

Bylaws of the Rotary Club of Ryde Incorporated

Article I Definitions

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.

Article 2 Board

The governing body of this club shall be the Board consisting of up to 10 members of this club, namely, the

President,
President-Elect,
Immediate Past President,
Vice President,
Secretary,
Treasurer and
the Directors of the
Membership,
Club Public Relations,
Club Administration,
Service Projects and
Rotary Foundation Committees.

If possible, the President-Elect will also be the Director of the Club Administration Committee and serve as the Vice President. The Immediate Past President can also serve on the Board in another capacity and can also nominate for those positions.

Article 3 Election of Directors and Officers

Section 1 –

(a) At a regular meeting one month prior to the annual general meeting, the presiding officer shall ask for nominations by members of the club for President – Elect, Vice President, Secretary, Treasurer and Directors.

(b) The nominations shall be presented by members to the Secretary in writing at any time up to the time for election. The nominations duly made shall be placed on a ballot in alphabetical order under the positions of President – Elect, Vice President, Secretary, Treasurer and Directors and shall be voted for at the annual general meeting.

(c) The candidate for President – Elect receiving a majority of the votes shall be declared elected to that office and shall 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.

(d) The candidates for Vice President, Secretary and Treasurer receiving a majority of the votes

shall be declared elected to those positions.

(e) The five candidates for Director receiving a majority of the votes shall be declared elected as Directors.

Section 2 – Within two months after their election, the President – Elect and Directors-elect shall determine between themselves the allocation of the committee directors and elect a serjeant at arms

Section 3 – A vacancy in the Board or any office shall be filled by action of the remaining board members.

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

Article 4 Duties of Particular Offices

Section 1 – President. It shall be the duties 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 – Secretary.

It shall be the duty of the secretary to

- (a) keep membership records;
- (b) send out notices of club, board, and committee meetings;
- (c) record and preserve the minutes of such meetings;
- (d) report as required to RI, including the semiannual reports of membership on 1 January and 1 July of each year, which shall include per capita dues for all members and prorated dues for active members who have been elected to membership in the club since the start of the July or January semiannual reporting period;
- (e) report changes in membership;
- (f) provide the monthly attendance report, which shall be made to the District Governor within 15 days of the last meeting of the month;
- (g) collect and remit RI official magazine subscriptions; and
- (h) perform other duties as usually pertain to the office of secretary.

Section 3 – Public Officer

- (a) For the purpose of the Associations Incorporation Act 2009, the Secretary of the club shall also be the Public Officer unless the Board by resolution appoints some other Member to that position.
- (b) The common seal of the Club shall be kept in the custody of the Public Officer.
- (c) 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.

- (d) Except as otherwise provided by these bylaws, the Public Officer shall keep custody or control all records, books and other documents relating to the club.
- (e) 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.
- (f) For the purposes of Associations Incorporation Act 2009, the Public Officer shall:
 - (i) keep a register of the members of the Board including the particulars prescribed by section 29,
 - (ii) keep the register at his or her residential address
 - (iii) if the Club has ceased to exist, keep the register for a period of 2 years after the Club has ceased to exist,
 - (iv) make available the register of the members of the Board to be inspected by any person without payment of any fee, at all reasonable hours,
 - (v) lodge a statement with the Department of Fair Trading as required by section 45.

Section 4 – Treasurer. It shall be the duty of the Treasurer to

- (a) have custody of all funds,
- (b) account for all funds to the club annually and at any other time upon demand by the Board,
- (c) perform other duties as pertains to the office of treasurer, and
- (d) upon retirement from office, hand over to the incoming treasurer or to the president all funds, books of accounts, or any other club property.

Section 5 – Serjeant-at-Arms. The duties of the Serjeant-at-arms shall be to manage the meetings of the Club and such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

Article 5 Meetings

Section 1 – Annual General Meeting. An annual general meeting of this club shall be held by December each year, at which time the election of officers and directors to serve for the ensuing year shall take place together with the items of business referred to in Article 16 below.

Section 2 – Regular Weekly Meetings

- (a) The regular weekly meetings of this Club shall be held on Tuesday at 6pm for 6:30pm.
- (b) Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club.
- (c) All Members excepting an honorary Member (or Member excused pursuant to the

standard Rotary 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 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 the standard Rotary club constitution, article 9, sections 1 and 2.

