

Rotary

Great Britain & Ireland



Constitutional Documents

Rotary GB&I Constitution
Rotary GB&I Bylaws
Rotary GB&I Standing Orders
Standard Rotary GB&I Club Constitution
Standard Rotary GB&I Club Bylaws

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INTRODUCTION

The ***Constitution of Rotary International (RI)*** provides that the administration of clubs shall be under the general supervision of the Board of Directors of Rotary International in Evanston, USA. However, direct supervision of the Rotary clubs in Great Britain, Ireland, the Channel Islands, the Isle of Man and Gibraltar is by an administrative territorial unit Rotary International in Great Britain & Ireland (RIBI but henceforth referred to as Rotary GB&I).

Rotary GB&I's powers, purposes and functions are set forth in the ***Articles of the Constitution of Rotary GB&I*** and in the ***Constitution and Bylaws of Rotary International***. The clubs in the unit, while being members of Rotary GB&I, are also members of Rotary International.

The governing body of Rotary GB&I is the Board comprising the Elected Officers of the Association, the General Board Members and District Governor Members from within the districts in the unit. The Director of Rotary International elected from the unit attends the Board and leads the District Governors in the territorial unit.

This table shows how the constitutional documents of Rotary GB&I and Rotary International may be amended.

Resolution to alter:	May be proposed by	Submitted to the Rotary GB&I Annual Conference	Requires Council on Legislation decision?
Rotary GB&I Constitution Standard Rotary GB&I Club Constitution	Club, District Council, Board of Rotary GB&I	Yes	Yes
Rotary GB&I Bylaws Standard Rotary GB&I Club Bylaws	Club, District Council, Board of Rotary GB&I	Yes	No
RI Constitution RI Standard Club Constitution RI Bylaws RI Standard Club Bylaws	Club (with District Council approval), District Council	No	Yes

Notes:

- It is recommended that any resolution which a Rotary club wishes to bring before the Rotary GB&I Annual Conference be submitted first to the District Council to ascertain its views.
- In the absence of any specific statement or decision to the contrary, the provisions of resolutions adopted by the Rotary GB&I Annual Conference shall become effective immediately upon adoption. (*GC.78/79 Minute 5(b) and Resolution (c) M.135*)
- Any amendments made by the Council on Legislation or the Convention of Rotary International are effected *ipso facto* in the constitutional documents of Rotary GB&I on 1st July following the event.

ARTICLES OF CONSTITUTION ROTARY INTERNATIONAL GREAT BRITAIN AND IRELAND

Article 1 Title

The title of this Association is 'Rotary International in Great Britain and Ireland' (Rotary GB&I).

Article 2 Definitions

Throughout these articles and Bylaws, unless the subject or context otherwise clearly requires, the words in this article shall have the following meanings:

1. *Area*: Great Britain, Ireland, the Channel Islands, the Isle of Man and Gibraltar
2. *Association*: Rotary International in Great Britain and Ireland (Rotary GB&I, henceforth referenced as Rotary GB&I) which is the administrative territorial unit of Rotary International in the Area
3. *Constitutional documents*: the Rotary GB&I Constitution and Bylaws and the Standard Rotary GB&I Club Constitution and Bylaws
4. *Club*: a Rotary club within the Area which is a member club of Rotary International and of the Association
5. *Satellite club*: a potential club whose members shall also be members of the sponsor club
6. *Council*: the council of a Rotary club
7. *Governor*: the governor of a Rotary district
8. *General Council*: the General Council of the Association
9. *Annual Assembly*: the Annual Assembly of the Association
10. *Annual Conference*: the Annual Conference of the Association
11. *Year*: the twelve-month period which begins on 1 July

Article 3 The Constitution of Rotary International

The Constitution of the Association shall be at all times in conformity with the spirit and provisions of the *Constitution* and the *Bylaws of Rotary International*.

Article 4 Purposes

The purposes of the Association are:

1. To promote and administer in the Area the Object of Rotary as defined in the *Constitution of Rotary International* and the purposes of Rotary International.
2. To supervise and co-ordinate the activities of clubs in the Area, and to organise new clubs therein.
3. To collect and disseminate all necessary information, in the best interests of Rotary.
4. To promote the spirit of fellowship amongst Rotarians and to extend the development of Rotary throughout the world.

Article 5 Membership in the Association

Section A – Composition

The Association shall consist of all clubs in the Area.

Section B – Admission

All applications for membership in Rotary International from clubs within the Area shall be in accordance with the *Bylaws of the Association*.

Section C – Revenue

1. Annual Subscription - Each club shall pay to the Association an annual subscription in accordance with the *Bylaws of the Association*.
2. Per Capita Dues - In addition to the annual subscription, each club shall pay to the Association at the same times such sum in respect of per capita dues for the account of Rotary International as required by the *Association's Bylaws* and the *Bylaws of Rotary International*.

Section D - Ratification of Constitution & Bylaws

Every club in the Area is bound in all things, not contrary to law, by the *Constitution* and the *Bylaws of the Association* and shall faithfully observe the provisions thereof.

Article 6 Membership in Clubs

Membership in clubs shall conform to the conditions prescribed in the *Constitution* and *Bylaws of Rotary International*.¹

Article 7 Governing Body

The Governing Body of the Association shall be the General Council as described in the *Bylaws of the Association*.

Article 8 Officers

The Officers of the Association shall be the Chair, Chair-Elect, Honorary Treasurer and the General Secretary.

Article 9 Administration

Section A - Territorial Unit

1. In accordance with the provisions of *Article 8 of the Constitution of Rotary International*, the Area is divided into districts. The General Council shall from time to time define the boundaries of a district and, if deemed desirable, increase or decrease the number of districts, subject to the approval of the Board of Directors of Rotary International.
2. No such change shall be made over and against the objection of a majority of the clubs in the district or districts affected thereby. Only clubs shall vote on any change and each club shall have one vote. The number of districts shall not be increased or decreased without the prior consent of the Board of Directors of Rotary International.

Section B – Governors

One Governor for each district shall be nominated and serve as provided for in the *Bylaws of the Association* and be elected as provided in the *Bylaws of Rotary International*.

Section C – Assemblies

A District Training Assembly shall be held annually as provided in the *Bylaws of the Association*.

Section D - Conferences

A District Conference shall be held annually as provided in the *Bylaws of the Association*.

¹ The membership conditions are set out in full in Article 5, Section 2 of the Constitution of Rotary International, Article 4 of the RI Bylaws and Article 10 of the Standard Club Constitution.

Article 10 Annual Conference

The Association shall hold an Annual Conference as prescribed in the *Bylaws of the Association*. The Association shall hold a business meeting at the Annual Conference. A special business meeting may be held as prescribed in the *Bylaws of the Association*.

Article 11 Annual Assembly

The Association shall hold an Annual Assembly as prescribed in the *Bylaws of the Association*.

Article 12 Bylaws of the Association

Bylaws not inconsistent with the *Constitution* embodying the necessary provisions for the administration of Rotary in the Area shall be adopted and may be amended from time to time in the manner prescribed in *Bylaw 9* provided that such *Bylaws* shall always be in conformity with the spirit of the *Constitution* and the *Bylaws of Rotary International*.

Article 13 Standard Club Constitution & Bylaws

The following shall apply:

1. Each club admitted to membership after June 5th 1922 shall conform with the current *Standard Rotary GB&I Club Constitution* and *Bylaws*.
2. A club admitted to membership in the Area on or before June 5th 1922 shall conform with the *Standard Rotary GB&I Club Constitution* and *Bylaws* except for such differences as shall have been notified to and acknowledged by the Board of Rotary International prior to December 31st 1989, and shall not change any part of its *Constitution* and *Bylaws* unless such change conforms to the *Standard Club Constitution* and *Bylaws*.²
3. Except as provided in *Article 22 Section 1* of the *Standard Rotary GB&I Club Constitution* and *Bylaw 11* of the *Standard Rotary GB&I Club Bylaws* any resolution to amend the *Standard Club Constitution* or *Bylaws* shall be submitted as prescribed in *Bylaw 9 of the Association*.
4. *The Standard Rotary GB&I Club Constitution* and *Bylaws* shall conform with the *Standard Club Constitution* and *Bylaws of Rotary International* for the time being in force as amended to take account of the internal administrative requirements necessary for the proper functioning of the Association.

Article 14 Rotary International Nominations & Elections

The Director from the Area to serve on the Board of Rotary International and the member and alternate member from the Area to serve on the Nominating Committee for the President of Rotary International shall be nominated and elected in accordance with the provisions of *Bylaw 3 of the Association*.

Article 15 Amendments to the Constitutional Documents

The following shall apply:

1. Amendments to this *Constitution* and the *Bylaws of the Association* shall only be made if carried by the votes of not less than two thirds of the voting delegates present and voting at a business meeting as prescribed in the *Bylaws of the Association*.
2. Any proposed resolution to amend the *Constitution* or the *Bylaws of the Association* shall be submitted as prescribed in *Bylaw 9*.
3. All amendments to this *Constitution* shall be in accordance with the spirit and provisions of the *Constitution* and the *Bylaws of Rotary International*. When Rotary International amends its

² Clubs formed before 6th June 1922 and whose variations have been registered with and approved by Rotary International are: London - Dundee - Wolverhampton - Edinburgh - Leicester

Constitution or Bylaws consequential amendments necessary to maintain this *Constitution* and the *Bylaws of the Association* in conformity with the *Constitution* and the *Bylaws of Rotary International* shall be effected automatically in this *Constitution* and the *Bylaws of the Association*.

4. Any amendments to this *Constitution* shall become effective only when constitutionally ratified by Rotary International.

Article 16 Interpretation

Throughout this *Constitution* and the *Bylaws of Rotary GB&I*, and the *Standard Rotary GB&I Club Constitution*, the following rules of construction shall apply: The words “shall”, “is” and “are” are mandatory, and the words “may” and “should” are permissive. Pronouns of either the masculine or feminine gender shall include the other gender. 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.

BYLAWS OF ROTARY INTERNATIONAL IN GREAT BRITAIN AND IRELAND

Bylaw 1 Definitions

In these Bylaws, the words shall have the following meanings:

RI Director	The member of the Board of Directors of Rotary International elected from among the clubs of the area
Chair	A Rotarian appointed in accordance with these Bylaws to chair the Rotary GB & I Board
Board	The General Council of the Association
Rotary year	A period of twelve months commencing on 1 July

Bylaw 2 General Council

2.010 Governing Body

2.020 Powers & Duties

2.030 Meetings of the Board

2.040 Notice of Meetings & Agenda

2.050 Method of Voting & Voting by Electronic Means

2.060 Tenure of Office of Board Members

2.070 Appointment of Board Members

2.080 Qualifications & Duties of Board Members

2.090 Terminations

2.100 Vacancies

2.110 Standing Committees

2.120 Teams

2.130 Control & Supervision

2.140 Quorum

2.150 Council of Past Presidents & Directors

2.010 Governing Body

The General Council (hereinafter referred to as "The Rotary GB & I Board – 'the Board'") shall consist of:

- The Chair
- The Chair-Elect
- The Chair-Nominee
- The Honorary Treasurer
- The General Secretary
- A District Governor-Nominee (six-month term)
- A District Governor-Elect
- A District Governor
- An Immediate Past District Governor (six-month term)
- Five General Members

The General Secretary shall have no vote. In the event of a tie in any vote, the Chair or other member presiding shall have a second or casting vote.

