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**By-Laws of the Rotary Club of  
NOOSA HEADS QUEENSLAND INCORPORATED**

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**Article I            ELECTION OF DIRECTORS AND OFFICERS**

**Section 1**        At a regular meeting one (1) month prior to the meeting for election of officers, the presiding officer shall ask for nominations by members of the Club for President/Vice-President, Secretary, Treasurer, and 4 members of the Board of Directors. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as a Club may determine. If it is determined to have a nominating committee, such committee shall be appointed as the Club may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the annual meeting. The candidates for President/Vice-President, Secretary and Treasurer receiving a majority of the votes shall be declared elected to their respective offices. The 4 candidates for director receiving a majority of the votes shall be declared elected as Directors. The President elected in such balloting shall serve as a member of the Board as President-elect for the year commencing on the first day of July next following the election, and shall assume office as President on the first day of July immediately following the year of service on the board as President elect.

**Section 2**        The officers and directors, so elected, together with the immediate past President shall constitute the Board of Directors. Within one (1) week after their election the Board of Directors-elect shall meet and elect some member of the Club to act as Sergeant-at-Arms. The term of office for the Board of Directors is one (1) Rotary year. Offices and Directors may be re-elected for consecutive terms.

**Section 3**        A vacancy in the Board of Directors or any office shall be filled by action of the remaining members of the Board.

**Section 4**        A vacancy in the position of any officer-elect or Director-elect shall be filled by action of the remaining members of the Board of Directors-elect.

**Section 5**        Any member of the Board of Directors may resign from membership of the Board at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

A member of the Board of Directors may only be removed from Office by vote of the Board whereupon such vote shall constitute a decision of the Board. The member so removed from office shall be entitled to appeal or arbitrate the decision of the Board in accordance with the rules of the Constitution and By-laws of the Club.



any financial member who has previously applied to the Secretary for that inspection, make the required reports to RI, including the semiannual reports of membership, which shall be made to the general Secretary of RI on January 1st and July 1st of each year, and including prorated reports to the general Secretary on 1st October and 1st April of each active, senior active and past service member who has been elected to membership in the Club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general Secretary of RI, the monthly report of attendance at the Club meetings, which shall be made to the District Governor immediately following the last meeting of the month, collect and remit to RDU subscriptions to ROTARY DOWN UNDER, and perform such other duties as usually pertain to the office of Secretary. The Secretary shall ensure the accuracy of his recording of minutes of Club, Board and Committee Meetings by having the Chairperson of that meeting or the Chairperson of the next succeeding meeting of the Club, Board or Committee, as the case may be, verify their accuracy.

The Secretary shall keep a Register in which shall be entered the names and residential addresses of all persons admitted to Membership of the Association and the dates of their admission. Particulars shall also be entered into the Register of Deaths, Resignations, Terminations and Re-instatements of Membership and any further particulars as the Board of Directors or the members at any General Meeting may require from time to time. The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

**Section 5** *Treasurer.* It shall be the duty of the Treasurer to have custody of all funds, accounting for same to the Club annually and at any other time upon demand by the Board and to perform such other duties as pertain to the office of Treasurer. Upon retirement from office the Treasurer shall turn over to the incoming Treasurer or to the President all funds, books of accounts or any other Club property.

**Section 6** *Sergeant-at-Arms.* The duties of the Sergeant-at-Arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the President or the Board.

**Article IV** **MEETINGS**

**Section 1** *Annual Meeting for election of Officers.* An annual meeting of this Club shall be held in December each year, at which time the election of officers and Directors to serve for the ensuing year shall take place.

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(Note: Article IV, Section 2 of the Standard Rotary Club Constitution provides that An annual meeting for the election of officers of this Club shall be held not later than the thirty-first day of December in each year as provided in the By-Laws of this Club.)

