



**THE ROTARY CLUB  
OF REDCLIFFE CITY INC**

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**THE  
CONSTITUTION**

Approved by the Club Members at a Special General  
Meeting of the Club on 11<sup>th</sup> August 2009

Registered with the Office of Fair Trading on the 22<sup>nd</sup>  
September 2009

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Produced specifically for a Rotary Club in the State of Queensland incorporated under the Queensland Associations Incorporation Act 1981.

Refer Pages 19 and 20 for clause references for compliance with the Queensland Model Rules for an Incorporated Association and Rotary International standard Club Constitution and By-laws

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## PART A THE CLUB

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### 1 NAME AND LOCALITY OF THE CLUB

- a The name of the incorporated association is the Rotary Club of Redcliffe City Inc..
- b The Club is a Charter Member of Rotary International.
- c The geographic area for the Club is within the boundaries of Redcliffe City, Queensland, Australia,

### 2 DEFINITIONS

The following words have the following meanings ascribed to them:

- “the Act”** the *Queensland Associations Incorporation Act 1981*
- “Club”** means “The Rotary Club of Redcliffe City Inc.;
- “Board”** means the Board of directors, referred to in the Act as the “management committee”;
- “Constitution”** means this constitution, referred to in the Act as “the rules”;
- “Director”** means a Member of the Board;
- “Member”** means a Member of the Club, other than an Honorary Member.
- “recommended Rotary Club by-laws”** by-laws recommended by Rotary International for a Rotary Club
- “Rotary International”** the international association of Rotary Clubs of which the Club is a chartered member
- “standard Rotary Club constitution”** means the constitution by Rotary International for a Rotary Club
- “Year”** means the twelve-month period that begins on 1 July, each year, concluding 30 June.

### 3 OBJECT

The Club is a not-for-profit incorporated association established under the Act to be a Rotary Club as prescribed from time to time by Rotary International.

The Club exists to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- a *First.* The development of acquaintance as an opportunity for service;
- b *Second.* High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- c *Third.* The application of the ideal of service in each Rotarian's personal, business, and community life;
- d *Fourth.* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

### 4 FOUR AVENUES OF SERVICE

Rotary's Four Avenues of Service are the philosophical and practical framework for the work of this Rotary Club and the will be active in each of the four Avenues of Service.

- a. Club Service, the First Avenue of Service, involves action a Member should take within the Club to help it function successfully.
- b. Vocational Service, the Second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles.

- c. Community Service, the Third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within the Club's locality or municipality.
- d. International Service, the Fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all Club activities and projects designed to help people in other lands.

## 5 POWERS

- a. The Club has, in the exercise of its affairs and for the purpose of achieving the objects, all the powers of an individual.
- b. The Club may, for example:
  - i. enter into contracts; and
  - ii. acquire, hold, deal with and dispose of property; and
  - iii. engage personnel; and
  - iv. make charges for services and facilities it supplies; and
  - v. do other things necessary or convenient to be done in carrying out its affairs.

## 6 CLUB MEETINGS

- a. The Club shall hold a regular meeting once each week on the day and at the time provided in the By-laws.
- b. The Board may change a regular meeting, for a good cause, to any day during the period commencing with the day following the preceding regular meeting and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.
- c. The Board may cancel a regular meeting if it falls on a public holiday, or in case of the death of a Member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community that endangers the lives of Members. The Board may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that the Club does not fail to meet for more than three consecutive meetings.

## 7 AFFILIATIONS

- a. The Club shall not affiliate with any organisation outside Rotary International.
- b. The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to Members and shall be proper subjects of fair and informed study and discussion at a Club Meeting for the enlightenment of Members in forming their individual opinions. The Club shall not express an opinion on any pending public measure.
- c. The Club shall not endorse or recommend any candidate for public office and shall not discuss at any Club meeting the merits or demerits of any such candidate.
- d. The Club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.
- e. The Club shall not direct appeals to Clubs, peoples, or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.
- f. The week of the anniversary of Rotary's founding (23 February) shall be known as World Understanding and Peace Week. During this week, the Club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding, and goodwill in the community and throughout the world.

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## **PART B THE MEMBERS**

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### **8 QUALIFICATIONS OF MEMBERS**

- a. The Club shall comprise only members who are properly qualified adult persons of good character and good business, professional and/or community reputation.
- b. The Club has two kinds of membership, namely, active and honorary.
- c. A qualified person shall be nominated for membership and be elected by the Board to be a Member of the Club as prescribed in Clause 16.
- d. The number of active members in the Club is unlimited; while the number of honorary members is limited to 10 at any time.
- e. Persons elected or appointed to public office for a specified time shall not be eligible to active membership in the Club under the classification of such office.
- f. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.
- g. The Club may retain in its membership any Member employed by Rotary International.
- h. A person shall only remain a Member of the Club while she or he is a Member of the Club.

