

CONSTITUTION AND BYLAWS OF THE ROTARY CLUB OF TAMWORTH FIRST LIGHT

DATE ADOPTED:

This is the annexure of 20 pages marked "A" referred to in the Notice of Alteration of Objects or Rules. Signed by me and dated.

Signed.....(PUBLIC OFFICER)

The Rules of Rotary Club of ** as amended are in accordance with Section 11 and contain those matters specified in Schedule 1, of the Associations Incorporation Act 1984.

Signed.....(PUBLIC OFFICER)

NOTE:

This document has been re-processed to add some formatting and include an automated Table of Contents.

The wording is identical to that of the original signed copy.

Brodie Shields, April 2004

EXPLANATION OF THE DOCUMENT NUMBERING SYSTEM

Within the standard Rotary club constitution, the various elements of the document are identified as follows:

Article 1

Section 2

(a) (subsection)

(1) (sub-subsection)

Within the text, subordinate elements are generally indented further than those in the text above them to make them easier to identify.

CONTENTS

Section A. Constitution (Articles I -XVIII)

(The bylaws of Rotary International provide that the club, while admitted to membership in RI shall adopt this prescribed standard club constitution)

	Page
ARTICLE I DEFINITIONS	5
ARTICLE II NAME	5
ARTICLE III LOCALITY OF THE CLUB	5
ARTICLE IV OBJECT.....	5
ARTICLE V MEETINGS	5
ARTICLE VI MEMBERSHIP.....	6
ARTICLE VII CLASSIFICATIONS.	7
ARTICLE VIII ATTENDANCE.....	7
ARTICLE IX DIRECTORS AND OFFICERS	9
ARTICLE X ADMISSION FEES AND DUES.....	9
ARTICLE XI DURATION OF MEMBERSHIP.....	10
ARTICLE XII COMMUNITY, NATIONAL AND INTERNATIONAL AFFAIRS.....	12
ARTICLE XIII ROTARY MAGAZINES	12
ARTICLE XIV ACCEPTANCE OF OBJECTS AND COMPLIANCE WITH CONSTITUTION AND BYLAWS.....	12
ARTICLE XV ARBITRATION.....	13
ARTICLE XVI BYLAWS.....	13
ARTICLE XVII INTERPRETATION.....	13
ARTICLE XVIII AMENDMENTS.....	13

Section B. Bylaws (Articles I - XIV)

(These bylaws have been modified from those recommended by RI and have been changed by the club to meet its own conditions and some of the requirements of the law of NSW, on the basis that such changes are not out of harmony with the club constitution or with the constitution and bylaws of Rotary International. If any doubt exists, the proposed changes should be submitted to the general secretary of RI for the consideration of the board of directors of RI)

ARTICLE I	ELECTION OF DIRECTORS AND OFFICERS	15
ARTICLE II	BOARD OF DIRECTORS	15
ARTICLE III	DUTIES OF OFFICERS	16
ARTICLE IV	MEETINGS	16
ARTICLE V	FEES AND DUES	18
ARTICLE VI	METHOD OF VOTING.....	18
ARTICLE VII	COMMITTEES.....	18
ARTICLE VIII	DUTIES OF COMMITTEES.....	20
ARTICLE IX	LEAVE OF ABSENCE.....	22
ARTICLE X	FINANCES	22
ARTICLE XI	METHOD OF ELECTING MEMBERS	23
ARTICLE XII	RESOLUTIONS	24
ARTICLE XIII	ORDER OF BUSINESS.....	24
ARTICLE XIV	AMENDMENTS.....	24

Section C. Bylaws (Articles XV -XVI)

(These bylaws are required to comply with the laws of New South Wales not otherwise dealt with.)

ARTICLE XV	ASSOCIATIONS INCORPORATION ACT 1984 ("THE ACT") AND OTHER	
LEGISLATION	25	
ARTICLE XVI	CHARITABLE FUNDRAISING ACT 1991 ("THE FUNDRAISING ACT")	26

Section D. Schedules

SCHEDULES	27
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Section A. Constitution (Articles I -XVIII)

ARTICLE I Definitions

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

1. Board: The Board of Directors of this club.
2. Bylaws: The bylaws of this club.
3. Director: A member of this club's Board of Directors.
4. Member: A member, other than an honorary member, of this club.
5. RI: Rotary International.
6. Year: The twelve -month period which begins on 1 July.

ARTICLE II Name

The name of this organisation shall be as set out at item 1 of the Schedule (member of Rotary International).

ARTICLE III Locality of the Club

The Locality of this club is as set out at item 2 of the schedule.

ARTICLE IV 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 Rotarians 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 V Meetings

Section 1 - Regular Meetings.

