

Bylaws of the Rotary Club of Padstow Inc.

Article I Election of Directors and Officers

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

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

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

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

Article II Board of Directors

The governing body of this club shall be the board of directors consisting of the president, vice-president, president-elect, secretary, treasurer, the immediate past president and the directors elected in accordance with article I, section 1, of these bylaws.

Article III Duties of Officers

Section 1 — *President*. It shall be the duty of the president to preside at meetings of the club and board and to perform such 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 member of the board of directors of the club and to perform such other duties as may be prescribed by the president or the board.

Section 3 — *Vice-President*. It shall be the duty of the vice-president to preside at meetings of the club and board in the absence of the president and to perform such other duties as ordinarily pertain to the office of vice-president.

Section 4 — *Secretary*. It shall be the duty of the secretary to keep the records of membership, record the attendance at meetings, send out notices of meetings of the club, board and committees, record and preserve the minutes of such meetings, make the required reports to RI, including the semiannual reports of membership, which shall be made to the general secretary of RI on January 1st and July 1st of each year, and including prorated reports to the general

secretary on 1st October and 1st April of each active member who has been elected to membership in the club since the start of the July or January semiannual reporting period, the report of changes in membership, which shall be made to the general secretary of RI, the monthly report of attendance at the club meetings, which shall be made to the district governor within 10 days of the last meeting of the month, collect and remit to subscriptions to *Rotary Down Under*, and perform such 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 the same to the club annually and at any other time upon demand by the board and to perform such other duties as pertain to the office of treasurer. Upon retirement from office, the treasurer shall turn over to the incoming treasurer or to the president all funds, books of accounts or any other club property.

Article IV Meetings

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

Section 2 — *Weekly Meetings* of this club shall be held on Tuesday at 6.30 pm. Due notice of any changes in or cancelling of the regular meeting shall be given to all members of the club. All members excepting an honorary member (or member excused by the board of directors of this club, pursuant to article VIII, section 2 (b) 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 VIII, section 1.

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

Section 4 — Regular meetings of the board shall be held at least monthly. Special meetings of the board shall be called by the president, whenever deemed necessary, or upon the request of two (2) members of the board, due notice having been given.

Section 5 — A majority of the board members shall constitute a quorum of the board.

Article V Fees and Dues

Section 1 — The admission fee shall be as determined by the club from time to time and shall be paid before the applicant can qualify as a member.

Section 2 — The membership dues shall be as may be determined by the club from time to time, payable semiannually on the first day of July and on the first day of January, with the understanding that a semi-annual payment shall be applied to each member's subscription to the *Rotary Down Under* magazine.

Article VI 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.

Article VII Committees

Section 1 —

- (a) The president shall, subject to the approval of the board, appoint the following standing committees - Club Administration, Membership and Vocational Service, Public Relations, Rotary Foundation and International Service, and Community Projects.
- (b) The president shall, subject to the approval of the board, also appoint such committees as deemed necessary.
- (c) The above named committees shall consists of a chairperson who shall be named by the president from members of the board and not less than two (2) other members who shall be member of the club in good standing.
- (d) The president shall be *ex officio* a member of all committees and, as such, shall have all the privileges of membership thereon.
- (e) Each committee shall transact such business as is delegated to it in the 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 to the board and approved by the board.
- (f) These committees shall have continuity of leadership. It is recommended that the president appoint a minimum of three members to each committee with the expectation that one member will serve one year, one will serve two years and the third will serve three years. Thereafter, each succeeding year it is recommended the president in office appoint at least one Rotarian for a period of three years to fill vacancies. Each year the president shall appoint one member of each committee to serve as chair.

Section 2 — Club Administration Committee.

- (a) The chairman of the club administration committee shall be responsible for all club administration and shall supervise and coordinate the work of all committees appointed on particular phases of club administration.
- (b) The club administration committee shall consist of the chairman of the club administration committee and the chairmen of all committees appointed on particular phases of club administration.
- (c) The president may, subject to the approval of the board, appoint the following committees on particular phases of club service:
 - Executive management
 - Board responsibilities
 - Club training and Rotary information
 - Finances
 - Attendance committee
 - Social activities/Fellowship committee
 - Program committee
 - Member welfare
 - Sergeant at arms
 - Youth Trust

Executive Management. This committee is responsible for the regular maintenance of club administrative processes and the conduct of club meetings.