2.020 Powers & Duties

2.20.1 – General

The Board shall have the control and oversight of the affairs and funds of the Association, including the power to appoint and replace trustees in connection therewith, and subject to the provisions of these *Bylaws* may regulate its own proceedings. Its administrative decisions shall be final, but on any other matters a club may appeal against a decision within 12 months thereof to the next business meeting of the Association. No such appeal shall be heard unless the General Secretary of the Association has received written notice not less than twenty-one days before the commencement of the said business meeting.

2.20.2 – Duties

The Board shall:

- Determine the Strategic Plan of the Association, which shall be consistent and in harmony with the Strategic Plan of Rotary International
- Approve the Business Plan of the Association which shall set out how the Strategic Plan is to be delivered
- Recommend a three year rolling financial plan of the Association for adoption at the business meeting.
- Receive the Annual Accounts of the Association for approval by the membership at the said business meeting.
- Consult the District Governors Forum on all significant matters, including the Strategic Plan and the Business Plan of the Association, provided that notwithstanding any representations made by the District Governors Forum, the decision on such matters by the Board shall be final.
- Submit a report to the Business Meeting for consideration and adoption. Copies of such reports shall be circulated by the General Secretary to all clubs at least twenty-one days before the date of the Business Meeting.

A scheme of delegated authority shall be established under which the District Governor Forum (see bylaw 4) may make decisions without reference to the Board. Such scheme may be periodically reviewed, and modified by agreement between the Board and the District Governor Forum. In the event of the Board and District Governor Forum being unable to agree, the matter shall be referred to the Business Meeting for determination.

2.20.3 – Borrowing Powers

In controlling the management of the affairs of the Association the Board shall be empowered to exercise such borrowing powers as may from time to time appear necessary but shall at no time incur indebtedness in excess of the net assets of the Association then existing.

2.20.4 – Committees/Teams

Except where such membership is otherwise defined in these *Bylaws* the Board shall appoint the members of those standing committees/teams prescribed by these *Bylaws*. The Board Chair shall be an ex-officio member of all standing committees/teams.

2.20.5 – Publications

The Board shall publish an official magazine for the Association and any other literature it considers desirable.

2.20.6 – Variation of Dates

The Board may by reasonable notice to the clubs in the Area vary dates prescribed in these *Bylaws*, and in the *Standard Rotary GB&I Club Constitution and Bylaws* relating to conferences, meetings, proposals, nominations and elections.

2.20.7 – General Secretary

The Board shall have responsibility for the appointment of, or the termination of, the tenure of office of the General Secretary of the Association.

2.030 Meetings of the Board

The Board shall meet at such times and places as it may determine, but not less than four times in each year. The Chair shall have the power to invite such other persons to attend its meetings as he or she shall be considered necessary.

A special meeting of the Board shall be convened upon the written request to the General Secretary of the Association by a majority of the members of the Board.

The quorum for the transaction of all business at meetings of the Board except in cases requiring a larger vote under these *Bylaws* shall be a majority of the members, including at least one Officer of the Association, other than the General Secretary.

2.040 Notice of Meetings & Agenda

Notice of the meetings of the Board, together with a copy of the agenda, shall be sent by the General Secretary to all members of the Board at least fourteen days before each meeting. Matters other than those included in the agenda shall not be discussed or voted upon except by the consent of the majority of the members of the Board present.

A decision upon any non-administrative matter introduced under this last-named procedure shall be subject to confirmation at the next meeting of the Board or by the procedure prescribed in *Clause 2.050.2 below*.

2.050 Method of Voting and Voting by electronic means

2.50.1 – Method of Voting

At meetings of the Board, votes shall be taken by a show of hands or electronic means. In the event of the votes being equal the Chair shall have a second or casting vote. The General Secretary shall have no vote.

2.50.2 – Voting by Electronic Means

The Board may with the approval of the Chair vote by electronic means upon any proposition. The voting shall be considered closed at the end of fourteen days after notification of the proposition, provided that the quorum of the Board shall have returned their votes by that time, or at any time prior thereto if all the members of the Board shall have then returned their votes. All such decisions shall be minuted at the next meeting of the Board.

2.060 Tenure of Office of Board Members

- a) The Chair-Nominee shall serve for a period of one year. At the expiry of that year he or she assumes the office of Chair-Elect for a period of one year. At the expiry of that year he or she shall assume the office of Chair for a period of one year.
- b) The Honorary Treasurer shall hold office for a period of three years.
- c) The District Governor-Elect shall serve for a period of one year. At the expiry of that year he or she shall serve as a member of the Board as District Governor.
- d) The District Governor-Nominee shall serve for a period of six months commencing on 1 January. At the expiry of this period, he or she shall serve as a member of the Board as District Governor-Elect for a period of one year. At the expiry of that year, he or she will shall serve as a member of the Board as District Governor for one year. At the expiry of

that year, he or she will shall serve as a member of the Board as Immediate Past District governor for a period of six months commencing on 1 July.

- e) The General Members shall serve for a period of three years.

At the expiry of their term of appointment, members of the Board shall not be eligible for re-appointment, provided that:

- (i) A person who has served as a member of the Board as District Governor-Elect or District Governor shall be eligible for election as Chair-Nominee or appointment as a General Member.
- (ii) A person who has served as Chair or as a General Member shall be eligible for appointment to the Board after the expiry of three years.
- (iii) A person who has served as a General Member shall be eligible for election as Chair-Nominee or Honorary Treasurer
- (iv) A person who has served as Honorary Treasurer shall be eligible for election as Chair-Nominee or as a General Member after the expiry of three years.

2.070 Appointment of Board Members

- a) The Chair-Nominee shall be elected as set out in Bylaw 3, clause 4 during the Rotary year preceding the July 1 in which he or she is to take up office.
- b) The Honorary Treasurer shall be elected as set out in Bylaw 3, clause 4 not less than twelve and not more than eighteen months before the July 1 in which he or she is to take up office.
- c) The District Governor-Nominee shall be elected during the first half of his or her year as district governor-nominee by the governor-nominees of the districts in the area and in any event no later than 31st December.
- d) The General Members shall be appointed by an Appointments Panel as set out in Bylaw 3, clause 4 during the Rotary year preceding the July 1 in which he or she is to take office.
- e) In the event of a District Governor-Nominee, District Governor-Elect or District Governor being unable to attend a Board meeting, a deputy to attend in his or her stead shall be elected by the relevant DG, DGE or DGN cohort.

2.080 Qualifications and Duties of Board Members

2.80.1 – Qualifications

- a) Every member of the Board must be an active member of a Rotary club in the area.
- b) No District Governor may serve as Chair, Chair-Elect, or Chair-Nominee
- c) No District Governor may simultaneously hold the office of or be nominated as Honorary Treasurer of the Association.
- d) No candidate for office as Honorary Treasurer of the Association shall be a member of the Constitutions Committee.
- e) The Honorary Treasurer shall be financially qualified and experienced in accounting practices and shall have served on the Rotary GB&I Finance Committee for a minimum of one year and previously as a District Treasurer for a minimum of three years.

2.80.2 – Duties

- a) Chair - The Chair shall preside at all meetings of the Board, and shall supervise the work and activities of the Association.
- b) Honorary Treasurer - The Honorary Treasurer shall be the custodian of the funds of the Association. The Honorary Treasurer's other duties shall be as determined by the Board.

- c) General Secretary - The General Secretary shall be the active managing Officer of the Association under the supervision of the Chair and the control of the Board. The General Secretary's duties shall be as contained within these *Bylaws* and such other responsibilities as defined by the Board

2.090 Termination

Any member of the Board who ceases to meet the qualifications set out in clause 8 shall immediately cease to be a member of the Board.

The District Governor and District Governor-Elect members of the Board shall cease to be members of the Board if they cease to hold office as district governor or district governor-elect.

A member of the Board other than the General Secretary, and one serving as District Governor-Elect or District Governor may be removed for cause in accordance with the following procedure.

- a) Where a complaint has been received against a member of the Board which is of sufficient seriousness that, if upheld, it might justify the termination of membership of the Board, the complaint shall be referred to a panel comprising three members, each of whom has held one of the following offices: President of the Association; RI Director; Chair of the Rotary GB & I Board,
- b) The panel shall investigate any such complaint, giving both the complainant and the individual complained against an opportunity to be heard, and shall then either dismiss the complaint or terminate the Board membership of the individual complained against.
- c) If the panel decides to terminate the membership, the individual complained about shall have a right of appeal to the Council of Past Presidents and Directors in accordance with Bylaw 2, clause 15, paragraphs (f) and (g).

A District Governor-Nominee, District Governor-Elect or District Governor may be removed from the Board by a two-thirds majority vote of the relevant DG, DGE or DGN cohort.

2.100 Vacancies

2.100.1 – Chair of the Board

In the event of a casual vacancy in the office of Chair of the Board, the Chair-Elect shall succeed to the office.

2.100.2 – Chair-Elect

In the event of a casual vacancy in the office of Chair-Elect, the Chair-Nominee shall succeed to the office.

2.100.3 – Chair-Nominee

In the event of a casual vacancy in the office of Chair-Nominee, unless the succeeding Chair-Nominee has been elected, in which case he or she shall succeed, an election shall be held in accordance with bylaw 3, clause 4.

2.100.4 – Honorary Treasurer

In the event of a casual vacancy in the office of Honorary Treasurer, the Honorary Treasurer-Elect shall succeed to the office. In the event of a casual vacancy arising prior to the election of a successor, an election shall be held in accordance with bylaw 3, clause 4, the successful candidate

to be elected to serve a full three-year term. Pending completion of such an election, the Board may appoint an interim Treasurer.

2.100.5 – District Governor, District Governor-Elect or District Governor-Nominee

A casual vacancy in either of these positions shall be filled by the relevant DG, DGE or DGN cohort.

2.100.6 – General Member

In the event of a casual vacancy in the office of General Member, the Appointments Panel shall appoint a replacement.

2.100.7 – Term of Appointment

A person appointed to membership of the Board as a result of a casual vacancy shall serve the unexpired term of the position which they are filling. If the individual so appointed serves in that capacity for one year or less, they will be eligible for subsequent appointment to the Board for a full term.

2.110 Standing Committees

The following shall be the Standing Committees of the Board:

- a) Constitutions
- b) Finance
- c) Operations Review and Audit

2.110.1 – Constitutions Committee

Shall consist of a Chairman and three members.

The committee shall advise the Board on all constitutional matters that may from time to time arise. It shall also advise districts and clubs on any constitutional matters, and, on behalf of the Board, shall consider and approve or otherwise any proposed amendments to the *Standard Rotary GB&I Club Bylaws* which may be submitted by clubs, except those specifically delegated by the Board to the General Secretary.

The committee shall prepare for adoption by the Board correlative amendments to the *Constitution and Bylaws of the Association* and the *Standard Rotary GB&I Club Constitution and Bylaws* when necessary, to give full effect to decisions of the Council on Legislation of RI after these have been reduced to their final form.