- (a) Day and Time: This club shall hold a regular meeting once each week on the day and at the time provided in the bylaws.
- (b) Change of Meeting: For good cause, the board may change a regular meeting to any day during the period commencing with the day following the preceding regular meeting

and ending with the day preceding the next regular meeting, or to a different hour of the regular day, or to a different place.

- (c) Cancellation: The Board may cancel a regular meeting if it falls on a legal holiday or in case of the death of the club president, or of an epidemic or of a disaster affecting the whole community, or of an armed conflict in the community which endangers the lives of the club members. The board may cancel not more than four regular meetings in any one year for causes not otherwise specified herein provided that this club should not fail to meet for more than three consecutive meetings.

Section 2 - Annual Meeting

An annual meeting for the election of officers of this club shall be held not later than 31 December in each year as provided in the bylaws.

ARTICLE VI Membership

Section 1 - General Qualifications.

This club shall be composed of adult persons of good character and good business or professional reputation.

Section 2 - Kinds.

This Rotary club shall have two kinds of membership, namely: active and honorary.

****Interim Provision Relating to Section 2-** Notwithstanding the provisions of article VI, section 2, no one who was a member of a Rotary club as of 1 July 2001 shall lose membership by reason of enactment 01-148 adopted by the 2001 Council on Legislation.

Section 3 - Active Membership.

A person possessing the qualifications set forth in article V, section 2 of the RI constitution may be elected to active membership in this club.

Section 4 - Transferring or former Rotarian.

A member may propose to active membership a transferring member or a former member of a club, if the proposed member is terminating or has terminated such membership in the former club due to no longer being engaged in the formerly assigned classification of business or profession within the locality of the former club or the surrounding area. The transferring or former member of a club being proposed to active membership under this section may also be proposed by the former club.

Section 5 - Dual Membership.

No person shall simultaneously hold active membership in this and another club. No person shall simultaneously be a member and an honorary member of this club. No person shall simultaneously hold active membership in this club and membership in a Rotaract club.

Section 6 - Honorary Membership.

- (a) Eligibility for Honorary Membership. Persons who have distinguished themselves by meritorious service in the furtherance of Rotary ideals may be elected to honorary membership in this club. The term of such membership shall be as determined by the board. Persons may hold honorary membership in more than one club.
- (b) Rights and Privileges. Honorary members shall be exempt from the payment of admission fees and dues, shall have no vote, and shall not be eligible to hold any office in this club. Such members shall not hold classifications, but shall be entitled to attend all meetings and enjoy all the other privileges of this club. No honorary member of this

club is entitled to any rights and privileges in any other club, except for the right to visit other clubs without being the guest of a Rotarian.

Section 7 - Holders of Public Office.

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

Section 8 -Rotary International Employment.

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

ARTICLE VII Classifications.

Section 1 - General Provisions.

- (a) Principal Activity - Each member shall be classified in accordance with the member's business or profession. The classification shall be that which describes the principal and recognised activity of the firm, company, or institution with which the member is connected or that which describes the member's principal and recognised business or professional activity.
- (b) Correction or Adjustment - If the circumstances warrant, the board may correct or adjust the classification of any member. Notice of the proposed correction or adjustment shall be provided to the member and the member shall be allowed a hearing thereon.

Section 2 - Limitations.

This club shall not elect a person to active membership from a classification if the club already has five or more members from that classification, unless the club has more than 50 members, in which case, the club may elect a person to active membership in a classification so long as it will not result in the classification making up more than 10 percent of the club's active membership. Members who are retired shall not be included in the total number of members from a classification. If a member changes classification, the club may continue the member's membership under the new classification notwithstanding these limitations.

****Interim Provision Relating to Section 2**

Notwithstanding the provisions of article VII, section 2, no one who was a member of a Rotary club as of 1 July 2001 shall lose membership by reason of enactment 01-148 adopted by the 2001 Council on Legislation. (See footnote for Interim Provision to article VI, section2 of this constitution.)

ARTICLE VIII Attendance.

Section 1 -General Provisions.