Board responsibilities – The board is responsible for the maintenance of regular records of all of its meetings and reporting to club members of all actions taken by the board.

Club training and Rotary Information Committee – This committee is responsible for the club training of incoming executive members, the updating of club members in Rotary procedures and the recognition of all Rotary programs. This committee shall inform prospective members about the privileges and responsibilities of Rotary club membership; keep members informed about the history, object and activities of Rotary at all levels; and oversee the orientation of new members during their first year in the club.

Finances – refer to Treasurer (Article III Section 5)

Attendance Committee. This committee shall devise means for encouraging attendance at all Rotary meetings - including attendance at district conferences, inter-city meetings, regional conferences, and international conventions by all club members. This committee shall especially encourage attendance at regular meetings of this club and attendance at regular meetings of other clubs when unable to attend meetings of this club; keep all members informed on attendance requirements; promote better incentives for good attendance; and seek to ascertain and remove the conditions that contribute to unsatisfactory attendance.

Social Activities / Fellowship Committee. This committee shall promote acquaintance and friendship among the members, promote participation by members in organised Rotary recreational and social activities, and do such work in pursuance of the general object of the club as may be assigned by the president or the board.

Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the club. All club officers shall be expected to contribute to the development of this program.

Sergeant-at-Arms. The duties of the sergeant-at-arms shall be such as are usually prescribed for such office and such other duties as may be prescribed by the president or the board

Welfare – This committee shall be responsible for reporting to the club of all matters affecting the welfare of members.

Trust. This committee shall be responsible for the operation of the Padstow Rotary Club Youth Trust, in accordance with the trust document.

Section 3 -Membership and Vocational Service Committee

This committee is entrusted with the growth and retention of club members and shall be responsible for the servicing of the following club activities-

- Membership development
- Membership retention
- Induction processes
- Mentoring
- Classifications
- Maintenance of the membership action plan.
- Vocational service

Classifications Committee. This committee shall as early as possible, but no later than 31st August of each year, make a classification survey of the community; shall compile from the

survey a roster of filled and unfilled classifications, applying the classification principle; shall review, where necessary, existing classifications represented in the club; and shall counsel with the board on all classification problems.

Membership development. This committee shall consider all proposals for membership from the personal side and shall thoroughly investigate the character, business, social and community standing, and general eligibility of all persons proposed for membership and shall report their decisions on all applications to the board. This committee shall also review continually the club roster of filled and unfilled classifications and shall take positive action to initiate and present to the board the names of suitable persons to fill unfilled classifications. This committee shall also be responsible for the continual monitoring of the membership action plan to ensure that it is continuously updated.

Induction processes – This committee shall advise the president on appropriate induction procedures and will ensure that all appropriate documentation and other materials are available at the time of induction.

Mentoring – The president shall appoint a mentor for each new member to inform the new member on Rotary and club procedures and practices and such other Rotary information as may be necessary for a minimum period of six months following the induction.

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

Section 4 Public Relations Committee

This committee is responsible for providing positive and effective media coverage of club activities as well as gaining community acceptance for the programs of Rotary International. It will address the following areas –

- Media liaison
- Club photography
- Club archives
- Rotary awareness promotion
- Club bulletin
- Magazine committee

Club photography – This committee is responsible for recording of significant activities for both media and club records, and for providing this data to the club archives committee.

Club archives – This committee is responsible for maintaining historical data of the club and the reporting on these past activities to the club from time to time.

Club Bulletin Committee. This committee shall endeavour, through the publishing of a weekly club bulletin, to stimulate interest and improve attendance, announce the program of the forthcoming meeting, relate highlights of the previous meeting, promote fellowship, contribute to the Rotary education of all members, and report news of the club, of its members and of the worldwide Rotary program, and for providing this data to the club archives committee.

