

Bylaws of the Rotary Club JOHANNESBURG SOUTH 101

Article 1 Definitions

1. Board: The club's board of directors.
2. Director: A member of the club's board of directors.
3. Member: A member of the club, other than an honorary member.
4. Quorum: The minimum number of participants who must be present when a vote is taken: one-third of the club's members for club decisions and a majority of the directors for club board decisions.
5. RI: Rotary International.
6. Year: The 12-month period that begins on 1 July.

Article 2 Board

The governing body of this club is its board of directors, consisting of, at a minimum, the president, immediate past president, president-elect, secretary, executive secretary and treasurer.

Article 3 Elections and Terms of Office

Section 1 One month before elections, members nominate candidates for president, vice president, secretary, treasurer, and any open director positions. The nominations may be presented by a nominating committee, by members from the floor, or both.

Section 2 The candidate who receives a majority of the votes for each office is declared elected to that office.

Section 3 If any officer or board member vacates his or her position, the remaining members of the board will appoint a replacement.

Section 4 If any officer-elect or director-elect vacates a position, the remaining members of the board-elect will appoint a replacement.

Section 5 The terms of office for each role are:

President	2 years
Vice President	1 Year
Treasurer	1 year
Secretary	1 year
Executive Secretary	1 year

Article 4 Duties of the Officers

Section 1 The president presides at club and board meetings.

Section 2 The immediate past president serves as a director on the club board.

Section 3 The president-elect prepares for his or her year in office and serves as a director.

Section 4 The vice president presides at club and board meetings when the president is absent.

Section 5 An Executive secretary attends club and board meetings, and is responsible for all IT related functions within the club and RI.

Section 6 The secretary keeps membership and attendance records.

Section 7 The treasurer oversees all funds and provides an annual accounting of them.

Section 8 The sergeant-at-arms maintains order in club meetings.

Article 5 Meetings

Section 1 An annual meeting of this club is held no later than 31 December to elect the officers and directors who will serve for the next Rotary year.

Section 2 This club meets Tuesday evenings from 19:00 to 20:00. Reasonable notice of any change or cancellation of the regular meeting will be given to all club members.

Section 3 Some club business meetings double as Board meetings due to the current size of the club. Special meetings of the board are called, when necessary, with reasonable notice by the president or upon the request of two directors.

Article 6 Dues

Annual club dues are determined by the Board from time to time. They are paid monthly. Annual club dues include RI per capita dues, a subscription to The Rotarian or a Rotary regional magazine, district per capita dues, club fees, and any other Rotary or district per capita assessment.

Article 7 Method of Voting

The business of this club is conducted by voice vote or a show of hands except in the election of officers and directors, which is conducted by ballot. The board may also provide a ballot for a vote on some resolutions.

Article 8 Committees

Section 1 Club committees coordinate their efforts to achieve the club's annual and long-term goals. Each club should have the committees listed in article 11, section 7, of the Standard Rotary Club Constitution.

Section 2 The president is an ex officio member of all committees and, as such, has all the privileges of membership.

Section 3 Each committee's chair is responsible for the regular meetings and activities of the committee, supervises and coordinates its work, and reports to the board on all committee activities.

Article 9 Finances

Section 1 Before each fiscal year starts, the board prepares an annual budget of estimated income and expenditures.

Section 2 The treasurer deposits club funds in a financial institution or institutions designated by the board, divided into two accounts: one for club operations and one for service projects.

Section 3 Bills are paid by the treasurer or another authorized officer and approved by two other officers or directors.

Section 4 A qualified person conducts a thorough annual review of all financial transactions.

Section 5 Club members will receive an annual financial statement of the club.

Section 6 The fiscal year is from 1 July to 30 June.

