

# **McKEAN & PARK**

LAWYERS

G.P.O. Box 38A, Melbourne 3001  
405 Little Bourke Street, Melbourne  
DX 400, Melbourne



TEL (03) 9670 8822  
FAX (03) 9602 5037  
Printed: 20/03/2008

**BYLAWS**

**OF**

**ROTARY CLUB**

**OF**

**UNLEY**

**INCORPORATED**

# BY LAWS OF ROTARY CLUB OF UNLEY INCORPORATED

## INTRODUCTION TO BYLAWS

---

This Introduction does not form part of the Bylaws.

Through its 2007 Bylaws R I has signalled its desire to keep Rotary documents brief, clear and easy to understand. This is an integral part of R I's Club Leadership Plan.

The attached version of the Bylaws, designed for clubs that are incorporated under a State or Territory *Associations Incorporation Act* adopts the 2007 Bylaws with few alterations other than the placing of some of those bylaws in this Club's Rules & Constitution in order to comply with the requirements of that Act.

Readers will find the 2007 Bylaws less prescriptive than previous recommended club Bylaws.

This applies particularly in respect of the committees each club appoints to assist the Board of Directors. Apart from five specified standing committees which are provided for in the 2007 Bylaws and in this version as well, different clubs will appoint different committees to meet their particular needs. For that reason neither the 2007 Bylaws nor this version of it attempt to make provision for specific committees or to provide for their appointment, constitution or operation with the exception of the standing committees referred to and a Nominating Committee which is provided for in this version.

The Board of Directors has the power, however to appoint whatever committees are needed and to identify the tasks allocated to them.

Please read the notes at the foot of Article 9 and at the conclusion of these Bylaws for further information.

# INDEX

---

Article 1 – Definitions .....	1
Article 1A – Further Definitions .....	1
Article 2 - Board .....	1
Article 3 – Election of Directors and Officers .....	2
Section 1 .....	2
Transferred to Article 10A section 1 of the Rules & Constitution of this Club .....	2
Section 2 .....	2
Transferred to Article 10A section 2 of the Rules & Constitution of this Club .....	2
Section 3 .....	2
Transferred to Article 10A section 3 of the Rules & Constitution of this Club .....	2
Section 4 .....	2
Transferred to Article 10A section 4 of the Rules & Constitution of this Club .....	2
Section 5 – Nominating Committee .....	2
(a) Function of Nominating Committee .....	2
(b) Members of Nominating Committee .....	2
(c) Term of Nominating Committee .....	2
(d) Chair .....	2
(e) Meeting of Nominating Committee .....	2
(f) Recommendations of Nominating Committee .....	2
(g) Criteria of Recommendations .....	3
(h) Nominations .....	3
(i) Other Nominations .....	3
Article 4 – Duties of Officers .....	3
Section 1 – President – .....	3
Transferred to Article 10C section 1 Rules & Constitution of this Club .....	3
Section 2 – President-elect .....	3
Transferred to Article 10C section 2 Rules & Constitution of this Club .....	3
Section 3 - Vice-President .....	3
Transferred to Article 10C section 3 Rules & Constitution of this Club .....	3
Section 4 - Secretary .....	3
Transferred to Article 10C section 4 Rules & Constitution of this Club .....	3
Section 5 - Treasurer .....	3
Transferred to Article 10C section 5 Rules & Constitution of this Club .....	3
Section 6 - Sergeant-at-Arms .....	3
Article 5 – Meetings .....	3
Section 1 - Annual meeting .....	3
Transferred to Article 6 section 2 of the Rules & Constitution of this Club .....	3
Section 2 – Regular meeting .....	3
Section 3 .....	4
Transferred to Article 6A section 2 of the Rules & Constitution of this Club .....	4
Section 4 .....	4
Transferred to Article 10B section 2 of the Rules & Constitution of this Club .....	4
Section 5 .....	4
Transferred to Article 10B section 5 of the Rules & Constitution of this Club .....	4
Article 6 – Fees and Dues .....	4
Section 1 .....	4
Transferred to Article 11A section 1 of the Rules & Constitution of this Club .....	4
Section 2 .....	4
Transferred to Article 11A section 2 of the Rules & Constitution of this Club .....	4
Article 7 – Method of Voting .....	5
Transferred to Article 6A section 7 Rules & Constitution of this Club .....	5

