

**RULES**  
**OF**  
**ROTARY CLUB**  
**OF**  
**BOX HILL**  
**INCORPORATED**  
**(VICTORIA)**

**(Australiawide Version 4 (Incorporating Council on Legislation Amendments 2013))**

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(VICTORIA)**

**INDEX**

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Article 1 - Definitions .....	1
Article 2 - Name .....	1
Article 3 - Locality of the Club .....	1
Article 4 - Object .....	1
Article 5 - Five Avenues of Service .....	2
Article 6 – Meetings .....	2
Section 1 - Regular Meeting.....	2
(a) Day and Time .....	2
(b) Change of Meeting .....	2
(c) Cancellation .....	2
(d) Satellite Club Meeting (when applicable) .....	2
Section 2 - Annual Meeting .....	3
Article 7 - Membership.....	3
Section 1 - General Qualifications.....	3
Section 2 - Kinds of Membership .....	3
Section 3 - Active Membership .....	3
Section 4 - Transferring or Former Rotarian .....	3
(a) Potential Members.....	3
(b) Current or Former Members.....	3
Section 5 – Satellite Club Membership .....	3
Section 6 - Dual Membership.....	4
Section 7 - Honorary Membership .....	4
(a) Eligibility for Honorary Membership.....	4
(b) Rights and Privileges .....	4
Section 8 - Holders of Public Office .....	4
Section 9 -Rotary International Employment .....	4
Article 8 - Classifications.....	4
Section 1 - General Provisions.....	4
(a) Principal Activity.....	4
(b) Correction or Adjustment.....	4
Section 2 - Limitations .....	4
Article 9 - Attendance .....	5
Section 1 - General Provisions.....	5
(a) 14 Days Before or After the Meeting .....	5
(b) At the Time of the Meeting. ....	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 10 - Directors and Officers.....	6
Section 1 - Governing Body .....	6
Section 2 - Authority.....	6
Section 3 -Board Action Final.....	6
Section 4 - Officers.....	7
Section 5 - Election of Officers.....	7
(a) Terms of Officers other than President.....	7
(b) Term of President .....	7

## RULES OF ROTARY CLUB OF BOX HILL INCORPORATED (VICTORIA)

(c) Qualifications .....	7
Section 6 – Governance of a Satellite Club of this Club (when applicable).....	7
(a) Satellite Club Oversight .....	7
(b) Satellite Club Board .....	7
(c) Satellite Club Reporting Procedure .....	8
Article 11 - Admission Fees and Dues .....	8
Article 12 - Duration of Membership .....	8
Section 1 - Period .....	8
Section 2 - Automatic Termination .....	8
(a) Membership Qualifications .....	8
(b) How to Rejoin .....	8
(c) Termination of Honorary Membership .....	8
Section 3 - Termination - Non-Payment of Dues .....	8
(a) Process .....	8
(b) Reinstatement .....	9
Section 4 - Termination - Non-Attendance .....	9
(a) Attendance Percentages .....	9
(b) Consecutive Absences .....	9
Section 5 - Termination - Other Causes .....	9
(a) Good Cause .....	9
(b) Notice .....	9
(c) Filling Classification .....	9
Section 6 - Right to Appeal, Mediate or Arbitrate Termination .....	10
(a) Notice .....	10
(b) Date for Hearing of Appeal .....	10
(c) Mediation or Arbitration .....	10
(d) Appeal .....	10
(e) Decision of Arbitrators or Umpire .....	10
(f) Unsuccessful Mediation .....	10
Section 7 - Board Action Final .....	10
Section 8 - Resignation .....	10
Section 9 - Forfeiture of Property Interest .....	10
Section 10 – Temporary Suspension .....	10
Article 13 - Community, National and International Affairs .....	11
Section 1 - Proper Subjects .....	11
Section 2 - No Endorsements .....	11
Section 3 - Non-Political .....	11
(a) Resolutions and Opinions .....	11
(b) Appeals .....	11
Section 4 - Recognising Rotary's Beginning .....	11
Article 14 - Rotary Magazines .....	11
Section 1 - Mandatory Subscription .....	11
Section 2 - Subscription Collection .....	11
Article 15 - Acceptance of Object and Compliance with these Rules and Bylaws .....	12
Article 16 – Arbitration and Mediation / Grievance Procedure .....	12
Section 1 - Disputes .....	12
Section 2 - Date for Mediation or Arbitration .....	12
Section 3 - Mediation .....	12
(a) Mediation Outcomes .....	12
(b) Unsuccessful Mediation .....	12
Section 4 - Arbitration .....	12
Section 5 - Decision of Arbitrators or Umpire .....	13

