

ROTARY CLUB OF WENDOUREE INCORPORATED: STATEMENT OF RULES

ASSOCIATIONS INCORPORATION ACT 1981

1. The name of the incorporated association is ROTARY CLUB OF WENDOUREE INCORPORATED.
(in these rules called "the Club") No A0018593L

INTERPRETATION

2. (1) In these rules, unless the contrary intention appears:
"Board" means the Board of Directors of the Club;
"Financial year" means the year ending on 30th June.
"General Meeting" means a general meeting of members convened in accordance with Rule 8.
"Member" means a member of the Club.
"Ordinary Member of the Board" means a member of the Board who is not an officer of the Club under Rule 10.
"The Act" means the Associations Incorporation Act 1981.
"The Regulations" means regulations under the Act.
- (2) In these Rules, a reference to the Secretary of a Club is a reference:
(a) where a person holds office under these Rules as Secretary of the Club to that person; and
(b) in any case, to the public officer of the Club.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act in force from time to time.
- (4) In so far as the provisions of the law of the State of Victoria under which this Corporation is incorporated shall permit this Corporation shall be subject to the jurisdiction of Rotary International

This Corporation shall have the authority to adopt such by-laws as may be consistent with the law of the State of Victoria under which this Corporation is incorporated.

APPLICATION FOR MEMBERSHIP

3. Membership shall be only available to persons over the age of eighteen. Method of electing members is as set out in the Club Constitution and by-laws.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4. (1) Each new member shall be liable to payment of entrance fees as determined by the Club Board of Directors from time to time.
- (2) Each member shall be liable to payment of an Annual Subscription as determined by the Club Board of Directors from time to time.

REGISTER OF MEMBERS

5. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

RESIGNATION AND EXPULSION OF MEMBERS

6. (1) Automatic Termination of Membership
The membership of a member ceasing to have the qualifications for membership as set out in the Club Constitution and By-Laws shall automatically terminate.
- (2) Termination - Non Payment of Dues
Any member failing to pay his dues within thirty (30) days after the prescribed time shall be notified in writing by the Secretary at his last known address. If the dues are not paid on or before ten (10) days from the date of notification said membership shall automatically terminate.

Such former member, at the discretion of the board, may be reinstated to membership upon his petition, and upon payment of all his indebtedness to the Club, provided that no former member can be reinstated to active membership if his former classification has been filled.

- (3) Termination - Non Attendance
(i) The membership of any member other than an honorary member absent from four consecutive regular general meetings of the Club shall automatically terminate unless such absence is made up in accordance with the Club's constitution.

(ii) Any member who is not excused from attendance or whose attendance is less than sixty per centum. (60%) during the first or second six months of the Club's fiscal year shall automatically terminate unless excused by the board for good and sufficient reason.

(4) Termination For Other Causes

(a) The membership of any member may be terminated by the board on the votes of not less than two thirds of the members thereof, at a meeting called for that purpose in the following circumstances:

(i) That member shall have ceased to have the qualifications for membership in this Club.

(ii) For a reason which the board deems sufficient provided that in either case the member shall be given at least ten (10) days notice in writing of such pending action and an opportunity to submit to the board a written answer. He shall also have the privilege of appearing before the board to state his case. Service of such notice shall be made by personal delivery or by registered letter to his last known address.

(b) In the case of a decision to terminate membership the secretary shall, within seven (7) days after the date of the board's decision notify the member in writing of the decision of the board. Such member may within fourteen (14) days after the date of such notice, give written notice to the secretary of his intention either to appeal to the Club or to arbitrate as hereinafter set out. In the event he appeals, the board shall set a date for the hearing of the appeal at a regular general meeting of the club to be held within twenty-one (21) days after the receipt of such written notice of appeal. At least five (5) days notice of such Club meeting and its special business shall be given in writing to every member of the club, and only members of the Club shall be permitted to be present when such appeal is considered at such meeting.

On such appeal the decision of the board shall be reversed only by a two thirds vote of the members present, a quorum being present.

