

### CONSTITUTION AND BY-LAWS OF THE ROTARY CLUB OF MAYFAIR

Approved and passed by members at the AGM on Monday 1 April 2019

Votes received on a show of hands

#### Voting record

	<u>Votes received <b>FOR</b></u>	<u>Votes received <b>AGAINST</b></u>	<u>Votes <b>ABSTAINED</b></u>
	Kaushik Punjabi Andrey Chirikhin Raj Gupta Prasan Modasia Nikhil Vadgama Mohamed Hamza Ludolph Van Hasselt	Christoph Von Luttitz	Salmen Hichri
<b>VOTE RESULT</b>	<b>7</b>	<b>1</b>	<b>1</b>

  
\_\_\_\_\_  
Nikhil Vadgama  
President

  
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Prasan Modasia  
Secretary

# THE STANDARD RIBI CLUB CONSTITUTION



## Constitution of the Rotary Club of Mayfair

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### **Article 1 Definitions**

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

1. *Council:* The Council of this club
2. *By-laws:* The By-laws of this club
3. *Council member:* A member of this club's Council
4. *Member:* A member, other than an honorary member, of this club
5. *RI:* Rotary International
6. *RIBI:* The administrative and territorial unit of Rotary International in Great Britain and Ireland
7. *Satellite club (when applicable):* A potential club whose members shall also be members of this club
8. *Year:* The twelve-month period which begins on 1 July

### **Article 2 Name**

The name of this organisation shall be: Rotary Club of Mayfair (Member of Rotary International)

- a) The name of a satellite of this club (when applicable) shall be:  
Rotary Satellite Club of Mayfair (A satellite of Rotary Club of Mayfair)

### **Article 3 Purposes**

The purposes of this club are to pursue the Object of Rotary, carry out successful service projects based on the Five Avenues of Service, contribute to the advancement of Rotary by strengthening membership, support The Rotary Foundation, and develop leaders beyond the club level.

### **Article 4 Locality of the Club**

The locality of this club is London, United Kingdom.

### **Article 5 Object**

The Object of Rotary is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular, to encourage and foster:

- First:* The development of acquaintance as an opportunity for service;

- 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;
- Third:* The application of the ideal of service in each Rotarian's personal, business and community life;
- Fourth:* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

## **Article 6 Five Avenues of Service**

Rotary's Five Avenues of Service are the philosophical and practical framework for the work of this Rotary club.

1. Club Service - the first Avenue of Service, involves action a member should take within this club to help it function successfully.
2. Vocational Service - the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, recognising 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 and lending their vocational skills to club-developed projects in order to address the issues and needs of society.
3. 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 this club's locality or municipality.
4. 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 co-operation in all club activities and projects designed to help people in other lands.
5. Youth Service - the fifth Avenue of Service, recognises the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programmes that enrich and foster world peace and cultural understanding.

## **Article 7 Exceptions to Provisions on Meetings and Attendance**

The by-laws may include rules or requirements not in accordance with *article 8, section 1; article 12; and article 15, section 4*, of this constitution. Such rules or requirements shall supersede the rules or requirements of these sections of this constitution; a club, however, must meet at least twice per month.

## **Article 8 Meetings**

**Section 1 - Regular Meetings** [See article 7 for exceptions to the provisions of this section.]

- a) Day & Time - This club shall hold a regular meeting once each week on the day and at the time provided in the *By-laws*. Attendance may be in person, through on online meeting, or using an online connection for members whose attendance otherwise would be precluded. Alternatively, this club shall hold a meeting once each week or during the week(s) chosen in advance by posting an interactive activity on the club's website. The latter type of meeting shall be considered as held on the day that the interactive activity is to be posted on the

website.

- b) **Change of Meeting** - For good cause, the Council may change a regular meeting 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) **Cancellation** - The Council may cancel a regular meeting if it falls on a United Kingdom legal holiday, including a commonly recognised holiday, or during the week which includes a legal holiday, including a commonly recognised holiday, or in case of the death of a club member, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The Council may cancel not more than four regular meetings in a year for causes not otherwise specified herein provided that this club does not fail to meet for more than three consecutive meetings.
- d) **Satellite Club Meeting (When Applicable)** - If provided in the *By-laws*, a satellite club shall hold regular weekly meetings at a place and at a time and day decided by its members. The day, time and place of the meeting may be changed in a similar way to that provided for the club's regular meetings in section 1(b) of this article. A satellite club meeting may be cancelled for any of the reasons enumerated in section 1(c) of this article. Voting procedures shall be as provided in the *By-laws*.

### **Section 2 - Annual Meeting**

- (a) An annual meeting for the election of Officers shall be held not later than 31<sup>st</sup> December as provided in the *By-laws*.
- (b) A satellite club (when applicable) shall hold an annual meeting of its members before 31 December to elect officers for the general governance of the satellite club.

### **Section 3 - Meetings of Council**

Written minutes should be provided for all Council meetings. Such minutes should be available to all members within 60 days of said meeting.

## **Article 9 Exceptions to Provisions on Membership**

The *By-laws* may include rules or requirements not in accordance with Article 10, sections 2 and 4-8 of this constitution. Such rules or requirements shall supersede the rules or requirements of these sections of this constitution.

## **Article 10 Membership** [See article 9 for exceptions to sections 2 and 4-8 of this article]

### **Section 1 – General Qualifications**

This club shall be composed of adult persons who demonstrate good character, integrity, and leadership; possess good reputation within their business, profession, and/or community; and are willing to serve in their community and/or around the world.

### **Section 2 - Types**

This club shall have the following membership types: Active, Honorary, Associate and Corporate.

### **Section 3 - Active Membership**

A person possessing the qualifications set forth in article 5, section 2 of the RI Constitution may be elected to active membership in this club.

### **Section 4 - Satellite Club Membership**

Members of a satellite club shall also be members of the sponsor club until such time as the satellite club shall be admitted into membership of RI as a Rotary club.

### **Section 5 - Dual Membership**

No person shall simultaneously hold active membership in this and another club other than a satellite of this club. No person shall simultaneously be a member and an honorary member in this club.

