

**RULES**

**OF**

**ROTARY CLUB**

**OF**

**FERN TREE GULLY**

**INCORPORATED**

**(Australiawide Version 5 (Applicable in Victoria))**



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# RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

## INDEX

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Article 1 - Definitions .....	1
Article 2 - Name .....	1
Article 3 - Purposes .....	1
Article 4 - Locality of the Club .....	1
Article 5 - Object .....	1
Article 6 - Five Avenues of Service .....	2
Article 7 – Exceptions on Meetings and Attendances .....	2
Article 8 – Meetings .....	2
Section 2 - Annual Meeting .....	3
Section 3 – Board Meetings .....	3
Article 9 – Exceptions to Provisions on Membership .....	3
Article 10 - Membership – [See Article 9 for provisions relating to sections 2, 4, 5, 6, 7 and 8 of this Article].....	3
Section 1 - General Qualifications.....	3
Section 2 - Kinds of Membership .....	3
Section 3 - Active Membership .....	4
Section 4 – Satellite Club Membership .....	4
Section 5 - Dual Membership .....	4
Section 6 - Honorary Membership .....	4
Section 7 - Holders of Public Office .....	4
Section 8 -Rotary International Employment .....	4
Article 11 – Classifications – [See Article 7 for provisions relating to this Article] .....	4
Section 1 - General Provisions.....	4
Section 2 - Limitations .....	5
Article 12 - Attendance – [See Article 7 for provisions relating to this Article].....	5
Section 1 - General Provisions.....	5
Section 2 - Extended Absence on Out-posted Assignment.....	6
Section 3 - Excused Absence .....	6
Section 4 - RI Officers' Absences .....	6
Section 5 - Attendance Records .....	6
Article 13 - Directors and Officers and Committees .....	7
Section 1 - Governing Body .....	7
Section 2 - Authority .....	7
Section 3 -Board Action Final.....	7
Section 4 - Officers.....	7
Section 5 - Election of Officers.....	7
Section 6 – Governance of a Satellite Club of this Club (when applicable).....	8
Section 7 – Committees .....	8
Article 14 - Dues .....	8
Article 15 - Duration of Membership .....	8
Section 1 - Period.....	8
Section 2 - Automatic Termination .....	8
Section 3 - Termination - Non-Payment of Dues .....	9
Section 4 - Termination - Non-Attendance – [See Article 7 for exceptions to the provisions of this Section] .....	9
Section 5 - Termination - Other Cause .....	9
Section 6 - Right to Appeal, Mediate or Arbitrate Termination .....	10
Section 7 - Board Action Final.....	10
Section 8 - Resignation .....	11

# RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

Section 9 - Forfeiture of Property Interest.....	11
Section 10 – Temporary Suspension.....	11
Article 16 - Community, National and International Affairs.....	11
Section 1 - Proper Subjects .....	11
Section 2 - No Endorsements .....	11
Section 3 - Non-Political .....	11
Section 4 - Recognizing Rotary's Beginning .....	12
Article 17 - Rotary Magazines.....	12
Section 1 - Mandatory Subscription .....	12
Section 2 - Subscription Collection .....	12
Article 18 - Acceptance of Object and Compliance with these Rules and Bylaws .....	12
Article 19 – Arbitration and Mediation / Grievance Procedure .....	12
Section 1 - Disputes .....	12
Section 2 - Date for Mediation or Arbitration .....	12
Section 3 - Mediation .....	13
Section 4 - Arbitration.....	13
Section 5 - Decision of Arbitrators or Umpire.....	13
Section 6 – Commencement of Grievance Procedure.....	13
Article 20 - Bylaws .....	13
Article 21- Interpretation .....	13
Article 22 – Rotary International .....	14
Article 23 - Amendments .....	14
Section 1 - Manner of Amending.....	14
Section 2 - Amending Article 2 and Article 3.....	14
Article 24 - Further Provisions Regarding Amendments .....	15
Section 1 – Prevention of Operation of Article 23 Section 1 .....	15
Section 2 - Amending all other Articles .....	15
Section 3 - Amending all Articles .....	15
Section 4 - Amendments under Article 20 Section 1 .....	15
Article 25 – Further Definitions .....	15
Article 26 – Powers of the Club .....	16
Article 27 - Meetings .....	17
Section 1 - Annual Meeting .....	17
Section 2 - Quorum .....	17
Section 3 - Notice of Annual Meeting.....	17
Section 4 - General Meetings.....	17
Section 5 - Proxy Votes.....	17
Section 6 - General Meetings.....	17
Section 7 - Method of Voting.....	17
Section 8 - Resolutions .....	17
Section 9 - Minutes.....	17
Section 10 – Casting Vote.....	17
Section 11 – Notice of General Meeting .....	17
Section 12 – Adjournment of General Meeting.....	18
Article 28 – Method of Electing Members.....	18
Section 1 - Proposal of Prospective Member.....	18
Section 2 - Board to consider Proposal .....	18
Section 3 - Board to Decide .....	18
Section 4 - Proceeding with Proposal .....	19
Section 5 - Election to Membership .....	19
Section 6 - Member's Assimilation .....	19
Section 7 - Election of Honorary Members .....	19

# RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

Article 29 - Register of Members .....	19
Article 30 - Elections and Terms of Office .....	19
Section 1 - Elections .....	19
Section 2 - Voting .....	19
Section 3 – Vacancy .....	19
Section 4 – Vacancies.....	20
Section 5 – Terms of Office.....	20
Article 31 – The Board .....	20
Section 1 – General Duties .....	20
Section 2 – Board Meetings .....	21
Section 3 – Use of Technology .....	21
Section 4 – Minutes of Board Meeting .....	21
Section 5 - Register of Directors .....	21
Article 32 - Duties of the Board.....	21
Section 1 – President .....	21
Section 2 – Immediate Past President.....	21
Section 3 - President-elect .....	21
Section 4 - Vice-President.....	21
Section 5 – Director.....	21
Section 6 – Secretary.....	22
Section 7 – Treasurer.....	22
Article 33 – Finances .....	22
Section 1 - Budget.....	22
Section 2 – Banking .....	22
Section 3 – Bills.....	22
Section 4 – Electronic Funds Transfers .....	22
Section 5 – Audit .....	22
Section 6 – Financial Statements.....	23
Section 7 – Financial Records .....	23
Section 8 – Sources of Funds .....	23
Section 9 – Fiscal Year .....	23
Article 34 - Seal.....	23
Article 35 - Notices.....	23
Article 36 - Winding up or Cancellation .....	24
Article 37 - Custody of Records .....	24
Article 38 - Not for Profit .....	25

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## **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

These Rules are divided into a Constitution Section comprising Article 1 to Article 23 (both inclusive) and a Club Section comprising all other Articles.

### **CONSTITUTION SECTION**

#### **ARTICLE 1 - DEFINITIONS**

As used in these Rules, unless the context otherwise clearly requires, the words in this Article shall have the following meanings:

1. The Board: Board of Directors of this Club.
2. Bylaws: The Bylaws of this Club.
3. Director: A member of this Club's Board of Directors.
4. Member: A member, other than an honorary member, of this Club.
5. RI: Rotary International.
6. Satellite Club  
(when applicable): A potential club whose members shall also be members of this Club.
7. Year: The twelve-month period which begins on 1 July.

#### **ARTICLE 2 - NAME**

The name of this organisation shall be Rotary Club of Fern Tree Gully Incorporated (Member of Rotary International).

- (a) The name of a satellite of this Club (when applicable) shall be Rotary Satellite Club of Fern Tree Gully.  
(A satellite of Rotary Club of Fern Tree Gully Incorporated)

#### **ARTICLE 3 - PURPOSES**

The purpose of this Club is to pursue the Object of Rotary, carry out successful service projects based on the Five Avenues of Service, contribute to the advancement of Rotary by strengthening membership, support The Rotary Foundation, and develop leaders beyond the club level.

#### **ARTICLE 4 - LOCALITY OF THE CLUB**

The locality of this Club is as follows: the bounds of the City of Knox to the extent approved by Rotary International in the Charter of this Club.

#### **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:

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## **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

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, recognising 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 the 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, 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 – EXCEPTIONS ON MEETINGS AND ATTENDANCES**

The Bylaws of this Club may include provisions which amplify the wording of Article 8, section 1; Article 11; Article 12; and Article 15, section 4, of these Rules and therefore must be read in conjunction with that wording.

### **ARTICLE 8 – MEETINGS**

#### **Section 1 – Regular Meetings – [See Article 7 for provisions relating to this Section.]**

(a) **Day and Time**

This Club shall hold a regular meeting once each week or at such other interval or intervals as the Board shall from time to time determine on the day or days and at the time or times provided in the Bylaws; this Club, however, must meet at least twice per calendar month. Attendance may be in person; through an online meeting, or using an online connection for members whose attendance otherwise would be precluded. Alternatively, this Club shall hold a meeting once each week or during the week(s) chosen in advance by posting an interactive activity on this Club's website. The latter type of meeting shall be considered as held on the day that the interactive activity is to be posted on the website.

## **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

(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 during the week which includes a legal holiday, including a commonly recognised 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 Bylaws, 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 the provisions for the Club's regular meetings in section 1 (b) of this article. A satellite club meeting may be changed for any of the reasons enumerated in section 1(c) of this article. Voting procedures shall be as provided in the Bylaws.

