

## BY-LAWS OF THE ROTARY CLUB OF MOSMAN INC

(These are the By - Laws of the Rotary Club of Mosman Inc hereafter known as the "Club")

### Article 1. Board of Directors

The Board of Directors shall consist of up to but no more than 12 members of this club namely; the President, President Elect/Vice President, Secretary, Treasurer, Immediate Past President, up to but no more than 6 Directors and a Sergeant-at-Arms. All except the Sergeant-at-Arms shall be elected in accordance with Article 2 of these By-Laws. The Sergeant-at-Arms for each Rotary year shall be appointed by the President for that year.

### Article 2. Election of Officers and Directors

#### SECTION 1. Nominations

(a) At a regular meeting of the club four weeks prior to the Annual Meeting, the Presiding Officer shall ask for nominations by members of the club for President, President Elect/Vice President, Secretary, Treasurer, and up to but no more than 6 Directors. Nominations are to be lodged in writing with the Secretary up to 14 days prior to the date of the Annual Meeting and such nominations must be signed by the nominees to signify their acceptance of the nomination.

(b) Elected directors shall each hold office for two years. All financial members of the club are eligible for nomination to any office, provided however that no member shall be nominated for more than one position on the board except as provided in Section 2 (c) of this Article.

#### SECTION 2. Balloting

(a) When more than one nomination is received for any office the nominations for such office shall be placed on a ballot paper in alphabetical order and shall be voted on at the annual meeting, the ballots being held in the order president, vice president, secretary, treasurer and directors. The presiding officer shall appoint two scrutineers.

(b) When there are more than two nominations for any one office the preferential system of voting shall be used. Should a tied vote result after distribution of preferences, if any, the scrutineers shall report this fact to the presiding officer and to no-one else and the presiding officer shall then announce the result of the ballot taking into account their casting vote.

(c) Unsuccessful candidates for president may be nominated without notice for the position of director, provided that they are not precluded from election as a director under Section 1 (b) of this Article, and if so nominated their names shall be added to the ballot paper.

(d) The president elected in such balloting shall serve as a member of the board of directors as both president-elect and vice president for the year commencing on the first day of July next following the election and shall assume office as president on the first day of July immediately following the year of service on the board as president-elect.

#### SECTION 3. Casual Vacancies

(a) The board of directors may fill any vacancy which may occur in its membership for any cause by electing an eligible member to fill such vacancy for the remainder of the term of the office of the person being replaced.

(b) Should directors vacate their position on the board prior to the annual meeting during the first year of their two year term or indicate their intention to vacate their office at the expiration of the first year of their term, the board may decide to have their position filled by election at the annual meeting. In this event three directors shall be elected at the annual meeting, the nominee obtaining third position after distribution of preferences being elected to complete the term of the retiring director.

(c) A director elected by the board or at an annual meeting to fill a casual vacancy shall not be excluded from standing at the following annual meeting for a further two year term as a director.

(d) 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.

## **Article 3. Duties of Officers**

### **SECTION 1. President**

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

### **SECTION 2. President Elect/Vice President**

It shall be the duty of the vice president to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to the office of President Elect/Vice-President.

### **SECTION 3. 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 4. Treasurer**

Shall

- (a) have custody of all funds,
- (b) account for all funds to the club annually to the Board at Board Meetings and at any other time upon demand by the Board,
- (c) perform other duties as pertains to the office of treasurer,
- (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, and
- (e) as soon as practicable after the end of each financial year, cause financial statements and an audit reports thereof to be prepared and presented to the Board, the Annual General Meeting and the Commissioner for Fair Trading as required by sections 47, 48 and 49 of the Associations Incorporation Act 2009 and sections 22 and 24 of the Charitable Fundraising Act 1991.

**SECTION 5. Sergeant-At-Arms.** The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and other duties as may be prescribed by the President or the Board.

## **Article 4. Meetings of Board of Directors**

### **SECTION 1. Regular meetings**

Regular meetings of the board shall be held on a day to be decided by the board of each month. 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 2. Notice of a meeting**

Oral or written notice of a meeting of the board of directors shall be given by the secretary to each member of the board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the board) before the time appointed for the holding of the board meeting.