The committee shall have charge of the elections and shall supervise the ballots, reporting promptly the results thereof.

2.110.2 – Finance Committee

Shall consist of the Honorary Treasurer as Chairman and four members. The Honorary Treasurer-Elect shall also be a member, but without vote. The committee shall have general supervision of the finances of the Association, and shall submit to the Board a report and statement of accounts and balance sheet duly audited for adoption at the business meeting. In advance of each financial year, the committee shall prepare a budget of estimated income and expenditure which, having been approved by the Board and submitted to and adopted by the said business meeting, shall stand as the limit of expenditure for the respective purposes unless subsequently varied by the Board.

2.110.3 – Operations Review & Audit Committee

Shall consist of a Chairman and four members. At least one member of the Committee shall have appropriate financial understanding and experience. It shall monitor the effectiveness and efficiency of the operations of the Association, shall oversee such financial and other affairs which affect the interests of the members, and shall perform such other oversight functions as may be requested from time to time by the Board.

2.110.4 – General Provisions

The Chairman of a standing committee shall have the power to invite such other persons to attend its meeting (without vote) as shall be necessary for the efficient business of the committee. The General Secretary shall be a member (without vote) of all standing committees.

No District Governor shall serve as Chairman or voting member of a Standing Committee.

2.120 Teams

- a) The Board shall appoint Teams to advise it on, and to deliver relevant programmes relating to Membership; Public Image; Foundation; Humanitarian Service; and Leadership Development and Training.
- b) The Board may appoint such other teams as it deems necessary to ensure the effective discharge of its functions and duties.
- c) The Board shall determine the Terms of Reference, Membership and Quorum of teams appointed in terms of these bylaws.
- d) No district governor shall serve as chairman or voting member of any Team appointed by the Board.

2.130 Control and Supervision

- a) The Board shall exercise general control and supervision including taking any appropriate action over all teams, District Councils, Officers of the Association, District Governors and individual members of the Board in all matters pertaining to the administration of Rotary within the Area.
- b) Except as provided in these *Bylaws* the Board shall determine the terms of reference and duties of all teams.

2.140 Quorum

The quorum for all teams shall be as prescribed by the Board, failing which it shall be a majority of the voting members of the team.

2.150 Council of Past Presidents and Directors

- a) How Constituted - There shall be a Council of Past Presidents and Directors composed of Past Presidents, Past RI Directors and Past Chairs of the Board who continue to hold membership in a club. The current Chair of the Board shall be an ex-officio a member of the Council with the privilege of attending meetings and taking part in its deliberations but shall have no vote in the proceedings thereof.
- b) Officers - The Chairman of the Council shall be elected for the ensuing Rotary year at the last meeting of the members held in the previous Rotary year. The Secretary of the Council shall be appointed similarly.
- c) Duties - The Council of Past Presidents shall consider, through correspondence, matters referred by the Chair of the Board or the Board and may give advice and recommendations to the Board thereon. Members of the Council shall also, at the request of the Board, act as mediators or arbitrators in matters involving clubs, districts and Officers.
- d) Meetings - The Chair of the Board or the Board may call a meeting of the Council of Past Presidents where the advice or recommendation of the Council is required. The Chairman of the Council shall make a report to the Board subsequent to each meeting.

- e) In the event of there being a dispute in the administration or activities of any club or district which does not fall within *Article 19* of the *Standard Rotary GB&I Club Constitution* or any district in Rotary GB&I, the Board may, when appropriate, refer the dispute to the Council of Past Presidents of the Association.
- f) The Chairman of the Council of Past Presidents shall in such circumstances, appoint a panel of three of its members to undertake an enquiry.
- g) The panel's findings and decision shall be final and binding on all parties and shall not be subject to appeal.

Bylaw 3 Appointments and Elections

3.010 Election of Director

3.020 Director of Board of Rotary International & Selection Advisory Committee for Director

3.030 Selection Advisory Committee for Director

3.040 Election of Chair Nominee & Honorary Treasurer

3.050 Nomination Committee for Chair Nominee & Honorary Treasurer

3.060 Proposal of Challenging Candidates

3.070 Appointment of General Members of the Board

3.080 Nominating Committee for President of Rotary International

3.010 Election of Director

The Director of Rotary International shall be nominated and elected by all the clubs in Rotary GB&I in such form and at such time as the Board shall determine.

3.020 Director Rotary International and Selection Advisory Committee for Director

3.20.1 – Qualifications

A candidate nominated as Director of Rotary International shall be a member, other than an honorary member, in good standing in a club in Rotary GB&I and shall have served a full term as a District Governor of Rotary International prior to being proposed as such candidate (except where service for less than a full term may be determined by the Board of Rotary International to satisfy the intent of this provision) with at least three years of time having elapsed since service as a governor. Such candidate shall also have attended at least two Institutes and one Convention in the 36-month period prior to being proposed. No candidate may be a member of the Constitutions Committee.

3.20.2 – Nominations

A district council not later than 15th July in each relevant year may propose one active member for consideration as a candidate for nomination as Director of Rotary International. The district council must first be satisfied that such person, if elected, would be willing to act. The name so proposed shall be submitted on the prescribed form issued by the General Secretary of the Association and shall be signed by the district secretary and one other officer of the district and must be delivered to the General Secretary of the Association not later than 15th July.

3.20.3 – Term of Office

The term of office of the Director of Rotary International shall commence on the 1st day of July in the calendar year following the annual convention of Rotary International and shall continue for two years, or until a successor shall have been elected and qualified. No person who has served a

full term as director may again hold office as director except as President or President-Elect of Rotary International.

3.030 Selection Advisory Committee for Director

3.30.1 – Composition

After 15th July a Selection Advisory Committee for Director shall be elected in accordance with the following provisions:-

- a) The committee shall consist of seven members, namely two Past Presidents, Past Directors and/or past Chairs of the Board of the Association, one of whom shall, if available, be a past Director of Rotary International and five members from the district council nominees.
- b) The committee shall be elected by the district governors by means of the single transferable vote provided that a district governor who is a candidate for office shall not be entitled to a vote.
- c) In the event of a member of the committee being unable to attend its meeting the vacancy shall be filled by the next ranked candidate in the appropriate group. Up to two members of the district council nominees' group need not be past Officers of Rotary International, but if not, must have served at least two full terms on a District Executive Committee.
- d) The election of members of the committee will be according to procedures approved by the Board.

3.30.2 – District Council Nominees

Each district council may propose a past Officer of Rotary International, or a non-past Officer of Rotary International, provided that person has served at least two full terms on the district executive committee, who shall be an active member of a club in its own district (their previous consent to act having been obtained) for election to the Selection Advisory Committee for Director, provided that neither the district governor nor any Past President, Past Directors and/or past Chairs of the Board of the Association shall be eligible. Each district council may determine the manner in which such person shall be selected. The name of the Rotarian selected shall be delivered by the district secretary on the prescribed form to the General Secretary of the Association not later than 15th July.

3.30.3 – Eligibility

No district nominee shall be debarred from serving as a member of the committee by reason of the election thereto of a Past President, Past Directors and/or past Chair of the Board of the Association who is a member of a club in the same district as that of the nominee. No candidate nominated for any of the offices nor members of the Board shall be eligible for membership of the committee. Neither a current nor incoming Director of Rotary International shall be eligible for membership of the committee. No Rotarian may serve as a member of the committee more than twice in succession. District Council nominees will be measured against a published role description, person specification and competencies as determined by the Board.

3.30.4 – Procedure

The committee shall be convened by the General Secretary of the Association as soon as practicable after election and shall appoint its own Chair. The committee will operate according to procedures approved by the Board.

3.020.3 – Duties

The Selection Advisory Committee for Director shall consider the nominations received and, if it considers it advisable so to do, propose such of the nominees whom the panel would recommend for election, such recommendation or recommendations to be communicated in writing by the General Secretary of the Association to the clubs.

3.040 Election of Chair Nominee and Honorary Treasurer

3.40.1 – Administration

The Chair-Nominee and Honorary Treasurer shall be elected by all the clubs in accordance with the Nominating Committee procedure set out in Clauses 3.050.4 below

3.40.2 – Proposals

- a) In each year, any club in the area may propose for election one active member for the office of Chair-Nominee. The club must first be satisfied that such person or persons, if elected, would be willing to act. The name or names so proposed shall be submitted on the prescribed form issued by the General Secretary of the Association and shall be signed by the club secretary and one other officer of the club, and must be delivered to the General Secretary of the Association.
- b) In each relevant year any club in the area may propose for election one active member for the office of Honorary Treasurer. The club must first be satisfied that such person or persons, if elected, would be willing to act. The name or names so proposed shall be submitted on the prescribed form issued by the General Secretary of the Association and shall be signed by the club secretary and one other officer of the club, and must be delivered to the General Secretary of the Association.

3.050 Nominating Committee for Chair-Nominee and Honorary Treasurer

3.50.1 – Composition

After 15th July a Nominating Committee for Chair-Nominee and, if required, Honorary Treasurer shall be elected in accordance with the following provisions:

- a) The committee shall consist of seven members, namely two serving District Governors and five members from the district council nominees.
- b) The committee shall be elected by the District Governors by means of the single transferable vote.
- c) In the event of a member of the committee being unable to attend its meeting the vacancy shall be filled by the next ranked candidate in the appropriate group. Up to two members of the district council nominees' group need not be past Officers of Rotary International, but if not, must have served at least two full terms on a District Executive Committee.
- d) The election of members of the committee will be according to procedures approved by the Board.

3.50.2 – District Council Nominees

Each District Council may propose a past Officer of Rotary International, or a non-past Officer of Rotary International, provided that person has served at least two full terms on the District Executive Committee, who shall be an active member of a club in its own district (their previous consent to act having been obtained) for election to the committee, provided that the District Governor shall not be eligible. Each district council may determine the manner in which such person shall be selected. The name of the Rotarian selected shall be delivered by the district secretary on the prescribed form to the General Secretary of the Association.

3.50.3 – Eligibility

No candidate nominated for office nor any member of the Board shall be eligible for membership of the committee. Neither a current nor incoming Director of Rotary International shall be eligible for membership of the committee. No Rotarian may serve as a member of the committee for a longer consecutive period than three years. District Council nominees will be measured against a published job description, person specification and competencies.

3.50.4 – Procedure

The committee shall be convened by the General Secretary of the Association as soon as practicable after election and shall appoint its own chairman. The committee will operate according to procedures approved by the Board.

3.50.5 – Duties

The committee shall consider the proposals received and, if it considers it advisable so to do, nominate one of the candidates proposed to it for election, such nomination to be communicated in writing by the General Secretary of the Association to the clubs.

3.50.6 – Declaration

If there is no challenging candidate within 28 days of announcement of the committee's nominee, the committee's nominee shall be declared elected.