# INDEX

---

Article 8 – Four Avenues of Service.....	5
Article 9 – Committees .....	5
Section 1 – Appointment of Committees .....	5
Section 2 – Standing Committees .....	5
(a) Membership .....	5
(b) Club Public Relations .....	5
(c) Club Administration .....	5
(d) Service Projects .....	5
(e) The Rotary Foundation.....	5
Section 3 – Operation of Committees.....	5
(a) Status of the president.....	5
(b) The Business of a Committee.....	6
(c) Role of the Chair. ....	6
Article 10 Duties of Committees .....	6
Article 11 Leave of Absence.....	6
Article 12 – Finances.....	6
Section 1 .....	6
Transfer to Article 11B section 1 Rules & Constitution of this Club.....	6
Section 2.....	6
Transfer to Article 11B section 2 Rules & Constitution of this Club.....	6
Section 3.....	6
Transfer to Article 11B section 3 Rules & Constitution of this Club.....	6
Section 4.....	7
Transfer to Article 11B section 4 Rules & Constitution of this Club.....	7
Section 5.....	7
Transfer to Article 11B section 5 Rules & Constitution of this Club.....	7
Section 6.....	7
Transfer to Article 11A section 2 Rules & Constitution of this Club.....	7
Article 13 Method of Electing Members .....	7
Section 1 .....	7
Transferred to Article 7A section 1 Rules & Constitution of this Club.....	7
Section 2.....	7
Transferred to Article 7A section 2 Rules & Constitution of this Club.....	7
Section 3.....	7
Transferred to Article 7A section 3 Rules & Constitution of this Club.....	7
Section 4.....	7
Transferred to Article 7A section 4 Rules & Constitution of this Club.....	7
Section 5.....	7
Transferred to Article 7A section 5 Rules & Constitution of this Club.....	7
Section 6.....	7
Transferred to Article 7A section 6 Rules & Constitution of this Club.....	7
Section 7.....	7
Transferred to Article 7A section 7 Rules & Constitution of this Club.....	7
Article 14 Resolutions.....	7
Article 15 Order of Business.....	7
Article 16 Amendments .....	8
(a) Amending these Bylaws .....	8
(b) Requirements of the Act.....	8

## McKEAN & PARK LAWYERS

405 Little Bourke Street  
Melbourne Australia  
**Postal Address –**  
GPO Box 38A  
Melbourne Vic 3001



**Tel** (03) 9670 8822  
ross.blair@mckeanpark.com.au  
**Fax** (03) 9602 5037  
**DX** 400 Melbourne  
**Ref** Mr R Blair:JVB  
71776

---

# BYLAWS OF ROTARY CLUB OF UNLEY INCORPORATED<sup>1</sup>

## ARTICLE 1 – DEFINITIONS

As used in these Bylaws, unless the context otherwise clearly requires, the words in this Article shall have the following meanings:

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. RI: Rotary International.
5. Year: The twelve-month period that begins on 1 July.

## ARTICLE 1A – FURTHER DEFINITIONS

As used in these Bylaws, unless the context otherwise clearly requires, the words in this Article shall have the following meanings:

1. Financial Year: a Year.
2. General Meeting: a General Meeting of the members held in accordance with Articles 6 and 6A of the Rules.
3. Ordinary Member of the Board: a member of the Board other than an Officer of the Club under Article 10 of the Rules.
4. The Act: The Associations Incorporation Act of the State.
5. The Regulations: the Regulations made under the Act.
6. This Constitution: those Articles of the Rules and Constitution of this Club marked with an asterisk (\*) immediately before the word 'ARTICLE'.
7. Secretary:
  - (a) the person holding office under these Rules as secretary of the Club; or
  - (b) if no such person exists, the public officer of the Club until a secretary is appointed under these Rules.
8. Rules: The Rules and Constitution of this Club as amended from time to time.
9. Chair: the Chairperson.
10. RI Official Magazine: The Rotarian or Rotary Down Under.
11. State: the State or Territory in which the Club is incorporated.

## ARTICLE 2 - BOARD

The governing body of this Club shall be the Board consisting of such number of members of this Club as is provided for in accordance with Article 10A Section 1 of the Rules and Constitution of this Club namely that number of directors who are elected in accordance with Article 10A Section 1 and the president, vice-president, president-



elect (or president-nominee, if no successor has been elected), secretary, treasurer, and the immediate past president.

## **ARTICLE 3 – ELECTION OF DIRECTORS AND OFFICERS**

### **Section 1**

Transferred to Article 10A section 1 of the Rules & Constitution of this Club

### **Section 2**

Transferred to Article 10A section 2 of the Rules & Constitution of this Club

### **Section 3**

Transferred to Article 10A section 3 of the Rules & Constitution of this Club

### **Section 4**

Transferred to Article 10A section 4 of the Rules & Constitution of this Club

### **Section 5 – Nominating Committee**

If a Nominating Committee is established by this Club the following provisions apply to its constitution and operation.

