

ANNEXURE A

CONSTITUTION OF THE ROTARY CLUB OF ST FRANCIS
Charter Date : 9th November 2019**ARTICLE 1**
Definitions

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

- *Club*: The Rotary Club of St Francis.
- *Board*: The Board of Directors of the club.
- *Bylaws*: The bylaws of the club.
- *Director*: A member of the Board of Directors of the club.
- *Member*: A member, other than an honorary member, of the club.
- *RI*: Rotary International.
- *Year*: The twelve-month period which begins on 1 July.

ARTICLE 2
Name

The name of this club shall be the Rotary Club of St Francis (Member of Rotary International)

ARTICLE 3
Locality of the club

The club primarily serves the communities of St Francis Bay and Cape St Francis, but may become involved in other communities at the discretion of the club.

ARTICLE 4
Object of Rotary

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

- *First*. The development of acquaintance as an opportunity for service;
- *Second*. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying of each Rotarian's occupation as an opportunity to serve society;
- *Third*. The application of the ideal of service in each Rotarian's personal, business, and community life;

- *Fourth.* The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

ARTICLE 5

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, recognizing the worthiness of all dignified occupations, and fostering the ideal of service in the pursuit of all vocations. The role of members includes conducting themselves and their businesses in accordance with Rotary's principles.
3. Community Service, the third Avenue of Service, comprises varied efforts that members make, sometimes in conjunction with others, to improve the quality of life of those who live within this club's locality or municipality.
4. International Service, the fourth Avenue of Service, comprises those activities that members do to advance international understanding, goodwill, and peace by fostering acquaintance with people of other countries, their cultures, customs, accomplishments, aspirations, and problems, through reading and correspondence and through cooperation in all club activities and projects designed to help people in other lands.
5. New Generations Service, the fifth Avenue of Service, recognizes the positive change implemented by youth and young adults through leadership development activities, involvement in community and international service projects, and exchange programmes that enrich and foster world peace and cultural understanding.

ARTICLE 6

Meetings

Section 1 - Regular Meetings.

- (a) The club shall hold a regular meeting on the second and fourth week of each month at 13h30.
- (b) *Change of Meeting.* For good cause, the board 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 board may cancel a regular meeting if it falls on a legal holiday, including a commonly recognized 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 board 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.

Section 2 - Annual Meeting. An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.

ARTICLE 7 Membership

Section 1 - General Qualifications. This club shall be composed of adult persons of good character and good business and professional reputation.

Section 2 – Kinds of membership. This club shall have two kinds 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 - Transferring or former Rotarian.

- a) *Potential Members* A member may propose to active membership a transferring member or former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club. The classification of a transferring or former member of a club shall not preclude election to active membership even if the election results in club membership temporarily exceeding the classification limits. Potential members of this club who are current or former members of another club who have debts to the other club are ineligible for membership of this club. The club may demand that a potential member present written proof that no money is owed to the other club. The admission of a transferring or former Rotarian as an active member pursuant to this section shall be contingent upon receiving a certificate from the board of the previous club confirming the prospective member's prior membership in that club.
- b) *Current or Former Members* This club shall provide a statement whether money is owed to this club when requested by another club with respect to a current or former member of this club being considered for membership of in the other club.

Section 5 - Dual membership. No person shall simultaneously hold active membership in this and another club. No person shall simultaneously be a member and an honorary member in this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract 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 permanent 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 board. Persons may hold honorary membership in more than one club.

(b) *Rights and privileges.* Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7 - Holders of public office.

Persons elected or appointed to public office for a specified time shall not be eligible to active membership in this club under the classification of such office. This restriction shall not apply to persons holding positions or offices in schools, colleges, or other institutions of learning or to persons who are elected or appointed to the judiciary. Members who are elected or appointed to public office for a specified period may continue as such members in their existing classifications during the period in which they hold such office.

Section 8 - Rotary International Employment.

This club may retain in its membership any member employed by RI.

ARTICLE 8 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 recognized activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognized business or professional activity or that which describes the nature of the member's community service activity.