3.060 Proposal of Challenging Candidates

- a) Any club in the area may propose a challenging candidate. The challenging candidate must have been proposed to the Nominating Committee. The name of the challenging candidate shall be submitted by a resolution of the club at a regular meeting and must be concurred to by a majority of clubs in at least two districts. The concurrence may be obtained at a district council meeting or by ballot-by-mail. The concurrence must be certified to the General Secretary by the district governor.
- b) On receipt of a valid challenge, the General Secretary shall conduct a ballot in accordance with arrangements approved by the Board. If there are more than two candidates, the ballot shall be by means of the single transferable vote. In the event of a tie in voting, where there are only two candidates, the District Governor Forum shall select one of such candidates as the successful candidate.

3.070 Appointment of General Members of the Board

3.70.1 – Applications

Any qualified person seeking appointment to the Board as Chair-Nominee or as a General Member may submit their name to the General Secretary on the prescribed form

3.70.2 – Appointment Panel

The Chair-Nominee and General Members of the Board shall be appointed by an Appointments Panel composed on the same basis as the Nominating Committee as set out in Clause 5 above, provided

- a) that the Panel may engage the services of suitably qualified individual(s) to attend its meetings and to advise it, and may pay a fee and expenses to such individual(s), and
- b) paragraphs (d) and (e) above shall not apply, and the following paragraphs shall be of effect:
 - (i) Procedure - The Panel shall be convened by the General Secretary of the Association as soon as practicable after election and shall appoint its own chairman. The committee will operate according to procedures approved by the Board.
 - (ii) Duties - The Panel shall consider the applications received and, if it considers it advisable so to do, appoint such persons as it deems appropriate to such positions on the Board as may be vacant. The Panel's decisions shall be final and shall be communicated in writing by the General Secretary of the Association to the clubs.
 - (iii) Term – A new Panel shall be convened each year, and its members shall serve for the purposes of making annual appointments and filling any casual vacancies until a new Panel is appointed.

3.080 Nominating Committee for President of Rotary International

3.80.1 – Qualifications

The member and alternate member from a zone to serve on the Nominating Committee for the President of Rotary International shall each be a Past Director of Rotary International and shall be a member other than an honorary member of a club in the appropriate zone. Neither the President of Rotary International, the President-Elect of Rotary International, any candidate for President nor any Past President of Rotary International shall be eligible for membership of the nominating committee.

3.80.2 – Election

In each alternate year one member shall be elected from the clubs in the zone to serve on the committee, either at the Business Meeting or by a postal ballot in such form and at such time as the Board shall determine³. In even-numbered years zone 19 shall elect a member of the committee; in odd-numbered years zone 20a shall elect a member of the committee.

Bylaw 4 District Governor Forum

There shall be convened a District Governor Forum comprising the RI Director for the area, who shall be chairman, and the district governors. The Forum shall meet not less than four times per annum, provided that such meetings may be convened by electronic means.

The District Governor Forum shall be chaired by the RI Director nominated from the area. Where there is no RI Director nominated from this area, the Forum shall elect an active Rotarian from the area to be Chair of the Forum. The chair will have no vote. An RI Director for the area who is not nominated from the area will be an *ex-officio* member of the Forum.

The Forum shall:

- a) Discharge the functions allocated to it in these Bylaws, including those granted under the agreed scheme of delegation.
- b) Be consulted by the Board as set out in Bylaw 2, clause 2 above
- c) Conduct such other business as the members of the Forum shall deem appropriate, save those specifically reserved to the Board by the agreed scheme of delegation.

Bylaw 5 District Governors

5.010 Qualification

5.020 Nomination & Election

5.010 Qualification

- a) Each Rotarian nominated as a district governor must have been a president of a member club of Rotary International for a full term or be a charter president of a club having served the full term from the date of charter to 30th June provided that this period is for at least six months and must, prior to taking office as district governor, have served in the aggregate for at least seven years as a member of one or more clubs.

³ The number of club votes allowed in the annual ballot-by-mail for the member and alternate member to sit on the Nominating Committee for the President of RI shall be as prescribed in the RI Bylaws, that is to say each club shall be entitled to at least one vote. Any club with an active membership of more than 25 shall be entitled to one additional vote for each additional 25, or major fraction thereof, of its members. (See RI Bylaw 10.030). There shall be no ex-officio votes. (GC.95/96:39)

- b) Each district governor when nominated shall be an active member in good standing of a member club in the district in which nominated.

5.020 Nomination & Election

- a) Subject to the provisions of these *Bylaws*, and the *Standard Rotary GB&I Club Bylaws* a club may propose for election to the office of district governor-nominee for the next Rotary year a member of a club in the same district as that of the proposing club, and whose previous consent to act as district governor has been obtained. Such proposal must be signed by the president and secretary of the club and delivered to the district secretary on or before a date determined by the district council. In the event of any club proposing as a candidate for district governor a member of another club, the concurrence of that club shall first be obtained. There shall not be more than one candidate from any club.
- b) A candidate shall be elected not more than thirty-six months, but not less than twenty-four months prior to the day of taking office. Such election shall be by means of the single transferable vote carried out by ballot or by post in accordance with arrangements made by the district council.
- c) The district secretary shall by the 31st of December notify the General Secretary of the Association on the prescribed form the name of the Rotarian elected who shall be known as the district governor-nominee and shall assume the title of governor-nominee on 1 July two years prior to assuming office as governor. A governor-nominee in the year prior to becoming governor shall be known as governor-elect.
- d) The names of the candidates duly elected for the office of district governor by their respective districts shall be announced at the next business meeting of the Association.

Bylaw 6 Finance and audit

6.010 Financial Year

6.020 Annual Subscriptions & Dues

6.030 Audit

6.040 Payments

6.010 Financial year

The financial year of the Association shall be from 1st July to 30th June based on a three year financial cycle.

6.020 Annual subscription and dues

6.20.1 – Annual Subscription

Each club shall, from the half-yearly period following its date of admission, pay to the Association an annual subscription for each member other than honorary members, the amount of which shall be fixed by the business meeting of the Association and shall be payable in advance by half-yearly installments on 1st July and 1st January each year. A proportioned payment in respect of new members shall be paid in arrears at the same time. A club to which a member has transferred shall not be required to pay any arrears of subscription in respect of the transferring member.

The basis of payment due at 1st July and 1st January in each year shall be the number of members of each club as registered on the Associations data management system.

6.20.2 – Per Capita Dues

The Association shall remit to Rotary International on 1st July and 1st January each one half of the RI per capita dues.

6.030 Audit

The accounts of the Association shall be audited by accountants eligible for appointment as company auditors. The auditors shall be appointed at the business meeting of the Association.

6.040 Payments

All payments including approved expenses shall be made from the funds of the Association under procedures authorised by the Board.

Bylaw 7 Membership of Clubs in the Association

7.010 Application for Membership

7.020 Operative Date

7.030 Termination of Membership

7.040 Surrender

7.010 Application for Membership

All applications for membership in Rotary International from clubs within the Area shall be in writing, and shall be sent to the General Secretary of the Association on the prescribed forms which shall include an undertaking signed by each founder member to adopt the *Association's Standard Rotary GB&I Club Constitution and Bylaws*, and to observe the *Constitution* and the *Bylaws of the Association* and of Rotary International.

7.020 Operative Date

Membership shall date from the approval of the application by the Board, and shall be evidenced by the issue of a certificate by Rotary International.

7.030 Termination of Membership

Membership may be terminated for the following reasons:

- a) Non-Payment (Rotary GB&I) - In the event of any club being more than two calendar months in arrears with any financial obligation to the Association, and provided two successive written notices of indebtedness shall have been issued by the General Secretary of the Association to the president and secretary of such club, the Board shall report failure to pay to the Board of Directors of Rotary International.
- b) Non-Payment (District) - In the event of any club being more than two calendar months in arrears with any financial obligation to the district, and provided two successive written notices of indebtedness shall have been issued by the district secretary to the president and secretary of such club, the district governor shall report failure to pay to the Board.
- c) Discipline - The Board shall recommend to the Board of Directors of Rotary International for discipline, suspension or expulsion, any club whenever, in the opinion of the Board, such action is called for in accordance with the conditions laid down in the *Bylaws of Rotary International*.

- d) Resignation⁴ - Any club may resign from Rotary International provided that it has fulfilled all its financial and other obligations to Rotary International and the Association. Such resignation shall be completed upon delivery of the certificate of membership of such club to the General Secretary of the Association.
- e) Failure to Function - If a club for any reason disbands, fails to meet regularly, or otherwise fails to function, the Board may recommend to the Board of Directors of Rotary International the termination of the membership of such club.

7.040 Surrender

Any club, which shall for any cause cease to be a member of Rotary International shall relinquish the use of the word Rotary, shall surrender its certificate of membership, and shall not thereafter use the name, emblem, badge, or insignia of Rotary International in any way whatsoever.

All communications relating to termination of membership shall be made through the General Secretary of the Association.

Bylaw 8 Annual Conference and Business Meeting

8.010 Time & Place

8.020 Representation

8.030 Attendance

8.040 Voting Delegates

8.050 Voting Delegates Ex-officio & their Expenses

8.060 Business Meeting Business

8.070 Registration Fee

8.080 Quorum and/or Minimum Number of Votes Needed

8.010 Time & Place

The Annual Conference and Business Meeting shall be held during the period 1st February to 30th June at a time and place [that may be electronic] to be determined by the Board.

8.020 Representation

- a) Each club shall be entitled to send voting delegates to each business meeting in accordance with the provisions of the *Standard Rotary GB&I Club Bylaws*.
- b) While voting shall be by voting delegates only, attendance of other Rotarians and guests shall be at the discretion of the Board and in number limited only by the capacity of the venue of an in-person meeting.
- c) Using the prescribed method, each club shall notify the General Secretary of the Association of its voting delegates and deputies not later than the 1st March of the calendar year in which the business meeting is to be held.

⁴ See also Standard Rotary GB&I Club Bylaw 12, Dissolution of the Club.

8.030 Attendance

It shall be the duty of each club to be represented at every business meeting by a voting delegate or delegates.

8.040 Voting Delegates

8.40.1 – Qualifications

Each voting delegate and each deputy shall be an active member of the club represented. No club in arrears with its subscriptions and dues shall be entitled to voting representation at the conference.

8.40.2 – Deputies

For each voting delegate a club may choose one deputy who shall be entitled to vote only in the absence of the voting delegate.

8.40.3 – Voting Delegates' Authority

The authority of each voting delegate and deputy shall be evidenced through registration by the president or secretary of the club using the Associations approved data management system.

8.40.4 – Votes

Each voting delegate shall be entitled to one vote on each resolution submitted to the business meeting.

8.40.5 – Voting by Proxy

There shall be no proxy votes. A voting delegate shall not at the same time be a deputy voting delegate.

8.050 Voting Delegates Ex-officio and their Expenses

Notwithstanding *sub-Clause 4 (d)* above the following members of the Association shall be entitled to be voting delegates ex-officio at the annual business meeting of the Association and to vote on each question submitted to the said business meeting.

- a) the Officers
- b) District Governors
- c) District Governors-Elect
- d) District Secretaries
- e) Past Presidents and Past Board Chairs of the Association holding active membership in a club

The following members of the Association shall be entitled to have their expenses, as prescribed by the Board, paid out of funds of the Association.

