumstances.

For the purposes of this section, the member shall be excused from fulfilling attendance responsibilities for the duration of the suspension.

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Article 16 Community, National, and International Affairs

Section 1 ---- *Proper Subjects.* The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. 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) shall be known as 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 17 Rotary Magazines

Section 1 ---- *Mandatory Subscription.* Unless, in accordance with the bylaws of RI, this club is excused by the board of directors of RI from complying with the provisions of this Article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine. The subscription shall be paid in six (6) month periods for the duration of membership in this club and to the end of any six (6) month period during which membership may terminate.

Section 2 ---- *Subscription Collection.* The subscription shall be collected by this club from each member semi annually in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

Article 18 Acceptance of Object and Compliance with Constitution and Regulations

By payment of dues, a member accepts the principles of Rotary as expressed in its objects and submits to and agrees to comply with and be bound by the constitution and regulations of this club and on these conditions alone is entitled to the privileges of this club, Each

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member shall be subject to the terms of the constitution and regulations regardless of whether such member has received copies of them.

Article 19 Arbitration and Mediation

Section 1 ---- Disputes. Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

Section 2 ---- Date for Mediation or Arbitration. In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty-one (21) days after receipt of the request for mediation or arbitration.

Section 3 ---- Mediation. The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of RI or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

- (a) *Mediation Outcomes.* The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s) and one copy given to the board and to be held by the secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the club. Either party, through the president or secretary, may call for further mediation if either 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 party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.

Section 5 ---- Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

Article 20 Bylaws

This club shall adopt bylaws not inconsistent with the constitution and bylaws of RI, with the rules of procedure for an administrative territorial unit where established by RI, and with this constitution, embodying additional provisions for the government of this club. Such regulations may be amended from time to time as therein provided.

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Article 21 Interpretation

Throughout this constitution, the terminology "mail," "mailing," and "ballot-by-mail" will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

Article 22 Amendments

Section 1 ---- *Manner of Amending.* Except as provided in section 2 of this Article and in Regulation 24 in Part 2 of this constitution, this constitution may be amended only by the council on legislation in the same manner as is established in the bylaws of RI for the amendment of its bylaws.

Section 2 ---- *Amending Article 2 and Article 3.* Article 2 (Name) and Article 3 (Locality of the Club) of the constitution shall, subject to the provisions of Regulation 24 in Part 2 of this constitution, be amended at any general meeting of this club, a quorum being present, by the affirmative vote of not less than three-quarters of all voting members present and voting, provided that notice of such proposed amendment shall have been mailed to each member and to the governor at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved. The governor may offer an opinion to the board of directors of RI regarding the proposed amendment.

Article 23 Non-profit Incorporated Association

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

Article 24 Authority of RI

- (a) To the extent that the provisions of the law of the State of Queensland permit, this club shall be subject to the jurisdiction of RI.
- (b) This club shall have the authority to adopt such regulations as may be consistent with this constitution and the law of the State of Queensland.

N.B There are 24 Articles in this constitution.

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CONSTITUTION – PART 2

THE REGULATIONS

Preamble to the regulations

These regulations are assembled to meet:

- (a) *the requirements of the Act (s.47(1) which states "If a matter is not provided for under an incorporated association's own rules but the matter is provided for under a provision of the Model Rules (the **additional provision**) the association's own rules are taken to include the additional provision"; and*
- (b) *the requirements of Reg. 7 of the AIR which state that "The rules of an incorporated association must provide for the matters in Schedule 3".*

Where the Standard Rotary Club Constitution ("SRCC") is silent or insufficient to address these requirements, a regulation is included here. Often it is derived from the Recommended Rotary Club Bylaws ("RRCB").

Neither this preamble nor any notes in Part 1 or Part 2 of this constitution form part of the constitution.