(b) *Correction or Adjustment.* If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of a proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

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 percent 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 Rotary Foundation alumnus as defined by the board of directors of RI, shall not preclude election to active membership even if the election results in club membership temporarily exceeding the above limitations. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

ARTICLE 9 Attendance

Section 1 - General Provisions. Each member should attend this club's regular meetings. A member shall be counted as attending a regular meeting if the member is present for at least 60 percent of the meeting, or is present and is called away unexpectedly and subsequently produces evidence to the satisfaction of the board that such action was reasonable, or makes up for an absence in any of the following ways:

- (a) *14 Days Before or After the Meeting.* If, within fourteen (14) days before or after the regular time for that meeting, the member
- 1) attends at least 60 percent of the regular meeting of another club or of a provisional club; or
 - 2) attends a regular meeting of a Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship or of a provisional Rotaract or Interact club, Rotary Community Corps, or Rotary Fellowship; or
 - 3) attends a convention of RI, a council on legislation, an international 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, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the board of directors of RI, 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 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 authorized by the board; or
- 6) attends a board meeting or, if authorized by the board, 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 (14) days, the time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

b) *At the Time of the Meeting.* If, at the time of the meeting, the member is:

- traveling with reasonable directness to or from one of the meetings specified in sub-subsection (a) (3) of this section; or
- serving as an officer or member of a committee of RI, or a trustee of the Rotary Foundation; or
- serving as the special representative of the district governor in the formation of a new club; or
- on Rotary business in the employ of RI; or
- 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
- engaged in Rotary business duly authorized by the board which precludes attendance at the meeting.

Section 2 - *Extended Absence on Outposted Assignment.* If a member will be working on an outposted 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 board. The board 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 12 months.

(b) the age of the member is 65 and above and the aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has

notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

Section 4 - RI Officers' Absences. A member's absence shall be excused if the member is a current officer of RI.

Section 5 - Attendance Records. In the event that a member whose absences are excused under the provisions of subsections 3(b) or section 4 of this article attends a club meeting, the member and the members attendance shall be included in the membership and attendance figures used to compute this club's attendance.

ARTICLE 10 Directors and Officers

Section 1 - Governing Body. The governing body of this club shall be the Board constituted as the bylaws may provide.

Section 2 - Authority. The board shall have general control over all officers and committees and, for good cause, may declare any office vacant.

Section 3 - Board Action Final. The decision of the board 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 12, section 6, may appeal to the club, request mediation, or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five (5) 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, the immediate past president, a president-elect, and one or more vice-presidents, all of whom shall be members of the board, and a secretary, a treasurer, and a sergeant-at-arms, who may or may not be members of the board as the bylaws shall provide.

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 1 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, no more than two (2) years but not less than eighteen (18) months prior to the day of taking office and shall serve as president-nominee upon election. The nominee shall take the title of president-elect on 1 July in the year prior to taking office as the president. The president shall take office on 1 July and shall serve a period of one (1) year or until a successor has been duly elected and qualified.

(c) *Qualifications.* Each officer and director shall be a member in good standing of this club. The president-elect shall attend the district presidents-elect training seminar and the district 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 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 as club president until a successor who has attended a presidents-elect training seminar and district assembly or training deemed sufficient by the governor-elect has been duly elected.

ARTICLE 11

Admission Fees and Dues

Every member shall pay an admission fee and annual dues as prescribed in the bylaws, except that any transferring or former member of another club who is accepted into membership of this club pursuant to article 7, section 4(a) shall not be required to pay a second admission fee. A Rotoractor who ceased to be a member of Rotoract within the preceding two years, who is accepted into membership of this club, shall not be required to pay an admission fee.

ARTICLE 12

Duration of Membership

Section 1 - *Period.* Membership shall continue during the existence of this club unless terminated as hereinafter provided.

Section 2 - *Automatic Termination.*

(a) *Membership Qualifications.* Membership shall automatically terminate when a member no longer meets the membership qualifications, except that

- (1) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member continues to meet all conditions of club membership;
- (2) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member continues to meet all conditions of club membership.

(b) *How to Rejoin.* When the membership of a member has terminated as provided in subsection (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. A second admission fee shall not be required.

(c) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

Section 3 - Termination Non-payment of Dues.

(a) *Process.* Any member failing to pay dues within thirty (30) 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 (10) days of the date of notification, membership may terminate, subject to the discretion of the board.

(b) *Reinstatement.* The board 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 8, section 2

Section 4 - Termination due to non-attendance.

