

**CONSTITUTION  
OF  
ROTARY CLUB OF  
[XXXX]  
INCORPORATED**

## CONSTITUTION ROTARY CLUB OF [XXXX] INCORPORATED

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**CONSTITUTION ROTARY CLUB OF [XXXX] INCORPORATED**

**PART 1 – STANDARD ROTARY CLUB CONSTITUTION**

(as promulgated by the RI Council on Legislation)

**Article 1 - Definitions**

1. Board: The Board of Directors of this club.
2. Bylaws: The bylaws of this club.
3. Director: A director on this club's Board.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Satellite club A potential club whose members shall also be members (when applicable): of club.
7. In Writing: A communication capable of documentation, regardless of the method of transmission.
8. Year: The twelve-month period beginning 1 July.

**Article 2 - Name**

This organization shall be the Rotary Club of

(Member of Rotary International).

The name of any satellite of this club shall be Rotary Satellite Club of

(A satellite of Rotary Club of \_\_\_\_\_).

**Article 3 - Purposes**

The purposes of this club are to:

- (a) pursue the Object of Rotary;
- (b) carry out successful service projects based on the five Avenues of Service;

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- (c) contribute to the advancement of Rotary by strengthening membership;
- (d) support The Rotary Foundation; and
- (e) develop leaders beyond the club level.

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

The locality of this club is:

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Any satellite club of this club shall be located in this locality or the surrounding area.

### **Article 5 - Object**

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

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

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

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

1. Club Service, the first Avenue of Service, involves action a member should take within this club to help it function successfully.
2. Vocational Service, the second Avenue of Service, has the purpose of promoting high ethical standards in businesses and professions, 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 and lending their vocational skills to club-developed projects in order to address the issues and needs of society.

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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 cooperation in all club activities and projects designed to help people in other lands.
5. Youth 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 programs that enrich and foster positive world peace and cultural understanding.

### **Article 7 - Meetings**

#### **Section 1 — Regular Meetings.**

- (a) *Day and Time.* This club shall hold a regular weekly meeting on the day and time set in the bylaws.
- (b) *Method of Meeting.* Attendance may be in person, by telephone, online, or through an online interactive activity. An interactive meeting shall be considered to be held on the day that the interactive activity is posted.
- (c) *Change of Meeting.* For good cause, the board may change a regular meeting to any day between the preceding and following regular meetings, to a different time of the regular day, or to a different place.
- (d) *Cancellation.* The board may cancel a regular meeting for these reasons:
  - (1) a holiday, or during a week that includes a holiday;
  - (2) in observance of the death of a member;
  - (3) an epidemic or a disaster that affects the whole community; or
  - (4) an armed conflict in the community.

The board may cancel up to four regular meetings a year for causes not listed here, but may not cancel more than three consecutive meetings.

- (e) *Satellite Club Meeting (When Applicable).* If provided in the bylaws, a satellite club shall hold regular weekly meetings at a day, time, and place decided by its members. The day, time, and place of the meeting

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may be changed in a way similar to that provided for the club's regular meetings in section 1(c) of this article. A satellite club meeting may be cancelled for the reasons in section 1(d) of this article. Voting procedures shall be as provided in the bylaws.

- (f) *Exceptions.* The bylaws may include provisions that are not in accordance with this section. A club, however, must meet at least twice per month.

### **Section 2 – Annual Meeting.**

- (a) An annual meeting to elect officers and present a mid-year report, including current year income and expenses, together with a financial report on the previous year, shall be held before 31 December, as provided in the bylaws.
- (b) A satellite club shall hold an annual meeting of its members before 31 December to elect officers for the satellite club.

### **Section 3 – Board Meetings.**

Within 30 days after all board meetings, written minutes should be available to all members.

## **Article 8 - Membership**

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

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

### **Section 2 – Types.**

This club shall have two types of membership, active and honorary. Clubs may create other types in accordance with section 7 of this article. These members are reported to RI as either active or honorary.

### **Section 3 – Active Members.**

A person who possesses the qualifications in article 5, section 2 of the RI constitution may be elected as an active club member.

### **Section 4 – Satellite Club Members.**

Members of a satellite club of this club shall also be members of a club until the satellite club is admitted to RI membership as a Rotary club.

### **Section 5 – Prohibited Dual Memberships.**

No member shall simultaneously

- (a) belong to this and another club other than a satellite of a club, or

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- (b) be an honorary member in this club.

### **Section 6 – Honorary Membership.**

This club may elect honorary members for terms set by the board, who shall:

- (a) be exempt from paying dues;
- (b) not vote;
- (c) not hold any club office;
- (d) not hold classifications; and
- (e) be entitled to attend all meetings and enjoy all other privileges in the club, but have no rights or privileges in any other club, except to visit without being a Rotarian's guest.

### **Section 7 – Exceptions.**

The bylaws may include provisions that are not in accordance with article 8, sections 2 and 4 - 6.

## **Article 9 - Club Membership Composition**

### **Section 1 – General Provisions.**

Each member shall be classified in accordance with the member's business, profession, occupation, or community service. The classification shall describe the principal and recognized activity of the member's firm, company, or institution, the member's principal and recognized business or professional activity, or the nature of the member's community service activity. The board may adjust a member's classification if the member changes positions, professions, or occupations.

### **Section 2 –Diverse Club Membership.**

This club's membership should represent a cross section of the businesses, professions, occupations, and civic organizations in its community, including age, gender, and ethnic diversity.

