

**BYLAWS**

**OF**

**ROTARY CLUB**

**OF**

**UNLEY**

**INCORPORATED**

**BY-LAWS of THE ROTARY CLUB OF UNLEY INCORPORATED**

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## ***Recommended Rotary Club Bylaws***

### **Bylaws of the Rotary Club of Unley**

#### **ARTICLE 1 - DEFINITIONS**

1. Board: The board of directors of this club.
2. Director: A director on this club's board.
3. Member: A member, other than an honorary member, of this club.
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
5. RI: Rotary International.
6. In Writing A communication capable of documentation, regardless of the method of transmission.
7. Year: The 12-month period beginning 1 July.

#### **ARTICLE 1A – FURTHER DEFINITIONS**

As used in these Rules, unless the context otherwise clearly requires, the words in this Article shall have the following meanings:

1. Financial Year: A Year.
2. General A General Meeting of the members held in accordance with Articles 6 and 6A.
3. Ordinary Member of the Board: a member of the Board other than an Officer of the Club under Article 10.
4. The Act: The Associations Incorporation Act of the State.
5. The Regulations: The Regulations made under the Act.
6. Secretary: (a) the person holding office under these Rules as secretary of the Club; or
7. (b) if no such person exists, the public officer of the Club until a secretary is appointed under these Rules.

8. Rules: The Rules and Constitution of this Club as amended from time to time.
9. Chair: The Chairperson.
10. RI Official Magazine: The Rotarian or Rotary Down Under.
11. State: The State or Territory in which the Club is incorporated.

## **ARTICLE 2 - BOARD**

The governing body of this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary, and treasurer.

## **ARTICLE 3 - ELECTIONS AND TERMS OF OFFICE**

### **Section 1 – *Timing***

One month before elections, members nominate candidates for president, vice president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

### **Section 2 – *Elected***

The candidate who receives a majority of the votes for each office is declared elected to that office.

### **Section 3 – *Vacated***

If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

### **Section 4 – *Appointment of Replacement***

If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

### **Section 5 – The terms of office for each role are:**

President –	One year
Vice President –	One year
Treasurer –	One year
Secretary –	One year
Director –	One year

## **ARTICLE 4 - DUTIES OF THE 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 – *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, 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; report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; collect and remit RI official magazine subscriptions; and perform 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 it to the Club annually and at any other time upon demand by the Board, and to perform other duties as pertaining 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 6 – *Director***

A director attends club and board meetings and reports to the board on status of projects/activities being undertaken by their team. A Director is also responsible for determining and managing a budget for their team.

## **ARTICLE 5 - MEETINGS**

### **Section 1 – Annual Meeting**

An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

### **Section 2 – Regular Meeting**

This club meets weekly. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

### **Section 3 – Board Meetings**

Board meetings are held each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

### **Section 4 - Notice of Annual Meeting**

Notice of the Annual Meeting must be sent to all members not less than 10 days prior to the meeting.

### **Section 5 - General Meetings**

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

### **Section 6 - Proxy Votes**

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

### **Section 7 - General Meetings**

General Meetings of members must be conducted in accordance with Articles 6 and 6A of these Rules.

### **Section 8 - 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.

### **Section 9- Minutes**

The confirmation of the minutes of a general meeting or of a board meeting by a resolution to that effect at the next general meeting or board meeting as the case may be and following that resolution, the signature of those minutes by the chairperson of either meeting is verification of the accuracy of those minutes.



## **ARTICLE 6 - DUES**

Annual club dues are determined by the Board. They are paid as follows: half yearly in respect of the two (2) semiannual periods. Annual club dues include RI per capita dues, subscriptions to an official magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

## **ARTICLE 7 - METHOD OF VOTING**

The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

## **ARTICLE 8 - COMMITTEES**

Section 1 — This club's committees comprise those listed in article 11, section 7, of the Standard Rotary Club Constitution, as well as the following:

**Section 2** — The president is an ex officio member of all committees.

- (a) Community;
- (b) International;
- (c) New Generation;
- (d) Vocational; and
- (e) Fund Raising.

### **Section 3** — *Committee Chairs*

Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

## **ARTICLE 9 - FINANCES**

### **Section 1 — Start of Year**

Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

### **Section 2 — *Income***

The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.

### **Section 3 — *Expenses***

Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

### **Section 4 — *Annual Review***

A qualified person conducts a thorough annual review of all financial transactions.

### **Section 5 — *Annual Statements***

Club members will receive an annual financial statement of the club. A mid-year financial report, with the current and previous year's income and expenses, is presented at the annual meeting.