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

- (a) **14 Days Before or After the Meeting.** If, within fourteen (14) days before or after the

regular time for that meeting, the member

- (1) attends at least 60 percent of the time devoted for the regular meeting of another club or of a provisional club, or
- (2) attends a regular meeting of a Rotaract or Interact club or Rotary Community Corps or of a provisional Rotaract or Interact club or Rotary Community Corps, or
- (3) attends a convention of RI, a council on legislation, an international assembly, a Rotary institute for past and present officers of RI, a Rotary institute for past, present, and incoming officers of RI, or any other meeting convened with the approval of the board of directors of RI or the president of RI acting on behalf of the board of directors of RI, a Rotary multizone conference, a meeting of a committee of RI, a Rotary district conference, a Rotary district assembly, any district meeting held by direction of the board of directors of RI, any district committee meeting held by direction of the district governor, or a regularly announced intercity meeting of Rotary clubs; or
- (4) is present at the usual time and place of a regular meeting of another club for the purpose of attending such meeting, but that club is not meeting at that time and place; or
- (5) attends and participates in a club service project or a club-sponsored community event or meeting authorized by the board; or
- (6) attends a board meeting or, if authorized by the board, a meeting of a service committee to which the member is assigned.

When a member is outside the member's country of residence for more than fourteen (14) days, the time restriction shall not be imposed so that the member may attend meetings in another country at any time during the travel period, and each such attendance shall count as a valid make-up for any regular meeting missed during the member's time abroad.

- (b) **At the Time of the Meeting.** If, at the time of the meeting, the member is
 - (1) travelling with reasonable directness to or from one of the meetings specified in sub-section (a) (3) of this section; or
 - (2) serving as an officer or member of a committee of RI, or a trustee of The Rotary Foundation; or
 - (3) serving as the special representative of the district governor in the formation of a new club; or
 - (4) on Rotary business in the employ of RI; or
 - (5) directly and actively engaged in a district-sponsored or RI- or Rotary Foundation-Sponsored service project in a remote area where making up attendance is impossible ; or
 - (6) engaged in Rotary business duly authorised by the board which precludes attendance at the meeting
- (c) **Extended Absence on Outposted Assignment.** If a member, while working within the member's own country of residence for an extended period on an outposted assignment and with the mutual agreement of the member's club and a designated club, attends meetings of the designated club.

Section 2 – Excused Absences.

A member's absence shall be excused if:

- (a) the absence complies with the conditions and under circumstances approved by the board. The board may excuse a member's absence for reasons which it considers to be good and sufficient.
- (b) The aggregate of the member's years of age and years of membership in one or more clubs is 85 years or more and the member has notified the club secretary in writing of the member's desire to be excused from attendance and the board has approved.

Section 3 –RI Officers' Absences.

A member's absence shall be excused if the member is a current officer of RI.

Section 4 – Attendance Records.

Any member whose absences are excused under the provisions of subsection (b) of section 2 of this article shall not be included in the membership figure used to compute this club's attendance nor shall such absences or attendances be used for that purpose.

ARTICLE IX Directors and Officers

Section 1 – Governing Body

The governing body of this club shall be the board constituted as the bylaws may provide.

Section 2 – Authority.

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

Section 3 – Board Action Final.

The decision of the board in all club matters is final, subject only to an appeal to the club. However, as to a decision to terminate membership, a member, pursuant to article XI, section 6, may either appeal to the club or request arbitration. If appealed, a decision of the board shall be reversed only by a two-thirds vote of the members present, at a regular meeting specified by the board, provided a quorum is present and notice of the appeal has been given by the secretary to each member at least five (5) days prior to the meeting. If an appeal is taken, the action taken by the club shall be final.

Section 4 – Officers.

The club officers shall be a president, a president-elect and one or more vice-presidents, all of whom shall be members of the board, and a secretary, a treasurer, and a sergeant-at-arms, any or all of whom may or may not be members of the board as the bylaws shall provide.

Section 5 – Election of Officers

- (a) **Terms of Officers other than President.** Each officer shall be elected as provided in the bylaws. Except for the president each officer shall take office on 1 July immediately following election to office and shall serve for the term of office or until a successor has been elected and qualified.
- (b) **Term of President.** The president shall be elected as provided in the bylaws not more than two (2) years but not less than eighteen (18) months prior to the day of taking office. The president shall serve as president-elect for the year immediately preceding the year as president. The president shall take office on 1 July and shall serve for the period of one (1) year or until a successor has been duly elected and qualified.
- (c) **Qualifications.** Each officer and each director shall be a member in good standing of this club. The president-elect shall attend the district presidents-elect training seminar and the district assembly unless excused by the governor-elect. If so excused, the president-elect shall send a designated club representative who shall report back to the president-elect.

ARTICLE X Admission Fees and Dues

Every member shall pay an admission fee and annual dues such sums as prescribed in the bylaws, except that any transferring or former member of another club who is accepted into membership of this club pursuant to article VI section 4 shall not be required to pay a second admission fee.

ARTICLE XI Duration of Membership

Section 1 - Period.