- Section 2**
- (a) The first Annual General Meeting must be held within eighteen (18) months after the day the Association is incorporated.
  - (b) Each subsequent Annual General Meeting must be held -
    - (i) At least once each year; and
    - (ii) Within three (3) months after the end of the Association's previous Financial Year and not later than the 31st day of December in each calendar year.

**Section 3** *Annual Meeting for adoption of Annual Statements of Account, etc.* The following business must be transacted at every Annual General Meeting:-

- (a) The receiving of the Statement of Income and Expenditure, Assets and Liabilities and Mortgages, Charges and Securities affecting the property of the Association for the last Financial Year;
- (b) The receiving of the Auditor's Report on the financial affairs of the Association for the last Financial Year;
- (c) The presenting of the Audited Statement to the meeting of members for adoption;
- (d) The appointment of an Auditor for the current Financial Year; and
- (e) The election of officers of the Club.

**Section 4** *General Meetings.* The Secretary shall convene all General Meetings of the Club by giving not less than fourteen (14) days notice of any such meeting to the members of the Club and the manner by which such notice shall be given shall be determined by the Board of Directors. However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of the member's membership by the Board of Directors shall be given in writing.

Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat. If the business includes a special resolution then written notice of the proposed special resolution, and of the time and place of the General Meeting at which it is proposed to move the resolution, must be given personally or be post to all members. The notice must state the terms of the proposed special resolution.

**Section 5** The regular weekly meetings of this Club shall be held on Tuesday at a time determined by the members.

Due notice of any changes in or cancelling of the regular meeting shall be given to all members of the Club. All members excepting an honorary member (or member excused by the Board of Directors of this Club, pursuant to Article VII, Section 3 of the Standard Rotary Club Constitution) in good standing in this Club, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member's being present for at least sixty

percent (60%) of the time devoted to the regular meeting, either at this Club or at any other Rotary Club.

**Section 6** One-third (1/3) of the membership shall constitute a quorum at the annual, general and regular meetings of this Club.

**Section 7** Regular meetings of the Board shall be held monthly. Special meetings of the Board shall be called by the President, whenever deemed necessary, or upon the request of two (2) members of the Board, due notice having been given.

**Section 8** A majority of the Board members shall constitute a quorum of the Board.

**Article V FEES AND DUES**

**Section 1** An admission fee as set by the board following consultation with club members is to be paid before an applicant can qualify as a member.

**Section 2** Membership dues shall be an amount as set by the board following consultation with club members payable semiannually on the first day of July and of January, with the understanding that an amount equal to the current rate shall be applied to each member's subscription to the ROTARY DOWN UNDER magazine.

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(Note: At the date of adoption of these bylaws, the subscription price of ROTARY DOWN UNDER is A\$25.00 per annum.)

**Article VI METHOD OF VOTING**

**Section 1** The business of this Club shall be transacted by *viva voce* vote except the election of officers and Directors, which shall be by ballot.

**Article VII COMMITTEES**

**Section 1** (a) The President shall, subject to the approval of the Board, appoint the following standing committees:-

- Club Service committee
- Vocational Service committee
- Community Service committee
- International Service committee

(b) The President shall, subject to the approval of the Board, also appoint such committees on particular phases of Club Service, Vocation Service, Community Service and International Service as deemed necessary.

(c) The Club Service committee, Vocational Service committee, Community Service committee, and International Service committee shall each consist of a Chairman, who shall be named by the President from the Membership of the Board and not less than two (2) other members.

- (d) The President shall be ex officio a member of all committees and, as such, shall have all the privileges of membership thereon.
- (e) Each committee shall transact such business as is delegated to it in the By-Laws and such additional business as may be referred to it by the President or the Board. Except where special authority is given by the Board, such committees shall not take action until a report has been made to the Board and approved by the Board.
- (f) The President may appoint one (1) or more committees dealing with various aspects of youth activities, which, depending on their respective responsibilities, may be under any, or all, of the Vocational Service, Community Service, or International Service committees. Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one (1) or more members for a second term or by appointing one (1) or more members to a two (2) year term.

