



**BYLAWS
OF
THE ROTARY E-CLUB
SERVING HUMANITY INC.**

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

Contents

Bylaw 1 Definitions	3
Bylaw 2 Board	3
Bylaw 3 Election of Directors / Officers and Term of Office	3
Bylaw 4 Duties of Officers	4
Bylaw 5 Meetings	4
Bylaw 6 Resolutions	5
Bylaw 7 Order of Business for Regular Club meeting	5
Bylaw 8 Procedures at General Meetings	5
Bylaw 9 Method of Voting	6
Bylaw 10 Avenues of Service.....	6
Bylaw 11 Committees.....	6
Bylaw 12 Leave of Absence	7
Bylaw 13 Fees and Dues.....	7
Bylaw 14 Finances.....	8
Bylaw 15 Method of Electing Members	8
Bylaw 16 Members Liability	9
Bylaw 17 Service of Notices.....	9
Bylaw 18 Custody and Inspection of Books.....	9
Bylaw 19 Public Officer and Common Seal.....	9
Bylaw 20 Winding up of the Club	10
Bylaw 21 Amendment of Bylaws	10
Bylaw 22 Interpretation	10
Bylaw 23 Charitable Fundraising Act 1991.....	11
Bylaw 24 Standing Orders	11
SCHEDULE.....	11

BYLAWS OF THE ROTARY E-CLUB SERVING HUMANITY INC.

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 directors for 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. Board: The Board of Directors **and Officers** of this club.
7. Director/**Officer**: A member of this club's Board.
8. Member: A member, other than an honorary member, of this club.
9. Rotary International.
10. Year: The twelve-month period that begins on 1 July.

Bylaw 2 Board

The governing body of this club shall be the board **consisting of up to eleven members** of this club, namely, **the president, vice-president (immediate past president), president-elect (or president-nominee, if no successor has been elected), secretary and treasurer.** At the discretion of the board, also added **can be up to six directors** elected in accordance with article 3, section 1 of these bylaws.

Bylaw 3 Election of Directors / Officers and Term of Office

Section 1 – At a regular meeting one month prior to the meeting for election of **officers**, the presiding officer shall ask for nominations by members of the club for **president-elect or president-nominee, secretary, treasurer, and up to six directors.** The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a club may determine. If it is determined to use a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting.

The candidates for **president-elect or president-nominee, secretary, and treasurer** receiving a majority of the votes shall be declared elected to their respective offices. The **six** 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-elect 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 – The officers and directors, so elected, together with the immediate past president 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. For the purpose of these bylaws a vacancy on the board occurs if the member

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

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

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

Bylaw 4 Duties of Officers

Section 1 – President. It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

Section 2 – President-elect. It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – Vice-President (Immediate Past 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 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.

Bylaw 5 Meetings

Section 1 – Annual Meeting. An annual meeting of this club shall be held **before the 31st of 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 the **second and fourth Tuesday at 7.30 pm, Sydney, NSW Time**. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to the standard Rotary club constitution) in good standing in this club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

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

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

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

Bylaw 6 Resolutions

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

Bylaw 7 Order of Business for Regular Club meeting

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

Bylaw 8 Procedures at General Meetings

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

- a. To confirm the minutes of the last preceding Annual Meeting and of any special general meeting held since that meeting.
- b. To receive from the Board reports on the activities of the Club during the last preceding financial year.
- c. To elect officers and directors of the Club in Accordance with Article 3 of these Bylaws.
- d. To receive and consider the statement which is required to be submitted to the Department of Fair Trading.

Section 2- Notice of Special Resolutions-Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent by prepaid post to each member's address appearing in the register of members specifying the place, date and time of the meeting and the resolution to be put to the meeting as a special resolution.

Section 3- Special resolutions- A resolution of the Club is a special resolution if:

- a. It is passed by a majority which comprises not less than three quarters of such members of the Club as being entitled under these Bylaws so to do, voting in person at a general meeting at which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or;
- b. Where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) –and the resolution is passed in a manner specified by the Commissioner.

Section 4- Voting:

- a. Upon any question arising at a general meeting of the Club a member has one vote only and all votes shall be given personally and may not be given by proxy. A member is not entitled to vote at any general meeting of the Club unless all money due and payable to the Club has been paid.
- b. In the case of an equality of votes on a question at a general meeting the Chairman of the meeting is entitled to exercise a second or casting vote.