### **9 ACTIVE MEMBERS**

- a. A qualified person may be elected to active membership in the Club.
- b. A Member may propose to active membership a transferring Member or former Member of a Club, if the proposed Member is terminating or has terminated such membership in the former Club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former Club or the surrounding area.
- c. The former Club may also propose the transferring or former Member of a Club being proposed to active membership under this section.
- d. The classification of a transferring or former Member of a Club shall not preclude election to active membership even if the election results in Club membership temporarily exceeding the classification limits.
- e. No person shall simultaneously hold active membership in this and another Club. No person shall simultaneously be a Member and an honorary Member in the Club. No person shall simultaneously hold active membership in the Club and membership in a Rotaract Club.

### **10 HONORARY MEMBERS**

- a. Persons who are not Rotarians and who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their permanent support of Rotary's cause may be elected to honorary membership in the Club. The term of such membership shall be as for one year at a time but is renewable for successive terms.
- b. Persons may hold honorary membership in more than one Club.
- c. The Board may revoke an honorary membership at any time.
- d. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in the Club.
- e. Honorary members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of the Club.
- f. No honorary Member of the Club is entitled to any Rotary International rights and privileges in any other Club, except for the right to visit other Clubs without being the guest of a Rotarian.

## 11 CLASSIFICATION OF MEMBERS

- a Each Member shall be classified in accordance with the member's business, profession, or type of community service.
- b The classification shall be that which describe the principal and recognized activity of the firm, company, or institution with which the Member is connected or that which describes the member's principal and recognized business or professional activity or that which describes the nature of the member's community service activity.
- c If the circumstances warrant, the Board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the Member and the Member shall be allowed a hearing thereon.
- d The Club shall not elect a person to active membership from a classification if the Club already has five or more members from that classification, unless the Club has more than fifty members, in which case, the Club may elect a person to active membership in a classification so long as it will not result in the classification making up more than ten percent of the Club's active membership. Members who are retired shall not be included in the total number of members in a classification.
- e The classification of a transferring or former Member of a Club, or a Rotary Foundation alumnus as defined by the Board of directors of Rotary International, shall not preclude election to active membership even if the election results in Club membership temporarily exceeding the above limitations.
- f If a Member changes classification, the Club may continue the Member's membership under the new classification notwithstanding these limitations.

## 12 ATTENDANCE BY MEMBERS

- a Each Member should attend the Club's regular meetings. A Member shall be counted as attending a regular meeting if the Member is present for at least sixty percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the Board that such action was reasonable, or makes up for an absence in any of the following ways:
  - i If, within fourteen days before or after the regular time for that meeting, the member attends at least sixty percent of the regular meeting of another Club or of a provisional Club; or
  - ii attends a regular meeting of a Rotaract or Interact Club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact Club, Rotary Community Corps, or Rotary Fellowship; or
  - iii attends a convention of Rotary International, a Council on Legislation, an international assembly, a Rotary Institute, or any other meeting convened with the approval of the Board of Directors of Rotary International or the President of Rotary International acting on behalf of the Board of Directors of Rotary International, a Rotary multi-zone conference, a meeting of a committee of Rotary International, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the Board of directors of Rotary International, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary Clubs; or
  - iv is present at the usual time and place of a regular meeting of another Club for the purpose of attending such meeting, but that Club is not meeting at that time or place; or
  - v attends and participates in a Club service project or a Club-sponsored community event or meeting authorised by the Board; or
  - vi attends a Board meeting or, if authorised by the Board, a meeting of a service committee to which the Member is assigned; or
  - vii participates through a Club web site in an interactive activity requiring an average of 30 minutes of participation; or
  - viii When a Member is outside the member's country of residence for more than fourteen days, the time restriction shall not be imposed so that the Member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the Member's time abroad.
  - ix If, at the time of the meeting, the Member is:
    - A travelling with reasonable directness to or from one of the meetings specified in sub-clause a, above; or

- B serving as an officer or member of a committee of Rotary International, or a trustee of The Rotary Foundation; or
  - C serving as the special representative of the district governor in the formation of a new Club; or
  - D on Rotary business in the employ of Rotary International; or
  - E directly and actively engaged in a district-sponsored or Rotary International, or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
  - F engaged in Rotary business duly authorised by the Board that precludes attendance at the meeting.
- b If a Member will be working on an out-posted assignment for an extended period of time, attendance at the meetings of a designated Club at the site of the assignment will replace attendance at the regular meetings of the Member's Club, provided there is a mutual agreement between the two Clubs.

