

## **Bylaws of the Rotary Club of West Pennant Hills and Cherrybrook Incorporated**

### **Notes:**

- **Header and Title format change**
- **Comparisons of this document are to**
  - **“Draft Bylaws for AGM Dec 2018 version 2”**
  - **The abovementioned is a document sent to members prior to AGM 2018**
  - **Writer does not possess a final approved at AGM document**

### **Bylaws Article 1: Definitions**

1. Board     The Board of Directors of this Club.
2. Director   A member of this Club’s Board of Directors
3. Member    A member, other than an honorary member, of this club.
4. Quorum    The minimum number of participants who must be present when a vote is taken: one-third of the club’s members for club decisions and a majority of the directors for club board decisions.
5. RI         Rotary International
6. Year       The twelve month period that begins on 1 July.

### **Notes: No changes to this Article.**

### **Bylaws Article 2: Board**

- (a) The governing body of this club is its board of directors, consisting of, at a minimum, the President, Immediate Past President, President-Elect, Secretary, and Treasurer.
- (b) The Club will also appoint the following Directors:
  - Club Service,
  - Vocational Service,

Community Service,  
International Service,  
Youth Service,  
Rotary Foundation,  
Membership,  
Fund Raising, and  
Public Image.

- (c) The President-Elect will hold a Director position – the preference is Club Services. The President-Elect will also be the Vice President.
- (d) A preferred scenario is that the Immediate Past President also holds a Director position.

**Notes:**

- **Added International Service in (b) above.**
- **Changed Public Relations to Public Image in (b) above**
- **No other changes**

**Comments**

- **(a) is a requirement of RI**
- **(b), (c) & (d) reflect the Club's behavior.**

## **Bylaws Article 3: Elections and Terms of Office**

### **Section 1**

- (a) At a regular meeting one month prior to the annual general meeting, the presiding officer shall ask for nominations by members of the club for:
- President-Elect,
  - Secretary,
  - Treasurer, and
  - Directors.
- (b) The nominations shall be presented by members to the Secretary in writing at any time up to the time for election. The nominations duly made shall be placed on a ballot in alphabetical order under the positions as indicated in (a) above, and shall be voted for at the annual general meeting.
- (c) The candidate for President-Elect receiving a majority of the votes shall be declared elected to that office and shall serve as a Director for the year commencing on the first day of July next following the election and shall assume office as President on 1 July immediately following that year.
- (d) The candidates for Secretary and Treasurer receiving a majority of the votes shall be declared elected to those positions.
- (e) The seven candidates for Director receiving a majority of the votes shall be declared elected as Directors.

**Notes:**

- **Made some wording changes to clarify original**
- **At (e) increased director candidates to seven**
  - **12 Directors**
  - **Less President, Secretary and Treasurer**
  - **Less PE in a Director role.**
  - **Less IPP in a Director role.**

- **Nett is seven**

## **Section 2**

- (a) Within two months after their election, the President-Elect and Directors-elect shall determine between themselves the allocation of the committee directors and elect a sergeant at arms.
- (b) Committees will be formed to cover:
  - Membership
  - Public Image
  - Rotary Foundation
  - Fund Raising
  - Club Services
  - Vocational Services
  - Community Services
  - International Service, and
  - Youth Services
  - Other Committees as desired by the Board-Elect
    - Examples are not limited to:
      - Garage Sale
      - Book Sale, and
      - Trivia Night
      - Website

It is possible that one or more committees are unable to be headed by the President-Elect, Directors-Elect or the forthcoming Immediate Past President. If this position arises the Board-Elect will appoint other Club members as Club Officers to fill such vacancies. The Board-Elect will also clearly define the reporting structure of such committees to the Board.

### **Notes:**

- **Introduced examples of “other committees”**
- **No change to intent of original**

## **Section 3**

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

## **Section 4**

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

### **Notes: No changes to Sections 3&4**

## **Section 5**

- (a) The term of all Board positions is twelve months from 1 July.
- (b) A President may serve for a further twelve months as indicated in the Club Constitution, Article 11, Section 5(b) and (c).
- (c) The term of Officers is indicated in the Club Constitution, Article 11, Section 5(a).
- (d) Repeated annual terms of same committee by Directors is subject to Section 2(a) above.