## **Article 10 - Attendance**

### **Section 1 – General Provisions.**

Each member should attend this club's regular meetings, or its satellite club's regular meetings, and engage in this club's service projects, events, and other activities. A member shall be counted as attending a regular meeting if the member:

- (a) is present in person, by telephone, or online for at least 60 percent of the meeting;

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- (b) is present but called away unexpectedly and later presents to the board satisfactory evidence that leaving was reasonable;
- (c) participates in the regular online meeting or interactive activity posted on the club's website within one week after its posting; or
- (d) makes up the absence in any of the following ways within the same year:
  - (1) attends at least 60 percent of the regular meeting of another club, a provisional club, or a satellite of another club;
  - (2) is present at the time and place of a regular meeting or satellite club meeting of another club for the purpose of attending, but that club is not meeting at that time or place;
  - (3) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board;
  - (4) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned;
  - (5) participates through a club website in an online meeting or interactive activity;
  - (6) 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
  - (7) attends an RI convention, a council on legislation, an international assembly, a Rotary institute, any meeting convened with the approval of the RI board of directors or the RI president, a multizone conference, a meeting of an RI committee, a district conference, a district training assembly, any district meeting held at the direction of the RI board, any district committee meeting held by direction of the governor, or a regularly announced intercity meeting of clubs.

**Section 2 — Extended Absence While Working at a Distance.**

If a member works on a distant assignment for an extended period of time, attendance at the meetings of a designated club at the site of the assignment replaces attendance at the regular meetings of the member's club, if the two clubs agree.

**Section 3 — Absence Because of Other Rotary Activities.**

An absence does not require a make-up if, at the time of the meeting, the member is:



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- (a) travelling with reasonable directness to or from one of the meetings specified in sub-subsection (1)(d)(7);
- (b) serving as an officer or member of an RI committee or as a The Rotary Foundation trustee;
- (c) serving as the special representative of the governor in forming a new club;
- (d) on Rotary business in the employ of RI;
- (e) directly and actively engaged in a district-sponsored, RI-sponsored, or The Rotary Foundation-sponsored service project in a remote area, where making up attendance is impossible; or
- (f) engaged in Rotary business duly authorized by the board, which precludes attendance at the meeting.

#### **Section 4 – RI Officers’ Absences.**

An absence shall be excused if the member is a current RI officer or a Rotarian partner of a current RI officer.

#### **Section 5 – Excused Absences.**

A member’s absence shall be excused if:

- (a) The board approves it for reasons, conditions, and circumstances it considers good and sufficient. Such excused absences shall not last longer than 12 months. However, if a leave is taken for medical reasons, follows the birth or adoption of a child, or takes place during foster care of a child, the board may extend it beyond the original 12 months.
- (b) The sum of the member’s age and years of membership in one or more clubs is 85 years or more, the member has been a Rotarian for at least 20 years, the member has notified the club secretary in writing of a desire to be excused from attendance, and the board has approved.

#### **Section 6 – Attendance Records.**

When a member whose absences are excused under subsection 5(a) of this article does not attend a club meeting, the member and the absence shall not be included in the attendance records. If a member whose absences are excused under section 4 or subsection 5(b) of this article attends a club meeting, the member and the attendance shall be included in this club’s membership and attendance figures.

#### **Section 7 – Exceptions.**

The bylaws may include provisions not in accordance with article 10.

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### **Article 11 - Directors and Officers and Committees**

#### **Section 1 – Governing Body.**

The governing body of this club is the board, as provided in the bylaws.

#### **Section 2 – Authority.**

The board has general control over all officers and committees and, for good cause, may declare any office vacant.

#### **Section 3 – Board Action Final.**

In all club matters, the decision of the board is final, subject only to an appeal to the club.

However, when the board decides to terminate membership, the member, according to article 13, section 6, may appeal to the club, request mediation, or request arbitration.

An appeal to reverse a board decision requires a two-thirds vote of the members present at a regular meeting specified by the board, provided that a quorum is present and the secretary has given notice of the appeal to each member at least five days before the meeting. The Club's action on an appeal are final.

The club's action on an appeal is final.

#### **Section 4 – Officers.**

The club officers shall be:

- (a) a president;
- (b) the immediate past president;
- (c) a president-elect;
- (d) a secretary;
- (e) a treasurer;
- (f) and may also include one or more vice-presidents,

all of whom shall be members of Board and Directors of the Club.

The club officers may also include a sergeant-at-arms, who may be a member of the board, if the bylaws provide.

Each officer and director shall be a member in good standing of this club. Club officers shall regularly attend satellite club meetings.

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### **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 takes office on 1 July immediately following election and serves for the term of office or until a successor is elected and qualified.
- (b) *Term of President.* A president-nominee shall be elected as provided in the bylaws, at least 18 months but not more than two years before the day of taking office as president. The nominee becomes president-elect on 1 July in the year before taking office as president. The president takes office on 1 July and serves a period of one year. When a successor is not elected, the current president's term is extended for up to one year.
- (c) *Qualifications of President.* A candidate for president must be a member of this club for at least one year before being nominated, unless the governor determines that less than a full year satisfies this requirement. The president-elect shall attend the presidents-elect training seminar and the training assembly unless excused by the governor-elect. If excused, the president-elect shall send a club representative. If the president-elect does not attend the presidents-elect training seminar and the training assembly and has not been excused by the governor-elect or, if excused, does not send a club representative to these meetings, the president-elect shall not serve as club president. The current president then shall continue to serve until the election of a successor who has attended a presidents-elect training seminar and training assembly or training deemed sufficient by the governor-elect.