- a) the Officers

8.060 Business Meeting business

The Annual Conference and Business Meeting shall be held at such time and by such means as the Board shall determine.

The following business shall be transacted at the Annual Conference and Business Meeting:

- a) Receipt and approval of the Annual Report of the Board
- b) Receipt and approval of the Financial Report and Accounts for the previous year
- c) Receipt and approval of the business plan for the forthcoming year

- d) Receipt of financial forecast for the ensuing three years
- e) Receipt and approval of the budget and subscription for the forthcoming year
- f) Presentation of the District Governors for the forthcoming year but two
- g) Appointment of Auditors for the forthcoming year
- h) Consideration of resolutions submitted in accordance with these bylaws
- i) Such other business as the Board may determine
- j) At the Business Meeting following the RI Council on Legislation, the constitutions committee shall report on the mandatory incorporation of consequential constitutional amendments arising therefrom.

8.070 Registration Fee

Each person attending a conference shall register and pay such registration fee as may be decided upon from year to year by the Board.

8.080 Quorum and/or Minimum Number of Votes Needed

A vote shall be considered null and void unless the total number of all votes cast exceeds one-quarter of the number of clubs within Rotary GB&I.

Bylaw 9 Procedures for Business Meeting

9.010 Regulation of Business

9.020 Agenda

9.030 Resolutions for Business Meetings

9.040 Defective Legislation

9.010 Regulation of Business

The conduct of all business meetings under *Bylaws 8* and *9* shall be regulated by *Standing Orders*⁵ which form an appendix to these *Bylaws*. The procedure for amending such *Standing Orders* shall be the same as is provided for the amendment of these *Bylaws*, except that these *Standing Orders* may be amended in any year.

9.020 Agenda

The agenda of all subjects to be brought before the business meeting of the Association and the audited accounts and budget, shall be published by the General Secretary of the Association at least twenty-one days before the said business meeting and no matters except those stated in the agenda (save as provided in *Clause 3*) shall be discussed or voted upon during the said business meeting except with the consent of the said business meeting.

9.030 Resolutions for Business Meetings

- a) In order to be considered at a business meeting and subject to the provisions of *Clause 7 of Bylaw 8* all proposed resolutions from either a club or a district council must be submitted in writing to the General Secretary of the Association at least sixteen weeks before the commencement of the relevant business meeting of the Association.
- b) Written notice of all proposed resolutions submitted *under sub-paragraphs (a) or (d)* hereof shall be dispatched to the secretaries of all clubs at least eight weeks before the

⁵ Standing Orders are on pages 33 – 39

commencement of the relevant business meeting of the Association. Any such proposed resolution to amend the *Constitution of the Association* shall at the same time be dispatched to the General Secretary of Rotary International.

- c) No proposed resolution from a club shall be submitted unless it has been formally seconded in writing by another club.
- d) The Board shall normally submit proposed resolutions in accordance with *sub-paragraph (b)* above but, except for any proposed resolution to amend the *Constitution of the Association*, it shall have the power to submit them direct to a business meeting of the Association. Where clubs or districts have submitted any resolutions which are similar in interest, purpose and intent, the Board may submit a composite resolution.
- e) All proposed resolutions shall be referred to the Constitutions Committee for consideration as to form and regularity and for the preparation of a report.
- f) The report of the said committee upon all such proposed resolutions (other than those which may be submitted by the Board direct to the business meeting of the Association) shall in addition define amendments necessary, where feasible, to correct irregularities, inconsistencies or other defects identified in any proposed resolution. Where the Constitutions committee reports that a proposed resolution, or an amendment to a resolution, is defective and cannot be made regular, and in the event that the proposer disagrees, the proposer shall secure the consent of two-thirds of those delegates voting at the business meeting of the Association to have the proposal heard at the said business meeting. Such report shall be circulated to secretaries of all clubs not less than twenty-one days before the commencement of the said business meeting.
- g) Proposed resolutions from clubs and districts which seek to amend the *Constitution of the Association* or the *Standard Rotary GB&I Club Constitution*⁶ or these *Rotary GB&I Bylaws* shall only be considered at a business meeting of the Association held immediately preceding the last date for submission of proposed resolutions to the next Council on Legislation of Rotary International.
- h) It shall be the duty of the General Secretary of the Association to issue such notices as are required by *sub-paragraphs (b) or (f)* above.

9.040 Defective Legislation

Legislation is defective if:

- a) it is subject to two or more inconsistent meanings;
- b) it fails to amend all affected parts of the *constitutional documents*;
- c) its adoption would violate governing law;
- d) it is in the form of a resolution, but would require an action, or express an opinion, that is in conflict with the letter or spirit of the *constitutional documents*;
- e) it would amend the *Standard Rotary GB&I Club Constitution* in a way that would conflict with the *Rotary GB&I Bylaws* or the *Rotary GB&I Constitution* or it would amend the *Rotary GB&I Bylaws* in a way that would conflict with the *RI Constitution*;
- f) it would be impossible to administer or enforce;
- g) it fails to revise the text within the resolution. A change to the title or purpose of a resolution alone is not an acceptable amendment and as such would be deemed defective.

⁶ Proposed COL resolutions which seek to amend the Standard Club Constitution shall be submitted as set out in Article 22 Section 1, (Rotary GB&I Standard Club Constitution) and need not be considered by the business meeting at the Annual Conference, unless the proposer so desires.

Bylaw 10 Special Business Meetings

10.10.1 – Circumstances

If special circumstances should arise, and provided two-thirds of the members of the Board vote in favour, the Board may summon a special business meeting of the Association.

The Board shall summon such a meeting as early as possible should it be requested in writing to do so by at least one-tenth of the total number of clubs. Such request shall clearly state the special circumstances and purpose for which the meeting is to be summoned.

10.10.2 – Notice

Notices summoning a special business meeting shall include an agenda and shall be dispatched to the secretary of each club and each district secretary at least 14 days before the date of such meeting. The agenda shall only include those matters for which the meeting has been convened.

10.10.3 – Representation

The representation at a special business meeting shall be the same as that prescribed for the business meeting at the annual conference.

10.10.4 – Purpose

No matter may be discussed at a special business meeting unless it has been included on the agenda for that meeting.

10.10.5 – Procedure

Except as provided in this *Bylaw* the procedure at a special business meeting shall be the same as that prescribed for the business meeting at the Annual Conference.

Bylaw 11 Annual Leadership Assembly

11.010 Time & Place

11.020 Purposes

11.030 Other Rotarians

11.040 Programme

11.010 Time & Place

The Annual Leadership Assembly shall be held at a time and place [or electronically] as may be determined by the Board which date(s) shall normally be as soon as may be convenient after the International Assembly of Rotary International.

11.020 Purposes

The purposes of the Leadership Assembly are to provide Rotary education, motivation and inspiration to such participants appointed for the next Rotary year as the Board may from time to time determine, and to afford them an opportunity to discuss and plan how to implement Rotary's programmes and activities during the ensuing year.

11.030 Other Rotarians

Notwithstanding *Clause 2* above Past District Governors may attend Assembly, or such meeting as the Board may determine at their own expense and subject to the limit of available accommodation. Such other persons as the Board shall from time to time determine may also be invited to attend.

11.040 Programme

The programme for the Assembly shall be as determined by the Board. A meeting for past and outgoing Officers of Rotary International shall be held in conjunction with the Leadership Assembly or such meeting as Board may determine, and such Rotarians shall be invited to attend at their own expense subject to the limit of available accommodation.

Bylaw 12 District Councils

12.010 Duties

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A District Council shall be established in each district as provided in these *Bylaws*.

12.010 Duties

- a) The duties of a district council shall be to further the purposes of the Association within the district; to promote cordial relations among the clubs of the district; to co-ordinate and encourage the work of the clubs, and to extend the Association by the organisation and supervision of new clubs within the district.
- b) A district council may adopt recommendations on matters of importance to the district, provided such action shall be in accordance with the *Constitution* and *Bylaws of the Association*, and in keeping with the spirit and principles of Rotary.
- c) A district council may formulate or adopt proposed resolutions for the consideration of the Board, or business meeting of the Association, or conference of the district.
- d) District councils shall work under the general supervision of the Board.
- e) A district council may establish standing orders for the regulation of its business in conformity with the spirit and provisions of the *Constitution of the Association* and these *Bylaws*.
- f) A district council shall appoint annually one or more members of a professional accountancy body⁷ recognised by the Board to examine the district accounts.

⁷ The following are recognised by the Board as professional accountancy bodies for the purposes of examining district accounts: The Institute of Chartered Accountants in England and Wales; The Institute of Chartered Accountants of Scotland; The Institute of Chartered Accountants in Ireland; The Association of Chartered Certified Accountants and The Association of Authorised Public Accountants.

12.020 Composition of District Councils

Each district council shall consist of:

- a) the district governor who shall be the Chairman
- b) the past chairmen or past governors of a district provided they hold membership (other than honorary membership) in a club in the district
- c) the district governor-elect
- d) the district governor-nominee
- e) an assistant governor or the assistant governors
- f) the district secretary
- g) the district treasurer
- h) the chairmen of the committees which may be appointed by the district council in accordance with *Clause 3* of this *Bylaw*
- i) the district extension officer
- j) one representative from each club in the district, and one further representative for every 25 or major fraction thereof of its active members

12.030 District Committees

12.30.1 – District Executive

The district council shall appoint an executive committee consisting of the district officers as defined in *Clause 12.050.1* of this *Bylaw*, and such other members of the district council as the council itself shall determine.

12.30.2 – Other District Committees

The district council may appoint such other district committees as considered necessary.

12.30.3 – Term of Office

No Rotarian shall hold office as chairman of any one district committee or as district extension officer for more than three consecutive years. This period excludes any period served in filling a casual vacancy.

12.30.4 – Ex-officio

The district governor and district secretary shall be ex-officio members of all committees appointed by the district council.

12.040 Appointment of Club Representatives

The club representatives elected in accordance with the *Standard Rotary GB&I Club Bylaws* shall serve on the district council for one year from 1st July to 30th June. It shall be the duty of the secretary of each club to send without delay to the district secretary the names of those appointed and their substitutes as soon as possible after their election.

Should both the representatives and substitute representatives be unable to attend a meeting of the district council, further substitute representatives may be appointed in accordance with the *Standard Rotary GB&I Club Bylaws*.

12.050 Officers and Period of Office

12.50.1 – Officers

The officers of a district council shall be the district governor, the immediate past district governor, the district governor-elect, the district governor-nominee, the assistant governor or the assistant governors, the secretary and the treasurer.

12.50.2 – Period of Office

They shall hold office for one year from 1st July to 30th June or until their successors take office. The secretary and treasurer shall be eligible to serve for five consecutive years⁸ only. The maximum period or periods which an assistant governor shall serve shall be in accordance with such rules as are made from time to time by the Board of Rotary International.

12.060 Secretary and Treasurer

Each club in the district may make one nomination annually for each of the offices of secretary and treasurer from the active membership of any club within its district.

12.070 Assistant Governor(s)

12.70.1 – Number

The number of assistant governors in each district shall be determined by the district council in accordance with the district leadership plan structure outlined by the Board of Rotary International.