Section 3 – Quorum

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

Section 4 – Board Meetings

Regular meetings of the board shall be held at least each month or at such other times as the Board determines. 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 – Quorum at Board Meetings

A majority of the Board Members shall constitute a quorum of the Board.

Article 6 Method of Voting

The business of this Club shall be transacted by a vote on the voices except the election of President -Elect and Directors, which shall be by ballot. The Board may determine that a specific resolution be considered by ballot rather than by a vote on the voices.

Article 7 Fees and Dues

Section 1 – Admission fee

The admission fee shall be as prescribed by the Board from time to time and is 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 – Membership fees

The membership fees shall be as prescribed by the Board from time to time, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual payment shall be applied to each Member's subscription to the RI official regional magazine Rotary Down Under or The Rotarian if requested.

Article 8 Five Avenues of Service

The five Avenues of Service are the philosophical and practical framework for the work of this Rotary Club being Club Service, Vocational Service, Community Service, Youth Service (also known as "New Generations Service") and International Service. This club will be active in each of the five Avenues of Service.

Article 9 Committees

Section 1 - General

- (a) Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service.
- (b) The President-Elect, President, and immediate Past President should work together to ensure continuity of leadership and succession planning.
- (c) When feasible, committee members should be appointed to the same committee for up to three years to ensure consistency and continuity.
- (d) The President-Elect is responsible for appointing committee members to fill vacancies and conducting planning meetings with the incoming board prior to the start of the year in office.
- (e) The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (f) Each committee shall transact its business as is delegated to it in these bylaws 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.
- (g) 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 all committee activities.

Section 2 – Leadership Committees

Standing committees shall be appointed as follows:

(a) Membership

This committee should develop and implement a comprehensive plan for the recruitment and retention of members.

(b) 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.

(c) Club Administration

- (i) This committee should conduct activities associated with the effective operation of the club.
- (ii) the chairman of the Club Service Committee shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club Service.
- (iii) the Club Service committee shall consist of the Director of Club Administration and the officers appointed on particular phases of Club Service
- (iv) the President shall, subject to the approval of the Board, appoint the following Officers on particular phases of Club Service as are considered necessary:
Attendance,

Club Bulletin,
Fellowship activities,
Magazine,
Program,
Classifications,
Insurance,
Child Protection, and
Rotary Information.

- (v) where feasible and practicable in the appointment of Club Officers, there should be provision for continuity of office.

(d) The Rotary Foundation

This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation

(e) Service Projects

- (i) This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
- (ii) The service projects committee will consist of the chairman of the Operational Committees for the Avenues of Vocational Service, Community Service, Youth Service and International Service.

Section 3 – Operational Committees

- (a) The President shall, subject to the approval of the Board, appoint the following standing Operational committees:

Vocational Service Committee
Community Service Committee
International Service Committee
Youth Service Committee

- (b) The President shall, subject to the approval of the Board also appoint such committees on particular phases of Club Service, Vocational Service, Community Service, International Service and Youth Service as are considered necessary.

- (c) The Vocational Service, Community Service, International Service and Youth Service Committees shall each consist of a chairman and not less than two (2) other members.

- (d) Additional ad hoc committees may be appointed as needed.

Article 10 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.

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.

Article 11 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 not exceeding 12 months, noting that such leave of absence does operate to prevent a forfeiture of membership and does not operate to give the club credit for the Member's attendance. Unless the Member attends a regular meeting of some other club, the excused Member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the Club.

Article 12 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 –

- (a) 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.
- (b) 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.
- (c) The Club shall as soon as practicable after receiving money, issue an appropriate receipt.
- (d) 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

Section 3 – All bills shall be paid by the Treasurer or other authorized officer only when approved by Board members.

Section 4 – As soon as practicable after the end of each financial year, the Board:

(a) must cause financial statements for that year to be prepared in relation to the club's financial affairs (including its affairs as trustee of any trust), and
(b) must cause the financial statements to be audited in time for them to be submitted to the club's next annual general meeting, such audit to be in compliance with requirements of section 43 of the Associations Incorporation Act 2009

Section 5 – 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.

