

BY-LAWS OF THE ROTARY CLUB OF SPRINGWOOD
INCORPORATED

By-Law 1. - Definitions

Unless the context otherwise clearly requires, the words in these By-laws shall have the following meanings:

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| 1. Board: | The Board of Directors of this club. |
| 2. Director: | A member of this club's Board of Directors. |
| 3. Member: | A member, other than an honorary member, of this club. |
| 4. RI: | Rotary International. |
| 5. Year: | The twelve-month period that begins on 1 July. |

By-Law 2 – Governing Body

The governing body of the club shall be the board.

By-Law 3 – The Board

The board shall consist of President, President Elect/Vice President, Secretary, Treasurer, plus a minimum of four (4) Directors, all duly elected or appointed under these by-laws, plus the Immediate Past President.

By-Law 4 – Election of Directors.

- (1) The election of directors shall be conducted at the Annual General Meeting
- (2) At a regular meeting one month prior to the Annual General Meeting mentioned in paragraph (1) above, the Secretary shall call for nominations by members of the club for positions of president, president elect/vice president, secretary, treasurer and five Directors.
- (3) Nominations will close at 7pm on the night of the Annual General Meeting of this club.
- (4) The nominations may be presented by
 - (a) a nominating committee, such committee shall be appointed as this club may determine; or
 - (b) by members of this club in writing prior to the Annual General Meeting; or
 - © if no nominations have been received as per by-law 4/3, nominations may be received from members of this club present at the Annual General Meeting.
- (5) Each nomination must be endorsed by the nominee in writing or confirmed verbally prior to such nominee's election at the Annual General Meeting.
- (6) The nominations shall be placed on a ballot in alphabetical order under the office to which such member has been nominated.
- (7) Voting shall be of a secret method. The record of individual votes shall be deleted immediately after the election has been declared.

- (8) The nominee for the position of President elect/Vice president, Secretary and Treasurer receiving a majority of votes shall be declared elected to their respective offices.
- (9) The five nominees for director receiving a majority of votes shall be declared elected as directors.
- (10) If five nominations are not received by the close of ballot, the president may (or may not), in accordance with by-law 4(1), fill the vacancy(s),

By-Law 5 –Vacancy on Board

- (1) A vacancy in the board or any office shall be filled by action of the remaining members of the board..
- (2) A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining members of the board of directors-elect.

By-Law 6 –President Elect/Vice President

The President Nominee/Vice President elected shall serve as a member of the Board for the year commencing on the first day of July next following such election as President Elect/Vice President, and shall assume office as President of the Club on the first day of July next following such commencement.

By-Law 7 –Duties of Officers

- 1) **President.** It shall be the duty of the President to preside at meetings of the Club and of the Board, and to perform such other duties as ordinarily pertain to that office.
- 2) **President Elect/Vice President.** It shall be the duty of the President Elect/Vice President to serve as a member of the Board, and to preside at the meetings of the Club and of the Board in the absence of the President, and to perform such other duties as ordinarily pertain to that office.
- 3) **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 this club, board and committees; record and preserve the minutes of such meetings for a period of at least 4 years, or for such period as may be prescribed by any Act, whichever is the greater; make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including prorated reports to the general secretary on 1 October and 1 April of each active member who has been elected to membership in this club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, and 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; 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, the classification and the date on which such person became a member. Such 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 a reasonable hour; and perform such other duties as usually pertain to the office of secretary..

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

By-Law 8 – Standing Committees and Committees

- (1) The president may, subject to the approval of the board, appoint the following Standing Committees:
 Club Service Committee(s)
 Vocational Service Committee
 Community Service Committee
 International Service Committee
 New Generations Committee.
- (2) The president may, subject to the approval of the board, appoint such committee(s) as may be deemed necessary to attain the Objectives of Rotary, or the efficient conduct of this club.
- (3) Each committee shall consist of a chairman, who shall be named by the president from the membership of the board, and no less than two other members of this club.
- (4) The president shall be an ex-officio member of all committees and, as such, shall have all the privileges of membership of such.
- (5) Each committee shall transact such business as is delegated to it in the bylaws and such additional business as may be referred to it by the president or the board.
- (6) 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.