### **SECTION 3. Quorum of the board**

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

### **SECTION 4. Time for Quorum**

No business shall be transacted by the board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be adjourned to the same place at the same time of the following week.

### **SECTION 5. Quorum at adjourned meeting**

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

### **SECTION 6. Presiding at meetings**

At a meeting of the board:

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

### **SECTION 7. Determination by majority**

- (a) Questions arising at a meeting of the board or of any committee appointed by the president in accordance with **Rule 5** of these by-laws shall be determined by a majority of the vote of members of the board or of any such committee present at the meeting.
- (b) Each member present at a meeting of the board or of any such committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to a quorum being present, the board may act notwithstanding any vacancy on the board.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the board or of such a committee.

### **SECTION 8. Resolutions by Electronic or Other Media**

- (a) At the request of a Board Member the Secretary will issue a resolution by using any technology consented to by all the Board Members from time to time.
- (b) The Board Members may pass a resolution without a meeting being held if a majority of the Board Members entitled to vote on the resolution confirm to the Secretary electronically their agreement to it and sign a document containing a statement that they are in favour of the resolution details of which are set out in the document.
- (c) Separate copies of a document may be used for signing by the Board Members provided the wording of the resolution and statement is identical in each copy and a majority of Board Members entitled to vote on the resolution has signed at least one of the copies of the document.
- (d) A resolution passed by the Board Members signing a document shall be passed when the Board Member who represents a cumulative majority of Board Members signs the document.

## **Article 5. Committees**

### **SECTION 1. Appointment of Committees**

Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. The president-elect/vice president, 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/vice president 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.

- (a) The president shall, subject to the approval of the board, appoint the following standing committees:

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- **Club Service Committee**
- **Vocational Service Committee**
- **Community Service Committee**
- **International Service Committee**
- **Youth Service Committee**

(b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of the Club Service, Vocational Service, Community Service, International Service and Youth Service as the president may deem necessary. These may include, but not limited to, the following:

- Membership
- Fundraising
- Rotary Foundation
- Public Relations

(c) The Club Service committee, Vocational Service committee, Community Service committee, International Service committee and Youth Service committee and other committees appointed as per Article 5, section 1(b), shall each consist of a chairman who shall be named by the president from the membership of the board and not less than two (2) members.

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

(e) Each committee shall transact such business as is delegated to it in the by-laws 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 committee shall not take action until a report has been made to the board and approved by the board.

(f) Directors shall be responsible to ensure each project has a Project Chairperson and that a Project Proposal and Budget is prepared for each project.

### **SECTION 2. Club Service Committees**

(a) The Director of Club Service shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club Service.

(b) The Club Service committees shall consist of the chairman and members appointed to particular phases of Club Service.

(c) The Director of Club Service shall, subject to the approval of the board, appoint the following committees on particular phases of Club Service:

- **Programme and Attendance Committee**
- **Communications Committee**
- **Fellowship Committee**
- **Membership Committee**

(d) Where feasible and practicable in the appointment of club committees there should be provision for the continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

(e) The Membership Committees shall each consist of three (3) members, one member of each committee to be appointed each year for a term of three years.

(f) The Communications Committee shall include the editor of the club publication and a local newspaper or advertising member of the club.

## **Article 6. DUTIES OF COMMITTEES**

### **SECTION 1. Club Committees**

#### **1.1 Club Service Committee**

This committee shall devise and carry into effect plans which will provide the Club with an active membership and in the planning, conduct and participation in Club activities using Sub-Committees as follows:

#### 1.1.1 Programme and Attendance Committee

To encourage attendance at all Rotary meetings and to prepare and arrange the programmes for regular and special meetings of the Club. This includes arranging a Guest Speaker when so required, the informing and administering of that person in relation to attendance at that meeting as necessary;