Regulation 1 Additional Definitions

As used in both Part 1 and Part 2 of this constitution (as well as in any notes to both parts of this constitution), unless the context otherwise clearly requires, the words in this clause shall have the following meanings:

- 1. Charter: The certificate issued by RI authorising the establishment of this club.
- 2. Corporate Entity: An entity that is incorporated under the *Corporations Act 2001 (Cth)*, an entity that is incorporated under the *Associations Incorporation Act 1981 (Qld)*, a local government established under the *Local Government Act 2009 (Qld)*, or a commercial business operating with an Australian Business Number.
- 3. 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. Active members include Lifetime members.
- 4. Honorary Member: A person, other than a corporate member, active member, associate member or family member whose membership details are recorded with RI as an honorary member.
- 5. Corporate Member: A corporate entity that is a member of this club and is represented

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in this club membership by a primary member and upto two (2) other members and for whom the membership details of its primary member, are recoded with RI are as an active member.

6. Associate Member: A member of this club, other than a corporate member, active member, honorary member or family member whose membership details are recorded with RI as an honorary member.
7. Family Member: A member of this club, other than a corporate member, active member, associate member or honorary member whose membership details are recoded with RI as an honorary member.

Regulation 2 Powers

- (a) Subject to this constitution, the club has the powers of an individual.
- (b) The club may for example:
- (i) enter into contracts; and
 - (ii) acquire, hold, deal with and dispose of property; and
 - (iii) make changes to services and facilities it supplies; and
 - (iv) 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.

Regulation 3 Types of Membership in each Kind of Membership.

Section 1 – Types of Active Members. This club offers the following types of membership that are reported to RI as 'active':

- (a) *Active Membership*
- (i) *Eligibility for Active Membership*- see Article 10 section 3 of the constitution.
 - (ii) *Number*- There is no limit on the number of active members of this club
- (b) *Corporate Membership*
- (i) *Eligibility for Corporate Membership* – Corporate entities that are of good repute in the business, professional or community sectors, with their principal place of business in the locality of this club or the surrounding area, and that are willing to serve the community through the work of RI and this club, may be elected to corporate membership.
 - (ii) *Number*- The number of corporate members shall not exceed thirty (30) percent of the club's active membership.

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(c) *Lifetime Membership*

- (i) *Eligibility for Lifetime Membership* – Persons who meet the qualifications set forth in Article 5, section 2 of the RI constitution and have demonstrated an exception level of commitment to this club over a period of several decades or more.
- (ii) *Number* – This club will have no more than two (2) Lifetime Members in any given year.

Section 2 - *Types of Honorary Members.* This club offers the following types of membership that are reported to RI as 'honorary':

(a) *Honorary Membership*

- (i) *Eligibility for Honorary Membership* – see Article 9 section 6(a) of the constitution.
- (ii) *Number* – the number of honorary members shall not exceed twenty (20) percent of the active membership of this club.

(b) *Associate Membership*

- (i) *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.
- (ii) *Number* – The number of associate members shall not exceed forty (40) percent of the active membership of the club.

(c) *Family Membership*

- (i) *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 partner) child or grandchild of an active member of this club may be elected to family membership.
- (ii) *Number* - Each active member shall be eligible to have up to three (3) associated family memberships.

Regulation 4

Membership Rights and Privileges

Section 1 *Active Members.* Active members pay dues as determined by the board and approved by the club. They 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 approved by the club. And are represented by a primary member who must

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be a senior officer of the corporate entity. The primary member is the only voting member of the club and may stand for election as a director of this club. The 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.

Section 3 *Lifetime Members.* Lifetime members do not pay dues. They are voting members of this club and may stand for election as a director of this club. No lifetime 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 4 *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 5 *Associate Members.* Associate members shall be exempt from payment of RI and District dues but shall pay other clubs dues as determined by the board and approved by the club. Associate members are voting members only for club matters and may not vote on RI matters. They may not stand for election as a director unless the first convert to active membership. Persons who have not been an active member or corporate member of this club may be an associate member of this club for a period of no longer than two (2) years. At anytime during or after that two (2) year period an associate member by apply for active membership. 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 6 *Family Members.* Family members shall be exempt from the payment of RI and District dues, shall pay club dues as determined by the board and approved by the club. Family members are voting members only for club matters and may not vote on RI matters. They may not stand for election as a director unless the first convert to active membership. Family members may elect to apply for active membership at anytime. They 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.