By-Law 9 – Duties of Standing Committees

- (1) ***Club Service Committee.*** This committee shall devise and carry into effects plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to service to this club and Rotary. The chairman shall be responsible for regular meetings of the committee and shall report to the board on all Club Service activities. The committee may, with the approval of the president under by-law 8, create any and such committees as may be necessary or required to achieve the proper functions of this club.

- (2) **Vocational Service Committee**. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The chairman shall be responsible for regular meetings of the committee and shall report to the board on all Vocational Service activities. The committee may, with the approval of the president under by-law 8, create any and such committees as may be necessary or required to achieve the particular phases of Vocational Service.
- (3) **Community Service Committee**. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships. The chairman shall be responsible for regular meetings of the committee and shall report to the board on all Community Service activities. The committee may, with the approval of the president under by-law 8, create any and such committees as may be necessary or required to achieve the particular phases of Community Service.
- (4) **International Service Committee**. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to International Service. The chairman shall be responsible for regular meetings of the committee and shall report to the board on all International Service activities. The committee may, with the approval of the president under by-law 8, create any and such committees as may be necessary or required to achieve the particular phases of International Service.
- (5) **New Generations**. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to New Generations. The chairman shall be responsible for regular meetings of the committee and shall report to the board on all New Generations activities. The committee may, with the approval of the president under by-law 8, create any and such committees as may be necessary or required to achieve the particular phases of New Generations.

By-law 10 – Extended Membership of Committees

In respect to any committee appointed under by-law 8 the president shall, in consultation with the president-elect/vice president, where feasible and practicable in the appointment of committees, make provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members for a two year term.

By-law 11 – Sergeant-At-Arms

After their election, the board of directors-elect shall meet and appoint a member of this club to act as Sergeant-at-arms. The duties of the Sergeant-at-arms shall be to prepare the venue with all Rotary regalia commensurate with the importance of the particular meeting, be responsible for the security of all Club property except as pertains to the Secretary and the Treasurer, and conduct fine sessions and other duties as prescribed by the president.

By-law 12 – Meetings

- (1) **Annual General Meeting.** An Annual General Meeting of this club shall be held in the month of November in each year at which time the election of officers and directors to serve for the ensuing year shall take place. In addition to any other business which may be transacted at an annual meeting, the business of an Annual General Meeting shall be:
 - (a) to confirm the minutes of the previous Annual General Meeting and of any special meeting held since that meeting;
 - (b) to receive from the board reports upon the activities of this club during the previous financial year;
 - © to elect officers and directors of this club in accordance with the bylaws;
 - (d) to receive and consider any statements required by any Act.
- (2) **Regular Meeting.** The regular weekly meetings of this club shall be held on Monday commencing at such time as deemed appropriate by the board. Due notice of any changes in or cancelling of a regular meeting shall be given to all members of this club. All members excepting an honorary member (or member excused pursuant to article 9, sections 3 & 4 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 any other Rotary club, or as otherwise provided in the club constitution article 9, section 1 & 2.
 The president, or in the president's absence the president-elect/vice president, shall preside as chairman at each regular meeting of this club. If the president and president-elect/vice president are absent from the regular meeting or unwilling to act, the members present shall elect one of those members present and willing to preside as chairman of the meeting (it is suggested that preference be given to a past president).
- (3) **Special Meeting.** A Special Meeting of this club may be called by the president or upon a written request received by the secretary with at least five members' signatures thereon stating reasons for the request.

By-law 13 – Quorum

One third of the membership of this club shall constitute a quorum at the Annual General Meeting, regular or special meetings of this club.