- especially encourage attendance at regular meetings of this club, and
- attendance at regular meetings of other clubs when unable to attend meetings of this club,
- attendance at district conferences, inter-city meetings, regional conferences, and international conventions by all club members,
- keep all members informed on attendance requirements;
- promote better incentives for good attendance; and
- attendance.
- Collect money for attendance at regular and meetings and provide president with a attendance report for each meeting
- Maintain an attendance record and submit monthly reports to district

This committee shall be chaired by the Secretary

#### 1.1.2 Communications Committee

To develop and stimulate interest in the Club internally and externally:

- by publishing a quality weekly **club bulletin (OOZOO)**, announcing future events, rosters and matters of interest to members, reporting highlights of recent times including a report on the last meeting and recent Board meeting, and matters of Rotary interest.
- by promoting **The Rotarian or local magazine Rotary Down Under** as a means of informing and educating members,
- by operating a **Club website** for the publication to the members and general public of information relating to the activities and history of the Rotary Club of Mosman,
- by ensuring **proper publicity** for the Club giving the public information about Rotary generally, its history, objects and scope and particularly current activities of note, and
- by providing **Rotary information to members** and prospective members about the responsibilities, ethics and privileges of membership of a Rotary Club, and the operation and administration of Rotary at a District, Zone and International level.

#### 1.1.3 Fellowship Committee

To promote acquaintance and friendship among members, through participation in organised recreation and social activities and collective activities in pursuance of the general object of the Club in the community and internationally.

#### 1.1.4 Membership Committee

To be responsible to the Board for all formal membership processes:

- **Membership Development and Retention.** To develop and implement a comprehensive plan for the recruitment and retention of members.
- To review filled and unfilled classifications and take positive action to initiate and present names of suitable persons for membership.
- **Classification Committee.** To annually review classifications in the Club compared to a survey of classification of potential members within the community with a view to advising the Board on broadening representation of classifications within the Club.
- **Membership Committee.** To consider, on behalf of the Board, persons proposed for membership, investigating their personal situation as regards character, business, social and community standing and to recommend in writing their decision on each application.

The Director of the Club Service committee shall be responsible for the regular meetings of this committee and its sub committees and shall report to the board on all Club Service activities.

## **SECTION 2. Vocational Service Committee**

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations.

The Director of Vocational Service shall be responsible for the activities of this committee and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Vocational Service.

## **SECTION 3. Community Service Committee**

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in their community relationships.

The Director of Community Service shall be responsible for the activities of this committee and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Community Service including appointing a fundraising chairman for each function.

## **SECTION 4. International Service Committee**

This committee shall:

(a) devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to International Service.

(b) seek out and investigate and, if deemed appropriate, recommend to the Board, a Project Proposal and Budget for each international project.

(c) endeavour to obtain, whenever possible, matching grants from RAWCS, AusAID, The Rotary Foundation or other available sources, funds for the projects which are recommended and adopted by the Board.

(d) develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

The Director of International Service shall be responsible for the activities of this committee and shall supervise and coordinate the work of any committees that may be appointed on particular phases of International Service.

## **SECTION 5. New Generations Committee**

This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to New Generations.

The Director of New Generations shall be responsible for the activities of this committee and shall supervise and coordinate the work of any committees that may be appointed on particular phases of New Generations including appointing a chairperson for each youth activity.

## **Article 7. Fees and Dues**

### **SECTION 1. Admission**

The admission fee shall be **\$60.00** or such other amount as shall be decided from time to time by special resolution of the Club, to be paid before the applicant can qualify as a member.

### **SECTION 2. Annual Membership Dues**

**The membership dues shall be \$395 per annum**, or such other amount as shall be decided from time to time by special resolution of the Club. Fees are payable semi-annually on 15 June and 15 December, as RI and District fees are payable early July and January. The dues are to include the cost of magazine subscriptions.

### **SECTION 3. Proportion of Dues**

When a new member has been admitted during any half yearly period, one sixth of the dues for each remaining month or part of a month of that half year shall be payable upon admission to the Club.

### **SECTION 4. Reduction of Fees and Dues**

Where a member is one of the clergy such member shall pay only half the determined fees and dues.