### ***Section 6 - Honorary Membership***

- a) Eligibility for Honorary Membership - Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals and those persons considered friends of Rotary for their support of Rotary's cause may be elected to honorary membership in this club. The term of such membership shall be as determined by the council. Persons may hold honorary membership in more than one club.
- b) Rights & Privileges - Honorary members shall be exempt from the payment of dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

### ***Section 7 - Holders of Public Office***

Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. 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.

### ***Section 8 - Rotary International Employment***

This club may retain in its membership any member employed by RI (including officers, members of committees or employees of Rotary International in Great Britain and Ireland).

### ***Section 9 – Corporate Membership***

Corporate organisations may nominate up to 3 individuals to represent its membership at the Club. The membership dues for the Corporate memberships shall be determined by Council and dependent on size of the Corporate Member. The organisation applying for Club membership announce that they are a Corporate Member of the Rotary Club of Mayfair.

### ***Section 10 – Associate Membership***

An Associate member is a member of the Rotary Club of Mayfair and able to engage in its activities and projects, but is not an active member with all the benefits attached to that. Membership dues for associate members are determined by the Council.

## **Article 11 Classifications**

### ***Section 1 - General Provisions***

- a) Principal Activity - Each member shall be classified in accordance with the member's business, profession, or type of community service. The classification shall be that which describes the principal and recognised activity of the firm, company or institution with which the member is connected or that which describes the member's principal and recognised business or professional activity or that which describes the nature of the member's community service activity.
- b) Correction or Adjustment - If the circumstances warrant, the council 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.

### ***Section 2 - Limitations***

This 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 50 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 10% of the club's active membership. Members who are retired shall not be included in the total number of members in a classification. The classification of a transferring or former member of a club, or a Rotaractor or Rotary Alumnus as defined by the Board of Directors of RI, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

## **Article 12 Attendance** [See article 7 for exceptions to the provisions of this article]

### **Section 1 - General Provisions**

Each member should attend this club's regular meetings, or satellite club's regular meetings if provided in the *By-laws*, and engage in this club's service projects, other events and activities. A member shall be counted as attending a regular meeting if the member is present in person or using an online connection for at least 60% of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the council that such action was reasonable, or participates in the regular meeting posted on the club's website within one week following its posting, or makes up for an absence in any of the following ways:

- a) 14 Days Before or After the Meeting - If, within fourteen days before or after the regular time for that meeting, the member
  1. attends at least 60% of the regular meeting of another club, of a satellite meeting of another club, or of a provisional club; or
  2. attends a regular meeting of a Rotaract or Interact club, or Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
  3. attends a Convention of RI, a Council on Legislation, an International or RIBI Assembly, a Rotary Institute for past and present Officers of RI, a Rotary Institute for past, present, and incoming Officers of RI, or any other meeting convened with the approval of the Board of Directors of RI or the President of RI acting on behalf of the Board of Directors of RI or RIBI General Council or RIBI President acting on behalf of the RIBI General Council, a Rotary multi-zone Conference, a meeting of a committee of RI or of RIBI, a Rotary District Conference, a Rotary District Training Assembly, any district meeting held by direction of the Board of Directors of RI or RIBI General Council, any district committee meeting held by direction of the District Governor, or a regularly announced intercity meeting of Rotary clubs; or
  4. is present at the usual time and place of a regular meeting, or satellite club meeting, of another club for the purpose of attending such meeting, but that club is not meeting at that time or place; or
  5. attends and participates in a club service project or a club-sponsored community event or meeting authorised by the council; or
  6. attends a council meeting or, if authorised by the council, a meeting of a service committee to which the member is assigned; or
  7. participates through a club website in an interactive activity requiring an average of 30 minutes of participation.

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 regular meetings or satellite club 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.

- b) At the Time of the Meeting - If, at the time of the meeting, the member is
1. travelling with reasonable directness to or from one of the meetings specified in *sub-section (a) (3)* of this section; or
  2. serving as an Officer or member of a committee of RI or of RIBI, or a Trustee of The Rotary Foundation; or
  3. serving as the special representative of the district governor in the formation of a new club; or
  4. on Rotary business in the employ of RI or RIBI; or
  5. directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-sponsored service project in a remote area where making up attendance is impossible; or
  6. engaged in Rotary business duly authorised by the Council which precludes attendance at the meeting.

### **Section 2 - Extended Absence on Out-posted Assignment**

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.

### **Section 3 - Excused Absences**

A member's absence shall be excused if

- a) the absence complies with the conditions and under circumstances approved by the council. The council may excuse a member's absence for reasons which it considers to be good and sufficient. Such excused absences shall not extend for longer than twelve months. However, if the leave is for a medical reason or after the birth, the adoption, or foster care of a child that extends for more than twelve months such leave may be renewed by the council for a period of time beyond the original twelve months.
- b) the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more, the members has been a member of one or more clubs for at least 20 years, and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the council has approved.

### **Section 4 - RI Officers' Absences**

A member's absence shall be excused if the member is a current Officer of RI or RIBI or a Rotarian partner of a current officer of RI or RIBI.

### **Section 5 - Attendance Records**

When a member whose absences are excused under the provision of sub-section 3(a) of this article fails to attend a club meeting, the member and the member's absence shall not be included in the attendance records. In the event that a member whose absences are excused under the provisions of *sub-section 3 (b)* or *section 4* of this *article* attends a club meeting, the member and the member's attendance shall be included in the membership and attendance figures used to compute this club's attendance.

## **Article 13 Officers, Council Members and Committees**

### **Section 1 - Governing Body**

The governing body of this club shall be the council constituted as the *By-laws* may provide.

## **Section 2 - Authority**

The council shall have general control over all officers and committees and, for good cause, may declare any office vacant.

## **Section 3 - Council Action Final**

The decision of the council in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to *Article 15, Section 6*, may appeal to the club, request mediation, or request arbitration. If appealed, a decision of the council shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the council, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

## **Section 4 - Officers**

The club officers shall be a president, a president-elect, the immediate past president, a secretary, a treasurer and may include one or more vice-presidents, all of whom shall be members of the Council. Club officers shall regularly attend satellite club meetings.