By-law 14 – Meetings of Board

- (1) Regular meetings of the board shall be held at a time and place specified by the board consistent with the good performance of this club. Special meetings of the board may be called by the president whenever deemed necessary, or upon the written request of two members of the board, due notice having been given to the secretary.
- (2) Oral or written notice of a meeting of the board 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 members of the board) before the time appointed for the holding of the meeting.
- (3) A majority of the board members shall constitute a quorum at a board meeting.
- (4) No business shall be transacted by the board unless a quorum is present. If within thirty minutes of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a day and time determined by the president or board.
- (5) At a meeting of the Board the president, or in the president's absence the president-elect/vice president shall preside; or if the president and president-elect/vice president are absent or unwilling to act, one of the remaining member of the board as may be chosen by the members present at the meeting shall preside.
- (6) Questions arising at a meeting of the board shall be determined by a majority of votes of members of the board present at the meeting.
- (7) Each member present at the meeting including the person presiding is entitled to one vote, but in the event of an equality on any question, the person presiding may exercise a second or casting vote.
- (8) Any decision of the board is binding notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the board.

By-law 15 – Method of Electing and Inducting New Members

In order that prospective members may be given ample opportunity to be fully aware of the commitment required of them, all members should take into account the time scale necessary to accommodate this:

Meeting 1 – The prospective member attends a regular meeting of this club by invitation of a member of a Rotary club as a guest of this club. This is an introductory meeting only.

Meeting 2 – The prospective member attend a regular meeting of this club by further invitation.

Meeting 3 – The proposer or a club member gives a detailed introduction of the prospective member and gives a completed proposal for membership to the secretary.

- (1) The name of the prospective member, proposed by a member of this club, shall be submitted to the board, in writing, through the secretary. The proposal for the time being shall be kept confidential except as otherwise provided for in this procedure.
- (2) The Board shall request members of the membership committee to consider and report on the eligibility of the proposed member. The board shall ensure that the proposal meets all requirements of the Constitution.
- (3) Within thirty (30) days of receiving the proposal, the board shall approve or disapprove the recommendation of the committee set out in paragraph (2) and shall then notify the proposer, through the secretary, of its decision.
- (4) If the decision of the board is favorable, the proposer, together with one or more experienced and suitably qualified members, shall inform the prospective member of the purposes of Rotary and of the privileges and responsibilities of membership in this club, following which the prospective member shall be requested to complete and submit an application for membership, and to give permission for his/her name and proposed classification to be published to the membership of this club.
- (5) If no written objection to the proposal, stating reasons, is received by the board from any member of this club within ten (10) days following publication of the name of the prospective member, the prospective member shall be considered to be elected to membership.
- (6) If any objection has been filed with the board, it shall be considered by the board. The board shall ballot on the proposed member. If no more than two negative votes are cast by the members of the board in attendance at the time, the proposed member shall be considered to be elected to membership.
- (7) Following the member's election to membership as herein provided, the secretary shall issue a membership card to the member upon payment of the prescribed admission fee, and shall report the new member's name to the general secretary of RI.
- (8) The member shall be formally introduced as a new member at a regular meeting of the Club.
- (9) An existing Rotarian may apply directly to the board for membership of this club provided he produces written proof of satisfactory financial standing in his existing club. Approval of the Board and submission of his name to the membership will not be waived in any circumstances.

By-law 16 – Leave of Absence

Upon written application to the board, setting forth good and sufficient causes, leave of absence may be granted excusing a member from attending the meetings of this club for a specified length of time but not extending beyond the tenure of the current board.

By-law 17 – Method of Voting

- (1). The business of this club shall normally be transacted viva voce except for the election of officers and directors who shall be elected by ballot.
- (3) Upon any question arising at a regular meeting of this club, the members may make recommendation to be considered by the board.
- (4) A member is not entitled to vote at any annual or special meeting unless all money due and payable by the member to this club have been paid. Each member present is entitled to one vote. Proxy votes are not permitted.
- (4) In the case of an equality of votes on a question at any annual or special meeting, the chairman of the meeting is entitled to exercise a second or casting vote.