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

Section 2 – Automatic Termination

- (a) Membership shall automatically terminate when a member no longer meets the membership qualifications except that
- (1) the board may grant a member moving from the locality of this club or the surrounding area a special leave of absence not to exceed one (1) year to enable the member to visit and become known to a Rotary club in the new community if the member is still active in the same classification and continues to meet all other conditions of club membership;
 - (2) the board may allow a member moving from the locality of this club or the surrounding area to retain membership if the member remains active in the same classification and continues to meet all other conditions of club membership; and
 - (3) a member whose classification is lost without default of the member may retain such classification and be granted a special leave of absence not to exceed one (1) year to enable the member to obtain new employment in the current or a new classification. Such member must continue to meet all other conditions of club membership. Termination of membership would take effect only at the end of the period of leave granted to the member.
- (b) **How to Rejoin.** When the membership of a member has terminated as provided in subsection (a) of this section, such person may make new application for membership, under the same or another classification. A second admission fee shall not be required.
- (c) **Termination of Honorary Membership.** Honorary membership shall automatically terminate at the end of the term for such membership as determined by the board. However, the board may extend an honorary membership for an additional period. The board may revoke an honorary membership at any time.

Section 3 – Termination – Non payment of Dues.

- (a) **Process.** Any member failing to pay dues within thirty (30) days after the prescribed time shall be notified in writing by the secretary at the member's last known address. If the dues are not paid on or before ten (10) days of the date of notification, membership may terminate, subject to the discretion of the board.
- (b) **Reinstatement.** The board may reinstate the former member to membership upon the former member's petition, and payment of all indebtedness to this club. However, no former member may be reinstated to active membership if the former member's classification has been filled.

Section 4 - Termination - Non-Attendance.

- (a) **Attendance Percentages.** A member must:
- (1) attend or make up at least sixty percent of club regular meetings in each half of the Rotary year;
 - (2) attend at least thirty percent of the regular meetings of this club in each half of the Rotary year.
- If a member fails to attend as required, the member's membership be subject to termination unless the board consents to such non-attendance for good cause.
- (b) **Consecutive Absences.** Unless otherwise excused by the board for good and sufficient reason or pursuant to Article VIII, sections 2 or 3, each member who fails to attend or make up four consecutive regular meetings shall be informed by the board that the member's non-attendance may be considered a request to terminate

membership in this club. Thereafter, the board, by a majority vote, may terminate the member's membership..

Section 5 - Termination - Other Causes.

- (a) **Good Cause.** The board may terminate the membership of any member who ceases to have the qualifications for membership in this club or for any good cause by a vote of not less than two-thirds of the board members, at a meeting called for that purpose.
- (b) **Notice.** Prior to taking any action under subsection (a) of this section, the member shall be given at least ten (10) days' written notice of such pending action and an opportunity to submit a written answer to the board. The member shall have the right to appear before the board to state the member's case. Notice shall be by personal delivery or by registered letter to the member's last known address.
- (c) **Filling Classification.** When the board has terminated the membership of a member as provided for in this section, this club shall not elect a new member under the former member's classification until the time for hearing any appeal has expired and the decision of this club or of the arbitrators has been announced.

Section 6 – Right to Appeal or Arbitrate Termination.

- (a) **Notice.** Within seven (7) days after the date of the board's decision to terminate membership, the secretary shall give written notice of the decision to the member. Within fourteen (14) days after the date of the notice, the member may give written notice to the secretary of the intention either to appeal to the club or to arbitrate as provided in article XV.
- (b) **Date for Hearing of Appeal.** In the event of an appeal, the board shall set a date for the hearing of the appeal at a regular club meeting to be held within twenty-one (21) days after receipt of the notice of appeal. At least five (5) days' written notice of the meeting and its special business shall be given to every member. Only members shall be present when the appeal is heard.
- (c) **Arbitration.** In the event of a request for arbitration, each party shall appoint an arbitrator and the arbitrators shall appoint an umpire. Only a member of a Rotary club may be appointed as umpire or as arbitrator.
- (d) **Appeal.** If an appeal is taken, the action of the club shall be final and binding on all parties and shall not be subject to appeal.
- (e) **Decision of Arbitrators or Umpire.** If arbitration is requested, the decision reached by the arbitrators or, if they disagree, by the umpire shall be final and binding on all parties and shall not be subject to appeal.

Section 7 – Board Action Final.

Board action shall be final if no appeal to this Club is taken and no arbitration is requested.

Section 8 - Resignation.

The resignation of any member from the club shall be in writing, addressed to the president or secretary. The resignation shall be accepted by the board, if the member has no indebtedness to this club.

Section 9 - Forfeiture of Property Interest.

Any person whose club membership has been terminated in any manner shall forfeit all interest in any funds or other property belonging to this club.

ARTICLE XII Community, National and International Affairs

Section 1 – Proper Subjects.