## **Section 5 - Election of Officers**

- a) Terms of officers other than President - Each officer shall be elected as provided in the *By-laws*. Except for the president, each officer shall take office on 1<sup>st</sup> July immediately following election and shall serve for the term of office or until a successor has been duly elected and qualified.
- b) Term of President - The president shall be elected as provided in the *By-laws*, 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<sup>st</sup> July in the year prior to taking office as president. The president shall take office on 1<sup>st</sup> July and shall serve for a period of one year or until a successor has been duly elected and qualified.
- a) Qualifications - Each officer and council member shall be a member in good standing of this club. A candidate for the office of president shall have served as a member of this club for at least one year prior to being nominated for such office, except where service for less than a full year may be determined by the district governor to satisfy the intent of this requirement. The president-elect shall attend the district presidents-elect training seminar and the district training assembly unless excused by the 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 training assembly and has not been excused by the governor-elect or, if so excused, does not send a designated club representative to such meetings, the president-elect shall not be able to serve as club president. In such event, the current president shall continue to serve until a successor who has attended a presidents-elect training seminar and district training assembly or training deemed sufficient by the governor-elect has been duly elected.

## **Section 6 - Governance of a Satellite Club of This Club (When Applicable)**

A satellite club shall be located in the same locality as this club or in the surrounding area.

- (a) *Satellite Club Oversight*. This club shall provide such general oversight and support of a satellite club as is deemed appropriate by the council.
- (b) *Satellite Club Council*. For the day-to-day governance of a satellite club, it shall have its own annually elected council drawn from its members and comprising the officers of the satellite club and four to six other members as the *by-laws* shall provide. The highest officer of the

satellite club shall be the chair and other officers shall be immediate past chair, chair-elect, secretary and treasurer. The satellite council shall be responsible for the day-to-day organisation and management of the satellite club and its activities in accordance with Rotary rules, requirements, policies, aims and objectives under the guidance of this club. It shall have no authority within, or over, this club.

- (c) *Satellite Club Reporting Procedure.* A satellite club shall, annually, submit to the president and council of this club a report on its membership, its activities and programmes, accompanied by a financial statement and audited accounts, for inclusion in this club's reports for its annual general meeting and such other reports as may, from time to time, be required by this club.

### **Section 7 – Committees**

This club should have the following committees:

- Club Administration
- Membership
- Public Image
- Rotary Foundation
- Service Projects

Additional committees may be appointed as needed.

## **Article 14 Dues**

Every member shall pay annual dues as prescribed in the *By-laws*.

## **Article 15 Duration of Membership**

### **Section 1 - Period**

Membership shall continue during the existence of this club unless terminated as hereinafter provided.

### **Section 2 - Automatic Termination**

- a) Membership Qualifications - Membership shall automatically terminate when a member no longer meets the membership qualifications, except that:
1. the council may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one year 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;
  2. the council may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.
- b) How to Rejoin - When the membership of a member has terminated as provided in *sub-section (a)* of this section, 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.
- c) Termination of Honorary Membership - Honorary membership shall automatically terminate at the end of the term for such membership as determined by the council. However, the council may extend an honorary membership for an additional period. The council may revoke an honorary membership at any time.

### **Section 3 - Termination - Non-Payment of Dues**

- a) Process - 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 council.

- b) Reinstatement - The council may reinstate the former member to membership upon the former member's petition and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification is in conflict with *article 11, section 2*.

**Section 4 - Termination - Non-Attendance** [See *article 7* for exceptions to the provisions of this section]

- a) Attendance Percentages - A member must:

1. attend or make up at least 50% of club regular meetings or satellite club meetings, or engage in club projects, other events and activities for at least 12 hours in each half of the year, or a proportionate combination of both;
2. attend at least 30% of this club's regular meetings or satellite club meetings, or engage in club projects, other events and activities in each half of the year (assistant governors, as defined by the Board of Directors of RI, shall be excused from this requirement).

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

- b) Consecutive Absences - Unless otherwise excused by the council for good and sufficient reason or pursuant to *article 12, sections 3 or 4*, each member who fails to attend or make up four consecutive regular meetings, shall be informed by the council that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the council, by a majority vote, may terminate the member's membership.

**Section 5 - Termination - Other Causes**

- a) Good Cause - The council may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the council members present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be *article 10, section 1*; The Four Way Test; and the high ethical standards that one should hold as a Rotary club member.
- b) Notice - Prior to taking any action under *sub-section (a)* of this section, 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 council. The member shall have the right to appear before the council to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.
- c) Filling Classification - When the council has terminated the membership of a member as provided for in this section, this 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 this 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 council's decision regarding termination is reversed.

**Section 6 - Right to Appeal, Mediate or Arbitrate Termination**

- a) Notice - Within seven days after the date of the council's decision to terminate or suspend 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 *article 19*.
- b) Date for Hearing of Appeal - In the event of an appeal, the council shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty one 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 every member. Only members shall be present when the appeal is heard.

- c) Mediation or Arbitration - The procedure utilised for mediation or arbitration shall be as provided in *article 19*.
- d) Appeal - 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) Decision of Arbitrators or Umpire - 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) Unsuccessful Mediation - If mediation is requested but is unsuccessful, the member may appeal to the club or arbitrate as provided in *sub-section (a)* of this section.

#### **Section 7 - Council Action Final**

Council action shall be final if no appeal to this club is taken and no arbitration is requested.

#### **Section 8 - Resignation**

The resignation of any member from this club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the council if the member has no indebtedness to this club.

#### **Section 9 - Forfeiture of Property Interest**

Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club if, under local laws, the member may have acquired any right to them upon joining the club.

#### **Section 10 - Temporary Suspension**

Notwithstanding any provision of this constitution, if in the opinion of the council

- 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 council considers should properly occur before such action is taken by the council; 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 this club and from any office or position the member holds within the club;

the council may, by a vote of not less than two-thirds of the council, temporarily suspend the member as aforesaid for a reasonable period of time not to exceed ninety days and on such further conditions as the council determines. A suspended member may appeal or refer to mediation or arbitration the suspension as provided in article 15, section 6. During the suspension, the member shall be excused from fulfilling attendance responsibilities. Prior to the expiration of the suspension period, the council must either proceed to terminate the membership of the suspended Rotarian or reinstate the suspended Rotarian to full regular status.

## **Article 16 Community, National and International Affairs**

### **Section 1 - Proper Subjects**

The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming

their individual opinions. However, this club shall not express an opinion on any pending controversial public measure.