### 13 LEAVE OF ABSENCE

Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a Member from attending the meetings of the Club for a specified length of time.

### 14 EXCUSED ATTENDANCE

A Member's absence shall be excused if:

- a the absence complies with the conditions and under circumstances approved by the Board. The Board may excuse a Member's absence for reasons that it considers to be good and sufficient; or
- b the aggregate of the Member's years of age and years of membership in one or more Clubs is 85 years or more and the Member has notified the Secretary in writing the Member's desire to be excused from attendance and the Board has approved; or
- c A Member's absence shall be excused if the Member is a current officer of Rotary International.

### 15 MEMBERSHIP FEE

- a Every Member shall pay an admission fee as prescribed in the bylaws before the applicant can qualify to be a Member, and annual dues as determined from time to time by the Board, except that any transferring or former Member of another Club who is accepted into membership of the Club shall not be required to pay a second admission fee.
- b A Rotaractor who ceased to be a member of Rotaract within the preceding two years, who is accepted into membership of the Club, shall not be required to pay an admission fee.
- c The membership dues shall be payable semi-annually on the first days of July and January, or as prescribed in the bylaws, with the understanding that a portion of each semi-annual payment shall be applied to each Member's subscription to the RI official magazine.

### 16 ADMISSION OF MEMBERS

Members shall be admitted to the Club from time to time by the Board on the basis of the qualification prescribed in clause 8.

Members shall be admitted as follows:

- a The name of a prospective member, proposed by an active member of the club, shall be submitted to the Board in writing, through the Secretary. A transferring or former member of another Club may be proposed to active membership by the former Club. The proposal shall be kept confidential except as otherwise provided in this procedure.
- b The Board shall ensure that the proposal meets all the classification and membership requirements of the Constitution.
- c The Board shall approve or disapprove the proposal within thirty days of its submission and shall notify the proposer, through the Secretary, of its decision.

- d. If 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.
- e. If no written objection to the proposal, stating reasons, is received by the Board from any Member (other than honorary) within seven days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.
- f. If any such objection has been filed with the Board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be elected to membership.
- g. Following the election, the President shall arrange for the new Member's induction, membership card, and Rotary literature. In addition, the Secretary will report the new member information to Rotary International and the President will assign a Member to assist with the new Member's assimilation to the Club as well as assign the new Member to a Club project or function.
- h. The Club may elect honorary members proposed by the Board.

## 17 REGISTER OF MEMBERS

- a. The Secretary shall keep a register in which shall be entered the names and residential addresses of all Members, the dates of their admission, resignation, termination or death, contact details, and record of service to the Club and other Rotary organisations.
- b. Particulars shall also be entered into the register of any further particulars the Board may require from time to time.
- c. The register shall be open for inspection at all reasonable times by any Member who previously applies to the Secretary for such inspection.
- d. However, the Secretary may, on the application of a member, withhold information about members (other than the members full name) from the register available for inspection if the Secretary has reasonable grounds for believing the disclosure of the information would put the member at risk of harm
- e. Any Member whose absences are excused under the provisions of clause 14 shall not be included in the membership figure used to compute the Club's attendance.

## 18 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

A Member must not:

- a. use information obtained from the register of members to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
- b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes.

## 19 MEMBERS' COMMITMENTS

- a. Each Member shall, for the duration of membership, subscribe – semi-annually in advance - to the official magazine or to the magazine approved and prescribed for the Club by the Board of directors of Rotary International.
- b. The subscription shall be collected by the Club from each Member and remitted to the Secretariat of Rotary International or to the office of such regional publications as may be determined by the Board of directors of Rotary International.
- c. By payment of an admission fee and dues, a Member accepts the principles of Rotary as expressed in its object and submits to and agrees to comply with and be bound by the Constitution and By-laws of the Club, and on these conditions alone is entitled to the privileges of the Club.
- d. Each Member shall be subject to the terms of the Constitution and By-laws regardless of whether such Member has received copies of them.

## 20 RESIGNATION

- a. The resignation of any Member shall be in writing, addressed to the Secretary.
- b. The Board shall accept the resignation if the Member has no indebtedness to the Club.
- c. The resignation shall take effect at the time such notice is received by the Secretary unless a later date is stated in the notice.

## 21 TEMPORARY SUSPENSION

Notwithstanding any provision of this Constitution, if in the opinion of the Board:

- a. credible accusations have been made that a Member has refused or neglected to comply with this Constitution, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club; and
- b. those accusations, if proved, constitute good cause for terminating the membership of the member; and
- c. it is desirable that no action should be taken in respect of the membership of the Member pending the outcome of a matter or an event that the Board considers should properly occur before such action is taken by the Board; and
- d. that in the best interests of the Club and without any vote being taken as to his or her membership, the Member's membership should be temporarily suspended and the Member should be excluded from attendance at meetings and other activities of the Club and from any office or position the Member holds within the Club. For the purposes of this clause, the Member shall be excused from fulfilling attendance responsibilities;

- then, the Board may, by a vote of not less than three-quarters of the Board, temporarily suspend the Member as aforesaid for such period and on such further conditions as the Board determines, albeit for a period no longer than is reasonably necessary in all the circumstances.

