

BY-LAWS OF THE ROTARY CLUB OF ST. IVES INC.

Rule 1: Directors and Officers

Section 1 – Board of Directors. The governing body of this club shall be the board of directors, consisting of eight members of this club, namely, a president and seven directors, elected in accordance with section 2 of this rule, including a vice-president, secretary and treasurer. One of the seven directors shall be elected as president-elect.

Section 2 - Election. At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the club for the seven members of the board of directors, designated in Section 1 of this rule. The nominations may be presented by a nominating committee or by members from the floor, by either or both, as the club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting, at which:

- (i) The candidates receiving a majority of the votes shall be declared elected to their respective offices as of 1 July next following the election. The director serving as president-elect shall assume office as president on 1 July immediately following that year.
- (ii) The elected candidates for director, other than the vice-president, secretary and treasurer, shall serve in such capacity as may be determined by the president-elect.

Section 3 - Vacancies. A vacancy in the board of directors or any office shall be filled by action of the remaining members of the board. A vacancy in the position of any officer-elect or director-elect shall be filled by the action of the remaining members of the board of directors-elect.

Rule 2: Duties of Officers

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

Section 2 – President-Elect. It shall be the duty of the president-elect to serve as a member of the board of directors of the club, as specified in these by-laws and to perform such other duties as may be prescribed by the president or the board.

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

Section 4 - Secretary. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to RI, including the semi-annual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including pro-rated reports to the general secretary on 1 October and 1 April, of each active member who has been elected to membership in the club since the start of the July or January semi-annual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings which shall be made to the district governor within 15 days of the last meeting of the month, collect and remit to RI subscriptions to “The Rotarian”, and perform such other duties as usually pertain to the office of secretary.

Section 5 - Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to such office. Upon retirement from office the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts or any other club property.

Section 6 - Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board.

Rule 3: Meetings

Section 1 - Annual Meeting. An annual meeting of this club shall be held within seven (7) days of the first Wednesday of December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

Section 2 – Weekly Meetings. The regular weekly meetings of this club shall be held on such day and at such time as a majority

of the active members shall determine at a regular meeting of the club of which ten (10) days written notice shall have been given. Due notice of any changes in or cancelling of the regular meetings shall be given to all members of the club. All members excepting an honorary member (or a member excused by the board of directors of this club, pursuant to sections 2 and 3 of rule 8 of the club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in Rule 9, Section 1 of the club constitution.

Section 3 – Board Meetings. Regular meetings of the board shall be held each month on a date determined by the president. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

Section 4 – Quorum. One third of the membership shall constitute a quorum at the annual and regular meetings of this club. A majority of the board members shall constitute a quorum of the board.

Rule 4: Fees and Dues

Section 1 - The admission fee and other membership dues shall be such amounts as shall be fixed from time to time by the members at a general meeting of the club. Membership fees so determined shall be inclusive of the amount required for the member's annual RI dues, District 9680 dues and subscription to "Rotary Down Under" magazine.

Section 2 - The admission fee shall be paid immediately upon induction as a member and membership dues shall be payable semi-annually on 1 July and 1 January and on induction.

Section 3: An honorary member shall not be required to pay an admission fee nor any other membership dues.

Rule 5: Method of Voting

The business of this club shall be transacted by *viva voce* vote or by a show of hands, except the election of directors, which shall be by ballot.

Rule 6: Committees

Section 1

(a) The president shall, subject to the approval of the board, appoint standing committees for each of the following areas of responsibility, namely membership, public relations, service projects and The Rotary Foundation.

(b) Each committee shall consist of a chairperson, who shall be selected by the president from the membership of the board, and not less than two (2) other members.

(c) The president shall be an ex-officio member of all committees and, as such, shall have all the privileges of membership thereon.

(d) Each committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in the relevant avenue of service. The chairperson of each committee shall be responsible for the activities of the club in that avenue of service and shall supervise and coordinate the work of any committees that may be appointed on particular phases thereof.

(e) Each committee shall transact such business as is delegated to it in the by-laws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committee shall not take action until a report has been made to the board and approved by the board.

Section 2

(a) Subject to the right of the president to vary the allocation of specific board duties, each director shall be responsible for the following activities and form committees accordingly:

(1) **Membership:** Membership eligibility, classifications, membership development and vocational service programmes.

(2) **Public Relations:** External and internal promotion of Rotary and the club, the club bulletin, the club web site and the promulgation of Rotary information.

(3) **Service Projects:** Major community events, community service programmes and youth service programmes.