### ***Section 2 - No Endorsements***

This 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.

### ***Section 3 - Non-Political***

- a) Resolutions & Opinions - This 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.
- b) Appeals - This 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.

### ***Section 4 - Recognising Rotary's Beginning***

The week of the anniversary of Rotary's founding (23<sup>rd</sup> February) shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programmes of peace, understanding, and goodwill in the community and throughout the world.

## **Article 17 Rotary Magazines**

### ***Section 1 - Mandatory Subscription***

Unless, in accordance with the *By-laws of RI*, this club is excused by the Board of Directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine or to the magazine approved and prescribed for this club by the Board of Directors of RI. Two Rotarians residing at the same address have the option to subscribe jointly to the official magazine or the Rotary magazine approved and prescribed by the Board for their club or clubs. The subscription shall be paid on such dates as established by the Board for the payment of per capita dues for the duration of membership in this club.

### ***Section 2 - Subscription Collection***

The subscription shall be collected by this club from each member in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the Board of Directors of RI.

## **Article 18 Acceptance of Object and Compliance with Constitution & By-laws**

By payment of 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 this club, and on these conditions alone is entitled to the privileges of this club. Each member shall be subject to the terms of the *Constitution* and *By-laws* regardless of whether such member has received copies of them.

## **Article 19<sup>1</sup> Arbitration and Mediation**

### ***Section 1 – Disputes<sup>2</sup>***

Should any dispute, other than as to a decision of the council, arise between any current or former member(s) and this club, any club officer or the council, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a

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<sup>1</sup> Investigation, Mediation and Arbitration information sheets are available as downloads on the RIBI website, [www.rotarygbi.org](http://www.rotarygbi.org)

<sup>2</sup> RIBI provides a detailed Dispute Management Procedure to be followed by all Rotarians in Great Britain and Ireland

request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

### ***Section 2 - Date for Mediation or Arbitration***

In the event of mediation or arbitration, the council shall set a date for the mediation or arbitration, in consultation with the disputants, to be held within twenty-one days after receipt of the request for mediation or arbitration.

### ***Section 3 - Mediation***

The procedure for such mediation shall be that recognised by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognised expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the Board of RI 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.

- a) Mediation Outcomes - 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 council 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.
- b) Unsuccessful Mediation - If mediation is requested but is unsuccessful, any disputant may request arbitration as provided in *Section 1* of this Article.

### ***Section 4 - Arbitration***

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.

### ***Section 5 - Decisions of Arbitrators or Umpire***

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.

## **Article 20 By-laws**

This club shall adopt *By-laws* not inconsistent with the *Constitution and By-laws of RI*, with the rules of procedure for an administrative territorial unit where established by RI, and with this constitution, embodying additional provisions for the government of this club. Such *By-laws* may be amended from time to time as therein provided.

## **Article 21 Interpretation**

Throughout this constitution, the terminology "mail," "mailing" and "ballot-by-mail" will include utilisation of electronic mail (e-mail) and internet technology to reduce costs and increase responsiveness.

## **Article 22 Amendments**

### ***Section 1 - Manner of Amending***

Except as provided in *section 2* of this article, this constitution may be amended only by the Council on Legislation in the same manner as is established in the *By-laws of RI* for the amendment of its *By-laws* and as provided in *Article 15* of the *Constitution of RIBI*.

### ***Section 2 - Amending Article 2 and Article 4***

*Article 2* (Name) and *Article 4* (Locality of the Club) of the constitution shall be amended at any regular meeting of this club, a quorum being present by the affirmative vote of not less than two-thirds of all voting members present and voting, provided that notice of such proposed amendment shall have been mailed to each member and to the governor at least ten days before such meeting, and provided further, that such amendment shall be submitted to the General Council of RIBI for its approval and shall become effective only when so approved. The governor may offer an opinion to the General Council of RIBI regarding the proposed amendment.

# **THE STANDARD RIBI CLUB BY-LAWS**

## **By-law 1 Definitions**

Throughout these *By-laws* unless the subject or context otherwise requires:

- *The Association* means 'Rotary International in Great Britain and Ireland' which is the administrative territorial unit of Rotary International as further defined in *Article 2 of the Constitution of RIBI*
- *Club* means a Rotary club
- *Council* means the Council of a Rotary club

## **By-law 2 The Council**

### ***Clause 1 - Composition***

The governing body of the club shall be the council, consisting of the officers of the club (see *By-law 3, Clause 1*) and not less than three nor more than six ordinary members.

### ***Clause 2 - Election of Ordinary Members of the Council***

- a) The election of the ordinary members of the council shall be by ballot of the members entitled to vote (including votes cast and received using an online connection and/or platform) and voting at the annual general meeting of the club (see *By-law 7, Clause 6*).
- b) The nominations shall be delivered to the secretary in writing at least seven days before the date of the annual general meeting. The prior consent of any nominee shall be obtained.
- c) Eligibility
  - (i) No member shall be eligible to serve as an ordinary member of the council for more than three consecutive years.
  - (ii) Any member nominated to be an officer and not elected shall be eligible for election as one of the ordinary members of the council.
  - (iii) A past president shall not be eligible to serve as an ordinary member of the council in the year following the year of service as Immediate Past President.
- d) Scrutineers - Before proceeding to a ballot the chairman shall appoint scrutineers from members who have not been nominated for election at the meeting.
- e) Vacancies - Any vacancy shall be filled by the council. The member so appointed shall be entitled to complete only the unexpired term arising from the vacancy. This shall not count as service on the council for the purpose of eligibility.

### ***Clause 3 - Meetings***

Meetings of the Council shall be held at least once a month at a time and place to be decided by the Council. Special meetings of the Council may be called by the President or upon request of two members of the Council, with at least twenty-four hours' previous notice.

### ***Clause 4 – Quorum***

One-third of the total members of the Council shall constitute a quorum (except for the election of a new member when the quorum shall be two-thirds of the total membership of the Council).

### ***Clause 5 - Voting***

All voting shall be by *viva voce* vote or by show of hands (including votes cast and received using an online connection and/or platform). At all meetings, in the event of votes being equal, the Chairman shall have a second or casting vote<sup>3</sup>.