Regulation 5 Method of Electing Members

Section 1 Any member of the club, including the representatives of corporate entities may submit the name of a proposed member to the board.

Section 2 The proposed member shall complete a membership application.

Section 3 They will be asked for their consent for their name, or the name of their corporate entity and representatives, and their proposed classification to be published to the club.

Section 4 The proposed member shall be informed about the membership approval process and the privileges and responsibilities of membership, Rotary International's programs and governance arrangements, and the public liability insurance cover available to this club and the amount of that cover.

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- Section 5** Every proposal for membership shall be kept confidential unless otherwise provided for in this procedure.
- Section 6** 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 person's former club.
- Section 7** The board shall ensure that the proposed members meets all of Rotary's membership requirements and requirements of this constitution and regulations.
- Section 8** The club secretary will publish the name and classification of the proposed member to the club.
- Section 9** 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 member, that person, upon payment of the admission fee, is considered to be elected to membership.
- Section 10** If an objection has been filed with the board, the club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after payment of all relevant pro-rata dues.
- Section 11** On election to membership, the secretary shall report the new member to RI as an active or honorary member as provided in these regulations.
- Section 12** The board shall approve or reject the candidate's membership within thirty (30) days and shall notify the proposer of its decision.
- Section 13** The club may elect honorary members proposed by the board.
- Section 14** Following the election of a member, the president shall arrange for that person, or in the case of a corporate entity the representatives, to be inducted into this club.

Regulation 6 Attendance

- Section 1** In accordance with Article 8 of the constitution, the attendance requirements set out in Article 12 section (1) of the constitution are amended as follows:
- Section 2** *General Provisions.* This club asks that each member demonstrate their engagement in the activities of the club through:
- (a) attendances at two (2) regular meetings of this club, or if established a satellite club, each month and attendance at all annual and general meetings
 - (b) participation in the operations of this club through board and standing committees, contributing knowledge, skills and time to servicing the needs of this club and the community; and

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- (c) participation and / or engagement in each quarter year period in at least one (1) service event/ activity conducted by this club.

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 percent (60%) of the duration of the meeting. In the event that a member attends a meeting of this club and is called away unexpectedly, the 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 section 1(a)&(b) of the constitution.

Regulation 7 Excused Absences.

Section 1 In accordance with Article 7 of the constitution, the provisions and Article 12 section (3) *Excused Absences* is amended in follows:

- (a) *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.
- (b) *'Rule of 85'.* The provisions of Article 11 section 3)(b) of the constitution do not apply to this club.

Regulation 8 Register of Members

Section 1 The board must keep a register of members of the club.

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

- (a) the full name and postal or residential address of the member or, in the case of a corporate member, the full name of its representatives;
- (b) the electronic, postal and residential addresses and telephone number(s) of the member, and in the case of a corporate member, its representatives;
- (c) the date of admission as a member;
- (d) the date of death or resignation of the member;
- (e) whether the member is an active member, corporate members representative, lifetime member, honorary member, associate member or family member;
- (f) in the case of a family member, the name of the active member with whom they are linked;
- (g) the classification held by the member;
- (h) details about the suspension, termination or reinstatement of membership;

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- (i) any other particulars the board, or a two thirds majority of the members at a general meeting decide.

Section 3 The register must be open for inspection by members of the club at all reasonable times.

Section 4 A member must contact the club secretary to arrange an inspection of the register.

Section 5 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 6 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.

Regulation 9 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 to contact, or sent material to, another member of this club other than for conducting the business of Rotary.

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

Section 3 The board may disclose information from the register of member about a member, only with the specific consent of the member or if required to do so by law.