(a) *Attendance percentages.* A member must

- (1) attend or make up at least 50 percent of club regular meetings in each half of the year;
- (2) attend at least 30 percent of this club's regular meetings 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 shall be subject to termination unless the board consents to such non-attendance for good cause.

(b) *Consecutive absences.* Unless otherwise excused by the board for good and sufficient reason or pursuant to article 9, sections 3 or 4, each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance may be considered a request to terminate membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership.

Section 5 – Termination due to other causes.

(a) *Good cause.* The board 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 board members, at a meeting called for that purpose. The guiding principles for this meeting shall be Article 7, 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 subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to

appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.

(c) *Filling classification.* When the board 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 board's decision regarding termination is reversed.

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

(a) *Notice.* Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) 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 16.

(b) *Date for Hearing of Appeal.* In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) 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 utilized for mediation or arbitration shall be as provided in article 16.

(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 subsection (a) of this section.

Section 7 - Board Action Final. Board 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 board 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 acquires any right to them upon joining the club.

Section 10 *Temporary Suspension*

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

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

the board may, by vote of not less than two-thirds of the board, temporarily suspend the member as aforesaid for such period and on such further conditions as the board determines, albeit for a period no longer than is reasonably necessary in all the circumstances.

ARTICLE 13

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 and 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 - Recognizing Rotary's beginning. The week of the anniversary of Rotary's founding (23 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 programs of peace, understanding, and goodwill in the community and throughout the world.

ARTICLE 14
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. The subscription shall be paid in six (6) month periods for the duration of membership in this club and to the end of any six (6) month period during which membership may terminate.

Section 2 - Subscription Collection. The subscription shall be collected by this club from each member semiannually in advance and remitted to *Rotary Africa*

ARTICLE 15

Acceptance of the Object of Rotary and compliance with constitution and bylaws

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its Object and submits to and agrees to comply with and be bound by the constitution and 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 16

Arbitration and mediation

Section 1 - Disputes. Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall, upon a request to the secretary by any of the disputants, either be resolved by mediation or settled by arbitration.

Section 2 - Date for Mediation or Arbitration. In the event of mediation or arbitration, the board shall set a date for the mediation or arbitration, in consultation with disputants, to be held within twenty-one (21) days after receipt of the request for mediation or arbitration.

Section 3 - Mediation. The procedure for such mediation shall be that recognized by an appropriate authority with national or state jurisdiction or be that recommended by a competent professional body whose recognized expertise covers alternative dispute resolution or be that recommended by way of documented guidelines determined by the board of Rotary International or the trustees of The Rotary Foundation. Only a member of a Rotary club may be appointed as mediator(s). The club may request the district governor or the governor's representative to appoint a mediator who is a member of a Rotary club and who has appropriate mediation skills and experience.

(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 board and to be held by the secretary. A summary statement of outcomes acceptable to the parties involved shall be prepared for the information of the club. Either party through the president or secretary may call for further mediation if either party has retracted significantly from the mediated position.

(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 - 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.

ARTICLE 17

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 18

Interpretation

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

ARTICLE 19

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.

Section 2 - Amending Article 2 and Article 3. Article 2 (Name) and Article 3 (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 the governor at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved. The governor may offer an opinion to the board of directors of RI regarding the proposed amendment.

ARTICLE 20

Dissolution/ Closing Down

The organisation may dissolve or close down if at least two thirds of the members present and voting at a meeting convened for the purpose of considering such matter are in favour of closing down.

When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over, it should not be paid or given to members of the organisation. It should be given in some way another non-profit organisation with similar objectives as decided at the general meeting.

Bylaws of the Rotary Club of St Francis

ARTICLE 1 Definitions

- Club: The Rotary Club of St Francis.
- Board: The Board of Directors of this club.
- Director: A member of this club's Board of Directors.
- Member: A member, other than an honorary member, of this club.
- RI: Rotary International.
- Year: The twelve-month period that begins on 1 July.

ARTICLE 2 Board

The governing body of this club shall be the board consisting of the president, president-elect/vice president, secretary, treasurer, the immediate past president, and the directors of the different avenues of service identified by the club.