## **Article 8. Source of Funds**

### **SECTION 1. Derivation of Funds**

The funds of the club shall be derived from annual membership dues, donations and, subject to any resolution passed by the Club in a general meeting, such other sources as the board determines.

### **SECTION 2. Use of Funds**

Subject to any resolution passed by the club in a general meeting, the funds of the club shall be used in pursuance of the objects of the club in such manner as the board determines.

## **ARTICLE 9. Funds Management**

The bank accounts operated by the Club and their use are:

- General Bank Account. Club administration operating account. Used for day to day receipts and payments (e.g. lunches, gifts, members' subscriptions and dinner discs) and payment of Rotary International dues, Rotary District dues and Rotary Down Under subscriptions.
- Project Bank Account. To be used for receiving donations or proceeds of fundraising activities and for funding various projects approved by the Board.
- Investment Fund. Used to invest funds not required for immediate use on approved projects. This fund will be invested in one or more term deposit or other interest bearing accounts, as determined from time to time by the Board.
- Credit Card Facilities

### **SECTION 1. Banking**

The Treasurer shall deposit all funds of the club in a bank or banks to be nominated by the Board.

### **SECTION 2. Project Funds**

(a) The Project Funds shall be defined as the total of the Project Bank Account and the Investment Fund.

(b) The income of the Project Funds may be expended on projects recommended to the Board in accordance with these by-laws and approved by the Board.

Prior approval of the Club by special resolution at a general meeting is required for either:

- expenditure on any single project of more than \$10,000, or
- expenditure in any one financial year of more than 10% of the total balance of the Project Funds at 1 July of that year

In addition, and consistent with the traditions of the Club, all Board decisions on expenditure of over \$3,000 on any single project shall be communicated to members as soon as possible after the Board meeting at which the expenditure was approved.

(c) The capital of the Project Funds shall be invested from time to time pursuant to a decision of the Board, having regard to the policy of Rotary International in respect of its own funds, which is to realise the highest rate of return consistent with the preservation of capital in real terms and good marketability.

(d) In making its investment decisions the Board shall have regard to powers and duties of trustees laid down in Sections 14, 14A, 14B, 14C and 14D of the Trustee Act, 1925.

### **SECTION 3. Signatories and Electronic Banking**

(a) Normally, all cheques drawn on any of the Club Accounts must be signed by any two of the president, vice-president, secretary and treasurer ("the authorized signatories"). However funds may be drawn from any of the accounts electronically by any one authorized signatory provided

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that, at the time of so drawing the funds, a cheque requisition has been signed by two authorized signatories for filing with the Club's financial records.

(b) A thorough audit by a certified practicing accountant or other qualified person shall be made once each year of all the Club's financial transactions.

### **SECTION 4. Bond**

Officers having charge or control of funds shall give bond as may be required by the board for the safe custody of the funds of the club, cost of the bond to be borne by the club.

### **SECTION 5. Fiscal Year**

The fiscal year of this club shall extend from July 1<sup>st</sup> to June 30<sup>th</sup> and for the collection of member's dues shall be divided into two (2) semi-annual periods extending from July 1<sup>st</sup> to December 31<sup>st</sup>, and from January 1<sup>st</sup> to June 30<sup>th</sup>. The payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1<sup>st</sup> and January 1<sup>st</sup> of each year on the basis of the membership of the club on those dates.

### **SECTION 6. Budget**

At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand at the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

## **Article 10. Method of Electing Members**

### **SECTION 1. Confidential Proposal**

The name of a prospective member, proposed by an active member or by the membership development committee, shall be submitted to the board in writing, through the club secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure. A transferring or former member of another Club may be proposed to Active membership by the former Club.

### **SECTION 2. Classification**

The board shall ensure that the proposal meets all the classification and membership requirements of the Club Constitution.

### **SECTION 3. Approval and Notification of Proposer**

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. Circulation of Name**

When the decision of the board is favourable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the Club.

### **SECTION 5. Membership Approval**

When 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, as prescribed in Rule 7 of these by-laws, shall be considered to be elected to membership.

If any objection has been filed with the board, it shall vote on this matter at its next meeting.