Regulation 10 Termination – Non Attendance

Section 1 In accordance with Article 8 of the constitution the provisions of Article 15 section 4 (Termination – Non Attendance) of the constitution is amended in the following ways:

- (a) *Attendance.* 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. Assistant Governor, as defined by the Board of Directors of RI, shall be excused from this requirement.
- (b) *Termination.* A member, other than an honorary member, who fails to attend as required shall be asked to show cause, in writing by a specified date, why their membership of this club should not be terminated. Failure to provide good and sufficient reasons, in the opinion of the board, and failure to respond, shall result in termination of a person's membership. The board

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may, for good and sufficient reasons, consent to attendance that is not as required.

- (c) *Consecutive Absences.* Unless granted leave by the board in accordance with Regulation 7, 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. 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 has been terminated.

Regulation 11 Board

The governing body of this club shall be the board consisting of ten (10) members of this club, namely five (5) directors elected in accordance with Regulation 13, and the president, vice-president, president -elect (or president-nominee if no successor has been elected), secretary and treasurer.

Regulation 12 Duties of the Board, Officers and Other Directors

Section 1 *Board.* It is the duty of the board to:

- (a) exercise general control over management of the affairs, property and funds of this club;
- (b) 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.

Section 2 *Members of the Board.* 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 these matters.

Section 3 *President.* It is the duty of the president to serve as a director and preside at club and board meetings.

Section 4 *Immediate Past President.* It is the duty of the immediate past president to serve as a director.

Section 5 *President-elect.* It is the duty of the president-Elect to serve as a director and prepare for their year in office.

Section 6 *Vice President.* The vice president shall preside at club and board meetings in the absence of the president.

Section 7 *Secretary.* It is the duty of the secretary to:

- (a) keep membership and attendance records and correspondence records;

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- (b) give notice of board decisions, Annual and General Meetings and Board Meetings;
- (c) record, circulate and preserve the minutes of such meetings;
- (d) report as required to RI and the District Governor.

Section 8 *Treasurer.* It is the duty of the treasurer to keep records of and account for all the funds of this club, to ensure receipts and payments are appropriately recorded and approved, to report annually and at any other time as required by the board.

Section 9 *Other Directors.* It is the duty of directors and other officers, to serve as the chair of a standing committee of this club and perform other duties as agreed by the board.

Section 10 *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.

Regulation 13 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 position of president-nominee, vice-president, secretary, treasurer and open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both. Nominations must be received at least one (1) week prior to the annual general meeting. If it is determined that the club shall have a nominating committee, such committee shall be appointed by resolution of the members at a general meeting.

Section 2 *Age Qualification.* Members under 18 years of age are not eligible for nomination or to serve as a member of the board.

Section 3 *Balloting.* The names of the candidates nominated for the positions of president-nominee, vice-president, secretary, treasurer and the open director positions shall be announced at the Annual General Meeting and voted on by the members present at that meeting. The candidate for each position shall be placed on a ballot in alphabetical order. The candidate who receives a majority of the votes is declared elected to that office. Where candidates for a position receive an equal number of votes, the president shall have the casting vote. Where there is only one candidate for a position, that candidate shall be declared duly elected.

Section 4 *Terms of office.* Except for the president, members of the board shall serve a term of one (1) year, or until a successor has been duly elected. Qualified members of the board are eligible to stand for election for further terms of office.

Section 5 *Resignation and Removal of Directors.*

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- (a) A director of this club may resign from the board in writing addressed to the secretary. The resignation takes effect on the day and at the time notice received by the secretary or, if a later day and/ or time is stated in the notice- that later day and/or time.
- (b) If a director resigns, or dies in office, the remaining directors shall appoint a replacement from among the qualified members of the club.
- (c) A director shall be removed from office if they breach section 64 (2) (b)-(d) and of the Act which provides for matters relating to bankruptcy and convictions.
- (d) A director may be removed 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 the club.
- (e) A director has no right of appeal against removal pursuant to paragraph (b) of this section.

Section 6 *Board Vacancies.* A vacancy on the Board or any office shall be filled by the remaining directors.