Magazine Committee. This committee shall stimulate reader interest in *Rotary Down Under* and *The Rotarian*; sponsor a magazine month; arrange for brief monthly reviews of the magazine on regular club programs; encourage the use of the magazine in the induction of new members; provide a copy of the magazine for non-Rotarian speakers; secure international service and other special subscriptions for libraries, hospitals, schools and other reading rooms; send news items and photographs to the editor of the magazine and in other ways make the magazine of service to the club members and non-Rotarians.

Media Liaison Committee. This committee shall devise and carry into effect, plans (1) to give the public general information about Rotary, its history, object, and scope; and (2) to secure proper publicity for the club.

Rotary Awareness Promotion – This committee is responsible for the development of Rotary Awareness programs including Rotary Awareness Week and is expected to work in conjunction with the media liaison committee.

Section 5 -The Rotary Foundation and International Service Committee

This committee will address the established programs of The Rotary Foundation and endeavour to maintain a regular contributory process as determined by members. The committee will undertake programs as noted –

- Annual Giving
- Group Study exchange
- Educational
- PolioPlus
- Grants
- Other programs of The Rotary Foundation

The committee will refer to documentation provided by The Rotary Foundation and the district.

The international Service committee shall also devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to international service. The chairman of this committee shall be responsible for the international service activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of youth service.

Section 6 - Community Projects Committee

This committee will undertake regular reviews of local and national projects to establish an annual program of service in the following areas –

- Community Service
- Youth service

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

Youth Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in discharging their responsibilities in matters relating to youth service. The chairman of this committee shall be responsible for the youth service

activities of the club and shall supervise and coordinate the work of any committees that may be appointed on particular phases of youth service.

Article IX Leave of Absence

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

(Note: Such leave of absence does operate to prevent a forfeiture of membership; it does not operate to give the club credit for the member's attendance. Unless the member attends a regular meeting of some other club, the excused member must be recorded as absent except that absence authorised under the provisions of article VIII, section 2(b) of the standard Rotary club constitution is not computed in the attendance record of the club.)

Article X Finances

Section 1 — The treasurer shall deposit all funds of the club in some bank to be named by the board.

Section 2 — The board shall at the commencement of each year authorise at least three members of the board to sign cheques. All bills shall be paid only by cheques signed by any two of the members authorised by the board. Payments may however be made by electronic funds transfer (EFT) provided no payment is made by this method unless it is first so authorised by the board. A thorough audit of all the club's financial transactions shall be made once each year by a person who is not a member of the club and is qualified to audit accounts for the purposes of the Corporations Act 2001 of the Commonwealth, or having other qualifications or experience approved by the Minister.

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

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

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

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

Article XI Method of Electing Members

Section 1 — The name of a prospective member, proposed by an active member of the club, shall be submitted to the board in writing, through the club secretary. A transferring or former member of another club may be proposed to active membership by the former club. The proposal for the time being shall be kept confidential except as otherwise provided in this procedure.

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

Section 3 — The board shall approve or disapprove the proposal within 30 days of its submission, and shall notify the proposer, through the club secretary, of its decision.

Section 4 — If the decision of the board is favourable, the prospective member shall be informed of the purposes of Rotary and of the privileges and responsibilities of membership, following which the prospective member shall be requested to sign the membership proposal form and to permit his or her name and proposed classification to be published to the club.

Section 5 — If no written objection to the proposal, stating reasons, is received by the board from any member (other than honorary) of the club within ten (10) days following publication of information about the prospective member, that person, upon payment of the admission fee (if not honorary membership), as prescribed in these bylaws, shall be considered to be elected to membership. If any such objection has been filed with the board, it shall vote on this matter at its next meeting. If approved despite the objection, the proposed member, upon payment of the admission fee (if not honorary membership), shall be considered to be elected to membership.

Section 6 — Following the election, the president shall arrange for the induction of the new member; the club secretary shall issue a membership card and shall report the new member to RI; and the Rotary information committee shall provide appropriate literature for presentation at the induction and assign a member to assist in the assimilation of the new member.