### **Section 6 — *Fiscal Year definition***

The fiscal year is from 1 July to 30 June.

## **ARTICLE 10 - METHOD OF ELECTING MEMBERS**

### **Section 1 – Proposing**

A member of this club or another club proposes a candidate for membership to the board and/or the membership committee.

### **Section 2 – Approval/Rejection**

The board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

### **Section 3 – Invitation**

If the board approves the candidate's membership, the prospective member is invited to join the club.

### **Section 4 – Proceeding with Proposal**

If the decision of the Board is favourable, 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 - Election to Membership**

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, (not being an honorary member), upon payment of such admission fee, if any, as is payable pursuant to Articles 11 and 11A and otherwise at such time as, in each case, the Board shall provide, 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 - Member's Assimilation**

Following the election, the president shall arrange for the new member's induction, membership card, and new member Rotary literature. In addition, the president or secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the Club as well as assign the new member to a club project or function.

## **ARTICLE 10A – ELECTION OF DIRECTORS AND OFFICERS**

### **Section 1 - Elections**

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, vice-president, secretary, treasurer, and 3 directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the 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, vice-president, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 3 candidates for director receiving a majority of the votes shall be declared elected as directors. The candidate for president elected in such balloting shall be the president-nominee and 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 - Board of Directors**

The officers and directors, so elected, together with the immediate past president shall constitute the Board.

### **Section 3 – Vacancies in the Board**

A vacancy on the Board or any office shall be filled by the action of the remaining directors.

### **Section 4 – Vacancies in position of Director**

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

## **ARTICLE 10B – THE BOARD**

### **Section 1 - Board of Directors**

Provision for the powers, duties, term of office and filling of vacancies of the Board of Directors are provided in this Article and Articles 10, 10A and 10C of these Rules.

### **Section 2 - Casual Vacancies**

In the event of a vacancy as referred to in Article 10A Sections 3 or 4 occurring any member appointed to fill that vacancy will hold office subject to these Rules until the date on which the person whose office the member fills will have retired.

### **Section 3 - Vacancies**

For the purposes of these Rules the office of an officer of the Club or of a director becomes vacant if the officer or director as the case may be

- (a) ceases to be a member;
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns his or her office by notice in writing given to the secretary.

### **Section 4 - Meetings**

Regular meetings of the Board shall be held on the day in each month determined by the Board of Directors. 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.

## **ARTICLE 11 – FINANCE**

### **Section 1 - Budget**

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 service operations.

### **Section 2 – Bank accounts**

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 – Payment of Bills**

All bills shall be paid by the treasurer or other authorized officer only when approved by another officer or director. If required by the Act all cheques must be signed and counter-signed and the signatories must be members of any class of signatories that the Act prescribes.

### **Section 4 – Audit**

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

### **Section 5 – Sources of Funds**

The sources of funds for the Club shall be admission fees and annual dues as prescribed in Articles 11 & 11A of these Rules. The Club may undertake any other fundraising activities it considers appropriate and in keeping with the Statement of Purposes.

### **Section 6 - *Election of Honorary Members***

The Club may elect, in accordance with these Rules, honorary members proposed by the Board.

### **Section 7 – *Fund Raising***

It is the responsibility of the club to raise the funds necessary to carry out its program. Members shall not solicit financial assistance from individuals, businesses, other Rotary clubs or organisations in the community without the approval of the responsible service committee and that approval is ratified by the board.

## **ARTICLE 12 – REGISTER OF MEMBERS**

The Secretary must keep and maintain a register of members in which shall be entered the full name, address and date of entry of each member and the register must be available for inspection by members as provided in Article 23 of these Rules including the right of any member to make a copy of or take an extract from the register but without having any right to remove the register for that purpose.

## **ARTICLE 13 – ADDITIONAL INTERPRETATION**

(a) **Applicable Law**

Words or expressions contained in these Rules must be interpreted in accordance with the provisions of those laws of the State that relate to the interpretation of similar documents.

(b) **Jurisdiction of RI**

Insofar as the provisions of the law of the State permit this Club is subject to the jurisdiction of Rotary International.

(c) **Amendment to Legislation**

A reference to any legislation includes that legislation as modified from time to time and any legislation replacing it.

## **ARTICLE 14 ATTENDANCE**

Our club asks each member to maximise membership by attending meetings and events and getting involved in service and activities. We do not have a formal attendance policy.