Section 7 *Officer-elect and director-elect vacancies.* Officer-elect and director-elect vacancies shall be filled by the remaining directors-elect.

Regulation 14 Sergeant at Arms

Section 1 Within three (3) months of their election, 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 at Arms is to maintain orderly, dignified, and effective meetings of this club and perform other duties as may be agreed by the board.

Regulation 15 Committees

Section 1 The committee structure for this club shall be chosen by the incoming board having regard to this regulation and the bylaws for this club..

Section 2 The standing committees are charged with carrying out the annual and long-range goals of the club based on the Avenues of Service.

Section 3 Each standing committee is to be chaired by a member of the board.

Section 4 The president- elect, prior to taking office as president, is responsible for appointing the chairs and members of the standing committees.

Section 5 Committee members may be appointed to the same committee for more than one (1) year to ensure continuity and consistency.

Section 6 The president is ex officio a member of each standing committee.

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Section 7 Each standing committee shall conduct its activities in accordance with the scope of the relevant Avenue of Service and/or such other business as is delegated by the board.

Section 8 Each standing committee chair shall be responsible for regular meetings of the committee, establishment and implementation of the action plan for the work of the committee and regularly reporting to the board and this club.

Section 9 A standing or other committee must only incur expenditure and liabilities on behalf of the club with the specific approval of the board.

Regulation 16 Meetings

Section 1

- (a) *Regular Meetings- Day and Time.* Regular fortnightly meetings of this club are conducted on the second and fourth Thursday of the month at 6.30pm or another day and time decided from time to time by the board at a location decided from time to time by the board. The club may also meet on the Thursday of the month (if applicable) at 6.30 as decided from time to time by the board and at a location as decided by the board.
- (b) *Notice of Meeting Changes.* Due notice of any changes in, or cancelling of, the regular meeting shall be given to all members of the club.

Section 2 *The 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 shall be conducted at the Annual General Meeting:

- (a) Receiving the financial statement for this club for the last reportable financial year;
- (b) Receiving the audit report prepared by the auditor, an accountant or an approved person, on the accounts (including the financial statement), moneys and property of this club for the last reportable financial year;
- (c) Presenting the financial statement and audit report for adoption;
- (d) Appointing an auditor, accountant or approved person for the current financial year;
- (e) The election of the board of this club for the following year; and
- (f) Any other business as determined by the board and for which notice has been given.

Section 3 *General Meetings.* During the month of May, and with due notice of seven (7) days having been given the budget prepared by the incoming board for the

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next financial year will be considered, and admission fees and membership dues will be set.

Section 4 *Additional 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:

- (a) being directed to call the meeting by the board;
- (b) being given a written request signed by at least 15 voting members of this club; or
- (c) being given 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.

If the secretary is unable or unwilling to call a meeting, the president must call the meeting.

Section 5 *Minutes.* The secretary must keep and enter into the 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 the club within 60 days.

Section 6 *Board Meetings*

- (a) Notice of a Board meeting is to be given in the manner from time to time determined by the board.
- (b) Board meetings are held each month at a date, time and place determined by the board. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.
- (c) A request for a special meeting must state:
 - (i) why the special meeting is called; and
 - (ii) the business to be conducted at the meeting.
- (d) Subject to this regulation, the board may meet and conduct its proceedings as it considers appropriate.
- (e) 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.

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- (f) 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 contract or proposed contract, and if the member does vote, the member's vote must not be counted.
- (g) 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.
- (h) If the president and the vice-president are absent from a board meeting, the members may choose one of their number to preside as chairperson at the meeting.
- (i) 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.
- (j) 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:
 - (i) the same day, time and place in the next week; or
 - (ii) a day, time and place decided by the board.
- (k) If, at an adjourned meeting mentioned in subsection (j), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.
- (l) 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 they happen. All members taking part are deemed to be present at the meeting.

Section 7 *Minutes of Board Meetings.* The secretary must keep and enter into the 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 within sixty (60) days of the meeting.