12.70.2 – Nominations

Each Rotarian nominated as an assistant governor must, on 30th day of June prior to taking office as an assistant governor, have been a member of a club in the district for at least three years, and must have been president of a member club of Rotary International for a full term.

12.70.3 – Past District Governor

A past district governor shall not be eligible for election as an assistant governor.

12.080 District Extension Officer

The district governor-elect shall, after consultation with the district executive committee, appoint a district extension officer for that year or until a successor takes office, such appointment being subject to ratification by the district council at its next meeting. The district extension officer shall be the chairman of the district extension committee.

12.090 Elections

12.90.1 – Timescale

The timescale for the nomination and election of the District Officers and other elected members of the District Council, except the District Governor-Nominee, shall allow a minimum of 28 days for clubs to submit nominations and a further minimum of twenty-one days after circulation in writing to all clubs in the district of the names of the nominees before the elections are held. Where elections for more than one office are held on the same occasion the sequence shall conform to that described in *Clause 2* of this *Bylaw*. The actual dates shall be determined by the District Council within the following limits and notified to clubs annually in writing:

Nominations to be sought: between 1st July and 15th November.

Circulation to all clubs of details of candidates: between 1st August and 15th December.

Elections to be held: between 1st September and 15th January.

12.90.2 – Candidates

A person may stand for more than one office in such elections provided that the name of a successful candidate shall be automatically deleted from the lists of candidates for subsequent

⁸ The Board has ruled that this period can start again in a new district. (Min.92.63.03.03)

offices in the same elections. There shall not be more than one candidate from any club for each office.

12.90.3 – Nominations

Before nomination the consent of any candidate must be obtained. In order to be valid nominations for any elected district office must be received by the District Secretary by the date notified to clubs in accordance with *Clause 9 (a)* of this *Bylaw*.

12.90.4 – Voting

Voting for any elected district office or appointment shall be by ballot which may be conducted by mail in accordance with arrangements approved by the District Council. If there be more than two candidates, the ballot shall be by means of the single transferable vote. In the event of a tie in voting, where there are only two candidates, the District Governor shall select one of such candidates as the successful candidate.

12.100 Casual Vacancies

12.100.1 – During Term of Office

In the event of a vacancy occurring during the term of office of assistant governor, secretary, treasurer, or other elected district office holder or extension officer, the district governor shall, after consultation with the district executive committee, appoint a successor to fill the vacant office for the unexpired period thereof.

12.100.2 – Before Term of Office

In the event of a vacancy occurring in any district office, other than district governor and district governor-elect, after the elections have been held and before the successful candidate has taken up office, or where no candidate has been nominated, a further election shall, where time permits, be held. If the circumstances do not allow further nominations and election to be held, the district governor shall, with the concurrence of the district governor-elect, appoint a Rotarian who is qualified in all other respects to fill the vacancy.

12.110 Meetings

12.110.1 – Agenda

Unless otherwise authorised by the Board, a district council shall meet at least three times in each Rotary year. Notification of the time and place of each meeting, and the agenda, shall be circulated by the district secretary at least 14 days before the meeting. Meetings of the district council may be held by electronic means.

12.110.2 – Quorum

Representatives of 50% of the clubs in a district present in person or attending by electronic means shall form a quorum.

12.110.3 – Votes

Save where a ballot is required under clause 9(d) above, voting at district council meetings shall be by a show of hands or by contemporaneous electronic means.

- a) In the event of a District Council meeting failing to achieve a quorum, in the days following the inquorate meeting, and before the next District Council meeting, essential District business may be voted upon by ballot by mail. This shall not be used as an alternative to holding a District Council meeting.

- b) In the case of voting on re-districting any such questions shall be decided by club votes only, on the basis of one vote per club in the district or districts affected except as provided for in the *Bylaws of Rotary International*.

12.120 Finances

- a) The district treasurer shall prepare a statement of the district accounts and balance sheet annually as at 30th June which shall be examined by the person(s) appointed under *Clause 1 (f)* of this *Bylaw*.
- b) At the meeting of the district council held before 1st April each year the district treasurer shall submit for approval a budget of estimated income and expenditure for the financial year commencing 1st July following.
- c) The budget shall include a mandatory sum payable by each club as a per capita levy. If payment of the per capita levy has been outstanding for more than six months the district governor shall take appropriate steps through the Association to terminate the membership of the club.
- d) The examined district accounts and balance sheet shall be submitted for approval to a meeting of the district council to be held no later than seven months after the end of each financial year and once approved, a confirmation of the same shall be sent by the District Governor to the Honorary Treasurer of the Association.
- e) Copies of the examined district accounts and balance sheet and the district treasurer's budget for the ensuing year shall be circulated to each club at least 21 days before the date of the district council meeting at which they are to be presented.

12.130 Expenses

- a) The expenses of the officers of the district council, of those holding district responsibility for service committee activities and of the district editor shall be met out of the funds of the district.
- b) The expenses of other district committee chairmen or specialist officers may be paid out of the funds of the district if authorised by the district council.
- c) The expenses of other members of the district executive attending meetings of the district council shall be met out of the funds of the district.
- d) The incidental expenses of the club representatives on the district council shall be paid by their respective clubs.

Bylaw 13 District Conference

A district conference open to all Rotarians of the district shall be held annually at a time and place [that may include electronic means] to be determined by the district council, provided that the Association shall not be liable for any of the expenses.

Bylaw 14 District Training Assembly

- a) A district training assembly of the incoming officers of clubs, the incoming club chairmen of service committees and any other Rotarians in the district shall be held annually at a time and place [that may include electronic means] before 1st July⁹ for the purposes of providing

⁹ RI Bylaw 15.030 states that district training assemblies shall be held annually, preferably in March, April or May

Rotary education, motivation and inspiration and providing an opportunity to discuss and plan how to implement the programmes of Rotary International, the Association and of the district.

- b) The district training assembly shall be planned and conducted by the district governor-elect with the co-operation of the district governor.

Bylaw 15 Presidents-Elect Training Seminars

A training seminar shall be held annually at a time and place [that may include electronic means] in each district for the purpose of orientation and training of incoming club presidents¹⁰.

Such seminars shall be organised and conducted by the district governor-elect in consultation with the district governor and shall be held, where possible, separately from the district training assembly.

Bylaw 16 Rotary GB&I Constitution and Bylaws

- a) Any resolution to dissolve or modify the territorial unit of Rotary GB&I from within Rotary GB&I shall only be considered by Rotary GB&I if agreed by a two-thirds majority of the Board of Rotary GB&I, and/or requested by a majority of the member clubs of the Association. No such resolution shall be discussed or voted upon at a business meeting of the Association unless submitted in accordance with *Bylaw 9, Clause 3*.
- b) All amendments to these *Bylaws* shall be in conformity with the spirit and provisions of the *Constitution and Bylaws of Rotary International*.
- c) No resolution to amend these *Bylaws* shall be discussed or voted upon at a business meeting of the Association unless submitted in accordance with *Bylaw 9, Clause 3*.
- d) Authority is granted to the Constitutions Committee, in consultation with the General Secretary, to amend the wording or order of these Bylaws to correct typographical errors or to express them in current idiomatic language, PROVIDED that any such amendment shall not in any way alter the meaning, effect, intention or spirit of any provision in the Bylaws.

¹⁰ RI Bylaw 15.020 states that the PETS shall be held annually, preferably in February or March

STANDING ORDERS

For the regulation of proceedings during the business meeting:

1. Order of Business

The order in which the business is to be transacted shall be at the discretion of the chairman.

2. Relevance of Speeches

Every Rotarian addressing the business meeting must speak to the resolution then under discussion.

3. Rules as to Speeches - Length

a) A voting delegate moving any proposed resolution (other than those mentioned in these *Standing Orders*) may speak for not more than five minutes, and all other speeches shall not exceed three minutes, unless it is the wish of the business meeting that any Rotarian shall speak for a longer time, such wish to be expressed at the request of the chairman by a simple majority by show of hands of those present and entitled to vote.

b) 1. The chairman shall be entitled to vary, in his/her absolute discretion, the rules concerning the length of speeches, by granting permission to any voting delegate the right to move any proposed resolution, or amendment, in whatever period of time is considered appropriate, in the circumstances;

2. The chairman shall give his/her reason to the meeting for exercising this power.

4. Rules as to Speeches - Reply

A Rotarian shall not, unless by leave of the chairman, address the business meeting more than once on any proposed resolution or amendment, but the mover of an original proposed resolution, or of an amendment which has become the substantive resolution may reply. The reply shall be strictly confined to answering previous speakers, and any new matter shall not be introduced into the debate.

After the mover of an original proposed resolution has replied, no further discussion shall take place, provided always that a voting delegate may speak to a point of order and any Rotarian may speak in explanation of some material part of any speech which that person (and the chairman) believes may have been misunderstood.

5. Rules as to Speeches - Use of Visual Aids

Visual aids may be used by Rotarians addressing the business meeting to clarify the presentation of the matter under discussion, subject to the following conditions:

- a) only the official equipment may be used
- b) audio tape-recordings are not permitted
- c) non-Rotarians may not address the meeting on film
- d) the only speaker permitted on film shall be the person addressing the meeting about the resolution under discussion
- e) there shall be no subliminal messages
- f) there shall be no additional time allocated for visual presentations
- g) the chairman of the business meeting shall view the material not less than 24 hours in advance of the meeting

Standing Order No.2 (Relevance of Speeches) and Standing Order No.3 (Length of Speeches) shall apply equally to matters presented by Rotarians using visual aids to address the conference.

6. Parliamentary Points

Delegates may make statements or raise questions through raising a parliamentary point. The three following points are not resolutions and do not require seconds. They are neither debatable nor amendable and can be raised at any time during the business meeting. The ruling of the chairman when required upon parliamentary points shall be conclusive.

a) Point of privilege:

This is a statement by a delegate relating to the rights and privileges of the business meeting and its delegates. Points of privilege include, but are not limited to, those relating to:

- (1) the organisation of the meeting;
- (2) the comfort of the delegates such as heating, lighting and ventilation of the conference hall;
- (3) freedom from noise and other disturbances;
- (4) the conduct of delegates and other Rotarians present;
- (5) disciplinary action against a delegate for disorderly conduct or other offence;
- (6) the accuracy of published reports of proceedings.

b) Point of order:

This is a statement or question raised by a delegate as to the application, interpretation or violation of these *Standing Orders* or the *Rotary GB&I Constitution and Bylaws* or the *Standard Rotary GB&I Club Constitution*. The chairman shall decide whether the point of order is well taken, and, if so, the appropriate action.

c) Point of Information:

This is a request by a delegate for factual or procedural information relating to the resolution under discussion. The chairman shall decide whether such request is in order. If the chairman rules the request is in order, the chairman may provide the requested information or call on another delegate or the General Secretary of Rotary GB&I to respond to the request. If the General Secretary is asked to respond to such a request, he or she may designate a staff member to furnish the requested information.