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<sup>3</sup> Except for a vote under By-law 8, Clause 1, d (vi) to approve a proposal for election to active membership, when the

## **By-law 3 The Club Officers**

### **Clause 1 - Composition**

The club officers are as set out in *Article 13, Section 4 of the Standard RIBI Club Constitution*.

### **Clause 2 - Election**

- a) The nominations of the officers of the club shall be delivered to the secretary in writing at least seven days before the special general meeting to be held before 1<sup>st</sup> January. The prior consent of any nominee shall be obtained. No names other than those properly nominated under this *clause* shall be submitted to the relevant meeting for ballot.
- b) The secretary and treasurer shall be elected annually, but shall not serve more than five consecutive years. This period excludes any period served in filling a casual vacancy.
- c) Scrutineers - Scrutineers shall be appointed as prescribed in *By-law 2, Clause 2 (d)*.

### **Clause 3 - Vacancies**

Any vacant office shall be filled by the council as prescribed in *By-law 2, Clause 2 (e)*.

### **Clause 4 - Duties**

- a) President - Except as provided in *(b)* below and *By-law 7, Clause 7*, the president shall preside at all meetings of the club and the council, and perform such other duties as ordinarily pertain to the office. In the absence of the president and president-elect the members present shall elect a chairman.
- b) President-elect - The president-elect shall preside at meetings of the club and the council in the absence of the president and perform such other duties as may be prescribed by the council. A club assembly is held prior to the Rotary year to which it relates and it shall be the duty of the president-elect to conduct the business of the assembly.
- c) Vice-President - A vice-president shall perform such duties as may be prescribed by the council.
- d) Secretary - The secretary shall
  - (i) keep the records of membership of the club and attendance at meetings.
  - (ii) issue all notices of meetings of the club and council.
  - (iii) be responsible for the proper recording and preserving of the minutes of meetings of the club and council.
  - (iv) within fourteen days of the first days of January and July report the membership of the club, together with changes to the General Secretary of the Association.
  - (v) within fourteen days of the first days of January and July deliver to each member a written record of the possible and actual attendance of the members at the regular meetings of the club for the previous six months.
  - (vi) make all other reports, proposals and nominations from the club, as required, to the General Secretary of the Association.
  - (vii) upon retirement from office hand over to a successor, or to the president, all information, files and any other club property held.
  - (viii) perform such other duties as usually pertain to the office of club secretary.
- e) Treasurer - The treasurer shall

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chairman shall not get a second or casting vote. In the event of votes being equal The Chairman shall not have a second or casting vote and consequently the application must be declined.

- (i) have custody of all club funds and account for those funds to the annual general meeting of the club and at any other time upon demand by the council.
- (ii) prepare on behalf of the council a budget for the ensuing Rotary year for presentation at the annual general meeting of the club. Such budget when approved shall stand as the limit of expenditure for the respective purposes for the year unless otherwise approved by the council.
- (iii) ensure that all monies collected on behalf of the club are deposited promptly to the credit of such banking accounts specified by the council.
- (iv) keep records of all financial transactions of the club.
- (v) arrange insurance cover to protect club property and activities as required by the council.
- (vi) present the examined accounts for the previous Rotary year to a special general meeting of the club to be held before 1<sup>st</sup> January.
- (vii) upon retirement from office hand over to a successor, or to the president, all funds, books of accounts and any other club property held.
- (viii) perform all duties as usually pertain to the office of club treasurer.

## **By-law 4 Finance**

### ***Clause 1 – Subscriptions & Dues***

- a) The annual subscription shall include such sums as may be due to Rotary International, the Association, and the Rotary district in which the club is situated and shall be determined by the members at the annual general meeting. It shall be payable either yearly in advance on 1<sup>st</sup> July or semi-annually on 1<sup>st</sup> July and 1<sup>st</sup> January at the option of the club<sup>4</sup>. All members must pay such subscriptions and dues by bank direct debit mandate unless, at its sole discretion, Council deems to accept other similar method of settlement. Regardless of which method of collection is used the club is still required to honour its various obligations to pay in advance on 1<sup>st</sup> July and/or 1<sup>st</sup> January.
- b) A payment of such annual subscription as shall have been fixed at the preceding business meeting of the Association shall be made out of the club's funds to the General Secretary of the Association by equal half-yearly payments in advance on 1<sup>st</sup> July and 1<sup>st</sup> January in each year on the basis of the number of members in the club on those dates. With each half-yearly payment, the club shall also pay a pro-rated subscription in arrears for any member admitted to membership since the date on which the previous half-yearly payment fell due as prescribed in *sub-clause (d)* hereof.
- c) The club shall pay a per capita levy to the Rotary district in which it is situated in accordance with *By-law 11, Clause 12 (c)* of the *By-laws of the Association*.
- d) Any member joining the club between 1<sup>st</sup> October and 31<sup>st</sup> December in any Rotary year shall pay three-quarters of the annual subscription; any member joining between 1<sup>st</sup> January and 31<sup>st</sup> March shall pay one-half and any member joining between 1<sup>st</sup> April and 30<sup>th</sup> June shall pay one-quarter.
- e) Any transferring member shall not be required to pay any second annual subscription. The former and new clubs shall be responsible for agreeing appropriate accounting for any payments due and received.

### **Clause 2 – Annual Accounts**

- a) The club's annual accounts shall be examined by a professional accountant or by two other persons appointed at the preceding annual general meeting<sup>5</sup>.
- b) A copy of the examined annual accounts shall be given to each member at least ten days before the special general meeting convened for the purpose of the approval and acceptance thereof (*vide By-law 7, Clause 2 (c) (i)*).
- c) The club president shall confirm in writing to the district treasurer within six months of the end of the accounting period that the club's accounts and trust accounts have been properly prepared and examined.

### **By-law 5 Five Avenues of Service**

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

### **By-law 6 Club Committees**

#### **Clause 1 - Appointment**

Subject to the approval of the club, the council shall decide such committees as may be considered necessary and, in consultation with the president-elect, appoint the members thereof. The president and secretary shall be ex-officio members of every committee.

#### **Clause 2 - Business**

Each committee shall transact business as may be prescribed by these *By-laws* or referred to it by the council. Except where authority is given by the council, a committee shall not take final action until a report has been made to the council and approved.