(4) **The Rotary Foundation:** Promotion of and fundraising for The Rotary Foundation programmes and international service programmes.

(5) **Vice-President:** Club meetings, including the programme and fellowship activities.

(b) Where feasible and practicable in the appointment of committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Rule 7: Leave of Absence

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending meetings of the club for a specified length of time.

Rule 8: Finances

Section 1 – Banking. The Treasurer shall deposit all funds of the club in some bank to be named by the board, provided that separate accounts shall be maintained for each of the funds relating to administration of the club and funds relating to the club's service activities.

Section 2 – Signatories. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be drawn and signed by any two members of the board of directors, one of whom must be one of the president, president-elect, secretary or treasurer. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

Section 3 – Bond. Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of bond to be borne by the club.

Section 4 – Fiscal Year. The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semi-annual periods extending from 1 July to 31 December and from 1 January to 30 June. The payment of per capita dues and magazine subscriptions to RI shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 5 – Budget. At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditure for the respective purposes unless otherwise ordered by action of the board.

Rule 9: Method of Electing Members

Section 1 - The name of a prospective member, proposed by an active member of the club or by the membership committee, shall be submitted to the board in writing, through the club secretary. The proposal for the time being shall be kept confidential, except as otherwise provided in this procedure.

Section 2 - The board shall ensure that the proposal meets all the classification and membership requirements of the club constitution.

Section 3 - The board shall request the classifications committee to consider and report to the board on the eligibility of the proposed member from the standpoint of classification, and shall request the membership committee to investigate and report to the board on the eligibility of the proposed member from the standpoint of character, business and social standing, and general eligibility.

Section 4 - The board shall consider and approve or disapprove the recommendations of the classifications and membership committees and shall then notify the proposer, through the club secretary, of its decision.

Section 5 - If the decision of the board is favourable, the proposer, together with one or more members of the board of directors, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in the club, following which the prospective member shall be requested to complete and submit an application for membership and to give permission for his or her name and proposed classification to be published to the club.

Section 6 - If no written objection to the proposal, stating reasons, is received by the board from any active member of the club within seven (7) days following publication of information about the prospective member, that person upon payment of the admission fee, as prescribed in rule 4 of these by-laws, shall be considered to be elected to membership. If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the prescribed admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 7 - Following the election, the club secretary shall issue a membership card and shall report the new member to RI. The president shall arrange for the induction of the new member and provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

Rule 10: Resolutions

No resolution or motion to commit this club on any matter shall be considered by the club until it has been considered by the board. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

Rule 11: Order of Business

The order of business at regular meetings of the club shall be as follows:

- (a) Meeting called to order;
- (b) Introduction of visiting Rotarians and guests;
- (c) Announcements;
- (d) Any other business;
- (e) Address or other program feature;
- (f) Adjournment

Rule 12: Amendments

These by-laws may be amended by special resolution at any regular meeting, a quorum being present, provided that no amendment or addition to these by-laws can be made which is not in harmony with the club constitution and with the constitution and by-laws of RI.

Rule 13: Register of Members

Section 1 - The secretary of this club shall establish and maintain a register of members of this club specifying the name and address of each person who is a member of this club together with the date on which the person became a member.

Section 2 - The register of members shall be kept at the principal place of administration of this club and shall be open for inspection, free of charge, by any member of this club at any reasonable hour.

Rule 14: Members' Liabilities

The liability of a member of this club to contribute towards the payment of the debts and liabilities of this club or the costs, charges and expenses of the winding up of this club is limited to the amount, if any, unpaid by the member in respect of membership of this club as required by rule 4 of these by-laws.

Rule 15: Procedure for meetings of Board of Directors

Section 1 - Oral or written notice of a meeting of the board of directors shall be given by the secretary to each member of the board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the board) before the time appointed for the holding of the meeting.

Section 2 - No business shall be transacted by the board unless a quorum is present in accordance with rule 3, section 5 of these by-laws and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day of the following week.

Section 3 - If at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

Section 4 - At a meeting of the board -

- (a) The president or, in the president's absence, the vice-president shall preside; or
- (b) If the president and the vice president are absent or unwilling to act such one of the remaining members of the board as may be chosen by the members present at the meeting shall preside.

Section 5

(a) Questions arising at a meeting of the board or of any committee appointed by the president in accordance with rule 6 of these by-laws shall be determined by a majority of the votes of members of the board or of any such committee present at the meeting.

(b) Each member present at a meeting of the board or of any such committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

(c) Subject to a quorum being present, the board may act notwithstanding any vacancy on the board.

(d) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by such a committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the board or of such a committee.