### **Notes:**

- **Introduced term of Board positions, mainly due to change in title of this Article.**
- **Cited Standard Constitution for Sections 5 (b) & (c)**
- **Cited Section 2 (a) for Section 5 (d).**

#### **Comments**

- **Instructions attached to Article 3 in MOPS**
- 
- *The Standard Rotary Club Constitution requires that your club's bylaws specify an election process. If a nominating committee is used, include details of how it is appointed. The term of office for a club president is specified as one year in the Standard Rotary Club Constitution. When a successor is not elected, the current president's term can be extended for up to one year.*
    - **Election process is delineated**
    - **Do not use a nominating committee**
    - **Do you think they belabour the point about President's extension of term?**

### **Bylaws Article 4: Duties of Particular Officers**

#### **Section 1 President**

It shall be the duty of the president to preside at meetings of the club and board and to perform such other duties as ordinarily pertains to the office of president.

#### **Section 2 Secretary**

It shall be the duty of the secretary to:

- keep membership and attendance records;
- 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;
- collect and remit RI official magazine subscriptions;
- ensure Club compliance with Child Protection (Working With Children) Act 2012 (NSW) and Child Protection (Working With Children) Regulation 2013 (NSW);
- arrange for relevant members to complete Form 3 (Rotary Youth Volunteer Information and Declaration Form). Completed copies to be retained.
- supply Certificates of Insurance to members as and when their Rotary activity requires; and
- perform other duties as usually pertain to the office of secretary.

#### **Section 3 Public Officer**

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

- (c) The common seal shall not be affixed to any instrument except by the authority of the Board, and the affixing of the common seal shall be attested by the signature of any two members of the Board.
- (d) Except as otherwise provided by these bylaws, the Public Officer shall keep custody or control all records, books and other documents relating to the club.
- (e) The records, books and other documents of the club shall be open to inspection, free of charge, by a Member of the club at any reasonable hour.
- (f) For the purposes of Associations Incorporation Act 2009, the Public Officer shall:
  - (i) keep a register of the members of the Board including the particulars prescribed by section 29,
  - (ii) keep the register at his or her residential address
  - (iii) if the Club has ceased to exist, keep the register for a period of 2 years after the Club has ceased to exist,
  - (iv) make available the register of the members of the Board to be inspected by any person without payment of any fee, at all reasonable hours,
  - (v) lodge a statement with the Department of Fair Trading as required by section 45.

#### **Section 4 Treasurer**

It shall be the duty of the Treasurer to:

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

#### **Section 5 Sergeant-at-Arms**

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

**Notes: No changes to Article 4. Whoops, one change**

- **Have included "attendance records" in Section 2 (a)**

### **Bylaws Article 5: Meetings**

#### **Section 1 Annual Meeting**

An annual general meeting of this club shall be held on the first meeting in December each year, at which time the election of officers and directors to serve for the ensuing year shall take place together with the items of business referred to in Article 15 below.

**Notes:**

- **Charitable Fundraising Act is now subject of Article 15**

#### **Section 2**

- (a) The regular weekly meetings of this Club shall be held on Monday at 7:00pm.

- (b) Due notice of any changes in or canceling of the regular meeting shall be given to all members of the Club.
- (c) All Members excepting an honorary Member (or Member excused pursuant to the standard Rotary club constitution) in good standing in this Club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the Member being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise approved by the Board.

### **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 at least each month or at such other times as the Board determines. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two members of the board, due notice having been given.

### **Section 5**

A majority of the board members shall constitute a quorum of the board.

#### **Notes:**

- **No changes to Sections 2, 3, 4 & 5.**

### **Bylaw Article 6: Method of Voting**

The business of this club shall be transacted by a majority as determined by the voices 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 a majority as determined by the voices vote.