### **Section 2 - Annual Meeting**

- (a) An annual meeting of this Club for the election of officers shall be held not later than 30 November in each year at which time the election of officers and directors to serve for the ensuing year shall take place.
- (b) A satellite club (when applicable) shall hold an annual meeting of its members not later than 30 November to elect officers for the general governance of the satellite club.

### **Section 3 – Board Meetings**

Written minutes should be provided for all Board meetings. Such minutes should be available to all members within 60 days of said meetings.

## **ARTICLE 9 – EXCEPTIONS TO PROVISIONS ON MEMBERSHIP**

The Bylaws of this Club may include provisions which amplify the wording of Article 10, sections 2, 4, 5, 6, 7 and 8 of these Rules and therefore must be read in conjunction with that wording.

## **ARTICLE 10 - MEMBERSHIP – [SEE ARTICLE 9 FOR PROVISIONS RELATING TO SECTIONS 2, 4, 5, 6, 7 AND 8 OF THIS ARTICLE]**

### **Section 1 - General Qualifications**

This Club shall be composed of adult persons who demonstrate good character, integrity and leadership; possess good reputation within their business profession and / or community; and are willing to serve in their community and / or around the world.

### **Section 2 - Kinds of Membership**

This Club shall have two kinds of membership, namely: active and honorary.

# **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

## **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 in 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 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 Employment**

This Club may retain in its membership any member employed by RI.

## **ARTICLE 11 – CLASSIFICATIONS – [SEE ARTICLE 7 FOR PROVISIONS RELATING TO THIS ARTICLE]**

### **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.



# RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

## (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% 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 PROVISIONS RELATING TO THIS ARTICLE]**

### **Section 1 - General Provisions**

Each member should attend this Club's regular meetings or a satellite club's regular meetings if provided in the Bylaws 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 in person or an online connection for at least 60% 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 in any of the following ways:

#### (a) **14 Days Before or After the Meeting**

If, within fourteen (14) days before or after the regular time for that meeting, the member

- (1) attends at least 60% of the regular meeting of another club, of a satellite club meeting of another club, or of a provisional club; or
- (2) 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
- (3) 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 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
- (4) 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
- (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the Board; or
- (6) attends a board meeting or, if authorised by the Board, a meeting of a service committee to which the member is assigned; or
- (7) 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

## **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

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.

### **(b) At the Time of the Meeting**

If, at the time of the meeting, the member is:

- (1) travelling with reasonable directness to or from one of the meetings specified in sub-subsection (a) (3) of this section; or
- (2) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or
- (3) serving as the special representative of the district governor in the formation of a new club; or
- (4) on Rotary business in the employ of RI; or
- (5) directly and actively engaged in a district-sponsored or a RI or Rotary Foundation- sponsored service project in a remote area where making up attendance is impossible; or
- (6) engaged in Rotary business duly authorized by the Board which precludes attendance at the meeting.

### **Section 2 - Extended Absence on Out-posted Assignment**

If a member will be working on an out-posted 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 Absence**

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 extend for longer than twelve months. However, if the leave is for a medical reason or after the birth, the adoption, or foster care of a child 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 the member has been a member of one or more clubs for at least 20 years, 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.

# RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

## ARTICLE 13 - DIRECTORS AND OFFICERS AND COMMITTEES

### Section 1 - Governing Body

The governing body of this Club shall be the Board constituted as these Rules 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 15, 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, and a treasurer and may include one or more vice-presidents, all of whom shall be members of the Board. The club officers shall also include a sergeant-at-arms, who may be a member of the Board as these Rules shall provide. Club officers shall regularly attend satellite club meetings.

*(Note: see Article 30 Sections 1 and 2 for Board Composition)*

### Section 5 - Election of Officers

#### (a) Terms of Officers other than President

Each officer shall be elected as provided in Article 30 of these Rules. 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 Article 30, for 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 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.

# RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

## 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 Bylaws 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 club 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, 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.

## Section 7 – Committees

This Club should have the following committees:

- Club Administration
- Membership
- Public Image
- Rotary Foundation
- Service Projects

Additional committees may be appointed as needed

## ARTICLE 14 - DUES

Every member shall pay annual dues as prescribed in the Bylaws.

## ARTICLE 15 - DURATION OF MEMBERSHIP

### Section 1 - Period

Membership shall continue during the existence of this Club unless terminated by resignation or death or 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:

- (1) 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

## **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

known to a Rotary club in the new community if the member continues to meet all conditions of club membership;

- (2) 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 Re-join**

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.

