



STRATHFIELD ROTARY

The Rotary Club of Strathfield Inc

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15 November 2011

Members of the Rotary Club of Strathfield Inc

Club Constitution

At the annual general meeting of our club, to be held on 7 December 2011, members will be asked to approve a new club constitution.

Membership of Rotary International (RI) and incorporation under the NSW Associations Incorporation Act 2009 as administered by the Department of Fair Trading both require that we have a constitution that has been approved by members of the club and that meets the specific requirements of RI and the act.

There have been many changes to both sets of requirements since the constitution was last updated and following a re-drafting by Harley Tarrant and a review by Joe Saad a new document has been produced.

This has been considered by the board and approved for release to members. The document is attached and is in two parts. Part A is the basic constitution governing the operation of all Rotary clubs. Part B is the set of by-laws governing the particular operation of our club.

The adoption of the document requires the passing of a special resolution, notice of which is given below.

The passing of a special resolution requires the support of 75% of the votes cast at the meeting. Please note that only members attending the meeting are entitled to cast a vote and that no changes to the special resolution or to the proposed document can be considered at the meeting.

The new document imposes certain new requirements, such as the maintenance of a formal register of members and of the board, and in other record keeping areas. It formalises the practice adopted this year whereby the immediate past president serves as a director. A significant change is the requirement for the secretary and treasurer to be elected by the members.

The notice and the proposed document are being issued by email to those members who have advised an email address and by post to the remaining members. A notice that the documents are being issued will be included in the club bulletin and in the electronic newsletter.

May I ask you to review the documents in preparation for the meeting. Please feel free to contact me with questions or comments.

Rod McDougall
Secretary
Rotary Club of Strathfield Inc

Notice of Special Resolution

Notice is hereby given that at the Annual General Meeting of Rotary Club of Strathfield Inc to be held at 6:30 pm on Wednesday 7 December 2011 at Strathfield Golf Club it is intended to pass the following resolution as a special resolution:

Special Resolution

That the Constitution of Rotary Club of Strathfield Inc be amended by deleting in its entirety its present constitution as filed with the Department of Fair Trading and by substituting therefor the attached constitution.

Rod McDougall
Secretary
Rotary Club of Strathfield Inc
15 November 2011

Constitution of the Rotary Club of Strathfield Incorporated Part A

Article 1 Definitions

As used in this constitution, unless the context otherwise clearly requires, the words in this article shall have the following meanings:

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

Article 2 Name

The name of this corporation shall be Rotary Club of Strathfield Incorporated (Member of Rotary International).

Article 3 Locality of the Club

The locality of this club is as follows:

Municipalities of Concord: Strathfield, excluding that area bounded by Woodward Avenue, Elwin Street, Barker Road, Wallis Avenue, Augusta Street and Hunter Street; Auburn east of Jamieson Street and its prolongation to an intersection with an extension of the Carter Street spur line fronting the administration block of the State Abattoirs and along that spur line to Parramatta Road; and Burwood south of Liverpool Road and including allotments on the northern side having frontages on that road between the Broadway and Dickinson Avenue.

Article 4 Object

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- First.* The development of acquaintance as an opportunity for service;
- Second.* High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- Third.* The application of the ideal of service in each Rotarian's personal, business, and community life;
- Fourth.* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

Article 5 Five Avenues of Service

Rotary's Five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

1. Club Service, the first Avenue of Service, involves action a member should take within this club to help it function successfully.
2. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles.
3. Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality.
4. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.
5. New Generations Service, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities,

involvement in community and international service projects, and exchange programs that enrich and foster world peace and cultural understanding.

Article 6 Meetings

Section 1 — Regular Meetings.

(a) *Day and Time.* This club shall hold a regular meeting once each week on the day and at the time provided in the bylaws.

(b) *Change of Meeting.* For good cause, the board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.

(c) *Cancellation.* The board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members.

The board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.

Section 2 — Annual Meeting. An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.

Article 7 Membership

Section 1 — General Qualifications. This club shall be composed of adult persons of good character and good business, professional and/or community reputation.

Section 2 — Kinds. This club shall have two kinds of membership, namely: active and honorary.

Section 3 — Active Membership. A person possessing the qualifications set forth in article 5, section 2 of the RI constitution may be elected to active membership in this club.

Section 4 — Transferring or Former Rotarian.

(a) *Potential Members.* A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. The classification of a transferring or former member of a club shall not preclude election to active membership even if the election results in club membership temporarily exceeding the classification limits. Potential members of this club who are current or former members of another club who have debts to the other club are ineligible for membership in this club. This club may demand that a potential member present written proof that no money is owed to the other club. The admission of a transferring or former Rotarian as an active member pursuant to this section shall be contingent upon receiving a certificate from the board of the previous club confirming the prospective member's prior membership in that club.