## 22 TERMINATION OF MEMBERSHIP

- a. Membership shall continue during the existence of the Club unless terminated as hereinafter provided.
- b. Membership shall automatically terminate when a Member no longer meets the membership qualifications, except that:
  - i. the Board may grant a Member moving from the locality of the Club or the surrounding area a special leave of absence not to exceed six months to enable the Member to visit and become known to a Rotary Club in the new community if the Member continues to meet all conditions of Club membership;
  - ii. the Board may allow a Member moving from the locality of the Club or the surrounding area to retain membership if the Member continues to meet all conditions of Club membership.
- c. When the membership of a Member has terminated as provided in this clause, such person, provided such person's membership was in good standing at the time of termination, may make new application for membership, under the same or another classification. A second admission fee shall not be required.
- d. Honorary membership shall automatically terminate at the end of the term for such membership as determined by the Board. However, the Board may extend an honorary membership for an additional period. The Board may revoke an honorary membership at any time.
- e. Any Member failing to pay dues within thirty days after the prescribed time shall be notified in writing by the Secretary at the Member's last known address. If the dues are not paid on or before ten days of the date of notification, membership may terminate, subject to the discretion of the Board.
- f. The Board may reinstate the former Member to membership upon the former Member's petition and payment of all indebtedness to the Club. However, no former Member may be reinstated to active membership if the former member's classification is in conflict with clause 11.
- g. A Member must:

- i attend or make up at least fifty percent of Club regular meetings in each half of the year;
- ii attend at least thirty percent of this Club's regular meetings in each half of the year (assistant governors, as defined by the Board of Directors of Rotary International, shall be excused from this requirement).

If a Member fails to attend as required, the Member's membership shall be subject to termination unless the Board consents to such non-attendance for good cause.

- h Unless otherwise excused by the Board for good and sufficient reason, each Member who fails to attend or make up four consecutive regular meetings shall be informed by the Board that the Member's non-attendance may be considered a request to terminate membership in the Club. Thereafter, the Board, by a majority vote, may terminate the Member's membership.
- i The Board may terminate the membership of any Member who ceases to have the qualifications for membership in the Club or for any good cause by a vote of not less than three-quarters of the Board members, at a meeting called for that purpose. The guiding principles for this meeting shall include The Four-Way Test.
- j Prior to taking any action under this clause, the Member shall be given at least ten days written notice of such pending action and an opportunity to submit a written answer to the Board. The Member shall have the right to appear before the Board to state the Member's case.
- k When the Board has terminated the membership of a Member, the Club shall not elect a new member under the former Member's classification until the time for hearing any appeal has expired and the decision of the Club or of the arbitrators has been announced. However, this provision shall not apply if, by election of a new member, the number of members under the said classification would remain within provided limitations even if the Board's decision regarding termination is reversed.

## 23 RIGHT TO APPEAL, MEDIATE OR ARBITRATE TERMINATION.

- a. Within seven days after the date of the Board's decision to terminate membership, the Secretary shall give written notice of the decision to the Member. Within fourteen days after the date of the notice, the Member may give written notice to the Secretary of the intention to appeal to the Club, request mediation, or to arbitrate as provided in clause 24.
- b. In the event of an appeal, the Board shall set a date for the hearing of the appeal at a regular Club meeting to be held within fourteen days after receipt of the notice of appeal. At least five days' written notice of the meeting and its special business shall be given to each Member. Only Members shall be present when the appeal is heard.
- c. The procedure utilized for mediation or arbitration shall be as provided in clause 24.
- d. If an appeal is taken, the action of the Club shall be final and binding on all parties and shall not be subject to arbitration.
- e. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.
- f. If mediation is requested but is unsuccessful, the Member may appeal to the Club or arbitrate.
- g. Board action shall be final if no appeal to the Club is taken and no arbitration is requested.

## 24 ARBITRATION AND MEDIATION

- a. Should any dispute, other than as to a decision of the Board, arise between any current or former member(s) and the Club, any Club officer or the Board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration.
- b. In the event of mediation or arbitration, the Board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within fourteen days after receipt of the request for mediation or arbitration.
- c. The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the Board of Rotary International or the trustees of The Rotary

Foundation. Only a Member of a Rotary Club may be appointed as mediator(s). The Club may request the district governor or the governor's representative to appoint a mediator who is a Member of a Rotary Club and who has appropriate mediation skills and experience.