(c) The action of the board shall be final if no appeal to the Club is taken and no arbitration is requested. If an appeal is taken, the action of the Club shall be final.

(d) Should any dispute arise between any member or members, or a former member or members, and the Club, or any officer or the board of the Club, relative to membership or to any alleged breach of the constitution or by-laws, or the expulsion of any member from the Club, or on any account whatsoever which cannot be satisfactorily settled under the procedure already provided for such purpose, the matter in difference shall be settled by arbitration. Each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only members of a Rotary Club may be appointed as umpire or as arbitrators. The decision arrived at by the arbitrators, or, in the event of their disagreement, by the umpire, shall be final and binding on all parties.

(e) Resignation

The resignation of any member from this Club shall be in writing (addressed to the president or secretary) and shall be accepted by the board, provided that all indebtedness of said member to the Club has been paid.

(f) Other than termination of membership as set out in this rule the Club shall have no power to discipline its members.

ANNUAL GENERAL MEETING

7. (1) The annual general meeting shall be held not later than the thirty-first day of December in each year at which time the election of officers and directors to serve for the ensuing year shall take place.
- (2) One-third of the membership shall constitute a quorum.
- (3) The business of this Club shall be transacted by viva voce vote except the election of officers and directors which shall be by Ballot.
- (4) The annual general meeting may transact special business of which seven (7) days notice has been given.
- (5) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

NOTICE OF GENERAL MEETING

8. (1) A general meeting of the Club shall be held each week.
- (2) Due notice to any changes in -the regular meeting shall be given to all members of the Club.
- (3) One third of the membership shall constitute a quorum.
- (4) No resolution or motion to commit this Club or any matter shall be considered by the Club until it has been considered by the board. Such resolutions or motions if offered at a Club meeting shall be referred to the board without discussion.
- (5) Order of business -
- Meeting called to order
 - Introduction of visiting Rotarians
 - Correspondence and announcements
 - Committee reports if any
 - Any unfinished business
 - Address or other program feature
 - Adjournment
- (6) (i) Upon any question arising at a general meeting of the Club a member has one vote only.
- (ii) All votes shall be given personally and no member shall be entitled to vote at any general meeting by means of a proxy vote.
- (iii) In the case of an equality of voting on a question the president is entitled to exercise a second or casting vote.

BOARD OF DIRECTORS MEETING

9. (1) The governing body of this Club shall be the board of directors, consisting of nine members of this Club, namely four directors, elected in accordance with Club by-laws, the president, vice president, secretary, treasurer, and the immediate past president.
Powers, duties, term of office and filling of vacancies are as set out in Rule 11 hereafter and in the Club Constitution and by-laws and the Board shall manage the Club in accordance with these rules.
- (2) At a regular meeting one month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the Club for president, vice-president, secretary, treasurer and four members of the board of directors. The nominations may be presented by a nominating committee or by members from the floor by either or by both, as the Club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the club may determine. The nominations duly made shall be placed on a ballot paper in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for president, vice president, secretary and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The four candidates for director receiving a majority of the votes shall be declared elected as directors.
- (3) Regular meetings of the board shall be held on the fourth Monday 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, after giving two days notice. A majority of the board members shall constitute a quorum of the board.

DUTIES OF OFFICERS AND MEETING PROCEEDINGS

10. (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 pertain to his office.
- 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 his office.
- Secretary
It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, record and preserve the minutes of such meetings, make the required reports to Rotary International on January 1st and July 1st each year, the report of changes in membership, which shall be made to the general secretary of Rotary International, the monthly report of attendance at the Club meetings which shall be made to the district governor immediately following the last meeting of the month, arrange distribution of Rotary periodicals and other literature, and perform such other duties as usually pertain to his office.

Treasurer

It shall be the duty of the treasurer to have custody of all funds, accounting for same to the Club annually and at any other time upon demand by the board and to perform such other duties as pertain to his office. Upon his retirement from office he shall turn over to his successor or to the president all funds, books of accounts, or any other Club property in his possession. The books of accounts shall be available for inspection by members.