### **Section 6 – Governance of a Satellite Club of This Club.**

- (a) *Satellite Club Oversight.* This club shall provide general oversight and support of a satellite club as deemed appropriate by the board.
- (b) *Satellite Club Board.* For day-to-day governance, a satellite club shall have an annually elected board, 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 the immediate past chair, the chair-elect, the secretary, and the treasurer. The satellite board shall be responsible for the day-to-day organization 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 board of this club a report on its membership, activities, and programs, accompanied by a financial statement and

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audited or reviewed accounts, for inclusion in this club's reports for its annual general meeting and any other reports that may, from time to time, be required by this club.

### **Section 7 – Boards.**

This club should have the following committees:

- (a) Club Administration;
- (b) Membership;
- (c) Public Image;
- (d) Rotary Foundation; and
- (e) Service Projects.

The board or president may appoint additional committees as needed.

### **Article 12 - Dues**

Every member shall pay annual dues as prescribed in the bylaws.

### **Article 13 - Duration of Membership**

#### **Section 1 – Period.**

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

#### **Section 2 – Automatic Termination.**

- (a) *Exceptions.* Membership shall automatically terminate when a member no longer meets the membership qualifications,
- (b) *Rejoining.* When a member in good standing has their membership terminated, that person may apply for membership again, under the same or another business, profession, occupation, community service, or other classification.
- (c) *Termination of Honorary Membership.* Honorary membership shall automatically terminate at the end of the term of membership set by the board, unless extended. The board may revoke an honorary membership at any time.

#### **Section 3 – Termination Non-payment of Dues.**

- (a) *Process.* Any member who fails to pay dues within 30 days after they are due shall be notified in writing by the secretary. If the dues are not paid within 10 days after the notification, the board may terminate membership, at its discretion.

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- (b) *Reinstatement.* The board may reinstate the former member to membership if the former member requests and pays all debts to this club.

#### **Section 4 – Termination Non-attendance.**

- (a) *Attendance Percentages.* A member must:
  - (1) attend or make up at least 50 percent of regular club meetings or satellite club meetings; engage in club projects, events, and other activities for at least 12 hours in each half of the year; or achieve a proportionate combination of both; and
  - (2) attend at least 30 percent of this club's regular meetings or satellite club meetings or engage in club projects, events, and other activities in each half of the year (assistant governors, as defined by the RI board of directors, shall be excused from this requirement).

A member who fails to attend as required may be terminated unless the board consents to the non-attendance for good cause.

- (b) *Consecutive Absences.* Non-attendance may be considered a request to terminate membership in this club, if a member fails to attend or make up four consecutive regular meetings, unless otherwise excused by the board for good and sufficient reason or pursuant to article 10, sections 4 or 5. After the board notifies the member, the board, by a majority vote, may terminate the member's membership.
- (c) *Exceptions.* The bylaws may include provisions not in accordance with article 13, section 4.

#### **Section 5 – Termination – Other Causes.**

- (a) *Good Cause.* The board may terminate the membership of any member who ceases to have the qualifications for club membership or for any good cause by a vote of at least two-thirds of the board members present and voting, at a meeting called for that purpose. The guiding principles for this meeting shall be article 8, section 1; The Four-Way Test; and the high ethical standards of a Rotarian.
- (b) *Notice.* Before the board acts under subsection (a) of this section, the member shall be given at least 10 days' written notice and an opportunity to respond in writing to the board. Notice shall be delivered in person or by registered letter to the member's last known address. The member has the right to appear before the board to state his or her case.

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### **Section 6 — Right to Appeal, Mediate, or Arbitrate Termination.**

- (a) *Notice.* Within seven days after the board's decision to terminate or suspend membership, the secretary shall notify the member in writing. Within 14 days after the notice, the member may give written notice to the secretary of an appeal to the club or a request for mediation or arbitration. The procedure for mediation or arbitration is provided in article 17.
- (b) *Appeal.* In the event of an appeal, the board shall set a date for the hearing at a regular club meeting held within 21 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. The action of the club is final and binding on all parties and shall not be subject to arbitration.

### **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.**

A member's resignation from this club shall be in writing, addressed to the president or secretary. The board shall accept the resignation unless the member owes debt to this club.

### **Section 9 — Forfeiture of Property Interest.**

Any person whose club membership is terminated in any manner shall forfeit all interest in any funds or other property of this club if, under local laws, the member 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 board:

- (a) credible accusations are made that a member has refused or neglected to comply with this constitution, or is guilty of conduct unbecoming a member or harmful to the club; and
- (b) those accusations, if proved, constitute good cause for terminating the membership of the member; and
- (c) no action should be taken on the membership of the member, pending the outcome of a matter or an event that the board believes should properly occur first; and
- (d) it is in the best interests of the club to temporarily suspend the member without a vote on the member's membership and to exclude

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the member from attendance at meetings and other club activities and from any club office or position;

the board may, by at least a two-thirds vote, temporarily suspend the member for a reasonable period up to 90 days and with any other conditions the board sets.

A suspended member may appeal the suspension or may request mediation or arbitration as provided in section 6 of this article. During the suspension, the member shall be excused from attendance requirements.