#### **Notes: No changes to Article 6**

### **Bylaw Article 7: Fees and Dues**

#### **Section 1**

The admission fee shall be as prescribed by the Board from time to time and is to be paid before the applicant can qualify as a member. ~~except as provided for in the standard Rotary club constitution, article 11.~~

#### **Notes: Two issues:**

- **Struck out “,except as provided for in the standard Rotary club constitution, article 11.”**
  - **Provision of original Article 11 no longer valid, as limit on numbers in any one classification no longer apply.**
- **Surprised to see “admission fee” as I thought concept was ruled out at a previous COL.**
  - **Have yet to find corroborating evidence for this viewpoint.**

#### **Section 2**

The membership fee shall be prescribed by the Board from time to time, payable semi-annually on the first day of July and of January, with the understanding that a portion of each semi-annual payment shall be applied to each member’s subscription to the RI official regional magazine Rotary Down Under or The Rotarian if requested.

**Notes:**

- **No changes to Sections 2.**

**Bylaw Article 8: Five Avenues of Service**

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

**Notes: No changes to Article 8.**

**Bylaw Article 9: Committees**

**Section 1 - General**

- (a) Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service.
- (b) The President-Elect, President, and immediate Past President should work together to ensure continuity of leadership and succession planning.
- (c) When feasible, committee members should be appointed to the same committee for up to three years to ensure consistency and continuity.
- (d) The President-Elect is responsible for appointing committee members to fill vacancies and conducting planning meetings with the incoming board prior to the start of the year in office.
- (e) The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (f) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made and approved by the Board.
- (g) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee, and shall report to the board on all committee activities.

**Section 2 – Leadership Committees**

Standing committees shall be appointed as follows:

- (a) **Membership**
  - (i) This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
  - (ii) the President shall, subject to the approval of the Board, appoint the following Officers on particular phases of Membership as are considered necessary:
    - Membership,
    - Public Image,
    - Social Media (inc. Web and Facebook)
- (b) **Club Services**
  - (i) This committee should conduct activities associated with the effective operation of the club.
  - (ii) the Club Services Director - chairman - of the Club Service

Committee shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committees appointed on particular sections of Club Service.

- (iii) the Club Service committee shall consist of the Club Services Director and the officers appointed on particular sections of Club Service.
  - (iv) the President shall, subject to the approval of the Board, appoint the following Officers on particular sections of Club Service as are considered necessary:
    - Club Bulletin, Program, Classifications,
    - Insurance (compliance with provisions of any Insurance policy and performance of Risk Assessments),
    - Fellowship, Welfare, and Rotary Information.
  - (v) where feasible and practicable in the appointment of Club Officers, there should be provision for continuity of office.
- (c) **The Rotary Foundation**  
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- (d) **Vocational Service**  
This committee should develop and implement vocational projects that address the needs of its community and enhance the fellowship of Club members.
- (e) **Community Service**  
This committee should develop and implement service projects that address the needs of its community and enhance the fellowship of Club members.
- (f) **International Service**  
This committee should develop and implement humanitarian projects that address the needs of overseas communities and enhance the fellowship of Club members.
- (g) **Youth Service**  
This committee should develop and implement youth projects and services that address the needs of both the local community and overseas communities and enhance the fellowship of Club members.

Each of the Management committees shall consist of a chairman and not less than two (2) other members. The President's involvement in the committee, be it ex officio or as an active participant, does not qualify towards this requirement.

### **Section 3 – Operational Committees**

- (a) The President shall, subject to the approval of the Board also appoint operational committees covering particular phases of the duties of any Club Director as are considered necessary.
- (b) Additional ad hoc committees may be appointed as needed.

**Notes: No changes to Article 9.**



## **Bylaw Article 10: Duties of Committees**

The duties and reporting structure of all committees shall be established and reviewed by the President for his or her year. In declaring the duties of each, the President shall reference to appropriate RI materials.

Each committee shall have a specific mandate, clearly defined goals and action plans established by the beginning of each year for implementation during the course of the year. It shall be the primary responsibility of the President-Elect to provide the necessary leadership to prepare a Club Plan which will incorporate recommendations for club committees, mandates, goals, plans and budgets for presentation to the Board in advance of the commencement of the year as noted above.

