



Narooma Rotary Club By-Laws

BY-LAWS OF THE ROTARY CLUB OF NAROOMA INC

By-Laws (1 - 16)

(These By-Laws have been modified from those recommended by RI and have been changed by this club to meet its own conditions and some of the requirements of the laws of NSW, on the basis that such changes are not out of harmony with the club's constitution or with the constitution and By-Laws of Rotary International. If any doubt exists, the proposed changes should be submitted to the general secretary of RI for the consideration of the board of directors of RI.)

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Bylaw 1 Definitions

1. Act: *The Associations Incorporation Act, 2009 (NSW)*
2. Public Officer: *As defined in the Act.*
3. Quorum: *One-third of the club membership; a majority of members of the Board.*
4. Regulation: *The Associations Incorporation Regulation, 2010 (NSW)*
5. Special Resolution: *A resolution of the club passed in the circumstances described in section 39 of the Act.*
6. Club *Rotary Club*

Bylaw 2 Board

The governing body of this club is the Board consisting at a minimum of the president, immediate past president, president-elect, secretary and treasurer. These members of the Board may determine from time to time that the Board should also include a vice president, the sergeant-at-arms, the chairpersons of the committees specified in Article 17, section 7 of the Constitution, if any, and other persons.

Bylaw 3 Elections and Terms of Office

Section 1 — Prior to the annual meeting, members may nominate candidates for president, president-elect, secretary and treasurer and any other director positions. The nominations may be presented by a nominating committee, by members individually, or both.

Section 2 — The candidate who receives a majority of the votes for each office at the annual meeting is declared elected to that office. If there is only one nomination for an office, that person is declared elected to that office without the need for a vote.

Section 3 — A vacancy on the Board or any office shall be filled by the remaining members of the Board. For the purpose of these By-Laws, a vacancy in the office of a member of the board occurs if the member:-

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

Section 4 — A vacancy of any officer-elect position or director-elect position shall be filled by the remaining members of the Board-elect.

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

Bylaw 4 Duties of the Board

Section 1 — President. The president shall preside at club and Board meetings.

Section 2 — Immediate Past President. The immediate past president shall serve as a director, and may be a vice president.

Section 3 — President-elect. The president-elect shall prepare for their year in office and serve as a director.

Section 4 — Vice President. The vice president shall preside at club and Board meetings in the absence of the president.

Section 5 — Director. A director shall chair the committee of which he/she is chairperson and attend club and Board meetings.

Section 6 — Secretary. The secretary shall keep minutes of Board and club general meetings and membership and attendance records.

Section 7 — Treasurer. The treasurer shall oversee all funds and provide annual accounting of these funds.

Section 8 — Board members may perform additional duties as assigned.

Bylaw 5 Meetings

Section 1 — Annual Meeting. An annual meeting of this club shall be held no later than 31 December in each year to elect the officers and directors who will serve for the next year and to receive and consider the annual financial statements of the club as required under the Act. The meeting may also consider such other business as may be notified in the notice of meeting.

Section 2 — The regular meetings of this club are held on the date and at the time as set out at Item 3 of the Schedule. Reasonable notice of any change or cancellation of the regular meeting shall be given to all club members.

Section 3 — Board meetings shall be held each month. Special meetings of the Board may be called with reasonable notice by the president or upon the request of two directors. The president shall preside at Board meetings, unless absent, in which case the vice president (if any) or immediate past president shall do so. If none of these directors are present, the remaining directors shall by simple majority elect a chairperson for the meeting.

Bylaw 6 Fees and Dues

Section 1 — The admission fee, if any, as established by the club, shall be paid before the applicant can qualify as a member.

Section 2 — Membership dues shall consist of RI per capita dues, subscription fees to Rotary Downunder magazine, district per capita dues, club annual dues and any other Rotary or district per capita assessment. The Club shall determine its total annual membership dues as set out at Item 4 of the Schedule. Membership dues shall be payable in accordance with the policies of the club as established by the Board.

Bylaw 7 Method of Voting

The business of this club is conducted by voice vote or show of hands except for the election of officers and directors, which is conducted by ballot. The Board may provide a ballot for a vote on a specific resolution.

Voting shall be by voice or show of hands unless a ballot be requested by any person present.

Bylaw 8 Five Avenues of Service

This club will be active in each of the Five Avenues of Service, as resources allow.