(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 for exceptions to the provisions of this Section]**

(a) **Attendance Percentages**

A member must:

- (1) attend or make up at least 50% 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;
- (2) attend at least 30% of this Club's 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, section 3, 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 Cause**

(a) **Good Cause**

The membership of any member may be terminated if that member ceases to have the qualifications for membership of this Club or for any other cause by a vote of not less than two thirds of either the board

## **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

members present and voting at a board meeting (meeting) called for the purpose or not less than two thirds of the members of a sub-committee appointed by the Board to hear and determine the matter present and voting at a meeting (meeting) called for that purpose, as the Board shall determine. The members of such sub-committee may be members of this Club or anyone else but must not be biased against, or in favour of the member concerned. The guiding principles for each such 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 fourteen (14) days' written notice of the grounds for such pending action and the date, time and place of such meeting and an opportunity to submit a written answer to the Board or to the sub-committee as the case may be. The member shall also have the right to appear before the Board or the sub-committee as the case may be to state the member's case. Notice shall be by personal delivery or by registered letter to the member's home or business 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 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.

(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.

# **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

## **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 these Rules, if in the opinion of the Board:

- (a) credible accusations have been made that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the 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.

## **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.

# **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

## **(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 this Club. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine or the Rotary magazine approved and prescribed by the board for their club or clubs. The subscription shall be paid on such dates as established by the board for the payment of per capita dues for the duration of membership in this Club.

### **Section 2 - Subscription Collection**

The subscription shall be collected by this Club from each member 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 THESE RULES AND BYLAWS**

By payment of dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by these Rules and the Bylaws of this Club, and on these conditions alone is entitled to the privileges of this Club. Each member shall be subject to the terms of these Rules and the Bylaws regardless of whether such member has received copies of them.

## **ARTICLE 19 – ARBITRATION AND MEDIATION / GRIEVANCE PROCEDURE**

### **Section 1 - Disputes**

Should any dispute, other than as to a decision of the Board, arise between any current or former member or members and this Club, any club officer, any other member or the Board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the parties to the dispute must attempt to resolve the dispute between themselves within 14 days of that dispute coming to the attention of all parties. Failing resolution, the dispute shall, upon a request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration on terms which the Board alone shall determine. A party to such a dispute may appoint any person to act on that party's behalf in the procedure.

### **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 and shall ensure that each party to the dispute will be given an opportunity to be heard on the matter which is the subject of the dispute.



# RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

## 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 Rotary International or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as a mediator. 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 4 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 and any person appointed as umpire must have no personal interest in the dispute and must not be biased in favour of or against any party.

## 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.

## Section 6 – Commencement of Grievance Procedure

A member who is the subject of a disciplinary procedure pursuant to Article 15 must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

## 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 these Rules, embodying additional provisions for the government of this Club and which may include provisions which amplify provisions of these Rules as specified in Article 7 or Article 9 respectively. Such Bylaws may be amended from time to time as therein provided.

## ARTICLE 21- INTERPRETATION

Throughout these Rules, 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.

# **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

## **ARTICLE 22 – ROTARY INTERNATIONAL**

- 1 This incorporated Rotary Club is 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.
- 2 Insofar as the provisions of the law of the State shall permit, this incorporated Rotary Club shall be subject to the jurisdiction of Rotary International.
- 3 This Club acknowledges that it is and will remain a member of Rotary International subject to the Constitution and Bylaws of Rotary International as amended from time to time.

## **ARTICLE 23 - AMENDMENTS**

### **Section 1 - Manner of Amending**

Except as provided in section 2 of this Article and in Article 24, the Constitution Section of these Rules 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 4 (Locality of the Club) of these Rules shall be amended at any regular 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 twenty-one (21) 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.

# RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

## CLUB SECTION

### ARTICLE 24 - FURTHER PROVISIONS REGARDING AMENDMENTS

#### Section 1 – Prevention of Operation of Article 23 Section 1

If by virtue of a provision of the Act an amendment of the Constitution Section of these Rules to which Article 23 Section 1 refers cannot be approved or otherwise accepted in accordance with the Act, this Club will promptly enact that amendment pursuant to the provisions of Section 2 of this Article as if that amendment was not an amendment of the Constitution Section and promptly thereafter apply for and use its best endeavours to obtain the approval or other acceptance of that amendment under the Act as referred to in Section 3 of this Article.

#### Section 2 - Amending all other Articles

Any Article of these Rules other than an Article comprised in the Constitution Section of the Rules may be amended in accordance with the provisions of the Act at a General Meeting of the 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 stating in full the proposed amendment and specifying the intention to propose such amendment as a special resolution shall have been given to each member at least twenty-one (21) days before such meeting.

#### Section 3 - Amending all Articles

No amendment to these Rules and the Statement of Purposes has any force or effect until approved or otherwise accepted as required by the Act by the office holder provided for that purpose under the provisions of the Act.