Before the suspension ends, the board must either move to terminate the suspended Rotarian or reinstate the Rotarian to full regular status.

### **Article 14 - Community, National, and International Affairs**

#### **Section 1 — Proper Subjects.**

Any public question involving the welfare of the community, the nation, and the world is a proper subject of fair and informed discussion at a club meeting. 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, is 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.

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### **Article 15 - Rotary Magazines**

#### **Section 1 — Mandatory Subscription.**

Unless this club is excused by the RI board of directors, each member shall subscribe to an official magazine. Two Rotarians who reside at the same address may subscribe jointly to an official magazine. The subscription fee shall be paid on the dates set by the board for the payment of per capita dues for the duration of membership in this club.

#### **Section 2 — Subscription Collection.**

The subscription fee shall be collected by this club from each member in advance and remitted to RI or to the office of a regional publication as determined by the RI board of directors.

### **Article 16 - Acceptance of Object and Compliance with Constitution and Bylaws**

By paying dues, a member accepts the principles of Rotary expressed in its object and agrees to comply with and be bound by the club constitution and bylaws. On these conditions alone is a member entitled to the privileges of this club. Each member shall be subject to the terms of the club constitution and bylaws whether or not the member has received copies of them.

### **Article 17 - Arbitration and Mediation**

#### **Section 1 — Disputes.**

Any dispute between any current or former member(s) and this club, any club officer, or the board, except a decision of the board, shall, upon a request to the secretary by any disputant, be resolved by either mediation or arbitration.

#### **Section 2 — Date for Mediation or Arbitration.**

Within 21 days after receipt of the request, the board shall, in consultation with the disputants, set a date for the mediation or arbitration.

#### **Section 3 — Mediation.**

The procedure for mediation shall be

- (a) recognized by an appropriate authority with national or state jurisdiction; or
- (b) recommended by a competent professional body whose recognized expertise covers alternative dispute resolution; or
- (c) recommended in documented guidelines determined by the RI board or The Rotary Foundation Trustees.



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Only Rotarians may be mediators. The club may ask the governor or the governor's representative to appoint a mediator with appropriate mediation skills and experience.

- (a) *Mediation Outcomes.* The outcomes or decisions agreed to by the disputants after mediation shall be recorded and copies given to each party, the mediator or mediators, and the board. A summary statement acceptable to the parties shall be prepared for the information of the club. Any disputant, through the president or secretary, may call for further mediation if a 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 disputant shall appoint a Rotarian as an arbitrator and the arbitrators shall appoint a Rotarian as an umpire.

### **Section 5 – Decision of Arbitrators or Umpire.**

The decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and not be subject to appeal.

## **Article 18 - Bylaws**

This club shall adopt bylaws that are consistent with the RI constitution and bylaws, with the Articles of procedure for an administrative territorial unit, where established by RI, and with this constitution, to give additional provisions for the government of this club. The bylaws may be amended as they provide.

## **Article 19 – Amendments to PART 1 – STANDARD ROTARY CLUB CONSTITUTION**

### **Section 1 – Manner of Amending.**

Except as provided in section 2 of this article, this constitution may be amended only by a majority vote of those voting at the council on legislation.

### **Section 2 – Amending Article 2 and Article 4.**

Article 2, Name, and article 4, Locality of the Club, may be amended at any regular club meeting, if a quorum is present, by at least a two-thirds vote of all voting members.

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Notice of the proposed amendment shall be given to each member and the governor at least 21 days before the meeting.

The amendment shall be submitted to the RI board of directors and becomes effective only when approved. The governor may offer an opinion to the RI board of directors about the proposed amendment.

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### PART 2 – Additional Articles Required for New Zealand Clubs

(drawn from the New Zealand Incorporated Societies Registrar's Model Constitution and Section 26 of the Incorporated Societies Act 2022)

#### Article 20 - Further Definitions for New Zealand Law

In these Articles (being the rules), unless the context requires otherwise, the following words and phrases have the following meanings:

- 'Act'** means the Incorporated Societies Act 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.
- Club** means the Club as an Incorporated Club.
- 'Associated Person'** means a person who:
- may obtain a financial benefit from any matter being dealt with by any **Member** (as a **Director**, or in any **General Meeting**, or otherwise for the **Club**) where that person is the spouse, civil union partner, de facto partner, child, parent, grandparent, grandchild, or first cousin of that **Member**
  - may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Director**, or in any **General Meeting**, or otherwise for the **Club**) relates
  - is a partner, director, officer, board member, or trustee of a person who may have a financial interest in a person to whom any matter being dealt with by any **Member** (as a **Director**, or in any **General Meeting**, or otherwise for the **Club**) relates
  - may be interested in the matter because the Club's constitution so provides.
- but no such **Member** shall be deemed to have any such interest:
- merely because that **Member** receives an indemnity, insurance cover, remuneration, or other benefits authorised under this Act; or
  - if that **Member's** interest is the same or substantially the same as the benefit or interest of all or most other members of the **Club** due to the membership of those members; or
  - if that **Member's** interest is so remote or insignificant that it cannot reasonably be regarded as likely to influence that **Member** in carrying out that **Member's** responsibilities under this Act or the **Club's** constitution; or

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- if that **Member** is an officer of a union and that **Member's** interest is merely as an employee that will benefit from the union acting in the ordinary course of promoting its members' collective employment interests.

**'President'** means the **Director** responsible for, among other things, overseeing the governance and operations of the **Club** and chairing **General Meetings**.