## RULES OF ROTARY CLUB OF BOX HILL INCORPORATED (VICTORIA)

Section 6 – Commencement of Grievance Procedure.....	13
Article 17 - Bylaws .....	13
Article 18- Interpretation .....	13
Article 19 – Rotary International .....	13
Article 20 - Amendments .....	13
Section 1 - Manner of Amending.....	13
Section 2 - Amending Article 2 and Article 3.....	13
Article 21 - Further Provisions Regarding Amendments .....	14
Section 1 – Prevention of Operation of Article 20 Section 1 .....	14
Section 2 - Amending all other Articles .....	14
Section 3 - Amending all Articles .....	14
Section 4 - Amendments under Article 20 Section 1 .....	14
Article 22 – Further Definitions .....	14
Article 23 - Statement of Purposes .....	15
Article 24 – Powers of the Club .....	15
Article 25 - Meetings .....	15
Section 1 - Annual Meeting .....	15
Section 2 - Quorum .....	15
Section 3 - Notice of Annual Meeting.....	15
Section 4 - General Meetings.....	15
Section 5 - Proxy Votes.....	15
Section 6 - General Meetings.....	15
Section 7 - Method of Voting.....	15
Section 8 - Resolutions .....	16
Section 9 - Minutes.....	16
Article 26 – Method of Electing Members .....	16
Section 1 - Proposal of prospective member .....	16
Section 2 - Board to consider Proposal .....	16
Section 3 - Board to Decide .....	16
Section 4 - Proceeding with Proposal .....	16
Section 5 - Election to Membership .....	16
Section 6 - Member’s Assimilation .....	16
Section 7 - Election of Honorary Members .....	16
Article 27 - Register of Members .....	17
Article 28 – Elections and Terms of Office .....	17
Section 1 - Elections .....	17
Section 2 - Voting .....	17
Section 3 – Vacancy .....	17
Section 4 – Vacancies.....	17
Section 5 – Terms of Office.....	17
Article 29 – The Board .....	17
Section 1 - General Duties .....	17
Section 2 – Board Meetings .....	18
Section 3 – Use of Technology .....	18
Section 4 – Material Personal Interest .....	18
Section 5 – Minutes of Board Meeting .....	18
Section 6 - Register of Directors .....	18
Article 30 - Duties of the Board .....	19
Section 1 – President .....	19
Section 2 – Immediate Past President.....	19

## RULES OF ROTARY CLUB OF BOX HILL INCORPORATED (VICTORIA)

Section 3 - President-elect .....	19
Section 4 - Vice-President.....	19
Section 5 - Director.....	19
Section 6 – Secretary.....	19
Section 7 – Treasurer.....	19
Article 31 - Fees and Dues .....	19
Section 1 – Admission Fee .....	19
Section 2 - Membership Dues.....	19
Article 32 – Finances .....	20
Section 1 - Budget.....	20
Section 2 – Banking .....	20
Section 3 – Bills.....	20
Section 4 – Electronic Fund Transfers.....	20
Section 5 – Audit .....	20
Section 6 – Financial Statement .....	20
Section 7 – Financial Records .....	20
Section 8 – Sources of Funds.....	20
Section 9 – Fiscal Year .....	20
Article 33 - Additional Interpretation.....	20
(a) Applicable Law.....	20
(b) Jurisdiction of RI .....	20
(c) Amendment to Legislation .....	20
Article 34 - Seal.....	21
(a) Common Seal .....	21
(b) Witnesses to Affixation .....	21
Article 35 - Notices.....	21
(a) Methods of Serving Notice .....	21
(b) Service by Post.....	21
(c) Service by Electronic Mail (e-mail) .....	21
(d) Change of Address .....	21
Article 36 - Winding up or Cancellation .....	21
(a) Disposal of Assets .....	21
(b) Recipients of Assets .....	21
(c) Liability of Members.....	22
Article 37 - Custody of Records .....	22
Article 38 - Not for Profit .....	22
Notes Regarding These Rules.....	i
Details Of Derivation Of New Clauses.....	ii

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# **RULES OF ROTARY CLUB OF BOX HILL INCORPORATED**

These Rules are divided into a Constitution Section comprising Articles 1 to Article 20 (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 Box Hill Incorporated (Member of Rotary International).