7. Conduct of Rotarians

- a) The introductory remarks by any speaker shall be limited to name and club only.
- b) If two or more Rotarians rise at the same time, the chairman shall determine to whom priority shall be given. Every Rotarian shall be seated except the one who may be addressing the chairman, and when the chairman rises no one else shall continue standing, nor shall anyone else rise until the chair be resumed. Rotarians shall address the chairman.

8. Constitutional Resolutions

- a) A resolution amending the *constitutional documents of Rotary GB&I* will, to be adopted, require the votes of not less than two-thirds of the voting delegates present and voting *vide Rotary GB&I Constitution Article 15 (1)*.
- b) A resolution amending the *Constitution of Rotary GB&I* or the *Standard Rotary GB&I Club Constitution* must be submitted to and ratified by the legislative processes of Rotary International before it becomes effective.
- c) For the avoidance of doubt, voting delegates watching the meeting and casting their votes online are deemed to be "present and voting".

9. Resolutions Without Notice

The following resolutions may be moved by voting delegates without notice:

- a) As to precedence of business stated in such proposed resolution (simple majority)
- b) For the introduction of any business deemed by the chairman to be urgent (simple majority)
- c) For the variation or suspension of these Standing Orders as regards the discussion of the business stated in the motion of variation or suspension (two-thirds majority)
- d) That the business meeting does now proceed to the next business (two-thirds majority)
- e) For the adjournment of the debate (two-thirds majority)
- f) That the question be now put (two-thirds majority)
- g) For receiving, adopting, carrying out or referring back any report (simple majority)
- h) That a ballot be taken (two-thirds majority)
- i) For referring the business under discussion to the Governing Council for consideration and report (two-thirds majority)

10. Procedure on Resolutions moved without notice

- a. A voting delegate moving any resolution:
 - i. As to precedence of business stated in such proposed resolution, or
 - ii As to the introduction of business deemed by the chairman to be urgent, or
 - iii As to the variation or suspension of these *Standing Orders* as regards the discussion of business stated in such resolution

May speak for not more than five minutes. It shall be seconded without a speech and put by the chairman without debate.
- b. A voting delegate moving:
 - i. That the business meeting does now proceed to next business, or
 - ii That the debate be now adjourned, or
 - iii That the question under discussion be now put, or
 - iv For receiving, adopting, carrying out or referring back any report, or
 - v That a ballot be taken

May not speak on such proposed resolution. It shall be seconded without a speech and put by the chairman without debate.
- c. A voting delegate moving to refer the business under discussion to the Governing Council for consideration and report may speak for no more than five minutes. The seconder may speak for no more than three minutes, and the resolution shall then be open for debate.
- d. No formal proposed resolution as above shall be moved under these *Standing Orders* by any voting delegate who has already spoken to the resolution before the meeting and exhausted the right to speak.

11. Moving of Resolutions

- (i) Resolutions moved by Governing Council do not require to be seconded.
- (ii) No other resolution shall be considered by the Business Meeting unless it has been moved and seconded by a voting delegate. Save as provided elsewhere in these *Standing Orders* the mover and seconder of a resolution may speak to that resolution. The seconder may elect formally to second the resolution, and reserve his or her right to speak later in the debate.
- (iii) If a proposed resolution, notice of which has been given to clubs, be not moved by a voting delegate of the club or by a representative of the district council which has given the notice, as the case may be, or by some other voting delegate duly

authorised in writing on their behalf when it arises in due course, it shall be considered as withdrawn and shall not be moved without fresh notice.

12. Withdrawal of Resolutions

A proposed resolution or amendment once made and seconded shall not be withdrawn without the consent of the business meeting (*simple majority*).

13. Closure Resolution

On a resolution being proposed and seconded *That the question now under discussion be put*, such a resolution shall be put at once, unless the chairman refuse leave, and, if carried by the votes of not less than two-thirds of those who, being entitled to do so, vote in person, the resolution under consideration shall be put without further discussion (subject to the right of reply by the proposer).

14. Debate on Reports & Proposed Resolutions

Reports of committees, communications to the business meeting, proposed resolutions and all amendments thereto, may be debated at the business meeting unless, by the votes of not less than two-thirds of the voting delegates present and voting, the business meeting decides to dispose of them without debate. The rules as to speeches as set out in *Standing Orders No's 3, 4, 5, and 13* shall apply to any such debate.

15. Proceedings on Reports of Committees

No resolution or amendment shall be made or proposed or any discussion allowed upon the confirmation of the report of any committee, with reference to any matter which does not appear upon the proceedings to be so confirmed, but any Rotarian may put a question to the chairman or other person having charge of the report with reference to any such matter.

16. Amendments to be in Writing

Every amendment shall be moved and seconded by a duly-accredited voting delegate and shall be reduced to writing, signed by the mover, and forwarded to the Secretary/Chief Executive Officer of the Association not later than seven days before the first day of the annual conference, and shall be read before it is further discussed or put to the meeting. However, the chairman may waive such requirement on the basis that the proposed amendment is clearly understandable and straightforward as orally stated from the floor by the proposer of such amendment and a written copy is handed to the General Secretary of the Association. No voting delegate shall move or second more than one amendment to any individual resolution.

17. Amendments to be Relevant

Every amendment shall be relevant to the resolution to which it is moved. It shall not be a direct negative nor an independent new question nor frivolous nor vexatious. It shall relate to the omission or addition of words or numbers or a combination thereof. An amendment shall not be considered by the Business Meeting unless it has been moved and seconded by a voting delegate. The mover and seconder of an amendment may speak to that amendment. The seconder may elect formally to second the amendment, and reserve his or her right to speak later in the debate. Wherever an amendment to an original resolution has been moved and seconded, no second or subsequent amendment shall be moved until the first amendment shall have been disposed of, but notice of any number of amendments may be given.

18. Further Amendments

If any amendment be rejected, other amendments may be moved to the original proposed resolution, but such amendments shall not bear the same meaning as any amendments already rejected.

19. Carried Amendments

If an amendment be carried, the proposed resolution as amended shall take the place of the original proposed resolution and shall become the substantive resolution to which any further amendment may be moved. If the proposer of the original resolution did not accept the amendment and, following a vote it is carried, the proposer of the amendment assumes the right of reply at the end of the debate. If the proposer of the original resolution has accepted the amendment and, following a vote, it is carried that person retains the right of reply. An amendment requires a simple majority to be adopted as part of the resolution. The rules governing majorities required for the passing of original resolutions shall also apply to amended resolutions.

20. Adjournments

- a) On resuming an adjourned debate, the voting delegate who moved its adjournment is entitled to speak first.
- b) The business meeting may be recessed and reconvened from time to time by the chairman.

21. Voting

All resolutions and amendments thereto before the business meeting shall, except as otherwise provided in the *Articles* and the *Bylaws of the Association* and in these *Standing Orders*, be decided by a simple majority of the votes of voting delegates present and voting in person either by an electronic voting system or by online means. Where voting by either an electronic voting system or by online means is not available for part of a business meeting then all voting for such part shall be by show of hands followed by a headcount if the chairman so orders, unless two-thirds of the voting delegates present and voting request that a ballot be taken, or the chairman requires for guidance that a ballot be taken. The arrangements for any headcount or ballot including the appointment of collectors, tellers and scrutineers shall be the responsibility of the Rotary GB&I Constitutions committee. Voting members who are absent or who abstain from voting are not considered as present and voting.

22. Voting delegates

~~Rotarians attending~~ the business meeting shall be designated either "voting delegates" or "Rotarians". The expression "non-voting delegates" should not be used.

A voting delegate may be:-

- a) A member duly appointed to the business meeting and the conference by the member's own club.
- b) A voting delegate by virtue of holding one of the following offices (ex-officio voting delegates):
 - 1. any elected Officer of the Association
 - 2. the Vice-President-Elect
 - 3. the Director of Rotary International elected by the clubs in the Area
 - 4. a District Governor
 - 5. a District Governor-Elect
 - 6. a District Secretary
 - 7. a Past President of the Association holding active membership in a club

Only voting delegates as described above shall be entitled to vote, or to move or second resolutions or amendments, but other Rotarians may take part in the business meeting at the Conference within the provisions of the *Constitution* and *Bylaws* and these *Standing*

Orders. In order to facilitate voting, voting delegates must occupy seats set aside for them in the hall.

23. Right of Voting Delegates Ex-officio

It shall be competent for a voting delegate ex-officio at the business meeting to act also as a voting delegate of the Rotarian's own club, and in such case that person shall be entitled to two votes on each resolution submitted to the business meeting.

24. Variation or Suspension of Standing Orders

Any one or more of these *Standing Orders* may, upon resolution, be varied or suspended at any business meeting if carried by the votes of not less than two-thirds of those who, being entitled so to do, vote in person. Such a resolution shall state which of these *Standing Orders* be varied or suspended, and in what respect.

25. Matters Not Dealt With by Standing Orders

Any question or matter whatsoever arising out of, or in connection with, the constitution, proceedings, or duties of the business meeting not dealt with by these *Standing Orders*, or by the *Constitution and Bylaws of the Association*, shall be determined by a majority of the votes of the voting delegates present and voting on the question, and in case of an equal division of votes the chairman shall have a second, or casting vote.

NOTES:

1. Extract from the Rotary GB&I Bylaws: *Bylaw 9 Procedures for Business Meeting*

9.030 Resolutions for Business Meetings

g) Proposed resolutions from clubs and districts which seek to amend the Constitution of the Association or the Standard Rotary GB&I Club Constitution or these Bylaws shall only be considered at a business meeting held immediately preceding the last date for submission of proposed resolutions to the next Council on Legislation of Rotary International.

Hence, proposals from clubs and districts to amend the Rotary GB&I Constitutional Documents can only be considered every three years.

9.040 - Defective Legislation

Legislation is defective if:

- a) it is subject to two or more inconsistent meanings;
- b) it fails to amend all affected parts of the constitutional documents;
- c) its adoption would violate governing law;
- d) it is in the form of a resolution, but would require an action, or express an opinion, that is in conflict with the letter or spirit of the *constitutional documents*;
- e) it would amend the *standard Rotary GB&I Club Constitution* in a way that would conflict with the *Rotary GB&I Bylaws* or the *Rotary GB&I Constitution* or it would amend the *Rotary GB&I Bylaws* in a way that would conflict with the *RI Constitution*;
- f) it would be impossible to administer or enforce;
- g) it fails to revise the text within the resolution. A change to the title or purpose of a resolution alone is not an acceptable amendment and as such would be deemed defective.

2. Meetings for district/club representatives proposing resolutions and/or amendments

The Rotarian selected or appointed to act as the chairman of the business meeting will be available to Rotarians proposing or seconding conference resolutions/amendments for a briefing meeting on procedural matters. This will take place on-site and in the morning prior to the business meeting, for the benefit of all. The chairman of the Constitutions committee and the General Secretary shall also be invited to attend this meeting.