- d. The outcomes or decisions agreed between the parties as a result of mediation shall be recorded and copies held by each party, the mediator(s) and one copy given to the Board and to be held by the Secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the Club. Either party through the President or Secretary may call for further mediation if either party has retracted significantly from the mediated position.
- e. If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in this clause.
- f. In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a Member of a Rotary Club may be appointed as umpire or as arbitrator.
- g. If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

## **PART C THE GOVERNANCE**

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### **25 FINANCIAL YEAR**

The financial year of the Club shall close on 30 June in each year.

### **26 ANNUAL GENERAL MEETINGS**

An annual general meeting shall be held each year not later than 31 December.

### **27 BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING**

The following business must be transacted at every annual general meeting -

- a the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the Club for the last financial year;
- b the receiving of the auditor's report on the financial affairs of the Club for the last financial year;
- c the presenting of the audited statement to the meeting for adoption;
- d the election of officers and directors;
- e the appointment of an auditor; and
- f any duly notified special general business.

### **28 NOTICE OF GENERAL MEETING**

The Secretary shall convene all general meetings of the Club by giving not less than one month's written notice of any such meeting to the Members, and clearly state the nature of the business of the meeting, including:

- a. where a meeting is called to hear and decide the appeal of a person against the Board's decision to reject the person's application for membership; or
- b. to terminate a person's membership, or to decide a proposed special resolution of the association.

### **29 QUORUM AT GENERAL MEETING**

Each Member is entitled to attend a general meeting and to one vote.

- a The quorum for a general meeting is at least the number of Directors elected or appointed to the Board at the close of the last Annual General Meeting plus one.

- b However, if all Members are Directors, the quorum is the total number of Members less 1.
- c No business may be conducted at a general meeting unless there is a quorum when the meeting proceeds to business.
- d If there is no quorum within half an hour of the time fixed for a general meeting called on the request of Directors, the meeting lapses.
- e If there is no quorum within half an hour of the time fixed for a general meeting called other than on the request of Directors:
  - i the meeting is to be adjourned for at least seven days; and
  - ii the Board is to decide the day, time and place of the adjourned meeting.
- f The chairman may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- g If a meeting is adjourned under sub-clause f, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- h The Secretary is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty days.
- i If a meeting is adjourned for at least thirty days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### 30 PROCEDURE AT GENERAL MEETING

At every general meeting:

- a the President shall preside as chairman, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, a Past President shall be the chairman or if the a Past President is not present or is unwilling to act then the Members present shall elect one of their number to be chairman of the meeting; and
- b the chairman shall maintain order and conduct the meeting in a proper and orderly manner;

### 31 VOTING AT GENERAL MEETING

- a Each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- b Each Member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairman has a casting vote as well as a primary vote.
- c A Member is not entitled to vote at a general meeting if the Member's subscription is in arrears at the date of the meeting.
- d The method of voting is to be decided by the Board.
- e However, if at least one-quarter of the Members present demand a secret ballot, voting must be by secret ballot.
- f If a secret ballot is held, the chairman must appoint 2 Members to conduct the secret ballot in the way the chairman decides.
- g The result of a secret ballot as declared by the chairman is taken to be a resolution of the meeting at which the ballot was held.

### 32 SPECIAL GENERAL MEETING

- a The Secretary must call a special general meeting by giving each Member notice of the meeting within fourteen days after—
  - i being directed to call the meeting by the Board; or
  - ii being given a written request signed by—
    - A at least one-third of the Directors when the request is signed; or

- B at least the number of Members equal to double the number of Directors when the request is signed plus 1; or
- iii being given a written notice of an intention to appeal against the decision of the Board:
  - A to reject an application for membership; or
  - B to terminate a person's membership.
- b A request mentioned in sub-clause a.i.A. must state:
  - i why the special general meeting is being called; and
  - ii the business to be conducted at the meeting.
- c A special general meeting must be held within one month after the Secretary:
  - i is directed to call the meeting by the Board; or
  - ii is given the written request mentioned in sub-clause a.ii; or
  - iii is given the written notice of an intention to appeal mentioned in sub-clause a.iii.

### 33 PROXIES

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

Redcliffe of City Rotary Club Inc.:

I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the above club, appoint \_\_\_\_\_ of  
\_\_\_\_\_

as my proxy to vote for me on my behalf at the (annual) general meeting of the Club, to be held on the  
\_\_\_\_\_ day of \_\_\_\_\_ 2 \_\_\_\_\_  
and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_ .