ARTICLE 3 Election of Directors and Officers

Section 1

- 1.1 At a regular meeting one month prior to the meeting for election of President Nominee, the Presiding Officer shall call for nominations by members of the club for President Nominee.
- 1.2 All nominations shall be in writing on the prescribed form.
- 1.3 All nomination forms must be signed by the proposer, a seconder and the nominee as acceptance of the nomination.
- 1.4 The nominations duly made shall be placed on a ballot in alphabetical order and shall be voted for at the annual meeting
- 1.5 The candidate receiving a majority of votes shall be declared elected to the office of President Nominee.
- 1.6 The candidate for President, elected in such balloting, shall be the President Elect and serve as a director for the year commencing on the first day of July next following the election, and shall assume office as President on the first of July immediately following that year.
- 1.7 Within 15 days after the Annual General Meeting the President Elect shall inform the club of the appointment for Secretary for that year.
- 1.8 At least 2 months prior to taking office, the President Elect shall nominate persons for the board. These members, together with the Incumbent President Elect and Immediate Past President shall constitute the board of directors from 1st July the following year.

Section 2 - The officers and directors, so elected, together with the immediate past president shall constitute the board. Within one week after their election, the directors-elect shall meet and elect a member of the club to act as sergeant-at-arms.

Section 3 - A vacancy in the board or any office shall be filled by action of the remaining directors.

Section 4 - A vacancy in the position of any officer-elect or director-elect shall be filled by action of the remaining directors-elect.

ARTICLE 4 Duties of Officers

Section 1 – *President*. It shall be the duty of the president to preside at meetings of the club and the board and to perform other duties as ordinarily pertain to the office of president.

Section 2 – *President-elect*. It shall be the duty of the president-elect to serve as a director and to perform such other duties as may be prescribed by the president or the board.

Section 3 – *Vice-President*. At the discretion of the Board the role of vice-president may be combined with that of the president-elect. It shall be the duty of the vice-president to preside at meetings of the club and the board in the absence of the president and to perform other duties as ordinarily pertain to the office of vice-president.

Section 4 – *Secretary*. It shall be the duty of the secretary to keep membership records; record attendance at meetings; send out notices of club, board and committee meetings; record and preserve the minutes of such meetings; report as required to RI, including the semi-annual reports of membership on 1 January and 1 July of each year, and prorated reports on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, report changes in membership; provide the monthly attendance report, which shall be made to the district governor within 15 days of the last meeting of the month; and perform other duties as usually pertain to the office of secretary.

Section 5 – *Treasurer*. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the club annually and at any other time upon demand by the board, and to perform other duties as pertain to the office of treasurer, including collecting and remitting RI and district levies, and official magazine subscriptions. 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 other duties as may be prescribed by the president or the board.

ARTICLE 5 Meetings

Section 1 – *Annual Meeting*. An annual meeting of this club shall be held by the first Monday of December each year at which time the election of President Nominee will take place. The selection of secretary elect shall be announced before 15th December.

Section 2 – The regular weekly meetings of this club shall be held on second and fourth week of each month at 13:00. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused pursuant to article 9, sections 3 and 4 of the 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 (60) percent of the time devoted to the regular meeting, either at this club or at any other Rotary club, or as otherwise provided in the standard Rotary club constitution, article 9, sections 1 and 2.

Section 3 – One-third of the membership shall constitute a quorum at the annual and regular meetings of this club.

Section 4 – Regular Meetings of the board shall be held monthly on the first Monday of each month, and minutes shall be kept thereof. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 5 – A majority of the directors shall constitute a quorum of the board.

ARTICLE 6 Fees and Dues

Section 1 – An admission fee shall be determined by the board from time to time and should be paid before the applicant can qualify as a member.

Section 2 – The membership dues shall be determined by RI, payable semiannually on the first day of July and of January, with the understanding that a portion of each semiannual levy shall be applied to each member's subscription to *Rotary Africa*.

ARTICLE 7 Method of Voting

The business of this club shall be transacted by *viva voce* vote except the election of officers and directors, which shall be by ballot. The board may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

ARTICLE 8 Five Avenues of Service

Section 1 - Five Avenues of Service are the philosophical and practical framework for the work of the 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.