**'Clear Days'** means complete days, excluding the first and last named days (for instance, excluding the date a Notice of meeting is posted or sent to Members and the date of the meeting).

**'General Meeting'** means either an **Annual General Meeting** or a **Special General Meeting** of the **Club**.

**Written resolutions may be passed in lieu of a General Meeting pursuant of [section 89 of the Act](#), which provides:**

- (a) A written resolution is valid as if it had been passed at a general meeting if it is approved by no less than 75% of the number of **Members** who are entitled to vote.
- (b) It may consist of 1 or more documents in similar form, each approved by or on behalf of 1 or more of **Members** who are entitled to vote.
- (c) A **Member** may give their approval by signing the resolution or giving their approval to the resolution in any other manner permitted by the constitution (for example, electronic means).

**'Matter'** means:

- (a) the **Club's** performance of its activities or exercise of its powers; or
- (b) an arrangement, agreement, or contract (a transaction) made or entered into, or proposed to be entered into, by the **Club**.

**'Notice'** to Members includes any notice given by post, courier or email. The failure for any reason of any Member to receive such Notice or information shall not invalidate any meeting or its proceedings or any election.

**'Register of Interests'** means the register of interests of **Directors** kept under these **Articles**.

**'Register of Members'** means the register of **Members** kept under these **Articles**.

**'Secretary'** means the officer responsible for, among other things, keeping the **Register of Members**, the **Register of Interests**, and

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recording the minutes of **General Meetings** and **Board** meetings.

### **'Special General**

**Meeting'** means a meeting of the **Members**, other than an **Annual General Meeting**, called for a specific purpose or purposes.

**'Treasurer'** means the officer responsible for, among other things, overseeing the finances of the **Club**.

## **Article 21 – Prohibited Purposes**

The **Club** must not operate for the purpose of, or with the effect of:

- (a) any **Member** of the **Club** deriving any personal financial gain from membership of the **Club**, other than as may be permitted by law, or
- (b) returning all or part of the surplus generated by the **Club's** operations to **Members**, in money or in kind, or
- (c) conferring any kind of ownership in the **Club's** assets on **Members**

## **Article 22 – Permitted Purposes**

The **Club** will not operate for the financial gain of **Members** simply if the **Club**:

- (a) engages in trade,
- (b) for matters that are incidental to the purposes of the **Club**, pays a **Member** of the **Club** that is a body corporate that is not, or are the trustees of a trust that are not, carried on for the private pecuniary profit of any individual,
- (c) reimburses a **Member** for reasonable expenses legitimately incurred on behalf of the **Club** or while pursuing the **Club's** purposes,
- (d) provides benefits to members of the public or of a class of the public and those persons include **Members** or their families,
- (e) pays a **Member** a salary or wages or other payments for services to the **Club** on arm's length terms (terms reasonable in the circumstances if the parties were connected or related only by the transaction in question, each acting independently, and each acting in its own best interests; or are terms less favourable to the Member than those terms),
- (f) pays any **Member** interest at no more than current commercial rates on loans made by that **Member** to the **Club**, or
- (g) provides a **Member** with incidental benefits (for example, trophies, prizes, or discounts on products or services) in accordance with the purposes of the **Club**.

## **Article 23 – Conflicts of Interest**

No **Member**, or **Associated Person**, is allowed to take part in, or influence any decision made by the **Club** in respect of payments to, or on behalf of, the **Member** or **Associated Person** of any income, benefit, or advantage.

## CONSTITUTION ROTARY CLUB OF [XXXX] INCORPORATED

In addition to the provisions of Article 22, any payments made to a **Member** or **Associated Person** must be for goods and services that advance the purposes of Rotary and must be reasonable and relative to payments that would be made between unrelated parties and be made as otherwise required under the Not-For-Profit provisions of the Income Tax Act 2007.

### Article 24 – Tikanga / Culture

The tikanga or culture of the **Club** is as follows:

- to provide service to the communities within the District boundaries and these **Articles** shall be interpreted having regard to that tikanga or culture.

### Article 25 – Act and Regulations

Nothing in this Constitution authorises the Club to do anything which contravenes or is inconsistent with the Statute, any regulations made under the Statute, or any other legislation applicable within the jurisdiction.

### Article 26 – Registered office

The Registered Office of the **Club** shall be at such place in New Zealand as the **Board** from time to time determines, and changes to the Registered Office shall immediately be notified to the Registrar of Incorporated Societies in a form and as required by the Statute.

### Article 27 – Power to borrow money

The **Club** has the power to borrow money.

### Article 28 – Other powers

In addition to its statutory powers, the **Club, subject to the provisions of Articles 22 and 23,:**

- may use its funds to pay the costs and expenses to advance or carry out its purposes, and to employ or contract with such people as may be appropriate, and
- may invest in any investment in which a trustee may lawfully invest.

### Article 29 – Minimum number of members

The **Club** shall maintain the minimum number of **Members** required by the **Act**.

### Article 30 – Becoming a member

#### Section 1 - Consent

Every applicant for membership must consent in writing to becoming a **Member**.

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### Section 2 - Process

An applicant for membership must complete and sign any application form, supply any information, or attend an interview, as required by the **Board**.

The **Board** may accept or decline an application for membership.

The **Board** must advise the applicant of its decision (but is not required to provide reasons for that decision).

