

THE ROTARY CLUB OF WOOLGOOLGA INC. BYLAWS 2020
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RECOMMENDED ROTARY CLUB BYLAWS 2020

Bylaws of the Rotary Club of Woolgoolga Inc.

These bylaws 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 bylaws of Rotary International.

BYLAW 1 Definitions

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|-----|---------------------|--|
| (a) | Act: | The Associations Incorporation Act, 2009 (NSW) |
| (b) | Board: | The club's board of directors |
| (c) | Director: | A member of the club's board of directors |
| (d) | Member: | A member of the club, other than an honorary member |
| (e) | Public Officer: | As defined in the Act. |
| (f) | Regulation: | The Associations Incorporation Regulation, 2016 (NSW) |
| (g) | Special Resolution: | A resolution of the club passed in the circumstances described in section 39 of the Act. |
| (h) | 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 the majority of the directors for club board decisions. |
| (i) | RI: | Rotary International |
| (j) | Year: | The 12-month period that begins on 1 July |

BYLAW 2. Board

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

BYLAW 3. Elections and Terms of Office

- Section 1. At the AGM, members nominate candidates for president, vice president, secretary, treasurer, and any open director positions. The nominations may be presented by club members from the floor.
- Section 2. The candidate who receives the majority of the votes for each office is declared elected to that office.
- Section 3. If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.
- Section 4. If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.
- Section 5. The terms of office for each role are:
President — one year
Vice President — one year
Treasurer — one year
Secretary — one year
Directors — one year

BYLAW 4. Duties of the Officers

- Section 1. The president presides at club and board meetings.
- Section 2. The immediate past president serves as a director on the club board.
- Section 3. The president-elect prepares for his or her year in office and serves as a director.
- Section 4. The vice president presides at club and board meetings when the president is absent.
- Section 5. A director attends club and board meetings.
- Section 6. The secretary keeps membership and attendance records.
- Section 7. The treasurer oversees all funds and provides an annual accounting of them.

BYLAW 5. Meetings

Section 1. An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

Section 2. This club meets as follows:

a. The first Saturday of the month, except for January, at the 'Monthly Auction';

b. On the 2nd and 4th Mondays of each month.

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

Section 3. Board meetings are held on the 3rd Monday of each month. Special meetings of the board are called with reasonable notice by the president or upon the request of two directors.

Section 4. Meetings may be cancelled or postponed if they fall on a gazetted Public Holiday.

BYLAW 6. Dues

Annual club dues are paid as follows:

a. Annually on or before 31 July, or;

b. By two split payments, to be made on or before

i. 31 July, and;

ii. 28 February.

Annual club dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

BYLAW 7. Method of Voting

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

BYLAW 8. Committees

- Section 1. Club committees coordinate their efforts to achieve the club's annual and long- term goals. Each club should have, as a minimum, the committees listed in article 11, section 7, of the Standard Rotary Club Constitution, namely Club Administration, Membership, Public Image, Rotary Foundation; and Service Projects Committees.
- Section 2. The president is an ex officio member of all committees and, as such, has all the privileges of membership.
- Section 3. Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

BYLAW 9. Finances

- Section 1. Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.
- Section 2. The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.
- Section 3. Additional accounts may be opened as determined by resolution of the Board.
- Section 4. Bills are paid by the treasurer or another authorised officer and approved by one of two other officers or directors.
- Section 5. A qualified person conducts a thorough annual review of all financial transactions.
- Section 6. Club members will receive an annual financial statement of the club.
- Section 7. The fiscal year is from 1 July to 30 June.

BYLAW 10. Method of Electing Members

- Section 1. A member proposes a candidate for club membership to the board, or a current or past Rotarian from another club seeks to join.
- Section 2. The board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

Section 3. If the board approves the candidate's membership, the prospective member is invited to join the club.

BYLAW 11. Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

BYLAW 12. 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,
- (c) 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. For urgent resolutions, the Board may:

- (a) Circulate the resolution by email;
- (b) Approve the resolution by email, providing a quorum is maintained;
- (c) Ratify the resolution at the next Board meeting.

Section 4. A special resolution shall be required by the club:

- (a) Upon a voluntary winding up;
- (b) In a distribution of surplus property or
- (c) Upon cancellation of incorporation.

BYLAW 13. 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 bylaws.

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 12, Section 3 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 5. Postal and Proxy Votes. No postal or proxy votes are permitted on any resolution considered at a general meeting.

Section 6. Public Officer. For the purpose of the Act and the Regulation, the secretary of the club can be the public officer unless the Board by resolution appoints some other person to that position.

Section 7. Custody & Inspection of Books

(a) Except as otherwise provided by these bylaws, 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 bylaws,

(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 8. Service of Notices

(a) For the purpose of these bylaws, 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 bylaws, 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 9. 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 bona fide remuneration for services rendered or reimbursement for expenses incurred on behalf of the club.

Section 10. 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 11. 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 12. Sources of funds. The funds of the club shall be derived from admission fees (if any), annual membership dues, donations, grants, fund raising activities, undertaken by the club and any other sources as the Board may determine.

BYLAW 14. 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 bylaws 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 15. Standing Orders

Standing orders may 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 the Constitution of the club, and if any such conflict arises, the constitutional documents and the Constitution of the club shall prevail. The secretary shall maintain a register of such standing orders. All standing orders shall be reaffirmed, amended or revoked at the annual meeting of the club each year.