**Section 2**      *Club Service Committee.*

- (a) The Chairman of the Club Service committee shall be responsible for all Club Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Club Service.
- (b) The Club Service committee shall consist of the Chairman of the Club Service committee and the Chairmen of all committees appointed on particular phases of Club Service.
- (c) The President shall, subject to the approval of the Board, appoint the following committees on particular phases of Club Service:-

Attendance committee  
 Club bulletin committee  
 Fellowship committee  
 Magazine committee  
 Membership committee  
 Membership development committee  
 Program committee  
 Public relations committee

Appoint one (1) member each to the following committees:-

Classifications committee  
 Rotary information committee

- (d) The President shall appoint the President-elect or Vice-President to oversee and coordinate the work of the classifications, membership, membership development and Rotary information committees.

- (e) Where feasible and practicable in the appointment of Club committees, there should be provision for continuity of membership, either by appointing one (1) or more members for a second term or by appointing one (1) or more members for a two (2) year term.
- (f) The classification and Rotary information committees shall each consist of three (3) members, one (1) member of each committee to be appointed each year for a term of three (3) years. The first appointments made under this provision shall be as follows: one (1) member for a term of one (1) year; one (1) member for a term of two (2) years; one (1) member for a term of three (3) years.
- (g) The magazine committee shall, wherever feasible, include the editor of the Club publication and a local newspaper or advertising member of the Club.

**Section 3**      *Community Service Committee.*

- (a) The Chairman of the Community Service committee shall be responsible for all Community Service activities and shall supervise and coordinate the work of all committees appointed on particular phases of Community Service.
- (b) The Community Service committee shall consist of the Chairman of the Community Service committee and the Chairman of all committees appointed on particular phases of Community Service.
- (c) The President shall, subject to the approval of the Board, appoint the following committees on particular phases of community service:-

Human development committee  
 Community development committee  
 Environment protection committee  
 Partners in service committee

**Article VIII**                      **DUTIES OF COMMITTEES**

**Section 1**      *Club Service Committee.* This committee shall devise and carry into effect plans, which will guide and assist the members of this Club in discharging their responsibilities in matters relating to Club Service. The Chairman of the Club Service committee shall be responsible for regular meetings of the committee and shall report to the Board on all Club Service activities.

- (a) *Attendance Committee.* This committee shall devise means for encouraging attendance at all Rotary meetings - including attendance

at district conferences, intercity meetings, regional conferences, and international conventions by all Club members. This committee shall especially encourage attendance at regular meetings of this Club and attendance at regular meetings of other Clubs when unable to attend meetings of this Club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

- (b) *Classifications Committee.* This committee shall as early as possible, but no later than 31st August of each year, make a classification survey of the community; shall compile from the survey a roster of filled and unfilled classifications, applying the classification principle; shall review, where necessary, existing classifications represented in the Club; and shall counsel with the Board on all classification problems.
- (c) *Club Bulletin Committee.* This committee shall endeavour, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the Club, of its members and of the worldwide Rotary program.
- (d) *Fellowship Activities Committee.* This committee shall promote acquaintance and friendship among the members, promote participation by members in organised Rotary recreational and social activities, and do such work in pursuance of the general object of the Club as may be assigned by the President or the Board.
- (e) *Magazine Committee.* This committee shall stimulate reader interest in ROTARY DOWN UNDER; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular Club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non-Rotarian speakers; secure international service and other special subscriptions for libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine and in other ways make the magazine of service to the Club members and non-Rotarians.
- (f) *Membership Committee.* This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board.