When 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. Acceptance and Induction**

Following the election to membership, the President shall arrange for the induction of the new member; the club secretary shall issue a membership card to the member and shall report the new member to Rotary International; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

## **SECTION 7. Honorary Members**

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

## **Article 11. Regular Meetings**

### **SECTION 1. Time and place**

Regular meetings of the club shall be held on the Tuesday of every week at 12.50 pm **at a location advised in the Club Bulletin**. Due notice of any changes in or cancellation of the regular meeting shall be given to all members of the club and the club caterer.

### **SECTION 2. General Meeting**

For the purpose of these by-laws and the requirements of the Associations Incorporation Act, **2009** every regular meeting of the Club shall be deemed to be a general meeting.

### **SECTION 3. Order of Business**

Order of Business shall be as follows:

- Meeting called to order.
- Introduction of visiting Rotarians and guests
- Correspondence and announcements.
- Committee reports.
- Any unfinished business.
- Any new business.
- Address or other programme feature.
- Adjournment

### **SECTION 4. Presiding member**

Presiding member: The President or, in the President's absence, the Vice-President, shall preside as chairman at each regular meeting of the Club. If the President and the Vice-President are absent from a regular meeting or unwilling to act, the members present shall elect one of their number to preside as chairman of the meeting.

### **SECTION 5. Quorum**

One third of the membership shall constitute a quorum at the annual and regular meetings of the Club, except as provided in sub-section 2.020.4 of the Rotary International By-Laws.

## **Article 12. Annual Meetings**

### **SECTION 1. Annual Meeting**

An annual meeting of the Club shall be held at a regular meeting of the Club in December and by the latest on the 31<sup>st</sup> December in each year.

### **SECTION 2. Business of an Annual Meeting**

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;
- (b) to receive from the board reports upon the activities of the club during the last preceding financial year;
- (c) to elect officers and directors of the club in accordance with Rule 2 of these by-laws;

(d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Associations Incorporation Act 1984.

## **Article 13. Special Resolutions**

### **SECTION 1. Notice of Special Resolutions**

Where the nature of the business proposed to be dealt with at a 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 served upon each member specifying the place, date and time of the meeting, and the resolution proposed to be put to the meeting as a special resolution.

### **SECTION 2. Special Resolution defined**

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 members attending the General Meeting such members of the Club as, being entitled under these by-laws so to do, vote in person **including proxies** at a general meeting of 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 by-laws; or
- (b) where it is made to appear to the New South Wales Commissioner for 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 that office.

## **Article 14. Appointment of Proxies**

### **SECTION 1. Purpose of Proxy**

Only for the purpose of voting on motions which require a special resolution, each member shall be entitled to appoint another member by notice given to the secretary or acting secretary no later than the announcement of the opening of the general meeting at which the motion is to be put.

### **SECTION 2. Form of Proxy**

The notice appointing the proxy shall be in the form set out in Appendix 1 to these Rules.

## **Article 15. Adjournment of General Meetings**

If, within half an hour after 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 meeting shall be dissolved.

## **Article 16. Voting**

### **SECTION 1. One vote per member**

Upon any question arising at a general meeting of the Club a member has one vote only.

### **SECTION 2. No Proxy except for Special Resolution**

All votes shall be given personally and may not be given by proxy, except in circumstances where a special resolution is required, in which case proxies shall be permitted.

### **SECTION 3. Financial Members only to Vote**

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.

### **SECTION 4. Casting Vote**

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.

## **Article 17. Making of Decisions**

### **SECTION 1. Show of Hands**

A question arising at a general meeting of the Club shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the **minute book of the Club**, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### **SECTION 2. Demand for a Poll**

At a general meeting-of the Club, a poll may be demanded by the chairman or by not less than three members present at the meeting.

### **SECTION 3. When a Poll Demanded**

Where the poll is demanded at a general meeting, the poll shall be taken:

- (a) immediately in the case of a poll which relates to the election of the chairman of the meeting or to the question of an adjournment; or
  - (b) in any other case, in such a manner and at such time before the close of the meeting as the chairman directs,
- and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter.