(b) *Current or Former Members.* This club shall provide a statement whether money is owed to this club when requested by another club with respect to a current or former member of this club being considered for membership in the other club.

Section 5 — Dual Membership. No person shall simultaneously hold active membership in this and another club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

Section 6 — Honorary Membership.

(a) *Eligibility for Honorary Membership.* Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall

be as determined by the board. Persons may hold honorary membership in more than one club.

(b) *Rights and Privileges.* Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7 — Holders of Public Office. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 8 — Rotary International Employment. This club may retain in its membership any member employed by RI.

Article 8 Classifications

Section 1 — General Provisions.

(a) *Principal Activity.* Each member shall be classified in accordance with the member's business, profession, or type of community service. The classification shall be that which describes the principal and recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity or that which describes the nature of the member's community service activity.

(b) *Correction or Adjustment.* If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

Section 2 — Limitations. This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club, or a Rotary Foundation alumnus as defined by the board of directors of RI, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

Article 9 Attendance

Section 1 — General Provisions. Each member should attend this club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 60 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or makes up for an absence in any of the following ways:

(a) *14 Days Before or After the Meeting.* If, within fourteen (14) days before or after the regular time for that meeting, the member

- (1) attends at least 60 percent of the regular meeting of another club or of a provisional club; or
- (2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
- (3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for

- past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or
- (4) is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
 - (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or
 - (6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned; or
 - (7) participates through a club web site in an interactive activity requiring an average of 30 minutes of participation.

When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

- (b) *At the Time of the Meeting.* If, at the time of the meeting, the member is
- (1) travelling with reasonable directness to or from one of the meetings specified in sub-subsection (a) (3) of this section; or
 - (2) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or
 - (3) serving as the special representative of the district governor in the formation of a new club; or
 - (4) on Rotary business in the employ of RI; or
 - (5) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
 - (6) engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.

Section 2 — *Extended Absence on Outposted Assignment.* If a member will be working on an outposted assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment will replace attendance at the regular meetings of the member's club, provided there is a mutual agreement between the two clubs.

- Section 3** — *Excused Absences.* A member's absence shall be excused if
- (a) the absence complies with the conditions and under circumstances approved by the board. The board may excuse a member's absence for reasons which it considers to be good and sufficient. Such excused absences shall not extend for longer than twelve months.
 - (b) the age of the member is 65 and above and the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

Section 4 — *RI Officers' Absences.* A member's absence shall be excused if the member is a current officer of RI.

Section 5 — *Attendance Records.* In the event that a member whose absences are excused under the provisions of subsection 3(b) or section 4 of this article attends a club meeting, the member and the member's attendance shall be included in the membership and attendance figures used to compute this club's attendance.

Article 10 Directors and Officers

Section 1 — *Governing Body.* The governing body of this club shall be the board constituted as the bylaws may provide.

Section 2 — Authority. The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 3 — Board Action Final. The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to article 12, section 6, may appeal to the club, request mediation, or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

Section 4 — Officers. The club officers shall be a president, the immediate past president, a president-elect, and one or more vice-presidents, all of whom shall be members of the board, and a secretary, a treasurer, and a sergeant-at-arms, who may or may not be members of the board as the bylaws shall provide.

Section 5 — Election of Officers.

(a) *Terms of Officers other than President.* Each officer shall be elected as provided in the bylaws. Except for the president, each officer shall take office on 1 July immediately following election and shall serve for the term of office or until a successor has been duly elected and qualified.

(b) *Term of President.* The president shall be elected as provided in the bylaws, not more than two (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as president-nominee upon election. The nominee shall take the title of president-elect on 1 July in the year prior to taking office as president. The president shall take office on 1 July and shall serve a period of one (1) year or until a successor has been duly elected and qualified.

(c) *Qualifications.* Each officer and director shall be a member in good standing of this club. The president-elect shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect. If the president-elect does not attend the presidents-elect training seminar and the district assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall continue to serve until a successor who has attended a presidents-elect training seminar and district assembly or training deemed sufficient by the governor-elect has been duly elected.

Article 11 Admission Fees and Dues

Every member shall pay an admission fee and annual dues as prescribed in the bylaws, except that any transferring or former member of another club who is accepted into membership of this club pursuant to article 7, section 4(a) shall not be required to pay a second admission fee. A Rotaractor who ceased to be a member of Rotaract within the preceding two years, who is accepted into membership of this club, shall not be required to pay an admission fee.