**Notes: No changes to Article 10**

## **Bylaw Article 11: Leave of Absence**

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a Member from attending the meetings of the Club for a specified length of time not exceeding 12 months, noting that such leave of absence does operate to prevent a forfeiture of membership and does not operate to give the club credit for the Member's attendance. Unless the Member attends a regular meeting of some other club, the excused Member must be recorded as absent except that absence authorized under the provisions of the Standard Rotary Club Constitution is not computed in the attendance record of the Club.

**Notes: No changes to Article 11.**

## **Bylaw Article 12: Non-Attendance**

The following shall supersede Article 13, Section 4 of the Constitution:

### **"Section 4 – Termination Non-attendance**

**(a) Attendance Percentages.** A member must

1. attend or make up at least 10 percent of club regular meetings or satellite club meetings, or engage in club projects, other events and activities for at least 12 hours in each half of the year, or a proportionate combination of both;
2. attend at least 10 percent of this club's regular meetings or satellite club meetings, or engage in club projects, other events and activities 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 may 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 (Constitution) article

10, sections 4 or 5, each member who fails to attend or make up eight 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."

**Notes:**

- **Constitution Article 13 is the relevant Article to correct**
- **Replacement "Section 4(a) Termination Non-attendance" – no change to existing Club Bylaws.**
- **Replacement "Section 4(b) Consecutive Absences" – constitutional reference change only, no other change to existing Club Bylaws.**

**Bylaw Article 13: 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.

**Notes: No changes to Section 1.**

**Section 2**

- (a) The Treasurer shall deposit all Club funds in a bank named by the Board. The Club funds shall be divided into two separate parts: club operations and service projects.
- (b) The funds of the club shall be derived from admission fees and annual membership dues, donations and, subject to any resolution passed by the club in general meeting, such other sources as the Board determines.
- (c) The Club shall as soon as practicable after receiving money, issue an appropriate receipt.
- (d) Subject to any resolution passed by the Club in general meeting, the funds of the Club shall be used in pursuance of the objects of the Club in such manner as the Board determines.
- (e) At the Annual Changeover the Club will make a donation of \$1,000 to the Rotary Foundation in memory of Past President and Past District Governor Larry Jacka.

**Notes: Section 2 (e) is new.**

- **This clause confirms a May 2015 Board decision to honour Larry Jacka.**

**Section 3**

The Board will appoint four Directors as authorised payment officers, one of these will be the Treasurer. Additionally, the Board may appoint an Assistant Treasurer as an authorised payment officer.

All bills shall be paid by the treasurer or other authorized officer only when approved by one other authorised officer or director.

**Notes:**

- **Have replaced “cheque signatory” with “payment officer” in two places of Section 3 first paragraph.**
- **All else sama sama**

**Section 4**

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

**Notes: No changes to Section 4.**

**Section 5**

The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semi-annual 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.

**Notes: No changes to Section 5.**

**Section 6**

The income and property of the Club however derived shall be applied solely toward the promotion of the objectives of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the Members of the club, provided that nothing herein shall prevent the payment in good faith of reasonable and proper rent for premises let by any Member of the club.

**Notes: No changes to Section 6.**

**Bylaw Article 14: Working With Children**

**Section 1**

The Club shall comply with such of the provisions of the **Child Protection (Working With Children) Act 2012** and the **Child Protection (Working With Children) Regulation 2013**.

**Section 2**

Every Member shall be required to undergo a working with children check in accordance with the abovementioned Act and Regulation.

This provision is extended to a Member’s Spouse and Adult Children if exposed to children in the care of this Club.

**Section 3**

The results of all working with children checks are to be reported to the Club

Secretary.

#### **Section 4**

Members falling within the definition issued by Rotary International as requiring to submit a Form 3 (Rotary Youth Volunteer Information and Declaration Form) must complete a Form 3 and submit it to the Secretary and President for signature.

The Secretary shall retain a copy of all Form 3s, either in hard copy or as an electronic copy, and shall produce the relevant forms if required by District or Rotary International.