- (g) *Membership Development Committee.* This committee shall review continually the Club roster of filled and unfilled classifications and shall take positive action to initiate and present to the Board the names of suitable persons to fill unfilled classifications.
- (h) *Program Committee.* This committee shall prepare and arrange the programs for the regular and special meetings of the Club.
- (i) *Public Relations Committee.* This committee shall devise and carry into effect, plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure proper publicity for the Club.
- (j) *Rotary Information Committee.* This committee shall devise and carry into effect plans (1) to give prospective members information about the privileges and responsibilities of membership in a Rotary Club, (2) to give the members, especially the new members, adequate understanding of the privileges and responsibilities of members, (3) to give the members information about Rotary, its history, object, scope, activities, and (4) to give the members information as to developments in the administrative operation of RI.

**Section 2**

*Vocational Service Committee.* This committee shall devise and carry into effect plans, which will guide and assist the members of this Club in discharging their responsibilities in their vocational relationships and in improving the general standards of practice in their respective vocations. The Chairman of this committee shall be responsible for the vocational service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Vocational Service.

**Section 3**

*Community Service Committee.* This committee shall devise and carry into effect plans, which will guide and assist the members of this Club in discharging their responsibilities in their community relationships. The Chairman of this committee shall be responsible for the Community Service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of Community Service.

- (a) *Human Development Committee.* This committee shall devise and carry into effect plans which will guide and assist the members of this Club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.
- (b) *Community Development Committee.* This committee shall devise and carry into effect plans, which will guide and assist the members of this Club in working to make the community a better place to live by improving the physical condition of the community and its facilities.

- (c) *Environmental Protection Committee.* This committee shall devise and carry into effect plans, which will guide and assist the members of this Club in monitoring and improving the quality of the community's environment.
- (d) *Partners in Service Committee.* This committee shall devise and carry into effect plans, which will guide and assist the members of this Club in building relationships with other Rotary sponsored organisations within the community and in cooperating with them in service.

**Section 4** *International Service Committee.* This committee shall devise and carry into effect plans, which will guide and assist the members of this Club in discharging their responsibilities in matters relating to international service. The Chairman of this committee shall be responsible for the international service activities of the Club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of international service.

**Article IX LEAVE OF ABSENCE**

**Section 1** Upon written application to the Board, setting forth good and sufficient cause, leave of absence may be granted excusing a member from attending the meetings of the Club for a specified length of time.

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(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the Club credit for the member's attendance. Unless the member attends a regular meeting of some other Club, the excused member must be recorded as absent except that absence authorised under the provisions of Art. VII, Sec. 3 of the standard Rotary Club Constitution is not computed in the attendance record of the Club.)

**Article X FINANCE**

**Section 1** The Treasurer shall deposit all funds of the Club in some bank to be named by the Board. All monies shall be deposited as soon as practicable after receipt.

**Section 2** Proper books and accounts shall be kept and maintained showing correctly the financial affairs of the Club. A thorough audit by a Certified Public Accountant or other qualified person shall be made once each year of all of the Club's financial transactions.

All bills and amounts over ONE HUNDRED DOLLARS (\$100.00) shall be paid by cheque signed by any two (2) of the President, Secretary, Treasurer or other members authorised from time to time by the Board of Directors.

Cheques shall be crossed and marked "NOT NEGOTIABLE" except those in payment of wages, allowances or petty cash recoupment which may be open.

The Board of Directors shall determine the amount of petty cash, which shall be kept, on an Imprest System.

All expenditures shall be approved or ratified at a meeting of the Board of Directors. The income and property of the Club must be used solely in promoting the objects of Rotary and exercising the Club's powers and no portion shall be distributed directly or indirectly to the members of the Club except as bona-fide compensation for services rendered or expenses incurred on behalf of the Club.

**Section 3** Officers having charge or control of funds shall give bond as may be required by the Board for the safe custody of the funds of the Club, cost of bond to be borne by the Club.

**Section 4** The fiscal year of this Club shall extend from July 1st to June 30th, and for the collection of members dues shall be divided into two (2) semiannual periods extending from July 1st to December 31st, and from January 1st to June 30th. The payment of per capita dues and magazine subscriptions to RI shall be made on July 1st and January 1st of each year on the basis of the membership of the Club on those dates.