Article 12 Duration of Membership

Section 1 — Period. Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 2 — Automatic Termination.

(a) *Membership Qualifications.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that

- (1) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member continues to meet all conditions of club membership;

(2) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.

(b) *How to Rejoin.* When the membership of a member has terminated as provided in subsection (a) of this section, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership, under the same or another classification. A second admission fee shall not be required.

(c) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

Section 3 — Termination Non-payment of Dues.

(a) *Process.* Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.

(b) *Reinstatement.* The board may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification is in conflict with article 8, section 2.

Section 4 — Termination Non-attendance.

(a) *Attendance Percentages.* A member must

(1) attend or make up at least 50 percent of club regular meetings in each half of the year;

(2) attend at least 30 percent of this club's regular meetings in each half of the year (assistant governors, as defined by the board of directors of RI, shall be excused from this requirement).

If a member fails to attend as required, the member's membership shall be subject to termination unless the board consents to such non-attendance for good cause.

(b) *Consecutive Absences.* Unless otherwise excused by the board for good and sufficient reason or pursuant to article 9, sections 3 or 4, each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

Section 5 — Termination Other Causes.

(a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the board members, at a meeting called for that purpose. The guiding principles for this meeting shall be article 7, section 1; The Four-Way Test; and the high ethical standards that one should hold as a Rotary club member.

(b) *Notice.* Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

(c) *Filling Classification.* When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced. However, this provision shall not apply if, by election of a new member, the number of members under the said classification would remain within provided limitations even if the board's decision regarding termination is reversed.

Section 6 — Right to Appeal, Mediate or Arbitrate Termination.

(a) *Notice.* Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention to appeal to the club, request mediation, or to arbitrate as provided in article 16.

(b) *Date for Hearing of Appeal.* In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.

(c) *Mediation or Arbitration.* The procedure utilized for mediation or arbitration shall be as provided in article 16.

(d) *Appeal.* If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to arbitration.

(e) *Decision of Arbitrators or Umpire.* If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

(f) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in subsection (a) of this section.

Section 7 — Board Action Final. Board action shall be final if no appeal to this club is taken and no arbitration is requested.

Section 8 — Resignation. The resignation of any member from this club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the board if the member has no indebtedness to this club.

Section 9 — Forfeiture of Property Interest. Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club if, under local laws, the member may have acquired any right to them upon joining the club.

Section 10 — Temporary Suspension.

Notwithstanding any provision of this constitution, if in the opinion of the board

(a) credible accusations have been made that a member has refused or neglected to comply with this constitution, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the club; and

(b) those accusations, if proved, constitute good cause for terminating the membership of the member; and

(c) it is desirable that no action should be taken in respect of the membership of the member pending the outcome of a matter or an event that the board considers should properly occur before such action is taken by the board; and

(d) that in the best interests of the club and without any vote being taken as to his or her membership, the member's membership should be temporarily suspended and the member should be excluded from attendance at meetings and other activities of this club and from any office or position the member holds within the club. For the purposes of this clause, the member shall be excused from fulfilling attendance responsibilities;

the board may, by a vote of not less than two-thirds of the board, temporarily suspend the member as aforesaid for such period and on such further conditions as the board determines, albeit for a period no longer than is reasonably necessary in all the circumstances.

Article 13 Community, National, and International Affairs

Section 1 — Proper Subjects. The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, this club shall not express an opinion on any pending controversial public

measure.

Section 2 — *No Endorsements*. This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 — *Non-Political*.

(a) *Resolutions and Opinions*. This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.

(b) *Appeals*. This club shall not direct appeals to clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4 — *Recognizing Rotary's Beginning*. The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

Article 14 Rotary Magazines

Section 1 — *Mandatory Subscription*. Unless, in accordance with the bylaws of RI, this club is excused by the board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the board of directors of RI. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine. The subscription shall be paid in six (6) month periods for the duration of membership in this club and to the end of any six (6) month period during which membership may terminate.

Section 2 — *Subscription Collection*. The subscription shall be collected by this club from each member semiannually in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

Article 15 Acceptance of Object and Compliance with Constitution and Bylaws

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

Article 16 Arbitration and Mediation

Section 1 — *Disputes*. Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

Section 2 — *Date for Mediation or Arbitration*. In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty-one (21) days after receipt of the request for mediation or arbitration.

Section 3 — *Mediation*. The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of RI or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

(a) *Mediation Outcomes.* The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s) and one copy given to the board and to be held by the secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the club. Either party, through the president or secretary, may call for further mediation if either party has retracted significantly from the mediated position.