Section 7 Public Benefit Organisation provisions

- a) The club shall utilise its funds for the sole or principal purpose of the objects for which the club was established and shall conduct its activities wholly or substantially in the Republic of South Africa. *(ref ITA 30 (3) (b) (ii))*
- b) Any funds received by the club, and not immediately required for the furtherance of the club's objectives, shall be invested with any registered financial institution, as defined in Section 1 of the Financial Institutions (Investment of Funds) Act 1984, or in securities listed on a stock exchange, as defined in the Stock Exchanges Control Act 1985. *(ref ITA 30 (3) (b) (ii) (aa))*
- c) All donations made to the club for the purpose of achieving the club's objectives shall be made unconditionally and shall not be revocable and shall be subject to the club's terms and conditions. The donors shall derive no monetary advantage from the payment of such funds to the club, nor their disbursement by the club. *(ref ITA 30 (3) (v))*

- d) Any payments made by the club in consideration for goods supplied or services rendered shall be commensurate with the value of the goods or services actually supplied or rendered to the club. *(ref ITA 30 (3) (v) (d))*
- e) The club shall not pledge, mortgage or hypothecate its assets, nor enter into any agreement of suretyship.
- f) The club shall not carry on any trade, business or commercial undertaking, and shall not make available its funds or other assets to its members for the purpose of the carrying on of any trade, business or commercial undertaking by them, unless specifically permitted in terms of Section 30 (3) (b) (iv) of the Income Tax Act.
- g) No surplus funds shall be distributed among the club's members. *(ref ITA 30 (3) (b) (ii) and (iii))*
- h) In the event of the club being dissolved, wound up or liquidated, all its assets remaining after the satisfaction of its liabilities shall be transferred to any similar public benefit organisation, within the Republic of South Africa, which has been approved within Section 30 of the Income Tax Act. *(ref ITA 30 (3) (b) (iii))*
- i) The club shall timeously submit annual financial statements and any other information or supporting documents required by any revenue authority. *(ref ITA 30 (3) (v) (e))*
- j) At least three of the persons who accept fiduciary responsibility for the club shall not be connected persons as defined in the Income Tax Act. *(ref ITA 30 (3) (b) (i))*
- k) A copy of all amendments to the club constitution, club by-laws and any trust controlled by the club shall be submitted to the Commissioner for the South African Revenue Service.
- l) No amendment shall be made to this section without the prior approval of the Commissioner for the South African Revenue Service.

Section 8 Public Benefit Organisation with Section 18A Status

At least 75% of the funds received by the club, which qualify for a deduction by virtue of Section 18 A of the Income Tax Act, will be expended (or an obligation will be incurred to so expend) within twelve months of the financial year end during which such funds were received. *(ref ITA 18A (1) (b) (ii))*

Article 10 Method of Electing Members

Section 1 A member proposes a candidate for membership to the board, or another club proposes one of its transferring or former members.

Section 2 The board approves or rejects the candidate's membership within 30 days and notifies the proposing member of its decision.

Section 3 If the board approves the candidate's membership, the prospective member is invited to join the club.

Article 11 Types of Membership

Full Membership

The Rotary Member Program allows adult members to become a member of the Johannesburg South 101 Rotary Club. As an active member of the club, you will pay club dues and be expected to attend regular meetings and become fully engaged in giving service to communities; both locally and abroad. You will be encouraged to suggest new project ideas and will also vote on club matters. As a Rotarian, you will be encouraged to wear a Rotary pin with pride, and will be welcome to attend any other Rotary club meeting around the world.

Family Memberships

The Family Member Program allows family members or partners, **residing at the same residence of other Rotary members**, to become a member of the Johannesburg South 101 Rotary Club. Family members can attend all club meetings, serve on projects, vote on club matters, serve as club officers and on club committees. For purposes of the Family Member Plan, each person participating as a member will be referred to as a Family Designee. The Primary Family member is assigned as the member with the most years in Rotary. The Secondary members are all others residing at the same residence.

Business Membership

The Business/Corporate Membership Program will allow a business or other organization to become a member of the Rotary Club of Johannesburg South 101 through an established membership approval process, and to appoint up to three people (one Primary Member and up to two Designee Members) as the individuals attending Club meetings, and serving on committees.

Voting on club matters and serving as club officers will be limited to the Primary Member.

Once there is a Primary Member, the Eligible Business may designate up to two Designee Members, each of whom shall be individuals employed by the Eligible Business. The designee members can attend all rotary meetings and be members of the local rotary club, but not a member of Rotary International.