Signature \_\_\_\_\_

- (2) The document appointing a proxy must—
- (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
  - (b) if the appointor is a corporation—
    - (i) be under seal; or
    - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the association or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each document appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

Redcliffe of City Rotary Club Inc.:

I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the Club, appoint \_\_\_\_\_ of  
\_\_\_\_\_

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on  
the \_\_\_\_\_ day of \_\_\_\_\_ 2 \_\_\_\_\_  
and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_ .

Signature \_\_\_\_\_

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions—

[List relevant resolutions]

### 34 MINUTES OF GENERAL MEETINGS

- a The Secretary must ensure full and accurate minutes of all decisions and resolutions of each general meeting are entered in a minute book.
- b To ensure the accuracy of the minutes:
  - i the minutes of each general meeting must be signed by the chairman of the meeting, or the chairman of the next general meeting, verifying their accuracy; and
  - ii the minutes of each annual general meeting must be signed by the chairman of the meeting, or the chairman of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- c If asked by a Member, the Secretary must, within one month after the request is made—
  - i make the minute book for a particular general meeting available for inspection by the Member at a mutually agreed time and place; and
  - ii give the Member copies of the minutes of the meeting.

### 35 ALTERATION TO THE CONSTITUTION

- a Subject to the provisions of the *Associations Incorporation Act 1981* and the Rotary International constitution, this constitution may be amended, rescinded or added to from time to time by a special resolution carried at a general meeting by a three-quarters vote of the Members present, at a properly constituted special general meeting. HOWEVER SUCH AMENDMENTS, RESCISSIONS OR ADDITIONS MUST NOT AFFECT THE INTENTION OF THE ROTARY INTERNATIONAL CONSTITUTION
- b However an amendment, rescission or addition is valid only if it is registered by the chief executive of the Government Department administering the Act.
- c Clause 1 of this constitution can only be amended by special resolution of the Club in a general meeting; and any such amendment must be submitted to the board of directors of Rotary International for its approval and shall become effective only when so approved. The District Governor may offer an opinion to the board of directors of Rotary International regarding the proposed amendment.

### 36 DISTRIBUTION OF SURPLUS ASSETS TO THE CLUB

If the Club is wound-up under part 10 of the Act; and has surplus assets, these surplus assets must not be distributed among the Members but must be given to another Rotary International entity.

## PART D THE MANAGEMENT

### 37 MEMBERSHIP OF THE BOARD

- a The governing body of the Club is the Board consisting of Members holding the offices designated in the By-laws and must include the President, President-elect, Secretary and Treasurer.
- b The Board has control over all officers and committees and, for good cause, may declare any office vacant.
- c The decision of the Board in all Club matters is final, subject only to an appeal to the Club in a general meeting.
- d As to a decision to terminate membership, a Member may appeal to the Club, request mediation, or request arbitration. If appealed, a decision of the Board shall be reversed only by a three-quarter vote of the Members present, at a properly constituted special general meeting, by which the decision of the Club is final.

### 38 ELECTION OF THE BOARD

- a. Each officer and Director shall be a Member in good standing of the Club and shall be elected as provided herein.
- b. Except for the President, each officer shall take office on 1 July immediately following election and shall serve for the term of office for one year, and may be re-elected for further terms of one year.
- c. The President shall be elected not more than two years but not less than eighteen months prior to the day of taking office and shall serve as President-nominee upon election. The nominee shall take the title of President-elect on 1 July in the year prior to taking office as President. The President shall take office on 1 July and shall serve a period of one year or until a successor has been duly elected and qualified.
- d. The President-elect shall attend the District Presidents-elect Training Seminar [PETS] and the District Assembly unless excused by the District Governor-elect. If so excused, the President-elect shall send a designated Club representative who shall report back to the President-elect. If the President-elect does not attend the Presidents-elect Training Seminar and the District Assembly and has not been excused by the District Governor -elect or, if so excused, does not send a designated Club representative to such meetings, the President-elect shall not serve as President. In such event, the current President shall continue to serve until a successor who has attended a Presidents-elect Training Seminar and District Assembly or training deemed sufficient by the District Governor-elect has been duly elected.

### 39 APPOINTMENT OR ELECTION OF SECRETARY

- a. The Secretary must be a Member.
- b. If a vacancy happens in the office of Secretary, the Board must ensure a Member is appointed or elected as Secretary within fourteen days after the vacancy occurs.

### 40 REMOVAL OF SECRETARY

The Board may at any time remove the Secretary.

### 41 FUNCTIONS OF SECRETARY

The Secretary's functions include, but are not limited to:

- a. calling meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President; and
- b. keeping minutes of each meeting; and
- c. keeping copies of all correspondence and other documents relating to the Club; and
- d. maintaining the register of Members; and
- e. the further duties included in the By-laws.