Section 2 – The president shall, subject to the approval of the board, appoint standing committees to discharge the following duties:

- *Club Service*. The committee shall devise and carry into effect plans which will guide and assist the club members in discharging their responsibilities in matters relating to Club Service. The chairman shall be responsible for regular meetings of the committee and shall report to the board in writing on all activities.
- *Community Service*. The committee shall devise and carry into effect plans which will guide and assist the club members in discharging their responsibilities in matters relating to Community Service. The chairman shall be responsible for regular meetings of the committee and shall report to the board in writing on all activities.

- *Vocational Service.* The committee shall devise and carry into effect plans which will guide and assist the club members in discharging their responsibilities in matters relating to Vocational Service. The chairman shall be responsible for regular meetings of the committee and shall report to the board in writing on all activities.
- *International Service.* The committee shall devise and carry into effect plans which will guide and assist the club members in discharging their responsibilities in matters relating to International Service. The chairman shall be responsible for regular meetings of the committee and shall report to the board in writing on all activities.
- *Youth Service.* The committee shall devise and carry into effect plans that will guide and assist the club members in discharging their responsibilities in matters relating to Youth Service. The chairman shall be responsible for regular meetings of the committee and shall report to the board in writing on all activities.

ARTICLE 9 Committees

The club has the discretion to create any committee structure that is required to effectively meet its service and fellowship needs. A sample listing of such optional committees are listed below. Such committees may be charged with carrying out the annual and long-range goals of the club based on the five Avenues of Service. The president-elect, president and immediate past president will work together to ensure continuity of leadership and succession planning. The president-elect is responsible for appointing incoming committee members to fill vacancies, appointing committee chairs and conducting planning meetings prior to the start of his/her year in office. It is recommended that the chair have previous experience as a member of the committee. Standing committees could be appointed as follows:

- *Membership.* This committee should develop and implement a comprehensive plan for the recruitment and retention of members.
- *Club Public Relations.* This committee should develop and implement plans to provide the public with information about Rotary and to promote the club's service projects and activities.
- *Club Administration.* This committee should conduct activities associated with the effective operation of the club.
- *Service Projects.* This committee should develop and implement educational, humanitarian and vocational projects that address the needs of its community.
- *The Rotary Foundation.* This committee should develop and implement plans to support The Rotary Foundation through both financial contributions and program participation. Additional ad hoc committees may be appointed as needed.

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

(b) Each committee shall transact its business as is delegated to it in these bylaws and such additional business as may be referred to it by the president or the board. Except where special authority is given by the board, such committees shall not take action until a report has been made and approved by the board.

(c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee and shall report to the board on all committee activities.

ARTICLE 10
Leave of Absence

Upon 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. 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 authorized under the provisions of article 9, sections 3 and 4 of the standard Rotary club constitution is not computed in the attendance record of the club.

ARTICLE 11
Finances

Section 1 – At the beginning of each fiscal year, the incoming board shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise sanctioned by the club on the recommendation of the board. The budget shall be broken into two separate parts: one in respect of club operations and one in respect of charitable/service operations.

Section 2 – The treasurer shall deposit all club funds in a bank, named by the board. The club funds shall be divided into two separate parts: club operations and service projects. Additional bank accounts may be opened as the need arises.

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when:

- a) A bill exceeding R10 000 approved in writing by two other officers or directors.
- b) A bill of R10 000 or less is approved in writing by one other officer or director.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – The fiscal year of this club shall extend from 1 July to 30 June, and for the collection of members' dues shall be divided into two (2) semi-annual periods extending from 1 July to 31 December, and from 1 January to 30 June. The payment of per capita dues and *Rotary Africa* subscriptions shall be made on 1 July and 1 January of each year on the basis of the membership of the club on those dates.

Section 6 – The Club has been exempted from income tax by the South African Revenue Services since it meets the requirements of a Public Benefit Organisation (PBO) set out in section 30 of the Income Tax Act. In order to maintain its income tax exemption status, the following conditions must be complied with:

a) At least three persons who accept fiduciary responsibility for the public benefit organisation will not be connected persons in relation to each other, and no single person directly or indirectly controls the decision-making powers relating to such organisation.

b) on dissolution of the public benefit organisation, the remaining assets must be transferred to -
i) A public benefit organisation, which has been approved in terms of section 30 of the Act.

ii) Any institution, board or body which is exempt from the payment of income tax in terms of section 10(1)(cA)(i) of the Act, which has as its sole or principal object the carrying on of any public benefit activity; or

iii) Any department of state or administration in the national or provincial or local sphere of government of the Republic, contemplated in section 10(1)(a) or (b) of the Act.

