

## Rotary Club of Wellington

### Constitution

November 2020.

#### Comparison proposed 2020 Constitution with 2018 Constitution

Article #	2020 Article Topic	Change from 2018	Note #	Comment
1	Definitions	None		
2	Name	None		
3	Purpose	New	1	
4	Locality of the Club	None		Was Article 3 in 2018 Constitution
5	Object	None		Was Article 4 in 2018 Constitution
6	Five Avenues of Service	Minor		Was Article 5 in 2018 Constitution
7	Meetings	Several/ Significant	2	Was Article 6 in 2018 Constitution
8	Membership	Several/ none significant	3	Was Article 7 in 2018 Constitution
9	Club membership composition	New	4	
10	Attendance	Several/ Significant	5	Was Article 8 in 2018 Constitution

11	Directors and Officers and Committees	Several/ None significant	6	Was Article 9 in 2018 Constitution titled Directors and Officers
12	Dues	Significant	7	Was Article 10 in 2018 Constitution titled Admission Fees and Dues
13	Duration of Membership	Significant	8	Was Article 11 in 2018 Constitution
14	Community, National and International Affairs	Minor		Was Article 12 in 2018 Constitution
15	Rotary Magazines	Minor		Was Article 13 in 2018 Constitution
16	Acceptance of Object and Compliance with Constitution and Bylaws	None		Was Article 14 in 2018 Constitution
17	Arbitration and Mediation	Minor		Was Article 15 in 2018 Constitution
18	Bylaws	Minor		Was Article 16 in 2018 Constitution
			9	Article 17 – Fiscal Matters and Article 18 – Interpretation have been omitted from the 2020 Constitution
19	Amendments	Minor		Section 3 of this Article contains the clauses required by the New Zealand IRD Was Article 20 in 2018 Constitution
20	Common Seal	Minor		Was Article 20 in 2018 Constitution
21	Quorum	None		Was Article 21 in 2018 Constitution
22	Voting	Minor		Was Article 22 in 2018 Constitution
		Significant	10	Article 23 – Finance has been omitted from the 2020 Constitution
23	Payment to Members	None		Was Article 24 in 2018 Constitution

24	Liquidation	None	Was Article 25 in 2018 Constitution
25	Untitled	None	This Club shall be a non-profit Society etc. Was Article 26 in 2018 Constitution
26	Untitled	None	Insofar as the provisions of the laws of New Zealand under which this club is incorporated shall permit, this club shall be subject to the jurisdiction of RI

Articles able to be altered without approval from RI:  
19(Section 3) (NZ IRD requirements); 20,21,22,23,24,25,26

## Notes:

### #1

#### **Article 3 – Purposes**

This is a new Article since the 2018 Constitution and reads:

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

### #2

#### **Meetings**

A new sub-clause (b) Method of Meeting is added;

The cancellation sub-clause (d) is tidied up;

A new sub-clause (f) Exceptions is added;

Significantly, Section 2 is expanded and now reads:

“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.”

Previously it read:

“An annual meeting for the election of officers shall be held no later than 31 December as provided in the bylaws.”

**The significance of the change for the Rotary Club of Wellington means we do not have to present audited or reviewed annual financial statements to the Club.**

A new Section 3 Board meetings is added stating that “Within 60 days after all board meetings, written minutes should be available to all members.”

**#3 Membership**

The wording of this Article has been tightened up considerably. Former Section (a) Transferring or Former Rotarian has been removed altogether as has Section 7 Holders of Public Office and Section 8 Rotary International Employment. A new Section 7 Exceptions has been introduced.

**#4 Club Membership Composition**

This addition has two Sections – General Provisions and Diverse Club Membership and deals with membership classification and the need for a club to have a cross section drawn from its community.

**#5 Attendance**

The wording of this Article has been tightened considerably but the intent of it hasn't other than a new Section 7 Exceptions has been added which reads: “The bylaws may include provisions not in accordance with Article 10.” I interpret that to say that we may, therefore, have a provision in our Bylaws that does not require a 60% attendance. The Board should resolve accordingly.

**#6 Directors and Officers and Committees**

Again, a general tightening up of the wording but with the addition of a new Section 7 Committees: 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.

**#7 Dues**

This Article has been substantially reduced to simply read: “Every member shall pay annual dues as prescribed in the bylaws.”

**#8 Duration of Membership**

There are two significant changes to this Article.

Section 4 (c) permits the bylaws to override the Termination for Non-attendance provisions of Section 4.

Section 10 introduces a new provision being that of Temporary Suspension – a member can be temporarily suspended while an investigation is taking place.

**#9 Articles 17 and 18 in the 2018 Constitution have been removed in the 2020 Constitution**

Article 17 required the Club to certify to RI the number of its members twice a year – that requirement has been removed from the 2020 Constitution. Article 18 clarified that ‘mail’, mailing’ and ‘ballot by mail’ included electronic mail and internet technology.

**#10 Finance**

Article 23 in the 2018 Constitution has been removed from the 2020 Constitution. It was a very prescriptive Article as follows:

(a) The treasurer shall deposit all funds of the Club in some bank account approved by the Board.

(b) All accounts shall be paid by cheques signed by any two of the president, secretary, treasurer or other Board members.

(c) A full statement of Financial Accounts including a Statement of Financial Position and Statement of Financial Performance together with a statement of any mortgage, charges and securities affecting the Club’s property for the last fiscal year shall be prepared by the treasurer and audited by a chartered accountant or other qualified person.

(d) The financial statements shall be presented to the annual meeting for adoption and when adopted shall be forwarded to the Registrar of Incorporated Societies.

(e) The fiscal year shall extend from 1 July to 30 June.

(f) At the beginning of each fiscal year the Board shall prepare a budget of the estimated income and expenditure for the year.

(g) The Board may raise or borrow money in such a manner and upon such security as the Board may think fit, and in particular upon the security of any mortgage or charge on all or any part of the Club’s assets or by the issue of debentures upon such rights, terms and conditions as the Board shall decide or are set out in the bylaws of the Club. The Board may from time to time invest and reinvest in such securities and upon such terms as it thinks fit, the whole or any part of the funds of the Club which shall not be required for the immediate business of the Club.

(h) in exercising the power vested in the Club by Article 23(g) the treasurer shall invest funds in such securities as the Board may determine.

(i) The Board may rent or otherwise deal in real and personal property and carry out or commit any lawful action as either a principal or ancillary object as the Board may resolve in the furtherance of these objects.