The merits of any public question involving the general welfare of the community, the nation, and the world are of concern to the members of this club and shall be proper subjects of fair and informed study and discussion at a club meeting for the enlightenment of its members in forming their individual opinions. However, this club shall not express an opinion on any pending controversial public measure.

Section 2 – No Endorsements.

This club shall not endorse or recommend any candidate for public office and shall not discuss at any club meeting the merits or demerits of any such candidate.

Section 3 – Non political

- (a) **Resolutions and Opinions.** This club shall neither adopt nor circulate resolutions or opinions, and shall not take action dealing with world affairs or international policies of a political nature.
- (b) **Appeals.** This club shall not direct appeals to clubs, peoples or governments, or circulate letters, speeches, or proposed plans for the solution of specific international problems of a political nature.

Section 4 - Recognizing Rotary's Beginning.

The week commencing on 23 February of each year shall be known as World Understanding and Peace Week. During this week, this club will celebrate Rotary service, reflect upon past achievements, and focus on programs of peace, understanding and goodwill in the community and throughout the world.

ARTICLE XIII Rotary Magazines

Section 1 - Mandatory Subscription.

Unless, in accordance with the bylaws of RI, this club is excused by the board of directors of RI from complying with the provisions of this article, each member shall, for the duration of membership, subscribe to the official magazine approved and prescribed for this club by the board of directors of RI. The subscription shall be paid in six (6) month periods for the duration of membership in this club and to the end of any six (6) month period during which membership may terminate.

Section 2 – Subscription Collection.

The subscription shall be collected by this club from each member semi-annually in advance and remitted to the Secretariat of RI or to the office of such regional publications as may be determined by the board of directors of RI.

ARTICLE XIV Acceptance of Objects and Compliance with Constitution and Bylaws.

By payment of an admission fee and dues, a member accepts the principles of Rotary as expressed in its objects and submits to and agrees to comply with and be bound by the constitution and bylaws of this club, and on these conditions alone is entitled to the privileges

of the club. Each member shall be subject to the terms of the constitution and bylaws regardless of whether such member has received copies of them.

ARTICLE XV Arbitration

Should any dispute, other than as to a decision of the board, arise between any current or former member(s) and this club, any club officer or the board, on any account whatsoever which cannot be settled under the procedure already provided for such purpose, the dispute shall be settled upon a request to the secretary by any of the disputants, by arbitration. The procedure utilized for such arbitration shall be as provided in article XI, section 6, subsections (c) and (e).

ARTICLE XVI Bylaws

This club shall adopt bylaws not inconsistent with the constitution and bylaws of RI, and with this constitution, embodying additional provisions for the government of this club. Such bylaws may be amended from time to time as therein provided.

ARTICLE XVII Interpretation.

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

ARTICLE XVIII Amendments

Section 1 – Manner of Amending.

Except as provided in section 2 of this article, this constitution may be amended only by the council on legislation in the same manner as is established in the bylaws of RI for the amendment of its bylaws.

Section 2 - Who May Propose.

Amendments to this constitution, except as provided in section 4 of this article, may be proposed only by a club, by a district conference, by the general council or the conference of RI in Great Britain and Ireland, by the council on legislation, or by the board of directors of RI.

Section 3 - Procedure.

- (a) Any proposal to amend this constitution shall be delivered to the general secretary of RI not later than 30 June in the year preceding that in which the council on legislation is to meet.
- (b) The general secretary of RI shall mail five copies of all duly proposed amendments to each governor, one copy to all members of the council on legislation and one copy to the secretary of any club that requests it, no later than 31 December in the year the council shall be convened. The proposed amendments also will be made available via the Rotary world wide web home page. Résumés of all proposed enactments, with details of the deletions and additions to the MOP omitted, shall be sent to each club.
- (c) The council shall consider and act upon each duly proposed amendment transmitted to the council and any duly proffered amendment thereof.

Section 4 - Article I (Name) and Article II (Territorial Limits) of this constitution shall be amended at any regular meeting of this club, a quorum being present by the affirmative vote of a majority of members present and voting, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting, and provided further, that such amendment shall be submitted to the board of directors of RI for its approval and shall become effective only when so approved. In the

event of reconsideration of a decision not to relinquish or share territory for the organization of an additional club, as directed by the board of directors of RI, as provided in subsection 2.020.4. of the bylaws of RI a two-thirds vote is required to sustain the previous negative decision.