Article XII Resolutions

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

Article XIII Order of Business

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

Article XIV Amendments

These bylaws may be amended at any regular meeting, a quorum being present, by vote of three quarters of all members present, provided that notice of such proposed amendment shall have been given to each member at least twenty one (21) 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. An alteration to the constitution or bylaws of the club

shall be notified to the Minister administering the Associations Incorporation Act in a manner required by the regulations under that Act.

Article XV Register of members.

Section 1 The secretary of this club shall establish and maintain a register of members of this club specifying the name and address of each member together with the date on which the person became a member.

Section 2 The register of members shall be kept at the principle place of administration of the club and shall be open for inspection, free of charge, by any member of the club at any reasonable hour.

Article XVI Members Liabilities

The liability of a member of this club to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of the winding up of the club, is limited to the amount, if any, unpaid by the member in respect of membership of this club as specified by Article V of these by-laws.

Article XVII Procedure for meetings of Board of Directors

Section 1 Oral or written notice of a meeting of the board of directors shall be given by the secretary to each member of the board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the board) before the time appointed for the holding of the meeting.

Section 2 No business shall be transacted by the board unless a quorum is present in accordance with Article IV, section 5 of these by-laws and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and the same hour of the same day of the following week.

Section 3 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

Section 4 At a meeting of the board -

- (a) the president or, in the president's absence, the vice-president shall preside or
- (b) if the president and the vice president are absent or unwilling to act such one of the remaining members of the board as may be chosen by the members present at the meeting shall preside.

Section 5

- (a) Questions arising at a meeting of the board or of any committee appointed by the president in accordance with Article VII of these by laws shall be determined by a majority of the votes of members of the board or of any such committee present at the meeting.

- (b) Each member present at a meeting of the board or of any such committee (including the person presiding at the meeting) is entitled to one vote, but in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.
- (c) Subject to a quorum being present, the board may act notwithstanding any vacancy on the board.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered by the board or by such committee is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the board or of such a committee.

Article XVIII Procedures at General Meetings

Section 1 Annual Meetings

In addition to any other business which may be transacted at an annual meeting, the business of the annual meeting shall be:

- (a) to confirm the minutes of the past preceding annual meeting and of any special general meeting held since that meeting:
- (b) to receive from the board reports on the activities of the club during the preceding financial year:
- (c) to elect officers and directors of the club in accordance with Article I of these by laws.
- (d) to receive and consider the statement which is required to be submitted to members pursuant to Section 26(6) of the Associations Incorporation Act 1984.

Section 2 Notice of General Meetings

Except where the nature of the business proposed to be dealt with at any meeting of the club requires a special resolution, seven (7) days prior notice of the time, date and place of all general meetings of the club shall be given to members by publication in the weekly club bulletin referred to in Section 1(d) of Article VIII of these by laws and details shall be included of the nature of the meeting and of any motion therefor that may have been delivered to the secretary.

Section 3 Notice of Special Resolutions

Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member, specifying the place, date and time of the meeting, and the resolution proposed to be put to the meeting as a special resolution.

Section 4 Special Resolutions

A resolution of the club is a special resolution if:

- (a) it is passed by a majority which comprises not less than three quarters of such members of the club as, being entitled under these by laws so to do, vote in person at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these by laws: or

- (b) Where it is made to appear to Business and Consumer Affairs that it is not possible or practicable for the resolution to be passed in the manner, specified in paragraph (a), the resolution is passed in a manner specified by the Commission.

Section 5 Procedure

If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the same time and at the same place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall constitute a quorum.

Section 6 Presiding Member

The president, or in the president's absence, the vice president, shall preside as chairperson at each general meeting of the club. If the president and the vice president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson of the meeting.

Section 7 Voting.