(b) *Unsuccessful Mediation.* If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in section 1 of this article.

Section 4 — Arbitration. In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.

Section 5 — Decision of Arbitrators or Umpire. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

Article 17 Bylaws

This club shall adopt bylaws not inconsistent with the constitution and bylaws of RI, with the rules of procedure for an administrative territorial unit where established by RI, and with this constitution, embodying additional provisions for the government of this club. Such bylaws may be amended from time to time as therein provided.

Article 18 Interpretation

Throughout this constitution, the terminology "mail," "mailing," and "ballot-by-mail" will include utilization of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

Article 19 Amendments

Section 1 — Manner of Amending. Except as provided in section 2 of this article, this constitution may be amended only by the council on legislation in the same manner as is established in the bylaws of RI for the amendment of its bylaws and shall be adopted by a special resolution of this club.

Section 2 — Amending Article 2 and Article 3. Article 2 (Name) and Article 3 (Locality of the Club) of the constitution shall be amended at any regular meeting of this club by a special resolution of this club provided that notice of such proposed amendment shall have been mailed to the governor at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved. The governor may offer an opinion to the board of directors of RI regarding the proposed amendment.

Article 20 – Committee

For the purposes of the Associations Incorporation Act 2009 the board of this club shall be the committee.

Article 21 - Qualifications for Active Membership

Article 5, section 2 of the RI constitution referred to in Article 7, section 3 of this constitution provides as follows:-

“Section 2 – *Composition of Clubs*

(a) A club shall be composed of active members each of whom shall be an adult person of good character and good business, professional and/or community reputation,

- (1) engaged as a proprietor, partner, corporate officer, or manager of any worthy and recognized business or profession; or
- (2) holding any important position in any worthy and recognized business or profession or any branch or agency thereof and have an executive capacity with discretionary authority; or
- (3) having retired from any position listed in sub-section (1) or (2) of this subsection; or

- (4) being a community leader who has demonstrated through personal involvement in community affairs a commitment to service and the Object of Rotary; or
 - (5) having the status of Rotary Foundation alumnus as defined by the board
- and

having his or her place of business or residence located in the locality of the club or the surrounding area. An active member moving from the locality of the club or the surrounding area may retain membership in the club where the member's board grants such permission and said active member continues to meet all conditions of club membership."

These are the qualifications for membership of this club.

Article 22 – Non-profit corporation

This corporation shall be a non-profit corporation. Its purpose shall be charitable and benevolent and to encourage, promote and extend the object of Rotary International.

Article 23 – Jurisdiction of Rotary International

Insofar as the provisions of the law of the State of New South Wales under which this corporation is incorporated shall permit, this corporation shall be subject to the jurisdiction of Rotary International.

Constitution of the Rotary Club of Strathfield Incorporated
Part B – By-laws

Article 1 Board

The governing body of this club shall be the board consisting of 10 members of this club, namely, the president, immediate past president, president-elect (who shall also be vice-president), secretary, treasurer, together with the 5 members elected as directors under Article 2.

Article 2 Election of Directors and Officers

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, secretary, treasurer, and 5 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, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 5 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. The president-nominee shall take the title of president-elect on the first day of July next following the election, and shall serve as an officer during that year. On 1 July immediately following that year, the president-elect shall assume office as president.

Section 2 – The officers and directors shall constitute the board. Within one week after their election, the directors-elect shall meet and elect some member of the club to act as sergeant-at-arms.

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

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

Article 3 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 – *Immediate Past President*. It shall be the duty of the immediate past president to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – *President-elect/Vice-President*. It shall be the duty of the president-elect to serve as a director, to preside at meetings of the club and the board in the absence of the president and to perform such other duties as may be prescribed by the president or the board.

Section 4 – *Secretary*. It shall be the duty of the secretary to keep 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 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 6 – Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the president or the board.

Article 4 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held on the first Wednesday in 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 weekly meetings of this club shall be held on Wednesday of each week at 6.30 p.m. Due notice of any changes in or cancelling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to Article 9, section 3 of Part A of this constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in article 9, sections 1 and 2 of Part A of this constitution.

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 on such day and at such time as the board shall determine. 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 directors shall constitute a quorum of the board.

Article 5 Fees and Dues

Section 1 – The admission fee shall be \$50.00 or such other amount as the board shall determine at its first meeting in each financial year to be paid before the applicant can qualify as a member, except as provided for in Article 11 of Part A of this constitution.