#### **Clause 3 - Committees**

Club committees are charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. The president, president-elect and immediate past president shall work together to ensure continuity of leadership and succession planning. When feasible, committee members shall be appointed annually to the same committee for three years to ensure consistency.

The committee chairman shall be responsible for regular meetings and activities of the committee, shall supervise and co-ordinate the work of the committee and shall report to the club council on all committee activities.

Membership Committee - This committee shall develop and implement a comprehensive plan for the recruitment and retention of members and the furtherance of Rotaract.

Club Public Relations Committee - This committee shall develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.

Club Administration Committee - This committee shall conduct activities associated with the effective operation of the club.

Service Projects Committee - This committee shall develop and implement educational, humanitarian, vocational and youth projects that address the needs of its community and communities in other countries.

Rotary Foundation Committee - This committee shall develop and implement plans to support The

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<sup>5</sup> 1. It is recommended that, where "two other persons" are carrying out the examination they have some financial knowledge.

2. The first examiner of the accounts of a newly formed club is usually appointed by the Council.

Rotary Foundation through both financial contributions and programme participation.

#### **Clause 4 - Duties of Committees**

The duties of all committees shall be established and reviewed by the president for the Rotary year. In declaring the duties of each, the president shall reference appropriate RIBI and RI materials. The Service Projects committee will consider the Avenues of Vocational Service, Community Service, International Service and Youth Service 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 club council in advance of the commencement of the Rotary year.

### **By-law 7 Club Meetings**

#### **Clause 1 - Annual General Meeting**

The annual general meeting of the club, of which at least fourteen days' written notice shall have been given to all members (other than honorary members), shall be held where possible between 1<sup>st</sup> April and 31<sup>st</sup> May inclusive, but in any event prior to the district training assembly, for the purposes of:

- a) Receiving annual reports from the council and committees of the club for the current Rotary year.
- b) Receiving the treasurer's report and proposed budget and determining the entrance fee for the ensuing Rotary year.
- c) Electing any honorary members.<sup>6</sup>
- d) Electing the ordinary members of the council.
- e) Confirming the appointment of, or selecting, the Chairmen of committees.
- f) Appointing a person or persons to examine the club's annual accounts.
- g) Electing one representative (and substitute) of the club on the district council, and one additional representative (and substitute) for every 25 or major fraction thereof of its active members. Should any of the elected representatives be unable to attend a meeting of the district council, the president may appoint further substitute representatives, whose names shall be communicated to the secretary of the district council in writing before the commencement of that meeting.

#### **Clause 2 - Special General Meeting**

Special general meetings of the club, of which at least fourteen days written notice shall have been given, shall be held in each year before the following dates:

- a) At such time between 1<sup>st</sup> July and 15<sup>th</sup> November as shall satisfy the annually notified requirements of the district council for the purpose of nominating elected members of the district council for the ensuing year and proposing for submission to the district council for selection as district governor a Rotarian from the district.
- b) Prior to 15<sup>th</sup> July selecting candidates for nomination to the offices of President and Honorary Treasurer of the Association.
- c) 1<sup>st</sup> January for the purposes of:
  - (i) receiving and approving the examined annual accounts for the year ended 30<sup>th</sup> June.

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<sup>6</sup> The term of such membership shall be as determined by the council. See Article 10, Section 6 (a) and Article 15, Section 2 (c) of the *Standard RIBI Club Constitution*.

- (ii) electing by ballot of the members the president for the next year but one<sup>7</sup>.
- (iii) electing the vice-presidents, secretary and treasurer for the next Rotary year.
- (iv) electing one voting delegate (and substitute) to vote at the ensuing Annual Conference of the Association, and one additional delegate (and substitute) for every 25 or major fraction thereof of its active members.

**Clause 3 - Extraordinary General Meeting**

An extraordinary general meeting may be convened by the council, and shall be convened at any time by the secretary on written request signed by at least 5% of the membership of the club, with a minimum of three members. At least three days' written notice of such meeting shall be given to all members of the club.

**Clause 4 - Regular Meetings**

As provided in Articles 8, 12 and 15 or by exception to these articles as provided for in article 7 of the Standard RIBI Club Constitution, the regular meetings of the club shall be held as follows:

Monday at 19:30 provided that the council may (with simple majority) for any special occasion, change the day and hour of the meeting.

**Clause 5 - Quorum**

Except as provided in *By-law 12, Clause 1 (b)*, one-third of the membership entitled to vote shall constitute a quorum at all meetings of the club.

**Clause 6 - Voting**

- a) Voting at all meetings shall be by *viva voce* vote or by show of hands or by ballot at the discretion of the council (including votes cast and received using an online connection and/or platform), with the chairman having a second or casting vote in the event of votes being equal, except that voting shall be by ballot in the following circumstances:
  - (i) Election of the president for the next year but one, as in *Clause 2 (c) (ii)* of this *By-law*.
  - (ii) Election of the council as in *By-law 2*.
  - (iii) Appeals against any decision of the council under *Article 13, Section 3* of the *Standard RIBI Club Constitution*.
- b) Amendments under *By-law 11, Clause 2 (a)* shall only be made by the votes of not less than two-thirds of members of the club present and entitled to vote and voting.
- c) Any member granted leave of absence as provided for in *By-law 9* may vote by proxy only for the purpose of electing officers and ordinary members of the council at the annual general meeting of the club or at any special or extraordinary general meeting of the club called for that purpose. Any proxy, to be valid, shall be in writing and
  - (i) given to another member of the club, and
  - (ii) recorded with the club secretary, in each case, not less than three days before the meeting at which it is to be used.

**Clause 7 - Chairman**

In the absence of both the president and the president-elect (see *By-law 3, Clauses 4 (a) and (b)*) the members present shall elect a chairman.

**Clause 8 - Club Assembly**

Club assembly is the annual meeting of a Rotary club at which the members discuss the programmes and activities of the club, of Rotary international, of the Association and of the

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<sup>7</sup> The Rotarian elected will, following this meeting become "President-nominee" and take the title of "President-elect" on 1<sup>st</sup> July in the year prior to taking office as president.

district for the ensuing year and determine in broad terms the objectives for that year. This shall be held after the district training assembly and before the 1<sup>st</sup> July.