- (a) Upon any question arising at a general meeting of the club a member has one vote only and all votes shall be given personally and may not be given by proxy. A member is not entitled to vote at any general meeting of the club unless all money due and payable by the member to the club has been paid.
- (b) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

Article XIX Funds

- (a) The funds of the club shall be derived from admission fees and annual membership dues, donations and, subject to any resolution passed by the club in general meeting, such other sources as the board determines.
- (b) The club shall as soon as practicable after receiving money issue an appropriate receipt.
- (c) Subject to Article XIX (d) and subject to any resolution passed by the club in general meeting the funds of the club shall be used in pursuance of the objects of the club in such manner as the board determines.
- (d) The club shall establish a fund to be called the Rotary Club of Padstow Advancement Program to which the following rules will apply -
- (1) The Program is designed and intended to create, establish, manage and administer a fund to be applied towards the support of youth programs and individual deserving cases in the Padstow Rotary community area for persons up to and including twenty five years of age, to assist in their pursuit of excellence in academic, cultural, creative or physical areas which will benefit the community, or to support the welfare and advancement of disadvantaged young people or otherwise as is within the spirit of the Rotary movement.

- (2) The club shall, at its annual general meeting, elect four members of the club who shall be responsible for all aspects of the operation of the program, including the investment of funds, the dispersal of funds to beneficiaries of the program, and for reporting to the club on the operations of the program.

Article XX Public Officer and Common Seal

Section 1 For the purpose of the Associations Incorporation Act 1984 the secretary of the club shall also be the Public Officer unless the board by resolution appoints some other member of the board to that position.

Section 2 The common seal of the club shall be kept in the custody of the Public Officer.

Section 3 The common seal shall not be fixed to any instrument except by the authority of the board and the affixing of the common seal shall be attested by the signature of any two members of the board.

Article XXI Custody and Inspection of Books

Section 1 Except as otherwise provided by these bylaws, the public officer shall have custody and control of all records, books and other documents relating to the club.

Section 2 The records, books and other documents of the club shall be open for inspection, free of charge, by a member of the club at any reasonable hour.

Article XXII Insurance

Section 1 The club shall effect and maintain insurance pursuant to Section 44 of the Associations Incorporation Act 1984.

Section 2 In addition to the insurance required under Section 1 of this Article, the club may effect and maintain other insurance.

Article XXIII Risk management

The club shall effect the development and maintenance of a risk management process for all its activities which shall ensure that all relevant legislation is considered and implemented in such a manner as to reduce the risk to the club, its members and the general public from the conduct of any of the club's activities. In addition the club shall ensure that as far as is possible all risks are covered by the clubs insurance.

Article XXIV Child protection policy

The club shall ensure that all members have read, understood and signed the appropriate child protection documentation.

Article XXV Charitable Fundraising Act 1991

Section 1 This article applies whilst the club is registered or is exempt from registration by or under the Charitable Fundraising Act 1991.

Section 2 A member of the board shall not be appointed to any salaried office of the club or any office of the club paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the club to any member of the board except -

- (a) repayment of out-of-pocket expenses
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the club's bankers for money lent to the club.

Section 3 Without limiting the operation of any of the provisions of the Constitution of the club or any of the other provisions of these bylaws, the office of a member of the board shall become vacant if:

- (a) the member holds an office of profit in the club; or
- (b) the member is directly or indirectly interested in any contract or proposed contract with the club.

Section 4 The club shall comply with such provisions of the Charitable Fundraising Act 1991 and the regulations thereunder as are applicable to it.

Section 5 In the event of the club having a membership of less than five persons then the club shall be dissolved in accordance with bylaws Article XXVI hereunder. Upon winding up or dissolution under bylaws Article XXVI the institution or institutions to which any property is given or transferred shall be a registered or exempted charity or charities under the Charitable Fundraising Act 1991.

Article XXVI Prohibition against Distribution to Members

Section 1 The income and property of the club whenever derived shall be applied solely towards the promotion of the objectives of the club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the club providing that nothing herein shall prevent the payment in good faith of reasonable and proper rent for premises let by any member of the club.

Section 2 The club shall not be dissolved except at a general meeting of the club specially convened for the purpose and by a special resolution. If upon the winding up or dissolution of the club there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the members of the club by shall be given or transferred to some other institution or institutions having similar or in part similar objects of the club and which shall also prohibit the distribution of its or their property among its or their members, such institution or institutions to be determined by the members of the club at or before the time of dissolution, or in default thereof by the Chief Judge of such court as may have or acquire jurisdiction in the matter.

Article XXVII Interpretation

Throughout these bylaws, pronouns of the masculine gender shall include the feminine.