- (a) The name of a satellite of this Club (when applicable) shall be Rotary Satellite Club of Box Hill:

(A satellite of Rotary Club of Box Hill Incorporated)

### **ARTICLE 3 - LOCALITY OF THE CLUB**

The locality of this Club is as follows: Box Hill, Victoria, Australia.

### **ARTICLE 4 - OBJECT**

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- |        |   |
|--------|---|
| First  | The development of acquaintance as an opportunity for service;  |
| Second | High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society; |
| Third  | The application of the ideal of service in each Rotarian's personal, business and community life;   |
| Fourth | The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.                                   |

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## ARTICLE 5 - 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.
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 6 – MEETINGS

### Section 1 - Regular Meeting

(a) **Day and Time**

This Club shall hold a regular meeting once each week on the day and at the time provided in the Bylaws.

(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 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.

## ARTICLE 7 - 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 of Membership

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 - Transferring or Former Rotarian

#### (a) Potential Members

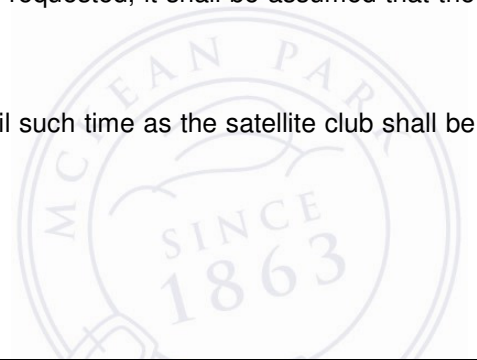
A member may propose to active membership a transferring member or former member of a club. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. The classification of a transferring or former member of a club shall not preclude election to active membership even if the election results in club membership temporarily exceeding the classification limits. Potential members of this Club who are current or former members of another club who have debts to the other club are ineligible for membership in this Club. This Club should demand that a potential member present written proof that no money is owed to the other club. The admission of a transferring or former Rotarian as an active member pursuant to this section shall be contingent upon receiving a certificate from the board of the previous club confirming the prospective member's prior membership in that club. Transferring or former members changing clubs should be asked to bring a letter of recommendation from their previous club.

#### (b) Current or Former Members

This Club shall provide a statement whether money is owed to this Club when requested by another club with respect to a current or former member of this Club being considered for membership in the other club. If such a statement is not provided within 30 days of being requested, it shall be assumed that the member does not owe any money to this Club.

### Section 5 – 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 6 - 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. No person shall simultaneously hold active membership in this Club and membership in a Rotaract club.

## Section 7 - 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 admission fees and 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 8 - 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 9 - Rotary International Employment

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

# ARTICLE 8 - 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% 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 9 - ATTENDANCE

### Section 1 - General Provisions

Each member should attend this Club's regular meetings, or 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 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 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 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 10 - DIRECTORS AND OFFICERS**

## **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 12, 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, and a secretary, and may include one or more vice-presidents, all of whom shall be members of the Board. The club officers shall also include a treasurer and may include a sergeant-at-arms, all of whom may be members of the Board as these Rules shall provide. Club officers shall regularly attend satellite club meetings.

*(Note: see Article 28 Sections and 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 28 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 28, 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.

## 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.

## **ARTICLE 11 - ADMISSION FEES AND DUES**

Every member shall pay an admission fee and annual dues as prescribed in Article 31, except that any transferring or former member of another club who is accepted into membership of this Club pursuant to Article 7 section 4 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 years, who is accepted into membership of this Club, shall not be required to pay an admission fee.

## **ARTICLE 12 - 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 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 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 8, section 2.

## Section 4 - Termination - Non-Attendance

(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 9, 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 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 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 either such meeting shall be article 7, 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 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 last known address.

(c) **Filling Classification**

Upon the termination of 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 decision regarding termination is reversed.

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## 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 16.
- (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 16.
- (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 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. For the purposes of this clause the member shall be excused from fulfilling attendance responsibilities.