**Notes: No changes to Article 14**

#### **Bylaw Article 15: Insurance**

##### **Section 1**

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

##### **Section 2**

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

**Notes: No changes to Article 15**

#### **Bylaw Article 16: Charitable Fundraising Act 1991**

##### **Section 1**

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

##### **Section 2**

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

##### **Section 3**

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

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

##### **Section 4**

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

- (a) the member holds an office of profit in the Club; or
- (b) the member is directly or indirectly interested in any contract or proposed contract with the Club.

## **Section 5**

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

**Notes: No changes to Article 16**

## **Bylaw Article 17: Method of Electing Members**

### **Section 1**

(a) 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.

As a general rule, a prospective member should attend three (3) meetings before being proposed by an active member.

The President can authorise an overriding of this general rule.

(b) A transferring or former member of another club may be proposed to active membership by the former club.

(c) Any proposal shall be kept confidential except as otherwise provided in this procedure.

### **Section 2**

The board shall ensure that the proposal meets all the classification and membership requirements of the standard Rotary club constitution.

### **Section 3**

The Board shall approve or disapprove the proposal within 30 days of its submission. If approved, the Board shall notify the Club Members on a confidential basis through the Secretary of its decision.

### **Section 4**

If no written objection to the proposal, stating reasons, is received by the Board from any Member (other than honorary) of the Club within seven (7) days following publication of information about the prospective member, that person shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership.

### **Section 5**

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

### **Section 6**

Following the election of a new Member, the President shall arrange for the new Member's induction, membership card, and new member Rotary literature. In addition, the President or Secretary will report the new member

information to RI and the President, in consultation with the Membership Director, will assign another Member as a Mentor to assist with the new member's assimilation to the Club as well as assign the new Member to a Club committee.

### **Section 7**

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

**Notes: No changes to Article 17**

### **Bylaw Article 18: 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.

**Notes: No changes to Article 18**

### **Bylaw Article 19: Order of Business**

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

**Notes: No changes to Article 19**

### **Bylaw Article 20: Procedure at General Meetings**

#### **Section 1 - Annual General Meetings:**

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

- (a) to confirm the minutes of the last preceding annual general meeting and any special general meeting held since that meeting;
- (b) to receive from the Board, reports upon the activities of the Club during the last preceding financial year;
- (c) to elect the President-Elect and Directors of the Club in accordance with Article 3 of these bylaws;
- (d) to receive and consider the financial statements and audit report as required by Article 12 Section 4 above.

#### **Section 2 - Notice of special resolutions:**

Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be placed in the club bulletin, specifying the place, date and time of the meeting, and the resolution(s) proposed to be put.

#### **Section 3 - Special Resolutions:**

A resolution of the Club is a special resolution if:

- (a) it is passed by a majority which comprises not less than three-quarters of such Members of the Club as, being entitled under these bylaws so to do, vote in person at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution was given in accordance with these bylaws: or
- (b) where it is made to appear to the NSW Department of Fair Trading that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commissioner.

#### **Section 4 – Quorum:**

If within half an hour of the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and at the same place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting the Members present (being not less than 3) shall constitute a quorum.

#### **Section 5 - Presiding member:**

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

#### **Section 6 - Voting**

Upon any question arising at a general meeting of the club, a Member has one vote only and all votes shall be given personally and may not be given by proxy. A Member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the club has been paid. 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.

**Notes: No changes to Article 20**

### **Bylaw Article 21: Amendments**

#### **Section 1**

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

#### **Section 2**

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

#### **Section 3**

Any amendment to these bylaws or the Standard Rotary Constitution will be advised by the Secretary to the Department of Fair Trading within 1 month pursuant to section 10 of the Associations Incorporation Act 2009.

**Notes: No changes to Article 21**

**Bylaw Article 22: Dissolution**

The club shall not be dissolved except at a general meeting of the Club specially convened for the purpose and by a Special Resolution. If upon the winding up or dissolution of the Club there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Club but shall be given or transferred to some other Rotary Club which shall also prohibit the distribution of its or their property among its or their members.

**Notes: No changes to Article 22**