Bylaw 9 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.

(Note: Viva voce vote is defined as when club voting is conducted by vocal assent).

Bylaw 10 Avenues of Service

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

Bylaw 11 Committees

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

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

Standing committees should be appointed as follows:

- **Membership**
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- **Public Relations**
This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- **Administration**
This committee should conduct activities associated with the effective operation of the club.

- **The Rotary Foundation**

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

- **International Service**

This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of communities in other countries.

- **Australian and Youth Service**

This committee should develop and implement educational, humanitarian, and vocational projects that address the needs of the Australian community and Youth.

- **Additional Committees**

Additional ad hoc committees may be appointed as needed.

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

(b) Each committee shall transact its business as is delegated to it in these 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 a monthly basis all committee activities.

Duties of Committees

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

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

Bylaw 12 Leave of Absence

Upon written application to the board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time for no longer than twelve (12) months. *(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the club.)*

Bylaw 13 Fees and Dues

Section 1 – The admission fee shall be **\$30.00** to be paid before the applicant can qualify as a member, except as provided for in the standard Rotary club constitution, article 11.

Section 2 – The membership dues shall be **\$ 320.00 per annum**, 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.

Bylaw 14 Finances

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

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

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

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

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.

Bylaw 15 Method of Electing Members

Section 1 – The name of a prospective member, who has completed an expression of interest to join our Club, and who is 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 prospective member meets all the classification and membership requirements of the standard Rotary club constitution.

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

Section 4 – If the decision of the board is favorable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 5 – If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these 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 the standard Rotary club constitution, honorary members proposed by the board.

Bylaw 16 Members Liability

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

Section 2- The Club shall effect and maintain insurance pursuant to section 44 of the Associations Incorporation Act 1984.

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

Bylaw 17 Service of Notices

Section 1- For the purpose of these Bylaws, a notice may be served by or on behalf of the Club upon any member either personally or by sending it by mail to the member at the member's address shown on the register of members. Where a document is sent to a person by properly addressing, repaying and posting to the person mail containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Bylaws to have been served on the person at the time at which the mail would have been delivered in the ordinary course of post.

Bylaw 18 Custody and Inspection of Books

Section 1- Except as otherwise provided by these Bylaws, the Public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

Section 2- Records, books and other documents of the Club shall be open to inspection, free of charge by any member of the Club at a reasonable hour.

Bylaw 19 Public Officer and Common Seal

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-The common seal of the Club shall be kept in the custody of the Public Officer.

Section 3-The common seal shall not be affixed to any instrument except by the authority of the Board and affixing of the common seal shall be attested by the signatures of two members of the board.

Bylaw 20 Winding up of the Club

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

Bylaw 21 Amendment of Bylaws

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

Section 2- An alteration to these Bylaws relating to:

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

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

Section 3-All alterations to these Bylaws are to be reported as required by the Associations Incorporation Act 1984.

Bylaw 22 Interpretation

Throughout these Bylaws, the terminology “post,” “posting,” “mail,” “mailing,” and “ballot-by-mail” will include utilization of electronic (e-mail) and internet technology to reduce costs and increase responsiveness.

Bylaw 23 Charitable Fundraising Act 1991

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

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

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

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

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

Bylaw 24 Standing Orders

No standing orders

SCHEDULE TO CONSTITUTION

- | | |
|---|---|
| 1A. Name: | Rotary E-Club Serving Humanity Inc.
(Member of Rotary International) |
| 1B. Satellite club name

(when applicable) | Rotary Satellite Club Serving Humanity Inc.
(A satellite of Rotary E-Club Serving Humanity Inc.) |
| 2. Locality | The locality of this E-Club is Australia & Worldwide in District 9705, New South Wales, Australia and can be found on the web at:
http://rotaryclubsservinghumanity.org.au/
https://www.facebook.com/groups/896104690496464/ |
| 3. Day and Time of regular weekly meetings: | Second & Fourth Tuesday each month at 7.30 pm Sydney, NSW time. |
| 4. Membership Dues, per annum: | Currently \$320.00. Such amount as is determined by the Board from time to time. |
| 5. Associations Incorporation Act 2009 No 7 | |