## **Article 18. Register of Members**

### **SECTION 1. Maintenance of Register**

The secretary of this Club shall establish and maintain a register of members of this Club specifying the name and address of each person who is a member of this Club together with the date on which the person became a member.

### **SECTION 2. Register Open for Inspection**

The register of members shall be kept at the principal place of administration of this Club and shall be open for inspection, free of charge, by any member of this Club at any reasonable hour.

## **Article 19. Service of Notices**

### **SECTION 1. Method of Service**

For the purpose of these rules, a notice may be served by or on behalf of the Club upon any member either personally, electronically or by sending it by post to the member at the member's address shown in the register of members.

### **SECTION 2. Timing of Service**

Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## **Article 20. 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 regular meetings of the club for a specified length of time.

## **Article 21. Resolutions**

No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been considered by the board. Such resolutions or motions, if offered at a regular meeting of-the Club, shall be referred to the board without discussion.

## **Article 22. Member's Liabilities**

The liability of a member of this Club to contribute towards the payment of the debts and liabilities of this Club or the costs, charges and expenses of the winding up of this Club is limited to the amount, if any, unpaid by the member in respect of membership of this Club as required by Rule 7 of these by-laws.

## **Article 23. Public Officer**

### **SECTION 1. Secretary the Public Officer**

- (a) 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.
- (b) 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.
- (c) 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 in hard copy form.
- (d) For the purposes of Associations Incorporation Act 2009, the Public Officer shall:
  - (i) keep a register in written or electronic form of the members of the Board including the particulars prescribed by section 29,
  - (ii) establish and maintain a register of members of the Club (whether in written or electronic form) specifying the name and postal, residential or email address together with the date on which they became a member;
  - (iii) keep the registers at his or her residential address,
  - (iii) if the Club has ceased to exist, keep the registers for a period of 5 years after the Club has ceased to exist,
  - (iv) make available a current hard copy of the registers to be inspected by any person without payment of any fee, at all reasonable hours,
  - (v) lodge documents with the Commissioner for Fair Trading as required by section 45 in consultation with the Board and Treasurer.

## **Article 24 Child Protection (Working with Children Act) 2012**

**Section 1** – The Club shall comply with such of the provisions of the Child Protection (Working with Children Act) 2012 and the regulations thereunder as are applicable to it.

Section 2 – Every Member should obtain a “Working With Children Check Clearance” in accordance with the Child Protection (Working with Children) Act 2012. If a Member does not obtain such a Clearance, they must not have any contact with children in the course of their membership activities of the Club.

## **Article 25 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

## **BY-LAWS OF THE ROTARY CLUB OF MOSMAN**

- 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; or
- c. payment pursuant to a contract authorized by the Board in the absence of the Board member.

**Section 4** - 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 any Rotary Club to which any property is given or transferred shall be the holder of a fundraising authority under the Charitable Fundraising Act, 1991.

### **Article 26. Custody and Inspection of Books**

#### **SECTION 1. Control of Records**

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

#### **SECTION 2. Books Open for Inspection**

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

### **Article 27. Insurance**

#### **SECTION 1. Association Insurances**

**The Club shall effect and maintain such insurance as may be required pursuant to Section 44 of the Associations Incorporation Act 1984.**

#### **SECTION 2. Additional Insurances**

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

### **Article 28. Amendments**

**Section 1** - These By-Laws may be amended by a special resolution.

**Section 2** - No amendment or addition to these by-laws 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 by-laws or the Standard Rotary Constitution will be advised by the Secretary to the Commissioner of Fair Trading within 1 month pursuant to section 10 of the Associations Incorporation Act 2009.

### **Article 29   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.

FORM OF PROXY

I, .....

being a member of the Rotary Club of Mosman Inc.

hereby appoint.....  
(Full Name of Proxy).

being a member of that incorporated association, as my proxy to vote for me on my behalf

at the general meeting of the association to be held on

the.....day of..... 20        and

at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of/against (delete as appropriate) the  
resolution (Insert detail)

\* To be inserted if desired.

(Signature of member appointing proxy)

(Date)