### Section 3 – Members Obligations and Rights

Every **Member** shall provide the **Club** with that **Member's** name and contact details (including residential address, telephone or mobile number(s) and any other preferred forms of social media contact and at least one email address) and promptly advise the **Club** of any changes to those details.

Membership does not confer on any **Member** any right, title, or interest (legal or equitable) in the property of the **Club**.

## Article 33 – General Meetings – additional provisions

### Section 1 – Annual General Meetings

Pursuant to [section 86](#) of the Act a Notice of Annual General Meeting must include:

- An annual report on the operations and affairs of the society during the most recently completed accounting period;
- The financial statements of the society for that period;
- Notices of the disclosures, or types of disclosures, made under disclosure of interests ([section 63 of the Act](#)) during that period, including a brief summary of the matters, or types of matters, to which those disclosures relate.

### Section 2 – Special General Meetings

**Special General Meetings** may be called at any time by the **Board** by resolution. The **Board** must call a **Special General Meeting** if the **Secretary** receives a written request signed by at least 50 per cent of **Members**.

Any resolution or written request must state the business that the **Special General Meeting** is to deal with.

The **Articles** relating to the procedure to be followed at **General Meetings** shall apply to a **Special General Meeting**, and a **Special General Meeting** shall only consider and deal with the business specified in the **Board's** resolution or the written request by **Members** for the Meeting.

### Section 3 – Notice for any General Meeting

The **Board** shall give all **Members** at least 20 **Clear Days'** Notice of any **General Meeting** and of the business to be conducted at that **General Meeting**.

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### **Section 4 – Validity of Notice**

The **General Meeting** and its business will not be invalidated simply because one or more **Members** do not receive the **Notice**.

### **Section 5 – Members Rights**

All financial **Members** may attend, speak and vote at **General Meetings**:

- (a) in person, or
- (b) by a signed original written proxy (an email or copy not being acceptable) in favour of some individual entitled to be present at the meeting and received by, or handed to, the **Secretary** before the commencement of the **General Meeting**, or
- (c) through the authorised representative of a body corporate as notified to the **Secretary**, and
- (d) No other proxy voting shall be permitted.

### **Section 6 – Quorum**

No General Meeting may be held unless at least 50% eligible financial Members attend in person or a financial Member votes by providing a valid proxy or ballot. This will constitute a quorum.

If, within half an hour after the time appointed for a meeting a quorum is not present, the meeting – if convened upon request of **Members** – shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **President** of the **Club**.

If any meeting is adjourned and when reconvened a quorum is not present, those present in person or by proxy shall be deemed to constitute a sufficient quorum.

Any decisions made when a quorum is not present are not valid.

### **Section 7 – Methods of Participation**

**General Meetings** may be held at one or more venues using any real-time audio, audio and visual, or electronic communication that gives each member a reasonable opportunity to participate.

### **Section 8 – The Chair of Any General Meeting**

All **General Meetings** shall be chaired by the **President**.

If the **President** is absent, the Immediate Past President shall chair that meeting

### **Section 9 – Casting Vote**

Any person chairing a **General Meeting** has a deliberative and, in the event of a tied vote, a casting vote.

### **Section 10 – The Chair and Conduct of the Meeting**

Any person chairing a **General Meeting** may:



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- (a) With the consent of any that **General Meeting** adjourn the **General Meeting** from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Direct that any person not entitled to be present at the Meeting, obstructing the business of the Meeting, behaving in a disorderly manner, being abusive, or failing to abide by the directions of the chairperson be removed from the Meeting, and
- (c) In the absence of a quorum or in the case of emergency, adjourn the Meeting or declare it closed.

### Section 11 – Form of Motions for General Meetings

The **Board** may put forward motions for the **Club** to vote on ('**Board Motions**'), which shall be notified to Members with the notice of the **General Meeting**.

Any **Member** may request that a motion be voted on ('**Member's Motion**') at a **General Meeting**, by giving notice to the **Secretary** at least **10 Clear Days** before that meeting. The **Member** may also provide information in support of the motion ('**Member's Information**').

### Section 12 – Record of Proceedings

A record of the proceedings, whether by recording or written document must be kept by the **Secretary** of all **General Meetings**.

## Article 35 – Directors – additional provisions

### Section 1 – Consent

Prior to election or appointment, every **Director** must consent in writing to be a **Director** and certify in writing that they are not disqualified from being appointed or holding office as a **Director** by these **Articles** or the **Act**.

### Section 2 - Officer Elections & Board Quorum

In addition to the requirements set out in Article 6 (which may not be amended other than as provided in Article 19) the following additional provisions apply in relation to election of officers and Board quorums:

- (a) One month before elections, members nominate candidates for president, vice president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.
- (b) The candidate who receives a majority of the votes for each office is declared elected to that office.
- (c) If any officer or board member vacates their position, the remaining members of the board will appoint a replacement.

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- (d) If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.
- (e) Any meeting of the Board shall require attendance of the President or in their absence, the Vice President or Immediate Past President as so nominated by the President and at least 4 other officers being one of the Treasurer or Secretary or and the balance being Directors.