School Partner Membership

The School Partner Membership Program will allow a school that will partner with us, to become a member of the Rotary Club of Johannesburg South 101 through an established membership approval process, and to appoint up to three people (one Primary Member and up to two Designee Members) as the individuals attending Club meetings, and serving on committees.

Voting on club matters and serving as club officers will be limited to the Primary Member.

Once there is a Primary Member, the Eligible School may designate up to two Designee Members, each of whom shall be individuals employed by the Eligible School. The designee members can attend all rotary meetings and be members of the local rotary club, but not a member of Rotary International.

Honorary Memberships

Honorary members are members that have a history of involvement with Rotary but cannot commit to full membership status. Honorary members are members of the Johannesburg South 101 Rotary Club but not Rotary International. They can attend all meetings and can participate in any committee. Honorary Members cannot hold office or vote. Honorary members can be a member of the board of directors. Honorary members must be approved by the current Board of Directors. Honorary members may request at any time to be moved back into full membership.

Friend of Rotary / Associate Membership

The Friend of Rotary / Associate membership program allows the club to include members who cannot commit to meetings but want to participate in the many service projects and events we organize. The Associate Member cannot hold office or vote.

Article 12 Body Corporate and Autonomy (ref NPO (3) (1) (d) & (e))

The Club shall –

- a) exist in its own right separately from its members;
- b) continue to exist even when its membership changes and there are different office bearers;
- c) have the power to acquire and own moveable and immovable property and to dispose thereof;
- d) be able to sue and be sued in its own name.

Article 13 Powers (ref NPO (3) (1) (g))

The Club shall have all such powers as it needs in order that it is able to achieve its objects as set out in Article 4 of the Constitution of the Club, including, without limiting the generality of the foregoing the power to open and operate bank and investment accounts, the power to lend and borrow money upon security or otherwise.

Article 14 Limited Liability (ref NPO (3) (2) (f) & (j))

Members and office-bearers of the Club shall not be liable for any of the debts or liabilities of the Club solely by virtue of the fact that they are members or office-bearers thereof. Nor shall they be liable to any person for any damages suffered by that person as a result of any act or omission by them which occurs in good faith while such members or office-bearer is acting on behalf of the club.

Article 15 Ann Clubs

Section 1 The primary purpose of the subsidiary Rotary Ann Club is to bring into fellowship the families of the members of the Rotary club.

Section 2 The secondary purpose includes assisting Rotarians in the execution of various club and community projects and upholding the purposes and aims of Rotary.

Section 3 - Admitting Members to the Ann Club:

- a) By virtue of being a spouse to a Rotarian of the club, the Ann may join the Ann Club.
- b) An existing Ann member may propose a candidate that is not a spouse of a Rotarian, a prospective member may make a request, or the Rotary club may suggest members to join the Ann club. The method of admitting new members shall be determined by a majority vote of members.

- c) The Ann Club should approve or reject a candidate's membership within 10 calendar days and notify the candidate of its decision

Section 4 The Ann Club financial activities are to be included in the Rotary club financial statements.

Article 16 Interact Clubs

Section 1 The primary purpose of the subsidiary Rotary Interact Club is to bring into fellowship and community service students at any of the schools in the locality of the Rotary club.

Section 2 The secondary purpose includes assisting Rotarians in the execution of various club and community projects and upholding the purposes and aims of Rotary.

Section 3 The Interact Club shall be guided by the Rotary Club according to the guidelines as provided by Rotary International in the Interact Handbook. An intermediary shall be appointed to liaise with the Interact Club committee and the responsible school teacher.

Article 17 Amendments

These bylaws may be amended at any regular club meeting. Changing the club bylaws requires sending written notice to each member 10 days before the meeting, having a quorum present for the vote, and having two-thirds of the votes support the change. Changes to these bylaws must be consistent with the Standard Rotary Club Constitution, the RI Constitution and Bylaws, and the Rotary Code of Policies.

Article 18 Effect

These bylaws are effective as from 1 January 2023

SIGNED BY THE CLUB OFFICE BEARERS

President
Theresa Bennett

Secretary
Linda Dent

Treasurer
Peter Soester

Immediate Past President
Kevin Bennett



Executive Secretary
Terence Cannon

Foundation Officer
Evan Dent