TABLE OF MAJORITIES REQUIRED

Ref:	Resolution	Proposer	Second	Debate Permitted	Majority required
3 & 8(b)	To amend the Rotary GB&I Constitution (subject to ratification by the Council on Legislation)	5 minutes	3 minutes		Two-thirds
3 & 8(a)	To amend the Rotary GB&I Bylaws	5 minutes	3 minutes		Two-thirds
8(b)	To amend the Standard Rotary GB&I Club Constitution (subject to ratification by the Council on Legislation)	5 minutes	3 minutes		Two-thirds
8(a)	To amend the Standard Rotary GB&I Club Bylaws	5 minutes	3 minutes		Two-thirds
3	Amendments to proposed resolutions	3 minutes	3 minutes		Simple
3 and 21	To adopt non-constitutional resolutions	5 minutes	3 minutes		Simple
9(a) and 10(a)(i)	As to precedence of business	5 minutes	No speech	No debate	Simple
9(b) and 10(a)(ii)	For the introduction of any business deemed by the chairman to be urgent	5 minutes	No speech	No debate	Simple
9(c) and 10(a)(iii)	That Standing Orders be varied or suspended insofar as regards the discussion of business stated in such proposed resolution	5 minutes	No speech	No debate	Two-thirds
9(d) and 10(b)(i)	That the business meeting proceed to the next business	No speech	No speech	No debate	Two-thirds
9(e) and 10(b)(ii)	That the debate be adjourned until later in the meeting	No speech	No speech	No debate	Two-thirds
9(f) and 10(b)(iii)	That the question be now put	No speech	No speech	No debate	Two-thirds
9(g) and 10(b)(iv)	For receiving, adopting, carrying out or referring back any report	No speech	No speech	No debate	Simple
9(h) and 10(b)(v)	That a ballot be taken	No speech	No speech	No debate	Two-thirds
9(i) and 10(c)	For referring the business under discussion to the Governing Council for consideration and report	5 minutes	3 minutes		Two-thirds
12	Withdrawal of resolutions	No speech	No speech	No debate	Simple
25	Matters not covered by Standing Orders	5 minutes	No speech		Simple

THE STANDARD Rotary GB&I CLUB CONSTITUTION

¹¹Constitution of the Rotary Club of: WINSLOW

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. *Bylaws*: The Bylaws 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. *Rotary GB&I*: 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 a 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 WINSLOW

(Member of Rotary International)

- a) The name of a satellite of this club (when applicable) shall be:

Rotary Satellite Club of _____

(A satellite of Rotary Club of _____)

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 as follows: BUCKINGHAMSHIRE, 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;

¹¹ The Bylaws of Rotary International provide that each club admitted to membership in RI shall adopt this prescribed Standard Rotary GB&I Club Constitution.

- 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 by striving for positive peace in the community.
4. International Service - the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and positive 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 positive world peace and cultural understanding.

Article 7 Exceptions to Provisions on Meetings and Attendance

The Bylaws 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 *Bylaws*. Attendance may be in person, through an 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 legal¹² 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 *Bylaws*, 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 *Bylaws*.

Section 2 - Annual Meeting

- (a) An annual meeting for the election of Officers shall be held not later than 31st December as provided in the *Bylaws*.
- (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 30 days of said meeting.

Article 9 Exceptions to Provisions on Membership

The *Bylaws* 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, occupation, and/or community; and are willing to serve in their community and/or around the world.

Section 2 - Types

This club shall have two types of membership, namely: active and honorary.

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

¹² Legal in this context means "national or local"

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 a 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 RI¹³.

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

¹³ Throughout this Constitution & Bylaws references to officers, members of committees or employees of Rotary International shall also include officers, members of committees or employees of Rotary International in Great Britain and Ireland.

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 *Bylaws*, 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 club¹⁴, 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 Rotary GB&I 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 Rotary GB&I Governing Council or Rotary GB&I President acting on behalf of the Rotary GB&I Governing Council, a Rotary multi-zone Conference, a meeting of a committee of RI or of Rotary GB&I, a Rotary District Conference, a Rotary District Training Assembly, any district meeting held by direction of the Board of Directors of RI or Rotary GB&I Governing 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.

¹⁴ RI Bylaw Article 4.100 states that "Every member shall have the privilege of attending the regular meeting of any other club, except for a club that previously terminated the membership of said person for good cause."

- 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 Rotary GB&I, 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 Rotary GB&I; 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 member 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 only these requirements are taken into consideration.

Section 4 - RI Officers' Absences

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

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 *Bylaws* 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 *Bylaws*. Except for the president, each officer shall take office on 1st 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 *Bylaws*, 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 1st July in the year prior to taking office as president. The president shall take office on 1st 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 *Bylaws* 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 *Bylaws*.

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.
- 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 (23rd 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 *Bylaws 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 RI¹⁵.

Article 18 Acceptance of Object and Compliance with Constitution & Bylaws

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 *Bylaws* 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 *Bylaws* regardless of whether such member has received copies of them.

Article 19¹⁶ Arbitration and Mediation

Section 1 – Disputes¹⁷

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 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

¹⁵ All Rotarians in GB & I are automatically subscribed to the magazine "Rotary" and such subscriptions form part of the annual Rotary GB&I subscription, remitted to Rotary GB&I.

¹⁶ Investigation, Mediation and Arbitration information sheets are available as downloads on the Rotary GB&I website, www.rotarygbi.org

¹⁷ Rotary GB&I provides a detailed Dispute Management Procedure to be followed by all Rotarians in Great Britain and Ireland

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 Bylaws

This club shall adopt *Bylaws* not inconsistent with the *Constitution* and *Bylaws 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 *Bylaws* 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 *Bylaws of RI* for the amendment of its *Bylaws* and as provided in *Article 15* of the *Constitution of Rotary GB&I*.

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 Governing Council of Rotary GB&I for its approval and shall become effective only when so approved. The governor may offer an opinion to the Governing Council of Rotary GB&I regarding the proposed amendment.

EFFECTIVE 1ST JULY 2022

THE STANDARD Rotary GB&I CLUB BYLAWS

Bylaw 1 Definitions

Throughout these *Bylaws* 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 Rotary GB&I*
- *Club* means a Rotary club
- *Council* means the Council of a Rotary club

Bylaw 2 The Council

Clause 1 - Composition

The governing body of the club shall be the council, consisting of the officers of the club (see *Bylaw 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 and voting at the annual general meeting of the club (see *Bylaw 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 – Quorum¹⁸

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. At all meetings, in the event of votes being equal, the Chairman shall have a second or casting vote¹⁹

¹⁸ In cases under Article 15, Sections 5 (a) of the Standard Rotary GB&I Club Constitution or Bylaw 8, Clause 2 (a) two-thirds must be present.

Bylaw 3 The Club Officers

Clause 1 - Composition

The club officers are as set out in *Article 13, Section 4 of the Standard Rotary GB&I 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 1st 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 *Bylaw 2, Clause 2 (d)*.

Clause 3 - Vacancies

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

Clause 4 - Duties

- a) President - Except as provided in (b) below and *Bylaw 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

¹⁹ Except for a vote under Bylaw 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

- (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 1st 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.

Bylaw 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 1st July or semi-annually on 1st July and 1st January at the option of the club²⁰
- 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 1st July and 1st 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 *Bylaw 11, Clause 12 (c) of the Bylaws of the Association*.
- d) Any member joining the club between 1st October and 31st December in any Rotary year shall pay three-quarters of the annual subscription; any member joining between 1st January and 31st March shall pay one-half and any member joining between 1st April and 30th 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 meeting²¹.

²⁰ At the discretion of the council, members can however elect to pay such subscriptions and dues by bankers order, bank direct debit mandate or any 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 1st July and/or 1st January.

²¹ 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.

- 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 Bylaw 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.

Bylaw 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.

Bylaw 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 *Bylaws* 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 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 Rotary GB&I 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.

Bylaw 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 1st April and 31st 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.²²
- 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 1st July and 15th 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 15th July selecting candidates for nomination to the offices of Chair-Nominee and Honorary Treasurer of the Association.
- c) 1st January for the purposes of:
 - (i) receiving and approving the examined annual accounts for the year ended 30th June.
 - (ii) electing by ballot of the members the president for the next year but one²³
 - (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.

²² 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 Rotary GB&I Club Constitution*.

²³ The Rotarian elected will, following this meeting become "President-nominee" and take the title of "President-elect" on 1st July in the year prior to taking office as president.

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 10% of the membership of the club, with a minimum of five 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 Rotary GB&I Club Constitution, the regular meetings of the club shall be held as follows²⁴: **7:30 p.m. Tuesday** provided that the council may, for any special occasion, change the day and hour of the meeting.

Clause 5 - Quorum

Except as provided in *Bylaw 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, 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 *Bylaw*.
 - (ii) Election of the council as in *Bylaw 2*.
 - (iii) Appeals against any decision of the council under *Article 13, Section 3* of the *Standard Rotary GB&I Club Constitution*.
- b) Amendments under *Bylaw 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 *Bylaw 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 *Bylaw 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 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 1st July.

²⁴ Each club to designate "1.00pm Monday", or whatever time and day is most convenient and has been approved under *Bylaw 11, Clause (2) (a)*.

Bylaw 8 The Election of Members

Clause 1 - Active Membership

- a) Subject to the provisions of Article 10 of the Standard Rotary GB&I 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 Bylaws of Rotary International.
- b) Membership of the club is at the discretion of the members. The administration of this process shall be the responsibility of the secretary.
- 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 Bylaws. Any provision in the 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 as follows:
 - i) A member (other than an honorary member) proposes a candidate for membership or another club proposes one of its transferring or former members using the Association's official form
 - ii) The club shall determine whether the candidate understands and is committed to Rotary's Core Values and Code of Ethics
 - iii) The club approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision
 - iv) If the club approves the candidate's membership, the prospective member is invited to join the club.

Clause 2 - Honorary Membership

- a) Any person having the qualifications specified in *Article 10* of the *Standard Rotary GB&I 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 Rotary GB&I 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.

Bylaw 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.

Bylaw 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.

Bylaw 11 Amendments

Clause 1 - Amendments to Club Bylaws

- a) Except as provided in *Clause 2* hereof, these *Bylaws* 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 *Bylaws* 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 *Bylaws* to suit its internal administrative²⁵ or operational requirements²⁶ provided that the proposed changes are consistent and in harmony with the *Standard Rotary GB&I Club Constitution*. Such amendments, made in accordance with *Bylaw 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 Governing 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 Rotary GB&I Club Constitution* and these *Bylaws*. Any standing orders which are in contravention of any of the provisions of the *Standard Rotary GB&I Club Constitution* or these *Bylaws* or the *Articles or Bylaws of Rotary International* or of the Association or seek to impose additional restrictions or conditions shall be null and void and of no effect.

Bylaw 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 *Bylaw 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.

²⁵ These usually relate to the name of the club and day or time of its meeting.

²⁶ These usually relate to the club committee structure and roles and responsibilities of club leaders.

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 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 club²⁷.
- 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.

Bylaw 13 Merger of Clubs

Two or more clubs within the same district seeking to merge shall apply to the Governing Council of the Association (acting under its delegated powers) provided that each of the clubs has fulfilled its financial and other obligations to Rotary GB&I. 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 Governing Council may allow the merged clubs to retain the name, charter date, emblem and other insignia of RI and Rotary GB&I of one or all of the former clubs as part of the historical records and for historical purpose.

²⁷ Consideration should be given to donating the regalia and other memorabilia to the district for historical interest or possible re-issue.

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