Rule 16: Procedure at general meetings

Section 1 - Annual Meetings. In addition to any other business which may be transacted at an annual meeting, the business of an annual meeting shall be:

- (a) to confirm the minutes of the last preceding annual meeting and of any special general meeting held since that meeting;
- (b) to receive from the board reports upon the activities of the club during the last preceding financial year;
- (c) to elect officers and directors of the club in accordance with rule 1 of these by-laws;
- (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Associations Incorporation Act, 1984.

Section 2 - Notice of General Meetings. Except where the nature of the business proposed to be dealt with at any meeting of the club requires a special resolution, seven (7) days prior notice of the time, date and place of all general meetings of the club shall be given to members by publication in the weekly club bulletin referred to in section 2(a)(3) of rule 6 of these by-laws and details shall be included of the nature of the meeting and of any notices of motion therefor that may have been delivered to the secretary.

Section 3 - Notice of Special Resolutions. Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, hand notice of the meeting to those members attending a regular meeting of this club and mail notice by prepaid post to each member not attending such meeting at the member's address appearing in the register of members. The notice shall specify the place, date and time of the meeting, and the resolution proposed to be put to the meeting as a special resolution.

Section 4 - Special Resolutions. A resolution of the club is a special resolution if:

- (a) it is passed by a majority which comprises not less than three-quarters of such members of the club as, being entitled under these by-laws so to do, vote in person at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these by-laws; or
- (b) where it is made to appear to the Corporate Affairs Commission of New South Wales that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a), the resolution is passed in a manner specified by the Commission.

Section 5 - Procedure. If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and at the same place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

Section 6 - Presiding Member. The president or, in the president's absence, the vice president, shall preside as chairman at each general meeting of the club. If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairman of the meeting.

Section 7 - Voting.

- (a) Upon any question arising at a general meeting of the club a member has one vote only and all votes shall be given personally and may not be given by proxy. A member is not entitled to vote at any general meeting of the club unless all money due and payable by the member to the club has been paid.
- (b) In the case of an equality of votes on a question at a general meeting, the chairman of the meeting is entitled to exercise a second or casting vote.

Rule 17: Funds

Section 1

- (a) The funds of the club shall be derived from admission fees and annual membership dues, donations and, subject to any resolution passed by the club in general meeting, such other sources as the board determines.
- (b) Subject to any resolution passed by the club in general meeting, the funds of the club shall be used in pursuance of the objects of the club in such manner as the board determines.

Rule 18: Public Officer and Common Seal

Section 1 - For the purpose of the Associations Incorporation Act, 1984 the secretary of the club shall also be the public officer unless the board by resolution appoints some other member of the board to that position.

Section 2 - The common seal of the club shall be kept in the custody of the public officer.

Section 3 - The common seal shall not be fixed to any instrument except by authority of the board and the affixing of the common seal shall be attested by the signature of any two members of the board.

Rule 19: Custody and Inspection of Books

Section 1 - Except as otherwise provided by these by-laws, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the club.

Section 2 - The records, books and other documents of the club shall be open to inspection, free of charge, by a member of the club at any reasonable hour.

Rule 20: Insurance

Section 1 - The club shall effect and maintain insurance pursuant to section 44 of the Associations Incorporation Act, 1984.

Section 2 - In addition to the insurance required under section 1 of this rule, the club may effect and maintain other insurance.

Rule 21: Charitable Fundraising Act, 1991

Should any dispute arise in relation to any matter covered by the Charitable Fundraising Act 1991 between the club or any member thereof and a person or corporate body who is not a member of the club, the auditor of the club for the time being shall be appointed to investigate the complaint. Details of the complainant and the nature of the complaint shall be entered into a register of complaints, together with details of the auditor's findings, the action taken as a result thereof and the date and manner in which the complainant was informed of the outcome.

Rule 22: Prohibition against Distribution to Members

Section 1 - The income and property of the club whencesoever derived shall be applied solely towards the promotion of the objectives of the club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the club provided that nothing herein shall prevent the payment in good faith of reasonable and proper rent for premises let by any member of the club.

Section 2 - The club shall not be dissolved except at a general meeting of the club specially convened for the purpose and by a special resolution. If upon the winding up or dissolution of the club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the club but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the club and which shall also prohibit the distribution of its or their property among its or their members such institution or institutions to be determined by the members of the club at or before the time of dissolution or in default thereof by the chief judge of such court as may have or acquire jurisdiction in the matter.

Rule 23: Interpretation

Throughout these by-laws, the terminology "mail" will include utilisation of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.