Sergeant-at-arms

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

A vacancy in the board of directors or any office shall be filled in accordance with resolutions passed by the board at a duly constituted meeting.

- (2) For the purposes of these rules, the office of an officer of the Club or any ordinary member of the board becomes vacant if the officer or member:
 - (a) ceases to be a member of the Club
 - (b) becomes insolvent
 - (c) resigns his office by notice in writing given to the secretary
 - (d) or the office is declared vacant by the board.

SEAL

11. (1) The Common Seal of the Club shall be kept in the custody of the secretary.
- (2) 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 signatures either of two members of the board or of one member of the board and of the Public Officer of the Club.

ALTERATIONS OF RULES AND STATEMENT OF PURPOSES

12. These rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act and further shall not be altered in any way unless three months prior notice has been given to the District Governor of Rotary District 9780 of the proposed amendment and prior to such amendment being made the Secretary of the Club shall have received a direction signed by the District Governor of Rotary District 9780 that the proposed amendment is not contrary to the provisions of the Constitution of Rotary or any by-laws or regulations.

NOTICES

13. (1) A notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the member at his address shown in the Register of Members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

WINDING UP OR CANCELLATION

14. In the event of the winding up or the cancellation of the incorporation of the Club, the assets of the Association shall be disposed of in accordance with the provisions of the Act.

CUSTODY OF RECORDS

15. Except as otherwise provided in these Rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Club.

SOURCES OF FUNDS AND MANAGEMENT

16. (1) The treasurer shall deposit all funds of the Club in a financial institution approved by the board.
- (2) All accounts shall be paid only by cheques signed by any two of the president, secretary or treasurer. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the Club's financial transactions.
- (3) Officers having control or charge of funds shall give such bonds as may be required by the board for the safe custody of the funds of the Club, and cost of such bonds shall be borne by the Club.
- (4) The fiscal year of this Club shall extend from July 1st to June 30th and for the collection of member's dues shall be divided into two half-yearly periods extending from July 1st to December 31st, and from January 1st to June 30th. The

payment of per capita dues and magazine subscriptions to Rotary International shall be made on July 1st and January 1st each year on the basis of the membership of the Club on those dates.

(5) 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 upon being agreed to by the board, shall stand as the limit of expenditure for the respective purposes unless otherwise ordered by resolution of the board.

(6) The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such other sources as the board of directors may determine.

ASSOCIATIONS INCORPORATION ACT 1981

SECTION 5(b)

STATEMENT OF PURPOSES

1. The name of the proposed association is ROTARY CLUB OF WENDOUREE incorporated.
2. The purposes for which the proposed incorporated association is established are:
 - (a) To encourage and foster the ideal of service as a basis of worthy enterprise and in particular to encourage and foster:-
 - (i) the development of acquaintance as an opportunity for service;
 - (ii) high ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying by each Rotarian of his occupation as an opportunity to service society;
 - (iii) the application of the ideal of service by every Rotarian to his personal, business and community life; (iv) the advancement of international understanding, good will and peace through a world fellowship of business and professional men united in the ideal of service.
 - (b) To conduct functions and raise any funds necessary to carry out any of the purposes set out above.
3. Solely for the purpose of furthering the purposes set out above the Association shall have the power:
 - (a) to take over the funds and other assets and the liabilities of the present unincorporated association known as THE ROTARY CLUB OF WENDOUREE;
 - (b) to indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise;
 - (c) to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
 - (d) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association:- provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
 - (e) to enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - (f) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
 - (g) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance. development, working, management, carrying out, alteration or control thereof;
 - (h) to invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
 - (i) to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;

(j) to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;

(k) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;

(l) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

(m) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the Association;

(n) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property or whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;

(o) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso of paragraph 3(e);

(p) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;

(q) to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

(r) to make donations for patriotic, charitable or community purposes;

(s) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.