### **Section 3 – Disqualification**

The following persons are disqualified from being appointed or holding office as a **Director**:

- (a) a person who is under 16 years of age,
- (b) a person who is an undischarged bankrupt,
- (c) a person who is prohibited from being a director or promoter of, or being concerned or taking part in the management of, an incorporated or unincorporated body under the Companies Act 1993, the Financial Markets Conduct Act 2013, or the Takeovers Act 1993,
- (d) a person who is disqualified from being a member of the **Board** of a charitable entity under section 31(4)(b) of the Charities Act 2005,
- (e) a person who has been convicted of any of the following, and has been sentenced for the offence, within the last 7 years:
  - (i) an offence under subpart 6 of Part 4,
  - (ii) a crime involving dishonesty (within the meaning of section 2(1) of the Crimes Act 1961),
  - (iii) an offence under section 143B of the Tax Administration Act 1994,
  - (iv) an offence, in a country other than New Zealand, that is substantially similar to an offence specified in sub-paragraphs (i) to (iii),
  - (v) a money laundering offence or an offence relating to the financing of terrorism, whether in New Zealand or elsewhere,
- (f) a person subject to:
  - (i) an order under section 108 of the Credit Contracts and Consumer Finance Act 2003; or
  - (ii) a forfeiture order under the Criminal Proceeds (Recovery) Act 2009; or
  - (iii) a property order made under the Protection of Personal and Property Rights Act 1988, or whose property is managed by a trustee corporation under section 32 of that Act.

### **Section 4 – Cessation or Removal of A Director**

- (a) A **Director** shall be deemed to have ceased to be a **Director** if that person ceases to be a **Member**; and/or
- (b) resigns in the manner provided in the constitution, or if this constitution does not provide for a manner by signing a written notice of resignation and giving it to the **President**; and/or

## CONSTITUTION ROTARY CLUB OF [XXXX] INCORPORATED

- (c) is removed from office in accordance with this constitution; and/or
- (d) becomes disqualified from being an officer under the Act or the provisions of this Constitution or
- (e) dies; or
- (f) otherwise vacates office in accordance with this constitution.

Each **Director** shall within 20 **Clear Days** of submitting a resignation or ceasing to hold office, deliver to the **Secretary** all books, papers and other property of the **Club** held by such former **Director**.

### Section 5 – Mandatory duties of Directors

At all times each **Director**:

- (a) shall act in good faith and in what he or she believes to be the best interests of the **Club**,
- (b) must exercise all powers for a proper purpose,
- (c) must not act, or agree to the **Club** acting, in a manner that contravenes the Statute or this Constitution,
- (d) when exercising powers or performing duties as a **Director**, must exercise the care and diligence that a reasonable person with the same responsibilities would exercise in the same circumstances taking into account, but without limitation, the nature of the **Club**, the nature of the decision, and the position of the **Director** and the nature of the responsibilities undertaken by him or her,
- (e) must not agree to the activities of the **Club** being carried on in a manner likely to create a substantial risk of serious loss to the **Club** or to the **Club's** creditors, or cause or allow the activities of the **Club** to be carried on in a manner likely to create a substantial risk of serious loss to the **Club** or to the **Club's** creditors, and
- (f) must not agree to the **Club** incurring an obligation unless he or she believes at that time on reasonable grounds that the **Club** will be able to perform the obligation when it is required to do so.

### Section 6 – Further Duties of Officers

- (a) The **President** presides at club and board meetings and, if required, has a casting vote. The **President** may be declared to be a contact person.
- (b) The **Immediate Past President** serves as a director on the club board.
- (c) The **President-Elect** prepares for his or her year in office and serves as a director.
- (d) In the absence of an appointment by the **President**, the **Vice President** presides at club and board meetings when the **President** is absent.
- (e) A **Director** attends club and board meetings.
- (f) The **Secretary** keeps membership and attendance records and is a contact person for the Club.
- (g) The **Treasurer** oversees all funds, provides an accounting of them in a form that accords with the Accounting Standard for Not-for-Profit organisations and shall report to the Board with the financial statements in that form and prepare a

Commented [CH1]: NOTE Required by Section 26 of the Incorporated Societies Act 2022 THIS IS COPIED FROM THE STANDARD RI BYLAWS

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budget for each financial year. The **Treasurer** shall ensure that the Club carries any required insurance and/or risk management for any operating programme or Club project.

(h) The sergeant-at-arms maintains order in club meetings.

### Section 7 – Directors Terms of Office

The terms of office for each role are:

President —	one year and in the absence of a Vice President being a President-Elect then for 2 further successive years
Vice President —	one year
Treasurer —	Maximum 3 years
Secretary —	Maximum 3 years
Sergeant-at-arms —	Maximum 3 years
Director —	Maximum 3 years

### Section 8 – Board Meetings

Board meetings are to be held at least 4 times in each year starting from 1 July to 30 June.

Special meetings of the board are called with reasonable notice by the **President** or upon the request of two **Directors**.

## Article 37 – The Register of members

### Section 1 – The Register - content

The **Secretary** shall keep an up-to-date **Register of Members**, recording for each **Member** their name, contact details, the date they became a **Member**, and any other information required by RI, the RI District to which the Club belongs, these **Articles**, bylaws or prescribed by Regulations under **the Act**.

### Section 2 – Form of the Register

The **Register of Members** shall be maintained in an online searchable database. with the full name, address (including electronic addresses such as email addresses) and date of entry of each member, details of membership and the date of and reason for cessation (if any) of such membership and such other details as the Board may from time to time require.

### Section 3 – Access to the Register

Access **Register of Members** shall be controlled in accordance with the published Rotary International privacy policy.