Bylaw 9 Committees

Section 1 — The Board shall from time to time determine and establish the club's committees. Each committee shall have a chairperson and such other members as the committee may determine. The committees shall coordinate their efforts in order to achieve the club's annual and long-range goals.

Section 2 — The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership.

Section 3 — Except where special authority is given by the Board, committees shall not take action until a report has been made and approved by the board. The president or the Board shall refer additional business to a specific committee as needed.

Section 4 — 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.

Bylaw 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 a specified length of time.

Bylaw 11 Finances

Section 1 — Prior to each financial year, the Board shall prepare an annual budget of estimated income and expenditures.

Section 2 — The treasurer shall deposit club funds in financial institution(s) designated by the Board, divided into two parts: club operations and service projects.

Section 3 — All payments from club funds shall be made by the treasurer or another authorised officer when approved by two other directors. Cheques shall be signed by not less than two directors. Electronic funds transfers shall be authorised by two directors.

Section 4 — A thorough annual review of all financial transactions shall be completed by a qualified person.

Section 5 — An annual financial statement of the club for the previous financial year shall be provided to club members prior to the annual meeting.

Bylaw 12 Method of Electing Members

Section 1 — A member shall provide a candidate's name to the Board. A transferring or former member of another club may also be proposed for membership by the former club. The proposal is kept confidential unless the Board instructs otherwise.

Section 2 — The Board shall ensure that the candidate meets all of Rotary's membership requirements.

Section 3 — The Board shall approve or reject the candidate's membership within 30 days and shall notify the proposer of its decision.

Section 4 — If the decision of the Board is favourable, the prospective member is invited to join the club, educated about Rotary and membership requirements, and asked to sign the membership proposal form and to allow his or her name and proposed classification to be conveyed to the club.

Section 5 — If no member of the club submits a written objection including reasons for the objection, to the Board within seven days after the club is notified of the prospective member, that person, upon payment of the admission fee, if any, and pro rata annual dues, is considered to be elected to membership. If an objection has been submitted to the Board, the club shall vote on this matter at its next meeting after notice has been given to all members and the proposed member. If

approved despite the objection, the proposed member is elected to membership after payment of the admission fee, if any, and prorata annual dues

Section 6 — The club may elect honorary members proposed by the Board.

Bylaw 13 Resolutions

Section 1 — Any resolutions or motions to commit the club to any position or action shall first be reviewed and approved by the Board. If resolutions or motions are first offered at a club meeting, they shall be sent to the Board without discussion.

Section 2 — A resolution is passed by this club as a special resolution if:

- A. at a meeting of the club of which notice has been given to the members no later than 21 days before the date on which the meeting is held; or
 - B. in such other manner as the Secretary as defined in the Act may direct,
- it is supported by at least three-quarters of the votes cast by members of the club present at the meeting who, under the club's rules, are entitled to vote on the proposed resolution, and is otherwise made in compliance with section 39 of the Act.

Section 3 — A special resolution shall be required by the club:

- (a) Upon a voluntary winding up;
- (b) In a distribution of surplus property;
- (c) Upon cancellation of incorporation; or
- (d) Upon an amendment to the constitution and these By-Laws.

Section 4 — A resolution of the club or the Board shall only be valid if a quorum is present for the vote on the resolution.

Section 5 — All resolutions other than those requiring a special resolution may be passed by a simply majority of members present and entitled to vote. In the case of an equality of votes, the chairperson of the meeting is entitled to exercise a second or casting vote.

Bylaw 14 Amendments

Changes to these By-Laws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and By-Laws and the Rotary Code of Policies.

Bylaw 15 *Associations Incorporation Act 2009 (NSW)* ("the Act") and other Legislation

Section 1 — Register of Members

- (a) The public officer of the club must establish and maintain a register of members of the club specifying the name and postal or residential address of each person who is a member of the club together with the date on which the person became a member.
- (b) The register of members shall be kept in New South Wales:
 - (i) at the main premises of the club, or

- (ii) if the club has no premises, at the club's official address.
- (c) The register of members must be open for inspection, free of charge, by any member of the club at any reasonable hour.
- (d) A member of the club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (e) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (f) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the club or other material relating to the club, or
 - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

Section 2 — Members' Liabilities. The liability of a member of the club 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 Bylaw 6 of these By-Laws.

Section 3 — Notice. Except if the nature of the business proposed to be dealt with at any meeting of the club requires a special resolution, seven (7) days 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 club bulletin and details shall be included of the nature of the meeting, and of any notices of motion therefor, that may have been delivered to the secretary.