- c) The activities of the organisation are carried on in a non-profit manner and with an altruistic or philanthropic intent.
- d) No activity will directly or indirectly promote the economic self-interest of any fiduciary or employee of the organisation otherwise than by way of reasonable remuneration.
- e) No funds will be distributed to any person (other than in the course of undertaking any public benefit activity).
- f) The funds of the public benefit organisation will be used solely for the objects for which it was established.
- g) The public benefit organisation will not be a party to, or does not knowingly permit, or has not knowingly permitted, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy which, but for such transaction, operation or scheme, would have been or would have become payable by any person under this Act or any other Act administered by the Commissioner;
- h) No resources will be used, directly or indirectly, to support advance or oppose any political party.
- i) No remuneration will be paid to any employee, office bearer, member or other person, which is excessive, having regard to what is generally considered reasonable in the sector and in relation to the service rendered and has not and will not economically benefit any person in a manner which is not consistent with its objects.
- j) No donation will be accepted which is revocable at the instance of the donor for reasons other than a material failure to conform to the designated purposes and conditions of such donation, including any misrepresentation with regard to the tax deductibility thereof in terms of section 18A: Provided that a donor (other than a donor which is an approved public benefit organisation or an institution, board or body which is exempt from tax in terms of section 10(1)(cA)(i), which has as its sole or principal object the carrying on of any public benefit activity) may not impose any conditions which could enable such donor or any connected person in relation to such donor to derive some direct or indirect benefit from the application of such donation.
- k) A copy of all amendments to the founding document will be submitted to the Commissioner for the South African Revenue Service.
- l) The public benefit organisation will comply with reporting requirements as may be determined by the Commissioner for the South African Revenue Services.
- m) All public benefit activities carried on by the public benefit organisation will be for the benefit of, or widely accessible to, the general public at large, including any sector thereof, other than small and exclusive groups.

ARTICLE 12 Membership

Section 1 – Candidate (new) Rotarians

Section 1.1

Candidate Rotarians must hold or be retired from a professional, proprietary, executive or managerial position; have the capacity to meet the club's weekly attendance or community project participation requirement; live or work within the locality of the club or the surrounding area be able to pay the annual dues to their club, their district and to Rotary International; be willing to aspire to leadership or committee roles within the club; be able to be classified by their business, professional or vocational interest as the club needs to have a cross section to be able to successfully implement service projects.

Section 1.2

Candidate Rotarians should be dealt with as follows:

- The proposer (who must be an active Rotarian member of the club) evaluates the candidate in terms of the requirements as listed above.
- The proposer submits details of the candidate to the Board using the official membership proposal form.
- The Board screens the candidate and ensures that the proposal meets all the classification and membership requirements of the club constitution. The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer of its decision.
- If the candidate is eligible to become a Rotarian, the Board informs club members accordingly. Proposals for the main club and any satellite club must be circulated to all members.
- Club members have two weeks to object in writing (in private to the president) to the proposed member.
- The candidate is to be rejected if one valid reason not to accept the proposed member is received from a club member. The Board shall rule on the validity of the reason.
- **Up to this point the candidate is unaware of the possibility of becoming a Rotarian.**

Section 1.3

If the board is satisfied regarding the eligibility of the candidate and no objections were lodged, the proposer alone or accompanied by the President will approach the candidate and do the following:

- Ask him/her if he/she is interested in being informed about Rotary;
- If the candidate shows an interest, he/she is invited to attend our designated member recruitment function. If it is too long before a member recruitment function, the candidate will be invited to attend a normal meeting.
- After the member recruitment function (or the normal meeting referred to above), the Recruitment Sub-committee arranges a meeting (*a fire-side chat*) with him/her, gives him/her a copy of the club prospectus containing details about the purposes of Rotary and of the privileges and responsibilities of membership.
- If the candidate is still interested, the President invites him/her to attend four normal meetings to enable the club to get to know the candidate and the candidate to experience our club culture and how it relates to Rotary;
- Once the candidate has attended the four meetings referred to above, the President will invite him/her to join Rotary.