Section 2 – The membership dues shall be \$400.00 per annum or such other amount as the board shall determine at its first meeting in each financial year, 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 magazine.

Article 6 Method of Voting

The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote. Voting by postal vote or proxy is not permitted.

Article 7 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 New Generations Service. This club will be active in each of the Avenues of Service.

Article 8 Club Committees

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.

- **Public Image**
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.
- **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 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 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.

(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 all committee activities.

Article 9 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 appropriate RI materials and 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.

Article 10 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 no longer than twelve months.

Article 11 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 other officers or directors.

Section 4 – All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be drawn and signed by any two of the president, president-elect, secretary, treasurer and public officer. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

Section 5 – 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 6 – 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.

Article 12 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 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 proposal meets all the classification and membership requirements of the 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 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 – 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 bylaws, 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 Article 7, section 6 of Part A of this constitution, honorary members proposed by the board.

Article 13 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 14 Order of Business

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.

Article 15 Register of Members

Section 1 – The public officer in conjunction with the secretary shall establish and maintain a register of members of this club specifying the name and postal or residential address of each person who is a member of this club together with the date on which the person became a

member.

Section 2- The register of members shall be kept at the club's official address and shall be open for inspection, free of charge, by any member of this club at any reasonable hour.

Section 3 – A member of the club may obtain a copy of any part of the register on payment of a fee of not more than \$1.00 for each page copied.

Section 4 – If a member requests that any information contained in the register about that member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

Section 5 – A member must not use information about a person obtained from the register to contact or send material to the person other than for:

- (a) 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
- (b) any other purpose necessary to comply with a requirement of the Associations Incorporation Act or Regulation.

Article 16 Members' Liabilities

The liability of a member of this club to contribute towards the payment of the debts and liabilities of this club or the costs, charges and expenses of the winding up of this club is limited to the amount, if any, unpaid by the member in respect of membership of this club as required by Article 5 of these by-laws.

Article 17 Procedure for meetings of the Board of Directors (Committee)

Section 1 – Oral or written notice of a meeting of the board shall be given by the secretary to each member of the board at least 7 days (or such other period as may be agreed upon by the members of the board) before the time appointed for the holding of the meeting.

Section 2 – No business shall be transacted by the board unless a quorum is present in accordance with Article 4, section 3 of these by-laws and, if within half an hour of the time appointed for the meeting, a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day the following week.

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

Section 4 – At a meeting of the board –

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

Section 5 –

- (a) Questions arising at a meeting of the board or of any committee appointed by the president in accordance with Article 8 of these by-laws shall be determined by a majority of the votes of the members of the board or any such committee present at the meeting.
- (b) Each member present at a meeting of the board or of any such committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to a quorum being present, the board may act notwithstanding any vacancy on the board.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by such committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the board or of such a committee.

Article 18 Procedure at General Meetings

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

- (a) to confirm the minutes of the last preceding annual meeting and of any special general meeting held since the last annual 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 1 of these by-laws;
- (d) to receive and consider the financial statement or summary required to be submitted to members under the Associations Incorporation Act 2009.

Section 2 – *Notice of general meetings*: Except where the nature of the business proposed to be dealt with at any meeting of the club requires a special resolution, seven (7) days of prior notice of the time, date and place of all general meetings of the club shall be given to members by publication in the weekly bulletin or by e-mail and details shall be included of the nature of the meeting and of any notices of motion therefore that may have been delivered to the secretary.

In the event that the business proposed requires a special resolution, twenty one (21) days notice shall be required. Such notice shall be sent by the secretary to each member at the member's recorded address by prepaid post or by e-mail and shall specify the proposed resolution and that it is to be passed as a special resolution.

Article 19 Funds

Section 1 –

- (a) The funds of the club shall be derived from admission fees and annual membership dues, donations, and, subject to any resolution passed by the club in general meeting, such other sources as the board determines.
- (b) The club shall as soon as practicable after receiving money, issue an appropriate receipt.
- (c) 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.

Article 20 Common Seal

The common seal shall be kept in the custody of the public officer and shall not be fixed 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 of the public officer, president, secretary and treasurer.

Article 21 Custody and Inspection of Books

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

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

Article 22 Prohibition against distribution to members

Section 1 – The income and property of the club from whatever sources derived shall be applied solely towards the promotion of the objectives of the club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or any other means to the members of the club.

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

matter.

Article 23 Interpretation

Throughout these by-laws pronouns of the masculine gender shall include the feminine and vice versa.

Article 24 Amendments

Part B (by-laws) of this constitution may be amended at any regular meeting by a special resolution of this club. 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 by-laws of RI.