Section 4 — Notice of Special Resolutions. A notice required under Bylaw 14, Section 2(a) above must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.

Section 6 — Postal and Proxy Votes. No postal or proxy votes are permitted on any resolution considered at a general meeting.

Section 7 — Public Officer. For the purpose of the Act and the Regulation, the secretary of the club shall also be the public officer unless the Board by resolution appoints some other person to that position.

Section 8 — Custody & Inspection of Books

- (a) Except as otherwise provided by these By-Laws, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the club.
- (b) The following documents must be open to inspection, free of charge, by a member of the club at any reasonable hour:
 - (i) records, books and other financial documents of the club,
 - (ii) the Constitution and these By-Laws,
 - (iii) minutes of all Board and committee meetings and general meetings of the club.
- (c) A member of the club may obtain a copy of any of the documents referred to in this subclause on payment of a fee of not more than \$1 for each page copied.

Section 9 — Service of Notices

- (a) For the purpose of these By-Laws, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally, or
 - (ii) by sending it by pre-paid post to the address of the person, or
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice, or
 - (iv) in the case of a member of the club, except for a special resolution, by publication in the weekly club bulletin.
- (b) For the purpose of these By-Laws, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it was received by the addressee, and
 - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which it was sent produces a report indicating that the notice was sent on a later date, on that date, and
 - (iv) in the case of a notice published in the weekly club bulletin, on the day of meeting for which the bulletin was produced.

Section 10 — Application of Assets and Income. The assets and income of the club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the club or members except as *bonafide* remuneration for services rendered or reimbursement for expenses incurred on behalf of the club.

Section 11 — Winding Up. In the event of the club being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Board in accordance with their powers to any fund, institution or authority which has similar objects and which has rules prohibiting the distribution of its assets and income to its members; and in accordance with the Act.

Section 12 — Financial Year. The financial year of the club is:

- (a) the period of time commencing on the date of incorporation of the club and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the club, commencing on 1 July and ending on the following 30 June.

Section 13 — Sources of funds. The funds of the club shall be derived from admission fees (if any), annual membership dues, donations, fund raising activities undertaken by the club and any other sources as the Board may determine.

Bylaw 16 Charitable Fundraising Act 1991 (NSW) ("the Fundraising Act")

Section 1 — Application. This bylaw applies while the club holds an authority to fundraise for a charitable purpose under the Fundraising Act.

Section 2 — Compliance. The club shall comply with such of the provisions of the Fundraising Act and the regulations thereunder as are applicable to it.

Section 3 — Conflict of Laws. Where any conflict arises between the provisions of the constitution or By-Laws of the club and the Fundraising Act and the regulations thereunder, the latter shall apply.

Section 4 — Complaints and Grievances; Mechanism For. In the event of a complaint being made by a member of the public or a grievance received from an employee of the club:

(a) The secretary shall, within seven (7) days from the date of receiving the complaint or grievance, appoint a time and place where a representative of the club and the complainant shall meet for the purpose of attempting to resolve the complaint. The time for such meeting shall not be more than fourteen (14) days from the receipt of the complaint by the club.

(b) Where the representative of the club and the complainant cannot reach a satisfactory resolution of the complaint or grievance the parties shall, within seven (7) days from the date of such meeting, submit the complaint or grievance to an independent person to be agreed or in the absence of agreement to be nominated by the governor of Rotary International District 9650. The decision of the independent person so agreed upon or appointed shall be final and binding upon the parties. Each party shall bear its own costs.

Bylaw 17 Standing Orders

In addition to the provisions of the club constitution and these By-Laws, standing orders shall be adopted from time to time by a simple majority of the club for the improved operation and management of the club. Such standing orders shall not be in conflict with the constitutional documents of RI or these By-Laws and where any such conflicts arise the constitutional documents and these By-Laws shall prevail. The secretary shall maintain a register of such standing orders. All standing orders shall be reaffirmed, amended or deleted at the first club assembly of each year.

SCHEDULE

1A. Name: Rotary Club of Narooma Inc (Member of Rotary International)

1B. Satellite club name (when applicable) not applicable

2. Locality: The Locality of this club is within part of the Eurobodalla Shire NSW and is bounded by Dignams Creek and Tuross River and includes the townships of Narooma, Dalmeny, Bodalla, Tilba and Bermagui.

3. Day and Time of regular meetings: Thursday 6 for 6:30pm

4. Membership Dues, per annum: Such amount as is determined by the Board