By-law 18 – Resolutions

- (1) No resolution or motion to commit this club on any matter shall be considered by this club until it has been considered by the board. The members may make recommendation to the board but may not vote on resolutions or motions, if offered at a regular meeting. These shall be referred to the board without discussion.
- (2) All subsequent resolutions carried at a special or Annual General Meeting of this club which are consistent with the club constitution, or the constitution of RI, shall be binding upon the board and all members of this club.
- (3) Where the nature of the business proposed to be dealt with at a regular meeting requires a special resolution of this club, the secretary shall, at least twenty-one (21) days before the date of a special or regular meeting, cause notice to be sent by post to each member at the member's address appearing in the register of members, specifying the place, date and time of the meeting, and the resolution to be put to the meeting as a special resolution.
- (4) 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 the member of this club being present and entitled to vote under by-law 17/3 and has been communicated to the members of this club in accordance with by-law 18/3; or
 - (c) it is made to appear to the Director-General of the Department of Fair Trading that it is not possible or practicable for the resolution to be passed in the manner specified in by-law 17. This resolution may be passed in a manner specified by the Director-General of the Department of Fair Trading.

By-law 19 – Funds

- (1) The funds of the Club shall be derived from admission fees, membership subscriptions, donations and such other sources as the board approves.
- (2). Subject to any resolution passed by this club at an annual or special meeting, the funds of this club shall be used in pursuance of the objects of this club in such manner as the board determines.
- (3). The income and property of this club shall be applied solely towards the promotion of the objectives of this club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of this club provided that nothing herein shall prevent the payment in good faith of reasonable and proper rent for any premises let by any member of this club.

By-law 20 – Fees and Dues

- (1) The admission fee shall be an amount set from time to time by the board, to be due and payable on induction as a member of this club.
- (2) The membership subscription shall be an amount set in the month of July by the board, payable semiannually on the first day of August and the first day January, with the understanding that part of each semiannual payment shall be applied to each member's subscription to Rotary Down Under magazine, or such other official Rotary magazine as may be determined by the board in accordance with RI.
- (3) A member shall be classified as unfinancial if such membership subscription has not been received by the treasurer thirty (30) days after due date, except where the board, on recommendation of the treasurer, approves a variance.

By-law 21 – Finances

- (1) The treasurer shall receive all moneys generated by this club and shall, as soon as practicably after receiving money bank it. A receipt will be issued for all cash deposits where those receipts are not personally collected by the Treasurer.
- (2) All such moneys shall be duly accounted by such means as required by any Act or recognized accounting system.
- (3) An independent review of all financial transactions by a member of a professional accounting body shall be made each year and a full audit will be commissioned every five (5) years to satisfy the requirements of The Dept. of Fair Trading's Charity License renewal conditions.
- (4) The treasurer shall deposit all funds of this club in such bank accounts as approved by the board from time to time.
- (5) All accounts shall be paid by cheque or electronic transfer. Authority for these payments to be signed by the authorized signing officers. For this purpose the authorized signing officers shall be president, secretary, treasurer, Public Officer and immediate past president, and/or such other member of this club approved by the board. Each cheque shall be signed by any two authorized officers.

- (6) All accounts shall be certified as genuine and correct by the treasurer and approved for payment by the board.
- (7) The fiscal year of this club shall extend from 1st July to 30th June in any year.
- (8) At the beginning of each fiscal year, the board shall prepare, or cause to be prepared, a budget of estimated income and estimated expenditure for the forthcoming year, which, having been adopted by the board, shall be presented to the next available regular meeting of this club.
- (9) Unless otherwise ordered by action of the board, the limits of expenditure for the respective purposes set in paragraph (8) shall stand. Any action approved by the board to exceed the limitations of expenditure shall be presented to the next available regular meeting of this club.

By-law 22 – Insurance

This club shall effect and maintain insurance pursuant to any requirement of any Act. In addition the board may effect and maintain any other insurance considered necessary from time to time.