#### Section 4 - Amendments under Article 23 Section 1

The Club must promptly apply for and use its best endeavours to obtain approval to or acceptance under the Act of every amendment to those Rules to which Article 23 Section 1 refers.

### ARTICLE 25 – FURTHER DEFINITIONS

- (a) As used in these Rules, unless the context otherwise clearly requires, the words in this Article shall have the following meanings:
1. Fiscal Year: a Year.
  2. General Meeting: a General Meeting of the members held in accordance with Article 27 of these Rules and the Act.
  3. Ordinary Member of the Board: a member of the Board other than an Officer of the Club under Article 13 section 4.
  4. The Act: the Associations Incorporation Act or Associations Incorporation Reform Act of the State.
  5. The Regulations: the Regulations made under the Act.
  6. Club Section: those Articles of these Rules other than the Constitution Section.
  7. Constitution Section: those Articles of these Rules comprising Article 1 to Article 23 (both inclusive).
  8. Secretary: (a) the person holding office under these Rules as secretary of the Club; or  
(b) if no such person exists, the public officer of the Club until a secretary is appointed under these Rules.
  9. Rules: the Rules of this Club as amended from time to time.
  10. Chair: the Chairperson.
  11. RI Official Magazine: The Rotarian or Rotary Down Under.

## RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

12. State: the State or Territory in which the Club is incorporated.
13. Local Laws: the laws of the State.
14. Governor: the District Governor.
15. Corporations Act: the Corporations Act 2001 (Commonwealth)
16. Quorum: one-third of the members of this Club; a majority of directors for the Board.
17. Registrar: the officer (however titled) responsible for administering the Act.
18. Active membership: may be of one type or more than one type and if more than one type, subject to the conditions for each such type provided in the Bylaws.
19. Administrative Territorial Unit: an administrative territorial unit of Rotary International.
20. Interact a club for young people, ages 12 – 18.
21. RI Rotary International.
22. RI Constitution the Constitution of Rotary International.
23. Rotaract a club for university students and young adults, ages – 18 – 30.
24. Rotaractor a member of Rotaract
25. Rotary Alumnus a former member of Rotary International
26. Rotary Community Corps a corp of non-Rotarians undertaking community improvement projects.
27. Rotary Foundation The Rotary Foundation of Rotary International (Incorporated).
28. Rotary Fellowship a group of Rotarians united to pursue a common vocational or recreational interest.
29. General Meeting a general meeting of the members of this Club convened in accordance with Article 27. Every general meeting other than the Annual Meeting is a Special General Meeting.

(a) **Applicable Law**

Words or expressions contained in these Rules must be interpreted in accordance with the provisions of those laws of the State that relate to the interpretation of similar documents.

(b) **Jurisdiction of RI**

Insofar as the provisions of the law of the State permit this Club is subject to the jurisdiction of Rotary International.

(c) **Amendment to Legislation**

A reference to any legislation includes that legislation as modified from time to time and any legislation replacing it and any regulation rule or statutory instrument issued under it.

## ARTICLE 26 – POWERS OF THE CLUB

For the purposes of carrying out its object this Club may, subject to the Act and these Rules:-

- (a) acquire, hold, deal with and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate Authorised Deposit-taking Institute accounts; and
- (d) invest its monies in any security in which trust money may, by Act of Parliament of the State, be invested; and
- (e) borrow money upon such terms and conditions as this Club thinks fit; and
- (f) give such security for the discharge of liabilities incurred by this Club as this Club thinks fit; and
- (g) appoint agents to transact any business of this Club on its behalf; and
- (h) enter into any other contract this Club considers necessary or desirable.

# RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

## ARTICLE 27 - MEETINGS

### Section 1 - Annual Meeting

The election of officers and directors to serve for the ensuing year shall take place at the Annual Meeting.

### Section 2 - Quorum

One-third of the members shall constitute a quorum at the Annual Meeting and any other General Meeting and regular weekly meetings of this Club.

### Section 3 - Notice of Annual Meeting

Notice of the Annual Meeting and any Special General Meeting must be sent to all members.

### Section 4 - General Meetings

A General Meeting may be held at a regular meeting of this Club provided all the requirements for the conducting of the General Meeting contained in these Rules are observed. The Annual Meeting is a General Meeting and is the meeting specified in Article 8 section 2 of these Rules. The Board may convene a Special General Meeting whenever it thinks fit.

### Section 5 - Proxy Votes

Members are not entitled to vote by proxy at General Meetings.

### Section 6 - General Meetings

General Meetings of members must be conducted in accordance with Articles 8 and 27 of these Rules.

### Section 7 - Method of Voting

The business of this Club shall be transacted by viva voce vote except the election of officers and directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot other than a postal ballot rather than by viva voce vote.