Section 1.4

Following the candidate's acceptance of the invitation, the president shall arrange for the new member's induction, membership card, and appropriate Rotary literature. In addition, the secretary will report the new member information to RI and the president will assign a member to assist with the new member's assimilation to the club as well as assign the new member to a club project or function.

Section 2 – Transferring Rotarians**Section 2.1**

On receipt of a letter of introduction from his/her previous club, substantiating his/her status as a Rotarian in good standing and that all dues are paid up, the Board should invite the transferring Rotarian to join the club without delay

Section 2.2

The secretary will submit the transferring member's information to RI, and the president will assign him/her to a club function.

Section 3 – Returning former Rotarians**Section 3.1**

If the former Rotarian was a member of another club, the Board will have the option of calling for details regarding his/her eligibility for renewed membership.

If the former Rotarian was a member of this club, the Board's decision to renew his/her membership will be determined by his/her eligibility for renewed membership.

If the Board decides to renew the former Rotarian's membership, he/she should be invited to rejoin without delay.

Section 3.2

The president shall arrange for the returned Rotarian's induction, membership card, and appropriate Rotary literature. In addition, the secretary will submit the returning member's information to RI, and the president will assign him/her to a club function.

Section 4 – The club may elect, in accordance with the club constitution, honorary members proposed by the Board.

**ARTICLE 13
Resolutions**

The club shall not consider any resolution or motion to commit the club on any matter until the board has considered it. Such resolutions or motions, if offered at a club meeting, shall be referred to the board without discussion.

ARTICLE 14 Body Corporate

- The organisation shall:
- Exist in its own right, separately from its members.
 - Continue to exist even when its membership changes and there are different office bearers.
 - Be able to own property and other possessions.
 - Be able to sue and be sued in its own name.

The organisation may not give any of its money or property to its members or the Board. The only time it can do this is when it pays for work that an Office Bearers or member has done for the organisation. The payment must be a reasonable amount for the work that has been done and must be pre-approved by the board.

The Board or a member of the organisation can only get money back from the organisation for expenses that she or he has paid for or on behalf of the organisation, and for which authorisation has been granted. Such claim should be submitted in writing on the prescribed expense claim form.

The Board or members of the organisation do not have rights over things that belong to the organisation.

The organisation may dissolve or close down if at least two thirds ($\frac{2}{3}$) of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.

When the organisation closes down it has to pay off all its debts. After doing this, if there is property or money left over it should not be paid or given to members of the organisation. It should be given in some way to another non-profit organisation that has similar objectives. The organisation's general meeting can decide what organisation this should be.

ARTICLE 15 Powers

The Club shall have all such powers as it needs in order that it is able to achieve its objects as set out in Article 4 of the Constitution of the Club, including, without limiting the generality of the foregoing the power to open and operate bank and investment accounts, the power to lend and borrow money upon security or otherwise.

ARTICLE 16 Limited liability

Members and office-bearers of the Club shall not be liable for any of the debts or liabilities of the Club solely by virtue of the fact that they are members or office-bearers thereof. Nor shall they be liable to any person for any damages suffered by that person as a result of any act or omission by them which occurs in good faith while such member or office bearer is acting on behalf of the Club.

ARTICLE 17

Funds and assets of the club

Section 1 – Members or office bearers shall not have any right to assets or funds of the club.

Section 2 – No income or property of the club shall be distributable to members or office bearers except as reasonable compensation for expenses incurred and/or services rendered.

Section 3 – All assets on hand as at the date of disbandment of the club together with any funds shall be distributed amongst deserving charitable non-profit organisations in the Kouga municipal area.

**ARTICLE 18
Order of Business**

The order of business, established by the president with the approval of the board, should include the following:

- Meeting called to order.
- Introduction of visitors.
- Correspondence, announcements and Rotary Information.
- Committee reports if any.
- Any unfinished business.
- Any new business.
- Address or other program features.
- Adjournment.

**ARTICLE 19
Amendments**

These bylaws may be amended at any regular meeting, a quorum being present, by a two-thirds vote of all members present, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting. No amendment or addition to these bylaws can be made which is not in harmony with the club constitution and with the constitution and bylaws of RI.

As amended and Signed at St Francis Bay on 8 August 2023

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L M PEARSON
PRESIDENT 2023 – 2024

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L AITKEN
SECRETARY 2023 - 2024