



BY-LAWS OF  
THE ROTARY CLUB OF BANORA TWEED

ABN 28580739063

INC 0625533

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These by-laws have been modified from those recommended by Rotary International and have been changed by this club to meet its own conditions and some of the requirements of the laws of New South Wales on the basis that such changes are not out of harmony with the club's constitution or with the constitution and by-laws of Rotary International.

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## **By-law 1 Definitions**

1. Act: *The Associations Incorporation Act, 2009 (NSW)*
2. Public Officer: As defined in the Act.
3. Quorum: One-third of the club membership; a majority of directors for the Board.
4. Regulation: *The Associations Incorporation Regulation, 2016 (NSW)*.
5. Special Resolution: A resolution of the club passed in the circumstances described in section 39 of the Act.
6. Board: The Board of Directors and Officers of this club.
7. Director/Officer: A member of this club's Board.
8. Member: A member, other than an honorary member, of this club.
9. RI: Rotary International.
10. Year: The twelve-month period that begins on 1 July.

## **By-law 2 Board**

**Section 1** -The governing body of this club shall be the Board consisting of up to 12 members of this club, namely, the President, Vice-President, immediate Past President (if not elected to another position on the Board), President-Elect (or President-Nominee, if no successor has been elected), Secretary and Treasurer. At the discretion of the Board, also added can be up to 7 Directors elected in accordance with article 3, section 1 of these by-laws. The Immediate Past President may also hold the position of Vice President.

**Section 2-** The club may choose to elect an Executive Secretary who shall also be a member of the Board.

## **By-law 3 Election of Directors / Officers and Term of Office**

**Section 1** – 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 President-Elect or President-Nominee, Secretary, Treasurer, Executive Secretary (if applicable) and up to 7 Directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use 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.

The candidates for President-Elect or President-Nominee, Secretary, and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The candidates for Director receiving a majority of the votes shall be declared elected as Directors.

The candidate for President-Elect in such balloting shall have served on the club Board as a Director previously for a term of 12 months and will serve as a Director for the year commencing on the first day of July next following the election, and shall assume office as President on 1 July immediately following that year. The President-Nominee shall take the title of President-Elect on 1 July in the year prior to taking office as President.

**Section 2** – The officers and Directors, so elected, together with the immediate Past President shall constitute the Board.

**Section 3** – A vacancy in the Board or any office shall be filled by action of the remaining Directors. For the purpose of these by-laws a vacancy on the Board occurs if the member

- (a) dies; or
- (b) ceases to be a member of the club; or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001 (Cth)*; or
- (d) resigns office by notice in writing given to the Secretary; or
- (e) is removed from office; or
- (f) becomes a mentally incapacitated person whose person or estate is liable to be dealt with in any way relating to mental health; or
- (g) is absent without consent of the Board from all meetings of the Board held during a period of 6 months.

**Section 4** – A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

**Section 5** – The term of office for the office holders shall be one year commencing on 1 July. Such officers shall be eligible to stand again for the same or another position.

#### **By-law 4 Duties of Officers**

**Section 1 – President.** It shall be the duty of the President to preside at meetings of the club and the Board and to perform 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 director 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 the Board in the absence of the President and to perform other duties as ordinarily pertain to the office of vice-President.

**Section 4 – Immediate Past President.** The Immediate Past President, if not elected to another office, serves as a director.

**Section 5 – Secretary.** It shall be the duty of the Secretary to keep membership records; record attendance at meetings; send out notices of club, Board, and committee meetings; record and preserve the minutes of such meetings; report as required to RI; report changes in membership; collect and remit RI official magazine subscriptions; and perform other duties as usually pertain to the office of Secretary. All minutes and records may be kept in written or electronic form.

**Section 6 – Executive Secretary** – The executive Secretary shall keep membership records, report changes in membership to District and RI, update club executives and directors with District and RI after club elections, report as required to RI and assist the Secretary and other officers as required. If no one is elected to the position of executive Secretary, the Secretary is responsible to carry out these duties.

**Section 7 – Treasurer.** It shall be the duty of the Treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the Board, and to perform 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 accounts, or any other club property.

**Section 8 – Sergeant-at-Arms.** The duties of the sergeant-at-arms shall be to help maintain an orderly, dignified and effective club meeting and other duties as may be prescribed by the President or the Board.

### **By-law 5 Meetings**

**Section 1 – Annual Meeting.** An annual meeting of this club shall be held by 31 December in each year, at which time the election of officers and directors to serve for the ensuing year shall take place.

**Section 2 –** The regular meetings of this club shall be held as determined by the Board.

2<sup>nd</sup> and 4<sup>th</sup> Mondays of each month. Time 6pm for 6.30pm NSW time. Meetings must be held at least twice per month, except when a regular meeting is cancelled under Article 8 Section 1, (c) of the Club Constitution. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club.