- (a) **Function of Nominating Committee.**  
The Nominating Committee's function is to recommend the nomination of a member to fill the position of each of the Officers of this Club (excluding the Sergeant-at-Arms) required to be filled at the meeting specified in Article 10A section 1 of the Rules & Constitution.
- (b) **Members of Nominating Committee.**  
The Nominating Committee will comprise such number of members as the Board determines from time to time who are either appointed by the Board or elected by the members. The president will appoint a member of reasonably long standing to fill any vacancy.
- (c) **Term of Nominating Committee.**  
The Nominating Committee shall serve until the appointment of the next Nominating Committee.
- (d) **Chair.**  
The Nominating Committee will appoint a chair at its first meeting and all decisions of the Committee shall be by majority vote.
- (e) **Meeting of Nominating Committee.**  
The Nominating Committee will meet not later than three (3) weeks before the meeting specified in Article 10A section 1 of the Rules & Constitution. (7 weeks before the AGM)
- (f) **Recommendations of Nominating Committee.**  
Prior to the meeting specified in Article 10A section 1 of the Rules & Constitution the Nominating Committee shall advise the president in writing of its recommendations and the president shall cause those recommendations to be published to the members before the commencement of that meeting. (4 weeks before the AGM)



- (g) **Criteria of Recommendations.**  
In respect of each office for which its recommendation is required the Nominating Committee shall recommend that member it considers to be most suitable to hold that office who is willing to accept nomination.
- (h) **Nominations.**  
Every nomination for any position referred to in this Section must be in writing signed by the nominator and another member and carry an acceptance of that nomination signed by the member nominated. All nominations must be handed to the secretary before the conclusion of the meeting specified in Article 10A section 1 of the Rules & Constitution unless that time is extended by the Board. The Nominating Committee must ensure the nomination of every member recommended by it and the delivery of that nomination to the secretary within that time.
- (i) **Other Nominations.**  
Notwithstanding the nomination of any member recommended by the Nominating Committee any member of the Club may nominate a member or members for election to the same office.

## **ARTICLE 4 – DUTIES OF OFFICERS**

### **Section 1 – President –**

Transferred to Article 10C section 1 Rules & Constitution of this Club.

### **Section 2 – President-elect.**

Transferred to Article 10C section 2 Rules & Constitution of this Club.

### **Section 3 - Vice-President.**

Transferred to Article 10C section 3 Rules & Constitution of this Club.

### **Section 4 - Secretary.**

Transferred to Article 10C section 4 Rules & Constitution of this Club.

### **Section 5 - Treasurer.**

Transferred to Article 10C section 5 Rules & Constitution of this Club.

### **Section 6 - 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 5 – MEETINGS**

### **Section 1 - Annual meeting**

Transferred to Article 6 section 2 of the Rules & Constitution of this Club

### **Section 2 – Regular meeting**

The regular weekly meetings of this Club shall be held on Tuesdays at 6.30 pm at 181 Goodwood Road, Millswood South Australia 5034. Due notice of any changes in or cancelling of the regular meeting shall be given to all



members of the Club. All members excepting an honorary member (or member excused pursuant to article 9, sections 3 and 4 of the Rules and Constitution of this Club) 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's being present for at least sixty (60) percent of the time devoted to the regular meeting, either at this Club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, Article 9, sections 1 and 2 of the Rules and Constitution of this Club.

### **Section 3**

Transferred to Article 6A section 2 of the Rules & Constitution of this Club

### **Section 4**

Transferred to Article 10B section 2 of the Rules & Constitution of this Club

### **Section 5**

Transferred to Article 10B section 5 of the Rules & Constitution of this Club

### **Section 6**

- (a) A Club Assembly will be held as soon as practicable in each year before the end of August at which:
  - (I) Chairpersons of the principal Committees shall report to members details of their Committee plans for the ensuing year.
  - (II) The Treasurer for the preceding year shall present the financial statements covering the preceding year.
- (b) A Club Assembly shall be held as soon as practicable in each year in January at which:
  - (I) The Chairpersons of the principal Committees shall report to members details of progress made during the first half of the year by their Committees and details of these Committees' plans for the balance of the year.
  - (II) The Treasurer shall submit an unaudited financial statement covering results for the preceding six months.
- (c) Additional Club Assemblies may be held at the discretion of the Board to discuss any matter of interest to the Club.
- (d) Resolutions passed at Club Assemblies or regular meetings shall be in the form of recommendations to the Board which will take these recommendations into account when making a decision on the matter.

## **ARTICLE 6 – FEES AND DUES**

### **Section 1**

Transferred to Article 11A section 1 of the Rules & Constitution of this Club

### **Section 2**

Transferred to Article 11A section 2 of the Rules & Constitution of this Club





---

## ARTICLE 7 – METHOD OF VOTING

Transferred to Article 6A section 7 Rules & Constitution of this Club.