*[Note – Viva voce is defined as when Club voting is conducted by vocal assent.]*

### Section 8 - Resolutions

Any resolutions or motions to commit this Club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a Club meeting, they shall be sent to the Board without discussion.

### Section 9 - Minutes

The confirmation of the minutes of a general meeting or of a board meeting shall be by a resolution to that effect at the next general meeting or board meeting as the case may be and following that resolution, the signature of those minutes by the chairperson of either meeting is verification of the accuracy of those minutes.

### Section 10 – Casting Vote

At any general meeting, board meeting or committee meeting the Chairperson of that meeting in the event of an equality of votes on any question, may exercise a second or casting vote. This Rule does not apply in respect of any meeting under either sections 5 (a) or 6 (b) of Article 15.

### Section 11 – Notice of General Meeting

(a) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of this Club the Secretary must, at least 14 days before the date fixed for the holding of the

## RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

General Meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the General Meeting.

- (b) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting cause notice to be given to each member in addition to the matters required under sub-section (a), of the intention to propose the resolution as a special resolution and stating in full the proposed special resolution.

*[Note – A proposed amendment to a special resolution must be treated as a special resolution]*

- (c) No business other than that specified in the notice convening a General Meeting is to be transacted at that General Meeting except in the case of an Annual Meeting, the following business:
- (1) to confirm the minutes of the last Annual Meeting and any Special General Meeting held since that meeting;
  - (2) to receive the Board's report on the activities of this Club during the immediately preceding year;
  - (3) to elect the officers and directors of this Club; and
  - (4) to receive and consider any financial statement or report required to be submitted to the members under the Act.

### Section 12 – Adjournment of General Meeting

- (a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of members present at that meeting, adjourn that meeting to another time at the same place or at another place.
- (b) Without limiting the foregoing, a meeting may be adjourned –
- (1) if there is insufficient time to deal with the business at hand; or
  - (2) to give the members more time to consider an item of business.

*[Example – The members may wish more time to examine financial statements submitted by the Board at an Annual General Meeting]*

- (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 a meeting under this section is not required unless the meeting is adjourned for 14 days or more, in which case, notice of the meeting must be given in accordance with Article 27 section 11.

## ARTICLE 28 – METHOD OF ELECTING MEMBERS

### Section 1 - Proposal of Prospective Member

A member shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

### Section 2 - Board to consider Proposal

The Board shall ensure that the candidate meets all of Rotary's membership requirements.

### Section 3 - Board to Decide

The Board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.

# **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

## **Section 4 - Proceeding with Proposal**

If the decision of the Board is favourable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to permit his or her name and proposed classification to be conveyed to the Club.

## **Section 5 - Election to Membership**

If no member of the club submits a written objection including reasons for the objection, to the Board within seven days after the club is notified of the prospective member, that person, upon payment of the then current dues or a proportional part of them as the Board determines is considered to be elected to membership. 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 dues as set out above.

## **Section 6 - Member's Assimilation**

Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the Club as well as assign the new member to a club project or function.

## **Section 7 - Election of Honorary Members**

The Club may elect honorary members proposed by the Board.

## **ARTICLE 29 - REGISTER OF MEMBERS**

The Secretary must keep and maintain a register of members in which shall be entered the full name, address, e-mail address facsimile address and the date on which the person became a member (entered within 14 days after that event) and the date on which the person ceased to be a member. The register must be available for inspection by members as provided in Article 37 of these Rules including the right of any member to make a copy of or take an extract from the register but without having any right to remove the register for that purpose. All information regarding a person who has ceased to be a member other than that person's name must be removed from the register within 14 days after that person's membership ceases.

## **ARTICLE 30 - ELECTIONS AND TERMS OF OFFICE**

### **Section 1 - Elections**

Not less than one month prior to the elections members may nominate candidates for president, vice president, secretary, treasurer and 4 directors. The nominations may be presented by a nominating committee, by members from the floor or by both.

### **Section 2 - Voting**

The candidate who receives or, in the case of an election for more than one position, the candidates who receive the most votes for each office is or are, as the case may be, declared elected to that office.

### **Section 3 – Vacancy**

- (a) A member of the Board or a member of the Board – elect may resign from the Board or Board – elect, as the case may be, by written notice to the Board.
- (b) A person ceases to be a member of the Board if :
  - (1) that person ceases to be a member of this Club; or

## **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

- (2) that person's office is declared vacant by the Board pursuant to section 2 of Article 13; or
  - (3) that person otherwise ceases to be a member of the Board by operation of the Act.
- (c) A vacancy on the Board or on any office shall be filled by the remaining members of the Board appointing a member to fill that vacancy.
- (d) If the office of Secretary becomes vacant the Board must appoint a member to that office within 14 days after the vacancy arises.
- (e) The Board may continue to act despite any vacancy in its membership.