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 13 - 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 - Recognising 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 14 - 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.



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## **ARTICLE 15 - ACCEPTANCE OF OBJECT AND COMPLIANCE WITH THESE RULES AND BYLAWS**

By payment of an admission fee and 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 16 – 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.

### **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.

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## 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 12 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 17 - 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. Such Bylaws may be amended from time to time as therein provided.

## ARTICLE 18- 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.

## ARTICLE 19 – 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 20 - AMENDMENTS

### Section 1 - Manner of Amending

Except as provided in section 2 of this Article and in Article 21, 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 3 (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.

## CLUB SECTION

### ARTICLE 21 - FURTHER PROVISIONS REGARDING AMENDMENTS

#### Section 1 – Prevention of Operation of Article 20 Section 1

If by virtue of a provision of the Act an amendment of the Constitution Section of these Rules to which Article 20 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 any regular 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 20 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 20 Section 1 refers.

### ARTICLE 22 – FURTHER DEFINITIONS

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 Articles 6 and 25.  |
| 3. Ordinary Member of the Board: | a member of the Board other than an Officer of the Club under Article 10.  |
| 4. The Act:                      | the Associations Incorporation Reform Act 2012 (Vic).  |
| 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 20 (both inclusive).   |
| 8. Secretary:                    | (a) the person holding office under these Rules as secretary of the Club; or<br>(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.   |
| 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.  |

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## ARTICLE 23 - STATEMENT OF PURPOSES

The Object of Rotary as specified in Article 4 of these Rules constitutes in its entirety the Statement of Purposes of the Club as required pursuant to the Act.

## ARTICLE 24 – 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.

## ARTICLE 25 - 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 not less than 10 days prior to the meeting unless otherwise required by law.

### Section 4 - General Meetings

The regular weekly meetings of the Club constitute General Meetings. The Annual Meeting is a General Meeting and is the meeting specified in Article 6 section 2 of these Rules.

### Section 5 - Proxy Votes

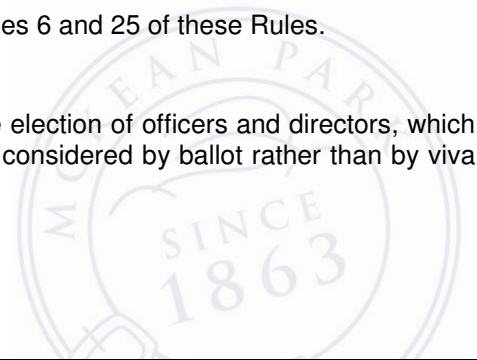
Members are not entitled to vote by proxy at General Meetings.

### Section 6 - General Meetings

General Meetings of members must be conducted in accordance with Articles 6 and 25 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 rather than by viva voce vote.



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## 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 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.

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

## ARTICLE 26 – 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.

### 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 admission fee, is considered to be elected to membership.

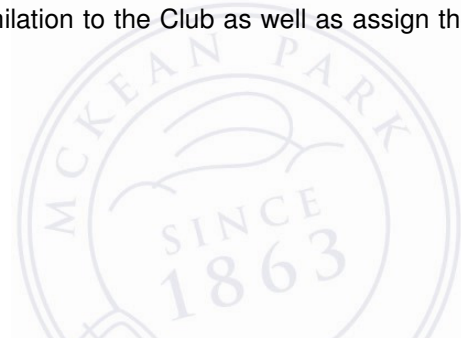
If an objection has been filed with the Board, the Club shall vote on this matter at its next meeting. If approved despite the objection, the proposed member is elected to membership after admission fee payment.

### 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 27 - 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 39 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 28 – ELECTIONS AND TERMS OF OFFICE

### Section 1 - Elections

Not less than one month prior to the elections members may nominate candidates for president, secretary, treasurer and 2 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 vacancy on the Board or on any office shall be filled by the remaining members of the Board.

### 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 and shall assume the office of vice president for that year.
Vice-President:	One year.
Secretary:	One year.
Treasurer:	One year.
Director(s):	One year.

## ARTICLE 29 – 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.

## 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 – Material Personal Interest

- (a) A director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) The director:
  - (1) must not be present while the matter is being considered at the meeting; and
  - (2) must not vote on the matter.
- (c) The provisions of paragraphs (a) and (b) do not apply to a material personal interest that:
  - (1) exists only because the director belongs to a class of persons for whose benefit this Club is established; or
  - (2) the director has in common with all, or a substantial proportion of, the members.