Section 6 - The income and property of the Club however derived shall be applied solely toward the promotion of the objectives of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or 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.

Article 13 – Commission for Children and Young People Act 1998

Section 1 – The Club shall comply with such of the provisions of the Commission for Children and Young People Act 1998 and the regulations thereunder as are applicable to it.

Section 2 – Every Member shall be required to sign a Declaration that they are not a prohibited person as defined by section 33B of the Commission for Children and Young People Act 1998.

Article 14 Insurance

Section 1 - The Club shall effect and maintain insurance in accordance with the Rotary National Insurance Program.

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

Article 15 Charitable Fundraising Act 1991

Section 1 - This Article applies whilst the Club holds a fundraising authority under the Charitable Fundraising Act, 1991.

Section 2 - The Club shall comply with such of the provisions of the Charitable Fundraising Act, 1991, and the regulations thereunder as are applicable to it.

Section 3 - A member of the Board shall not be appointed to any salaried office of the Club or any office of the Club paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Club to any member of the Board except:

- a. repayment of out-of-pocket expenses; and
- b. interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Club's bankers for money lent to the Club;

Section 4 - Without limiting the operation of any of the provisions of the constitution of the Club or any of the other provisions of these bylaws, the office of a member of the Board shall become vacant if:

- a. the member holds an office of profit in the Club; or
- b. the member is directly or indirectly interested in any contract or proposed contract with the Club, that has not been disclosed in accordance with section 31 of the Associations Incorporation Act.

Section 5 - In the event of the Club having a membership of less than five persons then the Club shall be dissolved in accordance with Article 18 hereunder. Upon any winding up or dissolution under Article 21 Rotary Club to which any property is given or transferred shall be the holder of a fundraising authority under the Charitable Fundraising Act, 1991.

Article 16 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, through the 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 proposal 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. If approved, the Board shall notify the Club Members on a confidential basis through the Secretary of its decision.

Section 4 - 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 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 upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

Section 5 – If any such objection has been filed with the board within seven (7) days, the Board shall vote on this matter at its next meeting. If the nomination is approved despite the objection, the procedure set out in Section 4 above will be followed.

Section 6 – Following the election of a new Member, 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 another Member to assist with the new Member's assimilation to the club as well as assign the new Member to a Club committee.

Section 7 – The Club may elect, in accordance with the standard Rotary club constitution, honorary members proposed by the Board.

Article 17 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.

Article 18 Order of Business at Ordinary Meetings

Meeting called to order.
Welcome and introduction of visitors.
Correspondence, announcements and Rotary information.
Committee reports if any.
Any unfinished business.
Any new business.
Serjeant-at-arms
Address or other program features.
Closure and advice of next meeting.

Article 19 Procedure at General Meetings

Section 1 - Annual General Meetings:

In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and 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 the President- Elect and Directors of the Club in accordance with Article 3 of these bylaws;
- (d) to receive and consider the financial statements and audit report as required by Article 12 Section 4 above.

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 placed in the club bulletin, specifying the place, date and time of the meeting, and the resolution(s) proposed to be put.

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 bylaws so to do, vote in person at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution was given in accordance with these bylaws: or
- (b) where it is made to appear to the NSW Department of Fair Trading 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 Commissioner.

Section 4 – Quorum:

If within half an hour of 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 5 - Presiding member:

The President or, in the president's absence the President - Elect, shall preside as chairman at each general meeting of the Club. If the President and President - Elect are absent from a general meeting or are unwilling to act, the Members present shall elect one of their number to preside as chairman of the meeting.

Section 6 - 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.

Article 20 Amendments

Section 1 - These bylaws may be amended at any regular meeting, a quorum being present, by a special resolution.

Section 2 - No amendment or addition to these bylaws can be made which is not in harmony with the standard Rotary club constitution and with the constitution and bylaws of RI.

Section 3 – Any amendment to these bylaws or the Standard Rotary Constitution will be advised by the Secretary to the Department of Fair Trading within 1 month pursuant to section 10 of

the Associations Incorporation Act 2009.

Article 21 Dissolution

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 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 Rotary Club which shall also prohibit the distribution of its or their property among its or their members.