Section B. Bylaws (Articles I - XIV)

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, president elect, secretary, treasurer, and the members of the board of directors being such number as set out at Item 3 of the Schedule. The nominations may be presented by a nominating committee or by members from the floor, by either or by both as the 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, president-elect, secretary, and treasurer receiving a majority of the votes shall be declared elected to their respective offices. The number of candidates for director being such number as set out at Item 3 of the Schedule receiving a majority of the votes shall be declared elected as directors. The president-elect 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, 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 of directors-elect. For the purpose of these bylaws, a vacancy in the office of a member of the board occurs is the member:-

- i. dies; or
- ii. ceases to be a member of the club; or
- iii. becomes an insolvent under administration within the meaning of the corporations law; or
- iv. resigns office by notice in writing given to the secretary; or
- v. is removed from office under article VIII; or
- vi. becomes a mentally incapacitated person who's person or estate is liable to be dealt with in any way under the law relating to mental health; or
- vii. is absent without consent of the board from all meetings of the board held during a period of 6 months.

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 number of members of this club, as set out in Item 4 of the Schedule namely the directors elected in accordance with article 1, section 1, of these bylaws, the president, president-elect, secretary, and treasurer.

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 - 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 semi-annual reports of membership, which shall be made to the general secretary of RI on 1 January and 1 July of each year, and including prorated reports to the general secretary on 1 October and 1 April of each active member who has been elected to membership in the club since the start of the July or January semi-annual 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 15 days of the last meeting of the month, collect and remit to RI subscriptions to ROTARY DOWN UNDER, and perform such other duties as usually pertain to the office of secretary.

Section 4 - Treasurer.

It shall be the duty of the treasurer to have custody of all funds, accounting for 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.

Section 5 - 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.

ARTICLE IV Meetings

Section 1 - Annual Meeting.

An annual meeting of this club shall be held on the day in each year as set out at Item 5 of the Schedule, at which time the election of officers and directors to serve for the ensuing year shall take place.

(Note: Article V, section 2 of the standard Rotary club constitution provides that "An annual meeting for the election of officers shall be held not later than 31 December as provided in the bylaws.")

Section 2 -

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

- (a) to confirm the minutes of the last preceding annual meeting and of any special meeting held since that meeting;
- (b) to receive from the board reports on the activities of the club during the last preceding financial year;

- (c) 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 (NSW).

Section 3 –

An annual meeting must be specified as such in the notice convening it.

Section 4 –

The regular weekly meetings of this club shall be held on the date and at the time as set out at Item 6 of the Schedule. 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 5 –

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

Section 6 –

Regular meetings of the board shall be held on the day of each month as set out at Item 7 of the Schedule. 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 7 –

A majority of the board members shall constitute a quorum of the board.

Section 8 –

At a meeting of the board; 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 9 –

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

Section 10 –

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.

Section 11 –

Subject to a quorum being present, the board may act notwithstanding any vacancy on the board.

Section 12 –

Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by such a 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 V Fees and Dues

Section 1 –

The admission fee shall be the amount as set out at Item 8 of the Schedule to be paid before the applicant can qualify as a member.

Section 2 –

The membership dues shall be the amount per annum as set out at Item 9 of the Schedule, payable semi-annually on the first day of July and of January, with the understanding that the amount as set out at Item 10 of the Schedule of each semi-annual payment shall be applied to each member's subscription to 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. 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. In the case of an equality of votes on a question at a general meeting, the chairman of the meeting is entitled to exercise a second or casting vote.

ARTICLE VII Committees

Section 1 -

- (a) The president shall, subject to the approval of the board, appoint the following standing committees:

Club Service committee
Vocational Service committee
Community Service committee
International Service committee
New Generations Service committee

- (b) The president shall, subject to the approval of the board, also appoint such committees on particular phases of club service, vocational service, community service, international service and new generations service as deemed necessary.
- (c) The club service committee, vocational service committee, community service committee, international service committee and new generations service committee shall each consist of a chairman, who shall be named by the president from the membership of the board, and not less than two (2) other members.
- (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) Where feasible and practicable in the appointment of such committees, there should be provision for continuity of membership, either by appointing one or more members for a second term or by appointing one or more members to a two-year term.

Section 2 - Club Service Committee.

- (a) The chairman of the club service committee shall be responsible for all club service activities and shall supervise and coordinate the work of all committees appointed on particular phases of club service.
- (b) The club service committee shall consist of the chairman of the club service committee and the chairmen of all committees appointed on particular phases of club service.
- (c) The president shall, subject to the approval of the board, appoint the following committees on particular phases of club service:

- Attendance committee
- Club bulletin committee
- Fellowship committee
- Magazine committee
- Membership committee
- Membership development committee
- Program committee
- Public relations committee

Appoint one member each year to the following committees:

- Classifications committee
- Rotary information committee

- (d) The president shall appoint the president-elect to oversee and co-ordinate the work of the classifications, membership, membership development and Rotary information committees.
- (e) The classification and Rotary information committees shall each consist of three (3) members, one member of each committee to be appointed each year for a term of three (3) years. The first appointments made under this provision shall be as follows: one member for a term of one year; one member for a term of two (2) years; one member for a term of three (3) years.
- (f) The magazine committee shall, wherever feasible, include the editor of the club publication and a local newspaper or advertising member of the club.