**Section 3 –** One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

**Section 4 –** Regular meetings of the Board shall be held monthly. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

**Section 5 –** A majority of the Governing Body shall constitute a quorum of the Board.

### **By-law 6 Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the Board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the Board without discussion

### **By-law 7 Order of Business for Regular Club meeting**

Meeting called to order.  
Introduction of visitors.  
Correspondence, announcements, and Rotary information.  
Committee reports if any.  
Any unfinished business.  
Any new business.  
Address or other program features.  
Adjournment.

### **By-law 8 Procedures 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 on the activities of the Club during the last preceding financial year.
- c. To elect officers and directors of the Club in Accordance with Article 3 of these By-laws.
- d. To receive and consider the statement which is required to be submitted to the NSW Fair Trading.

**Section 2- 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, cause notice to be sent electronically to each member's email 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.

**Section 3- 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, voting in person at a general meeting at 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 rules, or;
- b. Where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) –and the resolution is passed in a manner specified by the Commissioner.

**Section 4- 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 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.

### **By-law 9 Method of Voting**

The business of this club shall be transacted by viva-voce vote except for the election of officers and directors, which shall be by ballot. They may determine that a specific resolution be considered by ballot rather than by viva-voce vote. Viva-voce vote is defined as when club voting is conducted by vocal assent.

### **By-law 10 Avenues of Service**

The Avenues of Service are the philosophical and practical framework for the work of this Rotary club. They are Club Service, Vocational Service, Community Service, International Service, and Youth Service. This club will be active in each of the Avenues of Service.

### **By-law 11 Committees**

The club committee structure should reflect both the District Leadership Plan and the Club Leadership Plan.

Club committees are charged with carrying out the annual and long-range strategic goals of the club. The President-Elect, President, and immediate Past President should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The President-Elect is responsible for appointing committee members to fill vacancies, appointing committee chairs, and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee.

**Standing Committees** should be appointed as follows:

- **Membership**  
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Club Public Relations**  
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- **Club Administration**  
This committee should conduct activities associated with the effective operation of the club.
- **Service Projects**  
This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
- **The Rotary Foundation**  
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. .
- **Additional Committees**  
Additional ad hoc committees may be appointed as needed.

(a) The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.

(b) Each committee shall transact its business as is delegated to it in these 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 committees shall not take action until a report has been made and approved by the Board.

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the Board on a monthly basis all committee activities.

#### **Duties of Committees**

The duties of all committees shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall reference to appropriate RI materials. The service projects committee will consider the Avenues of Service when developing plans for the year.

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the President-Elect to provide the necessary leadership to prepare a recommendation for club committees, mandates, goals, and plans for presentation to the Board in advance of the commencement of the year as noted above.

#### **By-law 12 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 the meetings of the club for a specified length of time for no longer than twelve (12) months.



## **By-law 13 Fees and Dues**

**Section 1** – The admission fee shall be determined by the Board to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

**Section 2** – The annual membership dues shall be determined by the Board and shall be payable either annually or semiannually on the first day of July and January each year.

## **By-law 14 Finances**

**Section 1** – Prior to the beginning of each fiscal year, the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

**Section 2** – The Treasurer shall deposit all club funds in a bank, named by the Board. The club funds shall be divided into two separate parts: club operations and service projects.

**Section 3** – All bills shall be paid by the Treasurer or other authorized officer only when approved by two officers or directors. Cheques shall be signed by not less than two directors. Electronic funds transfer shall be authorized by two directors.

**Section 4** – A charge of up to 10% administration cost may, at the discretion of the Board, be applied to the net amount of any funds raised for charitable/service operations.

**Section 5** – A thorough review of all financial transactions by a qualified person shall be made once each year.

**Section 6** – Officers having charge or control of club funds shall give bond as required by the Board for the safe custody of the funds of the club, cost of bond to be borne by the club.

**Section 7** – 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) semiannual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and RI official magazine subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

## **By-law 15 Method of Electing Members**

**Section 1** – The name of a prospective member, proposed by an active member of the club, shall be submitted to the Board in writing, including by email or other electronic means, through the club Secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal shall be kept confidential except as otherwise provided in this procedure.

**Section 2** – The Board shall ensure that the prospective member meets all the classification and membership requirements of the standard Rotary club constitution.

**Section 3** – The Board shall approve or disapprove the proposal within 30 days of its submission and shall notify the proposer, through the club Secretary, of its decision.

**Section 4** – If the decision of the Board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the



membership proposal form and to permit his or her name and proposed classification to be published to the club.