Section 8 *General Meetings.* Subject to this constitution, at each general meeting:

- (a) 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
- (b) if the vice-president is absent or unwilling to act as chairperson, the members present must elect of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way; and
- (d) each question, matter or resolution (other than a special resolution) must be decided by a majority of votes of the members present; and 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

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- (e) 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
- (f) A member may not vote by proxy;
- (g) If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides; and
- (h) 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.

Section 9 *Quorum.* No business may be conducted at an Annual General Meeting, General Meeting, regular fortnightly meeting, or board meeting unless there is a quorum of members present.

- (a) At an Annual General Meeting, General Meeting or regular meeting of the club a quorum for conducting business is one-third of the voting members of the club.
- (b) A majority of directors shall constitute a quorum for board meetings.
- (c) Two-thirds of the voting members of the club shall constitute a quorum for a General Meeting for the purposes of:
 - (i) Removing a director;
 - (ii) Considering an appeal against a decision of the board to reject a proposal for membership or to terminate a person's membership; or
 - (iii) Approving the establishment of a satellite club.
- (d) One-third of the membership shall constitute a quorum at the regular meetings of this club.

Regulation 17 Special Meeting

- (a) The secretary may only call a special meeting by giving each member notice of the meeting within 14 days after:
 - (i) being directed to call the meeting by the board; or
 - (ii) being given a written request signed by:
 - A. at least 33% of the number of members of the board when the request is signed; or
 - B. 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.
- (b) A request mentioned in subsection (a) (ii) must state:

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- (i) why the special meeting is being called; and
 - (ii) the business to be conducted at the meeting.
- (c) A special meeting must be held within 3 months after the secretary:
- (i) is directed to call the meeting by the board; or
 - (ii) Is given the written request mentioned in Regulation 17 (a) (i).

Regulation 18 Resolutions

The members of this club shall not decide any resolution or motion to commit the 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.

Regulation 19 Method of Voting

The business of this club shall be transacted by vocal assent except the election of officers and directors and a decision under Regulation 13 section 1 to establish a satellite club, which shall be conducted by secret ballot. The board may determine that a particular resolution be determined by secret ballot rather than vocal assent. No postal or proxy votes are permitted on any resolution considered at a meeting of the club.

Regulation 20 Funds and Accounts

- Section 1** The income and property of the club shall be used solely to promote the Objects of Rotary, the Five Avenues of Services 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 stand as the limit of expenditures, unless varied by the board. The budget shall be prepared in two parts for club operations and service operations.
- Section 3** A copy of the budget, and any variations approved by the board, shall be made available to members of the club.
- Section 4** The funds of the club shall be kept in a financial institution decided by the board. The treasurer shall maintain separate accounts, in the name of the club, for club operations and service 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.

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- 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 Act

Regulation 21 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 on advice of the board. The annual dues payable by a member of a satellite club shall be the amount decided by the members of the satellite club and 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 paid pro-rata for the period of membership.
- Section 4** Dues for any membership, whether paid annually or semi-annually, are to be paid in advance of the date on which they are payable.

Regulation 22 Satellite Clubs

- Section 1** *Sponsorship.* Having regard to a report demonstrating need and viability, establishment of a satellite club may be approved by the members of this club at the General Meeting called for the purpose, a quorum being present, by majority of voting members present. This club, once approved by its members, shall be the sponsor of a satellite club. A satellite club shall continue in existence subject to regulation until such time as the satellite club is admitted into the membership of RI as a Rotary club or is dissolved by agreement of the satellite club and this club.
- Section 2** The board will use its best endeavours to ensure that a member of the proposed satellite club is a member of the board of this club.
- Section 3** Any satellite club so sponsored is deemed to be a committee of this club and in that respect:
- Section 4** The president of this club (and in their absence, their delegate) shall be ex officio a member of the board of the satellite club so sponsored and shall have all the privileges of membership of that board.
- Section 5** All funds of the satellite club shall be deposited in a financial institution approved by the boards of both this club and the satellite club and each account into which such funds are deposited shall be opened in the name of this club but the account name shall be styled to include the words "Rotary Satellite Club of Rotary Club of Aspley" and the words "Club Operations Account" and/or "Service Projects Account" as the case requires.