### 42 FUNCTIONS OF THE BOARD

- a. Prior to the beginning of each financial year, the Board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Board. The budget shall be broken into two separate parts: one in respect of Club operations and one in respect of charitable/service operations.
- b. The Club shall not consider any resolution or motion to commit the Club on any matter until the Board has considered it. Such resolutions or motions, if offered at a Club meeting, shall be referred to the Board.
- d. Except as otherwise provided by this Constitution and subject to resolutions of the Members carried at a general meeting the Board:
  - i. shall have the general control and management of the administration of the affairs, property and funds of the Club; and
  - ii. shall have authority to interpret the meaning of this Constitution and any matter relating to the Club on which this Constitution is silent.
- e. The Board may exercise all the powers of the Club -

- i to borrow or raise or secure the payment of money in such manner as the members of the Club may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Club's property, both present and future, and to purchase, redeem or payoff any such securities;
  - ii to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club, and to provide and pay off any such securities; and
  - iii to invest in such manner as the members of the Club may from time to time determine.
- f For any action by the Board the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by the Club's bank.
  - g The Board shall prepare and maintain a current business plan which shall be distributed for the information of Members, as shall each update of the business plan be presented to Members.
  - h The Board shall report monthly to the Club.

#### 43 MEETINGS OF THE BOARD

- a The Board shall meet at least once each two calendar months to exercise its functions.
- b The Board shall decide how a meeting is to be called.
- c Notice of a meeting shall be by written memorandum, facsimile, or any form of electronic mail.
- d A special meeting of the Board shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the Directors, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- e At every meeting of the Board a simple majority of a number equal to the number of Members elected and/or appointed to the Board as at the close of the last general meeting of the Members, shall constitute a quorum.
- f The Board may meet together and regulate its proceedings as it thinks fit; or may, in particular circumstances, resolve its business by facsimile, E-mail, and/or telephone.
- g Questions at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, a question shall be deemed to be decided in the negative.
- h A Director shall not vote in respect of any contract or proposed contract with the Club in which the Member is interested, or any matter arising thereout, and if the Member does so vote the Member's vote shall not be counted.
- i Not less than three days notice shall be given by the Secretary to Directors of any special meeting of the Board.
- j Such notice shall clearly state the nature of the business to be discussed thereat.
- k The President shall preside as chairman at every meeting of the Board, or if there is no President, or if at any meeting the President is not present within fifteen minutes after the time appointed for holding the meeting, the President-elect shall be chairman or if the President-elect is not present at the meeting then the Members may choose one of their number to be chairman.
- l If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of Directors, shall lapse.
- m In any other case it shall stand adjourned to such day and at such time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

#### 44 SPECIAL BOARD MEETINGS

- a If the Secretary receives a written request signed by at least a third of the Directors, the Secretary must call a special meeting of the Board by giving each Director notice of the meeting within seven days after the Secretary receives the request.

- b If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- c A request for a special meeting must state why the special meeting is called and the business to be conducted at the meeting.
- d A notice of a special meeting must state the day, time and place of the meeting and the business to be conducted at the meeting.
- e A special meeting of the Board must be held within fourteen days after notice of the meeting is given to the Directors.

#### 45 RESOLUTIONS OF THE BOARD WITHOUT MEETING

- a A resolution in writing signed by a majority of Directors – for which all Directors were given competent notice of the resolution - shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- b Any such resolution may consist of several documents in like form, each signed by one or more Directors.

#### 46 MINUTES OF BOARD MEETINGS

- a The Secretary must ensure full and accurate minutes of all decisions and resolutions of each Board meeting are entered in a minute book.
- b To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairman of the meeting, or the chairman of the next Board meeting, verifying their accuracy; and
- c If asked by a Member, the Secretary must, within one month after the request is made—
  - i make the minute book for a particular general meeting available for inspection by the Member at a mutually agreed time and place; and
  - ii give the Member copies of the minutes of the meeting.

#### 47 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

All acts done by any meeting of the Board or of a subcommittee or by any Director shall (notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that the Directors or any of them were disqualified) be as valid as if every such person had been duly appointed and was qualified to be a Director.

#### 48 DUTIES OF COMMITTEES

- a 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 reference to appropriate Rotary International materials. The service projects committee will consider the Avenues of Vocational Service, Community Service, and International Service when developing plans for the year.
- b 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.

#### 49 COMMITTEES

- a. Club committees are charged with carrying out the annual and long-range goals of the Club based on the four Avenues of Service.
- b. The President-elect and President should work together to ensure continuity of leadership and succession planning.
- c. When feasible, committee members should be appointed to the same committee for three years to ensure consistency.