**Section 5** – If no written objection to the proposal, stating reasons, is received by the Board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in 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 admission fee (if not honorary membership), shall be considered to be elected to membership.

**Section 6** – 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** – The club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

### **By-law 16 Members Liability**

**Section 1-** The liability (if any) of members of the Club to contribute towards the payment of debts and liabilities of the Club or the costs, charges or expenses of the winding up of the Club is limited to the amount of any membership fees outstanding at that time.

**Section 2-** The Club shall effect and maintain insurance pursuant to section 44 of the Associations Incorporation Act 2009.

**Section 3-** In addition to the insurance required under Section 2, the Club may effect and maintain other insurance.

### **By-law 17 Service of Notices**

**Section 1-** For the purpose of these by-laws, a notice may be served by or on behalf of the Club upon any member either personally or by sending it electronically to the member at the member's email address shown on the register of members. Where a document is sent to a person electronically containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these By-laws to have been served on the person at the time the email was sent.

### **By-law 18 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-** Records, books and other documents of the Club shall be open to inspection, free of charge by any member of the Club at a reasonable hour.

## **By-law 19 Membership**

### **Section 1 Types of Membership**

- (a) Recognising the growing importance that businesses place on corporate social responsibility this club shall have three types of membership options, namely: active, honorary and corporate.  
Active and honorary membership are dealt with in Article 8 Section 2 of the Standard Club Constitution.
- (b) The club will structure corporate membership in a way that best serves the club and community, keeping in mind that it is individuals, not the corporations that employ them, who are its members.

### **Section 2— Register of Members**

- (a) The Secretary of the club must establish and maintain a register of members of the club specifying the name and postal or residential address of each person who is a member of the club together with the date on which the person became a member. The Register may include the email address of a member. The Register may be kept in written or electronic form. If kept in electronic form, a current hard copy has to be made available on request for any member to inspect at the address of the Public Officer or the usual meeting place of the club.
- (b) The register of members shall be kept in New South Wales:
  - (i) at the main premises of the club, or
  - (ii) if the club has no premises, at the Public Officer's address.
- (c) The register of members must be open for inspection, free of charge, by any member of the club at any reasonable hour.
- (d) A member of the club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (e) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (f) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the club or other material relating to the club, or
  - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **By-law 20 Winding up of the Club**

The Rotary Club shall be dissolved in the event of membership less than three persons or upon the vote of two thirds majority of members present at a Special General Meeting convened to consider such question; Upon resolution being passed in accordance with By-law 8 the net assets or property available after satisfying all debts and liabilities shall be handed over to a complying charitable organisation, such organisation having objects similar to the objects of the Rotary Club and which prohibits the distribution of its income and property amongst its members to an extent at least as great as imposed by the Rotary Club in its Constitution and By-laws. In making such distribution the Rotary Club must ensure it satisfies all legal obligations applying to any fund or property over which a charitable trust exists.

## **By-law 21 Amendment of By-laws**

**Section 1-** These by-laws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been emailed to each member at least ten (10) days before such meeting. No amendment or addition to these by-laws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and by-laws of RI.

**Section 2-** An alteration to these by-laws relating to:

- (a) the charitable objects or purpose of the organisation; or
- (b) the non-profit nature of the organisation with respect to the disposition of funds obtained through its fundraising appeals; and
- (c) the disposition of funds and assets obtained from fundraising appeals to a non-profit organisation with similar or identical charitable objects in the event of winding up the organisation;

shall be advised to the Minister responsible for the Charitable Fundraising Act 1991 within 28 days of adoption.

**Section 3-** All alterations to these By-laws are to be reported as required by the Associations Incorporation Act 2009 (NSW).

## **By-law 22 Interpretation**

Throughout these By-laws, the terminology "post," "posting," "mail," "mailing," "written" "published" and "ballot-by-mail" will include utilization of electronic (e-mail) and internet technology to reduce costs and increase responsiveness.

## **By-law 23 Charitable Fundraising Act 1991**

**Section 1-** The club shall comply with such of the provisions of the Charitable Fundraising Act 1991 and the regulations there under as are applicable to it.

**Section 2-** The income and property of the organisation, however derived, shall, subject to any obligations under charitable trust law or any other statutory requirements, be used and applied solely in the promotion of its objects and the exercise of powers conferred upon it by the Constitution and By-laws.

**Section 3-** No portion of charitable income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the organisation.

**Section 4-** The requirement contained in Section 3 shall not however, prevent the payment in good faith of:

- (a) Interest (provided it is based on the prevailing rate of interest charged by banks, building societies or credit unions for secured loans) to any such member in respect of monies advanced by that member to the club, or otherwise owed by the Club to that member; or
- (b) Any remuneration to any officer or servants of the Club or other person in return for any services genuinely rendered to the Club.