## Section 5 – 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;
  - (3) any resolution on which a vote is taken and the result of the vote; and
  - (4) any material personal interest disclosed under section 6 of this article.

## Section 6 - 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 30 - 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.

### **Section 6 – Secretary**

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.

### **Section 7 – Treasurer**

The treasurer shall 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.

## **ARTICLE 31 - FEES AND DUES**

### **Section 1 – Admission Fee**

The admission fee as established by RI and / or by this Club, shall be paid before the applicant can qualify as a member.

### **Section 2 - Membership Dues**

Membership dues shall consist of RI per capita dues, subscription fees to The Rotarian or Rotary regional magazines, district per capita dues, club annual dues, and any other Rotary per capita assessment. The amount of this Club's annual dues shall be determined from time to time by the Board. Membership dues shall be payable in accordance with the policies of this Club as established by the Board.





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## ARTICLE 32 – 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 Fund 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.

### Section 6 – Financial Statement

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 Articles 11 and 31 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 33 - ADDITIONAL INTERPRETATION

(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.

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## 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.

## 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 Articles 11 and 31.

## 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, the Register of Members, 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*.

## 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.



## NOTES REGARDING THESE RULES

1. These Notes comprise reference material only and do not form part of the Rules & Constitution of the Rotary Club.
2. Rules in the Constitution Section comprise the RI Standard Rotary Club Constitution (2013 version). These Rules may be amended only in accordance with Article 20. That is they may be amended only by the Council on Legislation except for the Club name and its locality which can be amended by the Club pursuant to Article 20 section 2.
3. The *Associations Incorporation Reform Act (2012)* of Victoria may not permit an amendment by the Council on Legislation to be accepted unless the Club confirms that amendment by passing a Special Resolution to that effect this is provided for in Article 20 Section 1. Please check with your Rotary District for details of your State / Territory requirements.
4. The incorporation of every Rotary Club and any updating of its rules must firstly be authorised by Rotary International.
5. Amendments to these Rules must also be approved in accordance with the provisions of the *Associations Incorporation Reform Act (2012)* of Victoria before they have any effect as Rules of an Incorporated Association under that Act. Please check with your Rotary District for further details.
6. Rules in the Club Section have either been taken from the Recommended Rotary Club Bylaws (2013 version) because they are required by the Act to be included in the Rules of an Incorporated Association or they have been added because they are required to be inserted by the Act in order to comply with the requirements of incorporation.
7. Rules in the Club Section can be amended under the provisions of Article 20 section 2 but they must also be approved under the Act before they have any effect as Rules of an Incorporated Association under the law of the State.
8. NSW incorporated Rotary Clubs must ensure that at least 3 Directors ordinarily reside in Australia.
9. NSW incorporated Rotary Clubs should note the assumptions persons are entitled to make concerning an incorporated Rotary Club. These are contained in the *Associations Incorporation Act 2009 (NSW)* Section 24. Clubs incorporated elsewhere should note that the Common Law provides for similar assumptions.
10. NSW incorporated Rotary Clubs should note that the *Associations Incorporation Act 2009 (NSW)* refers to what were formerly described as "Rules" as "Constitution".

All incorporated Rotary Clubs should note that the *Associations Incorporation Act 2009 (Vic)* Section 21(3) provides that, "Where, in relation to any matter in relation to which the model rules make provision but the rules of the incorporated association do not make provision, the provision of the model rules shall, in relation to that matter, be deemed to be included in the rules of the incorporated association". The Associations Incorporation Acts of other States/Territories which provide model rules have similar provisions.