By-law 23 – Members’ Liabilities

The liability of a member of this club to contribute towards 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 in by-law 20(1) and by-law 20(2).

By-Law 24 – Official Club Letterhead

- (1) The official letter head template for all communications will be held by the Secretary who, in concert with the Public Officer, will ensure that it Complies with all requirements of The Associations Incorporation Act.
- (2) Any member who wishes to design a variation will be required to obtain written approval from the Secretary or Public Officer prior to use, to ensure it complies with The Associations Incorporation Act.
- (3) Any breach of this By-Law will expose the member to any liability or loss incurred as a result and the member will not be protected as stated in By-Law 23. In addition, the member may not be protected under our insurance Policies or the provisions of club incorporation.

By-Law 25 – Public Officer and Common Seal

- (1) For the purposes of any Act, the secretary of this club shall also be the public officer unless the board, by resolution, appoints some other member of this club to that position.
- (2) The common seal of the Club shall be kept in the custody of the public officer.
- (3) The common seal shall not be affixed to any instrument except by the authority of the board and the affixing of the common seal shall be attested by the signature of any two members of the board.

By-law 26 – Custody and Inspection of Books.

- (1) Except as otherwise provided by these by-laws, the secretary shall keep in personal custody or under personal control all records, books and other documents relating to this club.
- (2) The records, books and other documents of this club shall be open to inspection, free of charge, by a member of this club at any reasonable hour.

By-law 27 – Registration

- (1) This by-law applies whilst this club is registered , or is exempt from registration, under the Charitable Fundraising Act, 1991 or any other Act.
- (2) A member of the board shall not be appointed to any salaried office of this club or any office of this club paid by fees, and no remuneration or other benefit in money or money's worth shall be given by this club to any member of the board except:
 - (a) repayment of out-of-pocket expenses; or
 - (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by this club's bankers for money lent to this club.
- (3) Without limiting the operation of any of the provisions of the constitution of this club or any of the other provisions of these by-laws, the office of a member of the board shall become vacant if:
 - (a) the member holds an office of profit in this club; or
 - (b) the member has a direct or indirect interested in any contract or proposed contract with this club.
- (4) Any proposed alteration to the constitution or by-laws of this club shall be notified to the Minister administering the Charitable Fundraising Act, or any other person designated by any other Act, in the manner required by the regulations of such Act(s) only if changes are made to this club's name, objects, no-profit or dissolution clauses.
- (5) This club shall comply with such provisions and regulations of any Act applicable to its obligation from time to time..

By-law 28 - Dissolution of Club

- (1) In the event of this club having a membership of less than five persons then this club shall be dissolved in accordance with the provisions of this by-law.
- (2) This club shall not be dissolved, in the event of the membership being less than five, except at a special meeting specifically convened for that purpose and by a special resolution.

- (3) Upon a resolution being passed in accordance with paragraph (2), the assets or property, after satisfying all debts and liabilities, shall, upon a decision by the members of this club, be handed over to some other organization(s) having objects similar to the objects of this club, which prohibits the distribution of its income and property among its members to an extent at least as great as that imposed by this club under these by laws. However, in making the distribution, this club must ensure it satisfies all legal obligations applying to any funds or property over which a charitable trust exists.

By-law 29 – Amendment of By-laws

These by-laws may be amended by a special resolution at any Annual General Meeting or special meeting, a quorum being present, by a three-fourths vote of all members present and eligible to vote, provided that notice of such proposed amendment shall have been mailed to each member at least twenty-one (21) days before such meeting.

By-Law 30 – Child Protection

This club adopts the District Child Protection Policy as published on the District 9690 website under New Generations - Policies.

By- Law 31 – Sexual Harassment Policy

This club adopts the District Sexual Harassment Policy as published on the District 9690 website under New Generations – Policies.

By-law 32 – Interpretation

Throughout these by-laws, the terminology “mail”, “mailing”, “notification in writing” or any similar wording or terminology, shall include the utilization of electronic mail or internet technology.

End of Bylaws 26.09.2011