Section 3 - Community Service Committee.

- (a) The chairman of the community service committee shall be responsible for all community service activities and shall supervise and coordinate the work of all committees appointed on particular phases of community service.
- (b) The community service committee shall consist of the chairman of the community service committee and the chairmen of all committees appointed on particular phases of community service.

The president shall, subject to the approval of the board, appoint the following committees on particular phases of community service:

- Human development committee
- Community development committee
- Environmental protection committee
- Partners in service committee

Section 4 - Vocational Service Committee

- (a) The chairman of the vocational service committee shall be responsible for all Vocational Service activities and shall supervise and co-ordinate the work of all committees appointed on particular phases of vocational service.
- (b) The vocational service committee shall consist of the chairman of the Vocational Service committee and the chairmen of all committees appointed on particular phases

of vocational service.

- (c) The president shall, subject to the approval of the board, appoint the committees as set out at Item 11 of the Schedule on particular phases of Vocational Service.

Section 5 - International Service committee

- (a) The chairman of the international service committee shall be responsible for all international service activities and shall supervise and co-ordinate the work of all committees appointed on particular phases of international service.
- (b) The international service committee shall consist of the chairman of the international service committee and the chairmen of all committees appointed on particular phases of international service.
- (c) The president shall, subject to the approval of the board, appoint the committees as set out at Item 12 of the Schedule on particular phases of international service.

Section 6 - New Generations Service committee

- (a) The chairman of the new generations service committee shall be responsible for all new generations service activities and shall supervise and co-ordinate the work of all committees appointed on particular phases of international service.
- (b) The new generations service committee shall consist of the chairman of the new generations service committee and the chairmen of all committees appointed on particular phases of new generations service.
- (c) The president shall, subject to the approval of the board, appoint the committees as set out at Item 13 of the Schedule on particular phases of new generations service.

ARTICLE VIII Duties of Committees

Section 1 - Club 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 club service. The chairman of the club service committee shall be responsible for regular meetings of the committee and shall report to the board on all club service activities.

- (a) 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.
- (b) Classifications Committee. This committee shall as early as possible, but no later than 31 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.
- (c) 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.
- (d) Fellowship Activities 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.
- (e) Magazine Committee. This committee shall stimulate reader interest in Rotary Down

Under; 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.

- (f) Membership Committee. 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.
- (g) Membership Development Committee. This committee shall 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.
- (h) Program Committee. This committee shall prepare and arrange the programs for the regular and special meetings of the club.
- (i) Public Relations 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.

Section 2 - Vocational 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 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 3 - 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.

- (a) Human Development Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in dealing within the community with the welfare of human beings of all kinds throughout the whole span of life by providing assistance and support to those in need.
- (b) Community Development Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in working to make the community a better place to live by improving the physical condition of the community and its facilities.
- (c) Environmental Protection Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in monitoring and improving the quality of the community's environment.
- (d) Partners in Service Committee. This committee shall devise and carry into effect plans which will guide and assist the members of this club in building relationships with other Rotary sponsored organisations within the community and in cooperating with them in service.

Section 4 - International 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 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 international service.

Section 5 - New Generations 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 to the new generations. The chairman of this committee shall be responsible for the new generations activities of the club and shall supervise and co-ordinate the work of any committees that may be appointed on particular phases of new generations 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 provision of Art. VIII, Sec. 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 –

All bills shall be paid only by cheques signed by the two officers of the club upon vouchers signed by any two officers. A thorough audit by a certified public accountant or other qualified person shall be made once each year of all the club's financial transactions.

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, cost of bond to be borne by the club.

Section 4 -

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

(NOTE: Magazine subscriptions for members joining during a semi-annual period are payable upon invoice from the Secretariat.)

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.

Section 6 -

(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 at a regular meeting

- of the club, such other sources as the board determines.
- (b) All money received by the club must be deposited as soon as practicable and without deduction to the credit of the club's bank account.
 - (c) The club shall as soon as practicable after receiving money, issue an appropriate receipt.

Section 7 -

In the event of the club being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the club in accordance with its powers to any fund, institution, organisation or authority which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

Section 8 -

The assets and income of the club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the club or members except as bona fide remuneration for services rendered or expenses incurred on behalf of the club.

