

# Varying Incorporated Club Rules

The Rules of an incorporated Rotary Club must comply with the laws of the State or Territory in which it is incorporated and must also comply with the requirements of Rotary International (RI). If there is a conflict between RI's requirements and 'local law', RI's policy is to concede, but the concession will be only to the extent which is legally necessary to achieve compliance. The Rules provided by McKean Park, while they provide a single coherent document, are divided into a Constitution Section, containing 20 Articles and a Club Section containing a further 18 or more Articles. The Constitution Section contains provisions which only the Council on Legislation (COL) can amend. Some of those provisions have been amended to comply with local law in the Australian States and Territories. The Club Section contains many of the provisions which are published by RI in its Recommended Rotary Club Bylaws (RRCB) together with other provisions required by individual State or Territory law or inserted to assist Rotary Clubs in carrying out their functions in accordance with the law.

What has always been apparent to McKean Park is that incorporated Rotary Clubs, all of which are autonomous, frequently require individual amendments so as to meet their particular requirements. No amendments can, of course, be made to the Constitution Section provisions (other than as to the name and locality of the club) or amendments to the Club Section that may serve to vary one or more provisions of the Constitution Section. Apart from the above however RI is not averse to changes in the Club Section provisions. The appropriate State or Territory Registry for incorporated associations, on the other hand, will scrutinise every amendment to an incorporated association's Rules.

McKean Park has developed 'standardised amendments' to cover frequently requested alterations as follows:

## 1. Doubling up by officers of the Club

Frequently we are asked to provide that the Immediate Past President will, in the year he / she holds that office, also assume the office of Vice-President. Doubling up can also occur in respect of other offices. It is of particular benefit to smaller clubs.

## 2. Terms of Office

McKean Park is sometimes asked to provide that ordinary directors serve a 2 year term, and sometimes also that they are then ineligible to stand for election as ordinary directors in the year following that term although they may stand for any other office in that year. These provisions are frequently linked with the election of only half the ordinary directors each year so that there is a rotation of ordinary directors and they obtain 'training' which will enable them to stand for election as officers of the club after that 'training' is completed.

## 3. Election to Office

Quite a number of clubs ask for provisions that enable a President-Elect to select a 'team' of members to form his or her Board of Directors. I am frequently reminded that Rotary originated in the United States and it is therefore appropriate that there should be team selection of presidential nominees. My response is that the US Constitution also provides that while the President may nominate, the final appointment must be with "...the Advice and Consent of the Senate (of the United States)..." McKean Park does have a variety of provisions which cover these arrangements.

## 4. Liquor Licensing Provisions

Some Rotary clubs have their own premises (under lease) and can apply for an appropriate Club Liquor Licence. This requires that there are provisions in the club's Rules relating to members, the purchase of liquor, guests etc. which comply with the relevant State/Territory liquor licensing requirements. McKean Park has developed these Rules.

## 5. Technology

Of recent years, State and Territory laws have encouraged the use of technology particularly in the holding of Board meetings and for service of notices on members. McKean Park can extend these provisions and has done so for Rotary E-Clubs with the proviso however that there are clear limits to the use of Face book and any other social media for the service of notices and that members' privacy must be preserved particularly in respect of telephone numbers, email addresses and similar.

## Varying Incorporated Club Rules *(...continued)*

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### 6. Variations in size of Board

Some clubs like to adjust the size of their Board either by decision of the Board or at a General Meeting. To aid this, it is advisable for the Rules to specify a maximum and minimum number of Ordinary Directors and to stipulate who is, from time to time, to decide the actual number between these extremes.

### 7. Traditional Committee Structures

Some clubs cling to the standard committee structure designed to deliver the five avenues of service. We can provide for this as part of the new structure RI has introduced into the RRCB.

### 8. Other Amendments

There are a number of other amendments we make for individual Rotary Clubs. If your club requires such an amendment we are able to advise it as to the legal effects of the amendment.

The above are some of the 'standardised variations', which McKean Park is able to provide for incorporated Rotary clubs requiring the kind of changes envisaged to the Club Section of their Rules. Other variation services also include:

#### A. Annual General Meetings

RI has agreed with McKean Park that annual general meetings must be held on or before the end of November to comply with Australian law. Some clubs prefer to delay their elections beyond that date McKean Park advises how this can be lawfully achieved.

#### B. International Record of Understanding

This is an 'agreement' between Rotary Clubs in different countries covering a project in one of those countries in which both Clubs will participate. It can be varied to provide participation by more Clubs if required.

### C. E-Club Additional Provisions

A freshly chartered E-Club will need to be incorporated. In addition, other provisions must be inserted to comply with the Associations Incorporation Act in the appropriate State/Territory. We can provide these **as an addition to the Rules and Bylaws**.

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