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(Note: Magazine subscriptions for members joining during a semiannual period are payable upon invoice from RDU.)

**Section 5** At the beginning of each fiscal year the board shall prepare or cause to be prepared a budget of estimated income and estimated expenditures for the year, which, having been agreed to by the board, shall stand as the limit of expenditures for the respective purposes unless otherwise ordered by action of the board.

**Section 6** As soon as practicable after the end of each Financial Year the Treasurer shall cause to be prepared a Statement containing particulars of:-

- (a) The income and expenditure for the Financial Year just ended; and
- (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Club at the close of that year.

The Auditor must examine the Statement prepared and present a report on it to the Secretary before the next Annual General Meeting following the Financial Year for which the audit was made. The Statement must be presented at the Annual General Meeting in accordance with Article IV Section 3.

**Article XI                      METHOD OF ELECTING MEMBERS (FOR ALL KINDS OF MEMBERSHIP)**

**Section 1** The name of a prospective member, proposed by an active, senior active, or past service member of the Club, shall be submitted to the board in writing, through the Club Secretary. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

**Section 2** The board shall ensure that the proposal meets all the classification and membership requirements of the Club constitution.

**Section 3** The board shall approve or disapprove the proposal within thirty (30) days of its submission, and shall notify the proposer, through the Club Secretary, of its decision.

**Section 4** If the decision of the board is favourable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities the membership (including the kind of membership proposed), following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification (if active membership) to be published to the Club.

**Section 5** If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the Club within seven (7) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these By-Laws, shall be considered to be elected to membership.

If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

**Section 6** Following such election, the President shall arrange for the new member's induction and further orientation, and the Club Secretary shall issue a membership card to the member and shall report such action to RI.

**Section 7** If the decision of the Board is not favourable then there is no right of appeal against such decision by the prospective member.

**Section 8** Save as to the provision of the Constitution and By-Laws of this Club, the number of members of the Club shall be unlimited.

**Article XII RESOLUTIONS**

**Section 1** No resolution or motion to commit this Club on any matter shall be considered by the Club until it has been considered by the board. Such resolutions or motions, if offered at a Club meeting, shall be referred to the board without discussion.

**Article XIII ORDER OF BUSINESS**

Meeting called to order.  
Introduction of visiting Rotarians.  
Correspondence and announcements.  
Committee reports if any.  
Any unfinished business.  
Any new business.  
Address or other program features.  
Adjournment.

**Article XIV**

**AMENDMENTS**

**Section 1**

The By-Laws may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting, provided that notice of such proposed amendment, rescission or addition shall have been mailed to each member at least fourteen (14) days before such meeting.

The amendment, rescission or addition is only valid after it is registered in accordance with the Act.

**Section 2**

No amendment or addition to these By-Laws can be made which is not in harmony with the Club Constitution and with the Constitution and By-Laws of RI.

**Article XV**

**DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP**

**Section 1**

This Article applies if the Club is wound-up and there are Surplus Assets.

**Section 2**

The Surplus Assets must not be distributed among the members of the Club but must be given to another Rotary Entity:-

- (a) That has objects similar to the Club's objects;
- (b) The rules of which prohibit the distribution of the Entity's income and assets to its members; and
- (c) Is exempt under Taxation Laws of Australia to pay income tax.

**Article XVI**

**GENERAL**

**Section 1**

The terms used in these By-Laws differ from the terms used in the Queensland Associations and Corporation Act 1981 (as amended)("the Act"). The terms are set out below with the corresponding meaning from the Act:

"Board of Directors" means Management Committee;

"Club" means Association;

"the By-Laws and the Constitution" read together means the Rules;

"Special Resolution" means a resolution passed at a General Meeting of the Club by the votes of three-quarters ( $\frac{3}{4}$ ) of the members who are present and entitled to vote on the resolution.