### **Section 4 – Vacancies**

A vacancy of any officer-elect position or director-elect position shall be filled by the remaining members of the Board-elect.

### **Section 5 – Terms of Office**

The terms of office for each officer or director commences on 1 July next following the election and are:

- President: One year as president-elect, the following year as president, and the then following year as immediate past president.
- Vice-President: One year.
- Secretary: One year.
- Treasurer: One year.
- Director(s): One year.

## **ARTICLE 31 – THE BOARD**

### **Section 1 – General Duties**

- (a) Each director must promptly become familiar with these Rules and the Act.
- (b) The Board is collectively responsible for ensuring that this Club complies with the Act and each director complies with these Rules.
- (c) Directors must exercise their powers and discharge their duties with reasonable care and diligence.
- (d) Directors must exercise their powers and discharge their duties:
- (1) in good faith in the best interests of this Club; and
  - (2) for a proper purpose.
- (e) Directors and former directors must not make improper use of:
- (1) their position; or
  - (2) information acquired by virtue of holding that position –
- so as to gain an advantage for themselves or any other person or to cause detriment to this Club.



# **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

## **Section 2 – Board Meetings**

Board meetings are held each month. Special meetings of the Board are called with reasonable notice by the President or upon the request of two directors.

## **Section 3 – Use of Technology**

- (a) A director who is not physically at a Board meeting may participate in the meeting by the use of technology that allows that director and the directors present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purpose of this section, a director participating in a board meeting by the use of technology is taken to be present at that meeting and, if that director votes at the meeting, to have voted in person.

## **Section 4 – Minutes of Board Meeting**

- (a) The Board must ensure that minutes are taken and kept of each board meeting.
- (b) The minutes must record the following:
  - (1) the names of the directors in attendance at the meeting;
  - (2) the business considered at the meeting; and
  - (3) any resolution on which a vote is taken and the result of the vote.

## **Section 5 - Register of Directors**

If required to do so by the law of the State the Secretary must keep a register of directors in accordance with that law at the address which that law prescribes containing the following particulars in respect of each director:

- (a) his or her name, date of birth and residential address;
- (b) the date he or she took office;
- (c) the date he or she vacates office; and
- (d) such other particulars as are prescribed by that law.

## **ARTICLE 32 - DUTIES OF THE BOARD**

### **Section 1 – President**

The President shall preside at Club and Board meetings.

### **Section 2 – Immediate Past President**

The immediate past president shall serve as a director.

### **Section 3 - President-elect**

The president-elect shall prepare for his or her year in office and serve as a director.

### **Section 4 - Vice-President**

The vice-president shall preside at Club and Board meetings in the absence of the President.

### **Section 5 – Director**

A director shall attend Club and Board meeting.

# **RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED**

## **Section 6 – Secretary**

- (a) The Secretary of this Club must, as soon as practicable after being appointed to that office, lodge notice with this Club of his or her address and such other contact details as the Board shall reasonably require.
- (b) The secretary shall keep membership and attendance records and carry out the required duties or functions as required in these Rules or in the Act to be performed by the secretary of this Club.
- (c) It is the duty of the Secretary to keep minutes of:
  - (1) all appointments of officers and directors of the Board; and
  - (2) the names of members of the Board present at a board meeting or a general meeting; and
  - (3) all proceedings at board meetings and general meetings.
- (d) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

## **Section 7 – Treasurer**

It is the duty of the Treasurer of this Club to:

- (a) oversee all funds, provide annual accounting of these funds and carry out the required duties or functions as required in these Rules or in the Act to be performed by the treasurer of this Club;
- (b) ensure that all money due to this Club is collected and received and that all payments authorised by this Club are made; and
- (c) ensure that correct books of account and accounts are kept showing the financial affairs of this Club, including full details of all receipts and expenditures connected with the activities of this Club.

## **ARTICLE 33 – FINANCES**

### **Section 1 - Budget**

Prior to each fiscal year, the Board shall prepare an annual budget of estimated income and expenditures.

### **Section 2 – Banking**

The treasurer shall deposit club funds in one or more financial institutions designated by the Board, divided into two parts: club operations and service projects.

### **Section 3 – Bills**

Bills are paid by the treasurer or another authorised officer when approved by two other officers or directors.

### **Section 4 – Electronic Funds Transfers**

The Board may authorise the treasurer to expend club funds by electronic transfer up to a specified limit and subject to approval pursuant to section 3. The Board may amend or withdraw such authorisation at any time.

### **Section 5 – Audit**

A thorough review of all financial transactions shall be completed by a qualified person in accordance with the provisions of the Act.

# RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

## Section 6 – Financial Statements

An annual financial statement of this Club which meets the requirements of the Act shall be provided to the members.

## Section 7 – Financial Records

The Club must keep financial records as required by the Act and retain the same for seven (7) years after the transactions to which they respectively relate are completed.

## Section 8 – Sources of Funds

The source of funds for the Club shall be admission fees and annual dues as prescribed in Article 14 of these Rules. The Club may undertake any other fund raising activities it considers appropriate and in keeping with the Statement of Purposes.

## Section 9 – Fiscal Year

The fiscal year is from 1 July to the following 30 June.

## ARTICLE 34 - SEAL

(a) **Common Seal**

The common seal of the Club must be kept in the custody of the secretary.

(b) **Witnesses to Affixation**

The common seal will not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of any two members of the Board or of one member of the Board and the Public Officer.

## ARTICLE 35 - NOTICES

(a) **Methods of Serving Notice**

Unless otherwise provided in these Rules a Notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the member at that member's address which is shown in the register of members or by sending it by electronic mail (e-mail) to the member at that member's e-mail address which is shown in the register of members.

(b) **Service by Post**

Where a document is properly addressed pre-paid and posted to a member as a letter, that document shall, unless the contrary is proved, be deemed to have been given to that member at the time at which the letter would have been delivered in the ordinary course of post.

(c) **Service by Electronic Mail (e-mail)**

Where a document is properly forwarded by electronic mail (e-mail) to a member, that document shall be deemed to have been given to that member upon return of an electronic acknowledgment of that document's receipt or, unless the contrary is proved; be deemed to have been given to that member upon completion of that document's successful transmission.

(d) **Change of Address**

It is the obligation of each member to notify the Secretary in writing of every change in that member's address or e-mail address. The Secretary must promptly record every such change so notified to him or her in the register of members.

# RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

## ARTICLE 36 - WINDING UP OR CANCELLATION

### (a) Disposal of Assets

If, upon the winding up or cancellation of the Club, there remains after payment of all its debts and liabilities any property whatsoever, such property shall not be given or transferred to any member or former member or to any person to be held on trust for any member or former member but shall be given or transferred to such other institution or institutions having objects similar to the objects of the Club as specified in Article 4 of these Rules and whose rules prohibit the distribution of its income and/or property among its members. Such institution or institutions shall be determined by the members of the Club, in consultation with the Governor of the Rotary District in which the Club is then situated, at or before the time of winding up or cancellation, and in default of agreement, by application to the Supreme Court of the State for determination.

### (b) Recipients of Assets

The institutions referred to in clause (a) of this Article shall be confined to institutions and objects approved by the Commissioner of Taxation as qualifying for:

- (1) income tax exemption status pursuant to Division 50; and
- (2) tax deductibility status pursuant to sub-Division 30-B section 30-20 (items 1.1.1 and 1.1.2) and section 30-45 inclusive of the *Income Tax Assessment Act 1997* (as amended).

### (c) Liability of Members

The liability of a member 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 14.

## ARTICLE 37 - CUSTODY OF RECORDS

(a) Except as otherwise provided in these Rules the secretary will keep in the secretary's custody or under the secretary's control all books, documents (including but not restricted to the minutes of general meetings, of the Club and board meetings) and securities of the Club.

(b) Any member is entitled to inspect free of charge these Rules, subject to the requirements of the Act any Register of Directors and the minutes of general meetings (including accounting records and financial statements) of the Club and to obtain a copy thereof free of charge upon giving not less than 14 days' prior written application to that effect to the secretary. Subject to written approval by the Board (which the Board may in its absolute discretion give or refuse without assigning any reason for so doing or give subject to such conditions as the Board shall require) any member is also entitled to inspect any other records of the Club (including but not restricted to the minutes of Board meetings) upon giving not less than 14 days' prior written application to that effect to the secretary together with the written approval of the Board. Upon receipt of any such application, and the written approval of the Board if so required, the secretary must produce such records for inspection to that member within that period and permit that member to make a copy of them.

(c) Notwithstanding the provisions of paragraphs (a) and (b) of this Article the then current Board and any director thereof have the same right to inspect any records of the Club as that afforded to boards and directors of corporations pursuant to the *Corporations Act*.

# RULES OF ROTARY CLUB OF FERN TREE GULLY INCORPORATED

## ARTICLE 38 - NOT FOR PROFIT

The property and income of the Club shall be applied solely towards the promotion of the object or purposes of the Club and no part of that property or income may be paid or otherwise distributed directly or indirectly to members of the Club except in good faith in promotion of that object or those purposes.

*(Note – Section 33 of the Act provides that an incorporation association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.)*