## **ARTICLE 15 AMENDMENTS**

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 21 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

## **ARTICLE 16 - STATEMENT OF PURPOSES**

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

## **ARTICLE 16A – POWERS OF THE CLUB**

For the purposes of carrying out its object this Club may, subject to the Act and these Rules:

- (a) acquire, hold, deal with and dispose of any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate Authorised Deposit-taking Institute accounts; and
- (d) invest its monies in any security in which trust money may, by Act of Parliament of the State, be invested; and
- (e) borrow money upon such terms and conditions as this Club thinks fit; and
- (f) give such security for the discharge of liabilities incurred by this Club as this Club thinks fit; and
- (g) appoint agents to transact any business of this Club on its behalf; and
- (h) enter any other contract this Club considers necessary or desirable.

## **ARTICLE 16B - FURTHER PROVISIONS REGARDING AMENDMENTS**

### **Section 1 – *Prevention of Operation of Article 19 Section 1***

If by virtue of a provision of the Act an amendment of this Constitution to which Article 19 Section 1 refers cannot be approved or otherwise accepted in accordance with the

Act, this Club will promptly enact that amendment pursuant to the provisions of Article 19A Section 2 as if that amendment was not an amendment of this Constitution and promptly thereafter apply for and use its best endeavours to obtain the approval or other acceptance of that amendment under the Act as referred to in Article 19A Section 3.

**Section 2 - Amending all other Articles.**

Any Article of these Rules other than an Article comprised in this Constitution may be amended in accordance with the provisions of the Act at any regular meeting of the Club a quorum being present by the affirmative vote of not less than three quarters of all voting members present and voting provided that notice of such proposed amendment shall have been mailed to each member at least twenty-one (21) days before such meeting.

**Section 3 - Amending all Articles.**

No amendment to these Rules and the Statement of Purposes has any force or effect until approved or otherwise accepted as required by the Act by the office holder provided for that purpose under the provisions of the Act.

**Section 4 - Amendments under Article 19 Section 1**

The Club must promptly apply for and use its best endeavours to obtain approval of or acceptance under the Act of every amendment to those Rules to which Article 19 Section 1 refers.

**ARTICLE 17 - SEAL**

**Section 1 Common Seal**

The common seal of the Club must be kept in the custody of the secretary.

**Section 2 Witnesses to Affixation**

The common seal will not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of any two members of the Board or of one member of the Board and the Public Officer.



## **ARTICLE 18 - NOTICES**

### **Section 1** *Methods of Serving Notice*

Unless otherwise provided in these Rules a Notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the member at that member's address shown in the register of members.

### **Section 2** *Service by Post*

Where a document is properly addressed pre-paid and posted to a member as a letter, that document shall, unless the contrary is proved, be deemed to have been given to that member at the time at which the letter would have been delivered in the ordinary course of post.

## **ARTICLE 19 – WINDING UP OR CANCELLATION**

### **Section 1** *Disposal of Assets*

If, upon the winding up or cancellation of the Club, there remains after payment of all its debts and liabilities any property whatsoever, such property shall be given or transferred to such other institution or institutions having objects similar to the objects of the Club as specified in Article 4 of these Rules and whose rules prohibit the distribution of its income and/or property among its members. Such institution or institutions shall be determined by the members of the Club, in consultation with the Governor of the Rotary District in which the Club is then situated, at or before the time of winding up or cancellation, and in default of agreement, by application to the Supreme Court of the State for determination.

### **Section 2** *Recipients of Assets*

The institutions referred to in clause (a) of this Article shall be confined to institutions and objects approved by the Commissioner of Taxation as qualifying for:  
income tax exemption status pursuant to Division 50; and  
tax deductibility status pursuant to sub-Division 30-B section 30-20 (items 1.1.1 and 1.1.2) and section 30-45 inclusive  
of the Income Tax Assessment Act 1997 (as amended).

### **Section 3** *Liability of Members*

The liability of a member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount (if any) unpaid by the member in respect of membership of the Club as required by Articles 11 and 11A.

## **ARTICLE 20 – CUSTODY OF RECORDS**

Except as otherwise provided in these Rules the secretary will keep in the secretary's custody or under the secretary's control all books, documents and securities of the Club.

Any member is entitled to inspect the records of the Club upon giving not less than 14 days' prior written application to that effect to the secretary. Upon receipt of that application the secretary must produce the records for inspection by that member within that period.

## **ARTICLE 21 – NOT FOR PROFIT**

The property and income of the Club shall be applied solely towards the promotion of the object or purposes of the Club and no part of that property or income may be paid or otherwise distributed directly or indirectly to members of the Club except in good faith in promotion of that object or those purposes.