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Section 6 All dealings on any such account must be signed by one person from each of the two following groups:

Group A – The chairperson, secretary, treasurer and any one of three other members of the board of the satellite club who are authorised by the boards of both the satellite club and this club to initiate such dealings on such accounts; and

Group B - The president, secretary, treasurer and any one of three other members of the board of the this club who are authorised by the boards of the satellite club and this club to initiate such dealings on such accounts

Section 7 Each of the officers of the satellite club referred to in Article 9 Section 6(b) of Part 1 of this constitution namely the chairperson, the immediate past chairperson, the chairperson elect, the secretary, the treasurer and the four to six members other members elected as the officers of the satellite club, shall be the members of its board.

Section 8 The provisions of Article 10 section 5 and Regulation 13 of this constitution shall with all necessary amendments apply to the election of the officers and members of the board of the satellite club. On the occasion of the formation of a satellite club, the initial election of officers of a satellite club may be held at any convenient time of the year.

Section 9 The constitution and the bylaws of this club (including this regulation) shall with all necessary amendments comprise the constitution and bylaws of the satellite club until a constitution (which has first been approved by both the board of this club and the board of the satellite club) is adopted by the satellite club.

Regulation 23 Common Seal

Section 1 The club must have a common seal unless otherwise stated in the Act.

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 members of the board and countersigned by the secretary or another member of the board or a member of this club approved by the board.

Regulation 24 Amendments

Section 1 Notwithstanding Article 22, section 1 of Part 1 of this constitution, if this club seeks to amend this constitution in any way (other than as provided in respect of Article 2 (name) and Article 3 (locality of the club), then the constitution may be amended only by special resolution at a General Meeting of the club at or in respect of which:

(a) a quorum is present;

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(b) due notice of not less than ten (10) days has been given to:

- (i) each member; and
- (ii) the District Governor; and

and in the form, within the time, and on terms required by the Act for the calling of a general meeting and for the passing of a special resolution.

Section 2 Notice of the General Meeting and the special resolution sought must be given to each member in writing at least ten (10) days before the meeting.

Section 3 The special resolution must set out the proposed amendment(s) (or the club's complete constitution with the proposed amendment(s) clearly shown).

Section 4 If the proposed amendment(s) would in any way alter Part 1 of the constitution (other than Article 2 (Name) and Article 3 (Locality), the special resolution must be a form first approved by the board of RI (or its delegate) before it is submitted to the club,

Regulation 25 Acts not Affected by Defects or Disqualifications

An act performed by the board, a subcommittee or a person acting as a board member is taken to have been validly performed even if the act was performed when:

- (a) there was a defect in the appointment of the board, subcommittee or person acting as a board member; or
- (b) a subcommittee member or board member was disqualified from being a member.

Regulation 26 Registration Procedure

In accordance with the provisions of the Act, no amendment of this constitution is effective unless:

- (a) The proposed amendment has been approved by a special resolution of the members of the club in the manner set out in Regulation 17 of this constitution in accordance with the provisions of section 48 of the Act; and
- (b) Application to amend the constitution is made to and subsequently registered by the Chief Executive in accord with the provisions of sections 48 and 49 of the Act.

Regulation 27 Winding Up

- (a) This provision applies if the club has a surplus of assets.
- (b) The surplus of assets must not be distributed among the club members.
- (c) The surplus of assets must be given to another Rotary entity:

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- (i) having objects similar to the club's objects; and
 - (ii) the rule of which prohibit the distribution of the entity's income or assets to its members; and
 - (iii) Is exempt under taxation laws of Australia to pay income tax.
- (d) The president must give the District Governor reasonable notice of any decision by the board to wind up this club, and a final report upon completion of the winding up process.
- (e) The club must immediately cease operations and begin the process of winding up upon the written directive of the Board of RI.

N.B. There are 27 regulations in the constitution.