## RULES OF ROTARY CLUB OF BOX HILL INCORPORATED

### DETAILS OF DERIVATION OF NEW CLAUSES

#### Articles and Sections of Club Rules & Constitution

Article 19 – Rotary International

Article 21 – Section 1 – Prevention of Operation of  
Article 19 Section 1

Article 21 – Section 2 – Amending all other Articles

Article 21 – Section 3 – Amending all Articles

Article 21 – Section 4 – Amendments under  
Article 20 Section 1

Article 22 – Further Definitions

Article 23 – Statement of Purposes

Article 24 – Powers of the Club

Article 25 Section 1 – Annual Meeting

Article 25 Section 2 – Quorum

Article 25 Section 3 – Notice of Annual Meeting

Article 25 Section 4 – General Meetings

Article 25 Section 5 – Proxy Votes

Article 25 Section 6 – General Meetings

Article 25 Section 7 – Method of Voting

Article 25 Section 8 – Resolutions

Article 25 Section 9 - Minutes

Article 26 Method of Electing Members

Article 27 Register of Members

Article 28 Section 1 – Elections

Article 28 Section 2 – Board of Directors

Article 28 Section 3 – Vacancies in the Board

Article 28 Section 4 – Vacancies in position of Director

Article 29 Section 1 – Board of Directors

Article 29 Section 2 – Casual Vacancies

Article 29 Section 3 – Vacancies

Article 29 Section 4 – Meetings

Article 29 Section 5 - Quorum

Article 29 Section 6 – Register of Directors

Article 30 Section 1 – President

Article 30 Section 2 – Immediate Past President

Article 30 Section 3 – President-elect

Article 30 Section 4 – Vice-President

Article 30 Section 5 – Secretary

Article 30 Section 6 – Treasurer

Article 31 Section 1 – Admission Fees

#### Details of Derivation

Requirements of Rotary International for incorporated Clubs

Alternative procedure to Article 18 Section 1

Associations Incorporation Acts

Associations Incorporation Acts

Associations Incorporation Amendment Act 2009  
(Section 29A(3))

Associations Incorporation Acts

Various Sources

Associations Incorporation Acts

Associations Incorporation Act 1985 (SA) Section 25

Article 5 Section 1, Bylaws

Article 5 Section 3, Bylaws

Associations Incorporation Acts

Article 5 Bylaws

Implication of Bylaws

Article 5 Bylaws

Article 7 Bylaws

Article 14 Bylaws

Associations Incorporation Act 1981 (Q'land)

Article 13 Bylaws

Associations Incorporation Acts

and Associations Incorporation Act 1987 (WA) section 27

Article 3 Section 1 Bylaws

Article 3 Section 2 Bylaws

Article 3 Section 3 Bylaws

Article 3 Section 4 Bylaws

Legislative Requirement

Additional Provision to Article 9A Sections 3 and 4

Additional Provision to Article 9A Sections 3 and 4

Article 5 Section 4 Bylaws

Article 5 Section 5 Bylaws

Associations Incorporation Act 2009 (NSW) Section 29

Article 10C Section 2 Bylaws

Article 4 Section 2 Bylaws

Article 4 Section 3 Bylaws

Article 4 Section 4 Bylaws

Article 4 Section 5 Bylaws

Associations Incorporation Amendment Act 2009  
(Schedule)

Article 4 Section 6 Bylaws

Article 6 Section 1 Bylaws

Article 31 Section 2 – Membership Dues	Article 6 Section 2 and Article 12 Section 6 Bylaws
Article 32 Section 1 – Budget	Article 12 Section 1 Bylaws
Article 32 Section 2 – Bank Accounts	Article 12 Section 2 Bylaws
Article 32 Section 3 – Payment of Bills	Article 12 Section 3 Bylaws
Article 32 Section 4 – Audit	Article 12 Section 4 Bylaws
Article 32 Section 5 – Director Bonds	Article 12 Section 5 Bylaws
Article 32 Section 6 – Sources of Funds	Associations Incorporations Act (Vic)
Article 33 –Grievance Procedures	Associations Incorporation Act 1981 (Vic)
Article 34 – Natural Justice	Associations Incorporation Act 1981 (Vic)
Article 35 – Additional Interpretation	No derivation
Article 36 – Seal	Associations Incorporation Acts
Article 37 – Notices	Associations Incorporation Acts
Article 38 – Winding up or Cancellation	
Paragraphs (a) and (b) –	Associations Incorporation Acts
	Associations Incorporation Amendment Act 2009
Paragraph (c) - Members' liabilities	Associations Incorporation Act 1981(ACT)
Article 39 – Custody of Records	Associations Incorporation Amendment Act 2009
	(Schedule)
Article 40 - Not for Profit	Associations Incorporation Act 1987 (WA) Section 16