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 seven (7) 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 such 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 the assimilation of the new member.

ARTICLE XII Resolutions

Section 1 -

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.

Section 2 -

A resolution of this 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 bylaws so to do, vote in person at a regular 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 the N.S.W. Department of Fair Trading that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (1), the resolution is passed in a manner specified by the Department.

Section 3 -

A special resolution shall be required by the club:

- (a) Upon a voluntary winding up;
- (b) In a distribution of surplus property;
- (c) Upon cancellation of incorporation; or
- (d) Upon an amendment to these bylaws.

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 a special resolution of the club.

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.

Section C. Bylaws (Articles XV -XVI)

ARTICLE XV Associations Incorporation Act 1984 ("the Act") and other Legislation

Section 1 - Register of Members

- (a) The secretary of the club shall establish and maintain a register of members of the club specifying the name and address of each person who is a member of the club together with the date on which the person became a member.
- (b) The register of members shall be kept at the principal 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.

Section 2 - Members' Liabilities.

The liability of a member of the 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 the club as required by Article V of these bylaws.

Section 3 – Notice.

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 Article VIII Section 1(c) and details shall be included of the nature of the meeting, and of any notices of motion therefore that may have been delivered to the Secretary.

Section 4 - 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 sent by pre-paid post to each member at the member's address appearing in the register of members, specifying the place, date and time of the meeting, and the resolution proposed to be put to the meeting as a special resolution.

Section 5 - Public Officer & Common Seal

- (a) For the purpose of the Act and the regulations thereunder 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.
- (b) The common seal of the club shall be kept in the custody of the public officer.
- (c) The common seal shall not be affixed 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.

Section 6 - Custody & Inspection of Books

- (a) Except as otherwise provided by these bylaws, all records, books and other documents relating to the club shall be kept in the custody or under the control of the public officer.
- (b) The records books and other documents of the club shall be open to inspection, free of charge, by a member of the club at any reasonable hour.

Section 7 - Service of Notices

- (a) For the purpose of these bylaws, a notice may be served by or on behalf of the club on

any member either personally or by sending it by post to the member at the member's address shown in the register of members.

- (b) If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, taken for the purposes of these bylaws to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

Section 8 - Winding Up

In the event of the club being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the board in accordance with their powers to any fund, institution or authority which has similar objects and which has rules prohibiting the distribution of its assets and income to its members; and in accordance with the Act.

ARTICLE XVI Charitable Fundraising Act 1991 ("the Fundraising Act")

Section 1 – Application

This bylaw applies while the club holds an authority to fundraise for a charitable purpose under the Fundraising Act.

Section 2 – Compliance

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

Section 3 - Conflict of Laws

Where any conflict arises between the provisions of the constitution or bylaws of the club and the Fundraising Act and the regulations thereunder, the latter shall apply.

Section 4 - Complaints and Grievances; Mechanism For

In the event of a complaint being made by a member of the public or a grievance received from an employee of the club:-

- (a) The secretary shall, within seven (7) days from the date of receiving the complaint or grievance appoint a time and place where a representative of the club and the complainant shall meet for the purpose of attempting to resolve the complaint. The time for such meeting shall not be more than fourteen (14) days from the receipt of the complaint by the club.
- (b) Where the representative of the club and the complainant cannot reach a satisfactory resolution of the complaint or grievance the parties shall, within seven (7) days from the date of such meeting, submit the complaint or grievance to an independent person to be agreed or in the absence of agreement to be nominated by the governor of Rotary International District 9650. The decision of the independent person so agreed upon or appointed shall be final and binding upon the parties. Each party shall bear its own costs.

Section D. Schedules

SCHEDULES

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|-----|---|--|
| 1. | Name: | Rotary Club of Tamworth First Light Inc |
| 2. | Locality: | Tamworth NSW |
| 3. | Number of Directors: | Five (5) |
| 4. | Number of Members of Board: | Ten (10) |
| 5. | Day of Annual Meeting: | 1 st Wednesday in December |
| 6. | Day and Time of regular weekly meetings: | Wednesday 7.00 am to 8.00 am |
| 7. | Day of regular meetings of the Board: | On the day and at the time determined by the Board at its first meeting |
| 8. | Admission Fee: | Such amount as is determined by the Board from time to time |
| 9. | Membership Dues, per annum: | Such amount as is determined by the Board at its 1 st meeting of the year |
| 10. | Amount applied to Rotary Down Under Subscription: | Such amount as is determined by the Board from time to time |
| 11. | Vocational Service Committees: | As determined by the Board from time to time |
| 12. | International Service Committees: | As determined by the Board from time to time |
| 13. | New Generations Service Committees: | As determined by the Board from time to time |