- d. The President-elect is responsible for appointing committee members to fill vacancies, appointing committee chairmen, and conducting planning meetings prior to the start of the year in office. It is recommended that the chairmen have previous experience as a member of the committee.
- e. Standing committees should be appointed as follows:
  - i. Membership committee should develop and implement a comprehensive plan for the recruitment and retention of members.
  - ii. Club Public Relations committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
  - iii. Club Administration committee should conduct activities associated with the effective operation of the club.
  - iv. Service Projects committee should develop and implement educational, humanitarian, and vocational projects that address the needs of its community and communities in other countries.
  - v. The Rotary Foundation committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation.
- e. Additional ad hoc committees may be appointed as needed.
- f. The president shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- g. Each committee shall transact its business as is delegated to it in these 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 committees shall not take action until a report has been made and approved by the board.
- h. 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.

## 50 DELEGATION OF POWERS OF THE BOARD

- a. The Board may delegate any of its powers to a committee consisting of such Member or Members as the Board thinks fit.
- b. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- c. A committee may elect a chairman of its meetings.
- d. If no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be chairman of the meeting.
- e. A quorum of each committee shall comprise a majority of the Members of that committee
- f. A committee may meet and adjourn as it thinks proper.
- g. Questions arising at any meeting shall be determined by a majority of votes of the Members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

## 51 RESIGNATION OR REMOVAL FROM OFFICE OF A DIRECTOR

- a. A Director may resign from the Board at any time by giving notice in writing to the Secretary, which shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- b. A Member may be removed from office at a general meeting of the Club where that Member shall be given the opportunity to fully present the Member's case. The question of removal shall be determined by the vote of the Members present at such a general meeting.
- c. There is no right of appeal against a Member's removal from office under this section.

## 52 VACANCIES ON THE BOARD

- a The Board has power at any time to appoint any Member to fill any casual vacancy on the Board for the balance of that Director's term of the previously vacant office.
- b The continuing Directors may act despite a casual vacancy on the Board.
- c However, if the number of Directors is less than the number fixed as a quorum of the Board, the continuing Directors may act only to:
  - i increase the number of Directors to the number required for a quorum; or
  - ii call a general meeting of the Club.

## 53 COMMON SEAL

- a The Board may provide for a common seal and for its safe custody.
- b The common seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director.

## 54 BY-LAWS

- a. The Board may make, amend or repeal By-laws not inconsistent with this Constitution and the By-laws of Rotary International that embody additional provisions for the government of the Club.
- b. The Members at a general meeting of the Club may set a By-law aside.

## 55 DOCUMENTS

The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

## 56 FUNDS AND ACCOUNTS

The income and property of the Club must be used solely in promoting the Club's objects and exercising the Club's powers.

- a The funds of the Club must be kept in the name of the Club in a financial institution decided by the Board.
- b Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Club and the particulars usually shown in books of a like nature.
- c All moneys shall be deposited as soon as practicable after receipt thereof.
- d All amounts of \$100 or over shall be paid electronic bank transfer or cheque, authorised or signed as the case may be by any two of the President, Secretary, Treasurer or other Member authorised from time to time by the Board.
- e Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- f The Board shall determine the amount of petty cash which shall be kept on the imprest system.
- g All expenditure shall be approved or ratified at a Board meeting.
- h As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing the particulars of:
  - i the income and expenditure for the financial year just ended; and
  - ii the assets and liabilities and of all mortgages, charges and securities affecting the property of the Club at the close of that year.
- i The auditor must examine the statement prepared under subsection (h) and present a report on it to the Secretary before the next annual general meeting following the financial year for which the audit was made.

- j The assets, property and income of the Club shall be applied solely in furtherance of its objects and in the exercise of its powers, and no portion shall be distributed directly or indirectly to the Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

**57 COMMUNICATIONS**

In this constitution, the terms "mail," "mailing," and "ballot-by-mail" includes use of electronic mail (e-mail) and Internet technology.

**58 PURPOSE**

This corporation shall be a non-profit corporation. Its purpose shall be charitable and benevolent and to encourage, promote and extend the object of Rotary International, and to maintain the relations of a member club in Rotary International.

**59 JURISDICTION**

Insofar as the provisions of the law of the State of Queensland under which this corporation is incorporated shall permit, this corporation shall be subject to the jurisdiction of Rotary International

**CLAUSE REFERENCES FOR CONSTITUTION WITH QUEENSLAND MODEL RULES AND ROTARY INTERNATIONAL STANDARD DOCUMENTS**

		COMPARATIVE CLAUSES	
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16	ADMISSION OF MEMBERS	7 & 9	B13
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19	MEMBERS' COMMITMENTS		14 & 15
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