## **By-law 8 The Election of Members**

### **Clause 1 - Active Membership**

- a) Subject to the provisions of *Article 10* of the *Standard RIBI Club Constitution*, any member of the club except an honorary member may propose for membership any person who has the qualifications as specified in the *Constitution* and *By-laws of Rotary International*.
- b) Membership of the club is by invitation only, at the discretion of the members. The administration of this process shall be the responsibility of the secretary on behalf of the council.
- c) The club may not by provisions in its constitution or otherwise, limit membership in the club on the basis of gender, race, colour, creed, national origin or sexual orientation or impose any condition of membership not specifically prescribed by the *RI Constitution* or *By-laws*. Any provision in any club constitution or any condition otherwise imposed in conflict with this section of the bylaws is null, void and without effect.
- d) The procedure for election to active membership shall be in the following sequence:
  - (i) A proposal for membership shall be made on the Association's official form, which after being completed and signed by the proposer and candidate shall be delivered by the proposer to the secretary.
  - (ii) The information sub-committee and the proposer (or representative) shall meet the candidate. After the meeting a report shall be submitted to the membership sub-committee which shall enquire into all aspects of the suitability and eligibility of the candidate.
  - (iii) If the result of the investigation is unfavourable this shall be reported to the council and, if the council accept, the secretary shall so advise the proposer and candidate.
  - (iv) If the result of the enquiry is favorable the chairman of the membership sub-committee shall, after consultation with the classifications sub-committee, assign a proposed classification following which the secretary will issue a written notice of the membership proposal to each member of the club except honorary members. Any member objecting to the election of the candidate shall deliver such objection stating reasons in writing signed by the member to the secretary within seven days from the issue of such written notice.
  - (v) Following the expiration of seven days from the issue of the notice referred to in the preceding sub-paragraph the council shall at its next meeting consider the proposal and report of the membership sub-committee and in the absence of any objections complying with *sub-paragraph (iv)* hereof the candidate shall be invited into membership.
  - (vi) If any objection complying with *sub-paragraph (iv)* hereof shall be made a vote of the council shall be held requiring an affirmative vote of a majority of members of the council present and voting<sup>8</sup>. The decision of the council on whether or not to invite a candidate into membership is final and shall not be subject to appeal.
  - (vii) The secretary shall inform the proposer and candidate of the result. If the proposal has been approved and the candidate satisfies all financial commitments to the club the proposer shall introduce the candidate to the club at the first convenient meeting when

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<sup>8</sup> Except for a vote under By-law 8, Clause 1, d (vi) to approve a proposal for election to active membership, when the chairman shall not get a second or casting vote. In the event of votes being equal The Chairman shall not have a second or casting vote and consequently the application must be declined.

the candidate shall be inducted into membership of the club.

**Clause 2 - Honorary Membership**

- a) Any person having the qualifications specified in *Article 10* of the *Standard RIBI Club Constitution* may be proposed for honorary membership by the council provided such proposal is supported by not less than two-thirds of the members of the council. The name of the proposed honorary member shall then be submitted to the next annual general meeting or to a special meeting convened for the purpose of considering that proposal. Only members of the club shall be permitted to be present at such a meeting. If the proposal receives the support of not less than two-thirds of those present and entitled to vote then the person so proposed shall be declared to be elected immediately upon acceptance as hereinafter provided.
- b) The secretary shall in writing, invite the person so elected to accept honorary membership and at the same time explain the conditions of honorary membership as set forth in *Article 10* of the *Standard RIBI Club Constitution*. This communication to the person elected shall be the first intimation of the possibility of honorary membership. If the offer of honorary membership is accepted the president shall make appropriate arrangements for introducing the honorary member at a regular meeting of the club.

**Clause 3 - Corporate Membership**

- a) Any organisation or company in the catchment area of the Rotary Club of Mayfair may be considered for Corporate Membership. Such membership will entitle the company or organisation to nominate up to 3 of their members to be members of the Rotary Club of Mayfair. Applications may be considered by the Council. In accepting a company or organisation for Corporate Membership Council must satisfy itself that each individual nominated Corporate Member is a suitable person to be part of Rotary in the same way as it would do if inducting a new individual member.
- b) A Corporate Member will be registered as a full Rotarian and therefore the company or organisation will pay full Club subscriptions for each Member.
- c) Corporate Members will have full membership rights as individuals including attending club meetings, serving on projects and on club committees, but not for (i) voting on club matters, (ii) counting towards a quorum and (ii) serving as club officers.
- d) Any individual nominated by a Corporate Member may after a 12 month period of a Corporate Membership period ask to be re-designated as full active members. Council can ratify any such application by simple majority. The re-designated member will then be subject to the attendance requirements of other individual members and they will no longer constitute a part of the company or organisation whom they previously represented. Such re-designated members will be responsible for their own individual Club subscriptions
- e) Companies and organisations with Corporate Members should ensure that their organisation keeps updated with the work of the Club via attendance or other Club events or in some other way, ideally on at least a monthly basis.
- f) Nominees of the Corporate Members will not have an individual attendance requirement. However the attendance of Corporate Members, including make-up attendances, will be recorded in so far as it contributes to a record of the attendance of all the Corporate Members of that company or organisation.
- g) At any time in the period a Corporate Member may terminate their membership by informing the secretary in writing.
- h) A company or organisation may terminate the Corporate Membership as a whole or of an individual nominee of the company or organisation by informing the secretary in writing. The notification that a company or organisation is terminating their overall Corporate Membership will result in the termination of membership of each individual nominee. Such actions will not debar individuals who have been Corporate Members from applying for individual

membership.

- i) At any time a Corporate Member may have their Membership terminated by the Council acting as though they were bound by Article 15 of the Club Constitution.
- j) Council will consider the overall attendance by companies or organisations with Corporate Members on an annual basis. Where a company or organisation's Corporate Members have failed to attend at least 10% of Club meetings (including make-up attendances and any other demonstrated form of keeping updated with the work of the Club to which the company or organisation might wish to refer), Council will review the value of the membership.
- k) Corporate Members will be excluded from the general attendance figures for the Club.