## ARTICLE 8 – FOUR AVENUES OF SERVICE

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

## ARTICLE 9 – 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 four Avenues of Service. The president-elect, president and immediate past president should work together to ensure continuity of leadership and succession planning. When feasible, committee members should be appointed to the same committee for three years to ensure consistency. The president-elect is responsible for appointing committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of the year in office. It is recommended that the chair have previous experience as a member of the committee.

### Section 2 – Standing Committees

Standing committees should be appointed as follows:

- (a) Membership  
This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- (b) Club Public Relations  
This committee should develop and implement plans to provide the public with information about Rotary and to promote the Club's service projects and activities.
- (c) Club Administration  
This committee should conduct activities associated with the effective operation of the Club.
- (d) Service Projects  
This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community and communities in other countries.
- (e) The Rotary Foundation  
This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.

Additional standing and non-standing committees may be appointed as needed.

### Section 3 – Operation of Committees

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



(g) The Business of a Committee.

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.

(h) Role of the Chair.

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.

---

***(Note: The above committee structure is in harmony with both the District Leadership Plan and the Club Leadership Plan. Clubs have the discretion to create any committees that are required to effectively meet its service and fellowship needs. A sample listing of such optional committees is found in the club committee manual. A club may develop a different committee structure as needed.)***

## ARTICLE 10 DUTIES OF COMMITTEES

The duties of all committees shall be established and reviewed by the president for his or her year. In declaring the duties of each, the president shall make reference to appropriate RI materials. The service project committee will consider vocational service, community service and international service avenues when developing plans for the year.

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

## 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 this Club for a specified length of time.

---

***(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give this 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 Rules and Constitution of this Club is not computed in the attendance record of the Club.)***

## ARTICLE 12 – FINANCES

### Section 1

Transfer to Article 11B section 1 Rules & Constitution of this Club.

### Section 2

Transfer to Article 11B section 2 Rules & Constitution of this Club.

### Section 3

Transfer to Article 11B section 3 Rules & Constitution of this Club.

**Section 4**

Transfer to Article 11B section 4 Rules & Constitution of this Club.

**Section 5**

Transfer to Article 11B section 5 Rules & Constitution of this Club.

**Section 6**

Transfer to Article 11A section 2 Rules & Constitution of this Club.

**ARTICLE 13 METHOD OF ELECTING MEMBERS****Section 1**

Transferred to Article 7A section 1 Rules & Constitution of this Club.

**Section 2**

Transferred to Article 7A section 2 Rules & Constitution of this Club.

**Section 3**

Transferred to Article 7A section 3 Rules & Constitution of this Club.

**Section 4**

Transferred to Article 7A section 4 Rules & Constitution of this Club.

**Section 5**

Transferred to Article 7A section 5 Rules & Constitution of this Club.

**Section 6**

Transferred to Article 7A section 6 Rules & Constitution of this Club.

**Section 7**

Transferred to Article 7A section 7 Rules & Constitution of this Club.

**ARTICLE 14 RESOLUTIONS**

Transferred to Article 6A section 8 Rules & Constitution of this Club.

**ARTICLE 15 ORDER OF BUSINESS**

Meeting called to order.

Introduction of visitors.

Correspondence, announcements and Rotary Information.



Committee reports if any.  
Any unfinished business.  
Any new business.  
Address or other program features.  
Adjournment.

## ARTICLE 16 AMENDMENTS

(a) Amending these Bylaws

These Bylaws may be amended in accordance with the provisions of the Act, at any regular meeting of the Club, a quorum being present, by the affirmative vote of not less than two thirds (or such other fraction as is specified by the Act) of all voting members present and voting (whichever such fraction is the greater), provided that notice of such proposed amendment shall have been mailed to each member at least twenty one (21) days before such meeting. No amendment or addition to these Bylaws can be made which is not in harmony with the Rules and Constitution of this Club and with the constitution and bylaws of RI.

(b) Requirements of the Act

If so provided by the Act no amendment of these Bylaws has any force or effect until approved or otherwise accepted by the office-holder provided for that purpose under the provisions of the Act.

---

<sup>1</sup> **NOTE: These Bylaws are recommended only and may be changed by any Rotary Club to meet its own conditions, provided such changes are not out of harmony with the club Rules & Constitution and with the constitution and bylaws of Rotary International. If any doubt exists, the proposed changes should be submitted to the general secretary for the consideration of the board of directors of Rotary International. For the most up-to-date version of the recommended club bylaws, please see the Rotary International Web site.**