**Commented [CH2]:** Added as required by Section 26 of the Incorporated Societies Act 2022

**Commented [CH3]:** NOTE Required by Section 26 of the Incorporated Societies Act 2022 THIS IS COPIED FROM THE STANDARD RI BYLAWS

**Commented [CH4]:** Expanded in by-laws as suggested – includes specific requirements for Children

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Other than as required by law, no access will be given to information on the **Register of Members** to other than **Members** or office-bearers in the Rotary District to which the Club is allocated by RI and the officers of RI.

### Article 39 – Register of Directors interests

The **Secretary** shall at all times maintain an up-to-date register of the interests disclosed by **Directors**.

### Article 40 – Access to other information

#### Section 1 – Requests for Information

A **Member** may at any time make a written request to a Club for information held by the Club.

The request must specify the information sought in sufficient detail to enable the information to be identified

#### Section 2 – Obligations of the Club

The **Club** must, within a reasonable time after receiving a request:

- (a) provide the information, or
- (b) agree to provide the information within a specified period, or
- (c) agree to provide the information within a specified period if the **Member** pays a reasonable charge to the **Club** (which must be specified and explained) to meet the cost of providing the information, or
- (d) refuse to provide the information, specifying the reasons for the refusal.

#### Section 3 – Refusal

Without limiting the reasons for which the **Club** may refuse to provide the information, the **Club** may refuse to provide the information if:

- (a) withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons, or
- (b) the disclosure of the information would, or would be likely to, prejudice the commercial position of the **Club** or of any of its **Members**, or
- (c) the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the **Club**, or
- (d) withholding the information is necessary to maintain legal professional privilege, or
- (e) the disclosure of the information would, or would be likely to, breach an enactment, or
- (f) the burden to the **Club** in responding to the request is substantially disproportionate to any benefit that the member (or any other person) will or may receive from the disclosure of the information, or

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(g) the request for the information is frivolous or vexatious.

### Section 4 – Costs

If the **Club** requires the **Member** to pay a charge for the information, the **Member** may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the **Member** informs the

**Club:**

- (a) that the **Member** will pay the charge; or
- (b) that the **Member** considers the charge to be unreasonable.

### Section 5 – Privacy

Nothing in this Rule limits Information Privacy Principles of the Privacy Act 2020.

## Article 41 - Winding up or Removal

### Section 1 – Process

The **Club** may be wound up, or liquidated, or removed from the Register of Incorporated Societies in accordance with the provisions of the **Act**.

The **Secretary** shall give **Notice** to all **Members** of the proposed motion to wind up the **Club**, or remove it from the Register of Incorporated Societies and of the **General Meeting** at which any such proposal is to be considered, of the reasons for the proposal, and of any recommendations from the **Board** in respect to such notice of motion.

Any resolution to wind up the **Club** or remove it from the Register of Incorporated Societies must be passed by a simple majority of all **Members** present and voting.

### Section 2 – Surplus Assets

If the **Club** is wound up, or liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any **Member or individual**

On the winding up or liquidation or removal from the Register of Incorporated Societies of the **Club**, its surplus assets after payment of all debts, costs and liabilities shall be vested in a New Zealand incorporated entity with similar tax status as this Club as nominated Rotary International being an entity that shares the Objects and Avenues of Service of Rotary and/or is a not-for-profit organisation as defined by New Zealand law.

## Article 42 - Amending these Articles and By-laws

Subject to the provisions of **PART 1 – STANDARD ROTARY CLUB CONSTITUTION** the **Club** may amend or replace these **Articles** and, under Article 18, any By-laws promulgated thereunder, at a **General Meeting** by a resolution passed by a simple majority of those **Members** present and voting.

Any proposed motion to amend or replace these **Articles** or the **By-laws** promulgated thereunder, shall be signed by at least 50 per cent of eligible **Members**

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and given in writing to the **Secretary** at least 10 **Clear Days** before the **General Meeting** at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

At least 10 **Clear Days** before the **General Meeting** at which any amendment is to be considered the **Secretary** shall give to all **Members** notice of the proposed motion, the reasons for the proposal, and any recommendations the **Board** has.

No addition to, deletion from or alteration of these **Articles** shall be made if the purport or effect may allow personal pecuniary profits to be conferred on any person.

Furthermore, the preceding prohibition shall be contained in any subsequent amendment of these **Articles**.

When an amendment to these **Articles** is approved by a **General Meeting** it shall be notified to the Registrar of Incorporated Societies in the form and manner specified in **the Act** for registration, and shall take effect from the date of registration.

Amendments to **By-laws** shall be published by the Board by email to all Members and, if directed, by posting on the Club's website.

### Article 43 - Common seal

If the Club Bylaws or Board policies require a common seal for the **Club**, the common seal must be kept in the custody of the **Secretary**.

The common seal may be affixed to any document:

- (a) by resolution of the **Board**, and must be countersigned by two **Directors** or by one **Director** and: the **Secretary**; or
- (b) by such other means as the **Board** may resolve from time to time.

### Article 44 - Contact person

The **Club's** Contact Officer, for the purposes of the Act, must be:

- (a) At least 18 years of age, and
- (b) A Director, and
- (c) At all times be resident in New Zealand, and
- (d) Not disqualified under the Statute from holding that office

and, in the absence of any Board decision to the contrary, shall be the Secretary.

Any change in that Contact Officer or that person's name or contact details shall be advised to the Registrar of Incorporated Societies within 25 **Clear Days** of that change occurring, or the **Club** becoming aware of the change.