#### **Clause 4 - Associate Membership**

- a) Associated Members will be elected in the same way as Active members.
- b) An Associate Member will not be registered as a full Rotarian and therefore only pay the club subscription fee.
- c) Associate Members will have full membership rights as individuals including attending club meetings, serving on projects and on club committees, but not for (i) voting on club matters, (ii) counting towards a quorum and (ii) serving as club officers.
- d) Any Associate Member may at any time apply to become an Active Member.
- f) Associate Members will not have any attendance requirement.
- g) At any time in the period an Associate Member may terminate their membership by informing the secretary in writing.
- i) At any time an Associate Member may have their Membership terminated by the Council acting as though they were bound by Article 15 of the Club Constitution.
- k) Associate Members will be excluded from the general attendance figures for the Club.

#### **By-law 9 Leave of Absence**

Upon written application to the council, setting forth good and sufficient cause, including circumstances arising from bankruptcies or liquidations, leave of absence may be granted excusing a member from attending the meetings of the club for a specified length of time. Such leave of absence shall operate to prevent forfeiture of membership.

#### **By-law 10 Resolutions**

No resolution or motion to commit the club on any matter of public policy or any appeal to the club for charitable or other subscriptions shall be discussed by the club until it has been considered by the council. If offered at a club meeting, such items shall be referred to the council without discussion before a decision is reached by the club with whom the ultimate decision shall rest, provided always that such policy is not contrary to the general policy of the Association.

#### **By-law 11 Amendments**

##### **Clause 1 - Amendments to Club By-laws**

- a) Except as provided in *Clause 2* hereof, these *By-laws* may only be amended by resolution of the business meeting of the Association when carried by the votes of not less than two-thirds of those who, being entitled to do so, vote in person.
- b) No amendment to these *By-laws* shall be discussed or voted upon at the said business meeting unless a copy thereof shall have been submitted in writing to the General Secretary of the Association at least sixteen weeks before the first day of the relevant business meeting.

- c) Written notice of all proposed amendments shall be dispatched to the secretaries of all clubs at least eight weeks before the first day of the relevant conference and also inserted in the next available issue of the official publication of the Association.
- d) No proposed amendment from a club shall be submitted unless it has been formally seconded in writing by another club.

**Clause 2 – Amendments of an Administrative or Operational Nature**

- a) The club shall have the power to make amendments to these *By-laws* to suit its internal administrative<sup>9</sup> or operational requirements<sup>10</sup> provided that the proposed changes are consistent and in harmony with the *Standard RIBI Club Constitution*. Such amendments, made in accordance with *By-law 7, Clause 6 (b)*, which relate to the name of the club and day or time of its meeting shall not become effective until they have been submitted to and approved by the General Council of the Association. Notice of the terms of any proposed amendments shall be posted to all members at least seven days before the meeting.
- b) The club may establish standing orders for the regulation of its business. The provision of such standing orders shall at all times be in conformity with the spirit and provisions of the *Standard RIBI Club Constitution* and these *By-laws*. Any standing orders which are in contravention of any of the provisions of the *Standard RIBI Club Constitution* or these *By-laws* or the *Articles* or *By-laws of Rotary International* or of the Association or seek to impose additional restrictions or conditions shall be null and void and of no effect.

**By-law 12 Dissolution of the Club**

**Clause 1 - Procedure**

- a) In order to dissolve the club, a resolution shall be passed at any annual general, special general or extraordinary general meeting (convened in accordance with *By-law 7* hereof) by a majority of the members present and entitled to vote.
- b) The resolution referred to above shall be confirmed by a resolution passed by a majority of two-thirds of the members present and entitled to vote at an extraordinary general meeting (held not less than twenty-eight days after the meeting at which the first resolution was passed) at which not less than one-half of the members entitled to vote shall be present.
- c) Immediately following the extraordinary general meeting referred to in *Clause 1 (b)* above or at such future date as shall be specified in any resolution passed at such meeting the officers of the club (in consultation with the district governor of the district in which the club is situated) shall proceed to realise the assets of the club in accordance with *Clause 2* hereof.

**Clause 2 - Realisation & Distribution of Assets**

The assets of the club shall be realised and disposed of as follows:-

- a) Club Funds - Unless otherwise resolved by the members at one of the meetings referred to in *clauses 1 (a) and (b)* above, any club assets shall be sold and the proceeds of sale together with the balance standing to the credit of the club funds shall be held to pay outstanding debts. All outstanding debts shall then be settled including:-
  - (i) the payment of dues to Rotary International, the Association and any mandatory district levies.
  - (ii) the administrative expenses of the club's officers in effecting the winding up procedure.
 Subsequently the treasurer shall prepare a final statement of account and subject to any resolution by the members at one of the meetings referred to in *Clauses 1 (a) and (b)* above

<sup>9</sup> These usually relate to the name of the club and day or time of its meeting.

<sup>10</sup> These usually relate to the club committee structure and roles and responsibilities of club leaders.

otherwise directing, the net balance shall be divided evenly amongst those members of the club, except honorary members, remaining at the date of dissolution of the club.

- b) Club Regalia & Properties - The club's regalia, other than the charter, shall be disposed of at the discretion of the officers of the club (consider donating the regalia/other memorabilia to the district for historical interest or possible re-issue).
- c) Charitable Funds - Unless other charitable disposition is resolved by the club members at one of the meetings referred to in *Clauses 1 (a) and (b)* above the disposal of charitable funds after settling any outstanding debts or previous financial commitments shall be at the discretion of the officers of the club, who shall donate the remaining net balance to The Rotary Foundation or to a charity or charities previously supported by the club.

**Clause 3 - Surrender of Charter**

After discharge of all liabilities and distribution of the assets in accordance with *Clause 2* hereof, the club shall surrender its charter formally through the governor of the district to the General Secretary of the Association whereupon the club shall be dissolved.

**By-law 13 Merger of Clubs**

Two or more clubs within the same district seeking to merge shall apply to the General Council of the Association (acting under its delegated powers) provided that each of the clubs has fulfilled its financial and other obligations to RIBI. A merged club may be organised in the same locality as one or more existing clubs. The application shall be accompanied by a certificate indicating that each club has agreed to the merger. The General Council may allow the merged clubs to retain the name, charter date, emblem and other insignia of RI and RIBI of one or all of the former clubs as part of the historical records and for historical purpose.